

ASX ANNOUNCEMENT

31 October 2024

Notice of Annual General Meeting

Australian Pacific Coal Limited (ASX: AQC) (“AQC” or the “Company”) is pleased to attach a copy of the following documents in relation to the Annual General Meeting of Shareholders to be held on 29 November 2024 at 10.00am (Sydney Time) (Meeting).

1. Letter to Shareholders regarding arrangements for the Meeting as despatched to Shareholders;
2. Notice of Meeting; and
3. Proxy Form.

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This announcement has been authorised for release to the ASX by the Company Secretary of Australian Pacific Coal Limited.

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Australian Pacific Coal

31 October 2024

Dear Shareholders,

I am pleased to invite you to the Annual General Meeting of the Company's Shareholders (**Annual General Meeting**) to be held at 10am (Sydney time), Friday the 29th of November at Suite 603, Level 6, 50 Berry Street, North Sydney 2060.

The Board will also ensure access to those shareholders that want to continue to participate in the AGM virtually through the simultaneous online hosting of the AGM. This can be accessed live at <https://meetings.linkgroup.com/AQC24>.

Further information on how to participate virtually is set out in the Virtual Meeting Online Guide which is available at <http://www.aqcltd.com/site/investors/asx-news>.

A Notice of Meeting and accompanying Explanatory Memorandum was released to the ASX in respect of the Annual General Meeting of the Company's Shareholders.

In accordance with Treasury Laws Amendments (2022 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from www.aqcltd.com.

Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page.

If you have elected to receive notices by email a communication will be sent to your nominated email address. If you have not elected to receive notices by post a copy of your proxy form will be posted to you, together with this Letter.

For further information, please contact the Company Secretary by telephone on +61 7 3221 0679 or by email at cosec@aqcltd.com.

If you have problems, please contact our share registry, Link Market Services on +61 1300 554 474, or email registrars@linkmarketservices.com.au

Yours sincerely
Australian Pacific Coal Limited

Craig J McPherson
Company Secretary

Notice of Annual General Meeting and Explanatory Memorandum

Australian Pacific Coal Limited ACN 089 206 986

Date of Meeting: 29 November 2024

Time of Meeting: 10.00am (Sydney time)

Place of Meeting: Suite 603, Level 6, 50 Berry Street, North Sydney 2060.
and online at: <https://meetings.linkgroup.com/agm/AQC24>

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Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the holders of the ordinary shares in Australian Pacific Coal Limited ACN 089 206 986 (**Company**) will be held at Suite 603, Level 6, 50 Berry Street, North Sydney 2060 and online at <https://meetings.linkgroup.com/agm/AQC24> on 29 November 2024 at 10.00am (Sydney time).

The Meeting will be held as a hybrid meeting, with participation both in person and online using the electronic meeting technology of the Company's share registry, MUFG Pension and Market Services.

Shareholders who attend the Meeting online are taken to be present and will be able to ask questions and vote on Resolutions in real time.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

Instructions for attendance at the Meeting online

If attending the Meeting online, MUFG Pension and Market Services recommends logging into the online platform provided by MUFG Pension and Market Services at least 15 minutes prior to the schedule start time for the Meeting using the instructions below:

- Enter <https://meetings.linkgroup.com/agm/AQC24> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN, which is printed at the top of the voting form; and
- Proxyholders will need their proxy code which MUFG Pension and Market Services will provide via email no later than 24 hours prior to the Meeting.

If you wish to ask a question or make a comment verbally rather than via the online platform, a questions and comments phone line will be available during the Meeting. To utilise the questions and comments line, please call MUFG Pension and Market Services on 1300 554 474 (inside Australia) or +61 1300 554 474 (outside Australia) to register your participation and obtain the required access code.

Further information on how to participate and vote online is set out in the Online Meeting Guide. That Guide is available at www.aqcltd.com, and has been lodged with the ASX, together with this Notice of Meeting.

