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ANGLO COAL INTERNATIONAL LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016



COMPANY INFORMATION

Directors

G F Adams (resigned 11 July 2016) A C Macpherson (appointed 11 July 2016) A V Kirthi Singha (resigned 11 July 2016) C W Miller (appointed 11 July 2016) J M Mills (appointed 11 July 2016) A F Pace-Bonello (resigned 11 July 2016)

D Smailes (appointed 11 July 2016)

Anglo American Corporate Secretary Limited Company secretary

Intertrust Corporate Services (Jersey) Limited

121705 Registered number

Registered office 44 Esplanade

St Helier Jersey JE4 9WG

Administration office 20 Carlton House Terrace

London **United Kingdom** SW1Y 5AN

Independent auditors Deloitte LLP

Statutory Auditor 2 New Street Square

London **United Kingdom** EC4A 3BZ

Bankers Barclays Bank plc

1 Churchill Place Canary Wharf London **United Kingdom** E14 5HP

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their report and the financial statements for the year ended 31 December 2016.

Principal activity

The Company's principal activity is as an investment holding company.

On 11 July 2016, the Company completed the migration requirements and formally transfered its place of registration from Luxembourg to Jersey as a private limited company in accordance with Companies (Jersey) Law 1991.

In accordance with Luxembourg company law, the Company was required to appropriate a minimum of 5% of the net profit after tax for the year to a legal reserve until the balance of such reserve is equal to 10% of the issued share capital. Following the migration to Jersey, the legal reserve has been transferred back to the profit and loss account and share premium.

Dividends paid

There were no dividends paid in the year under review (2015 - \$NIL).

Results

The income and expenditure account for the year is set out on page 6.

Directors

The directors who served during the year were:

G F Adams (resigned 11 July 2016)

A C Macpherson (appointed 11 July 2016)

A V Kirthi Singha (resigned 11 July 2016)

C W Miller (appointed 11 July 2016)

J M Mills (appointed 11 July 2016)

A F Pace-Bonello (resigned 11 July 2016)

D Smailes (appointed 11 July 2016)

Future developments

The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any
 relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2016

Auditors

Under the Companies (Jersey) Law 1991, Deloitte LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 29 June 2017 and signed on its behalf.

Matthew Loosley

For and on behalf of

Anglo American Corporate Secretary Limited

Secretary

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and generally accepted accounting practice.

Company law applicable to companies in Jersey requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the surplus or deficit of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ANGLO COAL INTERNATIONAL LIMITED

We have audited the financial statements of Anglo Coal International Limited for the year ended 31 December 2016, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ANGLO COAL INTERNATIONAL LIMITED (CONTINUED)

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view, of the assets, liabilities and financial position of the Company as at 31 December 2016 and of its loss for the year ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been properly prepared in accordance with the Companies (Jersey) Law 1991.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Christopher Thomas (Senior statutory auditor)

for and on behalf of **Deloitte LLP**

Statutory Auditor

London United Kingdom

29 June 2017

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2016

		2016	2015
	Note	\$	\$
Administrative expenses		(3,170)	(29,581)
Exceptional other operating expenses		-	(79,999,999)
Operating loss	4	(3,170)	(80,029,580)
Interest receivable and similar income		6	14
Interest payable and expenses	6	(1,326)	(530)
Loss before tax		(4,490)	(80,030,096)
Tax on loss	7	(406)	(4,089)
Loss for the year	-	(4,896)	(80,034,185)
Total comprehensive loss for the year		(4,896)	(80,034,185)
Loss before tax Tax on loss Loss for the year	<u></u>	(4,490) (406) (4,896)	(80,030,

The notes on pages 10 to 18 form part of these financial statements.

The results relate to continuing operations of the Company.

BALANCE SHEET AS AT 31 DECEMBER 2016					
	Note		2016 \$		2015 \$
Non current assets					
Investments in subsidiary	8		1		1
			1		
Current assets					
Cash at bank and in hand		1,849		386	
Current liabilities	-	1,849	_	386	
Creditors: amounts falling due within one year	10	(47,562)		(41,203)	
Net current liabilities	•		(45,713)	-	(40,817)
Total assets less current liabilities			(45,712)		(40,816)
Net liabilities			(45,712)		(40,816)
Capital and reserves					
Called up share capital	12		26,763,200		26,763,200
Share premium account	13		50,556,849		50,553,849
Other reserves	13		•		2,676,320
Profit and loss account	13		(77,365,761)		(80,034,185)
			(45,712)		(40,816)

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 June 2017.

