



# Malabar Coal Limited

ABN 29 151 691 468

**Annual Report**  
**30 June 2014**

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**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

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**MALABAR COAL LIMITED  
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**CHAIRMAN'S REPORT**

Dear Fellow Shareholder

It is my pleasure to present Malabar Coal's 2014 Annual Report on behalf of Malabar Coal's Board and Management team. Our focus is the development of the Spur Hill Underground Coking Coal Project ('Project'). Malabar Coal has the right to acquire up to 80% of the Project.

The period since 1 July 2013 has been successful, with a number of important milestones achieved:

- **Increased Resources Definition**

The JORC Resources Estimate was upgraded to 626 million tonnes. Of particular importance is the increase of the "Indicated" category of resources to 394 million tonnes, which reflects increased geological confidence.

- **Initial Maiden Reserves Estimate**

Malabar Coal was pleased to announce its maiden JORC Reserves Estimate. The Probable Reserves Estimate of 91 million tonnes was calculated for solely the Whynot and Bowfield seams, which are two seams targeted for initial mining. Further exploration and technical studies are expected to progressively convert an increasing proportion of the remaining Resources to Reserves.

- **Pre-Feasibility Study**

A Pre-feasibility Study was completed confirming the deposit will support an economic underground mine producing high quality coal at competitive operating costs, and the project will have a low environmental impact.

- **Approvals**

The Project achieved a number of significant approval milestones, including:

- ***Gateway Certificate received***

The first new coal project in NSW to receive a Gateway Certificate.

- ***Preliminary Environmental Assessment lodged***

The Preliminary Environmental Assessment ('PEA') for the Project was lodged in the June quarter.

- ***Environmental Assessment Requirements received***

In response to the PEA, the NSW Department of Planning & Environment issued its Environmental Assessment Requirements ('EARs') on 23 July 2014. The EARs determine the scope for the Environmental Impact Statement ('EIS'). The EARs are consistent with our expectations. Preparation of our Environmental Impact Statement (EIS) and Development Application ('DA') is well advanced, with submission expected in the first half of calendar 2015.

- **Mining Lease Applications submitted**

Mining Lease Applications ('MLAs') were submitted. The approval process for the MLAs runs parallel with the assessment of the EIS and DA. A mining lease will only be granted once development consent is obtained.

- **Strategic Land Transactions**

Three additional strategic land acquisitions were completed. We also secured a property easement and entered an agreement to lease another property. These additional land tenures assist in locating the Project's surface infrastructure, providing alternatives for transportation of coal from surface infrastructure to the main rail line.

### **Community and Landholder Consultation and Activities**

Malabar Coal seeks to develop and maintain strong ties with its local community through ongoing engagement with residents, employment of local staff and contractors, and regular meetings with key community stakeholders.

Malabar Coal also plays an active community role through financial contributions to local initiatives including; aged care, education, emergency services, tourism developments, and local sporting and community organisations.

### **Corporate**

It was my pleasure to announce the appointment of Graeme Booth as Managing Director. Graeme was Malabar Coal's Chief Financial Officer and Commercial Manager prior to his internal promotion.

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**CHAIRMAN'S REPORT (continued)**

As the Project progresses, the structure of Malabar Coal's Management team will continue to be assessed.

While Malabar Coal's share price has suffered as a result of low coal prices and a high \$USD, in the longer term Malabar Coal's shareholders will benefit as the Project advances and coal markets improve (as anticipated by coal market forecasts).

The Company will continue to assess growth opportunities during this interim period of low coal prices.

**Outlook**

During the 2015 financial year we look forward to advancing the Project through:

- finalising and submitting the EIS and DA
- ongoing exploration
- ongoing engineering
- advancing longer term Project funding

We thank Shareholders for their continued support and look forward to reporting further progress during the year ahead.



Wayne Seabrook

Chairman

10 October 2014

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**MALABAR COAL LIMITED  
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**DIRECTORS' REPORT**

Your directors present their report, together with the consolidated financial statements of Malabar Coal Limited ('the Company' or 'Malabar') and its controlled entities ('the Group') for the year ended 30 June 2014.

**Directors**

The directors of the Company during or since the end of the financial year are:

Wayne Seabrook	Non-Executive Chairman	
Graeme Booth	Managing Director	(Appointed 29 August 2014)
Hans Mende	Non-Executive Director	
Andrew (Andy) Plummer	Non-Executive Director	
Simon Keyser	Non-Executive Director	
Anthony (Tony) Galligan	Non-Executive Director	
Grant Polwarth	Alternate to Hans Mende	(Appointed 30 January 2014) (Resigned 19 August 2014)
Nicole Hollows	Alternate to Hans Mende	(Appointed 19 August 2014)

**Principal Activities**

The principal activity of the Group during the financial year was the development of the Spur Hill Underground Coking Coal Project ('Project') on Exploration Licence 7429 ('EL 7429') in the Upper Hunter Valley Region of New South Wales. Once operational the Project is expected to produce predominantly high quality low ash soft and semi-soft coking and low ash export thermal coal products from its underground mining operations.

Key Project activities during the year included significantly advancing development activities through achieving environmental permitting milestones, further resource definition including a maiden reserve statement for the Project, ongoing community consultation, continuing environmental and engineering studies, and, executing land transactions of strategic importance to the Project.

There were no significant changes in the nature of the Group's principal activities during the year.

**Operating and Financial Review**

The consolidated loss after tax for the year ended 30 June 2014 of the Group amounted to \$1,278,183 (30 June 2013: \$639,972), after providing for income tax and eliminating non-controlling equity interests.

**Review of Operations**

Malabar's primary focus is on the development of the Project, of which it has the right to acquire up to 80%. The primary activities conducted on the Project during the year ended 30 June 2014 are outlined below:

Resource Definition

In the first quarter of this financial year Malabar completed the final 4 drill holes of its 26 hole resource definition drilling program. Together with the completion of the Pre-Feasibility Study this enabled the Project to upgrade its JORC Resource Estimate and to announce its maiden JORC Reserves Estimate in November 2013. Please see the ASX Release dated 11 November 2013<sup>1</sup> and Tables 1 and 2 overleaf.

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<sup>1</sup> The Company is not aware of any new information or data that materially affects the information included in the relevant market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

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**DIRECTORS' REPORT (continued)**

**Review of Operations (continued)**

The Resources Estimate was updated to 626 million tonnes. Of particular importance was the increase in Indicated Resources from 334 million tonnes to 394 million tonnes, which reflects increased geological confidence.

The Probable Reserves Estimate of 91 million tonnes was calculated for solely the Whynot and Bowfield seams, which are two of the seams targeted for initial mining. Further exploration and technical studies are expected to progressively convert an increasing proportion of the remaining Resources to Reserves.

**Table 1: Resources as at November 2013 (Summary)**

	RESOURCES (100%)				
	Western (Underground) Zone			Eastern Zone	Total
	Indicated (Mt)	Inferred (Mt)	Total (Mt)	Inferred (Mt)	Mt
<b>Total</b>	<b>394.4</b>	<b>119.2</b>	<b>513.6</b>	<b>112.3</b>	<b>625.9</b>

- The Resources Estimate has been prepared in accord with the JORC Code 2012
- The Resources Estimate has been prepared by Geological and Mining Services Australia Pty Ltd
- The Resources in the above Table are inclusive of Reserves

**Table 2: Interim Reserves as at November 2013 (Summary)**

	RESERVES FOR INITIAL TWO SEAMS (WHYNOT & BOWFIELD)	
	Western (Underground) Zone	
	Probable Coal Reserve (Mt)	Probable Marketable Coal Reserve (Mt)
<b>Total</b>	<b>91</b>	<b>69</b>

- The Reserves Estimate has been prepared in accord with the JORC Code 2012
- The Reserves Estimate has been prepared by MineCraft Consulting Pty Ltd
- The Probable Marketable Coal Reserve is derived from the Probable Coal Reserve based on an average yield of 76% from the Whynot seam and 79% from the Bowfield seam. These average yields are derived from laboratory yields ranging from 80% to 85% adjusted for mining dilution and moisture adjustments

Further exploration work during the financial year including interpretation of a 973 line km airborne electromagnetic survey (flown over the Spur Hill EL in June 2013), re-interpretation of previous seismic studies conducted over the EL and detailed photogrammetry work combined with the geological data obtained from the drilling program and associated analyses culminated in a more detailed and revised understanding of the geological structures.

The revised understanding was co-authored by McElroy Bryan Geological Services Pty Ltd and Geophysical Resources and Services Pty Ltd. They concluded, inter alia, that "the area planned for underground mining at Spur Hill is a structurally benign region, lying to the west of the Denman Anticline." Furthermore, new knowledge regarding the Mt Ogilvie structure was developed revising certain structural interpretations shown on the 1993 Hunter Geological Map.

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**DIRECTORS' REPORT (continued)**

**Review of Operations (continued)**

Project Approvals

The Project has successfully achieved a number of project approval milestones including:

- **Gateway Certificate**  
The Project was the first new coal project in NSW to lodge a Gateway Application and the first project to receive a Gateway Certificate (20 March 2014), demonstrating that Malabar is progressing the Project approvals as expediently as the regulatory framework allows.
- **EPBC Referral**  
The Project submitted its EPBC referral to the federal Department of the Environment in June 2014. The referral was subsequently determined on 7 July 2014 as a 'controlled action' with water being the relevant controlling provision.
- **Preliminary Environmental Assessment and receipt of Environmental Assessment Requirements**  
The Project lodged its Preliminary Environmental Assessment ('PEA') in the 4<sup>th</sup> quarter of the financial year. The NSW Department of Planning & Environment subsequently issued its Environmental Assessment Requirements ('EARs') on 23 July 2014. The EARs determine the scope for the preparation of the Environmental Impact Statement (EIS) and take into account the conditions attached to the Gateway Certificate, the EPBC referral determination and input from federal and state agencies, and the local shire council. Malabar is comfortable with the EARs which are consistent with our expectations.
- **Mining Lease Applications submitted**  
Post the 2014 financial year Mining Lease Applications ('MLAs') were submitted for the Project covering the proposed underground mining area. The approval process for the MLAs runs in parallel with the assessment of the EIS and Development Application ('DA'). A mining lease will only be granted once development consent is obtained.

Environmental

Environmental studies to support; (i) the Gateway Application, (ii) the PEA, and (iii) the EIS have been ongoing throughout the financial year. The Gateway Application was supported by the following studies:

- an Agricultural Impact Assessment;
- a Subsidence Assessment;
- a Groundwater Assessment; and
- an Agricultural Resource (Soil) Assessment.

Preparation of the EIS and DA is now well advanced. Completion and submission of the EIS and DA is expected in the 1<sup>st</sup> half of calendar 2015.

EIS studies in progress include:

- Surface and groundwater assessments;
- Geomorphology assessment;
- Noise assessment;
- Air quality assessment;
- Subsidence assessment;
- Aboriginal cultural heritage assessment;
- Non-Aboriginal cultural heritage assessment;
- Aquatic fauna assessment;
- Terrestrial flora and fauna assessment;
- Transport assessment;
- Soils and agricultural impact assessments;
- Social impact assessment; and,
- Economic assessment.

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**DIRECTORS' REPORT (continued)**

**Review of Operations (continued)**

Mine Design and Infrastructure

During the financial year, Malabar completed pre-feasibility studies to support the Reserve Estimate, Gateway Application, PEA and EIS development including:

- Underground mine design and scheduling;
- Design and costing for coal handling and preparation facilities; and
- Design of mine surface infrastructure.

Strategic Land Transactions

Three additional strategic land acquisitions were completed during the first quarter of the financial year through Malabar's 80% owned subsidiary Spur Hill Agricultural Pty Ltd. Furthermore, post the financial year end, the Project secured an easement over a property and entered into an agreement to lease another property. Ownership of these properties and securing of these additional land tenures assists in locating the Project's surface infrastructure and providing options for transportation of the coal from the surface infrastructure to the main rail line.

Community and Landholder Consultation

In January 2014 the NSW Minister for Resources & Energy appointed an independent Chairperson of the Spur Hill Community Consultative Committee ('CCC'). The CCC was accordingly constituted during the financial year and the first CCC meeting was held on 14 July 2014. Further CCC meetings will be held at regular intervals on an ongoing basis.

Malabar produced and distributed two Community Information Newsletters in March and June 2014. Further newsletters will be distributed on a regular basis. Additional project information will be communicated to the community through such events such as Community Information Sessions and other briefings.

In addition, senior Malabar management regularly engages with the community on an informal basis including attending and sponsoring community and sporting events.

Access agreements are in place covering the proposed underground mining area as set out in the MLAs. Malabar is in regular dialogue with landholders on the EL in accordance with our Landholder Liaison Program.

**Financial Position**

The net assets of the Group have decreased by \$1,233,290 during the financial year, from \$53,404,880 at 30 June 2013 to \$52,171,590 at 30 June 2014. The Group's cash position reduced from \$17,831,143 at 30 June 2013 to \$6,194,615 at 30 June 2014, predominantly due to the completion of three strategic land acquisitions (including the acquisition of water licence allocations) and the investment in exploration and evaluation expenditure during the period.

Malabar's principal asset is its participating interest in the Project. Expenditure on the Project during the financial period, which was sole funded by Malabar, totalled \$10,360,182. This expenditure increased Malabar's participating interest in the Project by 5.92%, from 29.84% at 30 June 2013, to 35.76% as at 30 June 2014.

During the financial year, the Group fully drew down its \$6,200,000 revolving bill facility with the National Australia Bank, in order to part finance the strategic land acquisitions that occurred during the period.

**Significant Changes in the state of affairs**

There were no significant changes in the state of affairs during the financial year.

**Dividends**

There were no dividends paid to members during the financial year.



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**DIRECTORS' REPORT (continued)**

**Events after the Financial Year End**

As noted in the section 'Project Approvals' above the following events occurred after 30 June 2014:

- EPBC referral was determined on 7 July 2014.
- EARs were issued on 23 July 2014.
- MLAs were submitted post the financial year end and advertised on 12 September 2014.

On 8 September 2014 the maturity date of the revolving bill facility with the National Australia Bank was extended from 31 August 2015 to 28 February 2016.

As noted in the section 'Strategic Land Transactions' above the Project secured an easement over a property and entered into an agreement to lease another property after the financial year end.

Other than the above, no other matter of circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect:

- The Group's operations in future financial years, or
- The results of those operations in future financial years, or
- The Group's state of affairs in future financial years.

**Future Developments, Prospects and Business Strategies**

The key objective of the Group is the development of the Project. Malabar is currently undertaking work in preparation for an Environmental Impact Statement ('EIS') which will accompany a Development Application ('DA') under the EP&A Act approval process.

