

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser, who is an appropriately authorised independent financial adviser.

This document is the first supplementary disclosure document ("First Supplementary Document") to the Offer Document dated 30 September 2015 issued by Ichor Coal N.V. in respect of a cash offer for Universal Coal PLC ("Offer Document") and supplements, and should be read together with, the Offer Document.

This First Supplementary Document relates to a proposal which if implemented could result in the removal of UNV CDIs from the Official List of the ASX.

If you have sold or otherwise transferred all of your Shares (other than pursuant to the Offer) or CDIs, please send this document and any accompanying document at once to the purchaser or transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, the foregoing documents must not be forwarded or transmitted in or into any Restricted Jurisdiction or in or into any jurisdiction where to do so would constitute a violation of the relevant laws in that jurisdiction. If you have sold or transferred part of your holding of Shares or CDIs, please retain this document and any accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

**First Supplementary Offer Document
dated 9 November 2015**

in respect of

Cash Offer dated 30 September 2015

by

ICHOR COAL N.V.

for

UNIVERSAL COAL PLC

IF YOU HOLD CDIs AND DID NOT RECEIVE A HARD COPY OF THIS DOCUMENT, YOU MAY REQUEST ONE BY CONTACTING LINK MARKET SERVICES LIMITED AUSTRALIA ON 1300 653 497 (WITHIN AUSTRALIA) OR +61 1300 653 497 (OUTSIDE AUSTRALIA) AND YOU MAY ALSO REQUEST THAT ALL FUTURE DOCUMENTS, ANNOUNCEMENTS AND INFORMATION IN RELATION TO THE OFFER BE SENT TO YOU IN HARD COPY FORM.

IF YOU HOLD SHARES AND DID NOT RECEIVE A HARD COPY OF THIS DOCUMENT, YOU MAY REQUEST ONE BY CONTACTING CAPITA ASSET SERVICES ON 0371 664 0321 (WITHIN THE UNITED KINGDOM) OR +44 (0) 208 639 3399 (OUTSIDE THE UNITED KINGDOM) AND YOU MAY ALSO REQUEST THAT ALL FUTURE DOCUMENTS, ANNOUNCEMENTS AND INFORMATION IN RELATION TO THE OFFER BE SENT TO YOU IN HARD COPY FORM.

Unless otherwise determined by IchorCoal and permitted by applicable law and regulation, the Offer will not be capable of acceptance from or within a Restricted Jurisdiction. Accordingly, except in respect of CDI Holders, copies of this document, the Offer Document and any accompanying document must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent (including, without limitation, by way of facsimile, transmission, telephone or internet) in, into or from a Restricted Jurisdiction (other than by sending completed acceptance forms to the UK Receiving Agent) and persons receiving this document, the Offer Document and any other accompanying document (including custodians, nominees and trustees) must not post or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer. The availability of the Offer to persons who are not resident in Australia may be affected by the laws of their relevant jurisdiction. Such persons should inform themselves about and observe any applicable legal or regulatory requirements of their jurisdiction.

Macquarie Capital (South Africa) is acting exclusively for IchorCoal and no one else in connection with the Offer and will not be responsible to anyone other than IchorCoal for providing the protections afforded to clients of Macquarie Capital (South Africa) or for providing advice in connection with the Offer.

Unless the context requires otherwise, capitalised words and phrases used in this document shall have the meaning given in Appendix VI of the Offer Document.

A copy of this First Supplementary Document is not required to be lodged with ASIC. Neither ASIC nor its officers takes any responsibility for the contents of this First Supplementary Document.

IMPORTANT NOTICE

The statements contained in this document are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the content of this document, you should consult your own legal, financial or tax adviser for legal, business, financial or tax advice.

The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set out in this document since such date.

Overseas Shareholders

The Offer is not being made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and the Offer is not capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this document, the Offer Document and any accompanying document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction (other than by sending completed acceptance forms to the UK Receiving Agent), and persons receiving this document, the Offer Document and any accompanying document (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer (other than by sending completed acceptance forms to the UK Receiving Agent). The availability of the Offer to Overseas Shareholders may be affected by the laws of the relevant jurisdictions in which they are resident. Such persons should read paragraph 6 of Part B and paragraph (d) of Part D (if such person holds Shares in certificated form) or paragraph (b) of Part E (if such person holds Shares in uncertificated form) of Appendix I to the Offer Document and inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

Any person (including custodians, nominees and trustees) who would, or otherwise intends to, or may have a contractual or legal obligation to forward this document, the Offer Document or any accompanying document to any jurisdiction outside Australia, should read paragraph (d) of Part D and paragraph (b) of Part E of Appendix I to the Offer Document before taking any action.

Forward Looking Statements

This document contains statements about IchorCoal and UNV that are or may be forward looking statements. All statements other than statements of historical facts included in this document may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of IchorCoal's or UNV's operations and potential synergies resulting from the Offer; and (iii) the effects of government regulation on IchorCoal's or UNV's business.

Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. IchorCoal disclaims any obligation to update any forward looking or other statements contained herein, except as required by applicable law.

All subsequent written and oral forward looking statements attributable to IchorCoal or persons acting on IchorCoal's behalf are expressly qualified in their entirety by the cautionary statements above.

Website Publication

A copy of this document and any information incorporated by reference in this document will be made available, subject to certain restrictions relating to persons resident in any Restricted Jurisdiction, on IchorCoal's website at www.ichorcoal.com as soon as possible and in any event by no later than 12 noon (Sydney time) on 10 November 2015 until the end of the Offer Period. For the avoidance of doubt, the contents of this website are not incorporated into and do not form part of this document.

No Representation

No person within IchorCoal, and no adviser, dealer, salesperson or other person is authorised to give any information or to make any representations with respect to the Offer other than such information or representations contained in this document or the Offer Document and, if given or made, such information or representations must not be relied upon as having been authorised by IchorCoal.

Responsibility

The directors of the management board of IchorCoal, whose names are set out in paragraph 2.1 of Appendix III of the Offer Document, accept responsibility for the information contained in this document, other than information relating to UNV. To the best of the knowledge and belief of the directors of the management board of IchorCoal (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of that information.

9 November 2015

Dear Universal Coal Shareholder/ CDI Holder

RE: ICHORCOAL CASH OFFER TO ACQUIRE 100% OF THE SHARES IN UNIVERSAL COAL

I have had the opportunity to consider the response of the independent directors of Universal Coal Plc (“Universal Coal”) dated 20 October 2015 (the “Formal Response”) to the cash offer made by Ichor Coal N.V. (“IchorCoal”) to Universal Coal shareholders / CDI holders dated 30 September 2015 (the “IchorCoal Offer”). I would like to ensure you have all relevant information in your possession to allow you to make an informed decision regarding the IchorCoal Offer.

Summary of the IchorCoal Offer:

- 1. A\$0.16 per share represents a significant premium** – it is 45.5% higher than the closing price of A\$0.11 per Universal Coal share on the ASX on the day before we announced our intention to make an offer (“IchorCoal Announcement”), and a 46.5% premium to the 60-day VWAP on the ASX prior to the IchorCoal Announcement;
- 2. It is a cash offer** – allowing you, if the conditions are satisfied, to realise your investment in a highly illiquid security which has minimal daily trading volumes and that has never paid a dividend since listing on the ASX in 2010. Universal Coal has a number of projects that will require capital which may restrict Universal Coal’s ability to pay dividends in the near future;
- 3. The IchorCoal Offer is being made at compelling and attractive market metrics** – the IchorCoal Offer price represents an NPAT multiple of 67.8 times applied to Universal Coal’s reported FY15 NPAT of A\$1.2 million; and
- 4. The Offer is fully funded** – the IchorCoal Offer is fully funded through a fully underwritten capital increase approved by IchorCoal’s shareholders on 4 November 2015.

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IchorCoal's Reply to the Formal Response:

1. IchorCoal Offer is *not* opportunistically timed:

- We do not agree that the IchorCoal Offer is opportunistically timed
 - IchorCoal made its strategic investment in 2014 at A\$0.16/share and the Universal Coal Board of Directors considered that price as appropriate;
 - The intention at the time was to increase our stake in Universal Coal and the IchorCoal Offer is a reflection of that intention;
 - Since IchorCoal's acquisition of the 29.9% share in Universal Coal there have been no material developments in Universal Coal and there has been a significant de-rating of the South African thermal coal sector;
 - IchorCoal considers that all material information has been in the public domain for some time and is incorporated in Universal Coal's share price;
- Universal Coal's first mine, Kangala, is almost 18 months into its planned eight and a half year life of mine, with only seven years remaining. MSA Group (Pty) Ltd ("MSA") notes that the current life of mine will be further reduced by one year through additional sales to Eskom, so there may be as little as six years remaining;
- The acquisition of Universal Coal's second mine ("NCC") was announced in February 2014, which was at a time of significantly higher export thermal coal prices, and is yet to reach production stage;
- NCC has not yet secured a coal supply agreement with Eskom, the South African power utility and the intended key purchaser of NCC production.

2. Universal Shares have *not* traded above the Offer price:

- Prior to the IchorCoal Announcement, Universal Coal's share price had not traded on the ASX at or above the A\$0.16 per share Offer price since prior to 2013.

3. Lack of liquidity and ability to sell shares in the market:

- Universal Coal is illiquid, trading an average of less than 200,000 CDIs / A\$22,000 per day on the ASX in the 60 days prior to the IchorCoal Announcement.

4. There are *no* alternative offers capable of acceptance:

- Universal Coal has announced two non-binding, indicative, conditional proposals
- There has been incomplete or no information disclosed regarding the identity of the bidders, the proposed offer structures, conditions and timing;
- These proposals are not offers capable of acceptance – IchorCoal is of the view that, in the absence of further meaningful information on these proposals, they should be dismissed by Universal Coal shareholders / CDI holders.

