



22 October 2015

Australian Pacific Coal Limited (ASX:AQC)

2015 Notice of Annual General Meeting

This document is important and requires your immediate attention. Please read it straight away. If you have any doubts about the action you should take, contact your stockbroker, solicitor, accountant or other professional adviser immediately.

Dear Shareholder,

We are pleased to invite you to Australia Pacific Coal Limited's annual general meeting which will be held at 2:00pm (Brisbane time) on Monday, 30 November 2015 at The Stanley Room, Stamford Plaza Brisbane, Corner Edward and Margaret Streets, Brisbane, Queensland.

This Notice of Meeting describes the business that will be proposed and sets out the procedures for your participation and voting.

Your Directors are unanimously of the opinion that resolutions 1, 2, 3, 4 and 6 to be proposed are in the best interests of you the shareholders and the Company as a whole. On resolution 5, given the interest of one or more of the directors in the outcome of this resolution, your directors make no recommendation but refer shareholders to the Explanatory Memorandum.

The Board and I look forward to your participation at this year's annual general meeting and thank you for your continued support.

Yours faithfully,

Peter Ziegler
Chairman

Notice of Annual General Meeting and Explanatory Memorandum

Australian Pacific Coal Limited ACN 089 206 986

Date of Meeting: 30 November 2015

Time of Meeting: 2:00pm AEST (Brisbane time)

Place of Meeting: The Stanley Room
Stamford Plaza Brisbane
Corner Edward and Margaret Streets
Brisbane Queensland 4000

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Australian Pacific Coal Limited ACN 089 206 986 (**Company**) will be held on Monday 30 November 2015 at 2:00pm AEST (Brisbane time) at The Stanley Room, Stamford Plaza Brisbane, Corner Edward and Market Streets, Brisbane, Queensland.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial report for the year ended 30 June 2015

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements of the Company for the financial year ended 30 June 2015.

2. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

“That for the purposes of s 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2015 (as set out in the Directors Report) is adopted.”

This Resolution 1 is advisory only and does not bind the Directors or the Company.

Terms used in this Notice of Meeting are defined in section “9. Interpretation” of the accompanying Explanatory Memorandum.

This Resolution is subject to the following voting exclusions:

VOTING EXCLUSION STATEMENT FOR RESOLUTION 1

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction Statement pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration is included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (1) the person does so as a proxy; and
- (2) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (3) either:
 - A. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or

Notice of Annual General Meeting

- B. the voter is the Chair of the meeting and the appointment of the chair as proxy: -
- i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, for the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

3. Resolution 2 - Re-election of Paul Ryan as a Director

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

“That Mr Paul Bradley Ryan, who retires by rotation in accordance with Article 18.2 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

4. Resolution 3 - Re-election of Nathan Tinkler as a Director

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

“That Mr Nathan Leslie Tinkler, who retires in accordance with Article 15.4 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

5. Resolution 4 - Re-election of John Robinson, Jnr as a Director

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

“That Mr John Robinson, Jnr, who retires in accordance with Article 15.4 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

6. Resolution 5 – Approval of the issue to Wellton Holdings Pty Ltd, a company controlled by Mr Peter Ziegler, of Additional Shares out of the Shortfall under the Rights Issue

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

“That, pursuant to Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Wellton Holdings Pty Ltd, a company controlled by Mr Peter

Notice of Annual General Meeting

Ziegler, who is Chairman and a Director of the Company, of up to 88,845,675 Shares which have been applied for by Wellton Holdings Pty Ltd as Additional Shares out of the Shortfall of the Rights Issue, as described in the Explanatory Memorandum.”

Terms used in this Notice of Meeting are defined in section “9. Interpretation” of the accompanying Explanatory Memorandum.

This Resolution is subject to the following voting exclusions:

For the purposes of Listing Rule 10.3, the Company will disregard any votes cast on this Resolution by:

- (a) Wellton Holdings Pty Ltd; and
- (b) any of its Associates.

However, the above persons may cast a vote on this Resolution if:

- (c) 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
- (d) it is cast 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.

