

Notice of annual 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:

- on 16 November 2016
- at 10.00am
- at MinterEllison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000

The business to be considered at the Annual General Meeting is set out below. Information on the Resolutions to which the business relates is contained in the Explanatory Statement. The Explanatory Statement should be read in conjunction with this Notice of Meeting.

1. 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 2016.

Resolution 1 – Directors' remuneration report

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

"THAT the Remuneration Report of the Directors for the financial year ended 30 June 2016 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.

Resolution 2 – Re-election of Peter Ian Richards

To consider and if thought fit pass the following resolution as an ordinary resolution:

"THAT Mr Peter Ian Richards, who is retiring by rotation in accordance with Article 58 of the Company's constitution and, being eligible for re-election, is re-elected as a Director."

Resolution 3 – Re-election of Timothy James Gazzard

To consider and if thought fit pass the following resolution as an ordinary resolution:

"THAT Mr Timothy James Gazzard, who is retiring by rotation in accordance with Article 58 of the Company's constitution and, being eligible for re-election, is re-elected as a Director."

Resolution 4 – Adoption of New Constitution

To consider and if thought fit pass the following resolution as special resolution:

"THAT pursuant to, and in accordance with, section 136(2) of the Corporations Act, and for all other relevant purposes, approval is given for the Company to repeal its existing Constitution and adopt a new Constitution in its place in the form initialled by the Chairman for identification purposes, with effect from the close of the Meeting."

(the **Adoption of New Constitution**).

Resolution 5 – Share Consolidation

To consider and if thought fit pass the following resolution as an ordinary resolution:

“THAT pursuant to, and in accordance with, section 254H of the Corporations Act, and for all other relevant purposes, the Company effect a share conversion so that each 500 of the Shares on issue in the capital of the Company are, by force of this resolution and with effect from the close of the Meeting, converted into 1 Share (**Share Consolidation**), where:

- (a) each Share on issue immediately after the Share Consolidation takes effect has identical rights to each of the Shares on issue immediately before the Share Consolidation takes effect; and
- (b) if the Share Consolidation in respect of a Member’s holding results in an entitlement to a fraction of a Share, the fraction will be rounded up to the nearest whole number of Shares.”

Resolution 6 – Name Change

To consider and if thought fit pass the following resolution as special resolution:

“THAT the name of the Company be changed to “Baralaba Coal Company Limited” with effect from the date on which the Australian Securities & Investments Commission records the change of name in its records.”

(the **Name Change**).

2. 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.

3. 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 10.00am (Brisbane time) on 14 November 2016.
- (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 (Brisbane time) on 14 November 2016.

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

By order of the Board

Date 14 October 2016
Name Daniel Gall
 Company Secretary

Explanatory Statement

General information

This Explanatory Statement forms part of this Notice of Meeting and has been prepared to provide Members with information to assist their consideration of the Resolutions.

This Explanatory Statement contains important information and should be read carefully.

Resolutions

Financial statements and reports

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.

The Company's Annual Report (which includes the reports to be laid before the Meeting) was released to ASX on 3 October 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.

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 2016. Relevant written questions for the auditor must be delivered by 5.00pm (Brisbane Time) on 9 November 2016. Please send any written questions for KPMG to the address listed in the instructions for completion of the proxy form attached to this notice of Annual General Meeting.

Resolution 1 – Remuneration Report

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.

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.

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 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).

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1, and (subject to the voting exclusion) each Director intends to vote any Shares they hold or control in favour of Resolution 1.

Resolution 2 – Re-election of Peter Ian Richards

In accordance with Article 58 of the Company's Constitution and the Corporations Act, Peter Ian Richards retires as a Director by rotation and, being eligible, offers himself for re-election.

Director since 15 January 2014.

Mr Peter Richards has over 35 years of experience in the mining services and industrial sectors with global companies including BP Plc, Wesfarmers, Dyno Nobel Limited and Norfolk Group Limited where he served as Managing Director. In his time at Dyno Nobel, where he was Managing Director and CEO, Mr Richards also held a number of senior executive positions in both North America and Asia Pacific.

Mr Richards currently serves as Chairman of Emeco Holdings Limited and NSL Consolidated Limited and as a Director of GrainCorp Limited. He has a Bachelor of Commerce, Accounting and Economics, from the University of WA.

The Directors (with Mr Richards abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2, and (subject to the voting exclusion) each Director intends to vote any Shares they hold or control in favour of Resolution 2.

