

1 November 2013

Correction to Proxy Form for the company's 2013 Annual General Meeting to be held on 29 November 2013.

We have noted a typographical error in the Proxy Form for the company's 2013 Annual General Meeting to be held on 29 November 2013. A corrected version of the proxy form is attached to this notice.

Resolution 6. On the Proxy Form refers to ratification of the issue of 10,000,000 shares whereas the Notice of Meeting and Explanatory Memorandum refer to the ratification of the issue of 11,111,111 shares. The correct number of shares is 11,111,111.

I confirm that the Company will accept any proxy vote on Resolution 6 as valid where the shareholder has used the Proxy Form included with the meeting materials previously provided to them. If they wish, shareholders entitled to vote may choose to download and print the attached amended Proxy Form. Please return the completed amended Proxy Form in accordance with the Proxy Form Instructions.

If you have any concerns or questions, please do not hesitate to contact me either by phone or email.

Phone: +61 7 3221 0679

email: cosec@aqcltd.com



Kevin Mischewski
Company Secretary

Proxy Form Instructions

Proxy, representative and voting entitlement instructions

Proxies and representatives

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

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

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

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Australian Pacific Coal Limited
PO Box 16330, City East, QLD, Australia, 4002

Telephone No: (07) 3221 0679

Facsimile No: (07) 3229 9323

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

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm (Sydney time) on 27 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) 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.

Proxy Form

I / We

of

being shareholder(s) of Australian Pacific Coal Limited (**Company**)

hereby appoint:

of:

or failing him/her:

of:

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at The Stanley Room, Stamford Plaza Brisbane, Corner Edward and Margaret Streets, Brisbane Queensland 4000, on 29 November 2013 at 2:00pm (Brisbane time) and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

Use of Proxy

Direction on how to vote

If you wish to direct the Proxy how to vote, ***please place a mark in the appropriate boxes below.***

I/we direct my/our proxy to vote as indicated below:

Resolution	For	Against	Abstain
Resolution 1 – Remuneration Report	☐	☐	☐
Resolution 2 – Re-election of Peter Ziegler	☐	☐	☐
Resolution 3 – Re-election of Paul Ryan	☐	☐	☐
Resolution 4 - Ratification of ASOF Shares	☐	☐	☐
Resolution 5 – Ratification of Convertible Security	☐	☐	☐
Resolution 6 – Approval and/or ratification of issue of 11,111,111 Shares	☐	☐	☐
Resolution 7 – Approval to adopt new Officers, Executives, Consultants and Employee Share Plan	☐	☐	☐
Resolution 8 – Removal of Sothertons (Brisbane) as Company auditor	☐	☐	☐
Resolution 9 - Appointment of Sothertons (Melbourne) as Company auditor	☐	☐	☐
Resolution 10 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	☐	☐	☐

No direction on how to vote - Chairman as Proxy (Excluded Resolutions)

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do **NOT** wish to direct your proxy how to vote as your proxy in respect of the resolution/s, ***please place a mark in the box opposite.***

☐

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of resolution/s (**Relevant Resolution/s**) and that votes cast by the Chair of the meeting for the Relevant Resolution/s other than as proxy holder will be disregarded because of that interest.

If the Chair of the meeting is your proxy and you do not mark this box or direct the Chair of the meeting how to vote above, the Chair of the meeting will not cast your votes on the Relevant Resolution/s and your votes will not be counted in calculating the required majority if a poll is called on the Relevant Resolution/s.

The Chair intends on voting all undirected proxies in favour of all Relevant Resolutions.

Proxy Form

No Direction on how to vote - General

If you do **not** direct your proxy on how to vote as your proxy in respect of the resolution/s, the Proxy may cast your vote as the Proxy thinks fit or may abstain from voting. By signing this appointment you acknowledge that, subject to the *Corporations Act 2001* (Cth), the Proxy may exercise your proxy even if he/she has an interest in the outcome of the resolution/s and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest (subject to the section above in relation to voting on Relevant Resolutions by the Chair of the meeting).

Apportionment - Multiple Proxies

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is %.
(An additional proxy form will be supplied by the Company on request)

Apportionment – Multiple Shares

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares. (Note: proxy will be over all shares if left blank)

Individual or Security holder 1

**Sole Director and
Sole Company Secretary (If appointed)**

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date