The material business risks which relate to the development of the Project are the timing of the permitting process and the nature and form of the longer term funding required for the Project development.

The Group expects to lodge the EIS and DA in the 2015 financial year. The directors note that the approval processes for new coal mines has become politicised in New South Wales. Nonetheless the Board is comfortable that the underground nature of our Project mitigates the key concerns of dust and visual amenity which are material considerations for open cut operations.

The Group has sufficient funding to enable completion of the EIS studies. Consistent with the fiduciary responsibilities of the Board the Group is investigating medium and longer term financing options for the Project Development. The Board believes the Company to be well placed with key shareholder support and at the appropriate juncture, Malabar may seek a strategic partner for the Project as is common in Australian coal development projects.

If compelling opportunities present themselves Malabar may also seek to acquire other coal assets as part of the Company's strategy of becoming a large-scale coal producer.

**Environmental Issues**

The Group's operations are subject to significant environmental regulation under the laws of the commonwealth and state. The Group is compliant with all aspects of these requirements. Directors are not aware of any environmental law that is not being complied with.

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**DIRECTORS' REPORT (continued)**

**Information on the Directors (as at date of Report)**

<b>Wayne Seabrook</b>	B.Eng (Chem - 1 <sup>st</sup> Hons)
<b>Role</b>	Non-Executive Chairman
<b>Experience</b>	<p>Wayne has more than 30 years of resources sector and corporate finance experience. He has broad project development experience from previous roles with Alcoa, Macraes Mining, Minproc Engineers, &amp; Barclay-Mowlem. Wayne has also held senior corporate finance roles with Macquarie Bank, Challenger and Wilson HTM. He has managed transactions for many coal companies including; Felix Resources, Whitehaven Coal, Excel Coal, Cleveland-Cliffs, and AMCI. Wayne was a founding director of ASX-listed Apollo Gas Ltd and ASX-listed Titan Energy Services Ltd. He is a director of XLX Pty Ltd and Ironstone Capital Partners Pty Ltd. As Non-Executive Chairman Wayne is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Directors in relation to issues arising at Board meetings. As Chairperson, Wayne is also responsible for arranging Board performance evaluation.</p> <p>Wayne holds a Bachelor of Engineering (Chemistry – 1st Hons) from the University of Canterbury, New Zealand and a Graduate Diploma from FINSIA. He is a fellow of FINSIA and a member of AUSIMM.</p>
<b>Special Responsibilities</b>	Member of Occupational Health, Safety & Environment Committee and Audit Committee
<b>Interest in Shares and Options (direct and indirect)</b>	Ordinary Shares – 8,517,148 (including 5,483,590 shares held by Ironstone Capital Partners Pty Ltd, a company in which Wayne Seabrook is a director and shareholder)
<b>Former directorships held in previous three years</b>	<p>Apollo Gas Ltd – Non-Executive Director appointed 15 September 2009, ceased 23 December 2010</p> <p>Titan Energy Services Ltd – Non-Executive Director appointed 28 March 2011, ceased 18 October 2012</p>

<b>Graeme Booth</b>	B.Com, CA
<b>Role</b>	Managing Director
<b>Experience</b>	<p>Graeme has more than 20 years of finance, commercial and resource sector experience obtained in Australia, USA, Hong Kong, UK and South Africa. Graeme has held senior investment banking positions within ABN Amro Bank and RBS. Appointed as Managing Director at these institutions Graeme headed the Strategic Equity Solutions team which originated bespoke equity linked financing transactions with corporates in Asia. Prior to joining Malabar, Graeme was Group CFO for a US based coal producer and developer of coal export terminals. As Managing Director, Graeme is also responsible for shareholder communication.</p> <p>Graeme holds a Bachelor of Commerce (Cum Laude) and a Postgraduate Diploma in Accounting from the University of Natal and is a Chartered Accountant, having completed his articles at Deloitte.</p>
<b>Special Responsibilities</b>	Nil
<b>Interest in Shares and Options (direct and indirect)</b>	<p>Ordinary Shares – 50,000</p> <p>Options – options over 500,000 shares</p>
<b>Former directorships held in previous three years</b>	Nil

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**DIRECTORS' REPORT (continued)**

**Information on the Directors (continued)**

<b>Hans Mende</b>	MBA
<b>Role</b>	Non-Executive Director
<b>Experience</b>	Hans has been President of AMCI since he co-founded the company in 1986. Prior to founding AMCI, Hans was with the Thyssen Group, in various senior executive positions including President of Thyssen Carbometal Inc. from 1968 to 1986. Hans has served as a director of Alpha Natural Resources (Inc) USA (ANR) and as Chairman of the Board of Directors of ANR Holdings from 2003 to 2005. Hans is currently a non-executive director of White Energy Limited.
<b>Special Responsibilities</b>	Nil
<b>Interest in Shares and Options (direct and indirect)</b>	Ordinary Shares – 9,859,789
<b>Former directorships held in previous three years</b>	Whitehaven Coal Ltd – Non-executive Director appointed 3 May 2007, ceased 2 July 2012 MMX Mineracao – Non-executive Director appointed 28 April 2006, ceased 23 September 2013

<b>Andy Plummer</b>	BSc Mining Eng
<b>Role</b>	Non-Executive Director
<b>Experience</b>	Andy has over 35 years' experience in the investment banking and mining industries. He holds a BSc Mining Engineering from the Colorado School of Mines, USA. He was most recently an Executive Director of Whitehaven Coal Limited and King Island Scheelite Limited and prior to that was an Executive Director of Excel Coal Limited. During his tenure at both Whitehaven and Excel he was responsible for business development activities. He has worked in the Australian banking and finance industry since 1985 with Eureka Capital Partners, Resource Finance Corporation and Westpac. Prior to that, he was employed in a variety of management and technical positions with ARCO Coal, Utah International and Consolidation Coal.
<b>Special Responsibilities</b>	Chairman of the Nominations & Remuneration Committee and member of Occupational Health, Safety & Environment Committee
<b>Interest in Shares and Options (direct and indirect)</b>	Ordinary Shares – 6,374,684
<b>Former directorships held in previous three years</b>	Whitehaven Coal Ltd – Executive Director appointed 17 October 2008, ceased 3 May 2012 King Island Scheelite Ltd – Non-executive Director appointed 1 March 2006, ceased 24 October 2012

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**DIRECTORS' REPORT (continued)**

**Information on the Directors (continued)**

<b>Simon Keyser</b>	B.Bus, CA
<b>Role</b>	Non-Executive Director
<b>Experience</b>	Simon has over 20 years of finance sector experience, specialising in the resources and energy sectors. Simon held senior investment banking positions with Chase Securities (now J.P. Morgan Chase) and was head of Wilson HTM's corporate finance division. Simon has managed transactions for many coal and energy companies including Felix Resources, Excel Coal, Whitehaven Coal, Austral Coal and Arrow Energy. Simon is currently a director of XLX Pty Ltd and Ironstone Capital Partners Pty Ltd.  Simon holds a Bachelor of Business from the Queensland University of Technology, Graduate Diploma from FINSIA and is a Chartered Accountant.
<b>Special Responsibilities</b>	Chairman of the Audit Committee and member of the Nominations & Remuneration Committee
<b>Interest in Shares and Options (direct and indirect)</b>	Ordinary Shares – 8,286,038 (including 5,483,590 shares held by Ironstone Capital Partners Pty Ltd, a company in which Simon Keyser is a director and shareholder)
<b>Former directorships held in previous three years</b>	Titan Energy Services Ltd – Non-executive Director appointed 28 March 2011, ceased 3 September 2014.

<b>Tony Galligan</b>	BSc (Geology)
<b>Role</b>	Non-Executive Director
<b>Experience</b>	Tony has more than 40 years of experience in the Australian coal industry. He has held senior positions in the areas of geology, project approvals and development, mine safety, and mine-related infrastructure. His most recent position was General Manager Infrastructure with Whitehaven Coal. He was Chairman of NCIG for more than 3 years during the feasibility, financing and construction of the new coal terminal and also played a pivotal role in the upgrade of the rail line to the Gunnedah Basin. Previous positions include Exploration Manager for Agip Coal, Chief Coal Geologist, Director Coal and Director Development with the NSW Government.  Tony holds a Bachelor of Science (Geology) from the University of Queensland.
<b>Special Responsibilities</b>	Chairman of the Occupational Health, Safety & Environment Committee.
<b>Interest in Shares and Options (direct and indirect)</b>	Options – 200,000 options over Ordinary Shares
<b>Former directorships held in previous three years</b>	Nil

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**DIRECTORS' REPORT (continued)**

**Information on the Directors (continued)**

<b>Nicole Hollows</b>	B Bus, Grad Dip (Dist) Adv Acctg, Grad Dip (Dist) CSP, PMD76 HBS, FAICD, CA
<b>Role</b>	Alternate to Hans Mende
<b>Experience</b>	Nicole was appointed in February 2014 by the AMCI Group as Managing Director for its Australian and South East Asia operations. AMCI has global trading, shipping and mining investments. She is also a member of the Trustee Advisors Committee for the Queensland Museum, the Queensland University of Technology, CEO Strategy Group for the School of Business and advisory Committee of the SE Queensland branch of the Salvation Army. Nicole has over 20 years' experience, directly and indirectly in the resources sector, including 13 years in Macarthur Coal Limited and related entities as CFO and CEO where she developed a global business network amongst international joint venture partners, customers and shareholders.  Nicole holds a Bachelor of Business and Graduate Diploma in Advanced Accounting from the Queensland University of Technology, Graduate Diplomas from CSP, FAICD, a Program Management Development 76 from Harvard Business School and is a Chartered Accountant.
<b>Special Responsibilities</b>	Nil
<b>Interest in Shares and Options (direct and indirect)</b>	Nil
<b>Former directorships held in previous three years</b>	Macarthur Coal Limited – CEO and Managing Director appointed January 2007, ceased October 2011

**Company Secretary**

The Company Secretary is Ian Morgan - BBus, MComLaw, Grad Dip App Fin, CA, ACIS, CSA, MAICD, FFin. He was appointed on 8 November 2012.

Ian has over 30 years of experience in accounting and corporate administration. He provides secretarial and advisory services to a range of companies, and is company secretary of other publicly listed companies.

Ian holds a Bachelor of Business from the NSW Institute of Technology (now University of Technology, Sydney), a Master of Commercial Law from Macquarie University, and a Graduate Diploma of Applied Finance and Investment from the Securities Institute of Australia (now FINSIA). He is an Associate Member of the Institute of Chartered Accountants in Australia, an Associate Member of Chartered Secretaries Australia, a Member of the Australian Institute of Company Directors, and a Fellow of the Financial Services Institute of Australasia (FINSIA).

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**DIRECTORS' REPORT (continued)**

**Meetings of Directors**

During the financial year, there were 16 meetings of directors (including committees of directors). Attendances by each director during the year were as follows:

	Directors' Meetings		Audit Committee		Health and Safety Committee	
	Number eligible to attend	Number attended	Number eligible to attend	Number attended	Number eligible to attend	Number attended
Wayne Seabrook	11	11	2	2	3	3
Hans Mende	11	3	-	-	-	-
Andy Plummer	11	9	-	-	3	1
Simon Keyser	11	11	2	2	-	-
Anthony Galligan	11	9	-	-	3	3
Grant Polwarth (Alternate for Hans Mende)	11	5	-	-	-	-

**Indemnifying Officers or Auditor**

During or since the end of the financial year, the Group paid insurance premiums of \$46,761 to insure directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct while acting in the capacity of director of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

**Options**

At the date of this report, the unissued ordinary shares of the Company under option are as follows:

Grant Date	Vesting Date	Date of Expiry	Exercise Price	Number under Option
22 March 2013	22 March 2014	22 March 2017	\$1.50	150,000
22 March 2013	22 March 2015	22 March 2017	\$1.50	150,000
22 March 2013	22 March 2016	22 March 2017	\$1.50	150,000
31 May 2013	31 May 2014	31 May 2017	\$1.50	208,334
31 May 2013	31 May 2015	31 May 2017	\$1.50	208,334
31 May 2013	31 May 2016	31 May 2017	\$1.50	208,332
				1,075,000

Option holders do not have any rights to participate in any issues of shares or other interests in the Company or any other entity.

There have been no unissued shares or interests under option of any controlled entity within the Group during or since the end of the financial year.

For details of options issued to directors and executives as remuneration, refer to the Remuneration Report on page 18.

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**DIRECTORS' REPORT (continued)**

**Proceedings on Behalf of Company**

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the financial year.

**Non-audit Services**

The Board of Directors ('Board'), in accordance with advice from the Audit Committee, is satisfied that the provision of non-audit services during the year ended 30 June 2014 is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: *Code of Ethics for Professional Accountants* set by the Accounting Professional and Ethical Standards Board.

The following fees were paid or payable to PKF Hacketts Audit and its related practices for non-audit services provided during the year ended 30 June 2014:

	<b>2014</b>
	\$
Taxation compliance services	\$1,200
	<hr/>
	\$1,200
	<hr/> <hr/>

**Auditor's Independence Declaration**

A copy of the auditor's independence declaration as required under s 307C of the *Corporations Act 2001* is set out on page 21 for the year ended 30 June 2014.

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**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**REMUNERATION REPORT (AUDITED)**

**Remuneration Policy**

The remuneration policy of the Company has been designed to align Key Management Personnel ('KMP') objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The Board of Malabar believes the remuneration policy to be appropriate and effective in its ability to attract and retain high-quality KMP to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

The Board's policy for determining the nature and amount of remuneration for KMP of the Group is as follows:

- The remuneration policy is to be developed by the remuneration committee and approved by the Board.
- All KMP receive a base salary (which is based on factors such as experience and market rates of pay) inclusive of superannuation and fringe benefits.
- Performance incentives are generally only paid once predetermined key performance indicators (KPIs) have been met.
- Incentives paid in the form of options are intended to align the interests of the directors, executives and the Company with those of the shareholders. In this regard, KMP are prohibited from limiting risk attached to those instruments by use of derivatives or other means.
- The remuneration committee reviews KMP packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors.

The performance of KMP is measured against criteria agreed annually with each executive and is based predominantly on the achievement of key milestones. Once the Company is in production the criteria will shift focus to forecast growth of the Group's profits and shareholders' value. The Board may, however, exercise its discretion in relation to approving incentives, bonuses and options, and can recommend changes to the committee's recommendations. Any change must be justified by reference to measurable performance criteria. The policy is designed to attract high calibre executives and reward them for performance results leading to long-term growth in shareholder wealth.

The Board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The remuneration committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. However, remuneration consultants were not utilised during the year. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the Annual General Meeting.