Resolution 3 – Re-election of Timothy James Gazzard

In accordance with Article 58 of the Company's Constitution and the Corporations Act, Timothy James Gazzard retires as a Director by rotation and, being eligible, offers himself for re-election.

Director since 19 December 2013.

Mr Tim Gazzard is an Executive Director with Noble International Pte Ltd and is Global Head of Noble Group's metallurgical coal business. Mr Gazzard joined Noble in 2009 working in roles across Europe, China and, more recently, Indonesia. Prior to this, he worked with Barclays Capital in Investment Banking and Thiess as a Mining Engineer in Australia, Indonesia and Peru.

Mr Gazzard has 15 years' experience in commodities across all aspects of the supply chain including mining, asset development, logistics, marketing, financing and M&A. Mr Gazzard graduated from the University of Queensland with a Bachelor in Mining Engineering and also holds a Graduate Diploma in Applied Finance and an MBA from London Business School.

The Directors (with Mr Gazzard abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3, and (subject to the voting exclusion) each Director intends to vote any Shares they hold or control in favour of Resolution 3.

Resolution 4 – Adoption of New Constitution

Pursuant to the Corporations Act, the Company's Constitution may only be amended or repealed by special resolution, i.e. by a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Resolution 4 is a special resolution to repeal the Company's existing Constitution (**Existing Constitution**) and adopt a new Constitution (**New Constitution**) which is of a type suitable for a listed public company limited by shares, updated to ensure that it reflects the current provisions of the Corporations Act and ASX Listing Rules. The Existing Constitution was adopted in 2005. The New Constitution incorporates numerous amendments to reflect changes to the Corporations Act and ASX Listing Rules since that time, recent developments in corporate governance, as well as to generally update the Constitution in keeping with market standards.

The Board believes that it is preferable in the circumstances to replace the Existing Constitution with the New Constitution rather than to amend a multitude of specific provisions.

The New Constitution is broadly consistent with the provisions of the Existing Constitution. Many of the proposed changes are administrative or minor in nature. It is not practicable to list all of the differences in detail in this Explanatory Statement, however, a summary of the material differences between the Existing Constitution and the New Constitution are set out in the table below.

Of particular note, the New Constitution includes the following:

- A clear ability for the Company to issue preference shares. The Existing Constitution does not contain such provisions. Preference shares would have a right to receive a preferential dividend, in priority to the payment of any dividend on ordinary shares, at a rate decided by the Directors. Preference shares may also be redeemable or convertible into ordinary shares. Whilst the Board does not have any present intention to issue preference shares, the Board considers it desirable to give the Company a clear ability to issue such shares so as to maximise the Company's flexibility to raise capital in the future if required.
- In regards to director rotations, the New Constitution provides that all Directors must retire at each Annual General Meeting, and may offer themselves for re-election. The Existing Constitution requires only that one-third of the directors retire at each Annual General Meeting which is consistent with the requirement under the ASX Listing Rules that Directors retire by rotation every 3 years). The Board considers this change to be desirable in order to reflect the global governance trend to provide for annual election of all directors, rather than the minimum rotation required under the ASX Listing Rules.

A copy of the New Constitution is available for review by Shareholders at the Company's website www.cockatocoal.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary on +61 7 3640 4700. Copies will be available at the Meeting. Shareholders are invited to contact the Company if they have any queries or concerns.

The Board considers that it is in the best interests of the Company and its Members to adopt the New Constitution and recommends that Members vote in favour of Resolution 4 and each Director intends to vote any Shares they hold or control in favour of Resolution 4.

Summary of material differences between Existing Constitution and New Constitution

Subject matter	Position in Existing Constitution	Position in New Constitution
Shares		
Directors' power to issue shares	Clause 3.2 No express power to grant performance rights over unissued shares.	Clause 5.2 Grants express power to grant performance rights over unissued shares.
Issuance of preference shares	Silent.	Clause 5.3 Provides detailed regime for issuance of preference shares.
Directors' power to give effect to alteration of share capital	Silent.	Clause 5.4 The Directors may do anything required to give effect to any resolution altering the Company's share capital including where a member becomes entitled to a fraction of a share on a consolidation.
Reclassification of shares	Silent.	Clause 5.5 Subject to clause 5.6, the Company may convert or reclassify shares from one class to another.
Variation of rights	Silent.	Clause 5.6 The rights attached to any class of shares may, unless their terms of issues state otherwise, only be varied: (a) with the consent of holders of 75% of the shares of the class; or (b) by special resolution passed at a separate meeting of the holders of shares of the class.

