



29 June 2015

Ms Jill Hewitt  
Senior Adviser, Listings Compliance (Perth)  
ASX Compliance Pty Limited  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

Dear Ms Hewitt

**Atrum Coal NL (Company) – Response to Appendix 3Z Questions**

Thank you for your letter, dated 25 June 2015.

The Company addresses the questions in your letter as follows:

1. The Company confirms that the late lodgement of the Appendix 3Z in respect of Mr Eric Lilford was an administrative error.
2. The Company has letters of appointment in place with its Directors, that include, amongst other things, obligations on each Director to provide information to the Company with respect to a notifiable interest of a Director (as defined by the ASX Listing Rules) so that the Company can comply with, amongst other things, ASX Listing Rule 3.19A.
3. Whilst the Company believes its current arrangements are, on the face of them, adequate, the Company has taken the following additional steps to ensure that it complies with ASX Listing Rule 3.19A in the future:
  - a. the Company adopted an amended Securities Trading Policy on 26 June 2015. While the amendments primarily concern prohibiting key management personnel from entering into margin loans or similar funding arrangements in respect of the Company securities, the Securities Trading Policy continues to require the Directors of the Company to:
    - i. obtain prior written approval from the Managing Director of the Company, or in the case of the Managing Director, from the Chairman, before any purchase, sale or exercise of rights in relation to Company securities; and



- ii. notify the Company Secretary within two business days of any purchase, sale or exercise of rights in relation to Company securities,
- and includes an express statement with respect to the Company's obligation to notify ASX within five business days after any dealing in securities of the Company;
- b. the Company's former joint Company Secretary, Mr Gino D'Anna, has recently resigned from that office;
  - c. Mr Theo Renard has recently been appointed as Company Secretary; and
  - d. the Company Secretary has personally reminded each Director of the Company of the Company's obligations under ASX Listing Rule 3.19A, and the Directors' obligations to the Company under their respective letters of appointment.

Yours sincerely

**Theo Renard**  
Company Secretary



25 June 2015

Mt T Renard  
Company Secretary  
Atrium Coal NL  
Level 9, 1 O'Connell Street  
SYDNEY NSW 2000

Dear Mr Renard

**Atrium Coal NL (the "Company")**

We refer to the following:

1. The Company's announcement lodged with ASX Ltd ("ASX") on 24 June 2015 regarding final director's interest notice for Mr Eric Lilford ("Mr Lilford") ("Appendix 3Z").
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 an 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). The entity must complete an 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 an 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 indicated the resignation of Mr Lilford occurred on 31 October 2014 the Appendix should have been lodged with the ASX by 10 November 2014.. As the Appendix was lodged on 24 June 2015, it appears that the Company is 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 3Z 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 [jjill.hewitt@asx.com.au](mailto:jjill.hewitt@asx.com.au).. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than **9:00AM WST on Tuesday, 30 June 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]*

Jill Hewitt

**Senior Adviser, Listings Compliance (Perth)**