SPECIAL BUSINESS

Resolution 6 - Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution with or without amendment, as a Special Resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of this AGM, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**).”*

Terms used in this Notice of Meeting are defined in Section 9 “Interpretation” of the accompanying Explanatory Memorandum.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 6 by:

- a person who may participate in the issue of the Placement Securities and a person who might obtain a benefit if this Special Resolution is passed, except a benefit solely in their capacity as a holder of Shares if the resolution is passed; and
- an associate of that person (or those persons).

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

Notice of Annual General Meeting

directions on the proxy form; or

- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

IMPORTANT NOTE

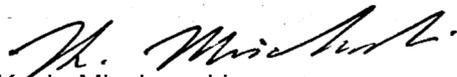
The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted. In accordance with Listing Rule 14.11.1, there is no reason to exclude the votes, and the votes will not be excluded, of such Shareholders.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the Board



Kevin Mischewski
Company Secretary
22 October 2015

Notice of Annual General Meeting – Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Australian Pacific Coal Limited ACN 089 206 986 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at The Stanley Room, Stamford Plaza Brisbane, Queensland on 30 November 2015 commencing at 2:00pm AEST (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in section 8.

2. Financial Report for the Year ended 30 June 2015

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Annual Report will be tabled at the Annual General Meeting.

The Company's Annual Report is comprised of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2015.

Shareholders will have the opportunity to discuss the Annual Report and make comments and raise queries in relation to the Annual Report. No voting is required on this item.

Representatives from the Company's auditors, Sothertons L.L.P. Chartered Accountants (Melbourne), will be available to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders may obtain a copy of the Company's Annual Report by sending a request to the Company. Alternatively, the Annual Report is available on the Company's website (www.aqcltd.com) for you to download or read online.

3. Resolution 1 - Adoption of the Remuneration Report

3.1 Remuneration Report

In accordance with Section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 30 June 2015.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and

Notice of Annual General Meeting – Explanatory Memorandum

- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

3.2 Recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

A vote on this Resolution is advisory only and does not bind the Directors or the Company.

3.3 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

Members of the Key Management Personnel and their Closely Related Parties (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction applies to Resolution 1. However, it does not apply where:

- (a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or
- (b) the Chairperson is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting (including Resolution 1) subject to compliance with the Corporations Act.

The Proxy Form attached to this Notice has been prepared on this basis.

4. Resolution 2 - Re-election of Paul Bradley Ryan

Article 18 of the Company's Constitution and Listing Rule 14.4 requires that at each Annual General Meeting, one-third of the Directors in office (excluding directors appointed to fill casual vacancies or a Managing Director) must stand for re-election, with Directors required to retire based upon length of tenure.

Mr Ryan was appointed as a director of the Company on 29 November 2012. Mr Ryan retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

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4.1 Mr Ryan's qualifications and experience

Mr Ryan holds a Diploma of Business and Management and is a Member of the Australian Institute of Company Directors. Mr. Ryan is a businessman with over twenty years' experience as owner and manager of large scale privately held companies. He has been involved in operations management at the Manimbah gold mine, contract mining, and transport and logistics operations. Mr Ryan brings to the Board of AQC an extensive network of professional contacts which, combined with relevant industry experience, are of significant benefit to the Group as an emerging coal company in Queensland.

The Directors (with Mr Ryan abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 - Re-election of Nathan Leslie Tinkler

Article 15.4 of the Constitution provides that any Director who has been appointed by the other Directors only holds office until the next general meeting of the Company and is then eligible to stand for re-election.

Mr Nathan Tinkler may be appointed as a Director to the Board on or about 30 October 2015 by the other Directors, in accordance with the terms of the Bentley Subscription Agreement. Whether or not Mr Tinkler is appointed a Director will depend on whether or not Shareholders pass certain resolutions to be put to Shareholders at a general meeting of the Company to be held on 30 October 2015. As at the date of the Notice and the Explanatory Memorandum, the outcome of that general meeting is unknown. If Mr Tinkler is not appointed a Director to the Board by the other Directors, this resolution will not be put to Shareholders.

Accordingly, if so appointed, Mr Tinkler retires as a Director at the end of the Meeting, however, being eligible, offers himself for re-election as a Director of the Company.