Current remuneration for non-executive directors is as follows:

	<b>Fees including Superannuation</b>
Chairman	\$65,000
Non-executive director	\$50,000

Additional fees are payable for chairmanship and membership of Committees of the Board.

KMP are also entitled and encouraged to participate in the employee share and option arrangements to align directors' and executives' interests with shareholders' interests. Options granted under the arrangement do not carry dividend or voting rights. Each option is entitled to be converted into one ordinary share once the hurdles have been met and is measured using the Black-Scholes and the Binomial model methodology.

All remuneration paid to KMP is valued at the cost to the Company and expensed.

KMP or closely related parties of KMP are prohibited from entering into hedge arrangements that would have the effect of limiting the risk exposure relating to their remuneration.



**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**REMUNERATION REPORT (AUDITED) (continued)**

**Performance-based Remuneration**

KPIs are set annually, with a certain level of consultation with KMP. The measures are specifically tailored to the area each individual is involved in and has a level of control over. The KPIs target areas the Board believes hold greater potential for Group development and shareholder value growth, covering financial and non-financial as well as short and long-term goals. The level set for each financial KPI is based on budgeted figures for the Group and respective industry standards.

Performance in relation to the KPIs is assessed annually, with bonuses awarded depending on the number and deemed difficulty of the KPIs achieved and the prevailing equity and coal market conditions. (No bonuses have been paid for the year ended 30 June 2014). Following the assessment, the KPIs will be reviewed by the remuneration committee in light of the desired and actual outcomes, and their efficiency assessed in relation to the Group's goals and shareholder wealth, before the KPIs are set for the following financial year.

In determining whether or not a financial KPI has been achieved, Malabar Coal Limited bases the assessment on audited figures.

**Relationship between Remuneration Policy and Company Performance**

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. Two methods have been applied to achieve this aim, the first being a performance-based bonus based on KPIs (not paid in the year ended 30 June 2014), and the second being the issue of options to directors and executives to encourage the alignment of personal and shareholder interests.

The performance related proportions of remuneration based on these targets are included in the table below. The objective of the reward schemes is to both reinforce the short and long term goals of the Group and provide a common interest between management and shareholders.

The satisfaction of financial performance conditions is based on a review of the audited financial statements of the Group, as such figures reduce any risk of contention relating to payment eligibility. The Board does not believe that performance conditions should include a comparison with factors external to the Group at this time.

**Employment Details of Members of Key Management Personnel**

The following table provides employment details of persons who were, during the financial year, members of KMP of the Group. The table also illustrates the proportion of remuneration that was performance and non-performance based and the proportion of remuneration received in the form of options.

	Position Held as at 30 June 2014 and any Change during the Year	Proportions of Elements of Remuneration Related to Performance			Proportions of Elements of Remuneration Not Related to Performance	
		Non-salary Cash-based Incentives %	Shares/ Units %	Options/ Rights %	Fixed Salary/ Fees %	Total %
<b>Group KMP</b>						
Graeme Booth	CFO	-	-	8	92	100
Bill Dean	Engineering Manager	-	-	3	97	100
Ian Morgan	Company Secretary	-	-	-	100	100
Peter Doyle	Manager Special Projects	-	-	17	83	100

**MALABAR COAL LIMITED  
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**REMUNERATION REPORT (AUDITED) (continued)**

The employment terms and conditions of KMP are formalised in contracts of employment in the case of Graeme Booth, Bill Dean and Pete Doyle. In the case of Ian Morgan, the Company and IHM Corporate Services Pty Ltd ("IHM") entered into a letter agreement on 2 November 2012 under which IHM agrees to provide certain company secretarial services. IHM is owned and controlled by Ian Morgan.

Key terms of the contracts and agreements are as follows:

<b>Group KMP</b>	<b>Contract Duration</b>	<b>Notice Period</b>	<b>Termination Payments</b>
Graeme Booth	Employment will continue until terminated by notice in accordance with the provisions of the agreement	Graeme Booth or Malabar to give 3 months	Malabar may make a payment in lieu. On retrenchment 3 weeks salary will be paid for every completed year of service, with no limiting cap. Issue of shares connected to employee options in accordance with the employee share option plan.
Bill Dean	Employment will continue until terminated by notice in accordance with the provisions of the agreement	Bill Dean or Malabar to give 1 month	Issue of shares connected to employee options in accordance with the employee share option plan.
Ian Morgan	Employment will continue until terminated by notice in accordance with the provisions of the agreement	IHM or Malabar to give 1 month	None
Peter Doyle	Employment will continue until terminated by notice in accordance with the provisions of the agreement	Peter Doyle or Malabar to give 1 month	None

**Changes in Directors and Executives Subsequent to Year-end**

On 19 August 2014 Nicole Hollows was appointed as Hans Mende's Alternate Director.

On 29 August 2014 Graeme Booth was appointed Managing Director of Malabar Coal Limited.

No other changes in directors or executives took place.

**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**REMUNERATION REPORT (AUDITED) (continued)**

**Remuneration Details for the Year Ended 30 June 2014**

The following table of benefits and payments details, in respect to the financial year, the components of remuneration for each director and member of KMP of the Group:

**Table of Benefits and Payments for the Year Ended 30 June 2014**

	Commence- ment Date	Financial Year	Salary and Directors Fees <sup>1</sup>	Cash Bonus <sup>2</sup>	Termina- tion Payment	Consult- ancy Fees <sup>3</sup>	Post- employ- ment Benefits Super <sup>4</sup>	Share Based Payments Options <sup>5</sup>	Total
			\$	\$	\$	\$	\$	\$	\$
<b>Directors</b>									
<b>Wayne Seabrook</b> Chairman	24/06/2011	2014	70,000	-	-	243,439	-	-	313,439
		2013	17,500	-	-	42,500	-	-	60,000
<b>Hans Mende</b> Non-Executive director	22/03/2012	2014	50,000	-	-	-	-	-	50,000
		2013	12,500	-	-	-	-	-	12,500
<b>Andy Plummer</b> Non-Executive director	23/11/2012	2014	55,000	-	-	-	-	-	55,000
		2013	13,750	-	-	-	-	-	13,750
<b>Simon Keyser</b> Non-Executive director	24/06/2011	2014	56,250	-	-	-	-	-	56,250
		2013	14,063	-	-	-	-	-	14,063
<b>Tony Galligan</b> Non-Executive director	23/01/2013	2014	53,150	-	-	-	1,850	48,635	103,635
		2013	12,615	-	-	-	1,135	15,667	29,417
<b>Grant Polwarth</b> Alternate to Hans Mende	30/01/14	2014	-	-	-	-	-	-	-
		2013	-	-	-	-	-	-	-
<b>Other KMP</b>									
<b>Graeme Booth</b> <sup>7</sup> CFO	7/05/2013	2014	247,140	-	-	-	22,860	23,895	293,895
		2013	39,023	-	-	-	3,382	2,056	44,461
<b>Bill Dean</b> <sup>7</sup> Engineering Manager	19/03/2013	2014	175,288	-	-	-	15,163	5,974	196,425
		2013	35,780	-	-	-	3,220	514	39,514
<b>Ian Morgan</b> Company Secretary	8/11/2012	2014	-	-	-	30,268	-	-	30,268
		2013	-	-	-	56,052	-	-	56,052
<b>Peter Doyle</b> <sup>6,7</sup> Manager Special Projects	28/03/13	2014	179,539	-	92,939	-	22,322	60,795	355,595
		2013	253,754	-	-	-	16,246	19,583	289,583
<b>Total KMP</b>		<b>2014</b>	<b>886,367</b>	<b>-</b>	<b>92,939</b>	<b>273,707</b>	<b>62,195</b>	<b>139,299</b>	<b>1,454,507</b>
		2013	398,985	-	-	98,552	23,983	37,820	559,340

**MALABAR COAL LIMITED  
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**REMUNERATION REPORT (AUDITED) (continued)**

- Note 1: Salary and directors' fees may be delivered as a combination of cash and prescribed non financial benefits at the executives discretion. Directors and executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Base pays are reviewed annually to ensure the rate is competitive with the market. Some individuals have chosen to sacrifice part of their salary to increase payments towards superannuation which is included here.
- Note 2: A portion of the KMP pay is by way of an at risk bonus. This is subject to satisfactory completion of set KPI's and payable at the discretion of the Board.
- Note 3: Wayne Seabrook: The Company has continued the consultancy arrangement with the Chairman whereby he (or his associated entity) is paid a consulting fee of \$2,500 per day for any work done for the Company which is not related to his role as Chairman. Consulting fees have only been paid for work done after the IPO of the Company. During the last 5 months of the 2014 financial year Wayne Seabrook performed, in addition to his Chairman role, a Chief Executive function.  
Ian Morgan: The Company has continued with the letter agreement with IHM Corporate Services Pty Ltd ("IHM") under which IHM agrees to provide certain company secretarial services. IHM is owned and controlled by Ian Morgan.
- Note 4: Post employment benefits is statutory superannuation and is calculated as 9.25% of the base pay. Wayne Seabrook, Andy Plummer and Simon Keyser superannuation components are included in the directors' fees and are paid on receipt of invoice by Malabar Coal Limited. Hans Mende is not eligible for superannuation guarantee being a non resident. There are no other retirement benefits paid by Malabar Coal Limited.
- Note 5: Option values have been determined using the Black-Scholes and Binomial model methods.
- Note 6: Peter Doyle was appointed Manager Special Projects of Malabar Coal Limited 31 January 2014. Prior to that date Peter was CEO of Malabar Coal Limited and Project Director of Spur Hill Management Pty Ltd, having being appointed to that position on 28 March 2013.
- Note 7: Amounts disclosed for these KMP represent the total contracted amount. However, the actual salaries and superannuation expense to the Group is based on the percentage of remuneration charged to the Joint Venture.

**Securities Received that are not Performance Related**

No members of KMP are entitled to receive securities which are not performance-based as part of their remuneration package.

**Share-Based Payments**

The terms and conditions relating to the options are detailed in Note 22. Movements during the year are as follows:

	Position	Balance at Beginning of Year	Issued During the Year	Balance at End of Year
Tony Galligan <sup>1</sup>	Non-Executive Director	200,000	-	200,000
Graeme Booth <sup>2</sup>	CFO	500,000	-	500,000
Bill Dean <sup>3</sup>	Engineering Manager	125,000	-	125,000
Peter Doyle <sup>4</sup>	Manager Special Projects	250,000	-	250,000
<b>Total</b>		<b>1,075,000</b>	<b>-</b>	<b>1,075,000</b>

Note 1: Option issue as per letter of appointment as non-executive director of Malabar (subject to the terms of the ESOP)

Note 2: Option issue as per letter of offer for employment as CFO of Malabar (subject to the terms of the ESOP)

Note 3: Option issue as per letter of offer for employment as engineering manager of Spur Hill (subject to the terms of the ESOP)

Note 4: Option issue as per letter of appointment as CEO of Malabar (subject to the terms of the ESOP)

There have not been any alterations to the terms or conditions of any grants since grant date.

**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**REMUNERATION REPORT (AUDITED) (continued)**

**KMP Shareholdings**

The number of ordinary shares in Malabar Coal Limited held by each KMP of the Group during the financial year is as follows:

30 June 2014	Balance at Beginning of Period	Granted as Remuneration during the Year	Issued on Exercise of Options during the Year	Other Changes during the Year	Balance at End of Year
<b>Directors</b>					
W R Seabrook*	2,844,948	-	-	-	2,844,948
H J Mende	9,859,789	-	-	-	9,859,789
A Plummer	6,374,684	-	-	-	6,374,684
S J Keyser*	2,802,448	-	-	-	2,802,448
T Galligan	-	-	-	-	-
<b>Other KMP</b>					
G Booth	50,000	-	-	-	50,000
B Dean	-	-	-	-	-
I Morgan	-	-	-	-	-
P Doyle	120,000	-	-	-	120,000

- Wayne Seabrook and Simon Keyser are shareholders of Ironstone Capital Partners Pty Ltd. At 30 June 2014, Ironstone Capital owned 5,483,590 ordinary shares (30 June 2013: 5,483,590).

**Other Equity-related KMP Transactions**

There have been no other transactions involving equity instruments other than those described in the tables above relating to options, rights and shareholdings.

**Other Transactions with KMP and/or their Related Parties**

There were no other transactions conducted between the Group and KMP or their related parties, other than those disclosed above relating to equity and compensation, that were conducted other than in accordance with normal employee, customer or supplier relationships on terms no more favourable than those reasonably expected under arm's length dealings with unrelated persons.

This Director's Report, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors.



-----  
**Wayne Seabrook**  
**Director**

Dated: 25 September 2014

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**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
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**Competent Person's Statement**

The information in this Report that relates to JORC Mineral Resources for the Spur Hill Underground Coking Coal Project is based on information compiled by Mr Darryl Stevenson. Mr Darryl Stevenson is the Principal Geologist and employee of Geological and Mining Services Australia Pty Ltd, an independent consultancy group specialising in mineral resource estimation, evaluation and exploration. Mr Darryl Stevenson is a Member of The Australasian Institute of Mining and Metallurgy. He has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". The relationship between the Estimator and the Project owner is that of independent consultant. Mr Darryl Stevenson consents to the inclusion in this Report of the matters based on his information in the form and context in which it appears.

The information in this Report that relates to JORC Mineral Reserves for the Spur Hill Underground Coking Coal Project is based on a Reserves Estimate that has been prepared by Mr Jeremy Busfield, Principal Mining Consultant of MineCraft Consulting Pty Ltd. Mr Busfield holds a Bachelor of Mining Engineering degree from the University of Queensland, is a Chartered Professional Member of the Australasian Institute of Mining and Metallurgy (AusIMM) and is a Registered Professional Engineer of Queensland (Mining) (RPEQ 10285). Mr Busfield has worked in various planning, operational and consulting roles for the underground coal industry for 27 years and as such qualifies as Competent Person under the JORC Code 2012. The relationship between the Estimator and the Project owner is that of independent consultant. Mr Busfield consents to the inclusion in this Report of the matters based on his information and in the form and context in which it appears.

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**AUDITOR'S INDEPENDENCE DECLARATION  
UNDER S 307C OF THE CORPORATIONS ACT 2001  
TO THE DIRECTORS OF MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2014 there have been:

1. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit, and
2. no contraventions of any applicable code of professional conduct in relation to the audit.