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5. IchorCoal Offer represents a *reasonable market value*:

- The fair value conclusion reached in the independent expert's report is merely the opinion of KPMG;
- KPMG has adopted valuations performed by another expert and has not made appropriate adjustments to reflect public market value in determining whether the IchorCoal Offer is reasonable;
- The valuations for both Kangala and NCC incorporate discounted cash flow valuation components, and export coal prices used in the valuation are significantly higher than current prices, while domestic coal prices and other key assumptions are not disclosed;
- The independent expert does not provide any warranty as to the adequacy of any due diligence process performed on Universal Coal; and, importantly
- The independent expert has also noted that the Universal Coal shares may trade lower than the IchorCoal Offer price of A\$0.16 in the absence of the IchorCoal Offer or a competing offer.

6. IchorCoal Offer is *not highly conditional*:

- The conditions as set out in the IchorCoal Offer document are, in IchorCoal's view, customary and are not unusual for a transaction of this nature;
- The 50% minimum acceptance condition is common in takeover offers for companies in the United Kingdom (and Universal Coal is incorporated in the United Kingdom);
- On 4 November 2015 IchorCoal shareholders approved the IchorCoal Offer and also approved the capital increase to fund the IchorCoal Offer.

A more detailed reply to the Formal Response is attached which I hope you find useful.

The existence of alternative offers to the IchorCoal Offer is an important factor in deciding whether you should accept the IchorCoal Offer, and so I also attach for your information a more comprehensive statement addressing specifically Universal Coal's announcements of the proposals received by it.

Please note the last date for acceptances:

As more fully explained in the IchorCoal Offer Document of 30 September 2015, CDI holders should accept by 7:00 PM (Sydney time) on 27 November 2015[†] and shareholders on the UK register should accept by 1:00 PM (London time) on 1 December 2015[‡].

If you have any questions, please contact the IchorCoal information line:

Link Market Services Limited	: 1300 653 497 (in Australia)
	: + 61 1300 653 497 (outside Australia)
Capita Asset Services	: 0371 664 0321 (in the United Kingdom)
	: +44 (0) 208 639 3399 (outside the United Kingdom)

Yours faithfully



Nonkululeko Nyembezi-Heita

Chief Executive Officer

[†] Except where the Offer Period can be, and is, extended.

[‡] Please refer to the definition of CDI Expiry Time and allow extra time for written acceptances by CDI Holders on the CHES subregister.

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NO ALTERNATIVE OFFERS EXIST FOR UNIVERSAL COAL PLC

Ichor Coal N.V. ("IchorCoal") notes the ASX announcement from Universal Coal Plc ("Universal Coal") released on 2 November 2015.

Contrary to the heading of that announcement, **no** alternative offers capable of acceptance have been made to Universal Coal shareholders and CDI holders ("Security Holders").

The Universal Coal announcement confirms receipt of a non-binding, indicative and conditional proposal ("proposal"). The announcement is incomplete and inadequate, as no information is disclosed regarding the identity of the bidder, the proposed structure, conditions and timing. Security Holders need this information and should be provided with it to allow them to make an informed decision on the likelihood of the proposal converting into an offer capable of acceptance, and what terms and conditions would apply.

The price of A\$0.25 suggested in the proposal, in addition to being non-binding, indicative and conditional, is still subject to a due diligence by the potential bidder, as well as formalization of its financing arrangements, further details of which have not been provided. IchorCoal, which is the only party with an offer which is compliant with laws in relevant jurisdictions and is capable of acceptance by Security Holders believes it is in the best interest of Security Holders that the potential bidder be named and that it should be made to "put up or shut up" in terms of the proposal.

Security Holders are reminded that Universal Coal announced a separate proposal on 21 September 2015 in which the potential bidder was also described as credible. However the potential bidder has not been named, no offer has been made by this party and no substantive update has been provided on this proposal, notwithstanding that seven weeks have passed since that announcement. Universal Coal's most recent announcement mentions that the Independent Directors will now focus their attention on the second proposal received without releasing the earlier proposal to its Security Holders.

IchorCoal calls on the board of Universal Coal to immediately release the latest proposal to Security Holders to allow for appropriate consideration to be given to the credibility of the offering party and any likelihood of the proposal progressing.

IchorCoal is of the view that, in the absence of further information as indicated above, the proposal(s) are not credible and should be dismissed by Security Holders.

IchorCoal is concerned about the potential for these issues to distract Universal Coal at a critical time for the company, noting:

- The extended delays in securing a long term Eskom coal supply agreement for New

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Clydesdale Colliery (“NCC”) which was reported as nearing completion in August 2015, and on which NCC funding is conditional,

- The 13% quarter-on-quarter decline in run of mine production in the recently released September 2015 operational results, and
- A reduction in both the feed to the processing plant and plant yields.

