Australian Pacific Coal Limited

ABN 49 089 206 986

Annual Financial Report - 30 June 2018

Australian Pacific Coal Limited
Corporate directory
30 June 2018

Directors	Mr John J Robinson (Executive Director) The Hon Shane Stone Mr Bruce Munro Mr Peter Ziegler (resigned 31 May 2018)
Company secretary	Mr Andrew Roach
Registered office and Principal place of business	Level 4, 10 Felix 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 www.linkmarketsevices.com.au
Auditor	Hall Chadwick, Chartered Accountants Level 14 440 Collins Street Melbourne VIC 3000
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	www.aqcltd.com

Australian Pacific Coal Limited
Directors' report
30 June 2018

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 2018.

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
Mr Peter Ziegler (resigned on 31 May 2018)

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 2018.

Review of operations
The loss for the consolidated entity after providing for income tax and non-controlling interest amounted to $15,866,814 (30 June 2017: loss of $8,942,416). The accounting loss is largely driven by care and maintenance holding costs associated with the Dartbrook Coal Mine (Dartbrook Mine), following completion of the acquisition in May 2017, 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 also seeks to extend the period of approval by 5 years (until 5 December 2027). The proposed bord and pillar mining will consist of only first workings. The modification will not increase the mining footprint. The modification will not alter the approved mining activities in the other coal seams.

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 with the Company providing a response on the submissions to the appropriate NSW Government Department. Determination of the application is anticipated in the December 2018 quarter with operational readiness planning underway. The Company has continued discussions with potential mining contractors, equipment suppliers and coal end users to support the Company’s preparation to recommence mining at Dartbrook.

Open Cut Pre-Feasibility Study
The Company announced on 28 March 2018 the results of the Open Cut Prefeasibility Study (OC PFS), confirming the technical and financial capability of the Dartbrook Project as a nominally 10Mtpa run of mine operation for 25 years.

The Owner-Operator and Contractor cases both deliver a net present value of approximately AUD 1.3 billion with strong internal rates of return, 23.2% and 24.6% respectively. A consistently low run of mine coal strip ratio will deliver very competitive, 1st quartile low operating cost throughout the mine life.

Modelling of key environmental parameters indicates the project meets or exceeds stringent environmental requirement and will deliver substantial benefits for the region, State and Federal governments through employment, royalties and taxes. The Environmental Impact Statement has commenced and will be assessed in conjunction with the recommencement of underground mining operations in the forward year.

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

Share Consolidation
On 28 November 2018, shareholders of the consolidated entity approved a 100 to 1 share consolidation for ordinary shares held in the company. The share consolidation was completed on 8 December 2018.

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

Matters subsequent to the end of the financial year

Strategic Development Partner – Joint Venture Transaction
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). SNR will 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 will provide an AUD 10 million loan to the Company (Loan) to pay out the existing Anglo American secured loan. The Company intends to use the Purchase Price proceeds to repay a significant portion of outstanding convertible notes held collectively by Mr Nicholas Paspaley, Mr John Robinson (Snr) and Trepang Services Pty Ltd (Financiers), and to obtain their agreement to the conversion of all remaining convertible notes to ordinary shares of the Company in accordance with the terms of the convertible notes held at the time.

The transaction is 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 the 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.

SNR will be appointed as exclusive manager and marketer for the DJV at completion, with completion anticipated in the March 2019 quarter. The transaction agreements contain warranties, indemnities, termination rights and other protections usual for agreements of this type. The Company has also agreed to reimburse SNR for its costs in preparing the development plan in circumstances where SNR has arranged funding and obtained FIRB approval, but the transaction does not proceed.

Proposed amendment to financing terms with Existing Financiers
On 27 September 2018, subject to shareholder approval in accordance with ASX Listing Rule requirements and the Corporations Act 2001 (Cwth), the Company agreed revised terms with Mr Nicholas Paspaley, Mr John Robinson (Snr) and Trepang Services Pty Ltd (Trepang) (collectively, the Existing Financiers) in relation to their existing financing arrangements with AQC. If approved by shareholders, the amendments provide for both a successful or unsuccessful completion of the DJV transaction.

In summary, on receipt of shareholder approval:
- All loan maturity dates to be extended and aligned to 1 February 2021;
- The conversion price of the existing convertible loan deeds will be varied to such that all existing loans will be convertible at a price of $0.80 per ordinary share; and
- The existing $5 million face value Trepang Secured Loan and $2 million face value Trepang Unsecured Loan will be converted into a new convertible note, on the same terms as the other convertible loans held by the Existing Financiers.

If the DJV transaction is successfully completed:
- The Company must repay the existing $15 million convertible note (plus capitalised interest) held by Trepang in full;
- All loans held by Existing Financiers must be converted into ordinary shares of the Company at Completion. The conversion price for all convertible notes is (as set out above) $0.80 per ordinary share;
- Each Mr Nicholas Paspaley and Mr John Robinson (Snr) to be granted a $1.00 per product tonne royalty ($2.00 in aggregate) for coal produced and sold by the DJV, based on the Company's interest in the DJV (being 50% on completion of the DJV transaction).

As a result, the Company will no longer hold any debt to the Existing Financiers and the DJV would be free of encumbrances.

In the event that the DJV transaction does not complete:
- All loans will continue to accrue interest at 10% per annum with security arrangements over all existing and future assets of the Company;
- If the Company requests that the Existing Financiers release all security held over the Company's existing and future assets, and the Existing Financiers accept the request (at their sole election), the Existing Financiers would be granted a production royalty of A$2.50 per sold tonne of Dartbrook coal consistent with the proposed variation previously announced by the Company.

No other matter or circumstance has arisen since 30 June 2018 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 Peter Ziegler
Title:	Non-executive Director and Chairman (resigned 31 May 2018)
Qualifications:	B. Com (Hons), LL.B (Hons); MFM (Qld), FCPA, FTIA, CTA, ACA
Experience and expertise:	Mr Ziegler is an experienced company director. He was a partner of one of the major international accounting firms, specialising in taxation and corporate structuring. He is also a solicitor of the Supreme Court of Victoria. Mr Ziegler is currently the principal of Ziegler Asset Partners, an asset management firm specialising in investments in listed and unlisted equities and special opportunities. Mr. Ziegler joined the Board of Australian Pacific Coal Limited on 29 November 2005 and was elected Chairman on 29 November 2012.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Special responsibilities:	Chairman of the Audit Committee (resigned 31 May 2018)
Interests in shares:	70,000
Interests in options:	None
Contractual rights to shares:	None

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:	65,000
Interests in options:	None
Contractual rights to shares:	None

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.

Mr Kevin Mischewski was the Company Secretary until 2 August 2017.

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 2018, 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	12	12	1	1
Mr Bruce Munro	11	12	-	-
Mr. Peter Ziegler (resigned 31 May 2018)	10	10	5	5

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.

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.

