



# 2019

# Annual Report

Australian Pacific Coal



**Australian Pacific Coal**

ABN : 49 089 206 986 ASX CODE: AQC



# Australian Pacific Coal

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# CHIEF EXECUTIVE OFFICER'S REPORT

*Focused on developing Dartbrook Mine and the recommencement of operations.  
The largest, under-developed thermal coal asset in New South Wales.*

During the 2019 financial year, the Company planned to advance the Dartbrook Coal Mine to operational production.

In February 2018 Australian Pacific Coal submitted a Section 75W modification (DA 231-7-2000 MOD7) to existing approvals to facilitate recommencement of underground mining operations at the Dartbrook Coal Mine. This MOD7 proposed bord and pillar mining of the Kayuga coal seam (as an alternative to the approved longwall mining activities), changes to the method of transferring coal to the train loadout facility and a 5 year extension to the period of approval until 5 December 2027, with all current approvals to remain in place.

The 2019 financial year saw the Company continue to progress the MOD7 application process with the NSW Department of Planning and Environment. The Department put the MOD7 proposal on public exhibition in late June 2018 and invited community comment. In parallel with the Department's assessment the Company conducted meetings with various stakeholder groups on its development plans and the net economic benefits for the wider community.

Following final submissions and the consultative process, in January 2019 the NSW Department of Planning and Environment referred the application to the Independent Planning Commission (IPC) for determination. Importantly, in referring the application to the IPC, the department concluded "that the impacts of the modification are acceptable and the proposal is approvable, subject to the proposed recommended conditions of consent".

After a seven-month review process, the IPC on 9 August 2019 publicly issued their determination refusing the requested 5 year extension to the mining permits but approving alternate mining and coal haulage processes.

The Company is disappointed that the IPC did not approve the additional 5 years of mine life. It has been previously understood and acknowledged by the IPC that the extension was an imperative to justify the very significant capital expenditure involved in recommissioning the mine.

In parallel with the MOD7 application, the Company had entered into and was advancing a binding agreement to partner with Stella Natural Resources (SNR) for the potential recommencement of an underground operation at Dartbrook. The SNR transaction (announced in August 2018) provided an opportunity to advance Dartbrook into coal production.

The agreement with SNR was subject to certain conditions precedent which were not satisfied by SNR despite the passage of almost 12 months and notwithstanding numerous extensions and offers to assist where possible. As a result, the Company terminated the agreement with SNR effective 4 July, 2019.

Since taking ownership of the Dartbrook Coal Mine in May 2017, the Company has been committed to the recommencement of mining. The Company has held numerous community consultative committee meetings, supported local groups and communities through sponsorship initiatives, and invested considerable management time with our site-based team and consultants in addition to undertaking detailed technical assessments of options to recommence mining.

The Company recognises the potential of Dartbrook, to both shareholders and the local community.

Looking forward, the Company is weighing all the options including an Appeal of the August IPC determination. There is currently a great deal of public commentary and public funded advertisements around the IPC and its numerous decisions including the one impacting the Dartbrook Project. Directors and officers have not been sitting on their hands – we have been proactive, engaged and forthright but to date we have no progress to report. An Appeal, and we are still within time, is an expensive convoluted process. Notwithstanding, the board is exploring the realities of recommencing mining and the possibility of seeking amendment to current approvals. The board and management remain as focused and determined as ever and continue to have the ongoing support of our cornerstone investor Trepang.

# CHIEF EXECUTIVE OFFICER'S REPORT

On October 19 it was announced that the State's Independent Planning Commission (IPC) will be put under the spotlight to ensure confidence in the speed, quality and impartiality of decision-making on major projects. Planning and Public Spaces Minister Rob Stokes said a two-month review of the IPC will be conducted by NSW Commissioner for Productivity Peter Achterstraat AM who will make recommendations to Government about the IPC's purpose and structure.

The Company is continuing to actively assess its options as to the next steps for recommencement of operations at the Dartbrook Mine.

I would like to take this opportunity to thank our financiers and shareholders for your continued support. I would also like to acknowledge the dedication and efforts of the Company's Board members and management team throughout the year, and thank all our staff, consultants and contractors for their diligent efforts.



John J Robinson

Chairman and Chief Executive Officer

25 October 2019

## Note 1: Compliance Statement

### Marketable Reserves Note

*The Dartbrook Marketable Coal Reserve of 370Mt is derived from a run of mine Coal Reserve of 470 Mt estimated in accordance with JORC 2012 with a predicted overall yield of 78%. The 370Mt Marketable Coal Reserve is included in the 2,534 Mt Coal Resource (588Mt Measured, 850 Mt Indicated, 1,097Mt Inferred).*

*The Company confirms that it is not aware of any new information or data that materially affects the information included in the announcement and that all material assumptions and technical parameters underpinning the estimates in the announcement continue to apply and have not materially changed.*

### Competent Persons Statement - Resources

*The information in this report relating to Coal Resources for the Dartbrook Project was announced on 27 June 2017, titled "Dartbrook Coal Resource Estimate 2.5 Billion Tonnes" and is based on information compiled by Lynne Banwell, a Principal Consultant of Collective Experience Pty Limited and Associate Consultant of GPPH & Associates. Structure modelling was carried out by Rebecca Jackson and Monica Davis of Palaris; coal quality modelling, structure model audit and resource estimations were carried out by Lynne Banwell. Lynne Banwell is a qualified geologist (BSc (Hons) University of Sydney, 1980) with 30 years' experience in coal geology and over 20 years' experience in resource evaluation. Lynne is a Member of the Australasian Institute of Mining and Metallurgy and has experience in this style of mineralisation and qualifies as a Competent Person under the JORC code. This Resource Statement has been prepared under the guidelines of the December 2012 edition of the Australian Code for Reporting of Mineral Resources and Ore Reserves (The JORC Code). Neither Lynne Banwell nor GPPH & Associates has any material interest or entitlement, direct or indirect, in the securities of Australian Pacific Coal or any companies associated with Australian Pacific Coal Limited.*

*Lynne Banwell consents to the release of this report.*

### Competent Persons Statement - Reserves

*The information in this report relating to Coal Reserves for the Dartbrook Project was announced on 28 March 2018, titled "Dartbrook Coal Reserve Estimate" and is based on information compiled by Ernst Brian Baumhammer, a Principal Consultant of GPPH & Associates. The Reserve estimations were carried out under the supervision and review of Brian Baumhammer. Brian Baumhammer is a qualified mining engineer (BE (Hons) University of Sydney, 1984) with 33 years' experience in mining, 24 years' experience in coal mining and over 15 years' experience in reserve estimation. Brian Baumhammer is a Member of the Australasian Institute of Mining and Metallurgy and has experience in this style of mineralisation and qualifies as a Competent Person under the JORC code. This Reserve Statement has been prepared under the guidelines of the December 2012 edition of the Australian Code for Reporting of Mineral Resources and Ore Reserves (The JORC Code). Neither Brian Baumhammer nor GPPH & Associates has any material interest or entitlement, direct or indirect, in the securities of Australian Pacific Coal Ltd or any companies associated with Australian Pacific Coal Limited.*

*Brian Baumhammer consents to the release of this report.*

*The information is extracted from the report entitled "Dartbrook Coal Reserve Estimate" created on 28 March 2018 and is available to view on [www.apc.ltd.com](http://www.apc.ltd.com). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Coal Resources or Coal Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.*

# INFORMATION ON AUSTRALIAN PACIFIC COAL

Australian Pacific Coal Limited ('AQC') is an ASX-listed junior coal company focused on acquiring and developing thermal and metallurgical coal prospects. AQC listed on the Australian Stock Exchange in 1999 and currently has approximately 1,056 shareholders. .

AQC completed the acquisition of the Dartbrook coal mine in the Hunter Valley, NSW, on 29 May 2017.

In August 2019 AQC received limited approval from the Independent Planning Commission (IPC) of its application to modify the existing consent for the Dartbrook Coal Mine in order to recommence underground mining (MOD7). The approval was a significant milestone for the project. Disappointingly the IPC determination rejected the AQC application for a 5 year extension to the current mining approvals through till December 2027. This extension is a key element in derisking the restart of mining at Dartbrook.

Looking forward, the Company is weighing all the options including an Appeal of the August IPC determination. There is currently a great deal of public commentary and public funded advertisements around the IPC and its numerous decisions including the one impacting the Dartbrook Project. Directors and officers have not been sitting on their hands – we have been proactive, engaged and forthright but to date we have no progress to report. An Appeal, and we are still within time, is an expensive convoluted process. Notwithstanding, the board is exploring the realities of recommencing mining and the possibility of seeking amendment to current approvals. The board and management remain as focused and determined as ever and continue to have the ongoing support of our cornerstone investor Trepang.

On October 19 it was announced that the State's Independent Planning Commission (IPC) will be put under the spotlight to ensure confidence in the speed, quality and impartiality of decision-making on major projects. Planning and Public Spaces Minister Rob Stokes said a two-month review of the IPC will be conducted by NSW Commissioner for Productivity Peter Achterstraat AM who will make recommendations to Government about the IPC's purpose and structure.

The Company is continuing to actively assess its options as to the next steps for recommencement of operations at the Dartbrook Mine.

AQC also holds coal exploration tenements located in Queensland's Bowen, Galilee, Surat and Clarence-Moreton basins and an industrial minerals project in central western Queensland. Options are currently being assessed for these assets.

AQC's long term strategic focus is to identify valuable resource investment opportunities. In addition to its Dartbrook asset, the Company will continue to take advantage of low entry cost resource investment opportunities that it identifies.

## **BOARD OF DIRECTORS**

**Mr John Robinson** *B. Acc, MAICD*

Executive Chairman and Chief Executive Officer

Mr John Robinson has led numerous private equity acquisitions in the property and retail sectors. Mr. Robinson has also extensive experience with the support services that the mining and oil and gas sectors require in their Australian operations. He is Member of the Australian Institute of Company Directors. Mr John Robinson gained a Bachelor of Accounting from the Charles Darwin University.

Director since 30th of October 2015

# INFORMATION ON AUSTRALIAN PACIFIC COAL

## BOARD OF DIRECTORS continued

**The Hon. Shane Stone** AC QC, PGDK, B.A (ANU), LL.B (Melbourne), Grad Dip Ed Admin (Adelaide), Dip Teaching (Sturt), TPTC (Vic), FACE, FAIM, FAICD, F Fin

Non-executive Director

The Hon. Shane Stone has a strong commercial and legal background and considerable experience in dealing with Commonwealth and State governments. The Hon Stone has at various times acted as an independent director to various public and private companies in Australia and UK. Former Chief Minister of the Northern Territory and Federal President of the Liberal Party of Australia. Formerly a barrister he is a graduate of Australian National University, Sturt, Adelaide and Melbourne Universities. He is a Fellow of the Australian Institute of Management, Australian College of Education and Australian Institute of Company Directors. He was made a Companion of the Order of Australia in 2006. He has also been conferred national awards from Indonesia and Malaysia.

Director since 1 August 2016.

**Mr Bruce Munro** B Eng (Hons) UNSW

Non-executive Director

Mr Munro has a strong management and operational background and considerable experience with over 40 years' experience as an engineer and manager with major construction and mining contractors in a number of countries including Australia, Asia, India and southern Africa. From 2011 until his retirement in 2015 Mr Munro was the Managing Director of Thiess Pty Ltd, which during this period had around 20,000 employees and annual revenues up to A\$7 billion. Mr Munro has been involved as a contractor in the development and/or operation of numerous mines for clients such as BHP, Glencore, Rio Tinto, BP, Peabody, Bumi Resources, Inco, Wesfarmers, Vale and Fortescue. During his career, he served as a Director on a number of industry bodies, international business councils and diversity groups.

Director since 19 May 2017.

## KEY COMPANY DATA (as at 30 September 2019)

**Listing:** Australian Securities Exchange (ASX:AQC) – Listed in 1999

**Shares on Issue:** 50,484,810 AQC ORD  
(1,056 shareholders)

**Options:** Nil.

**Market Capitalisation:** \$6.6 million

### Quarterly Share Price Activity<sup>1</sup>:

	High	Low	Close
September 2019	\$0.510	\$0.130	\$0.130
June 2019	\$0.595	\$0.460	\$0.520
March 2019	\$0.780	\$0.500	\$0.570
December 2018	\$0.900	\$0.575	\$0.750
September 2018	\$1.095	\$0.650	\$0.745

## DARTBROOK COAL MINE

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Australian Pacific Coal completed the 100% acquisition of the Dartbrook mine in May 2017. The mine is located in the Hunter Valley coal region of NSW, approximately 4km west of Aberdeen and 10km north-west of Muswellbrook (and 250km north of Sydney). The mine includes substantial existing infrastructure with access to a skilled workforce and the support industries utilised by major mining companies in the region, including rail and port facilities.. The mine contains an estimated marketable resource of 2.5 billion tonnes of high quality thermal coal. The current marketable reserve estimate is 370 million tonne. Previous underground operations have mined approximately 30 million tonnes of ROM coal from the Wynn and Kayuga seams.

Since completing the acquisition, the Company has undertaken a range of activities to assess various development options for Dartbrook:

- Completion of the Open Cut Pre-Feasibility Study (OC PFS)<sup>1</sup>
- Completion of a Coal Reserve<sup>2</sup> estimate
- In February 2018 submission of an application and supporting environmental assessment materials to recommence limited B&P underground mining (MOD7);
- During September 2018 completion of an environmental-focused drilling program to provide enhanced environmental monitoring to the Company and community stakeholder groups; and
- Progressed a development partnering opportunity with Stella Natural Resources (SNR) for the potential recommencement of underground mining at Dartbrook.

Post balance date, the Company announced on 2 July 2019 that notwithstanding numerous extensions and offers by the Company to assist where possible, certain conditions precedent under the Share Sale Agreement (SSA) with Stella Natural Resources (SNR) had not been satisfied by SNR and, as a result, the SSA was terminated.

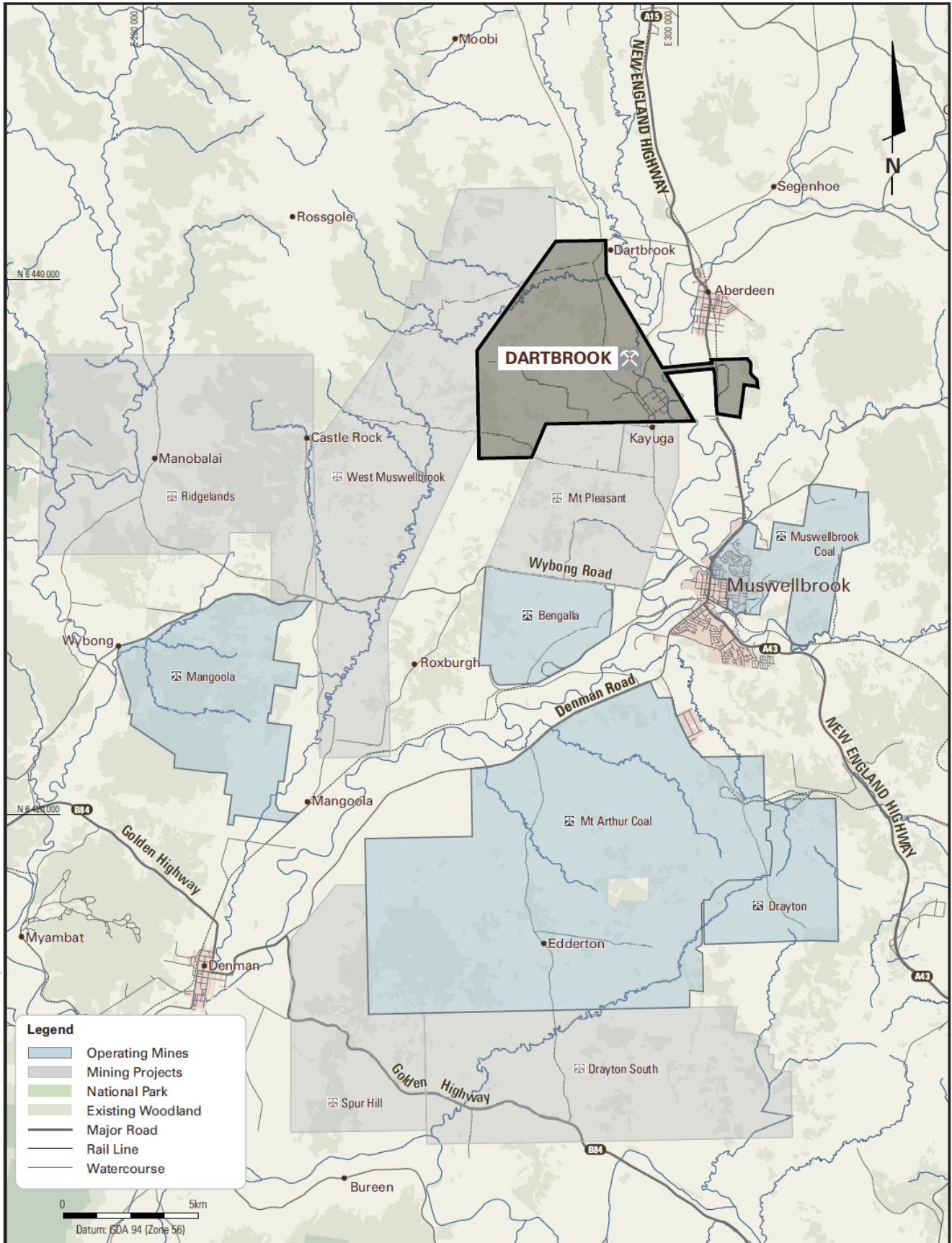
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<sup>1</sup> Refer ASX announcement titled "*Dartbrook Open Cut Pre-Feasibility Study Completed*" dated 28 March 2018

<sup>2</sup> Refer ASX announcement titled "*Dartbrook Coal Reserve Estimate*" dated 28 March 2018 and Additional Information section of this report

# REVIEW OF OPERATIONS

## Regional Mining Operations and Projects



DARTBROOK



## Strategic Development Partnership – Stella Natural Resources

On 6 August 2018, the Company announced it had signed a binding agreement to partner with Stella Natural Resources (**SNR**) as equal-share participants in the Dartbrook Joint Venture to recommence sustainable underground operations.