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where they consider it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a directed proxy by 10.00am on 27 November 2024, even if they plan to attend the Meeting online or in person.

Terms used in this Notice of Meeting are defined in section 10 (**Interpretation**) of the accompanying Explanatory Memorandum, which forms part of this Notice of Meeting.

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company for the financial year ended 30 June 2024.

Notice of Annual General Meeting

1. Resolution 1 - Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2024 (as set out in the Directors’ Report) is adopted.”

Voting exclusion: The Company will disregard any votes cast on this Resolution:

- by or on behalf of a member of the Company’s Key Management Personnel named in the Company’s Remuneration Report for the year ended 30 June 2024 (which includes the Directors) or their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company’s Key Management Personnel at the date of the Meeting or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on this Resolution:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy even though this Resolution is connected with the remuneration of the Company’s Key Management Personnel.

2. Resolution 2 - Election of John Robinson as a Director

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

“That Mr John Robinson, who retires under the Company’s constitution and Listing Rule 14.4 and, being eligible, offers himself for election, is elected as a director.”

3. Resolution 3 - Election of Jeffrey Gerard as a Director

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

“That Mr Jeffrey Gerard, who retires under the Company’s constitution and Listing Rule 14.4 and, being eligible, offers herself for election, is elected as a director.”

4. Resolution 4 - Election of Nicholas Johansen as a Director

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

“That Mr Nicholas Johansen, who retires under the Company’s constitution and Listing Rule 14.4 and, being eligible, offers himself for election, is elected as a director.”

5. Resolution 5 - Ratification of the issue of 80,010,673 Placement Shares

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 80,010,673 Shares on 11 October 2024 at an issue price of \$0.12 per Share pursuant to the Company’s institutional placement (**Placement**), in accordance with the terms set out in the Explanatory Memorandum, be ratified.”*

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Notice of Annual General Meeting

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Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who received Shares pursuant to the Placement; or
- (b) any Associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair to vote on this Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
 - ii. the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 - Ratification of the issue of 10,713,909 Broker Options

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 10,713,909 unlisted Broker Options on 30 October 2024 with an expiry date 3 years from the date of issue and an exercise price of \$0.34 per Broker Option, that may be exercised at any time up until their expiry, in accordance with the terms set out in the Explanatory Memorandum, be ratified.”

1. Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) A person who received the Broker Options; or
- (b) any Associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair to vote on this Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

Notice of Annual General Meeting

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| <ul style="list-style-type: none">i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; andii. the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way. |
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7. **Resolution 7 - Approval to issue an additional 10% of the fully paid ordinary issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A**

To consider and, if thought fit, pass the following Resolution as a Special Resolution of the Company:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the fully paid ordinary issued capital of the Company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and on the terms and conditions in the Explanatory Memorandum (**Placement Securities**).”*

As the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, a voting exclusion statement has not been included with this Notice of Meeting. Given it is not known who will participate in the issuances under the Additional 10% Placement Capacity, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Important information about voting on the resolutions

In accordance with section 250JA of the Corporations Act, each resolution set out in this Notice of Meeting will be conducted by a poll, rather than on a show of hands.

By order of the Board

Craig McPherson
Company Secretary
31 October 2024

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Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Australian Pacific Coal Limited ACN 089 206 986 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Suite 603, Level 6, 50 Berry Street, North Sydney 2060 and online at <https://meetings.linkgroup.com/agm/AQC24> on 29 November 2024 commencing at 10.00am (Sydney time).

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

Terms used in this Explanatory Memorandum are defined in section 10.

2. Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and for the financial year ended 30 June 2024 was released to the ASX on 30 September 2024 and subsequently dispatched to Shareholders as required.