Subject matter	Position in Existing Constitution	Position in New Constitution
Separate class meetings	Silent.	Clause 5.7 Provisions relating to general meetings apply to separate class meetings except: (a) a quorum is two persons holding or representing at least one-third of the issued shares of the class; or (b) any holder of shares of the class present may demand a poll.
Rights of holders	Silent.	Clause 5.8 Rights conferred on holders of any class of shares are to be taken as not having been varied by the creation or issue of further shares ranking equally with them.
Less than Marketable Parcels	Clause 9 Opt-out provision for sale of a less than Marketable Parcel of Shares. Clause 9.10 The Sale Consideration received by the Company in respect of all Shares sold under this clause 9 will be paid into a bank account opened and maintained by the Company for the purposes of this clause.	Clause 11 Minor definitional and stylistic changes. Clause 11.10 Silent (as to where the Company will keep Sale Consideration received upon the sale of less than Marketable Parcels of Shares).
Transfer of Shares		
Proportional takeover bid	Clause 23.8 Under the Corporations Act, this clause 23 automatically ceases to have effect on <u>30 June 2006</u> .	Clause 25.8 Under the Corporations Act, this clause 25 automatically ceases to have effect on <u>the date that is three years after the date of adoption of this Constitution (unless renewed)</u> .
Right to refuse registration	Clause 25.3 The Company must not refuse or fail to register or give effect to, or delay or in any way interfere with, a proper ASX Settlement transfer of Shares or other securities quoted by ASX.	Clause 27.3 Excludes application of this clause to a paper-based transfer document which is not a proper instrument of transfer.
Appointment and removal of Directors		
Document appointing proxy	Clause 48.1 Appointment of proxy must contain the information required by subsection 250A(1) of the Corporations Act.	Clause 50 Sets out the specific information required in accordance with subsection 250A(1) of the Corporations Act.
Number of Directors	Clause 53.1 The Company may by resolution passed at a general meeting increase the minimum number of Directors or increase or reduce the maximum number of Directors.	Clause 55.1 The Company may by resolution passed at a general meeting increase <u>or reduce</u> the minimum number of Directors or increase or reduce the maximum number of Directors.
Time of appointment	Silent.	Clause 57.4 A Director appointed or elected at a general meeting is taken to have been appointed or elected with effect from immediately after the end of that general meeting unless the relevant resolution specifies a different time.

Subject matter	Position in Existing Constitution	Position in New Constitution
Election for Directors	Silent.	Clause 57.9 The Company must hold an election for a director each year.
Additional and casual Directors	Clause 56 A Director appointed to fill a casual vacancy or as an addition to the existing Directors will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected <u>but he or she will not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with the Constitution.</u>	Clause 58 A Director appointed to fill a casual vacancy or as an addition to the existing Directors will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected.
Filling vacated office	Clause 57.1 The Company may at a general meeting at which a Director retires, by ordinary resolution fill the vacated office by electing a person to that office.	Silent.
Retirement by rotation	Clause 58.1 Mandates the retirement of one third of the Directors at each annual general meeting. Clause 58.2 Directors to retire by rotation are those who have been longest in office since their last election. Clause 58.3 A Director must retire 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.	Clause 59.1 At each annual general meeting, every Director must retire. Clause 59.3 A retiring Director will be eligible for re-election at the meeting. Clause 59.4 If the number of retiring Directors who are not re-elected at the meeting is such that the total number of Directors remaining in office after the end of the meeting would be lower than is permitted under clause 55, then: (a) the retirement of the Directors retiring at that meeting shall not have effect, and those Directors shall remain in office, until they have complied with clause 59.4(b); and (b) the remaining Directors must immediately after the meeting appoint such number of persons as Directors in addition to the existing Directors as is necessary to ensure that the number of Directors in office is not lower than permitted under clause 55.