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 2017 Annual General Meeting ('AGM')
At the 2017 AGM, shareholders voted to support the adoption of the remuneration report for the year ended 30 June 2017. 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)
- Mr Peter Ziegler – Non-executive Director and Chairman (resigned 31 May 2018)

And the following persons:
- Kevin Mischewski - Company Secretary and Chief Financial Officer (resigned 2 August 2017)
  Andrew Roach - Company Secretary and Chief Financial Officer (appointed 2 August 2017)

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

* 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

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2017	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
Shane Stone	91,667	-	-	-	-	-	-	91,667
Bruce Munro	11,895	-	-	-	-	-	-	11,895
Peter Ziegler	250,000	-	-	-	-	-	-	250,000
Executive Directors:								
John J Robinson	364,155	-	-	20,653	-	-	-	384,808
Paul Byrne	125,294	-	-	-	-	-	-	125,294
Other Key Management Personnel:								
Kevin Mischewski	238,206	-	-	18,746	-	-	-	256,952
	1,081,217	-	-	39,399	-	-	-	1,120,616

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

	Fixed remuneration		At risk - STI		At risk - LTI	
Name	2018	2017	2018	2017	2018	2017
Non-Executive Directors:						
Shane Stone	100%	100%	-	-	-	-
Bruce Munro	100%	100%	-	-	-	-
Peter Ziegler	100%	100%	-	-	-	-
Executive Directors:						
John J Robinson	100%	100%	-	-	-	-
Paul Byrne	100%	100%	-	-	-	-
Other Key Management Personnel:						
Andrew Roach	100%	N/A	-	-	-	-
Kevin Mischewski	100%	100%	-	-	-	-

There was no cash bonus paid/payable or forfeited for the year ended 30 June 2018.

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 2018 of $500,000 (amended from $250,000 effective 1 January 2017) 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.

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 2018 of $250,000 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.

Terminated agreements:

Name:	Peter Ziegler
Title:	Non-executive Director and Chairman (resigned 31 May 2018)
Agreement commenced:	30 October 2015
Term of agreement:	The agreement was terminated on 31 May 2017 on Mr Ziegler's retirement as a director of the company.
Details:	Consultancy Agreement with Peter Ziegler & Co Pty Ltd an entity associated with Mr Ziegler. Consultancy fees for the year ending 30 June 2018 of $250,000 to be indexed for inflation on 1 January of each year commencing on 1 January 2017, and to be reviewed by the Board in light of any increases in the market for similar positions held. To the extent that the company agrees that the consultant is to provide any additional professional or executive services outside of Mr Ziegler's role as non-executive Chairman, these services will be remunerated on terms reasonably agreed from time to time. Mr Ziegler 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 consultant 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.

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

Options
There were no options over ordinary shared issued as remuneration to directors or other key management personnel in the year ending 30 June 2018.

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
Ordinary shares					
John Robinson	2,106,166,667	-	-	2,085,105,000	21,061,667
Shane Stone	7,200,000	-	-	7,135,000	65,000
Bruce Munro	-	-	100,000	-	100,000
Peter Ziegler (resigned 31 May 2018)	7,000,000	-	-	6,930,000	70,000
Kevin Mischewski*	300,000	-	-	300,000	-
Andrew Roach	-	-	-	-	-
	2,120,666,667	-	100,000	2,099,470,000	21,296,667

* Disposals include disposals of shares during the period and the shares held at resignation date.
** Other includes 100 to1 share consolidation completed in December 2017.

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 2019 - $10 million	$1.50	6,666,667
18 April 2017 (Mr Nick Paspaley)	1 February 2019 - $10 million	$1.50	6,666,667
25 May 2017 (Trepang Services Pty Ltd)	1 February 2019 - $15 million	$1.38	10,869,565

Each of the convertible notes issued to date 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.

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.

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.

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 & Chief Executive Officer

27 September 2018
Brisbane

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

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

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

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2018 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

SKumar

SANDEEP KUMAR
Partner
Date: 27 September 2018

Australian Pacific Coal Limited
Contents
30 June 2018

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	**Principal place of business**
Level 4, 10 Felix Street Brisbane QLD 4000	Level 4, 10 Felix 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 27 September 2018. 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 2018

	Note	Consolidated 2018 $	2017 $
Revenue	4	887,218	593,153
Other income	5	-	5,455
Expenses			
Employee benefits expense		(2,158,337)	(1,704,714)
Depreciation and amortisation expense	6	(1,186,913)	(48,023)
Impairment of trade and other receivables		-	(149,521)
Impairment of capitalised exploration and evaluation		(74,014)	-
Exploration and evaluation expense		(22,415)	(37,929)
Acquisition costs	6	-	(1,688,400)
Unrealised loss on financial assets		(489,130)	-
Restoration provision remeasurement		295,001	-
Administration and consulting expenses		(8,152,430)	(3,274,234)
Finance costs	6	(4,965,794)	(2,638,203)
Loss before income tax expense from continuing operations		(15,866,814)	(8,942,416)
Income tax expense	7	-	-
Other comprehensive income			
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		(15,866,814)	(8,942,416)
Total comprehensive income for the year is attributable to:			
Owners of Australian Pacific Coal Limited		(15,866,814)	(8,942,416)
		Cents	**Cents**
Earnings per share for profit attributable to the owners of Australian Pacific Coal Limited			
Basic earnings per share	36	(32.2)	(0.2)
Diluted earnings per share	36	(32.2)	(0.2)

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 2018

	Note	Consolidated 2018 $	2017 $
Assets			
Current assets			
Cash and cash equivalents	8	2,376,591	12,283,724
Trade and other receivables	9	293,800	241,677
Other	10	725,826	380,363
Total current assets		3,396,217	12,905,764
Non-current assets			
Property, plant and equipment	12	45,046,544	45,502,913
Intangibles	13	5,620,000	5,620,000
Exploration and evaluation	14	6,752,709	3,673,084
Financial assets	16	760,870	-
Other	17	9,275,025	9,575,026
Total non-current assets		67,455,148	64,371,023
Total assets		70,851,365	77,276,787
Liabilities			
Current liabilities			
Trade and other payables	18	7,718,145	3,420,813
Borrowings	19	50,886,205	45,495,997
Provisions	21	15,853	12,342
Total current liabilities		58,620,203	48,929,152
Non-current liabilities			
Borrowings	20	59,620	14,278
Provisions	21	20,050,000	20,345,001
Total non-current liabilities		20,109,620	20,359,279
Total liabilities		78,729,823	69,288,431
Net assets		(7,878,458)	7,988,356
Equity			
Issued capital	22	59,487,791	59,487,791
Retained profits		(67,366,249)	(51,499,435)
Total equity		(7,878,458)	7,988,356

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 2018

Consolidated	Issued capital $	Reserves $	Retained profits $	Total equity $
Balance at 1 July 2016	53,179,591	492,700	(42,557,019)	11,115,272
Loss after income tax expense for the year	-	-	(8,942,416)	(8,942,416)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	(8,942,416)	(8,942,416)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (Note 22)	5,815,500	-	-	5,815,500
Share-based payments (Note 23)	492,700	(492,700)	-	-
Balance at 30 June 2017	59,487,791	-	(51,499,435)	7,988,356

Consolidated	Issued capital $	Reserves $	Retained profits $	Total equity $
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)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs	-	-	-	-
Balance at 30 June 2018	59,487,791	-	(67,366,249)	(7,878,458)

