



9 April 2015

The Manager Companies
ASX Limited
20 Bridge Street
Sydney, NSW, 2000

Dear Madam

GENERAL MEETING RESULTS

I advise that the resolution put to shareholders at today's General Meeting of Members as set out in the attached Notice of Meeting were passed unanimously on a show of hands.

I advise that votes were cast by proxy as follows:

	For	Open and Undeclared	Against	Abstain
Resolution	32,215,520,433	174,015,155	9,447,196	319,088,686

Yours faithfully

Lee J. O'Dwyer
Company Secretary

Notice of Meeting

Notice is hereby given that a General Meeting of the Shareholders of Cockatoo Coal Limited ACN 112 682 158 will be held at Minter Ellison, Level 22 Waterfront Place, 1 Eagle Street, Brisbane at 10:00 am on 9 April 2015 for the purpose of considering and if thought fit passing the following proposed resolution as an ordinary resolution.

The Explanatory Statement which accompanies and which forms part of this Notice of Meeting should be considered by Shareholders prior to voting on the business to be considered at the General Meeting.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the meaning given to them in the Glossary in the Explanatory Statement.

Ordinary Business

Resolution – Approval of Offtake Agreement

To consider and, if thought fit, pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.1 and all other relevant purposes, the Shareholders approve the Company:

- (a) entering into; and***
- (b) performing its obligations under,***

the Offtake Agreement and such other agreements as are required under the Offtake Agreement."

In accordance with the Listing Rules, the Company will disregard any votes cast on the Resolution by Noble, and any Associates of Noble.

However, the Company need not disregard a vote cast on the Resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Other business

To transact any other business which may legally be brought before the General Meeting.

BY ORDER OF THE BOARD



Lee O'Dwyer

Company Secretary

Date: 9 March 2015