



COAL of AFRICA LIMITED

ABN 98 008 905 388

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

DATE OF MEETING

22 November 2013

TIME OF MEETING

10.00am (GMT)

PLACE OF MEETING

Tavistock Communications
8th Floor
131 Finsbury Pavement
London EC2A 1NT
United Kingdom

THE 2013 ANNUAL REPORT IS AVAILABLE ONLINE

www.coalofafrica.com

This is an important document. Please read it carefully.

*If you are unable to attend the Annual General Meeting,
please complete the Proxy Form enclosed and return it in accordance with the instructions set out on the Proxy Form.*

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the shareholders of CoAL of Africa Limited will be held at:

Tavistock Communications
8th Floor
131 Finsbury Pavement
London EC2A 1NT
United Kingdom

Commencing at
10.00am (GMT)
on 22 November 2013

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or authorised representative.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.00am (GMT).

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the Proxy Form by facsimile to the Company on the facsimile number provided on the Proxy Form accompanying this Notice; or
- deliver or post the Proxy Form to the principal office of the Company at Suite 8, 7 The Esplanade, Mt Pleasant, Western Australia 6153.

so that it is received by no later than 48 hours before the commencement of the Meeting.

Your Proxy Form is enclosed.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of CoAL of Africa Limited ABN 98 008 905 388 (the "**Company**") will be held at Tavistock Communications, 8th Floor 131 Finsbury Pavement, London EC2A 1NT, United Kingdom on 22 November 2013 at 10.00am (GMT), for the purpose of transacting the following business referred to in this Notice of Annual General Meeting ("**Notice**").

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

Capitalised terms used in this Notice are defined in the glossary at the end of the Explanatory Statement.

ORDINARY BUSINESS

FINANCIAL REPORTS

To receive and consider the annual financial statements of the Company for the year ended 30 June 2013 including the Directors' report and the auditor's report.

Resolution 1: Non-binding Resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **advisory only resolution**:

"To adopt the Remuneration Report for the year ended 30 June 2013."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

Resolution 2: Election of Director – Mr Michael Meeser

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

"That Mr Michael Meeser, having been appointed as an additional Director on 1 June 2013, who retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director."

Resolution 3: Re-election of Director – Mr David Murray

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

"That Mr David Murray, a Director who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Resolution 4: Re-election of Director – Mr Rudolph Torlage

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

"That Mr Rudolph Torlage, a Director who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Resolution 5: CoAL of Africa Limited Employee Share Option Plan

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

"That, for all purposes, shareholders approve the issue of Options under the ESOP and the issue of Shares on the exercise of Options which have been issued under the ESOP (the terms of which are summarised in the Explanatory Statement)."

The above resolution has been proposed to satisfy the requirements of exception 9 to ASX Listing Rule 7.2 and the Explanatory Statement sets out the information required under that ASX Listing Rule.

Resolution 6: Approval of issue of Options to Michael Meeser under ESOP

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue to Michael Meeser, a Director, of 4,125,000 Options under the ESOP on the terms set out in the Explanatory Statement."

The above resolution has been proposed in accordance with the requirements of ASX Listing Rule 10.14 and the Explanatory Statement sets out the information required under ASX Listing Rule 10.15.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on:

- Resolution 1 by any member of Key Management Personnel of the Group or any Closely Related Party of such a member;
- Resolutions 5 or 6 by:
 - (i) any Director and/or any of their associates; or
 - (ii) proxy by any member of Key Management Personnel of the Group or any Closely Related Party of such a member.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- by the person chairing the Meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel).

Please refer to the important information about the appointment of proxies below.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the board

Tony Bevan

Company Secretary

Dated: 18 October 2013

HOW TO VOTE

Shareholders can vote by either:

- attending the 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 proxy form accompanying this Notice of 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 Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the 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 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 Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the 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 Meeting.
- Shareholders may specify the proportion or the number of votes each proxy may exercise, but where the appointment does not specify the proportion or number of the shareholder's votes, 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.
- Should any resolution, other than those specified in this Notice, be proposed at the 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 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 Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the Meeting, the Chairman of the 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 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, 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.
- To be effective, proxies must be lodged by 10.00am (GMT) on 20 November 2013. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - by returning a completed proxy form in person to Suite 8, 7 The Esplanade, Mt Pleasant, Western Australia 6153; or
 - by faxing a completed proxy form to or by facsimile to the facsimile number provided on the Proxy Form accompanying this Notice.