Subject matter	Position in Existing Constitution	Position in New Constitution
Nomination of Director (external candidates)	<p>Clause 59.1</p> <p>A person, other than a retiring Director who seeks re-election, is not eligible for election as a Director at a general meeting unless:</p> <p>(a) the person is proposed as a candidate by a member (who may be the candidate); and</p> <p>(b) the proposing Member leaves a notice at the Office which nominates the candidate for the office of Director and includes the signed consent of the candidate.</p>	<p>Clause 61.1</p> <p>A person, other than a retiring Director who seeks re-election, is not eligible for election as a Director at a general meeting unless:</p> <p>(a) <u>the person is nominated by the Directors for election at that meeting;</u> or</p> <p>(b) the person is proposed as a candidate by a member (who may be the candidate) and the proposing Member leaves a notice at the Company's registered office which nominates the candidate for the office of Director and includes the signed consent of the candidate.</p>
Notice to accompany Member's proposal for external candidate	<p>Clause 59.2</p> <p>Notice must be given to the Company not less than 35 Business Days before the relevant general meeting.</p>	<p>Clause 60.2</p> <p>Notice must be given to the Company not less than <u>45 Business Days (or in the case of a general meeting that the Members have requested the Directors to call, at least 30 Business Days)</u> before the relevant general meeting, <u>but in each case not earlier than 90 Business Days before the date on which the meeting is to be held.</u></p>
Vacation of office	<p>Clause 60(i)</p> <p>The office of a Director immediately becomes vacant if the Director (among other things):</p> <p>(a) is resident in Australia and not being engaged abroad on the business of the Company, is absent from Directors' meetings for three consecutive months without leave of absence from the Directors.</p>	<p>Clause 61(i)</p> <p>The office of a Director immediately becomes vacant if the Director (among other things):</p> <p>(a) fails to attend (either personally or by Alternate) three consecutive Directors' meetings (not including meetings of committees formed by the Directors) without leave of absence from the Directors.</p>
Remuneration of Directors		
Remuneration of Non-Executive Directors	<p>Clause 61.1</p> <p>Total amount or value not to exceed an aggregate maximum of <u>\$150,000</u>.</p> <p>Note: increase to \$500,000 approved at 2014 AGM.</p>	<p>Clause 62.1</p> <p>Total amount or value not to exceed an aggregate maximum of <u>\$500,000</u>.</p>
Proceedings of Directors		
Calling Directors' meetings	<p>Clause 65.1</p> <p>The chairperson, the deputy chairperson, or any two Directors may call a meeting of Directors.</p>	<p>Clause 66.1</p> <p>Any Director may call a meeting of Directors.</p>
Appointment of Executive Directors		
Managing Director	<p>Clause 75.7</p> <p>A Managing Director is not subject to retirement by rotation <u>and is not to be taken into account in determining the rotation of retirement of Directors.</u></p>	<p>A Managing Director is subject to retirement by rotation (see Clause 59.1 above).</p>

Subject matter	Position in Existing Constitution	Position in New Constitution
Dividends and reserves		
Power to declare and determine Dividends	<p>Clause 84</p> <p>The Directors may by resolution either declare or determine a dividend.</p>	<p>Clause 85</p> <p><u>If, in their judgment, and subject to the requirements of the Corporations Act and common law relating to the declaration of dividends, the financial position of the Company justifies it,</u> the Directors may by resolution either declare or determine a dividend.</p>
Amend resolution to pay dividend	<p>Clause 85</p> <p>If the Directors determine that a dividend is payable, if permitted by the ASX Listing Rules, the Directors may amend or revoke the resolution to pay the dividend before the record date notified to ASX for determining entitlements to that dividend.</p>	<p>Clause 86</p> <p>If the Directors determine that a dividend is payable, <u>and if, in their judgment, and subject to the requirements of the Corporations Act and common law relating to the declaration of dividends, the financial position of the Company justifies it or no longer justifies it (as the case may be),</u> if permitted by the ASX Listing Rules, the Directors may amend or revoke the resolution to pay the dividend before the record date notified to ASX for determining entitlements to that dividend.</p>
Distribution of assets (shares in other corporations)	Silent.	<p>Clause 92</p> <p>If the Directors have resolved to distribute to Members, by way of dividend, fully-paid ordinary shares in another corporation:</p> <p>(a) Members will be deemed to have agreed to become members of that corporation;</p> <p>(b) each Member appoints the Company or any of the Directors as its agent to execute any transfer of shares or other document required to effect the distribution of those shares to the Members.</p>
Notices		
Services of notices	<p>Clause 97.1</p> <p>Notice may be given by the Company to any person who is entitled to notice under this Constitution by (among other methods):</p> <p>(a) (except in the case of a notice of meeting of Members) advertising in one or more newspapers <u>published daily (except on weekends)</u> throughout Australia as determined by the Directors.</p>	<p>Clause 98.1</p> <p>Notice may be given by the Company to any person who is entitled to notice under this Constitution by (among other methods):</p> <p>(a) (except in the case of a notice of meeting of Members) advertising in one or more national Australian newspapers as determined by the Directors.</p>

Resolution 5 – Share Consolidation

Under section 254H of the Corporations Act, the Company can convert all of its Shares into a smaller number of Shares by an ordinary resolution passed at a general meeting.