Under the agreement SNR had agreed to pay AUD\$20 million to the Company (Purchase Price) for a 50% interest in AQC Investments 2 Pty Ltd, the entity which holds the Company's interest in the Dartbrook Mine, including freehold land, infrastructure and mining tenements. The DJV had also agreed to provide an AUD\$10 million loan to AQC (Loan) to pay out the existing Anglo American secured loan.

The transaction with SNR was subject to certain conditions precedent, including SNR securing funding for the Purchase Price and Loan, FIRB, NSW State Government and other third party consents and approvals (including existing financiers releasing their security over the Dartbrook Mine assets), limited confirmatory financial diligence, and agreement on a fully funded development plan to recommence underground mining.

Post balance date, the Company announced that certain conditions precedent under the agreement had not been satisfied by SNR and, as a result, the Company terminated the agreement.

The Company has been in discussions with other potential development partners in relation to their interest in recommencing underground mining at Dartbrook. The Company is considering a range of options to optimise returns for all shareholders.

## Application to Modify Mining Approval (MOD7)

In March 2018 the Company announced it had lodged an application to modify the existing mining approval to recommence underground mining operations at the Dartbrook Coal Mine. The modification (MOD 7) proposed bord and pillar mining of the Kayuga coal seam (as an alternative to the approved longwall mining activities) and changes to the method of transferring coal to the train loadout facility. The modification also sought to extend the period of approval by 5 years (until 5 December 2027).

The MOD 7 environmental assessment, along with other supporting documentation, was submitted and accepted for adequacy in June 2018 with public exhibition of the application closing in July 2018. Prior to and throughout the public exhibition period, the Company conducted meetings with various stakeholder groups on its development plans and net economic benefits for the wider community, including both respective councils and representatives on the Dartbrook Mine community consultative committee.

The Company completed its responses to submissions and applications with the NSW Department of Planning and Environment who then finalised their report and provided a positive submission to the Independent Planning Commission (**IPC**) in January 2019. The IPC convened a public meeting on 9 April 2019 as a requirement of the approval process.

Subsequent to the end of the reporting period, the IPC provided approval in relation to some elements of the Company's application to modify consent for the Dartbrook Coal Mine. The approval is considered a significant milestone for the recommencement of mining at Dartbrook although a key element of MOD7 was not approved, being the application for an additional five years of mine life.

The Company has previously stated, and the IPC had acknowledged the proposed five-year extension of the approval period was required to justify the capital expenditure involved in recommissioning the mine.

Looking forward, the Company is weighing all the options including an Appeal of the August IPC determination. There is currently a great deal of public commentary and public funded advertisements around the IPC and its numerous decisions including the one impacting the Dartbrook Project. Directors and officers have not been sitting on their hands – we have been proactive, engaged and forthright but to date we have no progress to report. An Appeal, and we are still within time, is an expensive convoluted process. Notwithstanding, the board is exploring the realities of recommencing mining and the possibility of seeking amendment to current approvals. The board and management remain as focused and determined as ever and continue to have the ongoing support of our cornerstone investor Trepang.

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## REVIEW OF OPERATIONS

Commissioner for Productivity Peter Achterstraat AM who will make recommendations to Government about the IPC's purpose and structure.

The Company is continuing to actively assess its options as to the next steps for recommencement of operations at the Dartbrook Mine.

### Open Cut Coal Reserve

The Company previously announced an Open Cut Coal Reserve for the Dartbrook Mine on 28 March 2018. The Reserve has been estimated for the area within the Dartbrook Mine leases. This Coal Reserve is included within the Coal Resource<sup>3</sup> of 2,534 Mt (comprised of Measured 588 Mt, Indicated 850 Mt, Inferred 1,097 Mt) announced to the ASX 27 June 2017.

The Coal Reserve estimate (JORC, 2012 Edition) has the following quantities:

**Table 1 - Reserve Area**

	Total (Mt)
Mineable ROM	572
<b>Reserves</b>	
ROM Probable	470
Marketable Product	370

Note: the totals in this table and those below are rounded to reflect the accuracy of the estimate.

**Table 2 - Reserve Area by Lease**

Lease	ROM tonnes (Mt)		Marketable tonnes (Mt)	
	Probable	Proven	Probable	Proven
EL 4574	-	-	-	-
A 256	32	-	24	-
ML 1497	168	-	134	-
CL 386	266	-	215	-
ML 1456	3	-	3	-
ML 1381	1	-	-	-
<b>Total</b>	<b>470</b>	<b>-</b>	<b>370</b>	<b>-</b>

Note: Totals rounded to nearest 10 Mt

The Competent Person has classified the entire Reserve as a Probable Reserve as presently Dartbrook does not hold any open cut mining leases.

The mine plan underpinning the Coal Reserve (**Reserve Mine Plan**) considers the full area of the Dartbrook Mine leases. The Reserve Mine Plan mines 572 Mt run of mine (ROM) coal with 470 Mt, or 82%, classified as a ROM Coal Reserve, at a strip ratio of 4.2 to 1 (bcm waste to ROM tonne coal).

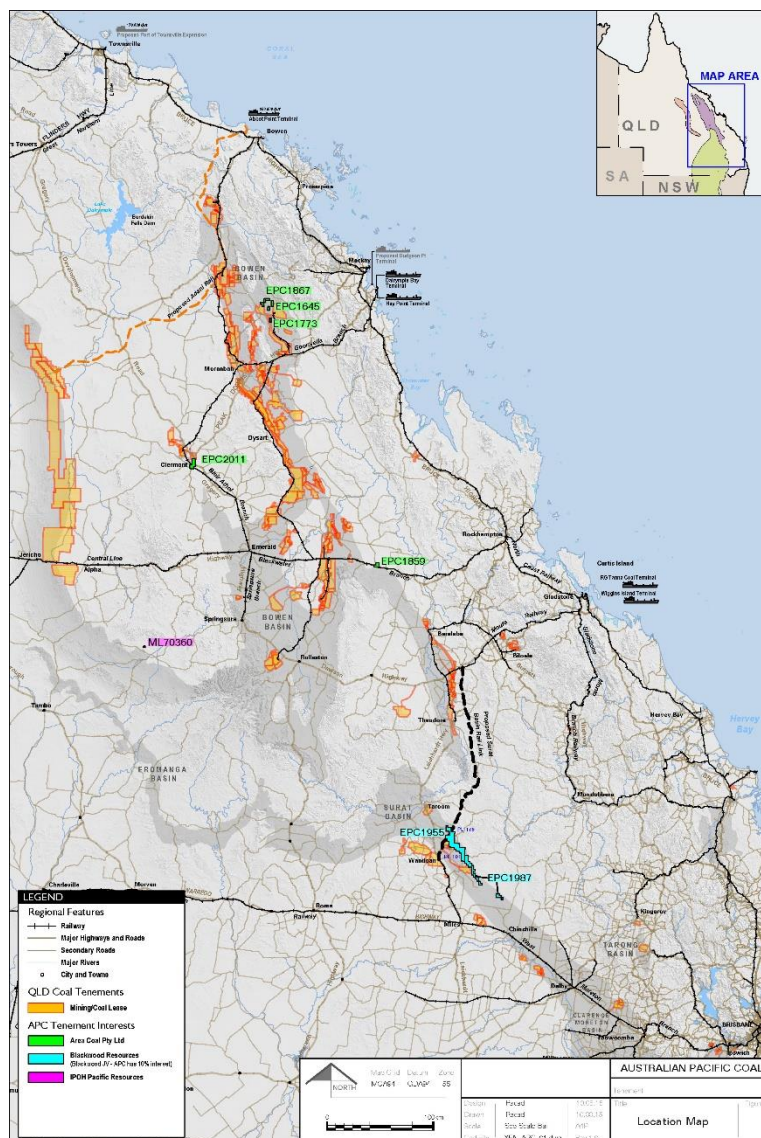
The OC PFS mine plan mines 226 Mt ROM coal with 190 Mt, or 84%, classified as a ROM Coal Reserve. Based on the modelled processing yield applied by the Competent Person and rounding, this equates to a Marketable Reserve of 140 Mt. This reflects the capacity of the proposed 10 Mtpa pit operating for 25 years, at a strip ratio of 4.0 to 1. Beyond the OC PFS mining pit, the Coal Reserve extends to the south, west and north of the OC PFS mining pit. The OC PFS mine plan is a subset of the Reserve Mine Plan.

<sup>3</sup> Refer Additional Information section of this report for the Competent Person Statement

# OTHER PROJECTS

In Queensland, the Company holds interests in various EPC and MDL tenure in the Bowen, Surat and Galilee Basins. Additionally, the Company has joint venture agreements on tenements with Blackwood Resources.

Most of the coal tenements are in the Bowen Basin, a major source of supply of some of the world's best metallurgical, PCI and thermal coal. The Company also has coal tenements in the Surat, Galilee and Clarence-Moreton Basins. These basins contain large reserves of thermal coal and currently produce coal for export and domestic use. The Company's coal tenements are close to rail and road infrastructure and some are down-dip or along strike of operating coal mines or known coal resources. The Company will continue to assess potential development or divestment opportunities in relation to these assets.



# REVIEW OF OPERATIONS

## Project Summary

EPC	Name	Status	Area (km2)	Location	Target Coal	Coal Type
<b>COORORAH PROJECT</b>						
EPC 1859	Dingo	Granted	10	Around Dingo 50km E of Blackwater	Rangal and Burngrove	Thermal & PCI
<b>MOUNT HILLALONG PROJECT</b>						
EPC 1645	Mount Hess	Granted	20	20km SE of Glenden		
EPC 1773	Kemmis Creek	Granted	6	32km SE of Glenden	Fort Cooper	Coking & Thermal
EPC 1867	Mount Hess West	Granted	6	16km SE of Glenden		

EPC	Name	Status	Area (km2)	Location	Target	Coal Type
<b>BLACKWOOD JOINT VENTURE</b>						
EPC 1955	Bungaban Creek	Granted	122	60km N of Miles	Walloon coal measures	Thermal
EPC 1987	Quondong	Granted	112	40km N of Miles	Taroom coal measures	Thermal

The Company's 100% owned subsidiary Mining Investments One Pty Ltd holds a 10% interest in each of the Blackwood Resources Pty Ltd JV tenements.

Name	Status	Area (km2)	Location	Target	Type
<b>MATUAN DOWNS BENTONITE PROJECT</b>					
ML 70360	Mantuan	Granted	3	78km S of Alpha	Bentonite 3m bentonite

The Mantuan Downs project remains in care & maintenance. The Company is assessing various options with respect to disposal or further development of the asset.



# **Australian Pacific Coal Limited**

**ABN 49 089 206 986**

## **Annual Financial Report - 30 June 2019**

**Australian Pacific Coal Limited**  
**Corporate directory**  
**30 June 2019**

Directors	Mr John J Robinson (Executive Director) The Hon Shane Stone Mr Bruce Munro
Company secretary	Mr Andrew Roach
Registered office and Principal place of business	Level 36, 71 Eagle Street Brisbane QLD 4000
Share register	Link Market Services Level 21 10 Eagle Street Brisbane QLD 4000 Phone: 1300 554 474 or +61 7 3320 2200 <a href="http://www.linkmarketsevices.com.au">www.linkmarketsevices.com.au</a>
Auditor	Hall Chadwick, Chartered Accountants Level 40 2 Park Street Sydney NSW 2000
Solicitors	HopgoodGanim Lawyers Level 8 Waterfront Place 1 Eagle Street Brisbane QLD 4000
Bankers	National Australia Bank Level 23 100 Creek Street Brisbane QLD 4000
Stock exchange listing	Australian Pacific Coal Limited shares are listed on the Australian Securities Exchange (ASX code: AQC)
Website	<a href="http://www.aqcltd.com">www.aqcltd.com</a>

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Australian Pacific Coal Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2019.

**Directors**

The following persons were directors of Australian Pacific Coal Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr John J Robinson  
The Hon. Shane Stone  
Mr Bruce Munro

**Principal activities**

During the financial year the principal continuing activities of the consolidated entity consisted of exploration, development and production activities at the consolidated entity's mining tenements situated in Queensland and New South Wales, Australia.

**Dividends**

No dividends were declared or paid for the financial year ended 30 June 2019.

**Review of operations**

The loss for the consolidated entity after providing for income tax and non-controlling interest amounted to \$13,230,706 (30 June 2018: loss of \$15,866,814). The accounting loss is largely driven by care and maintenance holding costs associated with the Dartbrook Coal Mine (Dartbrook Mine) and corporate expenses incurred during the year including the interest expense incurred on debt instruments.

*Underground modification to recommence operations*

On 1 March 2018, Australian Pacific Coal Ltd announced it had lodged an application to modify the existing mining approval to recommence the underground mining operations at the Dartbrook Coal Mine in New South Wales.

The modification proposes bord and pillar mining of the Kayuga coal seam (as an alternative to the approved longwall mining activities) and changes to the method of transferring coal to the train loadout facility. The modification seeks to extend the period of approval by 5 years (until 5 December 2027) and provide an additional method of mining and coal clearance for the mine.

The Company submitted the environmental assessment, along with other supporting documentation in June 2018. The period for public display and submissions closed in July 2018. The NSW Department of Planning and Environment finalised its report in January 2019 and provided its recommendation to the Independent Planning Commission (IPC) that the modification is approvable.

The IPC convened a public meeting on 9 April 2019 as a requirement of the approval process. The Company provided the IPC with various supplementary information since the public meeting. The IPC determined the modification after balance date, refer to *Matters Subsequent to the end of the financial year*.

*Dartbrook Development Partnership*

On 6 August 2018, the Company announced it had signed a binding agreement with Stella Natural Resources (SNR) to form an equal share joint venture for the Dartbrook Mine (the Dartbrook Joint Venture, or DJV). Under the terms of the agreement, SNR would pay AUD 20 million to the Company (Purchase Price) for a 50% interest in AQC Investments 2 Pty Ltd, the entity which holds the Company's interest in the Dartbrook Mine, including freehold land, infrastructure and mining tenements. The DJV would also provide an AUD 10 million loan to the Company (Loan) to pay out the existing Anglo American secured loan. The transaction agreement was terminated shortly after balance date. Refer to Matters subsequent to year end disclosure.