During this item of business, Shareholders as a whole will be given a reasonable opportunity to ask questions and make comments about the Annual Report and the business and management of the Company. Shareholders will also be given a reasonable opportunity as a whole to ask a representative of the Company's auditor, Hall Chadwick Chartered Accountants, questions in relation to the conduct of the audit, the preparation of the content of the Auditor's Report, the accounting policies adopted by the Company, and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the Company's Annual Report at <http://www.aqcltd.com/site/investors/annual-reports>. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 - Remuneration Report

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

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the consolidated entity, including details of performance-related remuneration and any options or other securities granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

Explanatory Memorandum

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

A reasonable opportunity will be provided to Shareholders as a whole for discussion of the Remuneration Report at the Meeting.

Shareholders should note that the vote on Resolution 1 is advisory only, and does not bind the Company or the Directors. However, the Board will take the outcome of the vote into account when considering the Company's future remuneration.

Under the Corporations Act, if at least 25% of the votes validly cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against the resolution, Shareholders must be given an opportunity to vote on a 'spill resolution' at the second meeting. This is known as the 'two strikes' rule.

At the 2023 annual general meeting of the Company, over 99 per cent of the votes cast on the resolution to adopt the remuneration report for the financial year ended 30 June 2023 were cast in favour of the resolution.

4. Resolution 2 - Election of John Robinson as a Director

John Robinson was appointed as a Director on 5 June 2024 and, being eligible, offers himself for election as a Director.

Mr Robinson is an accomplished executive and director with background in the property, mining and retail sectors. John is also the former Managing Director of Australian Pacific Coal Limited from 30 October 2018 to 18 November 2019.

Mr Robinson holds the following qualification: Bachelor of Accounting.

Mr Robinson, if elected, would be considered not to be an independent Director given he was a nominee to the Board by the Company's largest shareholder, Trepang Services Pty Ltd.

5. Resolution 3 - Election of Jeffrey Gerard as a Director

Jeffrey Gerard was appointed as a Director on 5 June 2024 and, being eligible, offers herself for election as a Director.

Mr Gerard is a seasoned Company Director of exploration, development and operating companies globally. He has over 40 years' management experience in the resource industry gained through various technical, operational, commercial and executive management roles with global mining companies in Australia and internationally.

Mr Gerard holds the following qualifications: Associate Diploma in Applied Chemistry.

Mr Gerard, if elected, would be considered to be an independent Director.

6. Resolution 4 – Election of Nicholas Johansen as a Director

Nicholas Johansen was appointed as a Director on 9 January 2023 and, being eligible, offers himself for election as a Director.

Mr Johansen is a solicitor with extensive mining experience, ranging from junior exploration to production, across a range of commodities. Mr Johansen has expertise in transactions, resources regulation, native title and environmental law. Mr Johansen completed his Graduate Diploma of Legal Practice at Australian National University. In addition, he holds a BA in economics from the University of Adelaide.

Explanatory Memorandum

Mr Johansen holds the following qualifications: Bachelor of Economics; Bachelor of Law.

Mr Johansen, if elected, would be considered not to be an independent Director given he was a nominee to the Board by the Company's largest shareholder, Trepang Services Pty Ltd.

7. Resolution 5 - Ratification of the issue of 80,010,673 Placement Shares

Background

On 2 October 2024, the Company announced a capital raising of \$20 million via an institutional placement to raise up to approximately A\$9.6 million (**Placement**) and a fully underwritten 1 for 6.16 pro-rata accelerated non-renounceable entitlement offer to raise approximately A\$10.4 million (**Entitlement Offer**).

On 11 October 2024, the Company announced that it had completed the issue of 80,010,673 fully paid ordinary shares pursuant to the Placement at an issue price of \$0.12 per Share (**Placement Shares**).

Listing Rule 7.1 provides that an entity must not, subject to certain exemptions, issue or agree to issue more Equity Securities during any 12-month period, than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Limit**) without Shareholder approval. The Placement Shares were issued without Shareholder approval under the Company's existing placement capacities as provided for by Listing Rule 7.1.

Listing Rule 7.4 permits Shareholders to ratify a previous issue of Equity Securities in a general meeting, and provided that the previous issue did not breach Listing Rule 7.1 when it was made, those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1. This will mean that the Placement Shares will not be deducted from the Company's placement capacity under Listing Rule 7.1.

