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Australian Securities Exchange (“ASX”)

Exchange Centre

20 Bridge Street

Sydney NSW 2000

### ASX RELEASE

#### EXALT APPOINTS LEADING SENIOR COAL EXECUTIVE AS CEO AND MANAGING DIRECTOR

The Board of Exalt Resources Limited (“Exalt” or “the Company”) is pleased to announce the appointment of Mr Barry Tudor as CEO and Managing Director of the Company, effective immediately.

Mr Tudor will lead the commercial development of the company in its objective to become a significant mid-tier Indonesian coal producer. Exalt recently announced (5<sup>th</sup> April 2012) the proposed acquisition of ODNI Pte Ltd a Singaporean based coal investment company which has secured the options to purchase a number of highly prospective coal projects in the Kalimantan, Sumatra and West Papua regions of Indonesia as a platform for future development (“the ODNI Transaction”). One of Mr Tudor's first tasks will be to oversee completion of the ODNI Transaction.

Mr Tudor was most recently the Managing Director of Noble Resources Australia, responsible for Noble’s operations and investments in Australia. He was also Senior Vice President – Strategy for the Energy Coal & Carbon Complex division of the Noble Group.

Prior to this, Mr Tudor was CEO and Managing Director of Gloucester Coal Ltd, an ASX-listed coal producer with operations in NSW and Queensland. During his time as CEO the market value of the company increased more than 300% to more than 1.8 billion dollars and Mr Tudor was named as a “top 100 value creator” in 2007 for his role in the executive leadership of Gloucester Coal.

Mr Tudor has extensive experience in a variety of senior leadership roles in Australian and International coal mining. He has led significant acquisitions, capital raisings and mining expansions, and has demonstrated his ability to formulate strategic vision and advance expansion plans with proven value creation.

Please refer to Appendix A for an outline of Mr Tudors career highlights.

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Emmanuel Correia, Non-Executive Chairman of Exalt, welcomed Mr Tudor to Exalt and said: *“Barry Tudor is a well-credentialed executive in the coal industry and has an exceptionally strong track record of commercial development and value creation. His experience and skills will be critical as he leads Exalt through its next phase of growth. Barry has the personal qualities and vision to ensure Exalt embraces and benefits from the dynamic developments occurring in the global coal industry, particularly in the key Asian markets. On behalf of the Board I am delighted to welcome Barry to the role.”*

Commenting on his appointment, Barry Tudor said: *“I am excited at the opportunity to build the Exalt team at what promises to be an exciting and significant period of substantial growth. Exalt is well positioned to achieve its objective of becoming a significant coal producer with a pipeline of compelling exploration, development and production projects. I look forward to developing the company to provide superior returns to shareholders and building strong relationships with the communities, customers, governments and partners with which it works.”*

### **ODNI Transaction – Indonesian Coal Industry**

Exalt’s objective is to become a significant mid-tier Indonesian coal producer with a pipeline of compelling exploration, development and producing projects in strategic locations in proximity to established mining operations, and in locations with access or potential access to existing or developing infrastructure that will assist future growth and expansion, supported by strong, established local partners.

On 5 April 2012 Exalt announced that it had signed a Term Sheet giving it exclusive rights to investigate and negotiate the acquisition of 100% of the issued capital of Odni Holdings (Pte.) Ltd (“ODNI”). If the proposed transaction proceeds, Exalt will acquire an interest in six prospective coal mining projects in the Kalimantan, Sumatra and West Papua regions of Indonesia, enabling it to build a substantial and diverse portfolio of Indonesian coal assets.

Three of the initial six projects (currently the subject of due diligence and formal documentation) are:

**Project Damanka** is an existing production concession in East Kalimantan covering 4,923 hectares, in which Odni has secured the option to acquire a 70% ownership interest. The mine is close to the established PT Kaltim Prima Coal (KPC) main operating pit and has simple logistics and accessible transportation routes.

**Sugico South Sumatra** consists of eleven large concession areas in the Pendopo coal area in South Sumatra covering over 250,000 hectares. Odni has secured the option to acquire a 50% ownership interest to partner in the project with Sugico, a large and established Indonesian mining and energy company.