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 2018

	Note	Consolidated 2018 $	Consolidated 2017 $
Cash flows from operating activities			
Receipts from customers		900,417	-
Payments to suppliers and employees		(11,245,869)	(2,292,806)
		(10,345,452)	(2,292,806)
Interest received		35,195	563,707
Net cash from operating activities	35	(10,310,257)	(1,729,099)
Cash flows from investing activities			
Payments for subsidiary net of cash		-	(32,025,001)
Acquisition expenses included in Statement of Profit or Loss		-	(1,688,400)
Payments for property, plant and equipment		(1,279,049)	(53,941)
Payments for exploration and evaluation		(4,398,639)	(1,702,291)
Proceeds from sale of property, plant and equipment		1,765	-
Proceeds from sale of tenements		-	55,000
Proceeds from release of security deposits		295,001	7,500
Proceeds from working capital adjustment post-acquisition		348,495	-
Net cash used in investing activities		(5,032,427)	(35,407,133)
Cash flows from financing activities			
Proceeds from issue of shares		-	5,850,000
Proceeds from borrowings		6,134,887	14,782,765
Share issue transaction costs		-	(34,500)
Repayment of borrowings		(699,337)	-
Net cash used in financing activities		5,435,550	20,598,265
Net increase/(decrease) in cash and cash equivalents		(9,907,134)	(16,537,967)
Cash and cash equivalents at the beginning of the financial year		12,569,167	29,107,134
Cash and cash equivalents at the end of the financial year	8	2,662,033	12,569,167

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

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 $15,866,814 for the year ended 30 June 2018 and has a deficiency in net assets of $7,878,458 as at 30 June 2018.

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. Post balance date the consolidated entity entered a joint venture transaction which, if the transaction is completed, provide adequate funding to support development at operations at the Dartbrook Mine (refer Note 34)
- 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 31.

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 2018 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.

Revenue recognition
Revenue is recognised when it is probable that the economic benefit will flow to the consolidated entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Note 1. Significant accounting policies (continued)

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)

Discontinued operations
A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

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. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. 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.

Other receivables are recognised at amortised cost, less any provision for impairment.

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.

Note 1. Significant accounting policies (continued)

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.

Derivative financial instruments
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Cash flow hedges
Cash flow hedges are used to cover the consolidated entity's exposure to variability in cash flows that is attributable to particular risks associated with a recognised asset or liability or a firm commitment which could affect profit or loss. The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income through the cash flow hedges reserve in equity, whilst the ineffective portion is recognised in profit or loss. Amounts taken to equity are transferred out of equity and included in the measurement of the hedged transaction when the forecast transaction occurs.

Cash flow hedges are tested for effectiveness on a regular basis both retrospectively and prospectively to ensure that each hedge is highly effective and continues to be designated as a cash flow hedge. If the forecast transaction is no longer expected to occur, the amounts recognised in equity are transferred to profit or loss.

If the hedging instrument is sold, terminated, expires, exercised without replacement or rollover, or if the hedge becomes ineffective and is no longer a designated hedge, the amounts previously recognised in equity remain in equity until the forecast transaction occurs.

Non-current assets or disposal groups classified as held for sale
Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

Investments and other financial assets
Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit; or (ii) designated as such upon initial recognition, where they are managed on a fair value basis or to eliminate or significantly reduce an accounting mismatch. Except for effective hedging instruments, derivatives are also categorised as fair value through profit or loss. Fair value movements are recognised in profit or loss.

Note 1. Significant accounting policies (continued)

Available-for-sale financial assets
Available-for-sale financial assets are non-derivative financial assets, principally equity securities, that are either designated as available-for-sale or not classified as any other category. After initial recognition, fair value movements are recognised in other comprehensive income through the available-for-sale reserve in equity. Cumulative gain or loss previously reported in the available-for-sale reserve is recognised in profit or loss when the asset is derecognised or impaired.

Impairment of financial assets
The consolidated entity assesses at the end of each reporting period whether there is any objective evidence that a financial asset or group of financial assets is impaired. Objective evidence includes significant financial difficulty of the issuer or obligor; a breach of contract such as default or delinquency in payments; the lender granting to a borrower concessions due to economic or legal reasons that the lender would not otherwise do; it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for the financial asset; or observable data indicating that there is a measurable decrease in estimated future cash flows.

The amount of the impairment allowance for financial assets carried at cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for similar financial assets.

Available-for-sale financial assets are considered impaired when there has been a significant or prolonged decline in value below initial cost. Subsequent increments in value are recognised in other comprehensive income through the available-for-sale reserve.

Investment properties are derecognised when disposed of or when there is no future economic benefit expected.

Transfers to and from investment properties to property, plant and equipment are determined by a change in use of owner-occupation. The fair value on the date of change of use from investment properties to property, plant and equipment are used as deemed cost for the subsequent accounting. The existing carrying amount of property, plant and equipment is used for the subsequent accounting cost of investment properties on the date of change of use.

Investment properties also include properties under construction for future use as investment properties. These are carried at fair value, or at cost where fair value cannot be reliably determined and the construction is incomplete.

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.

Note 1. Significant accounting policies (continued)

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.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

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.

Note 1. Significant accounting policies (continued)

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.

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.

Note 1. Significant accounting policies (continued)

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.

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.

Note 1. Significant accounting policies (continued)

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.

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.

Note 1. Significant accounting policies (continued)

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.

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 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 2017. 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.

Note 1. Significant accounting policies (continued)

AASB 9 Financial Instruments
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The consolidated entity will adopt this standard from 1 July 2018 but the impact of its adoption has been assessed as and will not be material.

AASB 15 Revenue from Contracts with Customers
This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgments made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer. The consolidated entity will adopt this standard from 1 July 2018 but the impact of its adoption has been assessed as and will not be material.

AASB 16 Leases
This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The consolidated entity will adopt this standard from 1 July 2019 but the impact of its adoption has been assessed as and will not be material.

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.

Provision for impairment of receivables
The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtor's financial position.

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.

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

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.

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.

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

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.

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 2018.

Major customers
During the year ended 30 June 2018 there were no external sales made from operations (2017: Nil).

Note 3. Operating segments (continued)

Financial information

	Net loss from continuing operations before tax		Total Assets	
	2018	2017	2018	2017
	$	$	$	$
Exploration & Evaluation	6,636,621	636,818	67,116,800	45,367,876
Bentonite mining	33,875	47,550	115,690	126,840
Corporate	9,196,318	8,258,048	3,618,875	11,464,839
	15,866,814	8,942,416	70,851,365	56,959,555

Note 4. Revenue

	Consolidated 2018 $	Consolidated 2017 $
Other revenue		
Interest	35,195	563,707
Rent from investment properties	381,141	29,446
Other revenue – sale of scrap metal	470,882	-
	887,218	593,153
Total Revenue	887,218	593,153

Note 5. Other income

	Consolidated 2018 $	Consolidated 2017 $
Net gain on disposal of property, plant and equipment	-	5,455
Other income	-	5,455

Note 6. Expenses

	Consolidated 2018 $	Consolidated 2017 $
Loss before income tax includes the following specific expenses:		
Depreciation		
Land and buildings	80,284	12,214
Plant and equipment	1,106,629	35,809
Total depreciation	1,186,913	48,023
Acquisition costs	-	1,688,400
Finance costs		
Interest and finance charges paid/payable	4,965,794	2,638,203
Finance costs expensed	4,965,794	2,638,203
Rental expense relating to operating leases		
Minimum lease payments	295,139	227,139
Superannuation expense		
Defined contribution superannuation expense	87,451	87,978