Accordingly, the Company now seeks Shareholder approval to ratify the issue of the Placement Shares in accordance with Listing Rule 7.4.

If Resolution 5 is passed, the 80,010,673 Placement Shares will be excluded in calculating the Company's capacity limit pursuant to Listing Rule 7.1. Therefore, the Company will retain the flexibility to issue Equity Securities to the 15% Limit. Please note that if Shareholders approve Resolution 5, equity raisings conducted by the Company without Shareholder approval would remain subject to the 15% Limit.

If Resolution 5 is not passed, the 80,010,673 Placement Shares will be included in calculating the Company's capacity limit pursuant to Listing Rules 7.1. This means that if Resolution 5 is not passed, the Company's capacity under Listing Rule 7.1 will be more limited, which may hamper the Company's ability to take advantage of any commercial opportunities as they may arise or otherwise issue securities as the needs arise.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 5:

Names of allottees	The Placement Shares were issued to various professional and sophisticated investors selected by the Company in consultation with lead manager, Ord Canaccord Genuity (Australia) Limited (Lead Managers).
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Explanatory Memorandum

	[No Related Party, member of the Key Management Personnel, substantial (10%+) holder of the Company, advisor to the Company or any of their respective Associates participated in the Placement.
Number and class of securities issued	The Company issued 80,010,673 Placement Shares. The Placement Shares rank, from their date of issue, equally with all other Shares on issue.
Date of issue	The Placement Shares were issued on 11 October 2024.
Issue Price	The issue price for the Placement Shares was \$0.12 per Share, for total consideration of \$9,601,281.
Purpose and use of Funds	The funds raised from the Placement have been and will be applied to additional working capital (including costs of the offer) and fund ongoing works at the Dartbrook mine.
Material terms of agreement	The relevant agreement provided that the issue price of Placement Shares is \$0.12 and includes various other conditions usual for a placement of this sort.

The Directors consider that the approval of the issue of the Shares under the Placement described above is in the Company's best interests. It provides the Company with flexibility to issue up to the maximum number of Shares permitted under ASX Listing Rule 7.1 in the next 12 months, should it be required.

8. Resolution 6 — Ratification and approval of the issue of 10,713,909 Broker Options

Background

As set out in Section 7, on 2 October 2024 the Company announced a capital raising of \$20 million via an institutional placement to raise up to approximately A\$9.6 million (**Placement**) and a fully underwritten 1 for 6.16 pro-rata accelerated non-renounceable entitlement offer to raise approximately A\$10.4 million (**Entitlement Offer**).

As part of the capital raising, the Company entered into a lead manager mandate (Mandate) and an underwriting agreement (Underwriting Agreement) with Canaccord Genuity (Australia) Limited (Underwriter) pursuant to which the Underwriter agreed to lead manager the Placement and underwrite the Entitlement Offer.

Under the terms of the Underwriting Agreement, the Company agreed to issue the Underwriter 10,713,909 options each with an exercise price of \$0.34 each and expiring on the third anniversary of their issue ('Broker Options')

The 10,713,909 Broker Options were issued to the Underwriter on 30 October 2024.

Listing Rules

A summary of Listing Rules 7.1 and 7.4 is set out in section **Error! Reference source not found.**

The 10,713,909 Broker Options described above were issued without Shareholder approval under the Company's existing placement capacities as provided for by Listing Rule 7.1.

The Company now seeks Shareholder approval to ratify the issue of the 10,713,909 Broker Options in accordance with Listing Rule 7.4.

If Resolution 6 is passed, the 10,713,909 Broker Options will be excluded in calculating the Company's capacity limit pursuant to Listing Rule 7.1. Therefore, the Company will have greater capacity to issue Equity Securities within the 15% Limit. Please note that if Shareholders

Explanatory Memorandum

approve Resolution 6, equity raisings conducted by the Company without Shareholder approval would remain subject to the 15% Limit.

