

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme

AUSTRALIAN PACIFIC COAL LIMITED

ACN/ARSN

ACN 089 206 986

1. Details of substantial holder (1)

Name

James Glen Foley

ACN/ARSN (if applicable)

The holder became a substantial holder on

13/5/15

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ord.	14,467,300	14,467,300	5.21%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Annexure B				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Annexure C	

Signature

print name

James Foley

capacity

Authorised Signatory

sign here



date

13.5.15

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is Annexure A referred to in form 603 Notice of Initial Substantial Shareholder

13-May-15
Date

James Glen Foley
Authorised Signatory

- 3. Details or Relevant Interests
- 4. Details of present registered holders
- 6. Associates

Holder of Relevant Interest (Section 3, 4 and 6)	Nature of Relevant Interest (Section 3)	Registered Holder of Securities (Section 4)	Class of Securities (Section 3 and 4)	Number of Securities (Section 3 and 4)	Nature of Association (Section 6)
Mr J G Foley & Mrs K V R Foley <Foley Super Fund A/C>	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Mr J G Foley & Mrs K V R Foley <Foley Super Fund A/C>	ord	6,463,500	James Glen Foley is a Director of the Trustee Company
Musktrat Pty Ltd <The Foley Family A/C>	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Musktrat Pty Ltd <The Foley Family A/C>	ord	4,387,500	James Glen Foley is a Director
Mr James Glen Foley	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Mr James Glen Foley	ord	2,839,800	Self
Mrs Karen Veronica Ruby Foley	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee	Mrs Karen Veronica Ruby Foley	ord	776,500	Spouse of James Glen Foley

This is Annexure B referred to in form 603 Notice of Initial Substantial Shareholder

13-May-15

James Glen Foley
 Authorised Signatory
 Date

5. Consideration

Holder of Relevant Interest	Date of Acquisition	Nature of Consideration	Consideration	Class	Number of Securities Affected
Foley Super Fund	17.03.15	Purchase	0.005	ord	1,500,000
Foley Super Fund	19.03.15	Purchase	0.005	ord	500,000
James Glen Foley	14.04.15	Purchase	0.005	ord	588,863
James Glen Foley	15.04.15	Purchase	0.005	ord	11,137
Musktrat	15.04.15	Purchase	0.004	ord	15,120
Musktrat	22.04.15	Purchase	0.004	ord	20,000
Musktrat	23.04.15	Purchase	0.004	ord	87,428
Musktrat	28.04.15	Purchase	0.004	ord	877,452
Musktrat	05.05.15	Purchase	0.004	ord	850,000
Musktrat	06.05.15	Purchase	0.004	ord	150,000
Foley Super Fund	08.05.15	Purchase	0.004	ord	347,334
Foley Super Fund	12.05.15	Purchase	0.004	ord	1,652,666
James Glen Foley	12.05.15	Purchase	0.004	ord	26,432
James Glen Foley	13.05.15	Purchase	0.004	ord	973,568

13-May-15

James Glen Foley
Authorised Signatory

Date

7. Addresses

The address of persons named in this form are as follows

Name	Address
Mr J G Foley & Mrs K V R Foley <Foley Super Fund A/C>	590 Ingham Road Mt Louisa, Queensland, 4814 Australia
Muskrat Pty Ltd <The Foley Family A/C>	590 Ingham Road Mt Louisa, Queensland, 4814 Australia
Mr James Glen Foley	590 Ingham Road Mt Louisa, Queensland, 4814 Australia
Mrs Karen Veronica Ruby Foley	590 Ingham Road Mt Louisa, Queensland, 4814 Australia