Note 7. Income tax expense

	Consolidated	
	2018	2017
	$	$
Numerical reconciliation of income tax expense and tax at the statutory rate		
Profit before income tax expense from continuing operations	(15,866,814)	(8,942,416)
Profit before income tax expense from discontinued operations	-	-
	(15,866,814)	(8,942,416)
Tax at the statutory tax rate of 30%	(4,760,044)	(2,682,725)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Depreciation and amortisation	-	13,206
Entertainment expense	2,963	4,723
Other non-allowable items	1,720,798	1,217,163
Write downs to recoverable amounts	168,944	19,390
Other allowable items	(624,723)	(574,255)
	(3,492,062)	(2,002,498)
Tax losses and temporary differences not brought to account	3,492,062	2,002,498
Income tax expense	-	-

Note 8. Current assets - cash and cash equivalents

	Consolidated	
	2018	2017
	$	$
Current:		
Cash at bank and on hand	2,376,591	12,283,724
	2,376,591	12,283,724

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	2,376,591	12,283,724
Deposit as security for rental bonds (Note 17)	285,442	285,442
Balance as per statement of cash flows	2,662,033	12,569,166

Note 9. Current assets - trade and other receivables

	Consolidated 2018 $	Consolidated 2017 $
Trade and other receivables	293,800	256,077
Less: Provision for impairment of receivables	-	(14,400)
	293,800	241,677

Impairment of receivables
The consolidated entity has recognised a loss of $nil (2017: $nil) in profit or loss in respect of impairment of receivables for the year ended 30 June 2018.

The ageing of the impaired receivables provided for above are as follows:

	Consolidated 2018 $	Consolidated 2017 $
0 to 3 months overdue	-	-
3 to 6 months overdue	-	-
Over 6 months overdue	-	14,400
	-	14,400

Movements in the provision for impairment of receivables are as follows:

	Consolidated 2018 $	Consolidated 2017 $
Opening balance	14,400	14,400
Additional provisions recognised	-	-
Receivables written off during the year as uncollectable	(14,400)	-
Closing balance	-	14,400

Past due but not impaired
Customers with balances past due but without provision for impairment of receivables amount to $Nil as at 30 June 2018 ($Nil as at 30 June 2017).

The consolidated entity did not consider a credit risk on the aggregate balances after reviewing the credit terms of customers based on recent collection practices.

Note 10. Current assets - other

	Consolidated 2018 $	Consolidated 2017 $
Prepayments	725,826	380,363
	725,826	380,363

Note 11. Non-current assets - receivables

	Consolidated 2018 $	2017 $
Amounts receivable from related parties		
- loans to directors	287,348	287,348
- loans to directors – provision for impairment	(287,348)	(287,348)
- loans to key management personnel	28,950	28,950
- loans to key management personnel – provision for impairment	(28,950)	(28,950)
Other receivables	587,850	587,850
Other receivables – provision for impairment	(587,850)	(587,850)
Closing balance	-	-

Impairment of receivables
The consolidated entity has recognised a nil loss (2017: loss $103,105) in profit or loss in respect of impairment of non-current receivables for the year ended 30 June 2018. Non-current receivables are assessed for recoverability based on the underlying terms of the contract. A provision for impairment is recognised when there is objective evidence that an individual receivable is impaired. These impairment amounts have been included in the income statements.

The ageing of the impaired receivables provided for above are as follows:

	Consolidated 2018 $	2017 $
0 to 3 months overdue	-	-
3 to 6 months overdue	-	-
Over 6 months overdue	904,148	904,148
	904,148	904,148

Movements in the provision for impairment of receivables are as follows:

	Consolidated 2018 $	2017 $
Opening balance	904,148	801,043
Additional provisions recognised	-	103,105
Closing balance	904,148	904,148

Note 12. Non-current assets - property, plant and equipment

	Consolidated 2018 $	Consolidated 2017 $
Land and buildings - at cost	38,199,555	43,512,250
Less: Accumulated depreciation	(134,703)	(3,777,584)
	38,064,852	39,734,666
Leasehold improvements - at cost	170,929	59,226
Less: Accumulated depreciation	(117,420)	(19,803)
	53,509	39,423
Plant and equipment - at cost	8,150,139	186,405,987
Less: Accumulated depreciation	(1,221,956)	(186,157,163)
	6,928,183	248,824
	45,046,544	40,022,913

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

Consolidated	Land and buildings $	Leasehold improvements $	Plant and equipment $	Total $
Balance at 1 July 2016	106,719	26,421	213,854	346,994
Additions	6,257	39,423	59,464	105,144
Additions through business combinations	39,663,904	-	57,070	39,725,001
Disposals	-	(26,421)	(73,525)	(106,203)
Depreciation expense	(12,214)	-	(35,809)	(48,023)
Balance at 30 June 2017	39,734,666	39,423	248,824	40,022,913
Remeasurement of assets acquired under business combinations – post 30 June 2017	(2,546,585)	-	8,026,585	5,480,000
Restated 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	(80,284)	(97,617)	(1,009,012)	(1,186,913)
Balance at 30 June 2018	38,064,852	53,509	6,928,183	45,046,544

Refer to Note 25 for further information on fair value measurement.

Note 13. Non-current assets - intangibles

	Consolidated	
	2018	2017
	$	$
Dartbrook water licenses	5,620,000	5,620,000

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 14. Non-current assets - exploration and evaluation

	Consolidated	
	2018	2017
	$	$
Exploration and evaluation - at cost	6,752,709	3,673,084

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

Consolidated	Exploration and evaluation $	Total $
Balance at 1 July 2016	1,970,793	1,970,793
Additions	1,702,291	1,702,291
Tenements surrendered	-	-
Balance at 30 June 2017	3,673,084	3,673,084
Additions	4,398,639	4,398,639
Tenements surrendered	1,319,014	1,319,014
Balance at 30 June 2018	6,752,709	6,752,709

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 15. Non-current assets - deferred tax

	Consolidated 2018 $	2017 $
Deferred tax asset comprises temporary differences attributable to:		
Amounts recognised in profit or loss	1,852,515	622,224
Tax losses – operating losses	13,954,387	10,763,996
Tax losses – capital losses	523,984	523,984
Dartbrook Mine Acquisition	329,086	205,403
Tax assets not brought to account	(16,659,972)	(12,115,606)
Deferred tax asset	-	-

Note 16. Non-current assets – financial assets

	Consolidated 2018 $	2017 $
Investments – Bowen Coking Coal	760,870	-
	760,870	-

Note 17. Non-current assets - other

	Consolidated 2018 $	2017 $
Cash on deposit for rental bonds and bank facilities	285,442	285,442
Security deposits	8,989,583	9,289,584
	9,275,025	9,575,026

Note 18. Current liabilities - trade and other payables

	Consolidated 2018 $	2017 $
Trade and other payables	2,041,192	2,689,595
Accrued interest – convertible securities and loans	5,676,953	731,218
	7,718,145	3,420,813

Refer to Note 24 for further information on financial instruments.

Note 19. Current liabilities - borrowings

		Consolidated	
		2018	2017
		$	$
Bank loans		35,395	41,381
Convertible securities	a)	37,532,802	37,532,802
Secured loan	b)	5,000,000	-
Insurance premium funding		618,008	221,814
Interest bearing liabilities	c)	7,700,000	7,700,000
		50,886,205	45,495,997

a) 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 2017, with an ability for the financier to request (and for the company to accept such request) to extend the maturity date by two further periods of 1 year (with the last possible maturity date being 1 February 2019). The number of ordinary shares to be issued is calculated as the conversion amount divided by the market price per share at the date of the issue of the convertible securities ($0.015), but subject to adjustments for reconstructions of equity. The maturity date for the notes was previously extended by agreement to 1 February 2019.