Mr Tinkler founded Aston Resources Limited (Aston) and has played a significant role in the development of Whitehaven Coal Limited through its merger with Aston.

Mr Tinkler is well known for his entrepreneurial success investing in coal assets in Queensland and NSW and has a history of creating significant shareholder value and attracting major funding. He has been involved in several business acquisitions including the acquisition and development of the Middlemount project in Queensland in 2006 through Custom Mining Limited.

The Directors (with Mr Tinkler abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 4 - Re-election of John Robinson, Jnr

Article 15.4 of the Constitution provides that any Director who has been appointed by the other Directors only holds office until the next general meeting of the Company and is then eligible to stand for re-election.

Mr John Robinson, Jnr may be appointed as a Director to the Board on or about 30 October 2015 by the other Directors in accordance with the terms of the Trepang Subscription Agreement. Whether or not Mr Robinson, Jnr is appointed a Director will depend on whether or not Shareholders pass certain resolutions to be put to Shareholders at a general meeting of the Company to be held on 30 October 2015. As at the date of the Notice and this Explanatory Memorandum, the outcome of that general meeting is unknown. If Mr

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Robinson, Jnr is not appointed a Director to the Board by the other Directors, this resolution will not be put to Shareholders.

Accordingly, if so appointed, Mr Robinson retires as a Director at the end of the Meeting, however, being eligible, offers himself for re-election as a Director of the Company. Mr Robinson gained a Bachelor of Accounting from the Charles Darwin University and has led numerous private equity acquisitions in the property and retail sectors. He also has extensive experience with the support services that the mining and oil and gas sector require at Australian operations.

The Directors (with Mr Robinson abstaining) recommend that you vote in favour of this Ordinary Resolution.

7. Resolution 5 – Approval of the issue to Wellton Holdings Pty Ltd of Additional Shares out of the Shortfall under the Rights Issue

7.1 Introduction

The Company is seeking Shareholder approval for the issue up to 88,845,675 Shares to Wellton Holdings Pty Ltd, a company controlled by Mr Peter Ziegler. Mr Peter Ziegler is a Director of the Company, and therefore both he and Wellton Holdings Pty Ltd are Related Parties of the Company for the purposes of the Listing Rules.

The Company conducted a *pro rata* Rights Issue which closed on 19 October 2015.

Pursuant to the terms of the Rights Issue Shareholders were invited to apply for more shares than their *pro rata* entitlement, which additional shares (**Additional Shares**). These Additional Shares were to be issued out of the pool of shares, if any, which were offered to eligible shareholders under the Rights Issue but not taken up (the **Shortfall**).

In accordance with terms of the Rights Issue and Listing Rule 7.1, any Additional Shares to be issued out of the Shortfall, are to be issued within 3 months of the date of the close of the Rights Issue. The Rights Issue closed on 19 October 2015. Accordingly, any Additional Shares to be issued in accordance with the terms of the Rights Issue must be allotted and issued by no later than 19 January 2016.

ASX Listing Rule 10.11 provides that an entity must not issue or agree to issue any equity securities to a Related Party without the approval of the holders of the ordinary Securities.

One of the exceptions to Listing Rule 10.11 is where a person receives securities under a *pro rata* rights issue. However, this exception does not apply to a person taking up all or part of the shortfall of a *pro rata* rights issue.

Wellton Holdings Pty Ltd took up its full entitlement under the Rights Issue and applied for Additional Shares. While Wellton Holdings Pty Ltd is entitled to take up its entitlement under the Rights Issue without Shareholder approval, it cannot be issued any Additional Shares without Shareholder approval.

Accordingly, in Resolution 5 the Company seeks Shareholder approval for the issue to Wellton Holdings Pty Ltd of up to 88,845,675 Additional Shares.

