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Company	Coal of Africa Limited
TIDM	CZA
Headline	Notice of General Meeting
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Coal of Africa Limited

('CoAL' or 'the Company')

NOTICE OF GENERAL MEETING

The Company announces that a General Meeting of the shareholders of Coal of Africa Limited will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on 8 April 2008 at 10.00 am (WST), for the purpose of transacting the following business referred to in this Notice of General Meeting ("**Notice of Meeting**").

THE RESOLUTIONS**1. RESOLUTION 1 – Ratification of Issue of Shares and options**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution that the Company ratifies the allotment and issue of:

- (a) 8,888,888 Shares on 29 October 2007 at a deemed issue price of 30 pence each;
- (b) 30,000,000 Shares on 28 November 2007 at an issue price of 65 pence each;
- (c) 1,625,000 Class E Options on 28 November 2007 (each option exercisable a 65 pence each on or before 30 November 2009) for no consideration; and
- (d) 375,000 Class F Options on 28 November 2007 (each option exercisable a \$1.50 each on or before 30 November 2009) for no consideration,

2. RESOLUTION 2 – Issue of 4,750,000 Shares as part consideration for acquisition of remaining 30% interest in Mooiplaats

As announced on 18 February 2008, the Company has contracted to purchase the remaining 30% of the issued share capital of CSA. CSA is the South African company that owns the Mooiplaats Coal Project and surrounding New Order prospecting rights and of which the Company currently owns 70%. The properties owned by CSA are located within 2 kilometres of the Camden Power Station near Ermelo and are beside the main rail line to the Richards Bay export coal terminal. Consideration payable for the acquisition of the remaining interest in CSA is ZAR130,000,000 in cash and 4,750,000 Shares.

The Shares issued as a result of approval of Resolution 2 will be applied as part consideration for the acquisition of the remaining 30% of the issued share capital of CSA.

3. RESOLUTION 3 – Issue of up to 100,000,000 Shares to raise further working capital should the Company require

The Company now has 4 Coal projects it is developing, namely Mooiplaats, Baobab, Thuli and Holfontien. As previously announced, the combined JORC compliant resource of these properties is currently in excess of \$1.45 billion tonnes. It is the Company's intention to bring Mooiplaats into production this calendar year, followed by both Baobab and Thuli next calendar year. The manner in which these projects will be funded largely depends on the ability of the Company to secure debt funding for the various projects, the amount of debt secured and therefore the amount of equity the Company will be required to invest. At this point in time, the amount of debt and/or equity required has not yet been determined.

The following additional information is provided:

- 1. the maximum number of Shares to be issued under Resolution 3 is 100,000,000;
- 2. the issue price of the Shares to be issued under Resolution 3 is not less than 80% of the average market price of the Company's Shares on the ASX over the last 5 days on which sales of the Shares are recorded before the date of issue (or if there is a prospectus or admission document relating to the issue, over the last 5 days on which sales in the Shares are recorded before the date of the prospectus or admission document);
- 3. the allottees of the Shares will be certain sophisticated and professional investors but are as yet unknown. None of the allottees will be related parties of the Company;
- 4. the Shares are ordinary fully paid shares in the capital of the Company and will rank equally in all respects with the existing ordinary fully paid shares issued in the capital of the Company;
- 5. the funds raised will be applied towards funding the Company's various Coal Projects and general working capital, as noted above; and
- 6. the Shares will be issued and allotted on a date no later than 3 months from the date of this General Meeting, or such later date as approved by ASX.

4. RESOLUTION 4 – Grant of Options to Blair Sergeant

As announced on 14 December 2007, Blair Sergeant was appointed to the executive position of Finance Director, effective 1 January 2008. His appointment was driven by the Board's strategy and determination to bring several of the Company's coal projects into production simultaneously and in the near term. The remuneration package for Mr Sergeant's appointment included, subject to shareholder approval, the issue of 1,000,000 Class G Options, exercisable at \$1.90 (being 125% of the market value of the Company's shares at the time negotiations commenced) on or before 30 September 2012.

The Company now seeks approval to issue 1,000,000 Class G Options to Blair Sergeant or his nominee/s.

The grant of Class G Options is designed to encourage Mr Sergeant to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances, the Directors consider that the incentives represented by the grant of these Class G Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Class G Options to be granted to Mr Sergeant, and their exercise price and expiry date, has been determined based upon the Directors' wish to ensure that the remuneration offered is competitive with market standards and where appropriate, based upon performance hurdles. The Directors have generally reviewed a selection of comparable companies to determine market conditions generally and consider the proposed number of Class G Options to be granted will ensure that Mr Sergeant's overall remuneration is in line with market standards.

In the event all Class G Options are exercised, \$1,900,000 will need to be paid to the Company by Mr Sergeant.

Current Holdings

As at the date of this Notice, Mr Sergeant has a relevant interest in 1,000,000 Options (exercisable at 50 cents each on or before 30 September 2011) of the Company.

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About CoAL:

Coal of Africa Limited ("CoAL"), formerly GVM Metals Limited, is primarily focused on the acquisition, exploration and development of thermal and metallurgical coal projects. The Company's key projects, along with its leading metals processing comp

GLOSSARY

For the purposes of Resolutions 1 – 4 and the Explanatory Statement, the following definitions apply:

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

"**Baobab Coal Project**" means the prospecting and exploitation of the metallurgical and bituminous coal resource on the Farms Albert 686 MS, Ancaster 501 MS, Bekaf 650 MS, Castle Koppies 653 MS, Cavan 508 MS, Chase 576 MS, Cohen 591 MS, Enfield 521 MS, Fanie 578 MS, Fripp 645 MS, Joffre 584 MS, Jutland 563 MS, Kleinenberg 636 MS and Voorburg 503 MS);

"**CSA**" means Coal of Africa Limited, registration number 1999/009537/06, a limited liability company duly incorporated in the Republic of South Africa;

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

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

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

"**Holfontein Coal Project**" means the Prospecting Rights on Farms Holfontein 138 IS and Wildebeesfontein 122 IS

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

"**Mooiplaats Coal Project**" means the Mining Right on Farm Mooiplaats 290 IT and the Prospectus Rights on Farms Adrianople 296 IT, Welgelegen 322 IT, Klipbank 295 IT, Weltevreden 289 IT, Buhrmansvallei 297 IT, Mooiplaats 290 IT (Ext), Buhrmansklipkrans 331 IT, Klipfontein 442 IS, Uitkomst 292 IT and Mooiplaats 529 IT;

"**Notice**" or "**Notice of Meeting**" means the notice of meeting which accompanies this Explanatory Statement (including Annexures A, B and C);

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

"**Thuli Coal Project**" means the prospecting and exploitation of the metallurgical and bituminous coal resource on the Farms Over Vlakte 125 MS, Bergen Op Zoom 124 MS, Simple 155 MS and Voerspoed 836 MS; and

"**WST**" means Australian Western Standard Time.

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