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. The issuance of the note was one of a number of resolutions approved by shareholders of the consolidated company at a general meeting held 13 April 2017, with approval also being provided for the conversion price of $0.0138 per ordinary share. 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 2018, with an ability for the financier to request (and for the company to accept such request) to extend the maturity date by two further periods of 1 year (with the last possible maturity date being 1 February 2020). The maturity date for the notes was extended by agreement to 1 February 2019. A further 1 year extended can be granted under the existing terms of the notes. The number of ordinary shares to be issued is calculated as the conversion amount divided by the market price per share at the date of the issue of the convertible securities ($0.0138), but subject to adjustments for reconstructions of equity.

b) On 26 March 2018 Trepang Services Pty Ltd provided $5,000,000 by way of a secured, interest bearing, loan to the consolidated entity. The loan has a three-year term and an interest rate of 10% per annum when drawn. The loan was fully drawn by the consolidated entity.

c) 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 $880,902.

The convertible notes held are secured. Refer to Note 20 for further information on assets pledged as security and financing arrangements.

Refer to Note 24 for further information on financial instruments.

Note 20. Non-current liabilities - borrowings

	Consolidated 2018 $	Consolidated 2017 $
Bank loans	59,620	14,278
	59,620	14,278

Refer to Note 24 for further information on financial instruments.

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

	Consolidated 2018 $	Consolidated 2017 $
Bank loans	95,015	55,659
Insurance premium funding	618,008	221,814
Undrawn Loan – Trepang Services Pty Ltd	-	5,000,000
Loan – Trepang Services Pty Ltd	5,000,000	-
Convertible securities	37,532,802	37,532,802
Loan – Anglo American	7,700,000	7,700,000
	50,945,825	50,510,275

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.

Trepang Services Pty Ltd provided $5,000,000 by way of a secured, interest bearing, loan to the consolidated entity. The loan has a three-year term and an interest rate of 10% per annum when drawn. The loan was fully drawn on 26 March 2018 by the consolidated entity.

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 loan from Trepang Services Pty Ltd, and convertible note holders, is subordinated to the secured loan from Anglo American Metallurgical Coal Assets Pty Ltd.

Note 20: Non-current liabilities – borrowings (continued)

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

	Consolidated 2018 $	Consolidated 2017 $
Total facilities		
Bank loans	205,000	205,000
Loan – Trepang Services Pty Ltd	-	5,000,000
	205,000	5,205,000
Used at the reporting date		
Bank loans	95,015	55,659
	95,015	55,659
Unused at the reporting date		
Bank loans	109,985	149,341
Loan – Trepang Services Pty Ltd	-	5,000,000
	109,985	5,149,341

The loan from Trepang Services Pty Ltd was drawn on 26 March 2018.

Note 21. Provisions

		Consolidated	
	Note	**2018 $**	**2017 $**
Current:			
Employee Entitlements		15,853	12,342
		15,853	12,342
Non-Current:			
Rehabilitation provision		8,950,000	9,245,001
Vendor Royalty	28	11,100,000	11,100,000
		20,050,000	20,345,001
Reconciliation of movements:			
Employee Entitlements			
Opening balance		12,342	26,982
Additions – Leave accrued		36,315	28,209
Depletion – Leave taken		(32,804)	42,669
Closing		15,853	(12,342)
Rehabilitation provision			
Opening balance		9,245,001	-
Additions – Business Combination		-	9,245,001
Depletion – rehabilitation activities completed or reassessed		(295,001)	-
Closing		8,950,000	9,245,001

Rehabilitation
The provision for rehabilitation closure costs relate to areas disturbed during operations when the Dartbrook mine was active. 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 anticipate 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 on 29 May 2017 and remained in that state for the financial year ended 30 June 2018. The consolidated entity has provided cash of $8,950,000 to the NSW government, as required under relevant laws. 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.

At present the Dartbrook Mine is permitted to operate as an underground mine. The Company conducted feasibility assessment during the prior financial year and announced to the market in March 2017 that it would not pursue the proposed development underground option. Subsequently the Company has applied for a modification to the various licences held at the Dartbrook Mine to allow bord and pillar extraction. The modification application remains outstanding at the date of this report. As the Company does not presently hold a mining authority to operate the project via an intended extraction method, the vendor royalty is contingent on the Company achieving future development milestones which may or may not occur. The Company assessed the Vendor Royalty and adopted a net present value basis for measurement at the

Note 21: Provisions (continued)

time of acquiring the Dartbrook Mine (refer Note 32). 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.

Note 22. Equity - issued capital

	Consolidated			
	2018 Shares	**2017 Shares**	**2018 $**	**2017 $**
Ordinary shares - fully paid	49,234,810	4,923,434,264	59,522,291	59,522,291

Movements in ordinary share capital

Details	**Date**	**No of shares**	**Issue price**	**$**
Balance	01/07/2016	4,318,434,264		53,179,591
Issue of shares for cash-exercise of options	11/08/2016	12,500,000	$0.013	161,588
Issue of shares for cash-exercise of options	19/10/2016	12,500,000	$0.013	161,587
Issue of shares for cash-exercise of options	06/01/2017	6,250,000	$0.013	80,794
Issue of shares for cash-exercise of options	16/02/2017	12,500,000	$0.013	161,588
Issue of shares for cash-exercise of options	02/03/2017	12,500,000	$0.013	161,587
Issue of shares for cash-exercise of options	16/03/2017	6,250,000	$0.013	80,794
Issue of shares for cash-exercise of options	23/03/2017	12,500,000	$0.013	161,587
Issue of shares for cash	30/03/2017	500,000,000	$0.010	5,000,000
Issue of shares for cash-exercise of options	03/04/2017	25,000,000	$0.013	323,175
Issue of shares for cash	01/06/2017	5,000,000	$0.010	50,000
Share issue transaction costs, net of tax				(34,500)
Total for the year				6,308,200
Balance	30/06/2017	4,923,434,264		59,487,791
Share consolidation (1:100)	08/12/2017	(4,874,199,457)		-
Total for the year				
Balance	30/06/2018	49,234,810		59,487,791

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.

Note 22: Equity – issued capital (continued)

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.

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 2017 Annual Report.

Note 23. Equity - reserves

	Consolidated	
	2018	2017
	$	$
Share based payment reserve	-	-
	-	-

Share based payments reserve
The reserve is used to recognise increments and decrements in the fair value of share-based payments.

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Share based payments $	Total $
Balance at 1 July 2016	492,700	492,700
Options issued	-	-
Options exercised	(492,700)	(492,700)
Balance at 30 June 2017	-	-
Options issued	-	-
Options exercised	-	-
Balance at 30 June 2018	-	-

Note 24. 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 ($42,532,802) 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 (2017: 100) basis points for all interest-bearing items would have an adverse/favourable effect on profit before tax of $425,328 (2017: $452,885) 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.

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.

Note 24: Financial instruments (continued)

Financing arrangements
Unused borrowing facilities at the reporting date:

	Consolidated 2018 $	Consolidated 2017 $
Bank loans	109,985	149,341
Loan – Trepang Services Pty Ltd	-	5,000,000
	109,985	5,149,341

The bank loan facility may be drawn at any time and has an average maturity of 2 ½ years (2017: 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.