*PKF HACKETTS*

**PKF Hacketts Audit**

**Liam Murphy  
Partner**

Brisbane, 25 September 2014

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**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 JUNE 2014**

	Note	30 June 2014	30 June 2013
		\$	\$
<b>Revenue from continuing operations</b>			
Interest income		315,222	442,895
Agistment income		60,000	51,808
Other income		3,982	-
Total income		379,204	494,703
<b>Expenses</b>			
Share-based payments – management fee prior to IPO		-	319,803
Share-based payments – employee share options		139,299	37,820
Legal and professional fees		316,193	193,266
Consultants		185,017	123,114
Finance costs		374,945	269,592
Employee benefits expense		172,357	38,443
Directors fees		286,013	70,427
Option fee expense		131,044	-
Other expenses		146,925	137,328
Total expenses		1,751,793	1,189,793
Profit (loss) before income tax		(1,372,589)	(695,090)
Income tax expense	4	-	-
<b>Profit (loss) for the period</b>		(1,372,589)	(695,090)
<b>Other comprehensive income</b>		-	-
<b>Total comprehensive income for the period</b>		(1,372,589)	(695,090)
Profit (loss) attributable to:			
- Members of the parent entity		(1,278,183)	(639,972)
- Non-controlling interest		(94,406)	(55,118)
		(1,372,589)	(695,090)
Total comprehensive income attributable to:			
- Members of the parent entity		(1,278,183)	(639,972)
- Non-controlling interest		(94,406)	(55,118)
		(1,372,589)	(695,090)
<b>Earnings per share</b>			
From continuing operations:			
- basic earnings per share (cents)	16	(1.50)	(1.23)
- diluted earnings per share (cents)	16	(1.50)	(1.23)

The accompanying notes form part of these financial statements.



**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 30 JUNE 2014**

	Note	30 June 2014 \$	30 June 2013 \$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	7	6,194,615	17,831,143
Trade and other receivables	8	895,291	187,990
Other assets	9	78,381	2,873,473
Total Current Assets		<u>7,168,287</u>	<u>20,892,606</u>
<b>Non-Current Assets</b>			
Property, plant and equipment	10	21,247,354	12,226,777
Capitalised exploration and evaluation costs	12	39,260,564	31,845,354
Intangible assets	11	3,709,100	2,550,000
Other assets	9	37,793	19,397
Total Non-Current Assets		<u>64,254,811</u>	<u>46,641,528</u>
<b>Total Assets</b>		<u><u>71,423,098</u></u>	<u><u>67,534,134</u></u>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	13	482,143	535,541
Total Current Liabilities		<u>482,143</u>	<u>535,541</u>
<b>Non-Current Liabilities</b>			
Trade and other payables	13	12,569,365	10,118,713
Borrowings	14	6,200,000	3,475,000
Total Non-Current Liabilities		<u>18,769,365</u>	<u>13,593,713</u>
<b>Total Liabilities</b>		<u><u>19,251,508</u></u>	<u><u>14,129,254</u></u>
<b>Net Assets</b>		<u><u>52,171,590</u></u>	<u><u>53,404,880</u></u>
<b>EQUITY</b>			
Share capital	17	54,317,581	54,317,581
Reserves	18	177,119	37,820
Retained earnings (accumulated losses)		<u>(2,173,628)</u>	<u>(895,445)</u>
Parent interest		52,321,072	53,459,956
Non-controlling interest		<u>(149,482)</u>	<u>(55,076)</u>
<b>Total Equity</b>		<u><u>52,171,590</u></u>	<u><u>53,404,880</u></u>

The accompanying notes form part of these financial statements.

**MALABAR COAL LIMITED  
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**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2014**

	Ordinary Share Capital \$	Reserves \$	Retained Earnings (Accumulated Losses) \$	Parent Interest \$	Non- controlling Interest \$	Total \$
Balance as at 1 July 2012	36,230,002	332,569	(255,473)	36,307,098	42	36,307,140
Total comprehensive income for the period	-	-	(639,972)	(639,972)	(55,118)	(695,090)
<b>Transactions with owners in their capacity as owners:</b>						
Share contributions, net of transaction costs	18,087,579	-	-	18,087,579	-	18,087,579
Share-based payments – management fee prior to IPO	-	(332,569)	-	(332,569)	-	(332,569)
Share-based payments – employee share options	-	37,820	-	37,820	-	37,820
<b>Balance at 30 June 2013</b>	<b>54,317,581</b>	<b>37,820</b>	<b>(895,445)</b>	<b>53,459,956</b>	<b>(55,076)</b>	<b>53,404,880</b>

	Ordinary Share Capital \$	Reserves \$	Retained Earnings (Accumulated Losses) \$	Parent Interest \$	Non- controlling Interest \$	Total \$
Balance as at 1 July 2013	54,317,581	37,820	(895,445)	53,459,956	(55,076)	53,404,880
Total comprehensive income for the period	-	-	(1,278,183)	(1,278,183)	(94,406)	(1,372,589)
<b>Transactions with owners in their capacity as owners:</b>						
Share-based payments – employee share options	-	139,299	-	139,299	-	139,299
<b>Balance at 30 June 2014</b>	<b>54,317,581</b>	<b>177,119</b>	<b>(2,173,628)</b>	<b>52,321,072</b>	<b>(149,482)</b>	<b>52,171,590</b>

The accompanying notes form part of these financial statements.

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**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 30 JUNE 2014**

	Note	30 June 2014 \$ Inflows / (Outflows)	30 June 2013 \$ Inflows / (Outflows)
<b>Cash flows from operating activities</b>			
Receipts from customers		74,027	51,808
Payment to suppliers and employees		(1,843,768)	(914,397)
Interest received		315,222	442,894
Finance costs		(378,751)	(281,931)
		(1,833,270)	(701,626)
<b>Net cash (used in)/provided by operating activities</b>	21		
<b>Cash flows from investing activities</b>			
Payments for additions of property, plant and equipment		(6,359,517)	(11,586,059)
Payments for additions of intangible assets		(1,159,100)	(2,550,000)
Payments for deposit of land purchase		-	(2,243,577)
Payments for exploration expenditure		(5,009,641)	(8,736,099)
Payments for options of land purchase		-	(420,001)
		(12,528,258)	(25,535,736)
<b>Net cash (used in)/provided by investing activities</b>			
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		2,725,000	3,475,000
Proceeds from share issue		-	19,020,780
Capital raising costs paid		-	(852,385)
		2,725,000	21,643,395
<b>Net cash (used in)/provided by financing activities</b>			
Net increase (decrease) in cash held		(11,636,528)	(4,593,967)
Cash and cash equivalents at beginning of financial period		17,831,143	22,425,110
		6,194,615	17,831,143
<b>Cash and cash equivalents at the end of financial period</b>	7		

The accompanying notes form part of these financial statements.

**MALABAR COAL LIMITED AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2014**

These consolidated financial statements and notes represent those of Malabar Coal Limited (the "Company") and its controlled entities (the "Group").

The separate financial statements of the parent entity, Malabar Coal Limited, have not been presented within this financial report as permitted by the Corporations Act 2001.

The financial statements were authorised for issue on 25 September 2014 by the directors of the company.

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Preparation**

The financial statements are general purpose financial statements that have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards, and Interpretations of the Australian Accounting Standards Board (AASB) and comply with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB). The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

**a. Principles of Consolidation**

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (Malabar Coal Limited) and all of the subsidiaries. Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 19.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as "non-controlling interests". The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**b. Business Combinations**

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the statement of comprehensive income.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

**c. Income Tax**

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur

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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**c. Income Tax (continued)**

in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

**d. Property, Plant and Equipment**

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

**Plant and Equipment**

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(i) for details of impairment).

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

**Depreciation**

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a straight-line basis or on a diminishing value basis over the asset's useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

<b>Class of Fixed Asset</b>	<b>Depreciation Rate</b>
Buildings and improvements	2.5% - 5%
Plant and equipment	10% - 40%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**e. Exploration and Development Expenditure**

Expenditure is accumulated separately for each area of interest until such time as the area is abandoned or sold. The realisation of the value of the expenditure carried forward depends on any commercial results that may be obtained through successful development and exploitation of the area of interest or alternatively by its sale. If an area of interest is abandoned or is considered to be of no further commercial interest the accumulated exploration costs relating to the area are written off against income in the year of abandonment. Some exploration expenditure may also be written off where areas of interest are partly relinquished. In cases where uncertainty exists as to the value, provisions for possible diminution in value are established.

Exploration licences are recognised in accordance with AASB 3: Business Combinations. Additions to Exploration licences are recognised as the fair value of licences acquired at the time of each increase in the Group's participant interest in the Spur Hill project.

**f. Leases**

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset – but not the legal ownership – are transferred to entities in the Group, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the lease term.

**g. Intangible assets other than Goodwill**

Water allocation licences are recognised at cost of acquisition. They have an indefinite useful life and are carried at cost less any accumulated impairment losses. Water allocation licences are assessed for impairment annually.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**h. Financial Instruments**

**Recognition and initial measurement**

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

**Classification and subsequent measurement**

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost.

*Amortised cost* is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) over the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

(i) *Financial assets at fair value through profit or loss*

Financial assets are classified at "fair value through profit or loss" when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a Group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount being included in profit or loss.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**h. Financial Instruments (continued)**

(iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Group's intention to hold these investments to maturity. They are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(iv) *Available-for-sale investments*

Available-for-sale investments are non-derivative financial assets that are either not capable of being classified into other categories of financial assets due to their nature or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

They are subsequently measured at fair value with any remeasurements other than impairment losses and foreign exchange gains and losses recognised in other comprehensive income. When the financial asset is derecognised, the cumulative gain or loss pertaining to that asset previously recognised in other comprehensive income is reclassified into profit or loss.

Available-for-sale financial assets are classified as non-current assets when they are expected to be sold after 12 months from the end of the reporting period. All other available-for-sale financial assets are classified as current assets.

(v) *Financial liabilities*

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

**Preferred shares**

Preferred share capital is classified as equity if it is non-redeemable or redeemable only at the discretion of the parent company, and any dividends are discretionary. Dividends thereon are recognised as distributions within equity upon declaration by the directors.

Preferred share capital is classified as a liability if it is redeemable on a set date or at the option of the shareholders, or where the dividends are mandatory. Dividends thereon are recognised as interest expense in profit or loss.

**Impairment**

At the end of each reporting period, the Group assesses whether there is objective evidence that a financial asset has been impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss event") having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of available-for-sale financial assets, a significant or prolonged decline in the market value of the instrument is considered to constitute a loss event. Impairment losses are recognised in profit or loss immediately. Also, any cumulative decline in fair value previously recognised in other comprehensive income is reclassified to profit or loss at this point.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Impairment (continued)**

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Group recognises the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

**Derecognition**

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

**i. Impairment of Assets**

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (eg in accordance with the revaluation model in AASB 116). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**j. Interests in Joint Arrangements**

Joint arrangements represent the contractual sharing of control between parties in a business venture where unanimous decisions about relevant activities are required.

Separate joint venture entities providing joint venturers with an interest to net assets are classified as a "joint venture" and accounted for using the equity method.

Joint operations represent arrangements whereby joint operators maintain direct interests in each asset and exposure to each liability of the arrangement. The Group's interests in the assets, liabilities, revenue and expenses of joint operations are included in the respective line items of the consolidated financial statements.

Gains and losses resulting from sales to a joint operation are recognised to the extent of the other parties' interests. When the Group makes purchases from a joint operation, it does not recognise its share of the gains and losses from the joint arrangement until it resells those goods/assets to a third party.

Details of the Group's interests in joint arrangements are provided in Note 20.

**k. Employee Benefits**

**Short-term employee benefits**

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and annual leave are recognised as a part of current trade and other payables in the statement of financial position.

**Retirement benefit obligations**

*Defined contribution superannuation benefits*

All employees of the Group receive defined contribution superannuation entitlements, for which the Group pays the fixed superannuation guarantee contribution (currently 9.25% of the employee's average ordinary salary) to the employee's superannuation fund of choice. All contributions in respect of employees' defined contribution entitlements are recognised as an expense when they become payable. The Group's obligation with respect to employees' defined contribution entitlements is limited to its obligation for any unpaid superannuation guarantee contributions at the end of the reporting period. All obligations for unpaid superannuation guarantee contributions are measured at the (undiscounted) amounts expected to be paid when the obligation is settled and are presented as current liabilities in the Group's statement of financial position.

**Equity-settled compensation**

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share based payment reserve. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2014**

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**i. Provisions**

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

**m. Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits available on demand with banks and other short-term highly liquid investments with original maturities of 3 months or less.

**n. Revenue and Other Income**

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. When the inflow of consideration is deferred, it is treated as the provision of financing and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest revenue is recognised using the effective interest rate method.

All revenue is stated net of the amount of goods and services tax (GST).

**o. Trade and Other Receivables**

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Refer to Note 1(i) for further discussion on the determination of impairment losses.

**p. Trade and Other Payables**

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

**q. Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**r. Comparative Figures**

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group has retrospectively applied an accounting policy, made a retrospective restatement or reclassified items in its financial statements, an additional statement of financial position as at the beginning of the earliest comparative period will be disclosed.

**s. R&D Tax Incentives**

The Group has adopted the capital approach to accounting for R&D tax incentives received or receivable, pursuant to AASB 120 Accounting for Government Grants and Disclosure of Government Assistance. Under this approach, the incentive is recorded directly in the statement of financial position against the underlying asset to which the incentive relates.

**t. Critical Accounting Estimates and Judgements**

The preparation of the financial statements in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates and judgements. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. These estimates and associated assumptions are based on historic experience and various other factors, including expectations of future events that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgement about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and assumptions are reviewed and evaluated on an ongoing basis.

**Key estimates**

*(i) Impairment - general*

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

No impairment has been recognised in respect of assets at the end of the reporting period.

**Key judgements**

*(i) Exploration and evaluation expenditure*

The Group has recognised exploration and evaluation expenditure of \$39,260,564 (30 June 2013: \$31,845,354). Exploration and evaluation costs are capitalised in accordance with the accounting policy set out in Note 1(e). Given exploration activities have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of recoverable resources and the difficulty in forecasting cash flows to assess the fair value of exploration and evaluation expenditure there is uncertainty as to the carrying value of exploration and evaluation expenditure. The ultimate recovery of the carrying value of exploration and evaluation expenditure is dependent upon the successful development and commercial exploitation or, alternatively, sale of the interest in the tenement. The exploration licence over the tenement is due for renewal in December 2014, and Directors do not anticipate any issues being encountered with the renewal process, and as such do not believe the upcoming renewal increases the uncertainty of the recovery of the carrying value of exploration expenditure. As a result, the Directors are of the opinion that the exploration and evaluation expenditure is recoverable for the amount stated in the financial report.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**u. New Accounting Standards for Application in Future Periods**

Accounting Standards and Interpretations issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods, are discussed below:

- AASB 9: Financial Instruments and associated Amending Standards (applicable for annual reporting periods commencing on or after 1 January 2018).
- AASB 2012–3: Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities (applicable for annual reporting periods commencing on or after 1 January 2014).
- AASB 2013–3: Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets (applicable for annual reporting periods commencing on or after 1 January 2014).
- AASB 2013–4: Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting (applicable for annual reporting periods commencing on or after 1 January 2014).
- AASB 2013–5: Amendments to Australian Accounting Standards – Investment Entities (applicable for annual reporting periods commencing on or after 1 January 2014).
- AASB 2014–3: Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interest in Joint Operations (applicable for annual reporting periods commencing on or after 1 January 2016).
- AASB 2014–4: Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation (applicable for annual reporting periods commencing on or after 1 January 2016).