IchorCoal's Offer is the best and the only one capable of acceptance that is currently available to Universal Coal Security Holders.

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Ichor Coal Offer for Universal Coal

Attractive Proposition for Universal Coal Shareholders and CDI Holders

November 2015

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Why accept the IchorCoal Offer?



1. The A\$0.16 offer per share represents a significant premium

- 46.5% premium to the 60 day VWAP on the ASX on the day prior to announcement
- 45.5% premium to the closing price on the ASX on the day prior to announcement

2. Compelling offer metrics

- Represents a price / earnings multiple of **67.8x¹**
- Represents an EV/EBITDA multiple of **10.0x²**

3. Universal Coal is an illiquid stock

- Daily trading volumes represent an average of less than A\$22,000 traded per day³
- The Offer provides an opportunity to sell your shares notwithstanding Universal Coal's low liquidity

4. Universal Coal has never paid a dividend and may require further capital

- Offer provides an opportunity to realise cash for your investment
- Future growth projects will require development capital which may restrict Universal Coal's ability to pay dividends
- Universal Coal had gross debt of A\$40.1m at 30 June 2015 and will take on further debt of ~A\$23m to finance NCC

5. Offer is fully funded with customary conditions for a transaction of this nature

- IchorCoal's shareholders have approved the transaction and associated capital increase
- Sapinda Invest has provided an underwriting commitment for a capital increase to fund the Offer

1. Based on the reported FY15 NPAT of A\$1.2million and the equity value of A\$80.9 million implied by the offer

2. Based on reported Group FY15 EBITDA of A\$14 million, equity value of A\$80.9 million implied by the Offer and an enterprise value of A\$140.4 million reflecting FY15 minorities of A\$26.1 million, FY15 gross debt of A\$40.1 million and unrestricted cash of A\$6.7 million as per Universal Coal 2015 Annual Report

3. Trading data range is 60 Days prior to the IchorCoal Offer Announcement of 21 August 2015

Universal Coal's 'reasons' are not cogent

IchorCoal disagrees with the reasons raised by Universal Coal to reject the IchorCoal Offer

IchorCoal's Offer is **not** opportunistically timed

- IchorCoal made a strategic investment in Universal Coal in 2014 at a similar price of A\$0.161 per share
- The intention at the time was to increase its stake in Universal Coal and the IchorCoal Offer is a reflection of that intention
- IchorCoal considers that all current material information has been in the public domain for some time and is incorporated in Universal Coal's share price
 - NCC acquisition announced in February 2014
 - Arnot South is (i) not material, (ii) reflects an agreement from 2012, and (iii) is shown in Universal Coal's group structure in February 2015

The IchorCoal Offer is **not** highly conditional

- Offer conditions are set out in the Offer document, which IchorCoal considers to be common for a transaction of this nature
- 50% minimum acceptance condition is common in takeovers for UK companies – Universal Coal is incorporated in the UK
- IchorCoal shareholder approval and funding conditions have since been satisfied

No alternative offer capable of acceptance has been received

- Universal Coal announced an indicative proposal on 21 September 2015 and further proposal on 2 November 2015 but the **identity of the bidders has not been disclosed** and **no further information** has been provided
- Both proposals are **non-binding, indicative** and **highly conditional** with no certainty of being converted into an offer

Offer priced at a significant premium to historic levels



Universal Coal's share price has traded consistently below the Offer price prior to the announcement of the Offer

