



13 October 2014

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 1	822,028,200	11,833,417	1,778,340	293,611

Yours faithfully

Lee J. O'Dwyer  
Company Secretary

# Notice of Meeting

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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 (Brisbane Time) on 13 October 2014 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 Transaction

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, Cockatiel, Baralaba and Wonbindi (as applicable to the relevant agreement):***

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

***each of:***

- (c) the Noble Offtake Agreement and the SK Networks Offtake Agreement; and***
- (d) the Security Agreements, and the Deed of Subordination and Priority,***

***and such other agreements as are required under any of those agreements or deeds."***

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

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: 12 September 2014