

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Blackwood Corporation Limited ("**Blackwood**")

ACN/ARSN 103 651 538

1. Details of substantial holder (1)

Name Cockatoo Coal Limited ("**Cockatoo**") and its related bodies corporate as listed in Annexure A

ACN/ARSN (if applicable) 112 682 158

There was a change in the interests of the

substantial holder on 19/12/2013

The previous notice was given to the company on 19/12/2013

The previous notice was dated 19/12/2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares in Blackwood	20,366,123	11.01%	118,619,114	61.69%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
19/12/2013	Cockatoo	Acquisitions resulting from acceptances of takeover offers contained in Cockatoo's Bidder's Statement dated 28 November 2013 (Offers)	2 fully paid ordinary shares in Cockatoo in consideration for every 1 fully paid ordinary share in Blackwood	98,252,991 fully paid ordinary shares in Blackwood	98,252,991
19/12/2013	Each of Cockatoo's related bodies corporate as listed in Annexure A	Deemed relevant interest under the Corporations Act in respect of securities in which Cockatoo has a relevant interest	2 fully paid ordinary shares in Cockatoo in consideration for every 1 fully paid ordinary share in Blackwood	98,252,991 fully paid ordinary shares in Blackwood	98,252,991

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Cockatoo	The holders of Blackwood shares who have accepted Offers	Cockatoo	Acquisitions resulting from acceptances of Offers	118,619,114 fully paid ordinary shares in Blackwood	118,619,114

Each of Cockatoo's related bodies corporate as listed in Annexure A	The holders of Blackwood shares who have accepted Offers	Cockatoo	Deemed relevant interest under the Corporations Act in respect of securities in which Cockatoo has a relevant interest	118,619,114 fully paid ordinary shares in Blackwood	118,619,114
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Cockatoo Coal Limited	Level 2, 66 Hunter Street, Sydney NSW 2000
Each other Substantial Holder	(see Annexure A)

Signature

print name Lee J. O'Dwyer

capacity Secretary

sign here



date 20/12/2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A" to Form 604

This is Annexure "A" of 1 page referred to in Form 604 – *Notice of change of interests of substantial holder* in respect of Blackwood Corporation Limited ACN 103 651 538 signed by me:

Date 20 December 2013

Signed



Name (print) Lee J. O'Dwyer

Capacity (print) Secretary

1. Baralaba Coal Pty Ltd ACN 009 805 029;
2. Cacatua Pastoral Pty Limited ACN 149 959 688;
3. Cockatiel Coal Pty Limited ACN 096 909 634;
4. Cockatoo Coal (Taroom) Pty Limited ACN 081 022 308;
5. Corella Coal Pty Limited ACN 112828449;
6. Dingo Coal Pty Ltd ACN 112 357 883;
7. Independent Coal Pty Limited ACN 102 936 989;
8. Injune Coal Pty Limited ACN 148 098 355;
9. SE QLD Coal Pty Ltd ACN 114 039 155;
10. SE QLD Energy Pty Ltd ACN 112 045 708;
11. Surat Coal Pty Limited ACN 010 678 869;
12. Wonbindi Coal Pty Limited ACN 114 668 941; and
13. Baralaba Coal Management Company Pty Ltd ACN 167 035 449,

(each a **Substantial Holder**) each of Level 2, 66 Hunter Street, Sydney NSW 2000.

Cockatoo Coal Limited ACN 103 651 538 gives notice on its own behalf and on behalf of each Substantial Holder.