For the purposes of Listing Rule 10.11 the Company advises that subject to Shareholder approval:

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- (a) up to 88,845,675 Additional Shares will be issued to Wellton Holdings Pty Ltd, a company controlled by Mr Peter Ziegler;
- (b) the actual number of Additional Shares to be issued to Wellton Holdings Pty Ltd will depend upon the number of Additional Shares available, after all parties applying for their *pro rata* entitlement under the Rights Issue have been allocated their Shares. As at the date of the Notice and this Explanatory Memorandum, the number of Additional Shares that will be available is not known. However, Wellton Holdings Pty Ltd will not be issued with any more than 88,845,675 Additional Shares;
- (c) the Company intends to issue the Additional Shares to Wellton Holdings Pty Ltd as soon as possible following the passing of Resolution 5. In any event the Shares must be issued by no later than 30 December 2015 in order to comply with Listing Rule 10.13.3;
- (d) Wellton Holdings Pty Ltd is an entity controlled by Mr Ziegler, who is a Director of the Company;
- (e) the Additional Shares will be issued at the price of \$0.004 being the offer price under the Rights Issue, and on the same terms and conditions as the Rights Issue. The Additional Shares will have the same rights as all other Shares issued under the Rights Issue, and indeed will have the same rights as are attached to all other Ordinary Shares issued by the Company;
- (f) a voting exclusion statement is set out above in the Notice pursuant to Listing Rule 10.13.6; and
- (g) any funds raised from the issue of the Additional Shares shall, as with all funds raised pursuant to the Rights Issue, be used for the purposes of:
 - (1) progressing the Company's exploration program;
 - (2) the costs of the Rights Issue; and
 - (3) working capital.

The proceeds from the Rights Issue (assuming that it is fully subscribed for) are proposed to be allocated in the following matter:

| Proposed use of funds | Amount |
|--|----------------|
| Progressing the Company's exploration program | \$894,763.48 |
| Estimated costs of the issue (including legal fees, share registry fees, ASX fees and other miscellaneous costs associated with the offer) | \$45,000.00 |
| Working capital | \$600,000.00 |
| Total (maximum raising) | \$1,539,763.48 |

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Note: This table assumes that the Rights Issue is fully subscribed for, and it does not take account of brokerage (if any).

However if in the event that circumstances change or other better opportunities arise, the Directors reserve the right to vary the proposed uses to maximise the benefit to Shareholders.

8. Resolution 6 – Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period

8.1 Introduction

Pursuant to Resolution 6, the Company is seeking Shareholder approval to issue an additional 10% of issued capital over a 12 month period in accordance with Listing Rule 7.1A. If passed, and provided the number of Shares issued by the Company remains the same as at the time of issue of this Notice of Meeting, this resolution will allow the Company to issue and allot up to 38,494,086 Shares (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's quoted class of Securities (calculated over the last 15 days on which trades in the quoted Securities are recorded, and immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if not within 5 trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A which came into effect in 2012. Under Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary Shareholders by Special Resolution at the AGM, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the AGM (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from any issue of the Placement Securities are intended to be used as follows:

- general working capital;
- acquisition of new assets or investments (including expense associated with such acquisition); and
- continued exploration and feasibility study expenditure on the Company's current assets.

8.2 Listing Rule 7.1A General Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its AGM it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the Trading Day before the AGM, and will be released by the Company to the ASX at that time. The calculation of market capitalisation will be based on the Closing Price of the Shares in the main class of Shares of the Company, on the last Trading Day on which trades in the Shares were recorded before the date

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of the AGM, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

For illustrative purposes only, on 13 October 2015 the Company's market capitalisation was \$2,309,645 based on the closing trading price on that date.

The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the AGM.

The Company is therefore an eligible entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company is no longer an eligible entity to undertake an Additional 10% Placement after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to undertake the Additional 10% Placement.

8.3 Shareholder approval

The ability to issue the Placement Securities under the Additional 10% Placement is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the AGM, meaning it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no Shares will be issued until and unless this Special Resolution is passed at AGM.

8.4 Issue Period – Listing Rule 7.1A.1

Shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (b) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the Additional 10% Placement at the AGM on 30 November 2015 then the approval will expire, unless there is a significant change to the Company's Business, on 30 November 2016.

8.5 Calculation for Additional 10% Placement – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at AGM may issue or agree to issue, during the 12 month period after the date of the AGM, a number of Shares calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue 12 months before the date of issue or agreement:

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- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid Shares that became fully paid in the 12 months;
- (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- (d) less the number of fully paid Shares cancelled in the 12 months.

D is 10 percent.