The consolidated entity continued to undertake modest exploration and evaluation activities on its tenements located in Queensland, Australia. During the year the consolidated entity completed the divestment of certain Queensland exploration projects in return for the issue of ordinary shares in a new coal-based ASX-listed entity.

### **Significant changes in the state of affairs**

There were no significant changes in the state of affairs of the consolidated entity during the financial year.

### **Matters subsequent to the end of the financial year**

#### *Update on Dartbrook Development Partner*

On 2 July 2019, the Company announced that certain conditions under the Share Sale Agreement (SSA) with SNR were not satisfied by SNR by 1 July 2019 (the cut-off date for satisfaction of those conditions) and the SSA was terminated by AQC effective on 4 July 2019.

#### *Partial Divestment of Investment Holding*

On 18 July 2019, the Company announced the sale of a portion of its shareholding in Bowen Coking Coal Limited (ASX:BCB). A total of 35.3 million shares were sold at \$0.045 per share, providing the Company with a cash inflow of \$1.589 million.

#### *Modification 7 Update*

On 13 August 2019, the Company announced it had received approval from the Independent Planning Commission (IPC) in relation to some elements of its application to modify the consent for the Dartbrook Coal Mine (DA 231-7-2000, MOD 7). The IPC did not approve the request for an additional five years of mine life. Notwithstanding, the approval is a significant milestone for Dartbrook as it provides a platform to recommence mining operations.

Following the approval, the Company will work with the respective government departments to contemporise a range of management plans and a plan of operations for the mine.

No other matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

### **Likely developments and expected results of operations**

The consolidated entity intends to continue its exploration and development activities on its existing projects and to acquire further suitable projects for exploration as opportunities arise. The primary focus of the consolidated entity is on the development and approvals for the Dartbrook Coal Mine in New South Wales.

### **Environmental regulation**

The consolidated entity is subject to, and is compliant with, all aspects of environmental regulation in its exploration and mining activities. The directors believe that the Company is in compliance with all environmental laws.

The consolidated entity is subject to the reporting requirements of both the Energy Efficiency Opportunities Act 2006 and the National Greenhouse and Energy Reporting Act 2007.

The Energy Efficiency Opportunities Act 2006 requires the consolidated entity to assess its energy usages, including the identification, investigation and evaluation of energy saving opportunities, and to report publicly on the assessments undertaken, including what action the consolidated entity intends to take as a result of these assessments. Due to this Act, the consolidated entity has registered with the Department of Resources, Energy and Tourism as a participant entity and reports the results from its assessments.

The National Greenhouse and Energy Reporting Act 2007 require the consolidated entity to report its annual greenhouse gas emissions and energy use. The consolidated entity has previously implemented systems and processes for the collection and calculation of data.

Further information on the reporting and results of the application of the above Acts to the Company's activities can be found on the consolidated entity's website.



**Information on directors**

Name: Mr John Robinson  
Title: Managing Director and Chief Executive Officer  
Appointed Chairman on 31 May 2018  
Qualifications: B. Acc  
Experience and expertise: 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 their Australian operations. Director of Australian Pacific Coal Limited since 30 October 2015 and appointed as Managing Director in July 2016. Mr Robinson was appointed as Chairman effective 31 May 2018.  
Other current directorships: None  
Former directorships (last 3 years): None  
Special responsibilities: None  
Interests in shares: 21,061,667  
Interests in options: None  
Contractual rights to shares: None

Name: The Hon. Shane Stone  
Title: Non-executive Director  
Experience and expertise: AC QC, PGDK, B.A (ANU), LLB (Melbourne), Grad Dip Ed Admin (Adelaide), Dip Teaching (Sturt), TPTC (Vic), FACE, FAIM, FAICD, F Fin  
Mr Stone has a strong commercial and legal background and considerable experience in dealing with Commonwealth and State governments. Mr Stone has at various times acted as an independent director to various public and private companies. Formerly Deputy Chairman UK listed Impellam plc, Chairman of ASX listed Regalpoint Resources Limited and Mayfair Limited (Anne Street Partners and QNV Constructions). Former Chief Minister of the Northern Territory and Federal President of the Liberal Party of Australia. Formerly a barrister he is a graduate of the Australian National University, Sturt, Adelaide and Melbourne Universities. He is a Fellow of the Australian Institute of Management, Australian College of Education and Australian Institute of Company Directors. He was made a Companion of the Order of Australia in 2006. He has also been conferred national awards from Indonesia and Malaysia. Appointed as a Director of Australian Pacific Coal Limited on 2 August 2016. Mr Stone was appointed as Chairman of the Audit Committee on 12 June 2018.  
Other current directorships: None  
Former directorships (last 3 years): Chairman of Energex Limited (from 31 May 2012 to 20 March 2015)  
Special responsibilities: Chairman of the Audit Committee (appointed 12 June 2018)  
Interests in shares: 72,000  
Interests in options: None  
Contractual rights to shares: None

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

Name:	Mr Bruce Munro
Title:	Non-executive Director
Qualifications	B Eng (Honours) UNSW
Experience and expertise:	Mr Munro has a strong management and operational background and considerable experience with over 40 years' experience as an engineer and manager with major construction and mining contractors in a number of countries including Australia, Asia, India and southern Africa. From 2011 until his retirement in 2015 Mr Munro was the Managing Director of Thiess Pty Ltd, which during this period had around 20,000 employees and annual revenues up to A\$7 billion. Mr Munro has been involved as a contractor in the development and/or operation of numerous mines for clients such as BHP, Glencore, Rio Tinto, BP, Peabody, Bumi Resources, Inco, Wesfarmers, Vale and Fortescue. During his career, he served as a Director on a number of industry bodies, international business councils and diversity groups.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	100,000
Interests in options:	None
Contractual rights to shares:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

**Company secretary**

Mr Andrew Roach B Econ, B Comm, CA, AGIA ACIS, Grad Dip App Fin, was appointed Company Secretary on 2 August 2017. Mr Roach has more than 10 years' experience in the resource and financial service sectors. Mr Roach was the Chief Financial Officer and Company Secretary for Stanmore Coal Limited, during which time he played a key role delivering the acquisition and financing of the Isaac Plains Coal Mine through to recommencement of operations. Prior to his 5 years with Stanmore Coal, Mr Roach worked within the corporate finance and assurance divisions of PwC.

**Meetings of directors**

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2019, and the number of meetings attended by each director were:

	Full board		Audit and Risk Committee	
	Attended	Held	Attended	Held
Mr John J Robinson	12	12	-	-
The Hon. Shane Stone	11	12	2	2
Mr Bruce Munro	12	12	-	-

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

**Remuneration report (audited)**

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

***Principles used to determine the nature and amount of remuneration***

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board has considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key financial and non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework seeks to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

***Non-executive director's remuneration***

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the General Meeting held on 30 October 2015 where the shareholders approved a maximum annual aggregate remuneration of \$500,000.

Non-executive directors are also entitled to consulting fees to the extent that they provide services in excess of those typically provided as a non-executive director of the Company.

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

*Executive remuneration*

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these components comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, is reviewed annually by the Board and subject to individual contracts is based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The Board is currently reviewing the company's short-term and long-term incentive arrangements for executive directors, non-executive directors and employees and consultants to ensure the appropriate alignment of interests of all stakeholders and to reward the achievement of pre-specified Key Performance Indicators.

*Consolidated entity performance and link to remuneration*

Remuneration for certain individuals is directly linked to the performance of, and outcomes achieved for, the consolidated entity together with bonus and incentive payments at the discretion of the Board.

The Board, advised by a remuneration consultant, is developing a revised Group incentive program. When complete, it is proposed that this incentive program and ancillary arrangements to implement the same will be put to shareholders for their approval. Further detail on the proposed incentive arrangements and their alignment with key outcomes for all shareholders of the Company will be provided in the accompanying notice of meeting.

*Voting and comments made at the company's 2018 Annual General Meeting ('AGM')*

At the 2017 AGM, shareholders voted to support the adoption of the remuneration report for the year ended 30 June 2018. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

***Details of remuneration***

*Amounts of remuneration*

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following directors of Australian Pacific Coal Limited:

- John Robinson – Non-executive Director (from 30 October 2015), Executive Director (from 9 March 2016), Chief Executive Officer (from 13 April 2016), Managing Director (from 7 July 2016), Chairman (appointed 31 May 2018)
- The Hon Shane Stone – Non-executive Director (appointed 2 August 2016)
- Mr Bruce Munro – Non-executive Director (appointed 19 May 2017)

And the following persons:

- Andrew Roach - Company Secretary and Chief Financial Officer



**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees	Cash bonus	Termination	Super-annuation	Long service leave	Equity-settled shares	Equity-settled options	
2019	\$	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>								
Shane Stone	100,000	-	-	-	-	-	-	100,000
Bruce Munro	91,324	-	-	8,676	-	-	-	100,000
<i>Executive Directors:</i>								
John J Robinson	500,000	-	-	20,926	-	-	-	520,926
<i>Other Key Management Personnel:</i>								
Andrew Roach	372,950	-	-	20,531	-	-	-	393,481
	<u>1,064,274</u>	<u>-</u>	<u>-</u>	<u>50,133</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,114,407</u>

\* John Robinson elected to defer a portion of his salary during FY19. The deferred component of \$148,270 (not paid in cash) is recorded as an accrual.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled shares	Equity-settled options	
2018	\$	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>								
Shane Stone	100,000	-	-	-	-	-	-	100,000
Bruce Munro	91,324	-	-	8,676	-	-	-	100,000
Peter Ziegler	479,167	-	-	-	-	-	-	479,167
<i>Executive Directors:</i>								
John J Robinson	487,820	-	-	20,049	-	-	-	507,869
<i>Other Key Management Personnel:</i>								
Andrew Roach	59,878	-	137,500	5,012	-	-	-	202,390
Kevin Mischewski	219,249	-	-	18,904	-	-	-	238,153
	<u>1,437,438</u>	<u>-</u>	<u>137,500</u>	<u>52,641</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,627,579</u>

\* Peter Ziegler retired as Chairman of the Company on 31 May 2018

\*\* Kevin Mischewski resigned as Chief Financial Officer and Company Secretary on 2 August 2017

\*\*\* Andrew Roach was appointed Chief Financial Officer and Company Secretary on 2 August 2017

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2019	2018	2019	2018	2019	2018
<i>Non-Executive Directors:</i>						
Shane Stone	100%	100%	-	-	-	-
Bruce Munro	100%	100%	-	-	-	-
Peter Ziegler	N/A	100%	-	-	-	-
<i>Executive Directors:</i>						
John J Robinson	100%	100%	-	-	-	-
Paul Byrne	N/A	100%	-	-	-	-
<i>Other Key Management Personnel:</i>						
Andrew Roach	100%	100%	-	-	-	-
Kevin Mischewski	N/A	100%	-	-	-	-

There was no cash bonus paid/payable or forfeited for the year ended 30 June 2019.

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

**Service agreements**

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

*Current agreements:*

Name: John Robinson  
Title: Managing Director and Chief Executive Officer;  
Chairman (appointed 31 May 2018)  
Agreement commenced: 30 October 2015  
Term of agreement: Ongoing appointment, subject to termination rights noted below.  
Details: Base salary for the year ending 30 June 2019 of \$500,000 including superannuation to be indexed for inflation on 1 January of each year commencing on 1 January 2018, and to be reviewed by the Board in light of any increases in the market for similar positions held. Mr Robinson or his nominee is eligible to receive any forms of equity type compensation as reasonably determined by the Board from time to time. Death & disability insurance will be provided and the consultant will be reimbursed for out of pocket expenses as well as costs pertaining to relevant trade shows, seminars, professional memberships, and Continuing Professional Development together with incidental AQC related business expenditure. The officer may give 3 months' notice of termination. The company may terminate the arrangements without cause by giving 12 months' written notice or by making payment in lieu of such notice. Such payment shall not be more than the maximum amount permitted by the Corporations Act on termination in such circumstances, unless shareholder approval is obtained pursuant to the Corporations Act.

During the year Mr Robinson elected to defer a portion of his base salary. The deferred element of his base salary has been accrued and will be paid at a future milestone to be agreed by the Board.

Name: Andrew Roach  
Title: Company Secretary and Chief Financial Officer  
Agreement commenced: 2 August 2017  
Terms of Agreement: Ongoing appointment, subject to termination rights noted below.  
Details: Base salary for the year ending 30 June 2019 of \$350,000 plus superannuation to be indexed for inflation on the 1 January of each year commencing on 1 January 2018, and to be reviewed by the Board in light of any increases in the market for similar positions held. Mr Roach or his nominee is eligible to receive any forms of equity type compensation as reasonably determined by the Board from time to time. Death & disability insurance will be provided and the employee will be reimbursed for out of pocket expenses as well as costs pertaining to relevant trade shows, seminars, professional memberships, and Continuing Professional Development together with incidental AQC related business expenditure. Mr Roach may give 3 months' notice of termination. The company may terminate the arrangements without cause by giving 6 months' written notice or by making payment in lieu of such notice. Such payment shall not be more than the maximum amount permitted by the Corporations Act on termination in such circumstances, unless shareholder approval is obtained pursuant to the Corporations Act.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

*Options*

There were no options over ordinary shares issued as remuneration to directors or other key management personnel in the year ending 30 June 2019.

**Additional disclosures relating to key management personnel**

*Shareholding*

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals*/ Other**	Balance at the end of the year
<i>Ordinary shares</i>					
John Robinson	21,061,667	-	-	-	21,061,667
Shane Stone	72,000	-	-	-	72,000
Bruce Munro	100,000	-	-	-	100,000
Andrew Roach	-	-	-	-	-
	<u>21,233,667</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>21,233,667</u>

*Option holding*

There were no options over ordinary shares in the company held during the financial year by any director and other members of key management personnel of the consolidated entity, including their personally related parties.

*Other transactions with key management personnel and their related parties*

There were no other transactions with key management personnel and their related parties during the financial year other than those transactions disclosed within this annual financial report.

***This concludes the remuneration report, which has been audited.***

**Shares under option or convertible note**

Unissued ordinary shares of Australian Pacific Coal Limited under option or convertible note at the date of this report are as follows:

Issue date	Maturity date & Face Value	Exercise price	Number under option or convertible note
18 April 2017 (Mr John Robinson Snr)	1 February 2021 - \$10 million	\$0.80	12,500,000
18 April 2017 (Mr Nick Paspaley)	1 February 2021 - \$10 million	\$0.80	12,500,000
25 May 2017 (Trepang Services Pty Ltd)	1 February 2021 - \$15 million	\$0.80	18,750,000
29 Nov 2018 (Trepang Services Pty Ltd)	1 February 2021 - \$7 million	\$0.80	8,750,000

Each of the convertible notes attract capitalised interest of 10% (compounding monthly). Upon conversion, accrued interest may be paid, at the consolidated entity's election, either via cash or settlement in shares based on the 5 day trailing volume weighted average price.

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

**Indemnity and insurance of officers**

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

**Indemnity and insurance of auditor**

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

**Proceedings on behalf of the company**

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

**Non-audit services**

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note 25 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in Note 27 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

The following fees were paid or payable to Hall Chadwick Melbourne for non-audit services provided during the year ended 30 June 2019:

	\$
Taxation services	\$11,100
	<u>\$11,100</u>

**Officers of the company who are former partners of Hall Chadwick Chartered Accountants**

There are no officers of the company who are former partners of Hall Chadwick Chartered Accountants.