Consolidated - 2018	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade and other payables	-	2,041,192	-	-	-	2,041,192
Interest-bearing - fixed rate						
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

Consolidated - 2017	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade and other payables	-	2,689,595	-	-	-	2,689,595
Interest-bearing - fixed rate						
Bank loans	5.04%	41,381	14,278	-	-	55,659
Other loans	5.69%	221,814	-	-	-	221,814
Secured loans	10.00%	7,700,000	-	-	-	7,700,000
Convertible notes payable	10.00%	37,532,802	-	-	-	37,532,802
Total non-derivatives		48,185,592	14,278	-	-	48,199,870

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 25. 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

Consolidated - 2018	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Non-current assets – financial assets	-	-	-	-
Ordinary shares	760,870	-	-	760,870
Total assets	760,870	-	-	760,870

Consolidated - 2017	Level 1 $	Level 2 $	Level 3 $	Total $
Assets				
Non-current assets – financial assets	-	-	-	-
Ordinary shares	-	-	-	-
Total assets	-	-	-	-

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.

Valuation techniques for fair value measurements categorised within level 2 and level 3

The directors have determined that the fair values of the existing available-for-sale financial assets carried at cost and at recoverable amount cannot be reliably measured. The directors have made an estimate of the fair value at the end of the reporting period based on the reported financial results of the underlying investment. There is no active market for these investments, and there is no present intention to dispose of these investments.

These available-for-sale financial assets are represented by the company’s holding of 54,347,826 ordinary shares in Bowen Coking Coal Limited (ASX: BCB). The company completed the divestment of the Cooroorah and Mount Hillalong projects during the first half year and holds shares in the ASX- listed entity as an investment 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 26. 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:

	Consolidated	
	2018	2017
	$	$
Short-term employee benefits	1,574,938	1,081,217
Post-employment benefits	52,641	39,399
Long-term benefits	-	-
Share-based payments	-	-
	1,627,579	1,120,616

Note 27. 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:

	Consolidated	
	2018	2017
	$	$
Audit services – Hall Chadwick Chartered Accountants		
Audit or review of the financial statements	147,149	69,870
Other services – Hall Chadwick Chartered Accountants		
Preparation of the tax return	15,517	4,952
	162,666	74,822

Note 28. 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 present the Dartbrook Mine is permitted to operate as an underground mine. The Company conducted feasibility assessment during the prior financial year and announced to the market in March 2017 that it would not pursue the proposed development underground option. Subsequently the Company has applied for a modification to the various licences held at the Dartbrook Mine to allow bord and pillar extraction. The modification application remains outstanding at the date of this report. As the Company does not presently hold a mining authority to operate the project via an intended extraction method, the vendor royalty is contingent on the Company achieving future development milestones which may or may not occur. The Company assessed the Vendor Royalty and adopted a net present value basis for measurement at the time of acquiring the Dartbrook Mine (refer Note 32). 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.

Bank Guarantees
The consolidated entity has given bank guarantees as at 30 June 2018 of $80,442 (2017: $80,442) to its landlord.

Note 29. Commitments

	Consolidated 2018 $	Consolidated 2017 $
Exploration and evaluating expenditure commitments – operating		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	162,000	315,000
One to five years	1,258,000	1,450,000
More than five years	-	-
	1,420,000	1,765,500

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.

	Consolidated 2018 $	Consolidated 2017 $
Lease commitments - operating		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	148,499	249,308
One to five years	11,019	144,367
More than five years		
	159,518	393,675

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

Note 30. Related party transactions

Parent entity
Australian Pacific Coal Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in Note 33.

Key management personnel
Disclosures relating to key management personnel are set out in Note 26 and the remuneration report included in the directors' report.

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

	Consolidated	
	2018	**2017**
	$	**$**
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	15,000,000	15,000,000
Current secured loans (payable):		
Trepang Services Pty Ltd	5,000,000	-

The terms of convertible securities issued to Mr Robinson (Snr), Mr Paspaley and Trepang Services Pty Ltd are set out in Note 17.
The company has entered into a Loan Agreement with Trepang Services Pty Ltd. The amount of the loan facility is $5,000,000. The loan facility had been drawn on 26 March 2018. The terms of the loan are set out at Note 19.

	Consolidated	
	2018	**2017**
	$	**$**
Non-current loans receivable:		
• Mr. Paul Byrne	165,848	165,848
• Mr. Paul Ingram	264,500	264,500
• Mr. Kevin Mischewski	28,950	28,950
• Mr. Peter Ziegler (resigned on 31 May 2018)	121,500	121,500

The company has previously issued ordinary shares to key management personnel in accordance with the Company's Officers, Executives, Consultants and Employee Share Plan. The terms of the plan enabled the company to fund the purchase by way of limited-recourse loans repayable from future dividends or out of proceeds when the allotted shares are sold. Collateral is held by way of security over the shares issued. The shares are subject to a trading lock preventing disposal of the shares prior to the respective holders making suitable arrangements for repayment of any outstanding amounts payable on the associated loans. Interest is not payable. All loan recipients are now former executives or directors of the consolidated entity.

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

Note 31. Parent entity information

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

Statement of profit or loss and other comprehensive income

	Parent 2018 $	Parent 2017 $
Loss after income tax	(8,379,740)	(6,634,673)
Total comprehensive income	(8,379,740)	(6,634,673)

Statement of financial position

	Parent 2018 $	Parent 2017 $
Total current assets	2,986,513	12,503,811
Total assets	49,081,329	48,012,341
Total current liabilities	49,081,329	39,389,741
Total liabilities	48,840,638	39,404,019
Equity		
Issued capital	59,487,791	59,487,791
Share based payment reserve	-	-
Retained profits	(59,247,100)	(50,879,469)
Total equity	240,691	8,608,322

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 2018.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2018.

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 32. Business combinations

On 29 May 2017 AQC Investments #2, a subsidiary of Australian Pacific Coal Limited, acquired 100% of the ordinary shares of AQC Dartbrook Pty Limited (formerly known as Dartbrook Anglo Pty Ltd), AQC Dartbrook Management Pty Ltd (formerly known as Dartbrook Management (Anglo) Pty Ltd), and Dartbrook Coal (Sales) Pty Ltd for a total consideration of $39,295,376. Collectively these entities controlled and managed the joint venture operations of the vending joint venture partners of the Dartbrook Mine in New South Wales, including land, water rights, key mining infrastructure, mining information and other surface facilities. The consolidated entity also assumed the current rehabilitation obligation for the remediation of the Dartbrook Mine of $9,245,001. The goodwill of $nil reflects the acquisition of the Dartbrook Mine which has been in a care and maintenance phase for approximately ten years prior to the transaction.

Details of the acquisition are as follows:

	Fair value **$**
Security deposit	9,245,001
Property, plant and equipment	8,127,310
Land	36,620,297
Intangible assets – Water Access Licenses	5,620,000
Rehabilitation liability	(9,245,001)
Vendor royalty obligation	(11,100,000)
Other assets	27,769
Net assets acquired	39,295,376
Goodwill	-
Acquisition-date fair value of the total consideration transferred	39,295,376
Representing:	
Cash paid or payable to vendors	31,595,376
Funds contributed toward rehabilitation bond	7,700,000
Contingent consideration	-
Total purchase consideration	39,295,376

The fair value of net assets acquired was $39,295,376. This outcome is reflective of the nature of the Dartbrook mine which was operated in a care and maintenance phase for an extended period by the former owners. This value is preliminary and will be assessed by an independent valuation expert within the time limit permitted by AASB 3.