The directors anticipate the adoption of these standards will have no material financial impact on the financial statements of the Group.

**v. New and Amended Accounting Policies Adopted by the Group**

*Consolidated financial statements*

The Group adopted the following Australian Accounting Standards, together with the relevant consequential amendments arising from related Amending Standards, from the mandatory application date of 1 January 2013:

- AASB 10: *Consolidated Financial Statements*;
- AASB 12: *Disclosure of Interests in Other Entities*; and
- AASB 127: *Separate Financial Statements*.

AASB 10 provides a revised definition of “control” and may result in an entity having to consolidate an investee that was not previously consolidated and/or deconsolidate an investee that was consolidated under the previous accounting pronouncements.

**Employee benefits**

The Group adopted AASB 119: *Employee Benefits* (September 2011) and AASB 2011–10: *Amendments to Australian Accounting Standards arising from AASB 119 (September 2011)* from the mandatory application date of 1 January 2013.

There was no impact on the Group financial statements as a result of adopting these new accounting standard requirements.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2014**

**NOTE 2: PARENT ENTITY INFORMATION**

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.

	30 June 2014 \$	30 June 2013 \$
<b>STATEMENT OF FINANCIAL POSITION</b>		
<b>ASSETS</b>		
Current assets	6,291,730	17,926,250
Non-current assets	47,092,097	35,926,025
<b>TOTAL ASSETS</b>	<u>53,383,827</u>	<u>53,852,275</u>
<b>LIABILITIES</b>		
Current liabilities	287,813	146,860
Non-current liabilities	-	-
<b>TOTAL LIABILITIES</b>	<u>287,813</u>	<u>146,860</u>
<b>EQUITY</b>		
Issued capital	54,317,581	54,317,581
Reserve	177,119	37,820
Retained earnings/(accumulated losses)	(1,398,686)	(649,986)
<b>TOTAL EQUITY</b>	<u>53,096,014</u>	<u>53,705,415</u>
<b>STATEMENT OF COMPREHENSIVE INCOME</b>		
Total profit/(loss)	(748,700)	(419,957)
Total comprehensive income	<u>(748,700)</u>	<u>(419,957)</u>

**Guarantees**

Refer to Note 14: Borrowings.

**Contingent liabilities**

Malabar Coal Limited has certain contingent liabilities as at 30 June 2014. Refer to Note 27.

**Contractual commitments**

Malabar Coal Limited has certain operating lease commitments as at 30 June 2014. Refer to Note 26.

**NOTE 3: LOSS FOR THE YEAR**

	30 June 2014 \$	30 June 2013 \$
Profit before income tax from continuing operations includes the following specific expenses:		
Share based payments – management fee prior to IPO	-	319,803
Share based payments – employee share options	139,299	37,820
Interest expense	229,306	132,022
Depreciation expense	-	11,027
Loss on disposal of assets	10,046	-

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**NOTE 4: INCOME TAX**

	30 June 2014	30 June 2013
	\$	\$
<b>(a) Numerical reconciliation of income tax expense / (income) to prima facie tax payable:</b>		
Total profit/(loss) before income tax	<u>(1,372,589)</u>	<u>(695,090)</u>
Tax at the Australian tax rate of 30% (2013 - 30%)	(411,777)	(208,527)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Add/(less) permanent differences – Non-deductibles	<u>255</u>	<u>375</u>
	(411,521)	(208,152)
Net adjustment to deferred tax assets and liabilities for tax losses and temporary differences not recognised and temporary differences recognised		
Temporary differences not brought to account	411,521	208,152
(Over)/under provision of tax in prior years	<u>-</u>	<u>-</u>
Income tax expense	<u>-</u>	<u>-</u>
<b>(b) The components of income tax expense</b>		
Current tax expense/(benefit)	-	-
Deferred tax expense	-	-
Adjustments for current tax of prior periods	-	-
Total income tax expense	<u>-</u>	<u>-</u>
<b>(c) Deferred Tax Liabilities</b>		
<b>The balance comprises temporary differences attributable to:</b>		
Exploration expenditure (1)	3,669,411	2,300,667
Total deferred tax liabilities	<u>3,669,411</u>	<u>2,300,667</u>
Set-off of deferred tax liabilities pursuant to set-off provisions	(3,669,411)	(2,300,667)
Net deferred tax liabilities	<u>-</u>	<u>-</u>
<b>(d) Deferred tax assets:</b>		
<b>The balance comprises temporary differences attributable to:</b>		
Tax losses (2)	4,603,564	2,572,443
Accruals	-	-
Business capital costs (2)	706,977	905,512
Total deferred tax assets	<u>5,310,541</u>	<u>3,477,955</u>



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**NOTE 4: INCOME TAX (continued)**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	<b>\$</b>	<b>\$</b>
Set-off of deferred tax assets pursuant to set-off provisions	(5,310,541)	(3,477,955)
Net deferred tax assets	<u>-</u>	<u>-</u>
<b>(e) Tax losses:</b>		
Unused tax losses for which no deferred tax asset has been recognised (3)	<u>15,345,212</u>	<u>8,574,809</u>
	<u>15,345,212</u>	<u>8,574,809</u>
Potential tax effect at 30%	<u>4,603,564</u>	<u>2,572,443</u>

Unused losses which have not been recognised as an asset, will only be obtained if:

- (i) the economic entity derives future assessable income of a nature and of an amount sufficient to enable the losses to be realised;
- (ii) the economic entity continues to comply with the conditions for deductibility imposed by the law; and
- (iii) no changes in tax legislation adversely affect the economic entity in realising the losses.

The following amendments were made to comparative figures upon lodgement of the 30 June 2013

Income Tax Return:

	<b>30 June 2013</b>
	<b>\$</b>
(1)	<b>\$</b>
Exploration expenditure and interest receivable per 2013	1,392,421
Over provision as a result of amendments made on completion of the 2013 Income Tax Return	908,246
Amended 30 June 2013 deferred tax liabilities	<u>2,300,667</u>

	<b>30 June 2013</b>
	<b>\$</b>
(2)	<b>\$</b>
Tax losses per 2013	1,837,350
Amendments to tax losses made on completion of the 2013 Income Tax Return	735,093
Amended 30 June 2013 tax losses	<u>2,572,443</u>

Business capital costs per 2013	777,192
Amendments to business capital costs made on completion of the 2013 Income Tax Return	<u>128,320</u>
Amended 30 June 2013 business capital costs	<u>905,512</u>

	<b>30 June 2013</b>
	<b>\$</b>
(3)	<b>\$</b>
Unused tax losses per 2013	4,190,050
Under provision as a result of amendments made on completion of the 2013 Income Tax Return	4,384,759
Amended 30 June 2013 unused tax losses	<u>8,574,809</u>

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**NOTE 5: KEY MANAGEMENT PERSONNEL COMPENSATION**

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 30 June 2014.

The totals of remuneration paid to KMP of the company and the Group during the year are as follows:

	<b>30 June 2014</b>	<b>30 June 2013</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits	1,160,074	497,537
Post-employment benefits	62,195	23,983
CEO termination payment	92,939	-
Other long-term benefits	-	-
Share-based payments	139,299	37,820
Total KMP compensation	<u>1,454,507</u>	<u>559,340</u>

**Short-term employee benefits**

These amounts include fees and benefits paid to the non-executive Chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other KMP.

**Post-employment benefits**

These amounts are the current-year's estimated cost of providing for the Group's superannuation contributions made during the year.

**Other long-term benefits**

These amounts represent long service leave benefits accruing during the year, long-term disability benefits and deferred bonus payments.

**Share-based payments**

These amounts represent the expense related to the participation of KMP in equity-settled benefit schemes as measured by the fair value of the options, rights and shares granted on grant date.

Further information in relation to KMP remuneration can be found in the directors' report.

**NOTE 6: AUDITORS' REMUNERATION**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	<b>\$</b>	<b>\$</b>
Remuneration of the auditor for:		
- Audit and review of the financial statements	56,600	61,500
- Taxation compliance services	1,200	7,965
- Investigating accountant's services	-	67,500
- Review of regulatory returns	-	1,500

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**NOTE 7: CASH AND CASH EQUIVALENTS**

Cash at bank and on hand	681,217	7,930,631
Short-term bank deposits	5,513,398	9,900,512
	<u>6,194,615</u>	<u>17,831,143</u>

The effective interest rate on short-term bank deposits was 3.46% (2013: 4.04%); these deposits have an average maturity of 60 days.

**Reconciliation of cash**

Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:

Cash and cash equivalents	6,194,615	17,831,143
	<u>6,194,615</u>	<u>17,831,143</u>

**NOTE 8: TRADE AND OTHER RECEIVABLES**

CURRENT:	30 June 2014	30 June 2013
	\$	\$
Trade receivables	59,129	53,720
Other receivables	89,475	134,270
R&D tax incentive receivable	746,687	-
	<u>895,291</u>	<u>187,990</u>

**NOTE 9: OTHER ASSETS**

CURRENT:		
Prepayment on purchase of land	-	1,936,888
Call options acquired	-	468,075
Stamp duty prepaid	-	397,187
Other assets	78,381	71,323
	<u>78,381</u>	<u>2,873,473</u>
<b>NON-CURRENT:</b>		
Other assets	37,793	19,397
	<u>37,793</u>	<u>19,397</u>

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**NOTE 10: PROPERTY, PLANT AND EQUIPMENT**

	30 June 2014	30 June 2013
	\$	\$
Land - at cost	19,046,606	11,869,832
Total land	<u>19,046,606</u>	<u>11,869,832</u>
Buildings - at cost	2,169,149	317,286
Less: accumulated depreciation	(73,198)	(11,027)
Total buildings	<u>2,095,951</u>	<u>306,259</u>
Total land and buildings	<u>21,142,557</u>	<u>12,176,091</u>
Plant and Equipment	130,167	58,664
Less: accumulated depreciation	(25,370)	(7,978)
	<u>104,797</u>	<u>50,686</u>
Total property, plant and equipment	<u><u>21,247,354</u></u>	<u><u>12,226,777</u></u>

**a. Movements in Carrying Amounts**

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	Freehold Land	Buildings	Plant and Equipment	Total
	\$	\$	\$	\$
<b>Consolidated Group:</b>				
Balance at 1 July 2012	-	-	1,082	1,082
Additions	11,869,832	317,286	57,582	12,244,700
Disposals	-	-	-	-
Depreciation expense	-	(11,027)	(7,978)	(19,005)
Balance at 30 June 2013	<u>11,869,832</u>	<u>306,259</u>	<u>50,686</u>	<u>12,226,777</u>
Additions	7,176,774	1,851,863	85,398	9,114,035
Disposals	-	-	(14,096)	(14,096)
Depreciation expense	-	(62,171)	(17,191)	(79,362)
Balance at 30 June 2014	<u><u>19,046,606</u></u>	<u><u>2,095,951</u></u>	<u><u>104,797</u></u>	<u><u>21,247,354</u></u>

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**NOTE 11: INTANGIBLE ASSETS**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	\$	\$
<b>NON-CURRENT:</b>		
Water allocation licences	3,709,100	2,550,000
	<u>3,709,100</u>	<u>2,550,000</u>
Balance at the beginning of the year	2,550,000	-
Additions	1,159,100	2,550,000
Disposals	-	-
Amortisation charge	-	-
Impairment losses	-	-
Balance at the end of the year	<u>3,709,100</u>	<u>2,550,000</u>

These particular water allocation licences are issued as “continuing” and as such have an indefinite useful life.

**NOTE 12: CAPITALISED EXPLORATION AND EVALUATION COSTS**

Capitalised exploration and evaluation cost consist of:

Mining information	900,632	751,585
Exploration licence	33,141,943	27,700,438
Exploration & evaluation expenditures	5,964,676	3,393,331
R&D tax incentive (Note 1(s))	(746,687)	-
	<u>39,260,564</u>	<u>31,845,354</u>

The capitalised exploration and evaluation expenditure carried forward above has been determined as follows:

Opening balance	31,845,354	13,580,269
Mining information – Increase in participants interest	149,048	314,874
Exploration licence - Increase in participants interest and revaluation of licence	5,441,504	15,144,218
Expenditures incurred during the year	2,571,345	2,805,993
R&D tax incentive recognised during the year (Note 1 (s))	(746,687)	-
	<u>39,260,564</u>	<u>31,845,354</u>

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**NOTE 13: TRADE AND OTHER PAYABLES**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	\$	\$
<b>CURRENT:</b>		
Trade creditors	409,435	252,966
Other creditors	72,708	282,575
	<u>482,143</u>	<u>535,541</u>
<b>NON-CURRENT:</b>		
Other creditors	8,007	6,823
Loan payable Spur Hill Agricultural to Spur Hill Joint Venture (1)	12,561,358	10,111,890
	<u>12,569,365</u>	<u>10,118,713</u>

(1) As at 30 June 2014, one of the Company's subsidiaries, Spur Hill Agricultural Pty Ltd, had borrowed \$19,553,794 from the Spur Hill Joint Venture to finance operating activities.

The Malabar Group has a 35.76% interest in the Spur Hill Joint Venture with the right to acquire up to 80% interest. The remaining 64.24% interest in the Spur Hill Joint Venture is held by a third party external to the Group, Spur Hill Unit Trust. In accordance with AASB 11: Joint Arrangements, the Group has incorporated the Joint Venture's assets and liabilities in proportion to its ownership interest in the Joint Venture. The loan payable disclosed above represents the loan payable by Spur Hill Agricultural to the Spur Hill Joint Venture after elimination on consolidation of the portion of the loan that relates to Malabar Group's 35.76% interest in the Joint Venture.

**NOTE 14: BORROWINGS**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	\$	\$
<b>NON-CURRENT:</b>		
Revolving bill facility	6,200,000	3,475,000
	<u>6,200,000</u>	<u>3,475,000</u>

Security on the facility consists of general security agreements, real property mortgages and water allocation licence mortgage over the assets of the subsidiary company Spur Hill Agriculture Pty Ltd. The facility has an expiry date of 28 February 2016. Malabar Coal Limited has guaranteed and indemnified the facility.

