



26 November 2015

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

Dear Madam,

Notice of Annual General Meeting

The Administrators of Cockatoo Coal Limited (ASX:COK) intend to proceed with the Annual General Meeting that had been convened for 30 November 2015.

A copy of the notice of meeting is attached.

Shareholder enquiries should be directed to Computershare Investor Services Pty Ltd on 1300 850 505.

Martin Ford

Administrator

-ends-

Notice of general meeting

Cockatoo Coal Limited ACN 112 682 158

Notice is given that an annual general meeting (**Annual General Meeting**) of Cockatoo Coal Limited ACN 112 682 158 (**Company**) will be held at:

Location	McCullough Robertson, Level 11, 66 Eagle Street, Brisbane, QLD 4000
Date	30 November 2015
Time	2.00pm (Brisbane time)

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the Company's auditor for the financial year ended 30 June 2015.

Directors' remuneration report

- 1 To consider and, if in favour, pass the following resolution under section 250R(2) Corporations Act:

'That the Remuneration Report of the Directors for the financial year ended 30 June 2015 be adopted.'

Note: This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act the vote is advisory only and does not bind the directors of the Company. Key Management Personnel (KMP) whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) of the Corporations Act.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

Election of Directors

Re-election of Mr Scott Thompson

- 2 To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Scott Thompson, who retires by rotation in accordance with Listing Rule 14.5 and rule 58 of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Scott Thompson abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Election of Mr Stephen Motteram

3 To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Stephen Motteram, who retires having previously been appointed to fill a casual vacancy in accordance with Listing Rule 14.4 and rule 56.2 of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Stephen Motteram abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Election of Mr Damon Barber

4 To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Damon Barber, who retires having previously been appointed to fill a casual vacancy in accordance with Listing Rule 14.4 and rule 56.2 of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Damon Barber abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Election of Mr Mark Tomek

5 To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Mark Tomek, who retires having previously been appointed to fill a casual vacancy in accordance with Listing Rule 14.4 and rule 56.2 of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Mark Tomek abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

Election of Mr Neil Dhar

6 To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Neil Dhar, who retires having previously been appointed to fill a casual vacancy in accordance with Listing Rule 14.4 and rule 56.2 of the Company's constitution, and having consented to act and being eligible, be elected as an alternate Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Neil Dhar abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

BY ORDER OF THE BOARD

Martin Lackner
Company Secretary

19 October 2015

Voting exclusion statement

Corporations Act

Resolution 1 - The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a Director on the proxy form to vote as the proxy decides.

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form by 3.00pm (Sydney time) on Saturday, 28 November 2015.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on Saturday, 28 November 2015.

If you have any questions on how to cast your votes, please call Martin Lackner on + 61 7 3640 4700 during business hours.

Explanatory memorandum

Cockatoo Coal Limited ACN 112 682 158

Introduction

This Explanatory Memorandum is provided to the Shareholders of Cockatoo Coal Limited ACN 112 682 158 (**Company**) to explain the resolutions to be put to the Shareholders at the Annual General Meeting to be held at McCullough Robertson, Level 11, 66 Eagle Street, Brisbane, QLD 4000 on 30 November 2015 at 2.00pm (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 The Company's Annual Report (which includes the reports to be laid before the Meeting) was released to ASX on 30 September 2015 and is available on the Company's website (www.cockatoocoal.com.au). Apart from the matters involving remuneration of the Company's Key Management Personnel which is the subject of resolution 1, a vote of Shareholders on these reports is not required at the Meeting. However, Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports at the Meeting.
- 3 Shareholders may also submit written questions to the Company's auditor, KPMG, if the question is relevant to the content of the auditor's report, or the conduct of its audit of the Company's Annual Report for the year ended 30 June 2015. Relevant written questions for the auditor must be delivered by 5.00pm (Brisbane Time) on Monday, 23 November 2015. Please send any written questions for KPMG to the address listed in the instructions for completion of proxy form attached to this notice of Annual General Meeting.

Resolution 1: Remuneration Report

- 4 The Corporations Act requires the Remuneration Report to be put to the vote of Shareholders for adoption. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response, or explain why no action has been taken.
- 5 In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the Managing Director, will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.
- 6 The Remuneration Report is included in the Directors' Report section of the Company's Annual Report and deals with the remuneration of the Company's Key Management Personnel. Please contact the Company Secretary, Mr Martin Lackner on + 61 7 3640 4700 if you wish to receive a copy of the Company's Annual Report. The Annual Report is also available on the Company's website (www.cockatoocoal.com.au).

- 7 The Remuneration Report:
- (a) explains the Board's policy for determining the nature and amount of remuneration of the Company's Key Management Personnel;
 - (b) explains the relationship between the Board's remuneration policy and the Company's performance;
 - (c) sets out remuneration details for each member of the Company's Key Management Personnel; and
 - (d) details and explains any performance conditions applicable to the remuneration of the Company's Key Management Personnel.
- 8 A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

Directors' Recommendation

- 9 The Directors unanimously recommend that Shareholders vote in favour of this resolution.

Resolutions 2, 3, 4, 5 and 6: Information relating to election of Directors

- 10 Rule 58 of the Constitution, when read together with Listing Rule 14.5 requires an election of directors to take place at every annual general meeting. The Directors to retire under rule 58 are those who have been in office the longest since being appointed. In addition, a Director must retire from office at the conclusion of the third annual general meeting after the director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office. Accordingly, having been last elected in the 2012 annual general meeting, Mr Scott Thompson will retire from office under rule 58 of the Constitution and stand for election.
- 11 In addition, Rule 56.2 and Listing Rule 14.4 require that any Director that has been appointed to fill a casual vacancy must retire at the next annual general meeting occurring after that appointment and is eligible for re-election at that meeting. Accordingly Mr Stephen Motteram, Mr Damon Barber, Mr Mark Tomek and Mr Neil Dhar will retire from office under rule 56.2 of the Constitution and stand for re-election.