E is the number of Shares issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

8.6 Listing Rule 7.1A.3

(a) Shares

Shares issued under the Additional 10% Placement must be in the same class as an existing quoted class of Shares of the Company.

The Company presently has 384,940,869 Shares as at the date of this notice. The Company is only seeking approval to issue ordinary Shares under the Additional 10% Placement in addition to its 15% capacity permitted under Listing Rule 7.1.

(b) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Shares in the same class calculated over the 15 Trading Days immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph 5.1 above, the date on which the Placement Securities are issued.

As required by the Listing Rules, the Company's market capitalisation based on the closing price on the Trading Day before the AGM will be released by the Company to the ASX at that time.

8.7 Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 6 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (a) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and

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- (b) the following information required by rule 3.10.5A, will be released to the market on the date of issue:
 - (1) details of the dilution to the existing holders of Shares caused by the issue;
 - (2) where the Shares are issued for cash consideration, a statement of the reasons why the Company issued the Shares as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
 - (3) details of any underwriting arrangements, including any fees payable to the underwriter; and
 - (4) any other fees or costs incurred in connection with the issue.

8.8 Listing Rule 7.1 and 7.1A

The ability of an entity to issue Shares under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 384,940,869 Shares, and therefore has the capacity to issue:

- (a) 57,741,130 Shares under Listing Rule 7.1; and
- (b) 38,494,086 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (as above).

8.9 Specific Information required by Listing Rule 7.3A

(a) **Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1**

Pursuant to and in accordance with Listing Rule 7.3A.1, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must be not less than 75% of the VWAP for the Company's Shares over the 15 Trading Days immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph 5.1 above, the date on which the Placement Securities are issued.

The Company intends to issue the Shares within 5 Trading Days of approval of the Additional 10% Placement and will disclose to the ASX the Issue Price on the date of issue of the Placement Securities.

(b) **Risk of economic and voting dilution – Listing Rule 7.3A.2**

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As provided by Listing Rule 7.3A.2, if the Additional 10% Placement is passed by Shareholders and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing ordinary security holders of the Company. The Company currently has on issue 384,940,869 Shares.¹ Upon the Additional 10% Placement, the Company will have approval to issue an additional 38,494,086 Shares. (The exact number of additional Shares to be issued under the Additional 10% Placement will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 and set out above). Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the market price for the Company's Shares may be significantly lower on the date of the Issue than it is on the date of the AGM; and
- (2) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued capital has increased (by both 50% and 100%) and the Market Price of the Shares has:

- decreased by 50%; and
- increased by 100%.

¹ This figure is as at the date of this Notice of Meeting and does not take into consideration any securities issued after this date.

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Table 1

| Listing Rule 7.1A.2 | | Dilution | | |
|---|------------------------|--|-------------------------|---|
| | | \$0.003 50% decrease in Market Price | \$0.006 Market Price | \$0.012 100% increase in Market Price |
| Current Issued Capital 384,940,869 Shares | 10% Voting Dilution | 38,494,086 Shares | 38,494,086 Shares | 38,494,086 Shares |
| | Funds raised | \$115,482 | \$230,965 | \$461,929 |
| 50% increase in current Issued Capital 577,411,304 Shares | 10% Voting Dilution | 57,741,130 Shares | 57,741,130 Shares | 57,741,130 Shares |
| | Funds raised | \$173,223 | \$346,447 | \$692,894 |
| 100% increase in current Issued Capital 769,881,738 Shares | 10% Voting Dilution | 76,988,173 Shares | 76,988,173 Shares | 76,988,173 Shares |
| | Funds raised | \$230,965 | \$461,929 | \$923,858 |

Assumptions and explanations

- The Market Price is 0.6 cents based on the closing price of the Shares on ASX on 13 October 2015;
- The above table only shows the dilutionary effect based on the Additional 10% Placement and not the 15% under Listing Rule 7.1;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- The Company issues the maximum number of Placement Securities available to it under the Additional 10% Placement;
- The Issued Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 13 October 2015; and
- The issue price of the Placement Securities used in the table does not take into account the discount to the Market Price (if any).