**NOTE 15: DIVIDENDS**

No dividend has been paid during the year ended 30 June 2014, and none is proposed.

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**NOTE 16: EARNINGS PER SHARE**

	<b>2014</b>	<b>2013</b>
	<b>Cents</b>	<b>Cents</b>
<b>(a) Basic earnings per share</b>		
From continuing operations attributable to the ordinary equity holders of the company	(1.50)	(1.23)
	(1.50)	(1.23)
<b>(b) Diluted earnings per share</b>		
From continuing operations attributable to the ordinary equity holders of the company	(1.50)	(1.23)
	(1.50)	(1.23)
<b>(c) Reconciliation of earnings used in calculating earnings per share</b>		
	<b>\$</b>	<b>\$</b>
<i>Basic earnings per share</i>		
Loss attributable to the ordinary equity holders of the company used in calculating basic earnings per share	(1,278,183)	(639,972)
	(1,278,183)	(639,972)
<i>Diluted earnings per share</i>		
Loss attributable to the ordinary equity holders of the company used in calculating diluted earnings per share	(1,278,183)	(639,972)
	(1,278,183)	(639,972)
<b>(d) Weighted average number of shares used as the denominator</b>		
	<b>#</b>	<b>#</b>
<i>Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share</i>	85,000,000	52,129,243
Adjustments for calculation of diluted earnings per share:		
- Options	-	-
	-	-
<i>Weighted average number of ordinary shares and potential ordinary share used as the denominator in calculating diluted earnings per share</i>	85,000,000	52,129,243
	85,000,000	52,129,243

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**NOTE 17: ISSUED CAPITAL**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	<b>\$</b>	<b>\$</b>
85,000,000 fully paid ordinary shares (2013: 85,000,000)	54,317,581	54,317,581
	54,317,581	54,317,581

**a. Ordinary Shares**

Ordinary shares participate in dividends and the proceeds on winding-up of the parent entity in proportion to the number of shares held.

At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Ordinary shares have no par value, and the company does not have a limited amount of authorised share capital.

**Movements in ordinary share capital during the year:**

<b>Date</b>	<b>Details</b>	<b>Note</b>	<b>#</b>	<b>Issue Price</b>	<b>\$</b>
1 July 2013	Opening balance		85,000,000		54,317,581
30 June 2014	Closing balance		85,000,000		54,317,581

**b. Converting Preference Shares**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	<b>\$</b>	<b>\$</b>
At the beginning of the reporting period	-	20,000,000
Conversion of preference shares to ordinary shares	-	(20,000,000)
At the end of the reporting period	-	-

The converting preference shares did not pay a dividend and were converted to ordinary shares in the company on the date on which the ASX confirmed Company's listing, 26 March 2013. Pursuant to the terms of the CPS, the number of Shares in the Company into which each CPS converted at that time was determined by dividing the conversion value of \$1.20 (being the issue price for each CPS of \$1.00 multiplied by 120%) by the final price per Share under the offer.

**c. Options**

- (i) For information relating to the Malabar Coal Limited employee option plan, including details of options issued, exercised and lapsed during the financial year and the options outstanding at year-end, refer to Note 22: Share-based Payments.
- (ii) For information relating to share options issued to key management personnel during the financial year, refer to Note 5.

**d. Capital Management**

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital includes ordinary share capital and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

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**NOTE 18: RESERVES**

<i>Share based payments reserve</i>	<b>30 June 2014</b>	<b>30 June 2013</b>
	<b>\$</b>	<b>\$</b>
Balance at 1 July	37,820	332,569
Share based payments – employee share options	139,299	37,820
Transfer to Share Capital upon issue of shares	-	(332,569)
Balance at 30 June	<u>177,119</u>	<u>37,820</u>

The share based payments reserve is used to recognise:

- The grant date fair value of options issued to employees and contractors but not exercised.
- Share based payments made to Ironstone Capital under the Shareholders Agreement.

**NOTE 19: CONTROLLED ENTITIES**

**a. Controlled Entities**

<b>Controlled Entities</b>	<b>Owned directly or indirectly</b>	<b>Owned directly or indirectly</b>
	<b>2014</b>	<b>2013</b>
Listed below are companies which are subsidiaries of Malabar Coal Limited. All of the subsidiaries are incorporated in Australia.		
Spur Hill No. 2 Pty Ltd (SH2)	100%	100%
Spur Hill Management Pty Ltd (SHMgt)	80%	80%
Spur Hill Marketing Pty Ltd (SHMkt)	80%	80%
Spur Hill Agricultural Pty Ltd (SHA) <sup>1</sup>	80%	80%

<sup>1</sup> Refer to Note 27 for details on the call option granted by SHA.

Malabar Coal Limited acquired control of SH2, SHMgt and SHMkt on 15 July 2011 while control of SHA was acquired on 26 April 2012.

**NOTE 20: INTEREST IN JOINT ARRANGEMENTS**

**a. Information about Principal Joint Arrangements**

Set out below are the joint arrangements of the Group as at 30 June 2014, which in the opinion of the directors are material to the Group:

<b>Name of Joint Arrangement</b>	<b>Classification of Joint Arrangement</b>	<b>Place of Business/ Country of Incorporation</b>	<b>Proportion of Ownership Interest/ Participating Share</b>		<b>Measurement at Equity Method or Fair Value</b>
			<b>As at 30 June 2014</b>	<b>As at 30 June 2013</b>	
			Spur Hill Joint Venture	Joint operation	

Spur Hill Joint Venture is a joint arrangement between the Group and another party. The respective parties have entered into a Farm In Agreement for the Spur Hill Joint Venture which allows the Group to progressively increase its participating interest to 80% through a combination of sole funding, milestone and call option payments. The Group may accelerate its acquisition of its participating interest at any time by pre-paying the sole funding and milestone payments. The purpose of the Spur Hill Joint Venture is to develop and operate the Spur Hill Underground Coking Coal Project on EL7429.

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**NOTE 20: INTEREST IN JOINT ARRANGEMENTS (CONTINUED)**

**b. Summarised Financial Information of the Joint Operation**

Set out below is the summarised financial information of the joint operation that is material to the Group. The joint operation is accounted for using the fair value method.

Spur Hill Joint Venture has the same financial year-end as the Group.

<b>Summarised Financial Position</b>	<b>Spur Hill Joint Venture</b>	
	<b>As at 30 June 2014</b>	<b>As at 30 June 2013</b>
	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	21,944	84,638
Other current assets	110,385	257,180
<b>TOTAL CURRENT ASSETS</b>	<b>132,329</b>	<b>341,818</b>
Capitalised exploration and evaluation costs	20,749,713	15,440,544
Property, plant and equipment	138,161	169,849
Loan to Spur Hill Agricultural Pty Ltd	19,553,794	14,412,932
Other non-current assets	105,686	65,000
<b>TOTAL NON-CURRENT ASSETS</b>	<b>40,547,354</b>	<b>30,088,325</b>
Other current liabilities	592,379	964,085
<b>TOTAL CURRENT LIABILITIES</b>	<b>592,379</b>	<b>964,085</b>
Other non-current liabilities	20,000	20,000
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>20,000</b>	<b>20,000</b>
<b>NET ASSETS</b>	<b>40,067,304</b>	<b>29,446,058</b>
Group's share of net assets (%)	35.76	29.84
Group's share of net assets (\$)	14,328,067	8,787,160

**Summarised Financial Performance**

**Spur Hill Joint Venture**

All expenditure is capitalised to form additional equity in the Spur Hill Joint Venture as per the Farm In Agreement. As such there are no reportable items of revenue or expenditure for this period or any historical periods.

Unless otherwise stated, the above summarised financial information reflects the amounts as presented in the individual Australian-Accounting-Standards financial statements of the joint operation.

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**NOTE 20: INTEREST IN JOINT ARRANGEMENTS (CONTINUED)**

The following is a reconciliation of the above summarised financial information to the carrying amounts of the Group's interests in the assets, liabilities, revenues and expenses of the joint operation accounted for using the fair value method:

	<b>Spur Hill Joint Venture</b>	
	<b>Year Ended 30 June 2014</b>	<b>Year Ended 30 June 2013</b>
	<b>\$</b>	<b>\$</b>
Group's share of net assets – opening	8,787,160	1,212,166
Group's share of profit or loss	-	-
Group's share of other comprehensive income	-	-
Group's increase in share of net assets	5,540,907	7,574,994
Group's share of net assets – closing	14,328,067	8,787,160

**NOTE 21: CASH FLOW INFORMATION**

	<b>30 June 2014</b>	<b>30 June 2013</b>
	<b>\$</b>	<b>\$</b>
<b>Reconciliation of Cash Flow from Operations with Profit (loss) after Income Tax</b>		
Profit (loss) after income tax	(1,372,589)	(695,090)
Cash flows excluded from profit attributable to operating activities:		
– Share based payments	139,300	357,623
– Option fee expense	131,044	-
– Depreciation	-	11,027
– Borrowing expense	(3,807)	49,337
– Non-Operating Expenditure	29,812	-
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
– (increase)/decrease in trade and other receivables	(794,999)	(909)
– (increase)/decrease in other assets	76,097	(700,426)
– increase/(decrease) in trade payables and accruals	(38,128)	276,812
Cash flow from operations	1,833,270	(701,626)

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**NOTE 22: SHARE-BASED PAYMENTS – EMPLOYEE SHARE OPTIONS**

(i) Share options were granted to employees under the Malabar Coal Limited executive share option plan to take up ordinary shares at an exercise price of \$1.50 each. The options are exercisable on or before 31 May 2017.

(ii) Options held by key management personnel are as follows:

	Grant Date	Expiry Date	Number
<b>Directors</b>			
Tony Galligan	22 March 2013	22 March 2017	200,000
<b>Other KMP</b>			
Peter Doyle	22 March 2013	22 March 2017	250,000
Graeme Booth	31 May 2013	31 May 2017	500,000
Bill Dean	31 May 2013	31 May 2017	125,000
			<u>1,075,000</u>

These options vest over a 4-year period with one third vesting each anniversary of the grant date. Further details of these options are provided in the directors' report. The options are issued for no consideration and hold no voting or dividend rights. The options are not transferable. During the financial year 358,333 options vested with key management personnel (2013: nil).

(iii) The company established the Malabar Coal Limited Executive Share Option Plan on 23 January 2013 as a long-term incentive scheme to recognise and retain talent and to motivate executives to strive for group performance. At its sole discretion senior employees are invited by the Board to apply for the options. No payment is required for the grant of the options under the plan. The options carry no entitlements to voting rights or dividends of the Group. The options are not transferable. The number available to be granted is determined by the Board.

If the participant ceases employment due to resignation, dismissal for cause or poor performance all options previously granted to the participant will lapse on the date of cessation of employment, unless the Board determines otherwise. If the participant ceases employment for any other reason, then vested options may be exercised in the 90 day period after cessation, after which those vested options will lapse. All other options retain their original vesting date although the Board may, in its discretion, pro rata the participant's options at cessation or accelerate the vesting of the participant's options.

A summary of the movements of all company options issues is as follows:

	Number	Weighted Average Exercise Price
<b>Options outstanding as at 30 June 2013</b>	1,075,000	\$1.50
Granted	-	-
Forfeited	-	-
Exercised	-	-
Expired	-	-
<b>Options outstanding as at 30 June 2014</b>	<u>1,075,000</u>	<u>\$1.50</u>
Options exercisable as at 30 June 2014	358,333	\$1.50
Options exercisable as at 30 June 2013	-	-

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**MALABAR COAL LIMITED AND CONTROLLED ENTITIES**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2014**

**NOTE 22: SHARE-BASED PAYMENTS – EMPLOYEE SHARE OPTIONS (continued)**

The weighted average remaining contractual life of options outstanding at year-end was 2.82 years. The exercise price of outstanding shares at the end of the reporting period was \$1.50.

These values were calculated using the Black-Scholes option pricing model applying the following inputs:

Expected dividends:	-
Weighted average exercise price:	\$1.50
Weighted average life of the option:	2.84 years
Expected share price volatility:	72.794%
Risk-free interest rate:	2.84% & 3.17%

Due to the Company's relatively short history of share transaction future volatility has been determined by reference to similar listed entities.

The life of the options has been taken to be the full period of time from grant date to expiry date as there is no past history.

The risk free interest rates used are the 5 year Treasury Bond rates.

**NOTE 23: OPERATING SEGMENT**

The Group operates solely within one segment, being the mineral exploration industry in Australia.

**NOTE 24: RELATED PARTY TRANSACTIONS**

**Related Parties**

**a. The Group's main related parties are as follows:**

*i. Entities exercising control over the Group*

The parent entity within the Group is Malabar Coal Limited.

*ii. Key management personnel*

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity, are considered key management personnel.

*iii. Entities subject to significant influence by the Group*

An entity which has power to participate in the financial and operating policy decisions of an entity, but does not have control over the policies, is an entity which holds significant influence. Significant influence may be gained by share ownership, statute or agreement.

*iv. Other related parties*

Other related parties include entities controlled by the ultimate holding company and entities over which key management personnel have joint control.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2014**

**NOTE 24: RELATED PARTY TRANSACTIONS (continued)**

**b. Transactions with related parties**

Transactions between related parties are on normal commercial terms and on conditions no more favourable than those available to other parties unless otherwise stated.

*i) Relationship with Ironstone Capital*

Ironstone Capital Partners Pty Ltd ('Ironstone Capital') is a boutique corporate advisory business owned by two of the Directors – Wayne Seabrook and Simon Keyser. Ironstone Capital established Malabar for the purpose of acquiring an interest in the Project.

*Ironstone Capital provision of services to Malabar and the Project*

Ironstone Capital provides consulting services to the Project and the Company in connection with project development and corporate activities. Ironstone Capital is paid at market related rates for work conducted by its executives. During the financial year ended 30 June 2014, totals of \$89,020 and \$45,740 were paid by Malabar and Spur Hill Management Pty Ltd (the Project) respectively to Ironstone Capital.

*ii) Other Related Party Transactions*

During the financial year ended 30 June 2014, Malabar paid XLX Pty Ltd ('XLX') \$139,128 under the current lease agreement for office space on Level 26, 259 George Street, Sydney. The current lease agreement between Malabar and XLX for office space on Level 26, 259 George Street amounts to \$11,594 per month. The lease agreement is charged on a pass through cost basis from XLX to Malabar and the monthly rental is subsequently split 80/20 between the Project and Malabar. XLX is part-owned by Malabar Directors Wayne Seabrook, Simon Keyser and Andy Plummer.

The Company has continued the consultancy arrangement with the Chairman whereby he (or his associated entity) is paid a consulting fee of \$2,500 per day for any work done for the Company which is not related to his role as Chairman. In the financial year ended 30 June 2014, total payments of \$243,439 have been made under this agreement.