If Resolution 6 is not passed, the 10,713,909 Broker Options will be included in calculating the Company's capacity limit pursuant to Listing Rule 7.1. This means that the Company's capacity under Listing Rule 7.1 will be more limited, which may hamper the Company's ability to take advantage of any commercial opportunities as they may arise or otherwise issue securities as the needs arise.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 6.

Listing Rule	Information
Names of allottees	The Company issued the 10,713,909 Broker Options to the Underwriter. No Related Party, member of the Key Management Personnel, substantial (10%+) holder of the Company, advisor to the Company or any of their respective Associates was issued Broker Options.
Number and class of securities issued	The Company issued 10,713,909 Broker Options. The material terms of the Broker Options are set out in the Annexure A to the Notice of Meeting.
Date of issue	The 10,713,909 Broker Options were issued on 30 October 2024.
Issue Price	The issue price for the 10,713,909 Broker Options was nil.
Purpose and use of Funds	The 10,713,909 Broker Options were issued to remunerate the Underwriter for the services provided. Accordingly, the Broker Options were issued for nil consideration and no funds were raised from the issue of the Broker Options. Funds raised on the exercise of Broker Options will be used to fund the Company's business activities, including working capital, at the time those Broker Options are exercised (if at all).
Material terms of agreement	The Lead Manager Mandate and Underwriting Agreements provided: <ul style="list-style-type: none"> (i) that the Lead Manager would support the Company in undertaking the Placement and Underwrite the Entitlement Offer; (ii) that the Lead Manager would receive: <ul style="list-style-type: none"> a) a 2% management fee of total funds raised; b) a 4% selling fee of total funds raised;; and c) the Broker Option. (iii) for various other standard conditions for a lead manager agreement of this sort, including various indemnities in favour of the Lead Manager in respect of their role.

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Explanatory Memorandum

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

9.1 Introduction

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Additional 10% Placement Capacity**).

An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less at the date of the Meeting. The Company is an Eligible Entity for these purposes.

Resolution 6 seeks Shareholder approval by way of Special Resolution for the Company to have the Additional 10% Placement Capacity.

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A, and will remain subject to the 15% Limit without Shareholder approval.

9.2 Specific information required by Listing Rule 7.3A

(a) The period for which the approval will be valid - Listing Rule 7.3A.1

As required by Listing Rule 7.1A.1, the Company will only issue and allot new Equity Securities pursuant to Listing Rule 7.1A (**Placement Securities**) during the approval period. The approval under Resolution 6 for the issue of the Placement Securities will cease to be valid on the first to occur of the following:

- Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company);
- the Company's next AGM; and
- the 12 month anniversary of this AGM.

(b) Minimum price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must be issued for cash consideration, in the existing quoted class of securities (ASX: AQC) and have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within ten trading days of the date in paragraph 9.2(b)(1) above, the date on which the Placement Securities are issued.

Explanatory Memorandum

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

(c) **Purpose - Listing Rule 7.3A.3**

The purpose for which the Placement Securities may be issued include to raise funds for the Company. Funds raised from the issue of Placement Securities, if undertaken, would be applied towards:

- (1) an acquisition of new assets or investments (including expenses associated with such an acquisition);
- (2) continued exploration and development expenditure on the Company's current assets; and/or
- (3) general working capital.

(d) **Risk of economic and voting dilution - Listing Rule 7.3A.4**

As provided by Listing Rule 7.3A.4, if Resolution 6 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

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

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

As required by Listing Rule 7.3A.4, the table below shows the potential dilution effect, in circumstances where the issued share capital has doubled and the market price of the shares has halved. The table also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the market price of the shares has:

- (1) decreased by 50%; and
- (2) increased by 100%.

