



# Australian Pacific Coal

## ASX Announcement

**ASX Code: AQC**  
**30 October 2015**

## 2015 Extraordinary General Meeting Outcome of Resolutions

At the Extraordinary General Meeting of the Company's members held today, the resolutions put to the members and the outcome of those resolutions were as follows:

### Resolution One (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*"That in accordance with Chapter 2E and section 611 (Item 7) of the Corporations Act 2001 and for all other purposes and subject to approval of Resolution 2, the Company be authorised to issue:*

- (a) 25,000,000 Shares to Trepang Services Pty Ltd (**Trepang**), as a result of the conversion of the principal amount of a loan of \$100,000 advanced to the Company by Trepang on or about 8 September 2015; and*
- (b) 1,625,000,000 Shares to Trepang pursuant to the Trepang Subscription Agreement,*

*in each case at an issue price of \$0.004 per Share, which would result in Trepang (a Related Party of the Company as described in the Explanatory Memorandum), acquiring a relevant interest in voting Shares such that Trepang's Voting Power in the Company would increase from below 20% to more than 20% upon the terms and conditions described in the Explanatory Memorandum."*

**Outcome of Resolution One:** Passed unanimously on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain or Excluded
221,570,828	1,944,	54,000,000

## Resolution Two (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Chapter 2E and section 611 (Item 7) of the Corporations Act 2001 and for all other purposes and subject to approval of Resolution 1, the Company be authorised to issue:*

- (a) 25,000,000 Shares to Bentley Resources Pte Ltd (**Bentley**) or its nominees, as a result of the conversion of the principal amount of a loan of \$100,000 advanced to the Company by Bentley on or about 8 September 2015; and*
- (b) 1,625,000,000 Shares to Bentley or its nominees pursuant to the Bentley Subscription Agreement,*

*in each case at an issue price \$0.004 per Share, which would result in Bentley (a Related Party of the Company as described in the Explanatory Memorandum) and its nominees acquiring a relevant interest in voting Shares such that Bentley’s Voting Power in the Company would increase from below 20% to more than 20% upon the terms and conditions described in the Explanatory Memorandum.”*

**Outcome of Resolution Two:** Passed unanimously on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
221,570,828	1,944	54,000,000

## Resolution Three (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.17 of the Official Listing Rules of the ASX Limited (**ASX**) and Article 16 of the Company’s Constitution, the total aggregate annual remuneration payable to Non-Executive Directors of the Company be increased by \$250,000, from \$250,000 to a maximum of \$500,000.”*

**Outcome of Resolution Thee:** Passed on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
198,680,712	23,792,255	53,099,805

### Resolution Four (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes, subject to approval of Resolutions 1 and 2, the Company be authorised to issue up to 45,375,000 Shares at an issue price of \$0.004 per share (in lieu of Outstanding Director Fees) at Completion to Mr. Peter Ziegler who is a Related Party of the Company as described in the Explanatory Memorandum.”*

**Outcome of Resolution Four:** Passed on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
156,972,036	111,992,402	6,608,334

### Resolution Five (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes, subject to approval of Resolutions 1 and 2, the Company be authorised to issue up to 27,225,000 Shares at an issue price of \$0.004 per share (in lieu of Outstanding Director Fees) at Completion to Mr. Paul Byrne who is a Related Party of the Company as described in the Explanatory Memorandum.”*

**Outcome of Resolution Five:** Passed on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
118,048,899	111,992,402	45,531,471

### Resolution Six (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes, subject to approval of Resolutions 1 and 2, the Company be authorised to issue up to 24,750,000 Shares at an issue price of \$0.004 per share (in lieu of Outstanding Director Fees) at Completion to Mr. Paul Ingram who is a Related Party of the Company as described in the Explanatory Memorandum.”*

**Outcome of Resolution Six:** Passed on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
162,540,370	111,992,402	1,040,000

## Resolution Seven (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes, subject to approval of Resolutions 1 and 2, the Company be authorised to issue up to 24,750,000 Shares at an issue price of \$0.004 per share (in lieu of Outstanding Director Fees) at Completion to Mr. Paul Ryan who is a Related Party of the Company as described in the Explanatory Memorandum.”*

**Outcome of Resolution Seven:** Passed on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
163,540,370	111,992,402	40,000

## Resolution Eight (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes, subject to approval of Resolutions 1 and 2, the Company be authorised to issue 125,460,000 Shares at an issue price of \$0.004 per share (in lieu of Deferred Fees and Expenses) at Completion to Mr. Peter Ziegler who is a Related Party of the Company as described in the Explanatory Memorandum.”*

**Outcome of Resolution Eight:** Passed on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
159,972,036	111,992,402	6,608,334

## Resolution Nine (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes, subject to approval of Resolutions 1 and 2, the Company be authorised to issue 122,490,000 Shares at an issue price of \$0.004 per share (in lieu of Deferred Fees and Expenses) at Completion to Mr. Paul Byrne who is a Related Party of the Company as described in the Explanatory Memorandum.”*

**Outcome of Resolution Nine:** Passed on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
118,048,899	111,992,402	45,531,471

## Resolution Ten (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with the provisions of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue and allotment of 10,000,000 fully paid ordinary Shares in the Company (**ASOF Shares**) on 5 December 2014 for a consideration of \$60,000 (representing an issue price of \$0.006 per Share) to The Australian Special Opportunity Fund LP (**ASOF**), which issue fell within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth).”*

**Outcome of Resolution Ten:** Passed unanimously on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
241,090,828	34,481,944	0

## Resolution Eleven (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with the provisions of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue and allotment of 6,600,000 fully paid ordinary Shares in the Company on 18 June 2015 at an issue price of \$0.004 per Share (**Cape Coal Shares**) to Cape Coal Pty Ltd (**Cape Coal**), which issue fell within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth), in consideration for consultancy services provided by Cape Coal Pty Ltd to the Company.”*

**Outcome of Resolution Eleven:** Passed unanimously on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
275,570,828	1,944	0

## Resolution Twelve (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with the provisions of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue and allotment of 27,000,000 fully paid ordinary Shares in the Company on 22 July 2015 for a consideration of \$108,000 (representing an issue price of \$0.004 per Share) to Trepang Services Pty Ltd (**Previous Trepang Shares**), which issue fell within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth).”*

**Outcome of Resolution Twelve:** Passed unanimously on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
221,570,828	1,944	54,000,000

## Resolution Thirteen (Ordinary Resolution)

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with the provisions of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue and allotment of 27,000,000 fully paid ordinary Shares in the Company on 22 July 2015 for a consideration of \$108,000 (representing an issue price of \$0.004 per Share) to Bentley Resources Pte Ltd, VG Superannuation Fund, L&Z Tinkler Family Superannuation Fund and RJ Tinkler Family Trust (**Previous Bentley Shares**) which issue fell within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth).”*

**Outcome of Resolution Thirteen:** Passed unanimously on a show of hands.

The instructions in respect of the proxies were:

For	Against	Abstain
221,570,828	1,944	54,000,000