

3 February 2016

The Manager
ASX Market Announcements
Australian Securities Exchange
Exchange Centre
Level 4
20 Bridge Street
Sydney NSW 2000

Amcil Limited
ABN 57 073 990 735
Level 21, 101 Collins St
Melbourne VIC 3000
T 03 9650 9911
F 03 9650 9100
invest@amcil.com.au
amcil.com.au


Electronic Lodgement

**AMCIL Limited
Appendix 3D**

Dear Sir / Madam

Please find attached an Appendix 3D to refresh the Company's on-market share buy-back facility for a further year, for capital management purposes.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Simon Pordage', with a long horizontal stroke extending to the right.

Simon Pordage
Company Secretary

Appendix 3D

Changes relating to buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

| | |
|----------------|----------------|
| Name of entity | ABN/ARSN |
| AMCIL LIMITED | 57 073 990 735 |

We (the entity) give ASX the following information.

| | |
|---|-----------------|
| 1 Date that an Appendix 3C or the last Appendix 3D was given to ASX | 2 February 2015 |
|---|-----------------|

Information about the change

Complete each item for which there has been a change and items 9 and 10.

| | Column 1 (Details announced to market in Appendix 3C or last Appendix 3D) | Column 2 (Details of change to buy-back proposals) |
|--|---|--|
| On-market buy-back | | |
| 2 Name of broker who will act on the company's behalf | Goldman Sachs Australia Pty Ltd | |
| 3 Deleted 30/9/2001. | | |
| 4 If the company/trust intends to buy back a maximum number of shares/units – that number <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</small> | Up to 22,807,711 ordinary shares | Up to 24,817,352 ordinary shares |

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

| | Column 1 (Details announced to market in Appendix 3C or last Appendix 3D) | Column 2 (Details of change to buy-back proposals) |
|---|---|--|
| 5 | If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back | 22,807,711 ordinary shares |
| 6 | If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | 17 February 2016 |
| 7 | If the company/trust intends to buy back shares/units if conditions are met – those conditions | 17 February 2017 |
| | | n/a |

All buy-backs

| | | |
|---|-------------------|---|
| 8 | Any other change | n/a |
| 9 | Reason for change | To refresh the Company's on-market buy-back facility for a further year, for capital management purposes. |

⁺ See chapter 19 for defined terms.

10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)

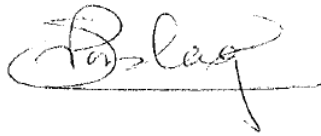
n/a

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here:
(Company secretary)

Date: 3 February 2016

Print name: Simon Pordage

=====

⁺ See chapter 19 for defined terms.