

ASX RELEASE

19 July 2012

COMPULSORY ACQUISITION OF SHARES IN COALWORKS LIMITED

Whitehaven Coal Holdings Pty Limited ACN 124 452 571 (**Whitehaven Coal Holdings**), is a wholly owned subsidiary of Whitehaven Coal Limited ACN 124 425 396.

Whitehaven Coal Holdings conducted an off-market takeover bid for all the ordinary shares in Coalworks Limited (**Coalworks**) (the **Offer**). The Offer period ended at 7:00pm (Sydney time) on 4 July 2012.

At the end of the bid period, Whitehaven Coal Holdings held 95.52% of all the ordinary shares in Coalworks and is entitled to proceed to compulsory acquisition of all the shares in Coalworks for which it did not receive valid acceptances. Whitehaven Coal Holdings is also required under section 662A of the Corporations Act to offer to buy out remaining holders of Coalworks shares.

Accordingly, **attached** are:

- (a) an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) prepared under section 661B(1) of the Corporations Act and an accompanying cover letter to be sent to remaining Coalworks shareholders and option holders; and
- (b) an ASIC Form 6022 (Notice of right of buy-out to remaining holder of securities following a takeover bid) prepared under section 662B(1) of the Corporations Act.

These documents were lodged with ASIC today. The Form 6021 and the accompanying cover letter will be sent by close of business today to Coalworks shareholders who have not yet validly accepted the Offer and all Coalworks option holders.

After the compulsory acquisition process has been completed, Whitehaven Coal Holdings will consult with the ASX to seek the removal of Coalworks from the official list.

For further information, please contact:

Tony Haggarty, Managing Director

Tel: 02 8507 9700


Kate Kerrison

Tel: 0413 946 704

Email: kate@katekerrison.com.au

19 July 2012

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Tel: +61 2 8507 9700 Fax: +61 2 8507 9701
www.whitehavencoal.com.au



000001 000
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear shareholder

COMPULSORY ACQUISITION OF YOUR SHARES IN COALWORKS LIMITED

As you are aware, Whitehaven Coal Holdings Pty Ltd (**Whitehaven Coal Holdings**), a wholly owned subsidiary of Whitehaven Coal Limited, conducted an off-market takeover bid for all the shares in Coalworks Limited (**Coalworks**). The bid period ended at 7:00pm (Sydney time) on 4 July 2012.

At the end of the bid period, Whitehaven Coal Holdings had a relevant interest in 95.52% of the ordinary shares in Coalworks and is entitled to proceed to compulsory acquisition of all the ordinary shares in Coalworks for which it did not receive valid acceptances.

This letter is being sent to you because you are either:

- currently registered as a holder of ordinary shares in Coalworks; or
- currently registered as a holder of options in Coalworks. If you are a Coalworks option holder and you exercise your options on or before 30 August 2012, Whitehaven Coal Holdings may elect to acquire the ordinary Coalworks shares you receive as a result of exercising the options.

The formal notice (ASIC Form 6021 'Notice of compulsory acquisition following takeover bid') (**Notice**), which Whitehaven Coal Holdings is required to give you under the Corporations Act, is **attached**.

Under the compulsory acquisition procedure, you will receive \$1.00 per ordinary Coalworks share that you hold.

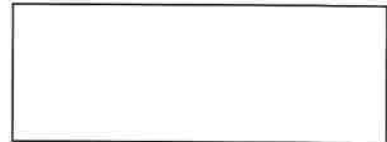
You should read the **attached** Notice in its entirety as it contains further information about the compulsory acquisition.

You do not need to sign or return the Notice. In due course, Whitehaven Coal Holdings will send you a letter which will set out the details for the payment of the cash consideration payable to you upon compulsory acquisition of your Coalworks shares.

Yours sincerely



Tony Haggarty
Managing Director



Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Timothy Burt

ASIC registered agent number (if applicable)

Company/entity name

Whitehaven Coal Holdings Pty Ltd

ACN/ABN/ARBN/ARSN

ACN 124 452 571

Telephone number

(02) 8507 9700

Postal address

PO Box R1113

Royal Exchange NSW 1225

Email address (optional)

Notice

Name and address of holder.

To:

Name

The remaining shareholders of Coalworks Limited

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level.

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company or body

Securities of:

Name ("the Company")

Coalworks Limited

ACN/ABN/ARBN/ARSN

ACN 114 702 831

Continued...Notice

Tick one box

1. Under an

- Off Market Bid
- Market Bid

offers were made by

Name of bidder.

Whitehaven Coal Holdings Pty Ltd ACN 124 452 571

in respect of the acquisition of

Insert description of class of securities to which the bid related

Ordinary Shares

in the Company

Tick one box

The offers

- closed
- are scheduled to close

on

Insert date offers closed or are scheduled to close

Date

04 / 07 / 12
[D D] [M M] [Y Y]

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection *661A(1)/661A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

6. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.

7. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
- the end of the offer period

8. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

Signature

Name of person signing

Timothy Burt

Capacity

Company Secretary

Signature



Date signed

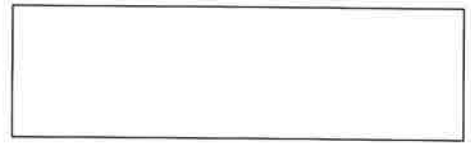
19 / 07 / 12
[D D] [M M] [Y Y]

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

For more information
Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)



Notice of right of buy out to remaining holder of securities following a takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Timothy Burt

ASIC registered agent number (if applicable)

Company/entity name

Whitehaven Coal Holdings Pty Ltd

ACN/ABN/ARBN/ARSN

ACN 124 452 571

Telephone number

(02) 8507 9700

Postal address

PO Box R1113

Royal Exchange NSW 1225

Email address (optional)

Notice

Name and address of the remaining holder

To:

Name

Not applicable under s662B(1)(c)(ii) of the Corporations Act 2001 (Cth)

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level

Street number and street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company

Securities of:

Name ('the Company')

Coalworks Limited

ACN/ARBN/ARSN

ACN 114 702 831

Continued ... Notice

Tick one box

1. Under an Off Market Bid

Market Bid

offers were made by

Name of bidder.

Whitehaven Coal Holdings Pty Ltd ACN 124 452 571

in respect of the acquisition of

Insert description of class of securities to which the bid related

Ordinary Shares

in the Company.

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
3. The bidder hereby gives you notice under subsection 662B(1) of the Corporations Act 2001 that the bidder and their associates have relevant interests in at least 90% (by number) of the securities in the bid class.
4. You, (or anyone who acquires the securities after the day on which this notice is given) as the holder of remaining securities in the bid class, have the right under section 662C within one month after this notice is given to give the bidder a written notice requiring the bidder to acquire your securities in the bid class.
5. Unless otherwise agreed, the terms on which the securities will be acquired by the bidder will be the same as the terms which applied to the acquisition of securities under the bid immediately before the end of the offer period.

Signature

Name of person signing

Timothy Burt

Capacity

Company Secretary

Signature

Date signed

/ /
[D] [D] / [M] [M] / [Y] [Y]

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.
Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

Form more information

Web: www.asic.gov.au
Need Help? www.asic.gov.au/question
Telephone: 1300 300 630