

Notice of Extraordinary General Meeting

Australian Pacific Coal Limited ABN 49 089 206 986

Notice of Extraordinary General Meeting and Explanatory Statement

Date of Meeting: Monday, 31 October 2022

Time of Meeting: 10am Brisbane time

Place of Meeting: Mills Oakley Lawyers

Level 23, 66 Eagle Street

Brisbane, QLD, 4000

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

The Meeting will be held in person.

Notice of Extraordinary General Meeting



MESSAGE TO SHAREHOLDERS

Dear Shareholders,

This General Meeting is about control of your Board and the future direction of your Company.

- A majority shareholder has made a section 249D notice to remove the existing Board of the Company (**Requisition Notice**).
- The Requisitioning Shareholder intends to replace the current Board with a Board of their choosing.
- The intentions of the proposed replacement of Directors have not been disclosed.
- If successful, the replacement directors will have control of your Board and can set an alternate direction for the Company; one that may be completely different to the directions previously contemplated by your existing Board.
- The Requisitionist has called for a general meeting without prior discussions of this with the existing Board.
- We wish to advise that the existing Board's sole motive is to advance the interests of its primary asset, being the Dartbrook Coal Project; a project that represents the growth and profitability of the Dartbrook Coal Project and prospective benefits to the Company's Shareholders.

We urge all Shareholders to remain focused on the re-commencement of operations and advancement of the Dartbrook Coal Project.

Thank you for your consideration.

Yours Sincerely,

A handwritten signature in black ink, appearing to read "David Conry", with a long horizontal flourish extending to the right.

David Conry
Executive Chairman
Australian Pacific Coal Limited ABN 49 089 206 986

Notice of Extraordinary General Meeting

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of **Australian Pacific Coal Limited** ABN 49 089 206 986 (**Company**) will be held at Mills Oakley Lawyers Office, Level 23, 66 Eagle Street, Brisbane City, Queensland, 4000 on Monday 31 October 2022 at 10:00AM Brisbane time.

Ordinary Business

Resolutions 1 to 6 (Appointment and Removal of Directors) are included in this Notice of Extraordinary General Meeting following a requisition for general meeting of shareholders received by Company on 1 September 2022 under section 249D of the *Corporations Act* 2001 (Cth) from its majority shareholder Trepang Services Pty Ltd (**Trepang**) holding at least 5% of the votes which may be cast at a general meeting (**Requisition Notice**).

1. Resolution 1 – Appointment of Brian Patrick MacDonald as a Director of the Company

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

“That, Brian Patrick MacDonald, having consented to act, be appointed as a director of the Company with immediate effect.”

2. Resolution 2 – Appointment of Leon George (“Trey”) Jackson III as a Director of the Company

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

“That, Leon George (“Trey”) Jackson III, having consented to act, be appointed as a director of the Company with immediate effect.”

3. Resolution 3 – Appointment of Michael Raymond Mapp as a Director of the Company

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

“That, Michael Raymond Mapp, having consented to act, be appointed as a director of the Company with immediate effect.”

4. Resolution 4 – Removal of David Conry AM as a Director of the Company

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

“That, David Conry AM, be removed as a director of the Company with effect from the close of this meeting.”

5. Resolution 5 – Removal of Craig John McPherson, as a Director of the Company

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

“That, Craig John McPherson, be removed as a director of the Company with immediate.”

6. Resolution 6 – Removal of Tony Lalor, as a Director of the Company

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

“That, Tony Lalor, be removed as a director of the Company with immediate effect.”

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Additional Notes

1. Explanatory Statement

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

Terms used in this Notice of Meeting are defined in section 10 of the accompanying Explanatory Statement.

2. Proxies and Representatives

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

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

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

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at, posted to, or sent by facsimile transmission to the address listed below, or by hand to the Share Registry, Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Australian Pacific Coal Limited

C/- Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235 Australia

Telephone Phone: 1300 554 474 (Overseas: +61 1300 554 474)

Facsimile No: +61 2 9287 0309

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

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **7.00pm** on **28 October 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Notice of Extraordinary General Meeting

Signing instructions

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

Individual: Where the holding is in one name, the Holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director, who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.

3. General business

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

4. Voting by Proxy

Instructions relating to voting by proxy are outlined in the Proxy form, at the end of this document.