Universal Coal has not traded consistently above the Offer price

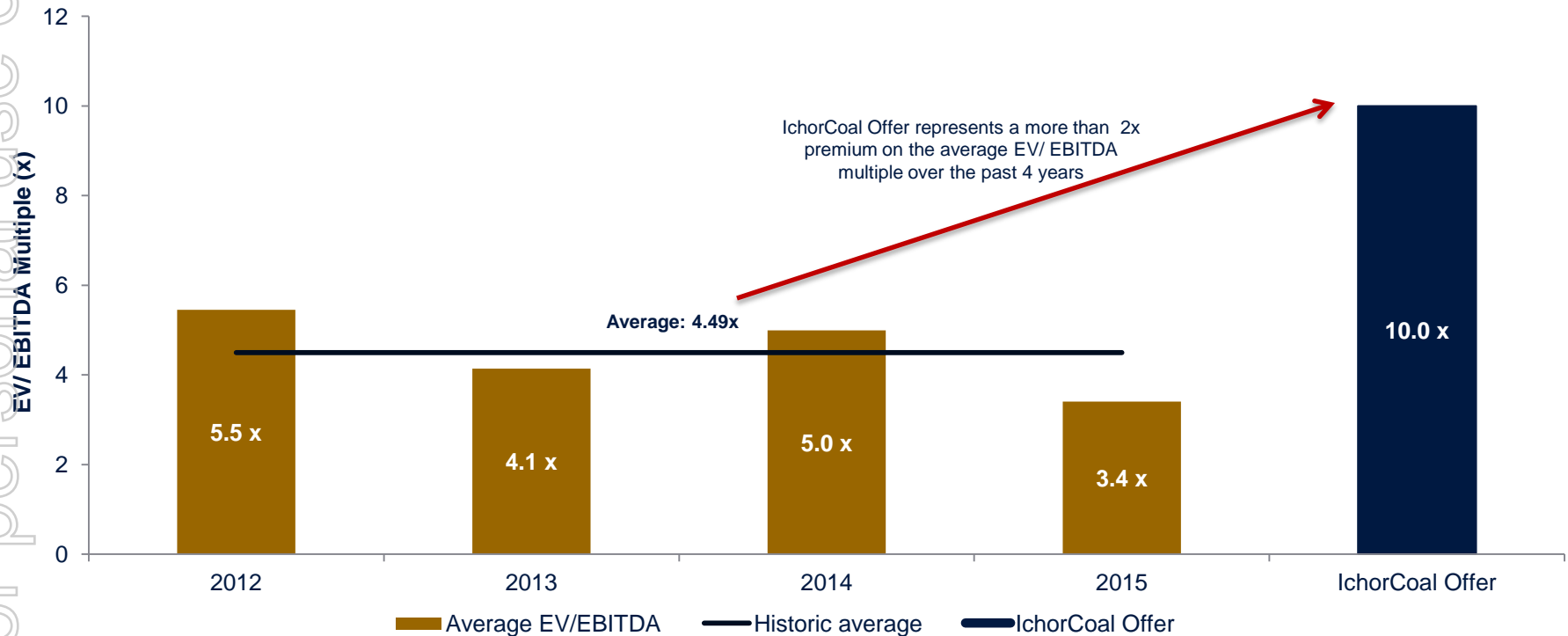
- Universal Coal's share price on the ASX is currently above the Offer price in response to the IchorCoal Offer and recent announcements by Universal Coal, including:
 - Potential alternative proposals: **no details/ further updates**
 - Arnot South: announcement of 2012 agreement, not previously announced as it is **not material**
 - NCC acquisition completion: **asset well known to investors and reflected in the share price** (acquisition announced in February 2014)
- Prior to the IchorCoal Offer, Universal Coal did not trade on the ASX at or above the Offer price since prior to 2013
- As noted by KPMG in the IER, the IchorCoal Offer is priced at a:
 - **45.5% premium** to the closing price on the trading day prior to announcement
 - **44.1% premium** to the 5 day VWAP of Universal Coal shares prior to announcement
 - **37.9% premium** to the 30 day VWAP of Universal Coal shares prior to announcement
- KPMG also states in the IER that **"in the absence of the IchorCoal Offer or a competing offer, the Universal Coal price may fall below A\$0.16"**

Universal Coal price performance on the ASX since 2013



IchorCoal Offer at an attractive multiple relative to comparable transactions

Implied EV/EBITDA multiple of 10.0x is significantly higher than the EV/EBITDA multiples for comparable coal transactions concluded since 2012¹



Source: Bloomberg and MergerMarket at 5 November 2015

1. Note: Includes comparable coal transactions of listed companies since 2012, where a minimum shareholding of 50% was acquired. 2012: 7 deals at an average value of US\$7,126m; 2013: 6 deals at an average value of US\$153m; 2014: 4 deals at an average value of US\$381m; 2015: 3 deals at an average value of US\$3,206m. Detailed summary of transactions included in the appendix