(a) Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this AGM which the Company anticipates will be 30 November 2015. The approval under Resolution 6 for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

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(b) **Purpose – Listing Rule 7.3A.4**

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Any funds raised from the issue of the Placement Securities are intended to be used as follows:

- general working capital;
- acquisition of new assets or investments (including expense associated with such acquisition); and
- continued exploration and feasibility study expenditure on the Company's current assets.

(c) **Shares Issued for Non-cash consideration – Listing Rule 7.3A.4**

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Shares for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Shares complies with Listing Rule 7.1A.3.

(d) **Company's Allocation Policy – Listing Rule 7.3A.5**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of Placement Securities pursuant to the Additional 10% Placement. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to the factor including but not limited to the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities under the Additional 10% Placement have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Additional 10% Placement will be the vendors of the new assets or investments.

(e) **Shareholder Approval previously obtained under listing rule 7.1A**

The Company obtained Shareholder approval under Listing Rule 7.1A at the 2014 AGM.

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(f) **Equity Securities Issued in the previous 12 months**

Pursuant to Listing Rule 7.3A.6(a), the only Equity Securities issued by the Company in the 12 months preceding the date of this AGM are Shares. The total number of equity securities issued in the 12 months preceding this AGM and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period are as follows:

| | |
|---|------------------------------------|
| Number of Equity Securities on issue on at commencement of 12 month period | 212,998,536 Shares |
| Equity Securities issued in prior 12 month period* | 171,942,332 Shares ² |
| Percentage previous issues represent of total number of Equity Securities on issue at commencement of 12 month period | 80.72% |

*Of the Equity Securities issue by the Company within the past 12 months from the date of the AGM, 101,342,332 were issued pursuant to an exception to Listing Rule 7.1 (or 7.1A) and therefore were not issued under (and did not reduce) the Company's 15% Capacity (or additional 10% Capacity).

Pursuant to Listing Rule 7.3A.6(b), details of the Equity Securities issued in 12 months preceding the AGM are as follows:

1. **Fully paid ordinary shares**

Issued to The Australian Special Opportunity Fund, L.P., being sophisticated or professional investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act.

Shares rank pari passu with all other fully paid ordinary shares on issue in the Company.

Use of cash consideration: all funds were or are intended to be applied to:

- progress the Company's exploration program, including: geological analysis and interpretation, field work and drilling on key projects and in accordance with the Company's exploration expenditure commitments on granted tenements; and
- provide further working capital.

| Date of issue | Number issued | Price at which equity securities were issued Cents | Closing Market Price Cents | Discount or (Premium) to the Closing Market Price % | Cash consideration received \$ | Amount of cash consideration spent \$ |
|---------------|---------------|---|-------------------------------|--|-----------------------------------|--|
| 5/12/2014 | 10,000,000 | 0.6 | 0.6 | 0.00 | 60,000 | 60,000 |
| 21/01/2015 | 10,000,000 | 0.4 | 0.4 | 0.00 | 40,000 | 40,000 |

² This figure has been calculated as at the date of this Notice of Meeting and does not take into consideration any issue of Equity Securities after this date.

Notice of Annual General Meeting – Explanatory Memorandum

| | | | | | | |
|------------|------------|-----|-----|-------|--------|--------|
| 20/02/2015 | 16,666,667 | 0.3 | 0.4 | 25.00 | 50,000 | 50,000 |
| 11/05/2015 | 16,666,667 | 0.3 | 0.4 | 25.00 | 50,000 | 50,000 |
| 20/05/2015 | 16,666,667 | 0.3 | 0.5 | 40.00 | 50,000 | 50,000 |
| 3/08/2015 | 30,000,000 | 0.2 | 0.4 | 50.00 | 60,000 | 60,000 |

2. Fully paid ordinary shares

Issued as remuneration for services provided to the Company by consultants eligible to participate in the Company's Officers, Executives, Consultants and Employee Share Plan.

Shares rank pari passu with all other fully paid ordinary shares on issue in the Company.