**Rounding of amounts**

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

**Australian Pacific Coal Limited**  
**Directors' report**  
**30 June 2019**

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

**Auditor**

Hall Chadwick Chartered Accountants continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



---

John Robinson  
Executive Chairman

18 August 2019  
Brisbane

**AUSTRALIAN PACIFIC COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 49 089 206 986**

**SYDNEY**  
Level 40  
2 Park Street  
Sydney NSW 2000  
Australia  
Ph: (612) 9263 2600  
Fx: (612) 9263 2800

**AUDITOR'S INDEPENDENCE DECLARATION  
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001  
TO THE DIRECTORS OF AUSTRALIAN PACIFIC COAL LIMITED AND  
CONTROLLED ENTITIES**

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Australian Pacific Coal Limited and controlled entities. As the lead audit partner for the audit of the financial report of Australian Pacific Coal Limited and controlled entities for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

*Hall Chadwick*

Hall Chadwick  
Sydney NSW 2000

*S. Kumar*

**SANDEEP KUMAR**  
Partner  
Date: 18 August 2019

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## **Australian Pacific Coal Limited**

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### **General information**

The financial statements cover Australian Pacific Coal Limited as a consolidated entity consisting of Australian Pacific Coal Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Australian Pacific Coal Limited's functional and presentation currency.

Australian Pacific Coal Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

#### **Registered office**

Level 36, 71 Eagle Street  
Brisbane QLD 4000

#### **Principal place of business**

Level 36, 71 Eagle Street  
Brisbane QLD 4000

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 18 August 2019. The directors have the power to amend and reissue the financial statements.

**Australian Pacific Coal Limited**  
**Statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2019**

	Note	Consolidated 2019 \$	2018 \$
<b>Revenue</b>	4	144,740	887,218
Other income	5	2,032,967	-
<b>Expenses</b>			
Employee benefits expense		(1,323,315)	(2,158,337)
Depreciation and amortisation expense	6	(1,242,872)	(1,186,913)
Impairment of capitalised exploration and evaluation		(77,243)	(74,014)
Exploration and evaluation expense		(45,793)	(22,415)
Unrealised loss on financial assets		-	(489,130)
Provision remeasurement		500,000	295,001
Administration and consulting expenses		(7,057,768)	(8,152,430)
Finance costs	6	(6,163,422)	(4,965,794)
<b>Loss before income tax expense from continuing operations</b>		(13,230,706)	(15,866,814)
Income tax expense	7	-	-
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year</b>		<u>(13,230,706)</u>	<u>(15,866,814)</u>
		<b>Cents</b>	<b>Cents</b>
<b>Earnings per share for profit attributable to the owners of Australian Pacific Coal Limited</b>			
Basic earnings per share	33	(26.5)	(32.2)
Diluted earnings per share	33	(26.5)	(32.2)

*The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*

**Australian Pacific Coal Limited**  
**Statement of financial position**  
**As at 30 June 2019**

	Note	Consolidated 2019 \$	2018 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	8	395,626	2,376,591
Trade and other receivables	9	181,511	293,800
Other	10	760,561	725,826
Total current assets		<u>1,337,698</u>	<u>3,396,217</u>
<b>Non-current assets</b>			
Property, plant and equipment	11	43,811,646	45,046,544
Intangibles	12	5,620,000	5,620,000
Exploration and evaluation	13	8,461,943	6,752,709
Financial assets	15	2,717,391	760,870
Other	16	9,275,025	9,275,025
Total non-current assets		<u>69,886,005</u>	<u>67,455,148</u>
<b>Total assets</b>		<u>71,223,703</u>	<u>70,851,365</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	17	2,688,629	7,718,145
Borrowings	18	14,612,774	50,886,205
Provisions	20	22,591	15,853
Total current liabilities		<u>17,323,994</u>	<u>58,620,203</u>
<b>Non-current liabilities</b>			
Borrowings	19	54,458,873	59,620
Provisions	20	19,550,000	20,050,000
Total non-current liabilities		<u>74,008,873</u>	<u>20,109,620</u>
<b>Total liabilities</b>		<u>91,332,867</u>	<u>78,729,823</u>
<b>Net assets</b>		<u>(20,109,164)</u>	<u>(7,878,458)</u>
<b>Equity</b>			
Issued capital	21	60,487,791	59,487,791
Retained profits		<u>(80,596,955)</u>	<u>(67,366,249)</u>
<b>Total equity</b>		<u>(20,109,164)</u>	<u>(7,878,458)</u>

*The above statement of financial position should be read in conjunction with the accompanying notes*

**Australian Pacific Coal Limited**  
**Statement of changes in equity**  
**For the year ended 30 June 2019**

<b>Consolidated</b>	<b>Issued capital \$</b>	<b>Retained profits \$</b>	<b>Total equity \$</b>
Balance at 1 July 2017	59,487,791	(51,499,435)	7,988,356
Loss after income tax expense for the year	-	(15,866,814)	(15,866,814)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(15,866,814)	(15,866,814)
<i>Transactions with owners in their capacity as owners:</i>			
Contributions of equity, net of transaction costs	-	-	-
Balance at 30 June 2018	<u>59,487,791</u>	<u>(67,366,249)</u>	<u>(7,878,458)</u>
<b>Consolidated</b>	<b>Issued capital \$</b>	<b>Retained profits \$</b>	<b>Total equity \$</b>
Balance at 1 July 2018	59,487,791	(67,366,249)	(7,878,458)
Loss after income tax expense for the year	-	(13,230,706)	(13,230,706)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(13,230,706)	(13,230,706)
<i>Transactions with owners in their capacity as owners:</i>			
Contributions of equity, net of transaction costs	1,000,000	-	1,000,000
Balance at 30 June 2019	<u>60,487,791</u>	<u>(80,596,955)</u>	<u>(20,109,164)</u>

*The above statement of changes in equity should be read in conjunction with the accompanying notes*

**Australian Pacific Coal Limited**  
**Statement of cash flows**  
**For the year ended 30 June 2019**

	Note	Consolidated 2019 \$	2018 \$
<b>Cash flows from operating activities</b>			
Receipts from customers		83,058	900,417
Payments to suppliers and employees		(9,502,745)	(11,245,869)
		(9,419,687)	(10,345,452)
Net interest received / (paid)		7,614	35,195
Net cash from operating activities	32	(9,412,073)	(10,310,257)
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		(7,974)	(1,279,049)
Payments for exploration and evaluation		(1,789,475)	(4,398,639)
Proceeds from sale of property, plant and equipment		-	1,765
Proceeds from release of security deposits		-	295,001
Proceeds from working capital adjustment post-acquisition		-	348,495
Net cash used in investing activities		(1,797,449)	(5,032,427)
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		1,000,000	-
Proceeds from borrowings		9,272,888	6,134,887
Share issue transaction costs		-	-
Repayment of borrowings		(1,044,331)	(699,337)
Net cash used in financing activities		9,228,557	5,435,550
Net increase/(decrease) in cash and cash equivalents		(1,980,965)	(9,907,134)
Cash and cash equivalents at the beginning of the financial year		2,662,033	12,569,167
Cash and cash equivalents at the end of the financial year	8	<u>681,068</u>	<u>2,662,033</u>

*The above statement of cash flows should be read in conjunction with the accompanying notes*

**Australian Pacific Coal Limited**  
**Notes to the financial statements**  
**30 June 2019**

**Note 1. Significant accounting policies**

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

**New or amended Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

**Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

*Historical cost convention*

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

*Critical accounting estimates*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

*Going Concern*

The consolidated entity has incurred a net loss of \$13,230,706 for the year ended 30 June 2019 and has a deficiency in net assets of \$20,109,164 as at 30 June 2019.

This financial report has been prepared on a going concern basis as the Directors consider that the company and the consolidated entity will be able to realise its assets and settle its liabilities in the normal course of business and at amounts stated in the financial report. The continuation of the company and the consolidated entity as a going concern is dependent on their ability to achieve the following objectives:

- Capital raising and borrowings from related and not related parties to support existing projects including development of the Dartbrook coal mine.
- Development and exploitation of its coal tenements. Budgeted expenditure will allow the Company to meet tenement commitments on tenements which are not planned to be relinquished. If tenement commitments are not met then the Company will seek a variation of required expenditure from the relevant authority which, it is expected, will be granted.
- Realisation of surplus assets.

Should the anticipated capital raisings not generate the expected cash flows, the company may not be able to pay its debts as and when they become due and payable and it may be required to realise assets and extinguish liabilities other than in the ordinary course of business and at amounts different from those stated in the financial statements. This report does not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the company and the consolidated entity not continue as going concerns.

**Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in Note 29.

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Australian Pacific Coal Limited ('company' or 'parent entity') as at 30 June 2019 and the results of all subsidiaries for the year then ended. Australian Pacific Coal Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

**Note 1. Significant accounting policies (continued)**

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**Operating segments**

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

**Foreign currency translation**

The financial statements are presented in Australian dollars, which is Australian Pacific Coal Limited's functional and presentation currency.

*Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

*Foreign operations*

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.



**Note 1. Significant accounting policies (continued)**

**Revenue recognition**

The Group has applied AASB 15: *Revenue from Contracts with Customers*. The major components of revenue are recognised as follows:

*Interest*

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

*Rent*

Rent revenue from investment properties is recognised on a straight-line basis over the lease term. Lease incentives granted are recognised as part of the rental revenue. Contingent rentals are recognised as income in the period when earned.

*Other revenue*

Other revenue is recognised when it is received or when the right to receive payment is established.

**Income tax**

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Australian Pacific Coal Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

**Note 1. Significant accounting policies (continued)**

**Current and non-current classification**

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

**Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

**Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

A simple approach is followed in relation to trade receivables, as the loss allowance is measured at lifetime expected credit loss.

**Inventories**

Inventories are stated at the lower of cost and net realisable value on a 'first in first out' basis. Cost comprises direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity, and, where applicable, transfers from cash flow hedging reserves in equity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Cost is determined on the following basis:

- (a) Ore and other metals on hand is valued on an average total production cost method
- (b) Ore stockpiles are valued at the average cost of mining and stockpiling the ore, including haulage
- (c) A proportion of related depreciation and amortisation charge is included in the cost of inventory

Stock in transit is stated at the lower of cost and net realisable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**Note 1. Significant accounting policies (continued)**

**Initial application of AASB 9: *Financial Instruments***

The Group has adopted AASB 9: *Financial Instruments* with an initial application date of 1 July 2018.

Considering the initial application of AASB 9 during the period, financial statement line items have been affected for the current and prior periods.

*Impairment*

As per AASB 9, an expected credit loss model is applied, not an incurred credit loss model as per the previous Standard applicable (AASB 139). To reflect changes in credit risk, this expected credit loss model requires the Group to account for expected credit loss since initial recognition.

A simple approach is followed in relation to trade receivables, as the loss allowance is measured at lifetime expected credit loss.

**Property, plant and equipment**

Land and buildings are shown at historical cost. On any revaluation, accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Increases in the carrying amounts arising on revaluation of land and buildings are credited in other comprehensive income through to the revaluation surplus reserve in equity. Any revaluation decrements are initially taken in other comprehensive income through to the revaluation surplus reserve to the extent of any previous revaluation surplus of the same asset. Thereafter the decrements are taken to profit or loss.

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Buildings	25 years
Leasehold improvements	5 years
Plant and equipment	2 ½ - 8 years
Plant and equipment under lease	5-8 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements and plant and equipment under lease are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

**Leases**

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to the ownership of leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the consolidated entity will obtain ownership at the end of the lease term.

**Note 1. Significant accounting policies (continued)**

**Exploration and evaluation assets**

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

**Mining assets**

Capitalised mining development costs include expenditures incurred to develop new ore bodies to define further mineralisation in existing ore bodies, to expand the capacity of a mine and to maintain production. Mining development also includes costs transferred from exploration and evaluation phase once production commences in the area of interest.

Amortisation of mining development is computed by the units of production basis over the estimated proved and probable reserves. Proved and probable mineral reserves reflect estimated quantities of economically recoverable reserves which can be recovered in the future from known mineral deposits. These reserves are amortised from the date on which production commences. The amortisation is calculated from recoverable proven and probable reserves and a predetermined percentage of the recoverable measured, indicated and inferred resource. This percentage is reviewed annually.

Restoration costs expected to be incurred are provided for as part of development phase that give rise to the need for restoration.

**Intangible assets**

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

*Water licences*

The Company acquired various water licences associated with the Dartbrook Coal Mine through the acquisition of the mine in May 2017. The water licences were valued at fair market value via the final purchase price accounting for the business combination. The licences continue to be held in good standing and are renewable at the Company's election, subject to ongoing compliance with regulatory requirements of each licence. Subsequent period reporting is on a cost basis.

**Impairment of non-financial assets**

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

**Trade and other payables**

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

**Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

**Note 1. Significant accounting policies (continued)**

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

**Finance costs**

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

**Provisions**

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

**Employee benefits**

*Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

*Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

*Defined contribution superannuation expense*

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

*Share-based payments*

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

**Note 1. Significant accounting policies (continued)**

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

**Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

**Note 1. Significant accounting policies (continued)**

**Issued capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Dividends**

Dividends are recognised when declared during the financial year and no longer at the discretion of the company.

**Business combinations**

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

**Earnings per share**

*Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to the owners of Australian Pacific Coal Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

*Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.



**Note 1. Significant accounting policies (continued)**

**Goods and Services Tax ('GST') and other similar taxes**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

**Rounding of amounts**

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

**New and Amended Accounting Policies Adopted by the Group**

*Initial application of AASB 15 : Revenue from Contract with Customers*

The Group has adopted AASB 15 : Revenue from Contract with Customers with a date of initial application of 1 July 2018. The change in the accounting policy has not resulted in any impact to the group.

*Initial application of AASB 9 : Financial Instruments*

The Group has adopted AASB 9 : Financial Instruments with an initial application date of 1 July 2018. The financial assets are continued to be measured at fair value through profit and loss. The change in accounting policy has not resulted in any impact to the Group.

**New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2019. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

*AASB 16 Leases*

The Group has elected not to early-adopt AASB 16. However the Group has conducted a preliminary assessment of the impact of this new Standard and has assessed that its adoption will not have a material impact in the 2020 financial year.

**Note 2. Critical accounting judgements, estimates and assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

*Share-based payment transactions*

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

**Note 2. Critical accounting judgements, estimates and assumptions (continued)**

*Provision for impairment of receivables*

A simple approach is followed in relation to trade receivables, as the loss allowance is measured at lifetime expected credit loss.

*Provision for impairment of inventories*

The provision for impairment of inventories assessment requires a degree of estimation and judgement. Costs incurred in or benefits of the productive process are accumulated as stockpiles, copper and other metals in process, ore on leach pads and product inventory. Net realisable value tests are performed at least annually and represent the estimated future sales price of the product based on prevailing metal prices, less estimated costs to complete production and bring the product to sale.

Stockpiles are measured by estimating the number of tonnes added and removed from the stockpile, the number contained metal ounces based on assay data, and the estimated recovery percentage based on the expected processing method. Stockpile tonnages are verified by periodic surveys.

Although the quantity of recoverable metal is reconciled by comparing the grades of the ore to the quantities of metals actually recovered (metallurgical balancing), the nature of the process inherently limits the ability to precisely monitor recoverability levels. As a result, the metallurgical balancing process is constantly monitored and the engineering estimates are refined based on actual results over time.

*Fair value measurement hierarchy*

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

*Estimation of useful lives of assets*

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

*Impairment of non-financial assets other than goodwill and other indefinite life intangible assets*

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

It is reasonably possible that the underlying metal price assumption may change which may then impact the estimated life of mine determinant and may then require a material adjustment to the carrying value of mining plant and equipment, mining infrastructure and mining development assets. Furthermore, the expected future cash flows used to determine the value-in-use of these assets are inherently uncertain and could materially change over time. They are significantly affected by a number of factors including reserves and production estimates, together with economic factors such as metal spot prices, discount rates, estimates of costs to produce reserves and future capital expenditure.

**Note 2. Critical accounting judgements, estimates and assumptions (continued)**

*Income tax*

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

*Recovery of deferred tax assets*

Deferred tax assets are recognised for deductible temporary differences only if the consolidated entity considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

*Employee benefits provision*

As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

*Lease make good provision*

A provision has been made for the present value of anticipated costs for future restoration of leased premises. The provision includes future cost estimates associated with closure of the premises. The calculation of this provision requires assumptions such as application of closure dates and cost estimates. The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for sites are recognised in the statement of financial position by adjusting the asset and the provision. Reductions in the provision that exceed the carrying amount of the asset will be recognised in profit or loss.

*Rehabilitation provision*

A provision has been made for the present value of anticipated costs for future rehabilitation of land explored or mined. The consolidated entity's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The consolidated entity recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision.