IchorCoal Offer is strong given market backdrop

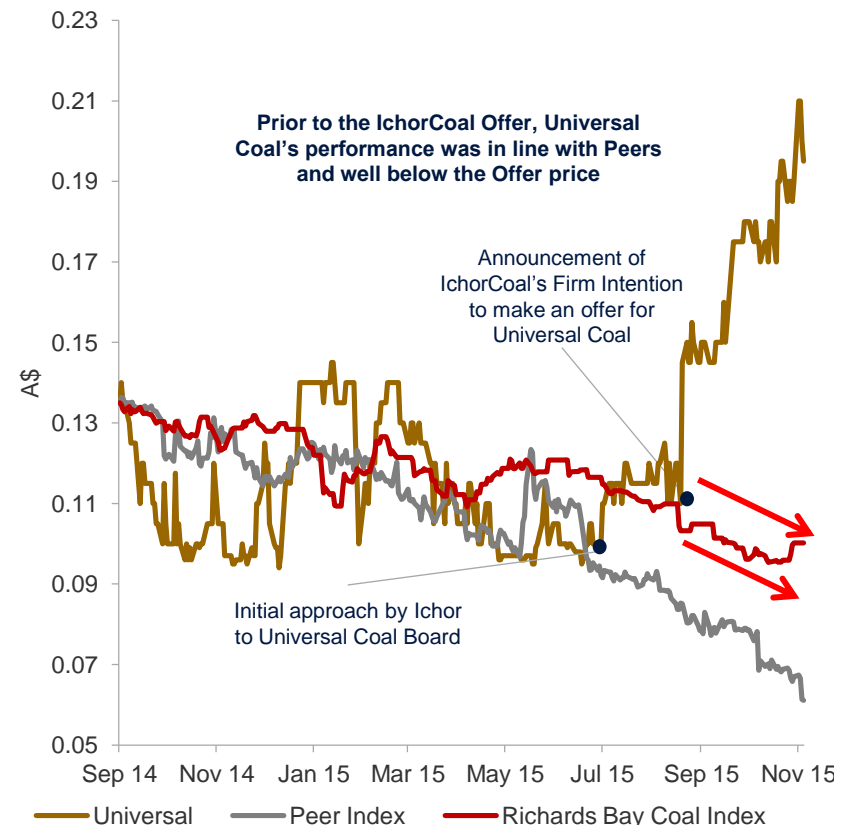


Offer priced at an implied premium to IchorCoal's initial strategic investment in Universal Coal in the context of prevailing South African thermal coal sector conditions

Initial strategic investment supportive of current Offer

- Notwithstanding the de-rating of the thermal coal sector, IchorCoal's Offer price of A\$0.16 is in line with its initial strategic investment
- Universal Coal's Board then considered the price of A\$0.161 appropriate for a significant investment of 29.99% of the enlarged share capital of Universal Coal
- Since that time:
 - There have been no material positive developments in Universal Coal's business (NCC and Arnot South were known)
 - There has been a significant de-rating of the South African thermal coal sector including the value attributable to certain assets in the Universal Coal portfolio
 - Universal Coal's peers¹ have seen falls in their market price of between 4% and 73%, with an average of 45%
 - Richards Bay coal price has declined by 23%

SA thermal coal sector performance since IchorCoal's investment



Source: Bloomberg as at 5 November 2015

1. Peers are Coal of Africa, Keaton Energy, Resource Generation and Wescoal, and pricing represents a simple average of the JSE share prices of each of these companies rebased to Universal Coal's CDI price as at 2 September 2014 being the date of the announcement of IchorCoal's strategic investment in Universal Coal

Universal Coal as a standalone entity

Universal Coal's contention is that it has a sound future as a standalone company, **however** it has been in active discussions with potential acquirors where the potential offer price is below the IER range

Strong Balance Sheet?

- Universal Coal has gross debt of A\$40.1 million and has stated that it would need to draw down an additional A\$23 million to contribute to the funding of NCC's development
- Gross debt post the NCC draw down would equate to ~A\$0.12 per share¹

Recent Operating Performance?

- Coal production is down 13% from the previous quarter and below Universal Coal's planned production
- Management anticipate production at NCC before year-end (i.e. in 2 months time), BUT Universal Coal still needs to satisfy the conditions to draw down the A\$23 million debt facility to fund development requirements

No impact of seaborne thermal coal price?

- Universal Coal's September 2015 quarterly report states that export sales improved 363% to 26,000 tonnes, partially offsetting lower domestic sales
- Universal Coal has not yet secured a long-term sales agreement with Eskom for NCC domestic supply

Organic growth?

NCC:

- Decision to proceed with Phase 2 underground expansion is dependent on a recovery in the global seaborne coal market

Brakfontein:

- MSA consider that Brakfontein is not "*feasible as a standalone mine*", with "*no continuity of opencast pits and underground mining areas*"

1. Based on gross debt of A\$63.1 million and 505,685,447 shares in issue

IER value range is significantly optimistic

IchorCoal strongly disagrees with the IER value range

1
KPMG / MSA valuations have not been adjusted to reflect current public market valuations and may be misleading

- KPMG has adopted MSA valuation work and in assessing whether the IchorCoal Offer is reasonable, has not made appropriate adjustments to reflect public market valuations
- MSA is a geological consultancy and is not a financial markets participant or consultancy
- MSA valuations for both Kangala and NCC incorporate discounted cash flow valuation components
- KPMG has not made any adjustment to the MSA NAVs – publicly traded companies currently trade at significant discounts to NAV and the reasonable market value should include a discount to NAV

2
Value determined for NCC/ Roodekop may be erroneous

- Universal Coal agreed to acquire NCC for A\$17.9 million following a competitive asset auction process by Exxaro in February 2014 – price was later revised down significantly to A\$8.1 million
- Universal Coal sold a 25% interest in Roodekop (part of NCC) for A\$4.1 million
- Notwithstanding the NCC purchase price of A\$8.1 million, the A\$4.1 million sale value for an interest in Roodekop and lower export thermal coal prices, the IER includes a value of A\$52.5 million¹ to A\$70.0 million¹ for NCC and Roodekop
- Universal Coal stated that the “primary product” from NCC was “6,000kcal export” thermal coal and, in announcing the commencement of development at NCC, that it was its “*export-focused project*”
- The price of export thermal coal has since deteriorated significantly, with the Richards Bay Coal price down 34% since the announcement of the NCC acquisition
- No Eskom coal supply agreement has been secured to date