J M Mills Director

The notes on pages 10 to 18 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2016

	Called up share capital	Share premium account	Other reserves	Profit and loss account	Total equity
	\$	\$	\$	\$	\$
At 1 January 2016	26,763,200	50,553,849	2,676,320	(80,034,185)	(40,816)
Comprehensive income for the year					
Loss for the year	-	-	-	(4,896)	(4,896)
Total comprehensive income for		-			
the year	-	-	-	(4,896)	(4,896)
Transfer to/from profit and loss account	•	3,000	(2,676,320)	2,673,320	-
Total transactions with owners	-	3,000	(2,676,320)	2,673,320	
At 31 December 2016	26,763,200	50,556,849		(77,365,761)	(45,712)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015

	Called up share capital \$	Share premium account	Other reserves \$	Profit and loss account	Total equity
At 1 January 2015	26,763,200	349,792,803	2,676,320	(299,238,954)	79,993,369
Comprehensive income for the year					
Loss for the year	-	-	•	(80,034,185)	(80,034,185)
Total comprehensive income for the year	•	•		(80,034,185)	(80,034,185)
Transfer to/from profit and loss account	•	(299,238,954)	•	299,238,954	-
Total transactions with owners	•	(299,238,954)	•	299,238,954	-
At 31 December 2015	26,763,200	50,553,849	2,676,320	(80,034,185)	(40,816)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

1. General information

On 11 July 2016, the Company completed the migration requirements and formally transferred its place of registration from Luxembourg to Jersey as a private limited company in accordance with Companies (Jersey) Law 1991.

The nature of the Company's operations and principal activities is set out in the Directors' report.

The address of the registered office is given on the Company Information page.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies (Jersey) Law 1991.

Information on the impact of first-time adoption of FRS 101 is given in note 15.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

First time application of FRS 100 and FRS 101

In the current year the Company has adopted FRS 100 and FRS 101. In previous years the financial statements were prepared in accordance with International Reporting Standards (IFRSs) as endorsed for use with Luxembourg GAAP.

This change in the basis of preparation has not materially altered the recognition and measurement requirements previously applied in accordance with Luxembourg GAAP. Consequently the principal accounting policies are unchanged from the prior year. The change in basis of preparation has enabled the Company to take advantage of some of the available disclosure exemptions permitted by FRS 101 in the financial statements, the most significant of which are summarised below. There have been no other material amendments to the disclosure requirements previously applied in accordance with Luxembourg GAAP.

The following principal accounting policies have been applied:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Accounting policies (continued)

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D,
 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

2.3 Going concern

The Company's ability to operate as a going concern is assessed in conjunction with Anglo American plc and its subsidiaries (together the "Group") as its viability is dependent upon the ability of the Group companies to settle their intercompany balances with the Company and to provide funds for working capital needs. Anglo American Services (UK) Ltd have confirmed that they intend to provide financial resources, where requested, for at least 12 months from the date of signing these financial statements, whilst the Company remains a subsidiary of Anglo American plc.

The directors of the Company therefore feel that the Company will have sufficient funds, taking account of possible changes in trading performance and amounts owed by other Group companies, to conclude that the Company can adopt the going concern basis for the foreseeable future.

2.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Accounting policles (continued)

2.6 Financial instruments (continued)

or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as loans and receivables.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of comprehensive income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance sheet.

2.7 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

2. Accounting policies (continued)

2.8 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is USD as this is the currency of the primary economic environment in which the Company operates.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.9 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.10 Interest income

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

2.11 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

2.12 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

3. Judgments in applying accounting policies and key sources of estimation uncertainty

There are no critical judgments made by the directors in applying the Company's accounting policies other than assessing investments for impairment. There are no key sources of estimation uncertainty.

Impairment of investments in subsidiaries

Determining whether the Company's debt and equity investments in subsidiaries have been impaired requires estimations of the recoverable amount of the investments. Recoverable amount is the higher of fair value less costs of disposal and value in use. The value in use calculations require the Company to estimate the future cash flows expected to arise from the investments and suitable discount rates in order to calculate present values. If the recoverable amount of an investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment loss is recognised in the income statement.

4. Operating loss

The operating loss is stated after charging:

	2016	2015
	\$	\$
Exchange differences	106	640

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2015 - \$NIL).