**c. Transactions with Key Management Personnel**

- Refer to Note 5.

**MALABAR COAL LIMITED AND CONTROLLED ENTITIES**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 25: FINANCIAL RISK MANAGEMENT**

The Group's financial instruments consist mainly of cash at banks, accounts receivable and payable and borrowings. The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

	Note	30 June 2014 \$	30 June 2013 \$
<b>Financial assets</b>			
Cash and cash equivalents	7	6,194,615	17,831,143
Trade and other receivables	8	895,291	187,990
<b>Total financial assets</b>		7,089,906	18,019,133
<b>Financial liabilities</b>			
Trade and other payables	13	13,051,508	10,654,254
Borrowings	14	6,200,000	3,475,000
<b>Total financial liabilities</b>		19,251,508	14,129,254

**Financial Risk Management Policies**

The Audit Committee has been delegated responsibility by the Board of Directors for, among other issues, monitoring and managing financial risk exposures of the Group. The Audit Committee monitors the Group's financial risk management policies and exposures and approves financial transactions within the scope of its authority. It also reviews the effectiveness of internal controls relating to counterparty credit risk, liquidity risk and interest rate risk.

The Group's overall risk management strategy seeks to meet its financial requirements, while minimising potential adverse effects on financial performance. It includes the review of the use of credit risk policies and future cash flow requirements.

The main risks the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate risk.

**a) Credit risk**

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

Credit risk is managed through the maintenance of procedures (such procedures include the utilisation of systems for regular monitoring of exposures against such limits and monitoring of the financial stability of significant counterparties), ensuring to the extent possible, that counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment.

Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating, or in entities that the company has otherwise cleared as being financially sound.

*Credit risk exposures*

The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period is equivalent to the carrying value and classification of those financial assets (net of any provisions) as presented in the statement of financial position. Credit risk also arises through the provision of financial guarantees, as approved at board level, given the parties securing the liabilities of certain subsidiaries.

Trade and other receivables that are neither past due nor impaired are considered to be of high credit quality.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 25: FINANCIAL RISK MANAGEMENT (continued)**

Credit risk related to balances with banks and other financial institutions is managed by the Group in accordance with the policy of only investing surplus cash with major financial institutions.

Such policy requires that surplus funds are only invested with counterparties with a Standard & Poor's rating of at least A-. The following table provides information regarding the credit risk relating to cash and money market securities based on Standard & Poor's counterparty credit ratings.

	Note	30 June 2014 \$	30 June 2013 \$
Cash and cash equivalents:			
– A- to AA- rated	7	6,194,615	17,831,143

**b) Liquidity risk**

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group considers liquidity risk as immaterial as the company has sufficient cash funding to meet its obligations as they fall due. This risk is also managed by regular review of future period cash flows and operational activity budgets.

**c) Market risk**

*Interest rate risk*

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments.

The Group's exposure to interest rate risk is summarised in the table below:

	Floating Interest Rate	Fixed Interest maturing in:			Total	Weighted Average Interest rate
		1 year or less	Over 1 year, less than 5	Non Interest bearing		
<b>2014</b>						
<b>Financial assets</b>						
Cash at bank	681,207	-	-	10	681,217	2.31%
Term deposits	-	5,513,398	-	-	5,513,398	3.46%
Receivables	-	-	-	895,291	895,291	0.00%
<b>Financial Liabilities</b>						
Payables	6,200,000	-	-	13,025,603	19,225,603	1.19%
<b>2013</b>						
<b>Financial assets</b>						
Cash at bank	7,930,621	-	-	10	7,930,631	2.75%
Term deposits	-	9,900,512	-	-	9,900,512	4.04%
Receivables	-	-	-	187,992	187,992	0.00%
<b>Financial Liabilities</b>						
Payables	3,475,000	-	-	10,651,045	14,126,045	0.91%



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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 25: FINANCIAL RISK MANAGEMENT (continued)**

*Sensitivity analysis*

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates the impact on how the company's (loss)/profit reported at the end of the reporting period would have been affected by interest rate movements that management considers to be reasonably possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

	Carrying Value \$	+1 % interest rate \$	-1 % interest rate \$
<b>30 June 2014</b>			
Interest bearing cash	6,194,605	61,946	(61,946)
<b>30 June 2013</b>			
Interest bearing cash	17,831,133	178,311	(178,311)

**Net Fair Values of financial assets and liabilities**

The carrying amounts of all financial assets and financial liabilities approximate their net fair values.

**NOTE 26: CAPITAL AND LEASING COMMITMENTS**

	30 June 2014 \$	30 June 2013 \$
<b>a. Operating Lease Commitments</b>		
Non-cancellable operating leases contracted for but not recognised in the financial statements		
Payable – minimum lease payments:		
– not later than 12 months	139,128	133,777
– between 12 months and 5 years	436,226	457,066
– later than 5 years	-	-
	575,354	590,843

Operating leases include a non-cancellable property lease with a 5-year term, with rent payable monthly in advance. Contingent rental provisions within the lease agreement require the minimum lease payments shall be increased by the lower of the change in the consumer price index (CPI) or 4% per annum. It also includes a \$100,000 agreement to lease fee relating to a property adjacent to the project area which is due on 1 July 2015.

**b. Capital Commitments**

Commitments on the reporting date but not recognised as liability:

Property	(1)	-	2,025,000
Property	(2)	-	3,675,000
Property	(3)	-	1,575,000
		-	7,275,000

- (1) On 13 July 2012, SHA entered into a contract to purchase a property related to the Project for a total consideration of \$2,700,000. A deposit of \$675,000 was paid on that date and recorded under the Other Current Asset account on the statement of financial position as at 30 June 2013. The settlement date for the property was 15 July 2013, at which time \$2,025,000 was paid to acquire the property.

**MALABAR COAL LIMITED AND CONTROLLED ENTITIES**  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 26: CAPITAL AND LEASING COMMITMENTS (continued)**

- (2) On 10 August 2012, SHA entered into a contract to purchase a property related to the Project for a total consideration of \$4,900,000. A deposit of \$1,225,000 was paid on that date and recorded under the Other Current Asset account on the statement of financial position as at 30 June 2013. The settlement date for the property was 12 August 2013, at which time \$3,675,000 was paid to acquire the property.
- (3) On 23 November 2012, SHA entered into interdependent put and call option deeds in respect of land related to the Project and an agricultural business conducted on the land for a total consideration of \$1,875,000. An option fee of \$300,000 was paid on that date and recorded under the Other Current Asset account on the statement of financial position as at 30 June 2013. The settlement date for the property was 16 August 2013, at which time \$1,575,000 was paid to acquire the property.

**NOTE 27: CONTINGENT LIABILITIES AND CONTINGENCIES**

	<b>Consolidated Group</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Estimates of the potential financial effect of contingent liabilities that may become payable:		
<i>Project Related</i>		
a. The Group has entered into various contracts in relation to its participation in the Spur Hill Joint Venture. The Farm in Agreement provides for the Group to make payments to the other Joint Venture participant based on the achievement of Project milestones. On achievement of each of the following four Milestones, SH2 is obliged to pay the other participant \$2.5 million in exchange for a 2.5% Participating Interest:		
i. Proved JORC Reserves of at least 80 million tonnes;	2,500,000	2,500,000
ii. submission of an environmental assessment for the Project;	2,500,000	2,500,000
iii. completion of a detailed feasibility study into the development of the Project;	2,500,000	2,500,000
iv. grant of a Mining Lease.	2,500,000	2,500,000
As the Project develops, the Group will be required to make further contributions to the Project Joint Venture to continue to keep the Project viable. The Group may make discretionary prepayments of contributions to the Project to accelerate its participating interest in the Project.		
b. Bonus payment for Peter Doyle upon the grant of a Mining Lease per employment contract. Refer remuneration report.	500,000	1,000,000
c. Payment to landholder in Note 26 b. (3) upon the grant of a Mining Lease per contract of purchase.	600,000	600,000
<b>Contingent Liabilities</b>	<b>11,100,000</b>	<b>11,600,000</b>

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2014**

**NOTE 27: CONTINGENT LIABILITIES AND CONTINGENCIES (continued)**

**Contingencies**

1. One of the subsidiary companies in the Group, Spur Hill Agricultural Pty Ltd, has granted a call option to a party with whom the Group is a participant in the Project Joint Venture. Under the terms of the call option the other party may exercise a right to acquire shares in Spur Hill Agricultural Pty Ltd for nominal consideration so that its shareholding proportion in Spur Hill Agricultural Pty Ltd matches its participating interest in the Project Joint Venture. Should the call option be exercised Spur Hill Agricultural Pty Ltd may no longer be ultimately controlled by Malabar and no longer be included in the Malabar Group.
  2. As part of the Farm in Agreement in relation to the Project, the Group paid \$1 for a call option granting the Group the right to acquire a 15% participating interest in the Project. The exercise price for the call option is calculated as follows:
    - a. \$2 million per percentage Participating Interest in the event that there is no Eastern Development<sup>1</sup> included in the Mining Lease (or if not granted, the Mining Lease Application) on or before the time of exercise of the Call Option; or
    - b. \$3 million per percentage Participating Interest in the event that there is an Eastern Development<sup>1</sup> included in the Mining Lease on or before the time of exercise of the Call Option.
- (1) As set out in the Prospectus Malabar only intends to apply for a Mining Lease for the Underground Resource Area which would exclude the Eastern Development.

**NOTE 28: EVENTS AFTER THE REPORTING PERIOD**

As noted in the section 'Project Approvals' on page 5, the following events occurred after 30 June 2014:

- EPBC referral was determined on 7 July 2014.
- EARs were issued on 23 July 2014.
- MLAs were submitted post the financial year end and advertised on 12 September 2014.

On 8 September 2014 the maturity date of the revolving bill facility with the National Australia Bank was extended from 31 August 2015 to 28 February 2016.

As noted in the section 'Strategic Land Transactions' on page 6, the Project secured an easement over a property and entered into an agreement to lease another property after the financial year end.

Other than the above, no other matter of circumstance has arisen since 30 June 2014 that has significantly affected, or may significantly affect:

- The Group's operations in future financial years, or
- The results of those operations in future financial years, or
- The Group's state of affairs in future financial years.

**NOTE 29: COMPANY DETAILS**

The registered office and principal place of business of the Company as at 30 June 2014 was:

LEVEL 26, 259 GEORGE STREET  
SYDNEY NSW 2000  
Tel.: 02 8248 1272

**MALABAR COAL LIMITED AND CONTROLLED ENTITIES**  
**ABN 151 691 468**

**DIRECTORS' DECLARATION**

In accordance with a resolution of the directors of Malabar Coal Limited, in the opinion of the directors of the company:

1. the financial statements and notes, as set out on pages 22 to 57, are in accordance with the *Corporations Act 2001* and:
  - a. complying with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS) and the *Corporations Regulations 2001*; and
  - b. giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date;
2. there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by s295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer.



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**Wayne Seabrook, Director**

Dated: 25 September 2014

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**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF MALABAR COAL LIMITED**

We have audited the accompanying financial report of Malabar Coal Limited ("the Company") and its controlled entities ("the consolidated entity"), which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the Directors' Declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

*Directors' Responsibility for the Financial Report*

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the Directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

*Auditor's Responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Independence*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

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*Opinion*

In our opinion:

- a) the financial report of Malabar Coal Limited and its controlled entities is in accordance with the *Corporations Act 2001*, including:
  - i. giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and
  - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

**Report on the Remuneration Report**

We have audited the remuneration report included in pages 14 to 19 of the Directors' Report for the year ended 30 June 2014. The Directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

*Auditor's Opinion*

In our opinion the remuneration report of Malabar Coal Limited for the year ended 30 June 2014 complies with section 300A of the *Corporations Act 2001*.

AKF HACKETTS

PKF HACKETTS AUDIT



**Liam Murphy**

**Partner**

Brisbane, 25 September 2014

**MALABAR COAL LIMITED  
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**CORPORATE GOVERNANCE STATEMENT**

The Board has adopted corporate governance policies and practices consistent with the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations ("ASX Principles and Recommendations 2nd Edition") where considered appropriate for a company of the Company's size and stage of development.

The third edition of the ASX Principles and Recommendations was released on 27 March 2014, and takes effect for a listed entity's first full financial year commencing on or after 1 July 2014, The Company will report against the third edition in its 2015 annual report.

Unless disclosed below, all the best practice recommendations of the ASX Corporate Governance Council have been applied for the period that Malabar Coal Limited has been a listed entity for the financial year ended 30 June 2014.

The Company's corporate governance policies can be obtained from the Company's website at [www.malabarcoal.com.au](http://www.malabarcoal.com.au).