Use of cash consideration: all funds were or are intended to be applied to:

- progress the Company's exploration program, including: geological analysis and interpretation, field work and drilling on key projects and in accordance with the Company's exploration expenditure commitments on granted tenements; and
- provide further working capital.

| Date of issue | Number issued | Price at which equity securities were issued Cents | Closing Market Price Cents | Discount or (Premium) to the Closing Market Price % | Non- cash consideration paid \$ | Current value of non-cash consideration paid \$ |
|---------------|---------------|---|-------------------------------|--|------------------------------------|--|
| 19/12/2014 | 3,931,102 | 1.27 | 0.7 | (81.34) | 49,925 | 49,925 |
| 13/03/2015 | 7,411,229 | 0.38 | 0.5 | 24.00 | 28,450 | 28,450 |
| 18/06/2015 | 6,600,000 | 0.4 | 0.4 | 0.00 | 26,400 | 26,400 |

3. Fully paid ordinary shares

Issued to Bentley Resources Pte Ltd and Trepong Services Pty Ltd, being sophisticated or professional investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act.

Shares rank pari passu with all other fully paid ordinary shares on issue in the Company.

Use of cash consideration: all funds were or are intended to be applied to:

- progress the Company's exploration program, including: geological analysis and interpretation, field work and drilling on key projects and in accordance with the Company's exploration expenditure commitments on granted tenements; and
- provide further working capital.

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| Date of issue | Number issued | Price at which equity securities were issued Cents | Closing Market Price Cents | Discount or (Premium) to the Closing Market Price % | Cash consideration received \$ | Amount of cash consideration spent \$ |
|---------------|---------------|---|-----------------------------------|--|---------------------------------------|--|
| 22/07/2015 | 54,000,000 | 0.4 | 0.2 | (100.00) | 216,000 | 216,000 |

8.10 Voting Exclusion Statement

A voting exclusion statement is included in this Notice. At the date of the Notice, the proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Notice of Annual General Meeting – Explanatory Memorandum

9. Interpretation

Additional Shares has the meaning given to it in section 7.1 of this Explanatory Memorandum.

Advisory Resolution means that a vote on that resolution is advisory only and does not bind the Directors or the Company.

AGM means Annual General Meeting.

Annual Report means the financial report for the Company for the year ended 30 June 2015.

ASOF means Australian Special Opportunity Fund, L.P.

Associates has the meaning given to it in the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange.

Auditor's Report means that section of the Financial report under the heading "Auditor's Report" set out in the Annual Report.

Bentley Subscription Agreement means the subscription entered into between the Company and Bentley Resources Pte Ltd on or about 26 August 2015 and as amended on or about 8 September 2015.

Board means the board of directors of the Company.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or 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 entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition.

Company means Australian Pacific Coal Limited.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Director means a director of the Company.

Notice of Annual General Meeting – Explanatory Memorandum

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Financial Report means the annual financial report of the Company prepared under Chapter 2M of the Corporations Act.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rule or **ASX Listing Rule** means the official listing rules of the ASX as amended from time to time.

Meeting or **Annual General Meeting** means the annual general meeting to be held on 30 November 2015.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Remuneration Report means that section of the Directors' Report under the heading "Remuneration Report" set out in the Annual Report.

Resolution means a resolution proposed at the Meeting.

Related Party has the meaning given to it in the Listing Rules.

Rights Issue means the *pro rata* non-renounceable rights issue conducted pursuant to section 708AA of the Corporations Act pursuant to an offer document from the Company to its Shareholders dated on or about 25 September 2015.

Share means an ordinary fully paid share in the issued capital of the Company.

Shareholder means a holder of Shares in the Company.

Special Resolution means a Resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Shortfall has the meaning given to it in section 7.1 of this Explanatory Memorandum.

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Trading Days has the meaning given to it in the ASX Listing Rules.

Trepang Subscription Agreement means the subscription entered into between the Company and Trepang Services Pty Ltd on or about 26 August 2015 and as amended on or about 8 September 2015.

VWAP means the volume weighted average price of the Shares.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Kevin Mischewski (Company Secretary):

Australian Pacific Coal Limited
Level 7, 10 Felix Street, Brisbane, Qld, 4000

Phone: 07 3221 0679

Email: cosec@aqcltd.com

2015 Annual General Meeting - Proxy Form

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below , or the Share Registry, Link Market Services, Level 15, ANZ Building, 324 Queen Street, Brisbane Qld 4000** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Australian Pacific Coal Limited
Level 7, 10 Felix Street, Brisbane QLD 4000

Telephone Phone: +61 7 3221 0679 Facsimile No: +61 7 3229 9323

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm on 28 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 <i>Corporations Act 2001</i>) 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 indicate the office held by signing in the appropriate place.