*Exploration and evaluation costs*

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

*Vendor royalty provision*

A provision has been made for the present value of the anticipated production royalty payable to the vendors of the Dartbrook Mine. The net present value adopted is lower than the full nominal amount of the vendor royalty to reflect, amongst other things, the risk and probability associated with recommencing mining operations and the consequential time value of the royalty payment stream. Accordingly, the vendor royalty in excess of the recognised net present value amount is a contingent liability, with remeasurement likely to occur once development approvals are obtained and the directors resolve to progress toward construction and operation. The consolidated entity will review the measurement of the provision each annual reporting period to reflect the then-current probability weighted estimate of incurring royalty payments to the vendors.

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**Note 2. Critical accounting judgements, estimates and assumptions (continued)**

*Business combinations*

The acquisition method is used to account for business combinations. The fair value of assets acquired, liabilities and contingent liabilities are measured by the consolidated entity taking into consideration all acquisition costs at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

**Note 3. Operating segments**

*Identification of reportable operating segments*

The consolidated entity is organised into two operating segments, being bentonite mining and exploration and evaluation. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

The CODM reviews net profit or loss before tax and total assets of each operating segment. The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

*Types of products and services*

The principal products and services of this operating segment are the bentonite mining operations and exploration and evaluation activities in Australia. The bentonite operations are currently under care and maintenance with no production or external sales recorded for the year ended 30 June 2019.

*Major customers*

During the year ended 30 June 2019 there were no external sales made from operations (2018: Nil).

*Financial information*

	Net loss from continuing operations before tax		Total Assets	
	2019	2018	2019	2018
	\$	\$	\$	\$
Exploration & Evaluation	4,450,567	6,636,621	70,476,408	67,116,800
Bentonite mining	40,744	33,875	107,081	115,690
Corporate	8,739,395	9,196,318	640,215	3,618,875
	<u>13,230,706</u>	<u>15,866,814</u>	<u>71,223,704</u>	<u>70,851,365</u>

**Note 4. Revenue**

	Consolidated	
	2019	2018
	\$	\$
<i>Other revenue</i>		
Interest	7,687	35,195
Rent	137,053	381,141
Other revenue – sale of scrap metal	-	470,882
	<u>144,740</u>	<u>887,218</u>
Total Revenue	<u>144,740</u>	<u>887,218</u>

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**Note 5. Other income**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Water recharge from rental properties	76,446	-
Unrealised gain on financial assets	1,956,521	-
	<u>2,032,967</u>	<u>-</u>
Other income	<u>2,032,967</u>	<u>-</u>

**Note 6. Expenses**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Land and buildings	158,097	80,284
Plant and equipment	1,084,775	1,106,629
	<u>1,242,872</u>	<u>1,186,913</u>
Total depreciation	<u>1,242,872</u>	<u>1,186,913</u>
<i>Finance costs</i>		
Interest and finance charges paid/payable	6,163,422	4,965,794
	<u>6,163,422</u>	<u>4,965,794</u>
Finance costs expensed	<u>6,163,422</u>	<u>4,965,794</u>
<i>Rental expense relating to operating leases</i>		
Minimum lease payments	235,091	295,139
	<u>235,091</u>	<u>295,139</u>
<i>Superannuation expense</i>		
Defined contribution superannuation expense	65,022	87,451
	<u>65,022</u>	<u>87,451</u>

**Note 7. Income tax expense**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense from continuing operations	(13,230,706)	(15,866,814)
Profit before income tax expense from discontinued operations	-	-
	<u>(13,230,706)</u>	<u>(15,866,814)</u>
Tax at the statutory tax rate of 27.5%	(3,638,445)	(4,760,044)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Depreciation and amortisation	341,790	-
Entertainment expense	1,056	2,963
Other non-allowable items	3,048,100	1,720,798
Write downs to recoverable amounts	-	168,944
Other allowable items	<u>(2,248,530)</u>	<u>(624,723)</u>
	(2,495,530)	(3,492,062)
Tax losses and temporary differences not brought to account	<u>2,495,530</u>	<u>3,492,062</u>
Income tax expense	<u>-</u>	<u>-</u>

**Note 8. Current assets - cash and cash equivalents**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Current:</i>		
Cash at bank and on hand	395,626	2,376,591
	<u>395,626</u>	<u>2,376,591</u>

*Reconciliation to cash and cash equivalents at the end of the financial year*

The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	395,626	2,376,591
Deposit as security for rental bonds and equipment leases (Note 16)	<u>285,442</u>	<u>285,442</u>
Balance as per statement of cash flows	<u>681,068</u>	<u>2,662,033</u>

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**Note 9. Current assets - trade and other receivables**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Trade and other receivables	237,663	293,800
Less: Provision for impairment of receivables	-	-
	<u>237,663</u>	<u>293,800</u>

**Note 10. Current assets - other**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Prepayments	760,561	725,826
	<u>760,561</u>	<u>725,826</u>

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**Note 11. Non-current assets - property, plant and equipment**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Land and buildings - at cost	38,202,079	38,199,555
Less: Accumulated depreciation	<u>(292,800)</u>	<u>(134,703)</u>
	<u>37,909,279</u>	<u>38,064,852</u>
Leasehold improvements - at cost	170,929	170,929
Less: Accumulated depreciation	<u>(170,929)</u>	<u>(117,420)</u>
	<u>-</u>	<u>53,509</u>
Plant and equipment - at cost	8,155,589	8,150,139
Less: Accumulated depreciation	<u>(2,253,222)</u>	<u>(1,221,956)</u>
	<u>5,902,367</u>	<u>6,928,183</u>
	<u><u>43,811,646</u></u>	<u><u>45,046,544</u></u>

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	Land and buildings \$	Leasehold improvements \$	Plant and equipment \$	Total \$
Balance at 1 July 2017	37,188,081	39,423	8,275,409	45,502,913
Additions	983,464	111,703	183,882	1,279,049
Remeasurement of assets acquired under business combinations	(26,409)	-	(403,215)	(429,624)
Disposals	-	-	(118,881)	(118,881)
Depreciation expense	<u>(80,284)</u>	<u>(97,617)</u>	<u>(1,009,012)</u>	<u>(1,186,913)</u>
Balance at 30 June 2018	38,064,852	53,509	6,928,183	45,046,544
Additions	2,524	-	5,450	7,974
Depreciation expense	<u>(158,097)</u>	<u>(53,509)</u>	<u>(1,031,266)</u>	<u>(1,242,872)</u>
Balance at 30 June 2019	<u><u>37,909,279</u></u>	<u><u>-</u></u>	<u><u>5,902,367</u></u>	<u><u>43,811,646</u></u>

Refer to Note 23 for further information on fair value measurement.



**Note 12. Non-current assets - intangibles**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Dartbrook water licenses	<u>5,620,000</u>	<u>5,620,000</u>

Water licences were initially measured at cost on acquisition. Subsequent period reporting is on the basis of cost less any impairment as water licenses have been deemed to have an indefinite life.

**Note 13. Non-current assets - exploration and evaluation**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Exploration and evaluation - at cost	<u>8,461,943</u>	<u>6,752,709</u>

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	Exploration and evaluation \$	Total \$
Balance at 1 July 2017	3,673,084	3,673,084
Additions	4,398,639	4,398,639
Tenements surrendered	<u>1,319,014</u>	<u>1,319,014</u>
Balance at 30 June 2018	6,752,709	6,752,709
Additions	1,789,475	1,789,475
Tenements surrendered	<u>80,241</u>	<u>80,241</u>
Balance at 30 June 2019	<u>8,461,943</u>	<u>8,461,943</u>

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable resources and active or significant operations in relation to the area are continuing.

Where the minimum expenditure on some tenements have not been met in the current period, rent continues to be paid and various tenement renewals are in progress. This process and potential delays with respect to the renewals are not considered to be significant or material to warrant impairment of the tenement assets.

**Note 14. Non-current assets - deferred tax**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Deferred tax asset comprises temporary differences attributable to:</i>		
Amounts recognised in profit or loss	3,035,040	1,852,515
Tax losses – operating losses	16,449,917	13,954,387
Tax losses – capital losses	523,984	523,984
Dartbrook Mine Acquisition	331,086	329,086
	<u>(20,340,126)</u>	<u>(16,659,972)</u>
Tax assets not brought to account		
Deferred tax asset	<u><u>-</u></u>	<u><u>-</u></u>

**Note 15. Non-current assets – financial assets**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Investments – Bowen Coking Coal	2,717,391	760,870
	<u>2,717,391</u>	<u>760,870</u>

**Note 16. Non-current assets - other**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Cash on deposit for rental bonds and bank facilities	285,442	285,442
Security deposits	8,989,583	8,989,583
	<u>9,275,025</u>	<u>9,275,025</u>

**Note 17. Current liabilities - trade and other payables**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Trade and other payables	710,798	2,041,192
Accrued interest – convertible securities and loans	1,977,831	5,676,953
	<u>2,688,629</u>	<u>7,718,145</u>

Refer to Note 22 for further information on financial instruments.

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**Note 18. Current liabilities - borrowings**

		<b>Consolidated</b>	
		<b>2019</b>	<b>2018</b>
		<b>\$</b>	<b>\$</b>
Bank loans		30,814	35,395
Convertible securities	a)	-	37,532,802
Secured loan	b)	-	5,000,000
Insurance premium funding		693,912	618,008
Unsecured Loan – Trepang Services Pty Ltd	c)	3,500,000	-
Unsecured Loan – SNR Mineral Assets Pty Ltd	d)	2,688,048	-
Interest bearing liabilities	e)	<u>7,700,000</u>	<u>7,700,000</u>
		<u>14,612,774</u>	<u>50,886,205</u>

a) Refer to Note 19. Convertible securities have been reclassified as a Non-Current Liability following shareholder approval obtained 29 November 2018

b) Refer to Note 19. Secured Loan has been reclassified as a Convertible Security Non-Current Liability following shareholder approval obtained 29 November 2018.

c) During the financial year, Trepang Services Pty Ltd has contributed further capital to the Company by way of an unsecured loan bearing 10% interest, capitalised on a monthly basis. Total accrued interest relating to the loan as at balance date is \$198,400.

d) On 6 August 2018, the Company signed binding documentation with SNR Mineral Assets Pty Ltd (SNR) in relation to a proposed joint venture arrangement at the Dartbrook Coal Mine. As part of those arrangements, SNR contributed to various holding costs of the mine by way of an unsecured, interest free loan to be repaid via the financing of the mine at financial close. As at balance date the total amount paid by SNR to meet holding costs is classified as an unsecured, non-interest bearing current liability.

e) On 29 May 2017, the consolidated entity announced it has agreed terms with Anglo American Metallurgical Coal Assets Pty Ltd for the provision of a loan for \$7,700,000, secured against certain assets of the consolidated entity for a term of three years with at a 10% interest rate. The loan was conditional upon, amongst other things, approval from shareholders of the consolidated entity at a general meeting relating to financial assistance provisions. The loan was deemed to be a current liability at balance date, prior to the shareholder vote, given the default provisions in the loan agreement that may have been triggered if approval was not received. Approval from shareholders was received at a general meeting held 11 August 2017. Total accrued interest relating to the loan as at balance date is \$1,779,431.

Refer to Note 22 for further information on financial instruments.

**Note 19. Non-current liabilities - borrowings**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Bank loans	28,806	59,620
Convertible securities	a) <u>54,430,067</u>	<u>-</u>
	<u>54,458,873</u>	<u>59,620</u>

a) The Convertible securities balance is comprised of following instruments:

- i. On 1 February 2016 the consolidated entity issued two convertible securities, with a face value of \$10,000,000 each, for total proceeds of \$20,000,000. Interest is payable at a rate of 10.0% per annum based on the face value. The notes are convertible into ordinary shares of the parent entity, at any time at the option of the holder, or repayable on 1 February 2021. The number of ordinary shares to be issued is calculated as the conversion amount divided by the conversion price (\$0.80), but subject to adjustments for reconstructions of equity. The revised terms of the notes were approved by shareholders on 29 November 2019.
- ii. On 1 March 2017 the consolidated entered into the Trepang Convertible Loan Deed, to conditionally secure an additional \$15,000,000 in funding to assist in completing the acquisition of 100% of the Dartbrook Joint Venture. Interest is payable at a rate of 10.0% per annum based on the face value. The notes are convertible into ordinary shares of the parent entity, at any time at the option of the holder, or repayable on 1 February 2021. The number of ordinary shares to be issued is calculated as the conversion amount divided by the conversion price (\$0.80), but subject to adjustments for reconstructions of equity. The revised terms of the notes were approved by shareholders on 29 November 2019.
- iii. On 29 November 2018, shareholders of the Company approved the issuance of a new convertible note to Trepang Services Pty Ltd with a face value of \$7,000,000. Interest is payable at a rate of 10.0% per annum based on the face value. The notes are convertible into ordinary shares of the parent entity, at any time at the option of the holder, or repayable on 1 February 2021. The number of ordinary shares to be issued is calculated as the conversion amount divided by the conversion price (\$0.80), but subject to adjustments for reconstructions of equity.

Refer to Note 22 for further information on financial instruments.

*Total secured liabilities*

The total secured liabilities (current and non-current) are as follows:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Bank loans	59,620	95,015
Insurance premium funding	693,912	618,008
Loan – Trepang Services Pty Ltd	-	5,000,000
Convertible securities	54,430,067	37,532,802
Loan – Anglo American	<u>7,700,000</u>	<u>7,700,000</u>
	<u>62,883,599</u>	<u>50,945,825</u>

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**Note 19. Non-current liabilities – borrowings (continued)**

*Assets pledged as security*

The bank loans are secured by a restricted short-term deposit held by the bank.

The insurance premium funding is secured by the underlying insurance policy.

The convertible securities, issued to Mr Robinson Snr, Mr Paspaley and Trepang Services Pty Ltd, share in the same security package as the loan from Trepang Service Pty Ltd.

Shareholders of the consolidated entity approved, at the extraordinary general meeting on 11 August 2017, the granting of first ranking security to Anglo American Metallurgical Coal Assets Pty Ltd in respect of the \$7.7 million vendor loan provided on completion of the Dartbrook acquisition. The convertible note holders, is subordinated to the secured loan from Anglo American Metallurgical Coal Assets Pty Ltd.

*Financing arrangements*

Access was available at the reporting date to the following lines of credit:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Total facilities		
Bank loans	205,000	205,000
Loan – Trepang Services Pty Ltd	-	-
	<u>205,000</u>	<u>205,000</u>
Used at the reporting date		
Bank loans	59,620	95,015
	<u>59,620</u>	<u>95,015</u>
Unused at the reporting date		
Bank loans	145,380	109,985
Loan – Trepang Services Pty Ltd	-	-
	<u>145,380</u>	<u>109,985</u>

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**Note 20. Provisions**

		<b>Consolidated</b>	
	<b>Note</b>	<b>2019</b>	<b>2018</b>
		<b>\$</b>	<b>\$</b>
<i>Current:</i>			
<i>Employee Entitlements</i>		22,591	15,853
		<u>22,591</u>	<u>15,853</u>
<i>Non-Current:</i>			
Rehabilitation provision		8,950,000	8,950,000
Vendor Royalty provision	28	10,600,000	11,100,000
		<u>19,550,000</u>	<u>20,050,000</u>
<i>Reconciliation of movements:</i>			
<i>Employee Entitlements</i>			
Opening balance		15,853	12,342
Additions – Leave accrued		8,959	36,315
Depletion – Leave taken		(2,221)	(32,804)
Closing		<u>22,591</u>	<u>15,853</u>
Vendor Royalty provision			
Opening balance		11,100,000	9,245,001
Remeasurement		(500,000)	-
Depletion – rehabilitation activities completed or reassessed		-	(295,001)
Closing		<u>10,600,000</u>	<u>8,950,000</u>

**Rehabilitation**

The provision for rehabilitation closure costs relate to a present assessment to reinstate disturbed areas in accordance with the Dartbrook mining consent. Provision has been made to rehabilitate all areas of disturbance including surface infrastructure, buildings, underground mine workings and underground entries, using internal and external expert assessment of each aspect to calculate an anticipated cash outflow discounted to a net present value. At each reporting date the rehabilitation provision is re-measured in line with the then-current level of disturbance, cost estimates and other key inputs. The amount of provision relating to rehabilitation of areas is recognised in profit or loss as incurred.