**Project BIG** covers a total area of 4,969 hectares in East Kalimantan province. An option agreement has been secured with the current owner to enable Odni to acquire up to 100% of the Project.

ENDS

**For further information:**

**Mr. Emmanuel Correia or Mr. Shane Hartwig,  
Non-Executive Directors, on +61 2 8651 7800.**

**Media enquiries:**

**Stuart Carson (0403 527 755)  
or Jan Chessell (0422 997 161)  
from FTI Consulting on +61 2 8298 6100.**

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## Appendix A

### Mr Barry Tudor – Career Highlights

Barry Tudor was CEO and Managing Director of Gloucester Coal from 2009 to 2011. Under his leadership, Gloucester Coal increased from a market capitalisation of \$500 million to approximately \$1.8 billion through a strategic focus on exploration, production, coal chain logistics and acquisitions. Highlights of his term with Gloucester Coal include:

- Acquisition of Gloucester Coal through one of the most technically complex hostile takeovers in Australian takeover history;
- Formulation and implementation of coking coal strategy;
- Development and implementation of one the most intensive exploration programs in Australia;
- Approval of a key expansion through NSW government;
- Increase of over 300% in JORC reserves;
- Optimisation of mining operations to achieve maximum value;
- Establishment of strategic land acquisition, community consultation and rehabilitation;
- Establishment of new coal chain contracts for port and rail to support increased production;
- One of the largest capital raisings in Australia in 2010 to fund the acquisition of Middlemount from Macarthur Coal.

Prior to his role as MD and CEO of Gloucester Coal Mr Tudor was Director - Australian Assets for Noble Energy, leading the Noble Group's coal asset strategy in Australia with responsibility for Noble's coal assets in Australia and the Group's strategic expansion into ASX listed coal asset ownership.

Mr Tudor was formerly the Chief Financial Officer of Gloucester Coal, and was named as a "top 100 value creator" in 2007 for his role in the executive leadership of Gloucester Coal.

He started his career at KPMG, followed by a variety of senior regional and international roles. Mr Tudor holds a Bachelor of Economics degree from Macquarie University and a Master of Business Administration degree from MGSM. He is a Chartered Accountant and a Member of the Institute of Company Directors in Australia.

## Appendix B

### Summary of Key Terms of Remuneration

Mr Tudor is employed pursuant to an Executive Employment Agreement and his remuneration package will comprise and be subject to the following:

#### A. Fixed Remuneration

- Comprising a base salary for the first year of \$625,000, plus if the Company is successful in completing the purchase of all the issued shares in Odni, the Company will pay to the Executive a bonus of \$300,000 (both exclusive of superannuation);

#### B. Short Term Incentive

- The short term incentive is determined annually at the absolute discretion of the Board and will be based on the CEO's performance against key performance indicators and the company's performance generally.

#### C. Long Term Incentive

- Longer term equity incentive package (subject to shareholder and ASX approval) comprising options to acquire ordinary shares in the Company ("Options") and Performance Shares with the following key terms:
  - 600,000 Options with an exercise price of \$0.20, and Expiry of 4 years from date of issue;
  - 2,400,000 Options to acquire ordinary shares in the Company with an exercise price of \$0.50 per Option and Expiry of 4 years from date of issue;
  - The Options will vest on the basis of one third of each class of Options will vest at the expiration of each full year of employment with the Company;
  - 18 million Performance Shares (comprising 3 tranches of 6 million shares), which will convert into 18,000,000 ordinary shares in the Company subject to the satisfaction of various performance related hurdles (consistent with those performance hurdles outlined in the announcement dated 5<sup>th</sup> April 2012), with these terms to be approved by the ASX.

#### D. Completion of the acquisition of the issued capital of ODNI by Exalt;

#### E. Non Completion Payment

- In the event the ODNI Transaction is not completed, Exalt can elect to terminate the executive employment contract with Mr Tudor by paying an amount equal to the lesser of \$250,000 and the amount prescribed by law. Alternatively Exalt may elect to retain Mr Tudor's services and in certain circumstances the parties have agreed that the Company may defer a portion of his base salary.

#### F. In the event the ODNI transaction is completed as currently contemplated, Mr Tudor's base salary will be \$925,000 plus superannuation at the commencement of Year 2 of his employment with the Company.