1. Converted at an exchange rate of 0.103 ZAR:AUD used in the KPMG IER

IER value range is significantly optimistic

IchorCoal strongly disagrees with the IER value range and it would appear that Universal Coal also considers this unrealistic given support for proposal below the IER range

3

KPMG has not applied weight to other valuation methodologies which would demonstrate a significantly lower reasonable market value

- *EV / EBITDA (LTM¹)*: implies a significantly lower value for Universal Coal. Forecast EBITDA (NTM²) was not provided
- *EV / Reserve Comparables*: implies a significantly lower value for Universal Coal notwithstanding that the comparables considered by KPMG include Petmin, which, as an anthracite producer, has different fundamentals and should be excluded
- *EV / Resource Comparables*: implies a significantly lower value for Universal Coal after exclusion of Buffalo Coal and Petmin (anthracite producers³)

4

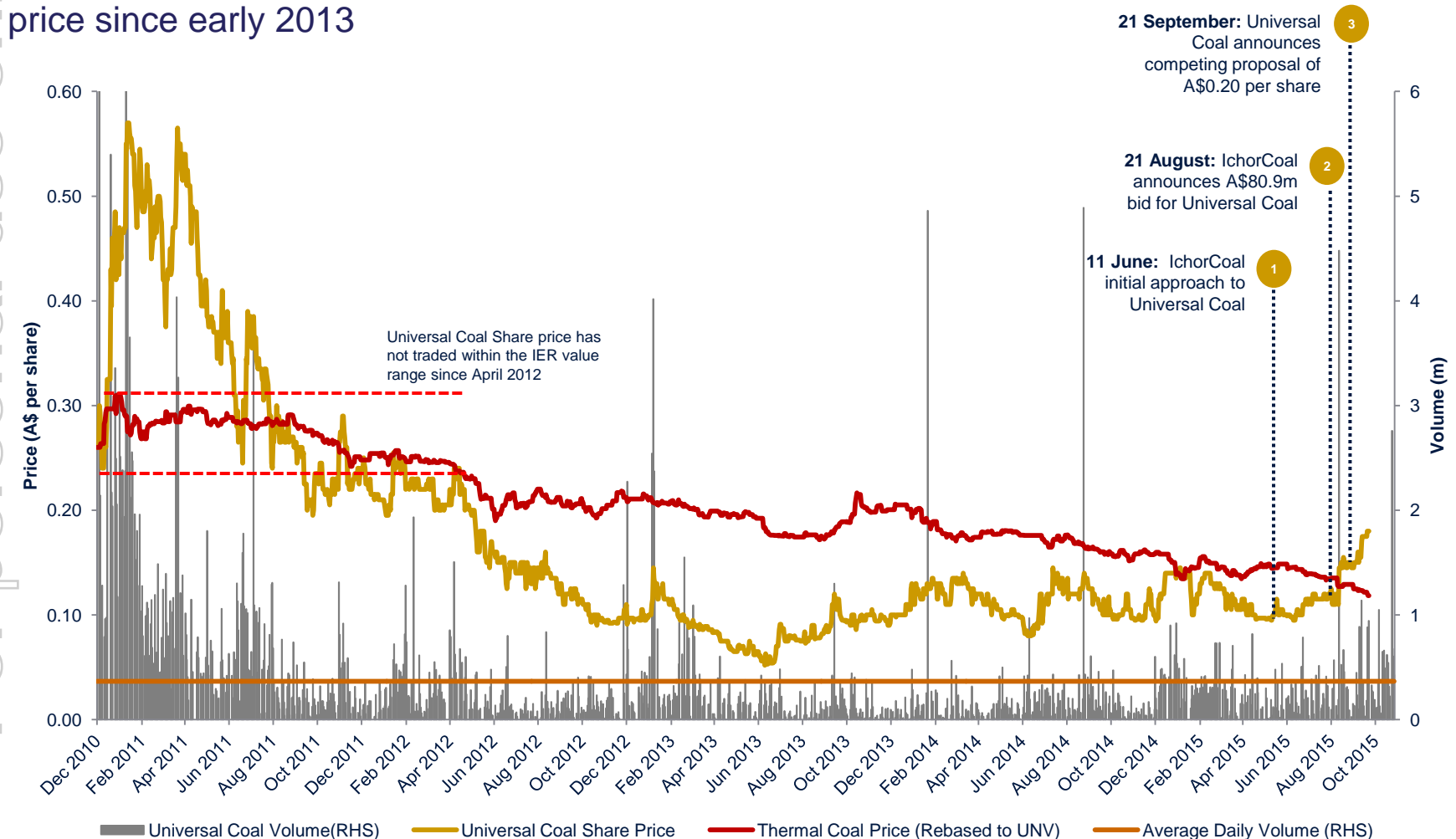
Other concerns

- Export coal prices used in the MSA valuation are significantly higher than current prices
- Domestic coal prices and other key assumptions in the MSA valuation are not disclosed
- KPMG does not provide any support for its control premium of 30%
- KPMG does not provide sufficient commentary on the factors driving the material difference between the IER valuation range and the share price of Universal Coal on the ASX in the period leading up to the IchorCoal announcement