<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a></b>	<b>Disclosure Requirement for Non Compliance</b>
<b>Principle 1</b>			
Principle 1 – Lay solid foundations for management and oversight. Companies should establish and disclose the respective roles and responsibilities of board and management.			
Recommendation 1.1: Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	Comply	SECTION A. 1	Not Applicable
Recommendation 1.2: Companies should disclose the process for evaluating the performance of senior executives.	Comply	SECTION F. 3	Not Applicable
Recommendation 1.3: Companies should provide the information indicated in the Guide to reporting on Principle 1.	Comply		Not Applicable
<b>Principle 2</b>			
Principle 2 – Structure the board to add value. Companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.	Comply	SECTION A. 1	Not Applicable

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**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a></b>	<b>Disclosure Requirement for Non Compliance</b>
Recommendation 2.1: A majority of the board should be independent directors.	Does not comply	SECTION A. 1 (c)	The Board considers that the current composition of the Board is appropriate for the Company's size and stage of development. A greater proportion of independent directors will be introduced on to the Board in due course.
Recommendation 2.2: The chair should be an independent director.	Does not comply	SECTION A. 1 (c)	The Board considers that Wayne Seabrook is the most appropriate candidate for chair, due to his experience, background and skills.
Recommendation 2.3: The roles of chair and chief executive officer should not be exercised by the same individual.	Complied for the periods: <ul style="list-style-type: none"> <li>• 1 July 2013 to 2 February 2014; and</li> <li>• 29 August 2014 to current date.</li> </ul>	SECTION A. 1 (c)	Wayne Seabrook is the Company's Chair and was Chair for the financial year ended 30 June 2014. As the Company announced on 31 January 2014, the Board undertook an assessment of the Company's executive structure to assess senior management tasks and roles in 2014. As a result of this review, a restructure (effective 3 February 2014) was undertaken whereby Wayne Seabrook took up the position of Executive Chairman, absorbing the office of CEO. As announced on 29 August 2014, the Board subsequently determined that the Company requires a Managing Director and Graeme Booth was appointed to the position. The Chief Executive Officer has been: <ul style="list-style-type: none"> <li>• 1 July 2013 to 31 January 2014 – Peter Doyle.</li> <li>• 3 February 2014 to 28 August 2014 – Wayne Seabrook.</li> <li>• 29 August 2014 to current date – Graeme Booth.</li> </ul>

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**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a></b>	<b>Disclosure Requirement for Non Compliance</b>
Recommendation 2.4: The board should establish a nomination committee.	Comply	SECTION F	Not Applicable
Recommendation 2.5: Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	Comply	SECTION F	Not Applicable
Recommendation 2.6: Companies should provide the information indicated in the Guide to reporting on Principle 2.	Comply	Further details about the directors including their experience, period of office, membership of committees and attendance at meetings are set out in the Directors' Report.	Not Applicable
<b>Principle 3</b>			
Principle 3 – Promote ethical and responsible decision-making. Companies should actively promote ethical and responsible decision-making.			
Recommendation 3.1: Companies should establish a code of conduct and disclose the code or a summary of the code as to: <ul style="list-style-type: none"> <li>• the practices necessary to maintain confidence in the company's integrity.</li> <li>• the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders.</li> <li>• the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</li> </ul>	Comply	SECTION A. 5	Not Applicable

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**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a></b>	<b>Disclosure Requirement for Non Compliance</b>		
Recommendation 3.2: Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and progress in achieving them.	Comply	SECTION I	Not Applicable		
Recommendation 3.3: Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.	Comply	SECTION I. 4	The Company makes each staff appointment after consideration of each candidate's qualifications, experience and proven competence, whilst conscientiously avoiding any discrimination based on, but not limited to, race, creed, colour, gender, age, marital status, religion or physical impairment.		
Recommendation 3.4: Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.	Comply	SECTION I. 4	Number	Men	Women
			Senior Executives	3	--
			Board	6	1
			<b>Total</b>	<b>9</b>	<b>1</b>
Recommendation 3.5: Companies should provide the information indicated in the Guide to reporting on Principle 3.	Comply		Not Applicable		
<b>Principle 4</b>					
Principle 4 – Safeguard integrity in financial reporting companies should have a structure to independently verify and safeguard the integrity of their financial reporting.					
Recommendation 4.1: The board should establish an audit committee.	Comply	SECTION D	Not Applicable		

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**MALABAR COAL LIMITED  
AND CONTROLLED ENTITIES  
ABN 29 151 691 468**

**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference</b> <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a>	<b>Disclosure Requirement for Non Compliance</b>
Recommendation 4.2: The audit committee should be structured so that it: <ul style="list-style-type: none"> <li>• consists only of non-executive directors</li> <li>• consists of a majority of independent directors</li> <li>• is chaired by an independent chair, who is not chair of the board</li> <li>• has at least three members.</li> </ul>	Does not comply	SECTION D. 1	The Board considers that maintaining two (2) audit committee members, instead of three (3), and not having a majority of independent directors, is appropriate for the Company's size. The Company Secretary and representatives of the Auditor may be invited to form part of the Audit Committee from time to time.
Recommendation 4.3: The audit committee should have a formal charter.	Comply	SECTION D	Not Applicable
Recommendation 4.4: Companies should provide the information indicated in the Guide to reporting on Principle 4.	Comply	Further details about the members of the audit committee including their experience and attendance at meetings are set out in the Directors' Report.	Not Applicable
<b>Principle 5</b>			
Principle 5 – Make timely and balanced disclosure. Companies should promote timely and balanced disclosure of all material matters concerning the company.			
Recommendation 5.1: Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	Comply	SECTION H. 11	Not Applicable
Recommendation 5.2: Companies should provide the information indicated in the Guide to reporting on Principle 5.	Comply		Not Applicable
<b>Principle 6</b>			

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<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a></b>	<b>Disclosure Requirement for Non Compliance</b>
Principle 6 – Respect the rights of shareholders. Companies should respect the rights of shareholders and facilitate the effective exercise of those rights.			
Recommendation 6.1: Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	Comply	SECTION H. 11	Not Applicable
Recommendation 6.2: Companies should provide the information indicated in the Guide to reporting on Principle 6.	Comply		Not Applicable
<b>Principle 7</b>			
Principle 7 – Recognise and manage risk Companies should establish a sound system of risk oversight and management and internal control.			
Recommendation 7.1: Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.	Comply	SECTION E. 4	Not Applicable
Recommendation 7.2: The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	Comply	SECTION E Management has provided the required regular reports during the year to the Environmental, Risk and Occupational Health and Safety Committee in respect of risk management.	Not Applicable

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**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference</b> <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a>	<b>Disclosure Requirement for Non Compliance</b>
Recommendation 7.3: The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	Comply	SECTION D. 4	Not Applicable
Recommendation 7.4: Companies should provide the information indicated in the Guide to reporting on Principle 7.	Comply		Not Applicable
<b>Principle 8</b>			
Principle 8 – Remunerate fairly and responsibly. Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.			
Recommendation 8.1: The board should establish a remuneration committee.	Comply	SECTION F	Not Applicable
Recommendation 8.2: The remuneration committee should be structured so that it: <ul style="list-style-type: none"> <li>• consists of a majority of independent directors</li> <li>• is chaired by an independent chair</li> <li>• has at least three members.</li> </ul>	Does not comply	SECTION F. 1	The Board considers that maintaining two (2) remuneration committee members, instead of three (3), and not having majority of independent directors or an independent chairman, is appropriate for the Company's size and stage of development. In due course, one or more independent directors will be appointed to chair the remuneration committee.

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**CORPORATE GOVERNANCE STATEMENT**

<b>ASX Principles/Recommendations</b>	<b>Compliance</b>	<b>MBC Corporate Governance Charter Reference</b> <a href="http://www.malabarcoal.com.au">http://www.malabarcoal.com.au</a>	<b>Disclosure Requirement for Non Compliance</b>
Recommendation 8.3: Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Comply	SECTION F. 3	Not Applicable
Recommendation 8.4: Companies should provide the information indicated in the Guide to reporting on Principle 8.	Comply	Further details about remuneration of directors and senior management including their retirement benefits, membership of the Nominations & Remuneration Committee and attendance at meetings is set out in the Directors' Report.	Not Applicable

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**MALABAR COAL LIMITED  
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**SHAREHOLDER INFORMATION**

**Shareholder Information**

At 30 September 2014 issued capital was 85,000,000 ordinary fully paid shares held by 292 holders.

At a general meeting on a show of hands, each shareholder present in person or by proxy has one vote and on a poll each shareholder present in person or by proxy has one vote for each share.

*Table of Quoted Shares, Shares subject to Escrow and Total Issued Capital*

<b>Share Description</b>	<b>Number of Shares</b>
Un-escrowed shares	57,089,273
Shares subject to 24 months Voluntary escrow from 28th March 2013	<u>10,468,421</u>
Quoted Shares	67,557,694
Shares subject to 24 months ASX Mandatory escrow from 28th March 2013	<u>17,442,306</u>
Total Number of Ordinary Shares in Issue	<b><u>85,000,000</u></b>

*20 Largest Holders of Ordinary Shares (includes Shares subject to Escrow) and their Holdings at 30 September 2014.*

<b>Rank</b>	<b>Name</b>	<b>Number of Shares</b>	<b>% of Issued Capital</b>
1	BRISBANE INVESTMENTS II LTD	9,859,789	11.6
2	BRISBANE INVESTMENTS I LTD	8,059,789	9.5
3	MR ANTHONY JAMES HAGGARTY	7,933,587	9.3
4	NATIONAL NOMINEES LIMITED	5,889,594	6.9
5	WESTBROOK COAL PTY LTD	5,660,684	6.7
6	IRONSTONE CAPITAL PARTNERS PTY	5,483,590	6.5
7	J P MORGAN NOMINEES AUSTRALIA	4,195,907	4.9
8	MAST CAPITAL PTY LTD	2,802,448	3.3
9	WESTMARK INVESTMENTS PTY LTD	2,467,342	2.9
10	STROHM PTY LTD	2,274,668	2.7
11	D.H. QUILLEN PROPERTIES LLC	2,030,416	2.4
12	CITICORP NOMINEES PTY LIMITED	1,800,000	2.1
13	MR MICHAEL JACK QUILLEN	1,573,573	1.9
14	ABN AMRO CLEARING SYDNEY	1,419,714	1.7
15	MRS DEBORAH HUMPHREYS QUILLEN	1,200,000	1.4
16	SKUA INVESTMENTS PTY LTD	1,156,900	1.4
17	RBC INVESTOR SERVICES	1,100,000	1.3
18	UBS WEALTH MANAGEMENT	782,716	0.9
19	RANAMOK PTY LTD	714,000	0.8
20	PAN AUSTRALIAN NOMINEES PTY	612,700	0.7
<b>Top 20 holders of ORDINARY SHARES (TOTAL)</b>		<b>67,017,417</b>	<b>78.9</b>
<b>Balance of Register</b>		<b>17,982,583</b>	<b>21.1</b>
<b>Grand TOTAL</b>		<b>85,000,000</b>	<b>100.0</b>

**MALABAR COAL LIMITED  
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ABN 29 151 691 468**

**SHAREHOLDER INFORMATION (continued)**

*20 Largest Holders of Quoted Shares (excludes Shares subject to ASX Mandatory Escrow) and their Holdings at 30 September 2014.*

Rank	Name	Number of Quoted Shares	% of Quoted Shares
1	MR ANTHONY JAMES HAGGARTY	7,933,587	11.7
2	BRISBANE INVESTMENTS II LTD	6,565,297	9.7
3	NATIONAL NOMINEES LIMITED	5,889,594	8.7
4	BRISBANE INVESTMENTS I LTD	4,765,297	7.1
5	J P MORGAN NOMINEES AUSTRALIA	4,195,907	6.2
6	WESTBROOK COAL PTY LTD	3,003,308	4.4
7	STROHM PTY LTD	2,274,668	3.4
8	D.H. QUILLEN PROPERTIES LLC	2,030,416	3.0
9	CITICORP NOMINEES PTY LIMITED	1,800,000	2.7
10	MR MICHAEL JACK QUILLEN	1,573,573	2.3
11	MAST CAPITAL PTY LTD	1,535,470	2.3
12	ABN AMRO CLEARING SYDNEY	1,419,714	2.1
13	WESTMARK INVESTMENTS PTY LTD	1,200,364	1.8
14	MRS DEBORAH HUMPHREYS QUILLEN	1,200,000	1.8
15	SKUA INVESTMENTS PTY LTD	1,156,900	1.7
16	RBC INVESTOR SERVICES	1,100,000	1.6
17	UBS WEALTH MANAGEMENT	782,716	1.2
18	RANAMOK PTY LTD	714,000	1.1
19	PAN AUSTRALIAN NOMINEES PTY	612,700	0.9
20	BT PORTFOLIO SERVICES LIMITED	549,757	0.8
<b>Top 20 holders of ORDINARY SHARES (Excl. ASX Mandatory Escrow)</b>		<b>50,303,268</b>	<b>74.5</b>
<b>Balance of Register (Excl. ASX Mandatory Escrow)</b>		<b>17,254,426</b>	<b>25.5</b>
<b>Grand TOTAL(Excl. ASX Mandatory Escrow)</b>		<b>67,557,694</b>	<b>100.0</b>

*Distribution of Holders and Holdings at 30 September 2014 (includes Shares subject to Escrow)*

Range	Total Holders	Number of Shares	% of Issued Capital
100,001 and Over	78	79,462,401	93.49%
10,001 to 100,000	135	5,063,901	5.96%
5,001 to 10,000	38	324,282	0.38%
1,001 to 5,000	40	148,812	0.18%
1 to 1,000	1	604	0.00%
<b>Total</b>	<b>292</b>	<b>85,000,000</b>	<b>100.00%</b>

The number of shareholders holding less than the marketable parcel of ordinary shares is 14 (share price 18 cents each share).



**MALABAR COAL LIMITED  
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**SHAREHOLDER INFORMATION (continued)**

*Substantial Shareholders at 30 September 2014 (includes Shares subject to Escrow)(\*)*

Name	Number of Shares	% of Issued Capital
MALABAR COAL LIMITED(**)	27,910,727	32.84
BRISBANE INVESTMENTS II LTD AND FRITZ KUNDRUN	9,859,789	11.60
BRISBANE INVESTMENTS I LTD AND HANS MENDE	9,859,789	11.60
WESTMARK INVESTMENTS PTY LTD AND IRONSTONE CAPITAL PARTNERS PTY LTD	8,223,538	9.67
MAST CAPITAL PTY LTD AND IRONSTONE CAPITAL PARTNERS PTY LTD	8,223,538	9.67
ANTHONY HAGGARTY	7,933,587	9.33
NATIONAL AUSTRALIA BANK LIMITED AND ASSOCIATED ENTITIES	7,000,000	8.24
RANAMOK PTY LTD	6,315,818	7.43

(\*) - as disclosed in substantial holding notices given to the Company

(\*\*) - Relevant interest in accordance with *Corporations Act 2001* (Cth) section 608(1) (b) & (c) pursuant to escrow deeds

*Unquoted equity securities*

	Number on Issue	Number of holders
Options issued under the Malabar Coal Limited Executive Share Option Plan	1,075,000	4

*Securities Exchange Listing*

The Company's ordinary shares are listed on the Australian Securities Exchange.

*On-Market Buy Back*

There is no on-market buy-back.

*Use of Cash*

During the year ended 30 June 2014, the Company has used the cash and assets in a form readily convertible to cash that it had at the time of admission to the Australian Securities Exchange in a way consistent with its business objectives that were set out in the Replacement Prospectus dated 1 March 2013.

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**MALABAR COAL LIMITED  
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ABN 29 151 691 468**

**CORPORATE DIRECTORY**

**Registered Office**

Level 26, 259 George Street  
Sydney NSW 2000  
PO Box R864 Royal Exchange NSW 1225

**Principal Place of Business**

Level 26, 259 George Street  
Sydney NSW 2000  
PO Box R864 Royal Exchange NSW 1225  
Telephone: +61 2 8248 1272  
Facsimile: +61 2 8248 1273  
Email: [admin@malabarcoal.com.au](mailto:admin@malabarcoal.com.au)  
Website: [www.malabarcoal.com.au](http://www.malabarcoal.com.au)

**Share Registry**

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
Telephone: 1300 554 474 (toll free within  
Australia)  
+61 2 8280 7100  
Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**Auditor**

PKF Hacketts Audit  
Level 3, 549 Queen Street  
Brisbane QLD 4000  
Telephone: +61 7 3839 9733  
Facsimile: +61 7 3832 1407  
Website: [www.pkflawler.com.au](http://www.pkflawler.com.au)

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