The transaction consideration also includes a contingent vendor royalty, payable when the Dartbrook mine recommences saleable production. The vendor royalty is considered a contingent liability until there is greater certainty around appropriate mining approvals aligned with the business plan of the consolidated entity. Refer to Note 21 for further information on the vendor royalty.

Note 33. 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 2018 %	Ownership interest 2017 %
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%
Inter-Medteq Pty Ltd**	Australia	N/A	100.00%
Mining Investments One Pty Ltd	Australia	100.00%	100.00%
Mining Investments Two Pty Ltd**	Australia	N/A	100.00%
Mining Investments Three Pty Ltd**	Australia	N/A	100.00%

* previously called Mining Investments Six Pty Ltd
** entities de-registered during the financial year as deemed to be dormant

Note 34. Events after the reporting period

Strategic Development Partner – Joint Venture Transaction
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). SNR will 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 will provide an AUD 10 million loan to the Company (Loan) to pay out the existing Anglo American secured loan. The Company intends to use the Purchase Price proceeds to repay a significant portion of outstanding convertible notes held collectively by Mr Nicholas Paspaley, Mr John Robinson (Snr) and Trepang Services Pty Ltd (Financiers), and to obtain their agreement to the conversion of all remaining convertible notes to ordinary shares of the Company in accordance with the terms of the convertible notes held at the time.

The transaction is 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 the 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.

SNR will be appointed as exclusive manager and marketer for the DJV at completion, with completion anticipated in the March 2019 quarter. The transaction agreements contain warranties, indemnities, termination rights and other protections usual for agreements of this type. The Company has also agreed to reimburse SNR for its costs in preparing the development plan in circumstances where SNR has arranged funding and obtained FIRB approval, but the transaction does not proceed.

Proposed amendment to financing terms with Existing Financiers
On 27 September 2018, subject to shareholder approval in accordance with ASX Listing Rule requirements and the Corporations Act 2001 (Cwth), the Company agreed revised terms with Mr Nicholas Paspaley, Mr John Robinson (Snr) and Trepang Services Pty Ltd (Trepang) (collectively, the Existing Financiers) in relation to their existing financing arrangements with AQC. If approved by shareholders, the amendments provide for both a successful or unsuccessful completion of the DJV transaction.

In summary, on receipt of shareholder approval:
- All loan maturity dates to be extended and aligned to 1 February 2021;
- The conversion price of the existing convertible loan deeds will be varied to such that all existing loans will be convertible at a price of $0.80 per ordinary share; and
- The existing $5 million face value Trepang Secured Loan and $2 million face value Trepang Unsecured Loan will be converted into a new convertible note, on the same terms as the other convertible loans held by the Existing Financiers.

If the DJV transaction is successfully completed:
- The Company must repay the existing $15 million convertible note (plus capitalised interest) held by Trepang in full;
- All loans held by Existing Financiers must be converted into ordinary shares of the Company at Completion. The conversion price for all convertible notes is (as set out above) $0.80 per ordinary share;
- Each Mr Nicholas Paspaley and Mr John Robinson (Snr) to be granted a $1.00 per product tonne royalty ($2.00 in aggregate) for coal produced and sold by the DJV, based on the Company's interest in the DJV (being on completion of the DJV transaction 50%).

As a result, the Company will no longer hold any debt to the Existing Financiers and the DJV would be free of encumbrances.

In the event that the DJV transaction does not complete:
- All loans will continue to accrue interest at 10% per annum with security arrangements over all existing and future assets of the Company;
- If the Company requests that the Existing Financiers release all security held over the Company's existing and future assets, and the Existing Financiers accept the request (at their sole election), the Existing Financiers would be granted a production royalty of A$2.50 per sold tonne of Dartbrook coal consistent with the proposed variation previously announced by the Company.

Note 34. Events after the reporting period (continued)

No other matter or circumstance has arisen since 30 June 2018 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.

Note 35. Reconciliation of profit after income tax to net cash from operating activities

	Consolidated	
	2018 $	2017 $
Loss after income tax expense for the year	(15,866,814)	(8,942,416)
Adjustments for:		
Depreciation and amortisation	1,186,913	48,023
Impairment of non-current assets	-	149,521
Loss on disposal of tenements	74,014	-
Unrealised loss on financial assets	489,130	-
Accrued finance costs	4,965,794	2,638,203
Loss on disposal of motor vehicle	117,116	-
Business combination working capital adjustment	81,130	-
Rehabilitation provision – remeasurement	(295,001)	-
Acquisition costs	-	1,688,400
Change in operating assets and liabilities:		
Increase / (decrease) in trade and other receivables	(52,123)	(239,487)
Increase / (decrease) in prepayments	(345,463)	846,469
(Increase) / decrease in trade and other payables	(664,953)	2,082,179
Net cash from operating activities	(10,310,257)	(1,729,099)

Note 36. Earnings per share

	Consolidated	
	2018 $	2017 $
Earnings per share for profit from continuing operations		
Profit after income tax	(15,866,814)	(8,942,416)
Non-controlling interest	-	-
Profit after income tax attributable to the owners of Australian Pacific Coal Limited	(15,866,814)	(8,942,416)

	Cents	Cents
Basic earnings per share	(32.2)	(0.2)
Diluted earnings per share	(32.2)	(0.2)

	Consolidated	
	2018 $	2017 $
Earnings per share for profit		
Profit after income tax	(15,866,814)	(8,942,416)
Non-controlling interest	-	-
Profit after income tax attributable to the owners of Australian Pacific Coal Limited used in calculating diluted earnings per share	(15,866,814)	(8,942,416)

Note 36. Earnings per share (continued)

	Cents	Cents
Basic earnings per share	(32.2)	(0.2)
Diluted earnings per share	(32.2)	(0.2)

	Number	Number
Weighted average number of ordinary shares		
Weighted average number of ordinary shares used in calculating basic earnings per share	49,234,810	4,487,547,278
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	-	-
Convertible notes	-	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	49,234,810	4,487,547,278

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

Note 37. Share-based payments

During the financial year ended 30 June 2018 there were no share-based payments made to directors, executives or other personnel.

Australian Pacific Coal Limited
Directors' declaration
30 June 2018

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 2018 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
Chairman & Director

27 September 2018
Brisbane

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

**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 2018, 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 the directors' declaration.

In our opinion:

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

   (i) giving a true and fair view of the Group's financial position as at 30 June 2018 and of its financial performance for the year then ended; and

   (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1

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, would be in the same terms if given to the directors as at the time of this auditor's report.

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 $15,866,814 during the year ended 30 June 2018 and, as of that date; the company's total liabilities exceeded its total assets by $7,878,458. 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.

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 2018. 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.