The proxy form 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, and by 10.00am (GMT) on 20 November 2013 (ie: 48 hours before the Meeting). If facsimile transmission is used, the power of attorney must be certified.

IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTIONS 1, 5 AND 6

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the Chairman of the Meeting) and their Closely Related Parties to vote on Resolutions 1, 5 and 6, including where they are voting as proxy for another shareholder.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on Resolutions 1, 5 and 6 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

The Chairman intends to vote all undirected proxies in favour of Resolutions 1, 5 and 6.

If you appoint the Chairman of the Meeting as your proxy but you do not direct the Chairman how to vote in respect of Resolutions 1, 5 and 6, you will be directing the Chairman to **vote in favour of Resolutions 1, 5 and 6** and the Chairman will vote in this way, even though Resolutions 1, 5 and 6 are connected with the remuneration of Key Management Personnel.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00pm (GMT) on 20 November 2013.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the preceding Notice of Annual General Meeting of the Company.

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

Capitalised terms used in this Explanatory Statement are defined in the glossary at the end of this Explanatory Statement.

FINANCIAL STATEMENTS

The first item of the Notice of Annual General Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2013 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders may submit a written question to the auditor prior to the Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than five business days prior to the meeting.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Meeting and will answer written questions submitted prior to the Meeting.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1: REMUNERATION REPORT

The Directors' report for the year ended 30 June 2013 contains the Remuneration Report which sets out the policy for the remuneration of Directors and executives of the Group. Section 250R(3) of the Corporations Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2013 annual general meeting, and then again at the 2014 annual general meeting, the Company will be required to put a resolution to the 2014 annual general meeting, to approve calling an extraordinary general meeting ("**spill resolution**"). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting ("**spill meeting**") within 90 days of the 2014 annual general meeting. All of the Directors who were in office when the 2014 Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

VOTING

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

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

RESOLUTION 2: ELECTION OF DIRECTOR – MR MICHAEL MEESER

Clause 3.3 of the Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Board. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for election.

Mr Meeser was appointed to the Board on 1 June 2013 to act as an Executive Director. In accordance with clause 3.3 of the Constitution, Mr Meeser now seeks election as a Director at this Annual General Meeting.

Mr Michael Meeser

Grad Dip Acc, CA(SA)

Mr Meeser is a qualified chartered accountant and has over 20 years' extensive local and international experience in project finance. Michael spent 6 years in London working for Edison Mission Energy Limited, a company that developed, owned and operated independent power projects world-wide and with interests in more than 50 power projects and assets of more than \$4 billion.

In 1998, Michael joined Investec Bank's Project and Infrastructure Finance business within their Capital Markets division. Most recently, he was the Head of the Project & Infrastructure and Commodity & Resource Finance businesses for Africa and was a member of the division's executive committee.

Directors' Recommendation: The Board (with Mr Meeser abstaining) recommends shareholders vote in favour of Resolution 2.

RESOLUTION 3: RE-ELECTION OF DIRECTOR – MR DAVID MURRAY

Clause 3.6 of the Constitution provides that at every annual general meeting of the Company one-third of the Directors must retire from office and are eligible for re-election.

Mr David Murray retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election.

Mr David Murray

B.Sc. (Civil Engineering); Post Grad Dip- Mining Engineering

Mr Murray has held a number of senior positions in the global coal industry, including Managing Director of Ingwe Coal Corporation Limited (formerly Trans-Natal Coal Corporation Limited), Chief Executive of BHP Billiton Mitsubishi Alliance and President of Energy Coal Sector Group at BHP Billiton Limited, a position he held until December 2009.

Directors' Recommendation: The Board (with Mr Murray abstaining) recommends shareholders vote in favour of Resolution 3.

RESOLUTION 4: RE-ELECTION OF DIRECTOR – MR RUDOLPH TORLAGE

Mr Rudolph Torlage retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election.

