

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Whitehaven Coal Limited

ACN/ARSN 124 425 396

**1. Details of substantial holder (1)**

Name Fritz Kundrun

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

30/11/2007  
07/12/2007  
24/01/2008  
07/03/2008  
25/03/2008  
06/06/2008  
10/09/2008  
29/09/2008  
10/10/2008  
26/06/2009  
07/08/2009  
07/09/2009

The previous notice was given to the company on 08/06/2007

The previous notice was dated 29/05/2007

**2. Previous and present voting power**

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

| Class of securities (4)      | Previous notice |                  | Present notice |                  |
|------------------------------|-----------------|------------------|----------------|------------------|
|                              | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares (fully paid) | 75,379,833      | 23.34%           | 75,379,833     | 15.82%           |

**3. Changes in relevant interests**

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

| Date of change | Person whose relevant interest changed | Nature of change (6)   | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 07/03/2008     | Fritz Kundrun                          | Holding of Fritz Kundrun as trustee for the Kundrun Family Trust transferred to nominee – UBS Wealth Management Australia Nominees Pty Ltd | Not applicable                                | 10,714,166                              | 10,714,166              |
| 10/10/2008     | Fritz Kundrun                          | Holding of Fritz Kundrun as trustee for the Kundrun Family Trust transferred to nominee – UBS Wealth Management Australia Nominees Pty Ltd | Not applicable                                | 10,714,166                              | 10,714,166              |

|  |               |   |                |     |     |
|--|---------------|---|----------------|-----|-----|
| 30/11/2007<br>07/12/2007<br>24/01/2008<br>25/03/2008<br>06/06/2008<br>10/09/2008<br>29/09/2008<br>26/06/2009<br>07/08/2009<br>07/09/2009 | Fritz Kundrun | Dilution of voting power due to issue of fully paid Ordinary shares | Not applicable | NIL | NIL |
|--|---------------|---|----------------|-----|-----|

#### 4. Present relevant interests

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

| Holder of relevant interest | Registered holder of securities                  | Person entitled to be registered as holder (8)   | Nature of relevant interest (6)  | Class and number of securities          | Person's votes |
|-----------------------------|--|--|--|---|----------------|
| Fritz Kundrun               | UBS Wealth Management Australia Nominees Pty Ltd | UBS Wealth Management Australia Nominees Pty Ltd | Fritz Kundrun is the trustee of the Kundrun Family Trust which is the beneficial owner of the shares and controls the disposal of the shares   | 21,428,333 Ordinary shares (fully paid) | 21,428,333     |
| Fritz Kundrun               | ANZ Nominees Limited                             | ANZ Nominees Limited                             | Fritz Kundrun holds greater than 20% of the voting power in AMCI International AG which is the beneficial owner of the shares held by ANZ Nominees Limited and controls the disposal of the shares | 53,951,500 Ordinary shares (fully paid) | 53,951,500     |

#### 5. Changes in association

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

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

#### 6. Addresses

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

| Name   | Address   |
|--|---|
| Fritz Kundrun                                    | c/- AMCI Investments Pty Ltd, Riverside Centre, Level 8, 123 Eagle Street, Brisbane Queensland 4000 |
| ANZ Nominees Limited                             | Level 25, 530 Collins Street, Melbourne, Victoria, 3000   |
| UBS Wealth Management Australia Nominees Pty Ltd | Level 16, 2 Chifley Square, Sydney, New South Wales, 2000   |
| AMCI International AG                            | Seestrasse 17, 6300 Zug, Switzerland  |

### Signature

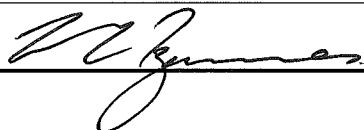
print name

Mark Tzannes

capacity

Authorised  
Signature.

sign here



date

11 / 9 / 09

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
  - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
  - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (6) Include details of:
    - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
    - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
  - (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Whitehaven Coal Limited

ACN/ARSN 124 425 396

**1. Details of substantial holder (1)**

Name AMCI International AG

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

30/11/2007  
07/12/2007  
24/01/2008  
25/03/2008  
26/03/2008  
06/06/2008  
10/09/2008  
29/09/2008  
13/11/2008  
26/06/2009  
07/08/2009  
07/09/2009