Resolution 2: Re-election of Mr Scott Thompson

- 12 Mr Scott Thompson retires from office under rule 58 of the Constitution and stands for re-election as a Director of the Company.
- 13 Mr Thompson is a director of Harum Energy Australia Pty Limited and has 18 years of coal industry experience. Prior to joining the Tanito Coal Group in 2003, he worked with various international mining organisations including Anglo American and PT Adaro Indonesia. Mr Thompson holds a B.Eng (Hons) in mining engineering and an MBA from the University of Cape Town.

Directors' Recommendation

- 14 The Directors (with Mr Scott Thompson abstaining), unanimously recommend the re-appointment of Mr Thompson to the Board.

Resolution 3: Election of Mr Stephen Motteram

- 15 Mr Stephen Motteram retires from office under rule 56.2 of the Constitution and stands for election as a Director of the Company.
- 16 Mr Motteram is the Global Head of Asset Development for carbon steel materials at Noble Group. He has over 20 years experience in commodities trading and financing. Since joining Noble in 2011 he has worked on transactions in Australia, Indonesia, Africa, India, Brazil and China. Prior to this he worked at National Australia Bank and Louis Dreyfus.

Directors' Recommendation

- 17 The Directors (with Mr Stephen Motteram abstaining), unanimously recommend the appointment of Mr Motteram to the Board.

Resolution 4: Election of Mr Damon Barber

- 18 Mr Damon Barber retires from office under rule 56.2 of the Constitution and stands for election as a Director of the Company.
- 19 Mr Barber is the senior managing director of Liberty Metals & Mining. He has over 23 years of experience in natural resources finance and operations. Prior to joining Liberty Metals & Mining, he was chief executive officer of a development stage potash company, chief executive officer of a producing copper company and managing director at Deutsche Bank, including serving as the head of Deutsche Bank's metals and mining investment banking practice in Asia Pacific. He also spent over 11 years at Credit Suisse, including almost ten years as an investment banker in Credit Suisse's energy group.

Directors' Recommendation

- 20 The Directors (with Mr Damon Barber abstaining), unanimously recommend the appointment of Mr Barber to the Board.

Resolution 5: Election of Mr Mark Tomek

- 21 Mr Mark Tomek retires from office under rule 56.2 of the Constitution and stands for election as a Director of the Company.
- 22 Mr Tomek is a senior member of Liberty Metals & Mining's investment team. Mark has over 12 years experience in corporate finance, law and principal investing. Prior to joining Liberty Metals & Mining, Mr Tomek worked as an investment banker in Canada and England, focusing on mergers & acquisitions and mining, and practiced corporate and securities law in Toronto at a large Canadian law firm.

Directors' Recommendation

- 23 The Directors (with Mr Mark Tomek abstaining), unanimously recommend the appointment of Mr Tomek to the Board.

Resolution 6: Election of Mr Neil Dahr

- 24 Mr Neil Dhar retires from office under rule 56.2 of the Constitution and stands for election as an alternate Director of the Company (as an alternative Director for Mr Stephen Motteram and Mr Tim Gazzard).

- 25 Mr Dhar is head of carbon steel materials and a management committee member of Noble Group Limited. He has over 20 years experience in commodities production, M&A, and trading. Since joining Noble early in 2010, Neil has been the co-head of hard commodities, and prior to joining Noble, he has worked at Anglo American Plc as a chief commercial officer.

Directors' Recommendation

- 26 The Directors (with Mr Neil Dahr abstaining), unanimously recommend the appointment of Mr Dahr to the Board.

Enquiries

- 27 Please direct any enquiries in relation to the Meeting, the resolutions or this Explanatory Memorandum to Mr Martin Lackner (Company Secretary) at:

Postal Address:

Company Secretary
Cockatoo Coal Limited
Level 4, 10 Eagle Street
Brisbane, Queensland 4000
Australia

Telephone: + 61 7 3640 4700 (during business hours)

Facsimile: + 61 7 3640 4799

Email: info@cockatoocoal.com.au

Definitions


A number of capitalised terms are used throughout this Notice of Meeting and Explanatory Memorandum. Capitalised terms in this Notice of Meeting have the same meaning given to them in the Corporations Act (unless otherwise defined below). Except to the extent the context otherwise requires:


Term	Definition
Annual General Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2015 annual report of the Company.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited.
Board	means the board of directors of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Constitution	means the constitution of the Company.
Company	means Cockatoo Coal Limited ACN 112 682 158.
Director	means one or more directors of the Company.
Explanatory Memorandum	means the explanatory memorandum included in this booklet.
Key Management Personnel	has the meaning set out in the Corporations Act.
Listing Rules	means the official listing rules of ASX.
Notice or Notice of Meeting	means the notice of general meeting included in this booklet.
Remuneration Report	means the section of the Directors' report for the 2015 financial year that is included under section 300A(1) Corporations Act.
Shareholders	means the holders of shares in the Company from time to time.
Shares	means ordinary fully paid shares in the issued capital of the Company.



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 2:00pm (Brisbane time) Saturday 28 November 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Cockatoo Coal Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cockatoo Coal Limited to be held at **McCullough Robertson, Level 11, 66 Eagle Street, Brisbane, QLD 4000 on Monday, 30 November 2015 at 2:00pm (Brisbane time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

		For	Against	Abstain
1	Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Scott Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Stephen Motteram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Mr Damon Barber	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Mr Mark Tomek	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Election of Mr Neil Dhar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

COK

999999A

Computershare +