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Recognition and measurement of provision for rehabilitation *Refer to Note 21 'Provisions' and Note 2 'Critical accounting judgements, estimates and assumptions' rehabilitation provision* The Group has rehabilitation and restoration provisions of $8,950,000 at 30 June 2018. The calculation of these provisions requires judgment in estimating the future costs, the timing as to when the future costs will be incurred and the determination of an appropriate rate to discount the future costs to net present value. The Group reviews the underlying costs used to calculate the rehabilitation and restoration provisions on a semi-annual basis, using external experts when necessary to provide support in its assessment. This review incorporates the identification of any new rehabilitation and restoration obligations that have arisen, an assessment of the underlining assumptions used, effects of any changes in local regulations, and the expected approach to restoration and rehabilitation. 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 provision.	Our Procedures included, amongst others: • We evaluated the legal and/or constructive obligations with respect to the rehabilitation and restoration provisions for the Dartbrook operations, the intended method of restoration and rehabilitation and the associated cost estimates. • We considered the qualifications, competence and objectivity of the external experts the Group engaged who provided the cost estimates. • We assessed the adequacy of group's disclosures in relation to provisions.

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 Matter	How Our Audit Addressed the Key Audit Matter
Recognition and measurement of vendor royalty provisions *Refer to Note 21 'Provisions' and Note 2 'Critical accounting judgements, estimates and assumptions' vendor royalty* The Group has vendor royalty provisions of $11,100,000 at 30 June 2018. 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. The Group reviews the underlying production plans used to calculate the vendor royalty provisions on a semi-annual basis, using external experts when necessary to provide support in its assessment as appropriate. 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.	Our Procedures included, amongst others: • We evaluated the legal and/or constructive obligations with respect to the vendor royalty provisions for the Dartbrook operations and the associated estimates. • We assessed the accuracy of the calculations and the appropriateness of the discount rates. • We assessed the adequacy of group's disclosures in relation to provisions.

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 Matter	How Our Audit Addressed the Key Audit Matter
Exploration and evaluation expenditure *Refer to Note 14 'Exploration and Evaluation'* At 30 June 2018, the Consolidated Entity had capitalised exploration assets of $6,752,709. The Group's accounting policy in respect of exploration and evaluation assets is outlined in Note 1. 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 *Exploration for and Evaluation of Mineral Resources*.	Our Procedures included, amongst others: • 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. • 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: o examined the minutes of the Group's board meetings and updates from the Group's exploration partners; o tested the significant inputs in the Group's cash flow forecasts for consistency with their future activity regarding the exploration assets. o discussed with management the Group's ability and intention to undertake further exploration activities. • We tested a sample of additions of capitalised exploration expenditure to supporting documentation.

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 Matter	How Our Audit Addressed the Key Audit Matter
Property, Plant and Equipment *Refer to Note 12 'Property, Plant and Equipment'* The group has $45,046,544 of property, plant and equipment at 30 June 2018. Included in the carrying value of property, plant and equipment is land amounting to $36,620,297 and plant and equipment amounting to $6,784,815 relating to the mine which is currently under care & maintenance. We focused on this matter as a key audit matter as land is the most significant asset of the group.	Our procedures included amongst others: • Determined whether the impairment indicator assessment that was made by the Directors met the requirements of Australian Accounting Standards. • 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. • We assessed the adequacy of group's disclosures in relation to the carrying value of property, plant & equipment.

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 Matter	How Our Audit Addressed the Key Audit Matter
Intangible Assets *Refer to Note 13 'Intangibles'* The Group has $5,620,000 of intangible assets at 30 June 2018 which is mainly comprised of acquired water access licenses. AASB 138 Intangible Assets gives the option to choose either cost model or revaluation model as its accounting policy. Australian Pacific Coal Limited has chosen the cost model. This area is a key audit matter due to the degree of subjectivity and management judgement applied in assessing whether impairment indicators are present.	Our procedures included amongst others: • We have assessed the appropriateness of the Group's accounting policy for intangible assets. • In assessing whether an indicator of impairment exists in relation to the Group's intangible assets, we: o discussed with management the likelihood of these licenses becoming impaired and reviewed the management's assessment of the carrying value of the water access license. • Assessed the Group's analysis for indicators of impairment. • We assessed the adequacy of group's disclosures in relation to the carrying value of intangible assets.

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 Matter	How Our Audit Addressed the Key Audit Matter
Borrowings *Refer to Note 19 'Borrowings'* The Group has $50,886,205 of current borrowings at 30 June 2018 issued convertible securities, with a face value of $37,532,802 and entered into a secured loan and vendor loan for an amount of $5m and $7.7m respectively. The convertible notes are convertible into ordinary shares at any time at the option of the holder or repayable in cash on maturity dates. The secured loan and vendor loan are repayable if and when certain conditions are met. This is considered to be a key area of audit focus due to its materiality to the financial report.	Our Procedures included, amongst others: • 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. • We recalculated the interest in relation to the borrowings and ensured it has been properly recognised. • We assessed the adequacy of the Group's disclosures in respect of borrowings.

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 2018, 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.

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

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

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.
- 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.

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 Remuneration Report

We have audited the remuneration report included in pages 6 to 12 of the directors' report for the year ended 30 June 2018. 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

Auditor's Opinion

In our opinion, the remuneration report of Australian Pacific Coal Limited, for the year ended 30 June 2018, complies with 300A of the Corporations Act 2001.

Hall Chadwick

Hall Chadwick
Sydney NSW 2000

SKumar

SANDEEP KUMAR
Partner
Date: 27 September 2018

Australian Pacific Coal Limited
Shareholder information
30 June 2018

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 21 September 2018**.**

1. **Shareholding**

a. **Distribution of Shareholders – Ordinary Securities**

Category (size of holding)	Number of holders	Number of shares held
1 – 1,000	1,344	331,751
1,001 – 5,000	401	1,051,787
5,001 – 10,000	152	1,192,789
10,001 – 100,000	181	5,217,110
100,001 – and over	41	41,441,373
Total	2,119	49,234,810

b. The number of shareholdings held in less than a marketable parcel of 500 shares (closing price $0.76 on 21 September 2018) is 1,190 and they hold 194,601 shares.

c. The names of the substantial holders in the company as at 21 September 2018 are:

Substantial Holder	**Number of shares**
Trepang Services Pty Ltd	21,061,667
Jet Arm Limited	5,000,000

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.

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	40.15
2.	JET ARM LIMITED	5,000,000	10.16
3.	CITICORP NOMINEES PTY LIMITED	2,410,715	4.90
4.	HALIKOS PTY LTD	1,923,080	3.91
5.	ALLSTATE ASSET CORPORATION P/L>	1,829,034	3.71
6.	MR BUGUO WANG	1,635,827	3.32
7.	MR NICHOLAS THEODORE JAMES PASPALEY	1,291,667	2.62
8.	MR MARK ALAN ROWE & MRS CHRISTINE LEE ROWE	433,290	0.88
9.	MIBRO (NT) PTY LTD	430,000	0.87
10.	CS FOURTH NOMINEES PTY LIMITED	429,060	0.87
11.	J P MORGAN NOMINEES AUSTRALIA LIMITED	374,909	0.76
12.	MR ROHAN WILLIAM HALFPENNY & MRS PHITSAMAI THONGLA HALFPENNY	355,090	0.72
13.	SAMBOR NOMINEES PTY LTD	345,592	0.70
14.	SHEMARIAH PTY LTD	301,135	0.61
15.	COOROY ROCK PTY LTD	274,215	0.56
16.	CS THIRD NOMINEES PTY LIMITED	269,812	0.55
17.	FOLEY SUPER PTY LTD	265,635	0.54
18.	BRISPOT NOMINEES PTY LTD	258,502	0.53
19.	TANUS FISHERIES PTY LTD	255,000	0.52
20.	MR DONALD EDGAR HOAR	250,000	0.51
		38,102,563	**77.39**

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).