Mr Rudolph Torlage

BCompt (Hons), CTA, CA (SA)

Mr Torlage is a Chartered Accountant and has over twenty years experience with ArcelorMittal South Africa, where he was the Executive Director Finance. He also served on the Boards of various unlisted ArcelorMittal Group companies.

Directors' Recommendation: The Board (with Mr Torlage abstaining) recommends shareholders vote in favour of Resolution 4.

RESOLUTION 5: COAL OF AFRICA LIMITED EMPLOYEE SHARE OPTION PLAN

On 1 October 2009, the Board adopted a scheme called the CoAL of Africa Limited Employee Share Option Plan ("ESOP").

The purpose of the ESOP is to give eligible employees and executive officers of the Company an opportunity, in the form of Options, to subscribe for Shares in the Company.

EXPLANATORY STATEMENT CONTINUED

SUMMARY OF THE TERMS OF THE ESOP

Under the ESOP, the Board may offer Options to Directors and to permanent full time and part time employees of the Group. Any offer of Options to Directors will be subject to shareholder approval.

Options may not be issued under the ESOP if the aggregate of the number of Shares issued during the preceding five years under any Company employee incentive scheme (but disregarding Excluded Shares) and the number of Shares which would be issued if each outstanding Option issued under an employee incentive plan were exercised would exceed 5% of the total number of Shares on issue at the time of the proposed offer. Excluded Shares include Shares issued under offers made outside Australia and offers which do not require disclosure under section 708 of the Corporations Act.

A total of 5,123,061 Options have been issued since 30 November 2009, the date of last approval of the ESOP by shareholders. No Options issued under the ESOP have been exercised.

Options may be offered under the ESOP on terms, including exercise price, exercise period and any exercise conditions determined by the Board. The Board is required to have regard to the market value of Shares in determining the exercise price for Options. Options are issued for no consideration.

Options issued under the ESOP are not quoted on any stock exchange. Shares issued on the exercise of the Options will be quoted on ASX (and may be quoted on other stock exchanges on which Share are quoted at the time).

The terms of Options issued under the ESOP are subject to adjustment in the event of a bonus issue or reconstruction in accordance with the ASX Listing Rules. No change in the exercise price or the number of Shares over which Options are exercisable occurs in the event of a rights issue. Holders may only participate in new issues of Shares following exercise of the Options.

Options issued under the ESOP will vest (whether or not the exercise period has commenced) in the event of a takeover or scheme of arrangement or other change of control of the Company.

Options issued under the ESOP which have not vested lapse in the circumstances described in the ESOP, including where the exercise period expires or where the Option holder is no longer employed by the Group, subject to certain exceptions.

Options which have vested when the Option holder ceases to be employed by the Group may be exercised within the time limits set out in the ESOP.

The ESOP is administered by the Board and may be amended or terminated at any time by the Board. Any amendment or termination will not prejudice the existing rights of participants in the ESOP, unless agreed to by 75% of Options.

REGULATORY REQUIREMENTS – GENERAL APPROVAL FOR ISSUES UNDER THE ESOP

Under ASX Listing Rule 7.1, subject to certain exceptions, a company must not issue more than 15% of the company's total issued capital in a 12 month period without shareholder approval. An exception is provided in ASX Listing Rule 7.2 (exception 9) where holders of ordinary securities approve the issue of securities under an employee incentive scheme as an exception to ASX Listing Rule 7.1.

The Company seeks approval of issues under the ESOP in order to preserve its capacity to issue up to 15% of its issued capital without shareholder approval by allowing the Company to exclude any Options or Shares issued on the exercise of Options which were issued under the ESOP from the 15% calculation.

Approval for the issue of Options and Shares under the Plan is sought by way of an ordinary resolution to satisfy the requirements of ASX Listing Rule 7.2, exception 9. If Resolution 5 is passed, the Company may rely on this exception for issues under the ESOP during the period of three years from the date of the Annual General Meeting.

Directors' Recommendation: The Board recommends that shareholders vote in favour of this resolution as the ESOP will enable the Company to retain and attract skilled and experienced employees and officers to provide them with the motivation to make the Company more successful.

RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO MICHAEL MEESER UNDER ESOP

Resolution 6 seeks shareholder approval for the issue of 4,125,000 Options to Michael Meeser under the ESOP as part of his remuneration.