Explanatory Memorandum

Issued capital	Share	50% decrease in market price \$0.065		Current market price \$0.13		100% increase in market price \$0.26	
		10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised
Present issued Share capital = 671,055,261 Shares		67,105,526	\$4,361,859	67,105,526	\$8,723,718	67,105,526	\$17,447,437
50% Increase in Share capital = 1,006,582,892 Shares		100,658,289	\$6,542,789	100,658,289	\$13,085,578	100,658,289	\$26,171,155
100% Increase in Share capital = 1,342,110,522 Shares		1324,211,052	\$8,723,718	1324,211,052	\$17,477,437	1324,211,052	\$34,894,874

Note that the issued capital of the Company may increase as a result of issues of Shares that do not require Shareholder approval (such as a pro-rata rights issue).

(e) **Assumptions and explanations**

- (1) The market price is \$0.13, based on the closing price of the Shares on ASX on 28 October 2024.
- (2) The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% under Listing Rule 7.1.
- (3) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- (4) The Company issues the maximum number of Placement Securities.
- (5) The issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 28 October 2024.
- (6) The issue price of the Placement Securities used in the table is the same as the market price and does not take into account the discount to the market price (if any).

(f) **Company's allocation policy - Listing Rule 7.3A.5**

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

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

Explanatory Memorandum

The allottees of any Shares under the Additional 10% Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

(g) **Previous issues under Listing Rule 7.1A.2 - Listing Rule 7.3A.6**

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding this AGM.

9.3 Voting exclusion statement

As the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, a voting exclusion statement has not been included with this Notice of Meeting. Given it is not known who will participate in the issuances under the Additional 10% Placement Capacity, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

10. Interpretation

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company or the Directors.

Annual Report means the annual report for the Company released to the ASX on 30 September 2024.

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

Board means the board of directors of the Company.

Chair means the person who chairs the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations for the purposes of this definition (noting that no definition is currently prescribed by the Corporations Regulations).

Company means Australian Pacific Coal Limited ACN 089 206 986.

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

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

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

Director means a director of the Company.

Eligible Entity has the meaning given to that term in the Listing Rules.

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

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

Explanatory Memorandum

Key Management Personnel or **KMP** has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

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

Meeting, Annual General Meeting or **AGM** means the annual general meeting to be held at Suite 603, Level 6, 50 Berry Street, North Sydney 2060 on 29 November 2024 as convened by the accompanying Notice of Meeting.

Notice of Meeting means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

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

Relevant Period means the 12 month period immediately preceding the date of the issue or agreement.

Remuneration Report means the remuneration report as contained in the annual Directors' Report of the Company for the financial year ending 30 June 2024.

Resolution means a resolution as set out in the Notice of Meeting.

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

Shareholder means a holder of Shares in the Company.

Special Resolution means a resolution where the following conditions are satisfied:

- (a) notice given under section 249J of the meeting at which the resolution is proposed must include the information required by section 249L(1)(c) of the Corporations Act in relation to the resolution;
- (b) the resolution must be passed by at least 75% of the votes cast by members who are entitled to vote on the resolution; and
- (c) the resolution must be otherwise valid.

VWAP means the volume weighted average price.

Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Craig McPherson (**Company Secretary**):

Level 1
371 Queen Street
Brisbane Qld 4000
+61 7 3221 0679

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Voting information

Proxy, representative and voting entitlement instructions

Voting Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7:00pm (AEDT) on 27 November 2024 will be entitled to attend and vote at the Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the Company's Share register will be counted.

Proxies and representatives

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

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under section 250D of the Corporations Act.

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

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below, or the Share Registry, C/- MUFG Pension and Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia (or as otherwise set out on the proxy form)** 48 hours before the time for holding the Meeting, or the adjourned Meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Link Market Services
Attn: Australian Pacific Coal Limited
Level 12, 680 George Street Sydney NSW 2000
Telephone No: 130 554 474; +61 1300 554 474
Facsimile No: +61 2 9287 0309
Online: <https://investorcentre.linkgroup.com>

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

A proxy form accompanies this Notice of Meeting.

