

Yancoal Australia Ltd

Strategy and Development Committee

Approved on 15 June 2012

Role and responsibilities

Responsibilities

The role of the Strategy and Development Committee (the **Committee**) is to support and advise the Board in exercising its authority in relation to the matters set out in this Charter.

The Committee is responsible for reviewing the Company's strategic initiatives and providing recommendations to the Board. The Committee is accountable to the Board for its performance and reports to the Board.

Strategic initiatives

The Board has defined the Committee's purpose as assisting the Board in its oversight and review of the Company's strategic initiatives, including:

- merger and acquisition proposals;
- major capital markets transactions;
- significant investment opportunities; and
- proposals to dispose of significant Company assets.

Membership

Composition and quorum

The Committee will consist of a minimum of three directors. The Board may appoint additional members to the Committee or remove and replace members of the Committee by resolution.

The Board will appoint the Chair of the Committee.

A Committee quorum will comprise the Chair of the Committee plus sufficient Members to constitute a majority of the Members of the Committee.

Removal or resignation

Members of the Committee may withdraw from membership by written notification to the Board. If a Committee member retires, is removed or resigns from the Company or Board, that member ceases to be a member of the Committee. The Board will appoint the successor.

Participation by non-Committee members

The Committee, if considered appropriate, may invite any management team members or other individuals to attend Committee meetings.

Secretary

The Company Secretary will be the secretary of the Committee.

Meetings

Frequency

The Chair will convene at least one meeting of the Committee each year and any additional meetings that the Chair considers necessary or appropriate to carry out the Committee's responsibilities.

Calling meetings and notice

Any Committee member or, at the request of a Committee member the Company Secretary, may call a meeting of the Committee. A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each Committee member together with relevant supporting documents.

Report to the Board

The Chair of the Committee or his / her delegate must report to the Board at the Board meeting following each meeting of the Committee, including the results of its review and any recommendations on specific actions or decisions the Board should consider.

Minutes

Minutes of proceedings and resolutions of Committee meetings will be prepared promptly by the Company Secretary following the Committee meeting. Minutes will be distributed to all Committee members and the Chair of the Board. Minutes of Committee meetings will be tabled at a subsequent Board meeting for noting.

The register of minutes will be kept by the Company Secretary and be open for inspection by any director.

Review

The Board will conduct an annual review of the Charter to ensure that it remains consistent with the Board's objectives and responsibilities. The Board must approve any amendments to the Charter arising from the review.

The Charter was approved on 15 June 2012.

Publication of the Charter

A copy of this Charter will be available to all directors and staff of the Company on request from the Company Secretary, the Yancoal Management System and on the Company's website.