



International Coal Limited

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6 January 2015

Anjuli Sinniah
Adviser, Listings Compliance
ASX Compliance Pty Ltd
Level 40 Central Park
152-158 St Georges Tce
PERTH WA 6000

By email: anjuli.sinniah@asx.com.au

Dear Ms Sinniah

International Coal Limited (the Company or ICX) – Appendix 3Y - Late Lodgement

We refer to your letter of 2 January 2015 in relation to the above matter. The Company's response is set out below, using the same numbering in your letter.

1. The Appendix 3Y in relation to 20,900 ICX ordinary shares purchased on-market on 16 December was lodged a day late due to a delay in notification of the completion of the trade to the relevant director, as the director was travelling.
2. The Company has adequate arrangements in place with its directors to ensure that the Company is able to meet its disclosure obligations under ASX Listing Rule 3.19A. These arrangements include compliance with and enforcement of the Company's Securities Trading Policy.
3. The Company is aware of its obligations under ASX Listing Rules 3.19A and 3.19B, and will continue to ensure compliance with and enforcement of the arrangements that it has in place with its directors. The Directors have been reminded of their obligations to notify the Company Secretary of any trades or other changes in their notifiable interests immediately they occur.

Yours sincerely

Kate O'Donohue
Company Secretary



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2 January 2015

Ms Kate O'Donohue
Company Secretary
International Coal Limited
ANZ Bank Building
Level 15, 324 Queen Street
BRISBANE QLD 4000

By email: odonohuek@companymatters.com.au

Dear Ms O'Donohue

International Coal Limited (the "Company")

We refer to the following:

1. The Company's announcement lodged with ASX Ltd ("ASX") on 24 December 2014 regarding a change of director's interest notice for Mr John Lester ("Appendix 3Y").
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 as follows.

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 3.19A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicates a change in Mr John Lester's notifiable interest occurred on 16 December 2014 an Appendix 3Y should have been lodged with the ASX by 23 December 2014 for that change. As the Appendix 3Y was lodged on 24 December 2014 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

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", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place 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 the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to Anjuli.Sinniah@asx.com.au. It should not be sent to ASX Market Announcements.

A response is requested as soon as possible and, in any event, not later than **3:00 pm WST on Tuesday 6 January 2015**.

Under listing rule 18.7A, a copy of this query 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. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Anjuli Sinniah

Adviser, Listings Compliance (Perth)