Proxy voting by the Chair of the Meeting

If you have lodged a directed proxy, and your appointed proxy either does not attend the Meeting or does not vote on a Resolution, then the Chair of the Meeting is taken to have been appointed as your proxy for that Resolution, and will vote on a poll in accordance with your voting instruction.

If the Chair of the Meeting is appointed as your proxy or becomes your proxy by default, by signing and returning the proxy form, you are expressly authorising the Chair of the Meeting to vote all available proxies on Resolutions 1 and 7 as he or she sees fit, even though those resolutions are connected directly or indirectly with the remuneration of the Key Management Personnel.

Annexure A

Material terms of the Broker Options

1. Exercise Price and Exercise Periods

Each Broker Option entitles the holder to acquire one (1) fully paid Share on payment to AQC of \$0.34 per Option (**Exercise Price**).

The Broker Options are exercisable at any time up to the date which is thirty six (36) months after the date of issue (**Exercise Period**).

2. Manner of Exercise

The Holder may exercise the Broker Options by delivering to the Company's registered address a signed notice in writing (**Exercise Notice**), together with payment (in cleared funds) to AQC of the aggregate Exercise Price for the number of Broker Options exercised.

Broker Options can only be exercised in minimum increments of 50,000 Broker Options, unless the delivery of an Exercise Notice would leave the Holder with less than 50,000 Broker Options in which case the Holder must exercise all Broker Options held by it.

3. Shares Issued on Exercise of Broker Options

Upon the exercise of any Broker Options, AQC must, within ten (10) business days of receiving an Exercise Notice and all relevant documents and payments (in cleared funds):

- (1) issue Shares that rank equally with the then issued Shares on and from their date of issue; and
- (2) if AQC's Shares are quoted on the ASX at the time of the exercise of any Broker Options, then apply to the ASX for the quotation of the Shares to be issued upon their exercise.

4. Quotation and Transfer

AQC has not made, and will not make, any application to the ASX for quotation of the Broker Options. However, the Broker Options are transferable to any one or more third parties in any manner approved by the ASX or the Corporations Act.

5. Participation Rights or Entitlements

The Broker Options do not provide a right to participate in any new issue of securities or other entitlements offered to Shareholders during the term of the Broker Options.

6. Bonus Issues

If, prior to the expiry of the Broker Options, AQC makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which a Broker Option is exercisable may be increased by the number of Shares which the holder would have received if the Broker Option had been exercised before the date for calculating entitlements to the bonus issue.

7. Pro-Rata Issue

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Annexure A

If, after the date of the issue of the Broker Options and prior to the Expiry Date, AQC announces a pro-rata issue of Shares to Shareholders, the exercise price of the Broker Options will be reduced in accordance with ASX Listing Rule 6.22.2.

8. Capital Reorganisation

If there is a reorganisation of the issued capital of AQC (including any consolidation, subdivision, reduction, or return of capital), the rights of the Holder as holder of the Broker Options shall be changed to the extent necessary to comply with ASX Listing Rules at the time of the reorganisation.

9. Variation to Terms

The terms of the Broker Options shall only be changed if the Shareholders approve such change. However, except as set out clauses 6, 7 and 8 of this Annexure C and as provided for in the Listing Rules, the terms of the Broker Options shall not be changed to reduce the Exercise Price, increase the number of Broker Options or change any period for exercise of the Broker Options.



Australian Pacific Coal

ABN 49 089 206 986

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

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

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Friday, 29 November 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Suite 603, Level 6, 50 Berry Street, North Sydney 2060** or logging in online at <https://meetings.linkgroup.com/AQC24> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of the issue of 80,010,673 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of John Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of the issue of Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Jeffrey Gerard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval to issue an additional 10% of the fully paid ordinary issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Nicholas Johansen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

AQC PRX2402N

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Wednesday, 27 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN)..



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* in business hours (Monday to Friday, 9:00am–5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

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