6. Interest payable and similar expenses

	2016 \$	2015 \$
Loans from group undertakings	1,326	530
	1,326	530
	1,326	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

Taxation

The UK rate of corporation tax has been presented within the rate reconciliation below as the most applicable rate due to the company being UK resident for tax purposes.

	2016 \$	2015 \$
Foreign tax		
Foreign tax on income for the year	406	4,089
Total tax charge for the year	406	4,089
Factors affecting tax charge for the year		

The tax assessed for the year is higher than (2015 - higher than) the standard rate of corporation tax of 20% (2015 - 20.25%). The differences are explained below.

	2016 \$	2015 \$
Loss on ordinary activities before tax	(4,490)	(80,030,096)
Loss on ordinary activities multiplied by standard rate of corporation tax of 20% (2015 - 20.25%) Effects of:	(898)	(16,206,094)
Impairment of investment	-	16,200,000
Expenses not deductible for tax	•	10,183
Losses no longer available	481	-
Group relief surrendered for nil consideration	417	-
Foreign tax suffered	406	-
Total tax charge for the year	406	4,089

Factors that may affect future tax charges

On 26 October 2015, the Finance (No. 2) Act 2015 was substantively enacted and provided for a reduction in the main rate of corporation tax from 20% to 19% effective from 1 April 2017 and a further 1% reduction to 18% from 1 April 2020. On 6 September 2016, the Finance Act 2016 was substantively enacted and provided for a reduction in the main rate of UK corporation tax to 17% from 1 April 2020.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

8. Fixed asset investments

	Investments in subsidiary companies \$
Cost or valuation	
At 1 January 2016	378,433,086
At 31 December 2016	378,433,086
Impairment	
At 1 January 2016	378,433,085
At 31 December 2016	378,433,085
Net book value	
At 31 December 2016	1
At 31 December 2015	1

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity Exploration
Peace River Coal Inc.	Canada	Ordinary	100 %	Company

Group financial statements are not presented as the Company is a wholly-owned subsidiary undertaking of Anglo American plc, which is registered in England and Wales. Accordingly, these financial statements present information about the Company as an individual undertaking and not about its group. Consolidated financial statements have not been prepared because there is no regulatory obligation to prepare consolidated financial statements in Jersey.

Name

Registered office 1300-777, Dunsmuir,

Vancouver BC V7Y 1K2,

Peace River Coal Inc. Canada

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

9.	Cash and cash equivalents		
		2016 \$	2015 \$
	Cash at bank and in hand	1,849	386
		1,849	386
10.	Creditors: Amounts falling due within one year		
	-	2016 \$	2015 \$
	Amounts owed to group undertakings	46,109	39,484
	Accruals and deferred income	1,453	1,719
		47,562	41,203
11.	Financial instruments		
		2016 \$	2015 \$
	Financial assets	·	•
	Cash	1,849	386
		1,849	386
	Financial liabilities		
	Financial liabilities measured at amortised cost	(47,562)	(41,202)
		(47,562)	(41,202)

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings and other accruals.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

12. Share capital

2016

2015

Shares classified as equity

Authorised, allotted, called up and fully paid

535,264 ordinary shares of \$50 each

26,763,200

26,763,200

13. Reserves

Share premium account

Share premium represents the excess of the issue price over the par value on shares issued less transaction costs arising on issue.

Other reserves

Other reserves represents a legal reserve.

In accordance with Luxembourg company law, the company was required to appropriate a minimum of 5% of the net profit after tax for the year to a legal reserve until the balance of such reserve is equal to 10% of the issued share capital. Following the migration to Jersey, the legal reserve has been transferred back to the profit and loss account and share premium.

Profit and loss account

Profit and loss account reserve represents accumulated retained earnings.

14. Controlling party

The immediate parent company is Anglo American Luxembourg which is registered in Luxembourg. The registered address of the immediate parent company is 56, rue Charles Martel, L2134, Luxembourg.

The ultimate parent company and ultimate controlling entity is Anglo American plc, a company incorporated in the United Kingdom and registered in England and Wales. Anglo American plc is the parent undertaking of the largest and smallest group which includes the Company and for which group financial statements are prepared. Its financial statements may be obtained from the Company Secretary, 20 Carlton House Terrace, London SW1Y 5AN, the registered address of the parent company.

15. First time adoption of FRS 101

The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not impacted on equity or profit or loss.