The Company announced on 17 April 2013 that Michael Meeser had been appointed as Chief Financial Officer and Executive Director of the Company. The Board proposes to issue 4,125,000 Options to Mr Meeser (to subscribe for 4,125,000 Shares) at an exercise price of 2 South African Rand per Share. 1,375,000 of the Options will become exercisable on each of 1 June 2014, 1 June 2015 and 1 June 2016. The expiry date for the Options is 1 June 2018.

Other than as described in this section, the Options will be issued on the same terms on which Options are issued under the ESOP.

If approved by Shareholders, the Options will be issued within one month after the date of the Meeting.

Any funds raised on the exercise of the Options will be used for working capital.

REGULATORY REQUIREMENTS

Securities (including Options) cannot be issued to a Director under an employee incentive scheme without first obtaining shareholder approval for the purposes of the ASX Listing Rules.

The following information is provided in compliance with the ASX Listing Rules:

Maximum number of securities	4,125,000 Options, exercisable into 4,125,000 Shares.
Issue Price	The Options will be issued for nil consideration. The exercise price for each Option is 2 South African Rand.
Participation by Directors	No Director has previously received Options under the ESOP. All Directors (David Brown, Michael Meeser, Peter Cordin, Khomotso Mosehla, Bernard Pryor, Rudolph Torlage and David Murray) are "Eligible Persons" as defined in the ESOP.
Issue date	As soon as practicable after the date of the Annual General Meeting, but in any event within 12 months after that date.
Terms of issue	The Options expire on 1 June 2018 and are otherwise subject to the terms of the ESOP. 1,375,000 of the Options will become exercisable on each of 1 June 2014, 1 June 2015 and 1 June 2016.
Loan terms	There are no applicable loan terms.

Directors' Recommendation: The Directors, with Mr Meeser abstaining, recommend that shareholders vote in favour of Resolution 6.

GLOSSARY

FOR THE PURPOSES OF THE NOTICE AND THE EXPLANATORY STATEMENT, THE FOLLOWING DEFINITIONS APPLY:

"**Accounting Standards**" has the meaning given to that term in the Corporations Act;

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting convened by the Notice;

"**ASX**" means ASX Limited, ABN 98 008 624 691, and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**ASX Listing Rules**" means the Listing Rules of ASX;

"**Board**" means the Board of Directors of the Company;

"**Closely Related Party**" has the meaning given to that term in the Corporations Act and, in relation to a member of Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company that the member controls; or
- (f) a person described by the Corporations Regulations 2001 (Cth);

"**Company**" means CoAL of Africa Limited, ABN 98 008 905 388, a limited liability company duly incorporated in Australia;

"**Constitution**" means the Constitution of the Company in effect as at the date of this Notice;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Directors**" means the directors of the Company;

"**ESOP**" means the CoAL of Africa Limited Employee Share Option Plan;

"**GBP**" means Great British Pound;

"**GMT**" means Greenwich Mean Time;

"**Group**" means the Company and all the entities the Company is required to include in its consolidated financial statements (ie its controlled entities);

"**Key Management Personnel**" has the meaning given to that term in the Accounting Standards, which as at the date of this Notice means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any Director (whether executive or not);

"**Notice**" or "**Notice of Meeting**" means the notice of Meeting which accompanies this Explanatory Statement;

"**Option**" means an option to acquire a Share;

"**Resolution**" means a resolution proposed in the Notice;

"**Remuneration Report**" means the section of the Directors' report contained in the annual financial statements of the Group for the year ended 30 June 2013 entitled "Remuneration Report"; and

"**Shares**" means fully paid ordinary shares in the Company.