Resolution 5 proposes that the Company convert all of its issued Shares on the basis that every 500 Shares be consolidated into 1 Share with each converted Share having identical rights to all existing Shares.

The Company has an abnormally high number of shares on issue for a company of its size and market capitalisation, and the Share Consolidation is being put forward for Shareholders' consideration on the basis that it will result in a share capital structure that is more appropriate for a listed entity of its size.

The current share capital of the Company comprises 77,034,894,841 Shares. Following completion of the Share Consolidation, the altered share capital of the Company will comprise approximately 154,069,790 Shares (the final number depending on rounding of the holdings of each Member). For example, a member currently holding 10,000 Shares will, following completion of the Share Consolidation, hold 20 Shares.

If the Share Consolidation is approved, it will take effect from the date Resolution 5 is approved.

Subject only to rounding, there will be no change to the proportionate interests held by each Member as a result of the Share Consolidation. Immediately after the Share Consolidation, each Member will still hold the same proportion of the Company's total number of Shares as immediately before the Share Consolidation.

As the consolidation applies equally to all Members (subject only to the rounding of fractions) it will have no material effect on the percentage interest of each Shareholder of the Company. Furthermore, the aggregate value of each Member's proportionate interest in the Company should not materially change solely as a result of the consolidation. Theoretically the market price per share following the Share consolidation should be 500 times the market price per share before the consolidation. In reality the actual effect on the per share market price will depend on a number of factors outside the control of the Company and may be higher or lower than the theoretic post-consolidation price. It should also be noted that prior to suspension of trading of the Shares on ASX, the per share market price was \$0.001, which was the minimum bid price per share permitted by ASX, as such it is not certain that price would be replicated if the suspension was lifted.

There are no unpaid securities on issue by the Company. As such, there is no effect on any amount unpaid as a result of Resolution 5 being passed.

There are no convertible securities or options on issue by the Company. As such, there is no need to consolidate the number of any convertible securities or options as a result of Resolution 5 being passed.

The Board is putting forward Resolution 5 for consideration by Shareholders because it is a requirement of the loan agreement entered into by the Company and its major shareholder Liberty Metals and Mining, LLC upon effectuation of the Deed of Company Arrangement in respect of the Company that the Company put forward a resolution for the consolidation of its share capital.

Tax implications for Shareholders:

The summary in this section is general in nature. In addition, particular taxation implications will depend upon the circumstances of each Shareholder. Accordingly, Shareholders are encouraged to seek and rely only on their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising Shareholders about the tax consequences for them from the Share Consolidation.

The Share Consolidation will be undertaken in accordance with section 254H of the Corporations Act.

Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder in the Company as a result of the Share Consolidation.

The Share Consolidation should occur through the conversion of every 500 Shares into one Share.

No capital gains tax (CGT) event should occur as a result of the Share Consolidation and therefore there should be no taxation implications arising for Shareholders.

Resolution 6 – Name Change

Pursuant to the Corporations Act the Company's name may only be changed by special resolution, i.e. by a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Resolution 6 is a special resolution to change the name of the Company. The new name of the Company proposed to be adopted under Resolution 6 is "Baralaba Coal Company Limited". The Directors believe that this new name is appropriate because it better reflects the positioning of the Company following its recent recapitalisation and plans for future growth.

If the Name Change is approved it will take effect when ASIC records the change of the Company's name in ASIC's records.

The Board considers that it is in the best interests of the Company and its Members to effect the Name Change and recommends that Members vote in favour of Resolution 6 and each Director intends to vote any Shares they hold or control in favour of Resolution 6.

Glossary

ASIC means the Australian Securities and Investment Commission.

ASX means the Australian Securities Exchange.

Board means the board of directors of the Company.

Company means Cockatoo Coal Limited ACN 112 682 158.

Constitution means the constitution of the Company.

Constitution Amendments has the meaning given to it in the Notice.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Annual General Meeting or **Meeting** means the annual general meeting of the members of Cockatoo Coal Limited to be held at 10.00am on 16 November 2016 at MinterEllison, Level 22, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000.

Listing Rules means the listing rules of the ASX.

Member or Shareholder means a holder of a Share.

Notice means this notice of General Meeting.

Register means the register of members of the Company.

Resolutions means the resolutions set out in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Share Consolidation has the meaning given to it in the Notice.

Share Registry means Computershare Investor Services Pty Limited.