2015 Annual General Meeting - Proxy Form

I / We _____

of: _____

being Shareholder(s) of Australian Pacific Coal Limited ("Company")

hereby appoint: _____

of: _____

of failing him/her: _____

of: _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at The Stanley Room, Stamford Plaza Brisbane, Corner Edward and Market Streets, Brisbane, Queensland, 4000, Australia on Monday 30 November 2015 at 2:00pm (Brisbane time) and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. **The Chairman advises that it is his intention to vote in favour of all resolutions in respect of any undirected proxies which may be granted in favour of the Chairman.**

If the Chairman is appointed as your proxy, or may be appointed by default, and you do **not** direct your proxy how to vote, you authorise the Chairman to exercise your proxy even if: (a) he/she has an interest in the outcome of the resolution; and, (b) votes cast by him other than as proxy holder, in respect of any resolution in which he has interest in the outcome, will be disregarded because of that interest. If you have directed your proxy how to vote on a Resolution and your named proxy either does not attend the Meeting or attends the Meeting but does not vote on a poll on the Resolution, the Chairman is taken to be your proxy in respect of that Resolution. If you do not wish to authorise the Chairman to vote in favour of a resolution where he is appointed as your proxy, or may be appointed by default, you should direct your vote by marking the appropriate box below.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%. (An additional proxy form will be supplied by the Company on request.)

If you wish to appoint the proxy to exercise Voting Power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares (Note: proxy will be over all shares if left blank)

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

Exercise of undirected proxies by Key Management Personnel

If a member of the Company's Key Management Personnel (other than the Chairman) or their Closely Related Party is your proxy and you have not directed the proxy how to vote, that person will not vote your shares on Resolution 1 (being resolutions connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel).

If the Chairman is (or becomes) your proxy, you can direct the Chairman to vote for or against or abstain from voting on any Resolution by marking the appropriate box below. Unless you indicate otherwise by ticking either the 'For', 'Against' or 'Abstain' box, you will be authorising the Chairman to vote in accordance with the Chairman's voting intention. In particular, if the Chairman is appointed your proxy (or becomes your proxy by default), and you have not directed the proxy how to vote, you authorise the Chairman to exercise your proxy on Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel (and the Chairman is a member of Key Management Personnel).

2015 Annual General Meeting - Proxy Form

I/we direct my/our proxy to vote as indicated below:

Resolution 1 **For** **Against** **Abstain**
“That for the purposes of s 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2015 (as set out in the Directors Report) is adopted.”

Resolution 2 **For** **Against** **Abstain**
“That Mr Paul Bradley Ryan, who retires by rotation in accordance with Article 18.2 of the Company’s Constitution and, being eligible, offers himself for re- election, be re-elected as a Director of the Company.”

Resolution 3 **For** **Against** **Abstain**
“That Mr Nathan Leslie Tinkler, who retires in accordance with Article 15.4 of the Company’s Constitution and, being eligible, offers himself for re- election, be re-elected as a Director of the Company.”

Resolution 4 **For** **Against** **Abstain**
“That Mr John Robinson, Jnr, who retires in accordance with Article 15.4 of the Company’s Constitution and, being eligible, offers himself for re- election, be re-elected as a Director of the Company.”

Resolution 5 **For** **Against** **Abstain**
“That, pursuant to Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue to Wellton Holdings Pty Ltd, a company controlled by Mr Peter Ziegler, who is Chairman and a Director of the Company, of up to 88,845,675 Shares which have been applied for by Wellton Holdings Pty Ltd as Additional Shares out of the Shortfall of the Rights Issue, as described in the Explanatory Memorandum.”

Resolution 6 **For** **Against** **Abstain**
“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of this AGM, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum.”

Individual or Security holder 1

Sole Director and sole Company Secretary (If appointed)

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact daytime telephone

Date