1. Last Twelve Months
2. Next Twelve Months
3. Anthracite producers historically trade at higher multiples than thermal coal producers

Universal Coal Share Price History

Since listing in 2010, the share price has only traded in the IER range for 16 months and prior to IchorCoal's announcement had not traded above the Offer price since early 2013



Accept the IchorCoal Offer



Why you should accept the IchorCoal Offer

- ✓ **The A\$0.16 offer per share represents a significant premium**
- ✓ **Compelling offer metrics**
- ✓ **Opportunity to exit an illiquid stock in cash**
- ✓ **Universal Coal has never paid a dividend and may require further capital**
- ✓ **Offer is fully funded and contains customary conditions for a transaction of this nature**

To accept the offer:

- Holders of certificated shares must submit completed Forms of Acceptance to Capita Asset Services by 1.00pm (London time) on 3 December 2015¹
- Holders of uncertificated shares (i.e. shares held in CREST) should send a TTE Instruction to Euroclear so that the instruction settles on or before 1.00pm (London time) on 3 December 2015¹
- Holders of CDIs on the issuer sponsored subregister must submit a completed CDI Acceptance Form to Link Market Services Limited by 7.00pm (Sydney time) on 27 November 2015^{1,2}
- Holders of CDIs on the CHESSE subregister must accept electronically through CHESSE by 7.00pm (Sydney time) on 27 November 2015^{1,2} or submit a completed CDI Acceptance Form to Link Market Services Limited by 7.00pm (Sydney time) on 25 November 2015^{1,2}

1. Except where the Offer Period can be, and is, extended

2. Please refer to the definition of CDI Expiry Time in the IchorCoal Offer Document and allow extra time for written acceptances by CDI Holders on the CHESSE subregister

If a Shareholder/ CDI Holder has any queries, please contact:

Link Market Services Limited
1300 653 497 (in Australia)
+ 61 1300 653 497 (outside Australia)

Capita Asset Services
0371 664 0321 (in the United Kingdom)
+ 44 (0) 208 639 3399 (outside the United Kingdom)

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Appendix



Precedent Transaction Summary



Source	Year	Target Name	Acquiror Name	Announced Value (USDm)	EV/EBITDA Multiple
Bloomberg	2012	Bumi Resources Tbk PT	Bakrie and Brothers Tbk PT	278.3	1.8
Bloomberg	2012	King Stone Energy Group Ltd	Jade Bird Strategic Investment	276.7	5.1
Merger Market	2012	Saale Energie GmbH	EP Energy, a.s.	143.0	4.7
Merger Market	2012	King Stone Energy Group Ltd.	Beijing Beida Jade Bird Company Limited	330.0	4.9
Merger Market	2012	WGI Heavy Minerals Inc	Opta Minerals, Inc.	13.0	6.2
Merger Market	2012	Shaanxi Huaze Nickel and Cobalt Metal Co Ltd	Chengdu Unionfriend Network Co. Ltd.	310.0	9.5
Merger Market	2012	Xstrata Plc	Glencore plc	48 537.0	5.8
Bloomberg	2013	Lipari Energy Inc	0976837 BC Ltd	5.1	0.9
Bloomberg	2013	Bumi Resources Tbk PT	Bakrie and Brothers Tbk PT	501.0	2.9
Bloomberg	2013	Asia Resource Minerals PLC	Ravenwood Pte Ltd	223.0	2.5
Merger Market	2013	Blackwood Corporation Ltd	Cockatoo Coal Limited	17.0	2.4
Merger Market	2013	Inner Mongolia V V Energy Co Ltd	Etuke County Xinya Coke Co Ltd	115.0	12.6
Merger Market	2013	Quintana Kopper Glo Investment, LLC	Corsa Coal Corp.	59.0	3.6
Merger Market	2014	TransGlobe Energy Corporation	Caracal Energy	590.0	2.9
Merger Market	2014	Vectren Fuels, Inc.	Sunrise Coal, LLC	320.0	9.6
Merger Market	2014	Aquila Resources Limited (100% Stake)	Consortium led by Baosteel Resources Co Ltd	589.0	2.0
Merger Market	2014	Hazard complex	Blackhawk Mining LLC	26.0	5.5
Bloomberg	2015	Asia Resource Minerals PLC	Asia Coal Energy Ventures Ltd	747.4	4.2
Bloomberg	2015	Loudong General Nice Resources China Holdings Ltd	China Huarong Asset Management Co Ltd	51.6	2.4
Merger Market	2015	Asia Resource Minerals Plc (71.6% Stake)	Asia Coal Energy Ventures Limited	686.0	3.6