



ABN 13 112 682 158

## **First Supplementary Bidder's Statement**

**by**

**Cockatoo Coal Limited ACN 112 682 158**

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### **1. Introduction**

This document is the first supplementary bidder's statement dated 19 December 2013 (**Supplementary Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Act**) by Cockatoo Coal Limited ACN 112 682 158 (**Cockatoo**). This Supplementary Bidder's Statement supplements, and must be read together with, the bidder's statement of Cockatoo dated and lodged with ASIC on 25 November 2013 (**Bidder's Statement**).

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement. This Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

The attachments to this Supplementary Bidder's Statement form part of this Supplementary Bidder's Statement.

A copy of this Supplementary Bidder's Statement has been lodged with ASIC on 19 November 2013. Neither ASIC nor any of its officers takes any responsibility for the content of this Supplementary Bidder's Statement.

### **2. Completion of Noble subscription and satisfaction of Condition 14.7.1(c)**

On 18 December 2013, Cockatoo received the subscription monies payable on issue of Cockatoo Shares in accordance with the terms of the Noble Share Subscription Deed. As a result, Condition 14.7.1(c) to Cockatoo's Offer has been satisfied.

Attachment 1 to this Supplementary Bidder's Statement is a copy of an announcement to Cockatoo Shareholders in relation to the completion of the Cockatoo Equity Raising.

### **3. Offer applies to Blackwood Shares issued as a result of vesting of Blackwood Performance Rights – proposed acceptance into Offer**

The Bidder's Statement provided that the Offer relates to all Blackwood Shares on issue on the Record Date and, subject to ASIC granting relief (or ASIC confirming that no such relief is required), to all Blackwood Shares issued before the end of the Offer Period as a result of the vesting of Blackwood Performance Rights that are on issue as at the Record Date.

ASIC has granted the relief sought by Cockatoo such that the Offer extends to securities that come to be in the bid class during the period from the date set by Cockatoo under subsection 633(2) of the Act (being 7.00pm (Sydney, Australia time) on Wednesday, 20 November

2013) to the end of the offer period due to the issue of securities in the bid class under the performance rights issued under the arrangement known as the Blackwood Performance Rights Plan that is operated by Blackwood prior to the date set by Cockatoo under subsection 633(2) of the Act.

Attachment 2 to this Supplementary Bidders' Statement is a copy of the executed relief instrument.

The holders of Blackwood Performance Rights have informed Cockatoo that they intend to accept the Offer promptly after Blackwood Shares are issued to them as a result of the vesting of Blackwood Performance Rights.

#### **4. Approval**

This Supplementary Bidder's Statement has been approved by a unanimous resolution of all the Cockatoo Directors.

Signed on behalf of Cockatoo in accordance with section 351 of the Corporations Act.

A handwritten signature in black ink, appearing to be 'A. Lawson', written in a cursive style.

Andrew Lawson  
Director of Cockatoo Coal Limited  
Date: 19 December 2013

**Attachment 1 - Announcement**



ABN 13 112 682 158

18 December 2013

The Manager Companies  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

(13 pages by email)

Dear Madam

### COMPLETION OF PLACEMENTS AND NEW ISSUE ANNOUNCEMENT

The Directors of Cockatoo Coal Limited ('**Cockatoo**' or 'the **Company**') advise that the Company has completed the placements to institutional and sophisticated investors (the '**Placements**') as a part of the Equity Raising announced on 17 October 2013. A total of \$153 million has been raised under the Placements through the issue of 3,199,364,579 new Cockatoo shares as follows:

- \$50 million placement to SK Networks, Co., Ltd;
- \$43 million placement to Noble Group Limited; and
- \$60 million placement to institutional and sophisticated investors, which has been cornerstoned by Harum Energy Australia Limited with a \$20 million investment.

These Placements, together with the \$255 million senior secured project finance facility for the Baralaba Expansion project underwritten by Australia and New Zealand Banking Group Limited, provide an equity and debt financing solution to repay the \$95 million KEB Australia Ltd loan facility and provide funding for the expansion of the Baralaba Expansion project.

In accordance with ASX Listing Rule 3.10, I attach an Appendix 3B, New Issue Announcement and Application for Quotation of Additional Securities and Agreement.

Yours faithfully

Lee J. O'Dwyer  
Company Secretary

pjn7571

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Cockatoo Coal Limited

ABN

ABN 13 112 682 158

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Fully paid ordinary shares ( <b>Ordinary Shares</b> ) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 3,199,364,579 Ordinary Shares ( <b>New Shares</b> ).  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares                            |

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>1,000,000,000 New Shares to be issued to SK Networks Resources Australia Pty Ltd – issue price of \$0.05 per New Share.</p> <p>866,031,245 New Shares to be issued to Maylion Pty Limited – issue price of \$0.05 per New Share.</p> <p>449,798,705 New Shares to be issued to Harum Energy Australia Limited – issue price of \$0.045 per New Share.</p> <p>883,534,629 New Shares to be issued to various institutional and sophisticated investors under the placement as announced by Cockatoo Coal Limited on 23 October 2013 – issue price of \$0.045 per New Share.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of Ordinary Shares to pursuant to placements approved by Cockatoo Coal Limited shareholders on 12 December 2013 for the purposes of Listing Rule 7.1 and all other purposes.</p> <p>The funds will be used for the purposes outlined in Cockatoo Coal Limited's Notice of Meeting &amp; Explanatory Memorandum dated 8 November 2013.</p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>