ADMINISTRATION AND CONTACT DETAILS

INCORPORATION AND OPERATION

Country of Incorporation	Australia
AUS Company Number (ACN):	008 905 388
Main Country of operation:	South Africa

PRINCIPAL AND REGISTERED OFFICE

Suite 8, 7 The Esplanade
Mt Pleasant,
Perth, WA 6153
Australia

Telephone:	+61 8 9316 9100
Fax:	+61 8 9315 5475
E-mail:	perth@coalofafrica.com

SOUTH AFRICAN OFFICE

2nd Floor, Gabba Building, The Campus
57 Sloane Street
Bryanston, Johannesburg

Telephone:	+27 11 575 4363
Fax:	+27 11 576 4363
E-mail:	adminza@coalofafrica.co.za

DIRECTORS

David Brown	Executive Chairman and interim Chief Executive Officer
Michael Meeser	Chief Financial Officer and Executive Director
David Murray	Independent Non-executive Director
Bernard Pryor	Independent Non-executive Director
Peter Cordin	Independent Non-executive Director
Khomotso Mosehla	Non-executive Director
Rudolph Torlage	Non-executive Director

www.coalofafrica.com





COAL of AFRICA LIMITED
ABN 98 008 905 388

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

For your vote to be effective it must be received by 6:00pm (WST) Wednesday 20 November 2013

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 as they choose. 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 information tab, "Downloadable 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 →



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

www.investorcentre.com

View the Annual Report:

www.coalofafrica.com

Your secure access information is:

SRN/HIN:



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

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.

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 Annual General Meeting of Coal of Africa Limited to be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London EC2A 1NT United Kingdom, on Friday, 22 November 2013 at 10:00am (GMT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy and vote in accordance with his intention as set out below on Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5 and 6 are connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman.

Important Note: For Resolutions 5 and 6 this express authority is also subject to you marking the box in the section below.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5 and 6 by marking the appropriate box in step 2 below.

Important for Resolutions 5 and 6: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Resolutions 5 and 6 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Resolutions 5 and 6, the Chairman of the Meeting will not cast your votes on Resolutions 5 and 6 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 5 and 6.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolutions 5 and 6 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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 Non-binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director - Mr Michael Meeser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director - Mr David Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director - Mr Rudolph Torlage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Coal of Africa Limited Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of issue of Options to Michael Meeser under ESOP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

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: "CZA"
ISIN: AU000000CZA6
("CoAL" or "the Company")



Computershare Investor Services (Pty) Limited
Reg No 2004/003647/07

FORM OF PROXY – ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, 22 NOVEMBER 2013 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 Annual General Meeting of shareholders to be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London, EC2A 1NT, United Kingdom on Friday, 22 November 2013 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 Annual 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,

the Chairman of the Meeting, as my/our proxy to attend and vote for me/us at the Annual General Meeting of shareholders to be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London, EC2A 1NT, United Kingdom on Friday, 22 November 2013 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 (see notes):

		For	Against	Abstain
Ordinary Resolution 1	Non-binding Resolution to Remuneration Report			
Ordinary Resolution 2	Election of Director – Mr Michael Meeser			
Ordinary Resolution 3	Re-election of Director – Mr David Murray			
Ordinary Resolution 4	Re-election of Director – Mr Rudolph Torlage			
Ordinary Resolution 5	CoAL of Africa Limited Employee Share Option Plan			
Ordinary Resolution 6	Approval of issue of Options to Michael Meeser under ESOP			

Signed at _____ on _____ 2013

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)

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 Annual 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 Annual 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) to be received by no later than 10:00 AM on 20 November 2013.**
- (4) The completion and lodging of this form of proxy will not preclude the shareholder from attending the Annual 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. Please see information on how the Chairman of the Meeting will vote proxies contained in the Notice of Meeting accompanying this Form of Proxy.**
- (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 Annual 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) 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 Annual 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 Annual 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 Annual 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**

Holder Reference Number

Form of Instruction - Annual General Meeting to be held on 22 November 2013

To be effective, all forms of instruction must be lodged at the office of the Depositary at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 18 November 2013 at 4:00 pm.

Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. 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 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' 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 2013 Annual Report and Notice of Meeting is available online, simply visit: www.coalofafricareport.com

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

Form of Instruction



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 Limited A/c CCNL DI" to vote on my/our behalf at the Annual General Meeting of Coal of Africa Limited to be held at Tavistock Communications, 8th Floor, 131 Finsbury Pavement, London EC2A 1NT, on 22 November 2013 at 10:00 a.m. (London time) and at any adjournment thereof.

Resolutions

	For	Against	Vote Withheld
1. Non binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Mr Michael Meeser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr David Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director – Mr Rudolph Torlage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Coal of Africa Limited Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of issue of Options to Michael Meeser under ESOP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD / MM / YY

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.