The Dartbrook mine was acquired under care and maintenance remained in that state through the financial year ended 30 June 2019. The consolidated entity has provided cash of \$8,950,000 to the NSW government, as required under relevant laws and assessed by the relevant NSW government department. The consolidated entity will continue to assess the available and efficient rehabilitation options in parallel with potential development options for the mine.

**Vendor Royalty**

On 7 June 2016 the consolidated entity announced it had reached agreement with the minority joint venture partner at Dartbrook to acquire the minority partner's stake, thereby taking the Company's ownership of Dartbrook to 100%. A combined contingent royalty arrangement was agreed with the vendors on the following terms:

- An aggregate royalty to the vendors at a rate of A\$3.00 per tonne of coal sold or otherwise disposed of and A\$0.25 per tonne of any third-party coal processed through the Dartbrook infrastructure, capped at A\$30 million with indexation to apply to the rate and the cap.

**Note 20: Provisions (continued)**

At present the Dartbrook Mine is permitted to operate as an underground mine by longwall mining method. The vendor royalty is contingent on the Company achieving future development milestones which may or may not occur. The Company had assessed the acquisition of Dartbrook Mine and, through the work undertaken by the expert, assessed a discounted net present value associated with the obligation to pay the vendor royalty of \$11.1 million, which had been recognised as a Non-Current Liability. Given the strategic intent of the Company and the Modification 7 application to progress the mine via underground methods, the directors have reviewed the net present liability and remeasured the liability based on an assumed bord & pillar production profile. The liability has been assessed at \$10.6 million with the net movement (\$0.5 million gain) recorded in the Statement of profit or loss.

The maximum amount payable under the product-based royalty remains capped at \$30 million with indexation to apply to the cap. The net present value adopted is lower than the full nominal amount to reflect, amongst other things, the risk and time value of the royalty payment stream. Accordingly, the vendor royalty in excess of the recognised net present value amount is a contingent liability.

**Note 21. Equity - issued capital**

	<b>2019</b>	<b>Consolidated</b>		
	<b>Shares</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
		<b>Shares</b>	<b>\$</b>	<b>\$</b>
Ordinary shares - fully paid	<u>50,484,810</u>	<u>49,234,810</u>	<u>60,522,291</u>	<u>59,522,291</u>

*Movements in ordinary share capital*

<b>Details</b>	<b>Date</b>	<b>No of shares</b>	<b>Issue price</b>	<b>\$</b>
Balance	30/06/2017	<u>4,923,434,264</u>		<u>59,487,791</u>
Share consolidation (1:100)	08/12/2017	<u>(4,874,199,457)</u>		-
Total for the year				
Balance 30 June 2018	30/06/2018	49,234,810		59,487,791
(i) Share Issue	29/10/2018	<u>1,250,000</u>		<u>1,000,000</u>
Balance 30 June 2019		<u>50,484,810</u>		<u>60,487,791</u>

(i) 1,250,000 shares issued at \$0.80 per share

*Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Share buy-back*

There is no current on-market share buy-back.

*Capital risk management*

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.



**Note 21: Equity – issued capital (continued)**

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2018 Annual Report.

**Note 22. Financial instruments**

***Financial risk management objectives***

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks, ageing analysis for credit risk.

Risk management is carried out by the Chief Financial Officer ('CFO') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. The CFO identifies, evaluates and hedges financial risks within the consolidated entity's operating units. The CFO reports to the Board on a monthly basis.

***Market risk***

***Foreign currency risk***

The consolidated entity is not currently exposed to foreign currency risk.

***Price risk***

The consolidated entity is not currently exposed to price risk.

***Interest rate risk***

The consolidated entity's main interest rate risk arises from long-term borrowings or convertible securities. Borrowings obtained at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value risk.

The consolidated entity's convertible securities (face value \$42,000,000) attract a fixed interest rate of 10% per annum, with interest either capitalised or settled by way of issue of ordinary shares, at the consolidated entity's election. The consolidated entity also holds a vendor loan for \$7,700,000 at a fixed rate of 10% per annum and a variable bank loan for motor vehicles for \$205,000. An official increase/decrease in interest rates of 100 (2018: 100) basis points for all interest-bearing items would have an adverse/favourable effect on profit before tax of \$499,050 (2018: \$425,328) per annum.

***Credit risk***

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. Credit risk is managed through the maintenance of procedures (such procedures include the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring of the financial stability of significant customers and counterparties), ensuring to the extent possible, that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment. Depending on the division within the Group, credit terms are generally 14 to 30 days from the invoice date.

The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

The consolidated entity has no significant concentration of credit risk with any single counterparty or group of counterparties.

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**Note 22: Financial instruments (continued)**

**Liquidity risk**

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

**Financing arrangements**

Unused borrowing facilities at the reporting date:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Bank loans	145,380	109,985
Loan – Trepang Services Pty Ltd	-	-
	<u>145,380</u>	<u>109,985</u>

The bank loan facility may be drawn at any time and has an average maturity of 1 ½ years (2018: 2.5 years), subject to the terms of the loan.

**Remaining contractual maturities**

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

<b>Consolidated - 2019</b>	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade and other payables	-	710,798	-	-	-	710,798
<i>Interest-bearing - fixed rate</i>						
Bank loans	5.04%	30,814	28,806	-	-	59,620
Other loans	5.68%	693,912	-	-	-	693,912
Secured loans	10.00%	7,700,000	-	-	-	7,700,000
Convertible notes payable	10.00%	-	44,532,802	-	-	44,532,802
Total non-derivatives		<u>9,135,524</u>	<u>44,561,608</u>	<u>-</u>	<u>-</u>	<u>53,697,132</u>

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**Note 22: Financial instruments (continued)**

	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Consolidated - 2018</b>						
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade and other payables	-	2,041,192	-	-	-	2,041,192
<i>Interest-bearing - fixed rate</i>						
Bank loans	5.04%	35,395	59,620	-	-	95,015
Other loans	5.68%	618,008	-	-	-	618,008
Secured loans	10.00%	12,700,000	-	-	-	12,700,000
Convertible notes payable	10.00%	37,532,802	-	-	-	37,532,802
Total non-derivatives		52,927,397	59,620	-	-	52,987,017

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

**Fair value of financial instruments**

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

**Note 23. Fair value measurement**

*Fair value hierarchy*

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

	Level 1 \$	Total \$
<b>Consolidated - 2019</b>		
<b>Assets</b>		
Non-current assets – financial assets	-	-
Ordinary shares	2,717,391	2,717,391
Total assets	2,717,391	2,717,391

	Level 1 \$	Total \$
<b>Consolidated - 2018</b>		
<b>Assets</b>		
Non-current assets – financial assets	-	-
Ordinary shares	760,870	760,870
Total assets	760,870	760,870

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

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**Note 23. Fair value measurement (continued)**

These financial assets are represented by the company's holding of 54,347,826 ordinary shares in Bowen Coking Coal Limited (ASX: BCB) as at balance date.

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

**Note 24. Key management personnel disclosures**

*Compensation*

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits	1,064,272	1,574,938
Post-employment benefits	50,133	52,641
Long-term benefits	-	-
Share-based payments	-	-
	<u>1,114,407</u>	<u>1,627,579</u>

**Note 25. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by Hall Chadwick Chartered Accountants, the auditor of the company, its network firms and unrelated firms:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Audit services – Hall Chadwick Chartered Accountants</i>		
Audit or review of the financial statements	102,567	147,149
<i>Other services – Hall Chadwick Chartered Accountants</i>		
Preparation of the tax return	11,100	15,517
	<u>113,667</u>	<u>162,666</u>

**Note 26. Contingent liabilities**

*Vendor Royalty*

On 7 June 2016 the consolidated entity announced it had reached agreement with the minority joint venture partner at Dartbrook to acquire the minority partner's stake, thereby taking the Company's ownership of Dartbrook to 100%. A combined contingent royalty arrangement was agreed with the vendors on the following terms:

- An aggregate royalty to the vendors at a rate of A\$3.00 per tonne of coal sold or otherwise disposed of and A\$0.25 per tonne of any third-party coal processed through the Dartbrook infrastructure, capped at A\$30 million with indexation to apply to the rate and the cap.

At balance date the Dartbrook Mine is permitted to operate as an underground mine by longwall mining method. The vendor royalty is contingent on the Company achieving future development milestones which may or may not occur. The Company had assessed the acquisition of Dartbrook Mine and, through the work undertaken by the expert, assessed a discounted net present value associated with the obligation to pay the vendor royalty of \$11.1 million, which had been recognised as a Non-Current Liability. Given the strategic intent of the Company and the Modification 7 application to progress the mine via underground methods, the directors have reviewed the net present liability and remeasured the liability based on an assumed bord & pillar production profile. The liability has been assessed at \$10.6 million with the net movement (\$0.5 million gain) recorded in the P&L. The maximum amount payable under the product-based royalty remains capped at \$30 million with indexation to apply to the cap.

The net present value adopted is lower than the full nominal amount to reflect, amongst other things, the risk and time value of the royalty payment stream. Accordingly, the vendor royalty in excess of the recognised net present value amount is a contingent liability, with remeasurement likely to occur once development approvals are obtained and the directors resolve to progress toward construction and operation.

*Royalty for Existing Financiers*

On 27 September 2018, entity announced it had agreed revised terms with Mr Nicholas Paspaley, Mr John Robinson (Snr) and Trepang (collectively, the Existing Financiers) in relation to their existing financing arrangements with AQC. These amendments were approved by shareholders in November 2018 and included two potential royalties payable to the Existing Financiers:

- In the instance where the proposed joint venture transaction with SNR is completed, the Existing Financiers will receive a \$2.00 per product tonne royalty for coal produced and sold by the joint venture, based on the Company's interest in the joint venture.
- In the instance where the proposed joint venture transaction with SNR does not complete, the Existing Financiers will receive a \$2.50 per product tonne royalty for all coal produced and sold at Dartbrook.

At present the Dartbrook Mine is permitted to operate as an underground mine by longwall mining method. The potential royalties payable to the Existing Financiers become payable after the vendor royalty is full discharged. Post balance date the proposed joint venture transaction with SNR was terminated and therefore this proposed royalty mechanism is no longer applicable. Refer to Note 32.

*Bank Guarantees*

The consolidated entity has given bank guarantees as at 30 June 2019 of \$80,442 (2018: \$80,442) to its landlord.

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**Note 27. Commitments**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Exploration and evaluating expenditure commitments – operating</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	350,000	162,000
One to five years	908,000	1,258,000
More than five years	-	-
	1,258,000	1,420,000
<p>The consolidated entity is required to meet minimum exploration and evaluation expenditure commitments in accordance with the terms of the tenement grant documents. Any shortfall in annual expenditure is planned to be made up in the following period with a view to avoiding any penalties that the government may impose. At this stage no penalties for under-expenditure have been or are expected to be incurred.</p>		
<i>Lease commitments - operating</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	22,199	148,499
One to five years	-	11,019
More than five years	-	-
	22,199	159,518
	22,199	159,518

Operating lease commitments include contracted amounts for offices and plant and equipment under non-cancellable operating leases expiring within one year with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

**Note 28. Related party transactions**

*Parent entity*

Australian Pacific Coal Limited is the parent entity.

*Subsidiaries*

Interests in subsidiaries are set out in Note 30.

*Key management personnel*

Disclosures relating to key management personnel are set out in Note 24 and the remuneration report included in the directors' report.

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**Note 28. Related party transactions (continued)**

*Receivable from and payable to related parties*

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Current convertible securities (payable):		
Mr John Robinson (Snr)	11,226,401	11,226,401
Mr Nick Paspaley	11,226,401	11,226,401
Trepang Services Pty Ltd	22,000,000	15,000,000
Current secured loans (payable):		
Trepang Services Pty Ltd	-	5,000,000
Current unsecured loans (payable):		
Trepang Services Pty Ltd	3,500,000	-

The terms of convertible securities issued to Mr Robinson (Snr), Mr Paspaley and Trepang Services Pty Ltd are set out in Note 19.

The Company has received funding support from Trepang Services Pty Ltd by way of an unsecured loan. The terms of the loan are set out at Note 18.

*Terms and conditions*

All transactions were made on normal commercial terms and conditions and at market rates.

**Note 29. Parent entity information**

Set out below is the supplementary information about the parent entity.

*Statement of profit or loss and other comprehensive income*

	<b>Parent</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	<u>(7,876,866)</u>	<u>(8,379,740)</u>
Total comprehensive income	<u>(7,876,866)</u>	<u>(8,379,740)</u>

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**Note 29. Parent entity information (continued)**

*Statement of financial position*

	<b>Parent</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Total current assets	<u>531,715</u>	<u>2,986,513</u>
Total assets	<u>51,803,288</u>	<u>49,081,329</u>
Total current liabilities	<u>4,015,248</u>	<u>49,081,329</u>
Total liabilities	<u>58,474,123</u>	<u>48,840,638</u>
Equity		
Issued capital	60,487,791	59,487,791
Share based payment reserve	-	-
Retained profits	<u>(67,158,625)</u>	<u>(59,247,100)</u>
Total equity	<u><u>(6,670,834)</u></u>	<u><u>240,691</u></u>

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*

The parent entity has entered into a guarantee in connection with the consolidated entities' purchase of the Dartbrook coal mine.

The parent entity has not entered into any other guarantees, in the current or previous financial year, in relation to the debts of its subsidiaries.

*Contingent liabilities*

The parent entity had no contingent liabilities as at 30 June 2019.

*Capital commitments - Property, plant and equipment*

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2019.

*Significant accounting policies*

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.



**Note 30. Interests in subsidiaries**

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiaries in accordance with the accounting policy described in Note 1:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2019 %	2018 %
AQC Investments 1 Pty Ltd	Australia	100.00%	100.00%
AQC Investments 2 Pty Ltd	Australia	100.00%	100.00%
Area Coal Pty Ltd	Australia	100.00%	100.00%
AQC Services Pty Ltd*	Australia	100.00%	100.00%
AQC Dartbrook Pty Ltd	Australia	100.00%	100.00%
AQC Dartbrook Management Pty Ltd	Australia	100.00%	100.00%
Dartbrook Coal (Sales) Pty Ltd	Australia	100.00%	100.00%
Ipoh Pacific Resources Pty Ltd	Australia	100.00%	100.00%
Felix St Pty Ltd	Australia	100.00%	100.00%
IPR Operations Pty Ltd	Australia	100.00%	100.00%
Mining Investments One Pty Ltd	Australia	100.00%	100.00%

\* previously called Mining Investments Six Pty Ltd

**Note 31. Events after the reporting period**

*Update on Dartbrook Development Partner*

On 2 July 2019, the Company announced that certain conditions under the Share Sale Agreement (SSA) with SNR were not satisfied by SNR by 1 July 2019 (the cut-off date for satisfaction of those conditions) and the SSA was terminated by AQC effective on 4 July 2019.

*Partial Divestment of Investment Holding*

On 18 July 2019, the Company announced the sale of a portion of its shareholding in Bowen Coking Coal Limited (ASX:BCB). A total of 35.3 million shares were sold at \$0.045 per share, providing the Company with a cash inflow of \$1.589 million.

*Modification 7 Update*

On 13 August 2019, the Company announced it had received approval from the Independent Planning Commission (IPC) in relation to some elements of its application to modify the consent for the Dartbrook Coal Mine (DA 231-7-2000, MOD 7). The IPC did not approve the request for an additional five years of mine life. Notwithstanding, the approval is a significant milestone for Dartbrook as it provides a platform to recommence mining operations.

Following the approval, the Company will work with the respective government departments to contemporise a range of management plans and a plan of operations for the mine.