5. Voting in person

To vote in person, the Shareholders must attend the Meeting at the time, date and place set out on the cover page above.

By order of the Board


Craig McPherson
Director and Company Secretary
Australian Pacific Coal Limited

Explanatory Statement

1 Introduction

This Explanatory Statement is provided to shareholders of **Australian Pacific Coal Limited** ABN 49 089 206 986 (**Company**) to explain the Resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at Mills Oakley Lawyers Office, Level 23, 66 Eagle Street, Brisbane City, Queensland, 4000 on Monday, 31 October 2022 at 10:00AM Brisbane time.

The Notice of Meeting sets out details of proposals concerning the Resolutions to be put to Shareholders. This Explanatory Statement forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Extraordinary General Meeting (**Meeting**), as outlined in Resolutions 1 to 6.

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

Terms used in this Explanatory Memorandum have the same meaning given to them in the in Section 10 of this Explanatory Statement.

2 Reasons for holding this Meeting

2.1 Calling of this Meeting

This Meeting has been requested pursuant to section 249D of the Corporations Act by Trepang Services Pty Ltd (**Trepang**) (**Requisitionist**) holding at least 5% of the votes that may be cast at a general meeting of the Company.

2.2 About Requisition Notice

The Requisition Notice requested a general meeting to propose Resolutions 1 and 6 (Appointment and Removal of Directors) to appoint three new Directors, and to remove three current Directors.

In accordance with the requirements in the Corporations Act, the Company has convened the Meeting to allow Shareholders to vote on the proposed resolutions.

2.3 Statement to Shareholder from current Directors departing

David Conry, Craig McPherson and Tony Lalor have not exercised their right under section 203D of the Corporations Act to provide Shareholders with a statement in relation to the proposed resolutions.

2.4 Statement by Requisitionist

Pursuant to section 249P of the Corporations Act, the Requisitionist is entitled to have the Company circulate with this Notice of Meeting a statement about the resolutions proposed by them. The Requisitionist has not provided any such statement apart from the Requisition Notice itself.

The Requisitionist has also not provided any reasons nor justifications for seeking Resolutions 1 to 6.

The Board is not in a position to draw any such justifications of the Requisitionist's intentions and the Board does not have any specific knowledge of what the Company wishes to achieve as a result of Resolutions 1 to 6. The Board understands this information would be relevant to the Shareholders in deciding how they wish to exercise their votes in relation to each of the Resolutions.

In the absence of the Requisitionist providing specific reasons for proposing the Resolutions 1 to 6, the Company cannot be certain of the Requisitionist's motives in relation to Resolutions 1 to 6.

2.5 Directors' Recommendation

Each of the Directors recommend that Shareholders vote against Resolutions 1 to Resolution 6.

3 Voting entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding Shares at 7.00pm (Brisbane time) on 28 October 2022. Accordingly, votes registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

4 Resolution 1: Appointment of Brian Patrick MacDonald as a Director of the Company

Brian MacDonald has consented to act as a Director of the Company.

The Company has not received any information concerning Mr MacDonald's credentials and experience, or his plans for the Company. The Board is therefore unable to comment on the suitability of Mr MacDonald to act as a director of the Company, nor the skills he would bring to the Board.

Resolution 1 is an Ordinary Resolution. The Directors of the Company are unanimously against the appointment of Mr MacDonald as a Director of the Company.

The chair of the Meeting intends to vote against Resolution 1.

5 Resolution 2: Appointment of Leon George ("Trey") Jackson III as a Director of the Company

Trey Jackson III has consented to act as a director of the Company.

The Company has not received any information concerning Mr Jackson's credentials and experience, or his plans for the Company. The Board is therefore unable to comment on the suitability of Mr Jackson to act as a director of the Company, nor the skills he would bring to the Board.

Resolution 2 is an Ordinary Resolution. The Directors of the Company are unanimously against the appointment of Mr Jackson as a Director of the Company.

The chair of the Meeting intends to vote against Resolution 2.

6 Appointment of Michael Raymond Mapp as a Director of the Company

Michael Mapp has consented to act as a director of the Company.

The Company has not received any information concerning Mr Mapp's credentials and experience, or his plans for the Company. The Board is therefore unable to comment on the suitability of Mr Mapp to act as a director of the Company, nor the skills he would bring to the Board.

Resolution 3 is an Ordinary Resolution. The Directors of the Company are unanimously against the appointment of Mr Jackson as a Director of the Company.

