

GLOUCESTER COAL LTD

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GLOUCESTER COAL

RESULTS OF THE GLOUCESTER COAL LTD ANNUAL GENERAL MEETING HELD ON FRIDAY 20 NOVEMBER 2009

In accordance with Listing Rule 3.13.2, Gloucester Coal Ltd (**the Company**) advises the following in respect of the resolutions contained in the Notice of Annual General Meeting (dated 20 October 2009 and lodged with the ASX on 20 October 2009):

All resolutions were passed by the requisite majority of shareholders. All resolutions were passed by a show of hands.

No resolutions were amended.

The information required by section 251AA(2) of the Corporate Act 2001 (Cth) in respect of each resolution is set out below underneath the relevant resolution.

Re-election of Director – David Brownell

It was resolved as an ordinary resolution to re-elect David Brownell as a director of the Company.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
77,429,964	10,256	76,257	23,891

Re-election of Director – Gregory Fletcher

It was resolved as an ordinary resolution to re-elect Gregory Fletcher as a director of the Company.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
77,430,392	11,256	74,829	23,891



Re-election of Director – Ricardo Leiman

It was resolved as an ordinary resolution to re-elect Ricardo Leiman as a director of the Company.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
5,528,021	10,759	71,977,697	23,891

Re-election of Director – James MacKenzie

It was resolved as an ordinary resolution to re-elect James MacKenzie as a director of the Company.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
77,415,544	26,104	74,829	23,891

Re-election of Director – William Randall

It was resolved as an ordinary resolution to re-elect William Randall as a director of the Company.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
5,522,960	14,187	71,977,697	25,524

Remuneration Report

It was resolved as an ordinary resolution to adopt the Remuneration Report of the Company for the year ended 30 June 2009.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
77,302,425	151,100	64,552	22,291

Increase in Maximum Aggregate of Non-Executive Directors' Remuneration

It was resolved as an ordinary resolution that, with effect from 1 July 2009, the remuneration of non-executive directors of the Company for services provided to the Company be increased by \$1,000,000 per annum from an aggregate maximum sum of \$500,000 per annum to an aggregate maximum sum of \$1,500,000 per annum.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
76,541,079	928,328	48,867	20,334



Approval of Long Term Incentive Plan

It was resolved as an ordinary resolution that the terms of the Long Term Incentive Plan as summarised in the explanatory notes which accompanied the Notice of Meeting, be approved for all purposes, including for the purpose of ASX Listing Rule 7.1 and Exception 9 in ASX Listing Rule 7.2.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
76,579,214	887,518	50,342	20,334

Participation by the Managing Director in the Long Term Incentive Plan

It was resolved as an ordinary resolution that approval be given for all purposes, including for the purpose of ASX Listing Rule 10.14, to the issue of 1,000,000 options by the Company to Barry Tudor (Managing Director) to acquire by way of issue, a like number of shares, as part of the Company's Long Term Incentive Plan, on the terms of that plan and as otherwise set out in the explanatory notes which accompanied the Notice of Meeting.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
76,579,816	886,916	50,342	20,334

Ratification of Issue of Ordinary Shares in the Past Year

It was resolved as an ordinary resolution to ratify the issue of 308,000 ordinary shares of the Company in April 2009, upon the exercise of 308,000 unlisted options and to approve the issue for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
77,102,826	147,583	59,647	30,312

Adoption of New Constitution

It was resolved as a special resolution to adopt the document signed by the chairman of the meeting (for the purpose of identification) and submitted to the annual general meeting as the constitution of the Company in substitution for, and to the exclusion of, the existing constitution, which existing constitution is repealed.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstain	Proxy's Discretion
77,401,668	36,970	69,785	31,945

FOR FURTHER INFORMATION

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