No other matter or circumstance has arisen since 30 June 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

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**Note 32. Reconciliation of profit after income tax to net cash from operating activities**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax expense for the year	(13,230,706)	(15,866,814)
Adjustments for:		
Depreciation and amortisation	1,242,872	1,186,913
Impairment of exploration & evaluation	80,241	-
Loss on disposal of tenements	-	74,014
Unrealised (gain) / loss on financial assets	(1,956,521)	489,130
Accrued finance costs	6,138,515	4,965,794
Loss on disposal of motor vehicle	-	117,116
Business combination working capital adjustment	-	81,130
Remeasurement of provision	(500,000)	(295,001)
Change in operating assets and liabilities:		
Increase / (decrease) in trade and other receivables	112,289	(52,123)
Increase / (decrease) in prepayments	(34,735)	(345,463)
(Increase) / decrease in trade and other payables	<u>(1,264,028)</u>	<u>(664,953)</u>
Net cash from operating activities	<u>(9,412,073)</u>	<u>(10,310,257)</u>

**Note 33. Earnings per share**

	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Earnings per share for profit from continuing operations</i>		
Profit after income tax	(13,230,706)	(15,866,814)
Non-controlling interest	-	-
Profit after income tax attributable to the owners of Australian Pacific Coal Limited	<u>(13,230,706)</u>	<u>(15,866,814)</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(26.5)	(32.2)
Diluted earnings per share	(26.5)	(32.2)
	<b>Consolidated</b>	
	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
<i>Earnings per share for profit</i>		
Profit after income tax	(13,230,706)	(15,866,814)
Non-controlling interest	-	-
Profit after income tax attributable to the owners of Australian Pacific Coal Limited used in calculating diluted earnings per share	<u>(13,230,706)</u>	<u>(15,866,814)</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(26.5)	(32.2)
Diluted earnings per share	(26.5)	(32.2)

**Australian Pacific Coal Limited**  
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**Note 33. Earnings per share (continued)**

	<b>Number</b>	<b>Number</b>
<i>Weighted average number of ordinary shares</i>		
Weighted average number of ordinary shares used in calculating basic earnings per share	49,933,440	49,234,810
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	-	-
Convertible notes	-	-
	<u>49,933,440</u>	<u>49,234,810</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>49,933,440</u>	<u>49,234,810</u>

Convertible notes are considered anti-dilutive as the consolidated entity is loss making. Convertible notes potentially dilute earnings per share in the future.

**Note 34. Share-based payments**

During the financial year ended 30 June 2019 there were no share-based payments made to directors, executives or other personnel.

**Australian Pacific Coal Limited**  
**Directors' declaration**  
**30 June 2019**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2019 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



---

John Robinson  
Executive Chairman

18 August 2019  
Brisbane

**AUSTRALIAN PACIFIC COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 49 089 206 986**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUSTRALIAN PACIFIC COAL LIMITED**

**REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS**

**Report on the Financial Report**

***Opinion***

We have audited the financial report of Australian Pacific Coal Limited and Controlled Entities (the Group), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit and loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion the accompanying financial report of Australian Pacific Coal Limited and Controlled Entities is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

***Basis for Opinion***

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110: *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

***Material Uncertainty Related to Going Concern***

We draw attention to Note 1 in the financial report, which indicates that the company incurred a net loss of \$13,230,706 during the year ended 30 June 2019 and, as of that date; the company's total liabilities exceeded its total assets by \$20,109,164. As stated in Note 1 these conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt about the company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report. Our opinion is not modified in respect of this matter.

**SYDNEY**

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**AUSTRALIAN PACIFIC COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 49 089 206 986**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUSTRALIAN PACIFIC COAL LIMITED**

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2019. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Key Audit Matter</b>	<b>How Our Audit Addressed the Key Audit Matter</b>
<p><b>Recognition and measurement of vendor royalty provisions</b></p> <p><i>Refer to Note 21 'Provisions' and Note 2 'Critical accounting judgements, estimates and assumptions' vendor royalty</i></p> <p>The Group has vendor royalty provisions of \$10,600,000 at 30 June 2019. The calculation of these provisions requires judgment in estimating the future production, the timing as to when the future production will be incurred and the determination of an appropriate rate to discount the future costs to net present value.</p> <p>We focused on this area due to significance of the balance in the consolidated statement of financial position relative to net assets, and the significant judgments and assumptions involved in the recognition and measurement of this obligation.</p>	<p>Our Procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• We evaluated the legal and/or constructive obligations with respect to the vendor royalty provisions for the Dartbrook operations and the associated estimates.</li> <li>• We assessed the accuracy of the calculations and the appropriateness of the discount rates.</li> <li>• We assessed the adequacy of group's disclosures in relation to provisions.</li> </ul>

<b>Key Audit Matter</b>	<b>How Our Audit Addressed the Key Audit Matter</b>
<p><b>Exploration and evaluation expenditure</b></p> <p><i>Refer to Note 14 'Exploration and Evaluation'</i></p> <p>At 30 June 2019, the Consolidated Entity had capitalised exploration assets of \$8,461,944. The Group's accounting policy in respect of exploration and evaluation assets is outlined in Note 1.</p> <p>This is a key audit matter because the carrying value of the assets are material to the financial statements and the significant judgements applied in determining whether an indicator of impairment exists in relation to capitalised exploration and expenditure assets in accordance with Australian Accounting Standard AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>.</p>	<p>Our Procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• We confirmed the existence and tenure of the exploration assets in which the Group has a contracted interest by obtaining confirmation of title from the relevant government agency.</li> <li>• In assessing whether an indicator of impairment exists in relation to the Group's exploration assets in accordance with AASB 6 – Exploration for and Evaluation of Mineral Resources, we: <ul style="list-style-type: none"> <li>○ examined the minutes of the Group's board meetings and updates from the Group's exploration partners;</li> <li>○ discussed with management the Group's ability and intention to undertake further exploration activities; and</li> <li>○ reviewed any tenements that have been surrendered ensuring these have been expensed as required.</li> </ul> </li> <li>• We tested a sample of additions of capitalised exploration expenditure to supporting documentation.</li> </ul>

**AUSTRALIAN PACIFIC COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 49 089 206 986**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUSTRALIAN PACIFIC COAL LIMITED**

<b>Key Audit Matter</b>	<b>How Our Audit Addressed the Key Audit Matter</b>
<p><b>Property, Plant and Equipment</b> <i>Refer to Note 12 'Property, Plant and Equipment'</i></p> <p>The group has \$43,811,645 of property, plant and equipment at 30 June 2019. Included in the carrying value is land and buildings amounting to \$37,909,279.</p> <p>We focused on this matter as a key audit matter as land and buildings is the most significant asset of the group.</p>	<p>Our procedures included amongst others:</p> <ul style="list-style-type: none"> <li>Assessed the Group's analysis for indicators of impairment, including views of managements valuation specialists. This included consideration of whether any movements in the valuation drivers indicated potential impairment by comparing them to historical results in addition to economic and industry forecasts.</li> <li>We assessed the adequacy of group's disclosures in relation to the carrying value of property, plant &amp; equipment.</li> </ul>

<b>Key Audit Matter</b>	<b>How Our Audit Addressed the Key Audit Matter</b>
<p><b>Borrowings</b> <i>Refer to Note 19 'Current - Borrowings' and Note 20 'Non-Current - Borrowings'</i></p> <p>The Group has \$14,612,774 of current borrowings and \$54,458,875 of non-current borrowings as at 30 June 2019.</p> <p>This is considered to be a key area of audit focus due to its materiality to the financial report.</p>	<p>Our Procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>We have reviewed the loan documentation including the terms of the convertible notes and secured loans and evaluated the accounting treatment adopted by management in accounting for the borrowings.</li> <li>We recalculated the interest in relation to the borrowings and ensured it has been accurately recognised.</li> <li>We assessed the adequacy of the Group's disclosures in respect of borrowings.</li> </ul>

**AUSTRALIAN PACIFIC COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 49 089 206 986**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUSTRALIAN PACIFIC COAL LIMITED**

**Information Other Than The Financial Report And Auditor's Report Thereon**

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of the Directors for the Financial Report**

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

**Auditor's Responsibilities for the Audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.



**AUSTRALIAN PACIFIC COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 49 089 206 986**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUSTRALIAN PACIFIC COAL LIMITED**

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on the Remuneration Report**

We have audited the remuneration report included in pages 5 to 10 of the directors' report for the year ended 30 June 2019.

In our opinion, the remuneration report of Australian Pacific Coal Limited, for the year ended 30 June 2019, complies with 300A of the Corporations Act 2001.

**Responsibilities**

The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with Section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

*Hall Chadwick*

Hall Chadwick  
Sydney NSW 2000

*S Kumar*

**SANDEEP KUMAR**

Partner

Date: 18 August 2019

# CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Australian Pacific Coal Limited (“the Company”) is responsible for establishing the corporate governance framework of the Group having regard to the ASX Corporate Governance Council (“CGC”) Third Edition of the Corporate Governance Principles and Recommendations and published guidelines. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders.

The Board seeks, where appropriate to adopt without modification, the CGC recommendations. Where there has been any variation from the CGC recommendations, it is because the Board believes the Company is not as yet of size, nor are its financial affairs of such complexity, to justify some of these recommendations. The Board is of the view that with the exception of the departures to the CGC Corporate Governance Principles and Recommendations as are set out below, it otherwise complied with all of the CGC Corporate Governance Principles and Recommendations. The Company’s ASX Appendix 4G, which is a checklist cross-referencing the ASX Principles and Recommendations to the relevant disclosures in either this statement or Annual Report, is available on our website [www.aqcltd.com.au](http://www.aqcltd.com.au). This statement has been approved by the Company’s Board of Director’s and is current as at 25 October 2019.

The following table summarises the Company’s compliance with the CGC recommendations and states whether the Company has complied with each recommendation.

Recommendation	Summary of the Company’s Compliance
<p><b>Principle 1 – Lay solid foundations for management and oversight</b></p> <p>Companies should establish and disclose respective roles and responsibilities for Board and management</p>	
<p>1.1: A listed entity should disclose:</p> <p>a) the respective roles and responsibilities of its board and management; and</p> <p>b) those matters expressly reserved to the board and those delegated to management.</p>	<p>The Board is ultimately accountable for the performance of the Company and provides leadership and sets the strategic objectives of the Company. It appoints all senior executives and assesses their performance on at least an annual basis. It is responsible for overseeing all corporate reporting systems, remuneration frameworks, governance issues, and stakeholder communications. Decisions reserved for the Board relate to those that have a fundamental impact on the Company, such as material acquisitions and takeovers, dividends and buybacks, material profits upgrades and downgrades, and significant closures.</p> <p>Management is responsible for implementing Board strategy, day-to-day operational aspects, and ensuring that all risks and performance issues are brought the Board’s attention. They must operate within the risk and authorisation parameters set by the Board.</p>
<p>1.2: A listed entity should:</p> <p>a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>The Company undertakes relevant reference checks prior to appointing a director, or putting that person forward as a candidate to ensure that person is competent, experienced, and would not be impaired in any way from undertaking the duties of director. The Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election of a director.</p>

# CORPORATE GOVERNANCE STATEMENT

<p>1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The terms of the appointment of a non-executive director, executive directors and senior executives are agreed upon and set out in writing at the time of appointment.</p>
<p>1.4: The Company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>The Company Secretary reports directly to the Board through the Chairman and is accessible to all directors.</p>
<p>1.5: A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</li> <li>b) disclose that policy or a summary of it; and</li> <li>c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: <ul style="list-style-type: none"> <li>i. the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</li> <li>ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act</li> </ul> </li> </ul>	<p>The Company has not adopted a formal Diversity Policy as it has a small number of employees and has limited opportunity to adopt formalised policy guidelines. The Board is committed to developing diversity in its workplace to assist the Company to meet its goals and objectives by providing an environment whereby appointments, advancement and opportunities are considered on a fair and equitable basis. The Company is committed to promoting a corporate culture which embraces diversity when determining the composition of the Board, senior management and employees.</p> <p>The Company will ensure that recruitment and selection decisions are based on the principle of merit, skills and qualifications and regardless of age, gender, nationality, cultural background or any other factor not relevant to the position. Past skills and experience in the mining and exploration industries will be a key determinant in the selection process.</p> <p>No entity within the consolidated entity is a 'relevant employer' for the purposes of the <i>Workplace Gender Equality Act 2012</i> (Cth) and therefore no Gender Equality Indicators to be disclosed.</p>
<p>1.6: A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</li> <li>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>The Company does not currently have a formal process for evaluating the performance of the Board, its committees or individual directors. The Board conducts its own evaluation of the skills, performance and remuneration of existing Directors from time to time. Individual Directors may recommend changes to the composition of the Board.</p> <p>Until such time as the Company expands to justify an expansion of Board members, the Board is of the current opinion that such performance evaluation is suitable for the Company.</p>
<p>1.7: A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>b) disclose, in relation to each reporting period, whether a performance evaluation was</li> </ul>	<p>The Board reviews the performance of senior executives periodically.</p> <p>A performance evaluation of the CEO/Managing Director and the CFO/Company Secretary was not undertaken during the reporting period given the status of the company and its business operations.</p>

# CORPORATE GOVERNANCE STATEMENT

<p>undertaken in the reporting period in accordance with that process.</p>	
<p><b>Principle 2 – Structure the board to add value</b></p>	
<p>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</p>	
<p>2.1: The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ul style="list-style-type: none"> <li>i. has at least three members, a majority of whom are independent directors; and</li> <li>ii. is chaired by an independent director, and disclose:</li> <li>iii. the charter of the committee;</li> <li>iv. the members of the committee; and</li> <li>v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>The Company does not have a separate nomination committee. The Board as a whole decides the selection of members of the Board and makes recommendations to shareholders for election of Directors. Each Board member is responsible for assessing the necessary competencies of the Board members to add value to the Company, reviewing Board succession plans and evaluating the Board's performance.</p>
<p>2.2: A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Board does not maintain a formal skills matrix that sets out the mix of skills and diversity that the Board aims to achieve in its membership. The current Board members represent individuals that have extensive industry experience as well as professionals that bring to the Board their specific skills in order for the Company to achieve its strategic, operational and compliance objectives. Their suitability to the directorship has therefore been determined primarily on the basis of their ability to deliver outcomes in accordance with the Company's short and long term objectives and therefore deliver value to shareholders.</p> <p>All Board members are expected to demonstrate the following attributes:</p> <p style="text-align: center;"><b>Board Member Attributes</b></p>

# CORPORATE GOVERNANCE STATEMENT

	<p><b>Leadership</b> Represents the Company positively amongst stakeholders and external parties; decisively acts ensuring that all pertinent facts are considered; leads others to action; proactive solution seeker.</p> <p><b>Ethics and integrity</b> Awareness of social, professional and legal responsibilities at individual, Company and community level; ability to identify independence conflicts; applies sound professional judgement; identifies when external counsel should be sought; upholds Board confidentiality; respectful in every situation.</p> <p><b>Communication</b> Effective in working within defined corporate communications policies; makes constructive and precise contribution to the Board both verbally and in written form; an effective communicator with executives.</p> <p><b>Corporate governance</b> Experienced director that is familiar with the mechanisms, controls and channels to deliver effective governance and manage risks.</p>
<p>2.3: A listed entity should disclose:</p> <p>a) the names of the directors considered by the board to be independent directors;</p> <p>b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>c) the length of service of each director.</p>	<p>Details of the Board of directors, their appointment dated, length of service and independence status is as follows:</p> <p>Mr John Robinson (Executive Chairman and Chief Executive Officer): Appointed 30 October 2015, served 3 years, Non-independent Executive.</p> <p>The Hon. Shane Stone: Appointed 1 August 2016, served 3 years, Independent Non-executive.</p> <p>Mr Bruce Munro: Appointed 19 May 2017, served 2 year, Independent Non-executive.</p>
<p>2.4: A majority of the board of a listed entity should be independent directors.</p>	<p>The board consists of three directors. Two of those directors, The Hon. Shane Stone and Mr Bruce Munro are considered independent.</p>

