
Chairman's Address

Tigers Realm Coal Limited (ASX: TIG) (Company) is pleased to provide the address by Craig Wiggill, Chairman, to be presented at its Annual General Meeting at 3pm.

Ladies and gentlemen, on behalf of the Company, the board and senior management team, I am pleased to welcome you to Tigers Realm Coal's 2025 Annual General Meeting.

We have in attendance Mr Mitch Jakeman as an independent director and Mr David Forsyth as Company Secretary. We do not, for reasons I will explain, have any member of the management team on the call.

As you are aware Dr Bruce Gray stepped off the board mid last year due to ill health and was replaced on the board through the appointment of Mr Keiran Travers as an independent non-executive Director. In November 2024 Mr Travers resigned his directorship of the Company. Efforts to replace Mr Travers have been continuing since.

The 12-month period since our AGM in May 2024, has been exceedingly frustrating for both the board as well as the Russian management team. At that meeting we made a presentation relating to the status of the Company which detailed the extent of our Russian asset value erosion as a consequence of the geopolitical landscape and the invidious situation we found ourselves in. This situation was exacerbated by interpretations made by the authorities relating to the Australian sanctions regime that they deemed applied to our operating activities in Russia.

Our company's board was left with no alternative but to recommend that the Shareholders approve the full disposal of all of our Russian companies and mining assets. This approval was accordingly received and the sale was left to proceed in relation to fulfilment of the Conditions to Closing that were stipulated at the time. These include but are not limited to, Russian Approvals (including Presidential, various Ministerial and FAS (Federal Anti-Monopoly Service) Approvals) as well as Australian Sanctions Authority approvals.

During June 2024, acting under instruction from DFAT Australia, the board issued a directive to the Russian entities to cease all mining and transport operations in

Chukotka. The management team in Russia were unable to comply with the instruction as to do so would have exposed them to serious personal risk. Also, given that the Russian assets were to be operated within a “locked box” mechanism, to cease operations would have exposed management to breach of the SPA terms as the assets were effectively being managed for the Buyer.

A number of transactions, including TIG’s, were held up in the latter part of 2024 when the Russian authorities introduced new legislation which imposed further onerous financial conditions on those Companies exiting the country. This legislation took effect in October 2024 and resulted in many Russian Commission approvals on similar transactions being significantly delayed.

In the first quarter of 2025, the Company was advised that the Russian Government Commission had decided against the approval of the SPA in the form that had been submitted by the Buyer and had instead elected to split the transaction into 2 separate elements.

The first, encompassing approval for the acquisition of BPU (including its subsidiaries) and BUI and the assignment of loans (collectively, “Operating Assets & Assignments”) was relegated back to the Special Commission (“Commission”) established for the approval of most transactions involving sellers from “unfriendly” jurisdictions. The second, namely approval of the acquisition of NPCC (“Amaam Entity”) remained with the President as total coal reserves pursuant to Russian standards exceeded 35MT.

The first part approval by the Commission of the purchase by the Buyer of the Operating Assets and Assignments was duly received in Q1, but under a significantly changed transaction value which required both an amendment of the SPA and accordingly a reapproval by both the Buyer and the Shareholders of TIG. Under the revised terms of the sale the Seller, TIG, would effectively receive a reduced selling price capped at the USD equivalent of RUB 2.348 billion (approximately A\$46 million). In addition, the Buyer would pay an increased exit tax to the Russian state of RUB 3.575 billion (approximately A\$70 million).

The Presidential approval of the second part of the transaction (with respect to the acquisition by the Buyer of the Amaam Entity) is yet to be received.

Until the amended terms of the SPA are mutually approved by both parties and for as long as the Presidential Approval for the acquisition by the Buyer of the Amaam entity remain outstanding, the disposal of all Russian subsidiaries cannot be completed. Importantly though, notwithstanding the significantly lower price established as payable to TIG as the Seller, APM-Invest as Buyer has not signed the amended SPA but has instead claimed that the increased Buyer’s cost of the transaction, record interest rates in Russia leading to financing difficulties as well as deteriorating global seaborne coal market conditions are grounds for a need even further Seller price reductions.

TIG's board has rejected the Buyer's informal request for any reduction in the sales price. Given that the Buyer has not yet signed the amended SPA, we have not called for an approval by the Shareholders of the amended SPA terms. Therefore, the sale agreement is now in a status of impasse. The board has continued to work to close the transaction as per the Russian approval, but has also commenced a process of looking for alternative exit mechanisms.

On an operational front, in February 2025 we advised that, in order to comply with the Australian Sanctions Regime, the TIG Directors are limited in communication to and information flow from the Russian management team. This very restricted communication, combined with the "locked box" mechanism which applies under the terms of the signed SPA, prevented the Company from providing its Appendix 4E and attaching accounts for year ended 31 December 2024 by the due date of 28 February 2025. As a consequence, the ASX suspended the Company's securities from trading, effective 3 March 2025. Today this suspension remains in effect. Following final approval of the amended terms of the transaction the Company anticipates that it will be in a position to prepare and file these documents.

Subject to approval and implementation of the Transaction, the Company intentions remain as previously detailed, namely to make a distribution to Shareholders and/or a return of capital, delist from the ASX and wind-up.

In determining the distribution, the Company will ensure it has adequate resources to fulfil its obligations to other parties during this period.

On this basis and given the further erosion of the sales price detailed above, it is not anticipated that the potential delisting and wind-up process would deliver material surplus funds for return to Shareholders.

It should also be noted that any return of capital will only be made in compliance with all applicable laws, including the Australian Sanctions Regime.

I will stop here and leave to address at the Q&A session any further questions that may arise.

In conclusion, I would like to thank all stakeholders, the management team as well as Mitch as a fellow director for his perseverance and resilience. The Board will continue to address all issues as they arise whilst abiding by the laws of both Australia and Russia.

Thank you for your participation.

Craig Wiggill

This announcement is authorised for release by the Company's Chairman Mr Craig Wiggill