



29 March 2019

Mr Alex Sutton
Compliance Adviser, Geology
Listings Compliance (Sydney)
ASX Ltd
20 Bridge Street
Sydney NSW 2000
By email

Dear Mr Sutton,

Re: Your letter date 29 March 2019

In response to your letter, Pacific American Coal Limited (**Company**) has considered the matters you raise and responds as follows:

1. *Please explain why the Notice was lodged late.*

The late lodgement of the Notice was an oversight. There were internal miscommunications within the Company about the effective date Mr Matthew Hill ceased to be an alternate director.

Upon realising the oversight, the Company released a market announcement notifying the effective date Mr Matthew Hill ceased to be an alternate director and an Appendix 3Z - on the same day the oversight was identified.

2. *What arrangements does the Company have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?*

Each director of the Company (**Director**) is notified, at the time of appointment, of the Company's obligations under listing rule 3.19A and that Director's responsibility to provide the Company with the necessary information.

The Company has an agreement with each Director under which each Director accepts a liability to provide the necessary information to the Company, to enable the Company to comply with the ASX Listing Rules.

3. *If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?*

The Company believes that the current arrangements are adequate and being enforced.

This late disclosure was an isolated incident and Directors are each aware of the Company's responsibilities under Listing Rule 3.19B.

Yours sincerely,

Ian Morgan
Company Secretary



29 March 2019

Mr Ian Morgan
Company Secretary
Pacific American Coal Limited
Suite 1002 Level 10
11 Clarence Street
Sydney NSW 2000

By email:

Dear Mr Morgan

Pacific American Coal Limited ('PAK'): Appendix 3Z – Final Director's Interest Notice Query

ASX refers to the following:

1. Pacific American Coal's Appendix 3Z lodged on MAP on 28 March 2019 for Mr Matthew Hill (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *"The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director."*

3. Listing rule 3.19B which states that:

"An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director."

As the Appendix 3Z indicated that the director ceased to be a director on 1 January 2019 it appears the Appendix 3Z should have been lodged with ASX by 7 January 2019. As it was lodged on 28 March 2019, it appears that PAK may have breached Listing Rules 3.19A.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds PAK of its contract with ASX to comply with the Listing Rules. In the circumstances, PAK should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Z was lodged late.
2. What arrangements does PAK have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does PAK intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 2 April 2019.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards



Alex Sutton
Compliance Adviser, Geology, Listings Compliance (Sydney)