

## NEWS RELEASE

March 5, 2014

### APPENDIX 3B

**VANCOUVER, British Columbia: Coalspur Mines Limited (“Coalspur” or “Company”) (ASX: CPL, TSX: CPT)** advises that the attached appendix 3B relates to the issue of securities to employees under the Company’s Long Term Incentive Plans.

The Company also advises that President and CEO, Ms Gill Winckler, has been offered 2,257,514 Performance Rights and 1,007,514 Unlisted Options, subject to shareholder approval at the upcoming Annual General Meeting. The terms of these Performance Rights and Unlisted Options are as follows:

#### Performance Rights

Performance Condition	Expiry Date	Number
Successful completion of performance tests demonstrating that Vista Phase 1 facilities meet performance guarantees under EPC contract	December 31, 2016	1,250,000
Clean coal production from the Vista Project over three consecutive months equals or exceeds an annualized rate of 6 million tonnes	December 31, 2016	1,007,514

#### Options

Unlisted options to be granted at an exercise price being the higher of CAD0.30, the Market Price (as defined by the ASX Listing Rules) of Shares on the date of grant and the VWAP of Shares for the five trading days preceding the date of grant. The options will vest on February 13, 2017 provided that construction of Phase 1 of the Vista Project has been completed by this date.

Further details will be provided in the Notice of Annual General Meeting to be circulated to shareholders.

#### About Coalspur

Coalspur is a coal development company with approximately 55,000 hectares of coal leases located within the Hinton region of Alberta, Canada. Coalspur’s flagship project is Vista, which covers approximately 10,000 hectares and provides a large scale, surface mineable, thermal coal development. Vista is located adjacent to CN Rail’s main line, which is suitable for the transport of coal to deepwater ports on Canada’s west coast. Coalspur has secured a port allocation agreement with Ridley Terminals Inc., which is essential to the logistics supply chain necessary to export coal from Vista to the growing demand from the Asia Pacific countries.

For additional information, please contact:

#### Greg Bittar

VP, Investor Relations  
Australasia  
gbittar@coalspur.com  
P: + 61 409 611 744

#### Ryan Walchuck

Investor Relations  
North America and Europe  
rwalchuck@coalspur.com  
P: +1 604 220 8595

#### David Montpetit

VP, External Affairs and Logistics  
dmontpetit@coalspur.com  
P: +1 403 801 1344

No regulatory authority has approved or disapproved of the information contained in this release.

#### CANADA

Suite 600, 543 Granville Street  
Vancouver, BC V6C 1X8  
Telephone: +1 604 697 4470

#### AUSTRALIA

Level 1, 28 Ord Street  
West Perth, WA 6005  
Telephone: +61 8 6555 2945

Coalspur Mines Limited ABN: 73 003 041 594  
TSX Code: CPT ASX Code: CPL

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**COALSPUR MINES LIMITED**

ABN

**73 003 041 594**

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | 1) Performance Rights<br>2) Unlisted options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1) 10,470,498<br>2) 3,195,498  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1) Performance Rights which do not have an exercise price, subject to performance condition to be satisfied prior to expiry date being 31 December 2016<br>2) Unlisted options with an exercise price of CAD0.30 expiring 13 February 2019 subject to vesting conditions |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of   | No   |

quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration

Nil

6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

- 1) Performance Rights granted to employees pursuant to the Coalspur Mines Limited Employee Performance Rights Plan.
- 2) Unlisted Options granted to employees pursuant to the Coalspur Mines Limited Employee Option Plan

6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?

No

If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i

6b The date the security holder resolution under rule 7.1A was passed

N/A

6c Number of +securities issued without security holder approval under rule 7.1

N/A

6d Number of +securities issued with security holder approval under rule 7.1A

N/A

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+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	1) 10,470,498 Performance Rights 2) 3,195,498 Unlisted Options  Exception 9	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	05/03/2014	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		641,394,435	Ordinary Shares
9	Number and +class of all +securities not quoted on ASX	Number	+Class
		60,000,000	Tranche A Warrants Exercisable at \$0.55 on

(including the <sup>+</sup> securities in section 2 if applicable)		the terms and conditions approved by Shareholders at a General Meeting on 27 June 2013 and set out in the notice of meeting and as attached to Appendix 3B dated 4 July 2013
<i>Note</i> <i>25,000,000 E Class Performance Shares cancelled due to non-performance of milestones</i>	60,000,000	Tranche B Warrants Exercisable at \$0.55 on the terms and conditions approved by Shareholders at a General Meeting on 27 June 2013 and set out in the notice of meeting and as attached to Appendix 3B dated 4 July 2013
<i>800,000 Incentive options exercisable at \$0.40 expired on 31 December 2013</i>		
	14,000,000	Warrants Exercisable at \$0.55 on the terms and conditions approved by Shareholders at a General Meeting on 27 June 2013 and set out in the notice of meeting and as attached to this Appendix 3B
	2,750,000	Incentive options exercisable at \$0.20 each on or before 31 December 2014
	2,750,000	Incentive options exercisable at \$0.25 each on or before 30 June 2015
	1,150,000	Incentive options exercisable at \$0.50 each on or before 30 June 2014
	1,150,000	Incentive options exercisable at \$0.60 each on or before 31 December 2014
	350,000	Incentive options exercisable at \$0.70 each on or before 30 June 2015
	1,450,000	Incentive options exercisable at \$0.85 each on or before 30 June 2014
	1,450,000	Incentive options exercisable at \$0.95 each

+ See chapter 19 for defined terms.

		1,450,000	on or before 31 December 2014 Incentive options exercisable at \$1.05 each on or before 30 June 2015
		8,000,000	Unlisted options exercisable \$1.562 each on or before 8 May 2015
		2,000,000	Unlisted options exercisable \$1.662 each on or before 16 May 2015
		1,000,000	Unlisted options exercisable \$1.248 each on or before 14 September 2015
		1,000,000	Unlisted options exercisable \$1.248 each on or before 18 March 2016
	<i>Note</i> <i>4,808,977 performance rights cancelled.</i>	13,910,178	Performance Rights subject to various performance conditions to be satisfied prior to expiry dates between 30 June 2014 and 31 December 2016
		3,195,498	Unlisted options with an exercise price of CAD0.30 expiring 31 February 2019 (vesting 25% 13/2/2015, 25% 13/2/2016, 50% 13/2/2017)
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

## Part 2 - Pro rata issue

11	Is security holder approval required?	Part 2 Not Applicable
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	

- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has security holders who will not be sent new offer documents  
Note: Security holders must be told how their entitlements are to be dealt with.  
 Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations
- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled

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+ See chapter 19 for defined terms.

- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities



## Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- 37  A copy of any trust deed for the additional +securities

## Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- 1) the date from which they do
  - 2) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
  - 3) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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+ See chapter 19 for defined terms.

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on

the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....

Date: 5 March 2014

(Company secretary)

Simon Robertson

Print name: .....

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+ See chapter 19 for defined terms.