6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>The date that is three business days after all of the conditions in specified clauses of the subscription deeds in respect of the proposed New Shares have been satisfied or waived.</p> <p>Accordingly, the issue date of the 2,315,829,950 New Shares to be issued to SK Networks Resources Australia Pty Ltd, Maylion Pty Ltd and Harum Energy Australia Limited is currently expected to be 18 December 2013.</p> <p>The issue date of the 883,534,629 New Shares to be issued to various institutional and sophisticated investors is 19 December 2013.</p>

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="647 109 986 147">Number</th> <th data-bbox="994 109 1295 147"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="647 147 986 1104"> <p>After completion of the placements there will be 4,085,658,737 Ordinary Shares on issue. This is based on the 886,294,158 Ordinary Shares currently on issue as at 12 December 2013.</p> <p>This total does not include the maximum of 384,550,538 Ordinary Shares that may be issued under Cockatoo Coal Limited's off-market takeover offer to acquire all of the fully paid ordinary shares in Blackwood Corporation Limited on the terms set out in Cockatoo Coal Limited's bidder's statement dated 25 November 2013.</p> </td> <td data-bbox="994 147 1295 1104">Ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	<p>After completion of the placements there will be 4,085,658,737 Ordinary Shares on issue. This is based on the 886,294,158 Ordinary Shares currently on issue as at 12 December 2013.</p> <p>This total does not include the maximum of 384,550,538 Ordinary Shares that may be issued under Cockatoo Coal Limited's off-market takeover offer to acquire all of the fully paid ordinary shares in Blackwood Corporation Limited on the terms set out in Cockatoo Coal Limited's bidder's statement dated 25 November 2013.</p>	Ordinary Shares						
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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="647 1104 986 1142">Number</th> <th data-bbox="994 1104 1295 1142"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="647 1142 986 1317">20,833,333</td> <td data-bbox="994 1142 1295 1317">Options expire on 31/12/2013 and have an exercise price of 64 cents.</td> </tr> <tr> <td data-bbox="647 1317 986 1491">150,000,000</td> <td data-bbox="994 1317 1295 1491">Options expire on 15/10/2014 and have an exercise price of 12.5 cents</td> </tr> <tr> <td data-bbox="647 1491 986 1666">5,000,000</td> <td data-bbox="994 1491 1295 1666">Options expire on 30/09/2015 and have an exercise price of 70 cents</td> </tr> <tr> <td data-bbox="647 1666 986 1845">50,000,000</td> <td data-bbox="994 1666 1295 1845">Options expire on 15/04/2015 and have an exercise price of 5.93 cents.</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	20,833,333	Options expire on 31/12/2013 and have an exercise price of 64 cents.	150,000,000	Options expire on 15/10/2014 and have an exercise price of 12.5 cents	5,000,000	Options expire on 30/09/2015 and have an exercise price of 70 cents	50,000,000	Options expire on 15/04/2015 and have an exercise price of 5.93 cents.
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5,000,000	Options expire on 30/09/2015 and have an exercise price of 70 cents											
50,000,000	Options expire on 15/04/2015 and have an exercise price of 5.93 cents.											
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Remains unchanged										



## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A

- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders  
N/A – New Shares are not a new class of securities

- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over  
 N/A – New Shares are not a new class of securities
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

N/A
-----

39 +Class of +securities for which quotation is sought 

N/A
-----

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
 If the additional +securities do not rank equally, please state:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A
-----

41 Reason for request for quotation now  
  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another +security, clearly identify that other +security)

N/A
-----

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A	N/A

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 18 December 2013  
Company Secretary

Lee J. O'Dwyer

Print name: .....

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,016,746,908
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p style="text-align: right;">Nil</p> <p style="text-align: right;">4,354,557</p> <p style="text-align: right;">Nil</p>
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	134,807,307
<b>“A”</b>	886,294,158

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	132,944,124
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	50,000,000
“C”	50,000,000
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	132,944,124
<b>Subtract</b> “C” <i>Note: number must be same as shown in Step 3</i>	50,000,000
<b>Total</b> [“A” x 0.15] – “C”	82,944,124 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>“E”</b>	

+ See chapter 19 for defined terms.

**Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A**

<p>“A” x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p><b>Subtract “E”</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

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+ See chapter 19 for defined terms.



**Attachment 2 - Executed ASIC Relief Instrument**

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 655A(1)(b) – Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 655A(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument [13/1548].

**Commencement**

3. This instrument commences on 4 December 2013.

**Declaration**

4. Section 617 of the Act applies to Cockatoo Coal Limited ACN 112 682 158 (*Cockatoo*) as if it were modified or varied by inserting after subsection 617(2) of the subsection:

“(2A) The bid may also extend to all securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the issue of securities in the bid class under the performance rights issued under the arrangement known as the Blackwood Performance Rights Plan that is operated by the target prior to the date set by the bidder under subsection 633(2).”; and

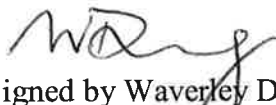
5. Section 636 of the Act applies to the Cockatoo as if it were modified or varied by inserting after paragraph 636(1)(j) the following paragraph:

“(ja) if the bid is to extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the issue of securities in the bid class under the performance rights issued under the arrangement known as the Blackwood Performance Rights Plan that is operated by the target prior to the date set by the bidder under subsection 633(2) (see subsection 617(2A)) – a statement to that effect;”.

**Where this declaration applies**

6. This declaration applies to Cockatoo’s offer for all the ordinary shares in Blackwood Corporation Limited ACN 103 651 538 under the bidder’s statement lodged with ASIC on 25 November 2013.

Dated this 4<sup>th</sup> day of December 2013



Signed by Waverley Duong  
as a delegate of the Australian Securities and Investments Commission