The chair of the Meeting intends to vote against Resolution 3.

7 Removal of David Conry as a Director of the Company

David Conry has been a director of the Company since 2 April 2020 and is currently the Executive Chairman of the Board. Mr Conry does not have any Shares in the Company as at the date of this Explanatory Statement.

A resume for Mr Conry is as follows:

David Conry (Executive Chairman)

Mr Conry is a highly qualified and experienced business leader. He is the Managing Director of Damarcon which provides specialist *advice for multi-industry business strategy, marketing and communications solutions*.

As a found of Youngcare, Mr Conry was awarded the honour of Queensland's Australian of the Year for his services to the community and the Entrepreneur of the Year by EY in the social category.

Resolution 4 is an Ordinary Resolution.

The Directors of the Company, unanimously and with Mr Conry refraining, are against the removal of Mr Conry as a Director of the Company.

The chair of the Meeting intends to vote undirected proxies against Resolution 4.

8 Removal of Craig McPherson as a Director of the Company

Craig McPherson has been a director of the Company since 6 December 2021 and has been the company secretary since 22 August 2019. He is currently a Non-Executive Director and Company Secretary of the Company. Mr McPherson does not have any Shares in the Company as at the date of this Explanatory Statement.

A resume for Mr McPherson is as follows:

Craig McPherson (Non-Executive Chairman and Company Secretary)

Mr McPherson graduated with a Bachelor of Commerce degree from the University of Queensland is a member of Chartered Accountants Australia and New Zealand.

Craig has over 20 years of commercial and financial management experience and has held various roles with ASX and TSX listed companies over the past 15 years in Australia and overseas.

Resolution 5 is an Ordinary Resolution.

The Directors of the Company, unanimously and with Mr McPherson refraining, are against the removal of Mr Conry as a Director of the Company.

The chair of the Meeting intends to vote undirected proxies against Resolution 5.

9 Removal of Tony Lalor as a Director of the Company

Tony Lalor has been a director of the Company since 2 November 2020. He is currently a Non-Executive Director of the Company. Mr Lalor does not have any Shares in the Company as at the date of this Explanatory Statement.

A resume for Mr Lalor is as follows:

Tony Lalor (Non-Executive Chairman)

Mr Lalor is a partner at Mills Oakley Lawyers, a leading Australian law firm with over 20 years legal experience. Mr Lalor practices in corporate advisory with particular experience in mergers and acquisitions and equity capital market transactions.

Resolution 6 is an Ordinary Resolution.

The Directors of the Company, unanimously and with Mr Lalor refraining, are against the removal of Mr Lalor as a Director of the Company.

The chair of the Meeting intends to vote undirected proxies against Resolution 6.

10 Interpretation

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

\$ means Australian dollars, unless otherwise stated.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

Company or **AQC** means Australian Pacific Coal Limited ABN 49 089 206 986 (ASX: AQC).

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

Corporations Act means the *Corporations Act* 2001 (Cth).

Directors or **Board** means the board of directors of the Company from time to time.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting means the Extraordinary General Meeting to be held on Monday, 31 October 2022 as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, and accompanying this Explanatory Statement.

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

Resolution means any of resolutions 1 to 6 as set out in the Notice of Meeting.

Shareholder means a holder of Shares in the Company.

Shares means fully paid ordinary shares in the Company from time to time.

Trepang means Trepang Services Pty Ltd ACN 149 489 065 in its own capacity.

TSX means the Toronto Stock Exchange.

Any inquiries in relation to the Resolutions or the Explanatory Statement should be directed to Craig McPherson (Director and Company Secretary):

344 Queen Street, Brisbane QLD 4000

+61 7 3221 0679



Australian Pacific Coal

ABN 49 089 206 986

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Australian Pacific Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Australian Pacific Coal Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10am (Brisbane time) on Monday, 31 October 2022 at Mills Oakley, Level 23, 66 Eagle Street, Brisbane, QLD, 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Appointment of Brian Patrick MacDonald as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Removal of Craig John McPherson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of Leon George ("Trey") Jackson III as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Removal of Tony Lalor as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Michael Raymond Mapp as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Removal of David Conry AM as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

AQC PRX2202A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10am (Brisbane time) on Saturday, 29 October 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



BY MAIL

Australian Pacific Coal Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**