# CORPORATE GOVERNANCE STATEMENT

<p>2.5: The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Chair, Mr John Robinson, is considered non-independent and is also the CEO. Given the size and status of the Company, the Board considers this to be reasonable as the majority of the Board remains independent.</p>
<p>2.6: A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>New directors undertake an induction program coordinated by the Company Secretary that briefs and informs the director on all relevant aspects of the Company's operations and background. Directors are encouraged to undertake director development programs to ensure that directors can enhance their skills and remain abreast of important developments.</p>
<p><b>Principle 3 – Act ethically and responsibly</b></p> <p>A listed entity should act ethically and responsibly</p>	
<p>3.1: A listed entity should:</p> <ul style="list-style-type: none"> <li>a) have a code of conduct for its directors, senior executives and employees; and</li> <li>b) disclose that code or a summary of it.</li> </ul>	<p>The Company Code of Conduct Policy and Ethics Policy endeavours to foster a culture requiring that directors and officers act with the utmost integrity, objectivity and in compliance with the spirit of the law and Company policies.</p>
<p><b>Principle 4 – Safeguard integrity in corporate reporting</b></p> <p>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</p>	
<p>4.1 - The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>a) have an audit committee which: <ul style="list-style-type: none"> <li>i. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>ii. is chaired by an independent director, who is not the chair of the board, and disclose:</li> <li>iii. the charter of the committee;</li> <li>iv. the relevant qualifications and experience of the members of the committee; and</li> <li>v. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of</li> </ul>	<p>The Board has established an Audit Committee.</p> <p>The Audit Committee, up until the resignation of Mr Roach, consisted of The Hon. Shane Stone (Independent Non-Executive Director) and Mr Andrew Roach (former CFO and Company Secretary).</p> <p>Details of the qualifications and experience of the director members of the Committee is detailed in the "Information on directors" section of the Directors' report.</p> <p>The Chairman of the Audit Committee, The Hon. Shane Stone, represents the board as an independent director, is financially literate and has the relevant qualifications and experience.</p> <p>The Company considers that due to the size, nature and level of complexity of the Company, the Audit Committee is appropriate despite not meeting the strict compliance requirements of Principle 4.1.</p>

# CORPORATE GOVERNANCE STATEMENT

<p>the external auditor and the rotation of the audit engagement partner.</p>	<p>Ultimate responsibility for the integrity of the Company's financial reporting rests with the board and the current composition of the Audit Committee ensures that the Board has processes in place to raise issues that are ordinarily considered by the Audit Committee.</p> <p>The number of Committee meetings held and attended by each member is disclosed in the "Meetings of directors" section of the Directors' report.</p>
<p>4.2: The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>For the financial year ended 30 June 2019 and the half-year ended 31 December 2018, the Company's CEO and CFO provided the Board with the required declarations.</p>
<p>4.3: A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>The audit engagement partner attends the AGM and is available to answer shareholder questions from shareholders relevant to the audit.</p>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>	
<p>5.1: A listed entity should</p> <ul style="list-style-type: none"> <li>a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>b) disclose that policy or a summary of it.</li> </ul>	<p>The Company has written policies and procedures in place to ensure compliance with ASX listing rule disclosure requirements and accountability at a senior executive level for that compliance. The directors and senior management are made aware of their disclosure requirements and obligations prior to their engagement and regularly at Board and Management meetings.</p>

## CORPORATE GOVERNANCE STATEMENT

	<p>Where any such person is of any doubt as to whether they possess information that could be classified as market sensitive, they are required to notify the Company Secretary immediately in the first instance. The Company Secretary is required to consult with the CEO in relation to matters brought to his or her attention for potential announcement. Generally, the CEO is ultimately responsible for decisions relating to the making of market announcements. The Board is required to authorise announcements of significance to the Company. No member of the Company shall disclose market sensitive information to any person unless they have received acknowledgement from the ASX that the information has been released to the market.</p>
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# CORPORATE GOVERNANCE STATEMENT

## Principle 6 – Respect the rights of security holders

A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

<p>6.1: A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company maintains information in relation to governance documents, directors and senior executives, annual report, ASX announcements and contact details on the Company's website.</p> <p>The Company is committed to:</p> <ul style="list-style-type: none"> <li>• Communicating effectively with its shareholders and ensuring that it is easy for shareholders to communicate with the Company;</li> <li>• Complying with its continuous disclosure obligations applicable to the ASX listing rules and other regulations; and</li> <li>• Ensuring that the shareholders and other stakeholders are provided with timely and full information about the Company's activities.</li> </ul>
<p>6.2: A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Company does not have a formal investor relations program. The Board and Company Secretary engage with investors at the AGM, in relation to material announcements, and respond to shareholder enquiries on an ad hoc basis. Material communications are dispatched to investors either via email, surface mail, and/or via market announcement.</p>
<p>6.3: A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders</p>	<p>To facilitate and to encourage participation at meetings of shareholders, the Company ensures that information is communicated to its shareholders through:</p> <ul style="list-style-type: none"> <li>• Posting information on the Company's web site at <a href="http://www.aqcltd.com">www.aqcltd.com</a>;</li> <li>• The distribution of Notice of Meetings and other information directly to shareholders through letters, email and other forms of communications;</li> <li>• Ensuring that auditors are invited to the Annual General Meeting to consider questions regarding the conduct of the audit and the preparation and content of the auditor report; and</li> <li>• Allowing shareholders the opportunity at meetings to discuss resolutions.</li> </ul>

# CORPORATE GOVERNANCE STATEMENT

<p>6.4: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders. Shareholders not already receiving information electronically can elect to do so through the share registry, Link Market Services Limited at:</p> <p><a href="https://www.linkmarketservices.com.au/corporate/InvestorServices/Investor-Services.html">https://www.linkmarketservices.com.au/corporate/InvestorServices/Investor-Services.html</a>.</p>
<p><b>Principle 7 – Recognise and manage risk</b></p> <p>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</p>	
<p>7.1: The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>i. has at least three members, a majority of whom are independent directors; and</li> <li>ii. is chaired by an independent director, and disclose:</li> <li>iii. the charter of the committee;</li> <li>iv. the members of the committee; and</li> <li>v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>b) if it does not have a risk committee or committees that satisfy a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework</p>	<p>The Company has not established a separate Risk Committee as it is considered that the current size of the Board does not warrant the formal establishment of a separate committee. The Board as a whole therefore performs the function of such a committee which includes the setting of corporate governance policy and exercising due care and skill in assessing risk, developing strategies to mitigate such risk, monitoring the risk and the Company’s effectiveness in managing it. The Company maintains internal controls which assist in managing enterprise risk, and these are reviewed as part of the scope of the external audit, with the auditor providing the Board with commentary on their effectiveness and the need for any additional controls. The Managing Director and CEO are responsible for monitoring operational risk, ensuring all relevant insurances are in place, and ensuring that all regulatory and compliance obligations of the Company are satisfied.</p>
<p>7.2: The board or a committee of the board should:</p> <p>a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b) disclose, in relation to each reporting period, whether such a review has taken place</p>	<p>The Board is responsible for reviewing the Company’s policy on risk management and risk oversight. The Audit Committee also separately assesses management of the Company’s risks and makes recommendations to the Board.</p> <p>The Audit Committee conducted an informal review of the Company’s risk management framework during the reporting period.</p>

# CORPORATE GOVERNANCE STATEMENT

<p>7.3: A listed entity should disclose:</p> <p>a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>The Company does not have a dedicated internal audit function. The responsibility for risk management and internal controls lies with both the CEO and CFO who continually monitor the Company's internal and external risk environment. Necessary action is taken to protect the integrity of the Company's books and records including by way of design and implementation of internal controls, and to ensure operational efficiencies, mitigation of risks, and safeguard of Company assets.</p>
<p>7.4: A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Refer to the Company's Annual Report for disclosures relating to the Company's material business risks (including any material exposure to economic, environmental or social sustainability risks). Refer to commentary at Recommendations 7.1 and 7.2 for information on the Company's risk management framework.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interest with the creation of value for security holders.</p>	
<p>8.1: The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>i. has at least three members, a majority of whom are independent directors; and</li> <li>ii. is chaired by an independent director, and disclose:</li> <li>iii. the charter of the committee;</li> <li>iv. the members of the committee; and</li> <li>v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Company has not established a separate Remuneration Committee as it is considered that the current size of the Board does not warrant the formal establishment of a separate committee. The Board as a whole therefore performs the function of such a committee which includes setting the Company's remuneration structure, determining eligibilities in relation to incentive schemes, assessing performance and remuneration of senior management and determining the remuneration and incentives of the Board, CEO and CFO. The Board may obtain external advice from independent consultants in determining the Company's remuneration practices, including remuneration levels, where considered appropriate. The board has not implemented any share incentive arrangements to date, this may be reviewed upon commencement of operations.</p>
<p>8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Non-executive directors' remuneration is fee based with non-executive directors not eligible to participate in the Company's incentive schemes. The level of remuneration reflects the anticipated time commitments and responsibilities of the position.</p>

## CORPORATE GOVERNANCE STATEMENT

	<p>The Board considers the procedures, policies and key performance indicators used to measure the performance of key executives and directors. Any equity based executive remuneration may be made in accordance with thresholds approved by shareholders and developed over time.</p> <p>Full discussion of the Company's remuneration philosophy and framework and remuneration received by directors and executives in the current financial year is contained in the Remuneration Report section of the Directors' Report. Further details of the structure of the remuneration procedures can be found in the Remuneration Committee Charter.</p>
<p>8.3: A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> <li>a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</li> <li>b) disclose that policy or a summary of it</li> </ul>	<p>Where a director or other senior executive uses derivatives or other hedging arrangements over vested securities of the Company, this will be disclosed. There is no equity based remuneration scheme available to officers or directors at the date of reporting.</p>

# ASX ADDITIONAL INFORMATION

Additional information required by the Australian Stock Exchange Limited and not shown elsewhere in this report is as follows. This information is current as at 30 September 2019.

## 1. Shareholding

a. <b>Distribution of Shareholders – Ordinary Securities</b>	<b>Number</b>	<b>Number</b>
Category (size of holding)	<b>of holders</b>	<b>of shares held</b>
1 – 1,000	331	152,384
1,001 – 5,000	367	955,438
5,001 – 10,000	134	1,051,987
10,001 – 50,000	161	3,452,005
50,001 – 100,000	25	1,829,846
100,001 – and over	38	43,043,150
Total	1,056	50,484,810

b. The number of shareholdings held in less than a marketable parcel of 500 shares (closing price \$0.13 on 30 September 2019) is 615 and they hold 730,989 shares.

c. The names of the substantial holders in the company as at 30 September 2019 are:

<b>Substantial Holder</b>	<b>Number</b>
	<b>of shares</b>
Trepang Services Pty Ltd	19,770,000
Jet Arm Limited	5,000,000
Mr Bugua Wang	4,860,319

## d. **Voting Rights**

The voting rights attached to each class of equity security are as follows:

Ordinary shares:

- Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

Unlisted options:

- Options do not entitle the holders to vote in respect of the option, nor participate in dividends, when declared, until such time as the options are exercised and subsequently registered as ordinary shares.

## ASX ADDITIONAL INFORMATION

### e. 20 Largest Shareholders — Ordinary Shares

	Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	TREPANG SERVICES PTY LTD	19,770,000	39.16
2.	JET ARM LIMITED	5,000,000	9.90
3.	MR BUGUO WANG	4,860,319	9.63
4.	HALIKOS PTY LTD	1,923,080	3.81
5.	ALLSTATE ASSET CORPORATION P/L	1,829,034	3.62
6.	CITICORP NOMINEES PTY LIMITED	1,472,093	2.92
7.	MR NICHOLAS THEODORE JAMES PASPALLEY	1,291,667	2.56
8.	MR MARK ALAN ROWE & MRS CHRISTINE LEE ROWE	433,290	0.86
9.	MIBRO (NT) PTY LTD	430,000	0.85
10.	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	371,125	0.74
11.	SAMBOR TRADING PTY LTD	345,592	0.68
12.	COOROY ROCK PTY LTD	322,215	0.64
13.	MR DONALD EDGAR HOAR	312,500	0.62
14.	SHEMARIAH PTY LTD	301,135	0.60
15.	SHEMARIAH PTY LTD	300,692	0.60
16.	MICK LANG PTY LTD	270,000	0.53
17.	FOLEY SUPER PTY LTD	265,635	0.53
18.	MRS REBECCA SUE	258,045	0.51
19.	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	257,402	0.51
20.	TANUS FISHERIES PTY LTD	255,000	0.51
		<b>40,268,824</b>	<b>79.76</b>

### f. Unlisted options

Nil

## 2. Stock Exchange Listing

Quotation has been granted for all the ordinary shares of the company on all Member Exchanges of the Australian Stock Exchange Limited (ASX Code: AQC).

# ASX ADDITIONAL INFORMATION

## Disclosure Relating to Coal Resource & Reserves

### Marketable Reserves Note

The Dartbrook Marketable Coal Reserve of 370Mt is derived from a run of mine Coal Reserve of 470 Mt estimated in accordance with JORC 2012 with a predicted overall yield of 78%. The 370Mt Marketable Coal Reserve is included in the 2,534 Mt Coal Resource (588Mt Measured, 850 Mt Indicated, 1,097Mt Inferred).

The Company confirms that it is not aware of any new information or data that materially affects the information included in the announcement and that all material assumptions and technical parameters underpinning the estimates in the announcement continue to apply and have not materially changed.

### Competent Persons Statement - Resources

The information in this report relating to Coal Resources for the Dartbrook Project was announced on 27 June 2017, titled "Dartbrook Coal Resource Estimate 2.5 Billion Tonnes" and is based on information compiled by Lynne Banwell, a Principal Consultant of Collective Experience Pty Limited and Associate Consultant of GPPH & Associates. Structure modelling was carried out by Rebecca Jackson and Monica Davis of Palaris; coal quality modelling, structure model audit and resource estimations were carried out by Lynne Banwell. Lynne Banwell is a qualified geologist (BSc (Hons) University of Sydney, 1980) with 30 years' experience in coal geology and over 20 years' experience in resource evaluation. Lynne is a Member of the Australasian Institute of Mining and Metallurgy and has experience in this style of mineralisation and qualifies as a Competent Person under the JORC code. This Resource Statement has been prepared under the guidelines of the December 2012 edition of the Australian Code for Reporting of Mineral Resources and Ore Reserves (The JORC Code). Neither Lynne Banwell nor GPPH & Associates has any material interest or entitlement, direct or indirect, in the securities of Australian Pacific Coal or any companies associated with Australian Pacific Coal Limited.

Lynne Barnwell consents to the release of this report.

### Competent Persons Statement - Reserves

The information in this report relating to Coal Reserves for the Dartbrook Project was announced on 28 March 2018, titled "Dartbrook Coal Reserve Estimate" and is based on information compiled by Ernst Brian Baumhammer, a Principal Consultant of GPPH & Associates. The Reserve estimations were carried out under the supervision and review of Brian Baumhammer. Brian Baumhammer is a qualified mining engineer (BE (Hons) University of Sydney, 1984) with 33 years' experience in mining, 24 years' experience in coal mining and over 15 years' experience in reserve estimation. Brian Baumhammer is a Member of the Australasian Institute of Mining and Metallurgy and has experience in this style of mineralisation and qualifies as a Competent Person under the JORC code. This Reserve Statement has been prepared under the guidelines of the December 2012 edition of the Australian Code for Reporting of Mineral Resources and Ore Reserves (The JORC Code). Neither Brian Baumhammer nor GPPH & Associates has any material interest or entitlement, direct or indirect, in the securities of Australian Pacific Coal Ltd or any companies associated with Australian Pacific Coal Limited.

Brian Baumhammer consents to the release of this report.

The information is extracted from the report entitled "Dartbrook Coal Reserve Estimate" created on 28 March 2018 and is available to view on [www.agc.ltd.com](http://www.agc.ltd.com). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Coal Resources or Coal Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

## DIRECTORS

Mr John James Robinson (Executive Chairman and Chief Executive Officer)  
The Hon. Shane Leslie Stone  
Mr Bruce Munro

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## COMPANY SECRETARY

Mr Craig McPherson

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## LAWYERS

HopgoodGanim Lawyers  
Level 8, Waterfront Place  
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Brisbane QLD 4000

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## AUDITORS

Hall Chadwick, Chartered Accountants  
Level 14, 41 Collins Street  
Melbourne VIC 3004

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## BANKERS

National Australia Bank Limited  
100 Creek Street  
Brisbane QLD 4000

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## SHARE REGISTRY

Link Market Services Limited  
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Phone: 1300 554 474  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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