

6 July 2018

Acacia Coal Limited (ASX:AJC) (**Company**) advises that the Company has prepared the following Addendum to the Notice of Meeting for the General Meeting to be held on Monday, 23 July 2018 at 9:30am at Ground Floor, 16 Ord Street, Western Australia.

As announced on 18 June 2018, the Company intends to make a pro-rata entitlements offer to existing shareholders at an issue price of \$0.001 per fully paid ordinary share (**Share**) on a one-for-one basis, to raise a total of \$2,043,201 before costs (**Rights Issue**).

Under the Rights Issue, any entitlement not taken up by eligible Shareholders will form part of the shortfall (**Shortfall**). It is currently intended that the joint lead managers to the Rights Issue will manage the Rights Issue and have the right to place any Shortfall.

On 21 June 2018, the Company lodged a notice of meeting (**Notice**) seeking approval, among other things, to issue up to 170,000,000 Shares that may be available to be allocated as part of any Shortfall to the Rights Issue, to directors of the Company (**Directors**).

In respect of the Notice, the Company sought a waiver from ASX Listing Rule 10.13.3 not to state that the issue of any Director Shortfall Shares would occur *no later than 1 month after the date of the meeting*. The timing waiver was sought in order to enable the Company sufficient time to:

1. seek shareholder approval for the Acquisition (as defined in the Notice);
2. complete the Acquisition prior to conducting the Capital Raising (as defined in the Notice); and
3. issue any Director Shortfall Shares.

#### **Waiver**

On 6 July 2018, ASX granted the Company a waiver from Listing Rule 10.13.3. The terms of the waiver are set out as follows:

1. "Based solely on the information provided, ASX Limited (**ASX**) grants Acacia Coal Limited (the **Company**) a waiver from listing rule 10.13.3 to the extent necessary to permit an addendum to the notice of meeting released on the ASX platform on 21 June 2018 (**Addendum**) including a resolution seeking shareholder approval for directors to participate in the allocation of up to 170,000,000 shortfall shares where entitlements are not taken up pursuant to the Company's proposed non-renounceable rights issue to raise up to \$2,043,201 (**Entitlement Offer**) in the following allocations:
  - (a) up to 40,000,000 shares to be issued to Mr Adam Santa Maria under the shortfall to the Entitlement Offer;
  - (b) up to 70,000,000 shares to be issued to Mr Logan Robertson under the shortfall to the Entitlement Offer; and
  - (c) up to 60,000,000 shares to be issued to Mr Brett Lawrence under the shortfall to the Entitlement Offer,

(together, the **Director Shortfall Shares**),

not to state that the Director Shortfall Shares will be issued within one month of the date of the shareholders' meeting.



2. The waiver in resolution 5 is subject to the following conditions:
  - (a) The Company issues the Director Shortfall Shares to the Directors no later than 2 months after the date of the meeting.
  - (b) If the Company releases its annual report during a period in which the Director Shortfall Shares are issued or remain to be issued, the annual report discloses details of the Director Shortfall Shares that have been issued and any the Director Shortfall Shares remaining to be issued.
  - (c) In any half year or quarterly report for a period during which any of the Director Shortfall Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Director Shortfall Shares issued during the reporting period, the number of Director Shortfall Shares that remain to be issued and the basis on which the Director Shortfall Shares may be issued.
  - (d) The Company releases the terms of this waiver to the market in the Addendum.
3. ASX has considered listing rule 10.13.3 only and makes no statement as to the Company's compliance with other listing rules.

#### **Addendum**

In respect of the waiver, the Company amends section 9.4(b) of the Notice by this Addendum.

#### **Proxy Forms**

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was provided with the original Notice of Meeting and you wish to change your vote, you must complete and return a new Proxy Form. Please contact the Company if you require a new Proxy Form.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and you do not wish to change your vote, you do not need to take any action as the earlier submitted Proxy Form will be accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form.

To vote in person, please attend the Meeting at the time, date and place set out above.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9482 0520.



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## ACACIA COAL LIMITED

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### ADDENDUM TO NOTICE OF GENERAL MEETING

Acacia Mining Limited (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Meeting and Explanatory Memorandum dated Thursday, 21 June 2018 in respect of General Meeting to be held on Monday, 23 July 2018 at 9:30am at Ground Floor, 16 Ord Street, Western Australia (**Meeting**), the Directors have resolved to amend the information relating to Resolution 5 contained in Section 9.4(b) of the Explanatory Memorandum.

The numbering used in this Addendum reflects the numbering used in the Notice and the Explanatory Memorandum. Capitalised terms used in this Addendum are as defined in the Notice and the Explanatory Memorandum, unless expressly defined otherwise.

### Explanatory Memorandum

**Section 9.4(b) is deleted and replaced with the following:**

9.4(b)      *the Director Shortfall Shares will be issued no later than 2 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);*