The previous notice was given to the company on 08/06/2007

The previous notice was dated 29/05/2007

**2. Previous and present voting power**

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

| Class of securities (4)      | Previous notice |                  | Present notice |                  |
|------------------------------|-----------------|------------------|----------------|------------------|
|                              | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares (fully paid) | 53,951,500      | 16.70%           | 53,951,500     | 11.32%           |

**3. Changes in relevant interests**

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

| Date of change   | Person whose relevant interest changed | Nature of change (6)  | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|--|--|---|---|---|-------------------------|
| 26/03/2008   | AMCI International AG                  | Holding transferred to nominee – ANZ Nominees Limited               | Not applicable                                | 26,975,750                              | 26,975,750              |
| 13/11/2008   | AMCI International AG                  | Holding transferred to nominee – ANZ Nominees Limited               | Not applicable                                | 26,975,750                              | 26,975,750              |
| 30/11/2007<br>07/12/2007<br>24/01/2008<br>25/03/2008<br>06/06/2008<br>10/09/2008<br>29/09/2008<br>26/06/2009<br>07/08/2009<br>07/09/2009 | AMCI International AG                  | Dilution of voting power due to issue of fully paid Ordinary shares | Not applicable                                | NIL                                     | NIL                     |

**4. Present relevant interests**

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

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)  | Class and number of securities          | Person's votes |
|-----------------------------|---------------------------------|--|--|---|----------------|
| AMCI International AG       | ANZ Nominees Limited            | ANZ Nominees Limited                           | AMCI International AG is the beneficial owner of the shares held by ANZ Nominees Limited and controls the disposal of the shares | 53,951,500 Ordinary shares (fully paid) | 53,951,500     |

#### 5. Changes in association

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

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

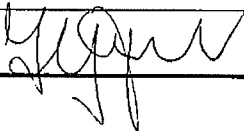
#### 6. Addresses

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

| Name                  | Address   |
|-----------------------|---|
| ANZ Nominees Limited  | Level 25, 530 Collins Street, Melbourne, Victoria, 3000 |
| AMCI International AG | Seestrasse 17, 6300 Zug, Switzerland                    |

#### Signature

print name **HANS MENDE** capacity **Chairman**

sign here  date **11 / 9 / 09**

#### DIRECTIONS

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

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

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Whitehaven Coal Limited

ACN/ARSN 124 425 396

**1. Details of substantial holder (1)**

Name Hans Mende

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

30/11/2007  
07/12/2007  
24/01/2008  
31/01/2008  
07/03/2008  
25/03/2008  
06/06/2008  
10/09/2008  
14/09/2008  
29/09/2008  
10/10/2008  
26/06/2009  
07/08/2009  
31/08/2009  
01/09/2009  
02/09/2009  
03/09/2009  
04/09/2009  
07/09/2009  
10/09/2009

The previous notice was given to the company on 08/06/2007

The previous notice was dated 29/05/2007

**2. Previous and present voting power**

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

| Class of securities (4)      | Previous notice |                  | Present notice |                  |
|------------------------------|-----------------|------------------|----------------|------------------|
|                              | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares (fully paid) | 75,379,833      | 23.34%           | 76,019,833     | 15.96%           |

**3. Changes in relevant interests**

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

| Date of change | Person whose relevant interest changed | Nature of change (6)   | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 14/09/2008     | Ingrid Mende                           | Ingrid Mende died on 14 September 2008 and the shares vested in Hans Mende as sole trustee as evidenced in the Deed of Variation set out in Annexure A | Not applicable                                | 75,379,833 Ordinary shares (fully paid) | 75,379,833              |
| 24/01/2008     | Hans Mende and Ingrid Mende            | Placement to related parties following member approval   | \$14,999,999.05                               | 5,660,377 Ordinary shares (fully paid)  | 5,660,377               |
| 31/01/2008     | Hans Mende and Ingrid Mende            | Disposal off market  | \$14,999,999.05                               | 5,660,377 Ordinary shares (fully paid)  | 5,660,377               |
| 07/03/2008     | Hans Mende                             | Holding of Hans Mende as trustee for the Mende Family Trust transferred to nominee – UBS Wealth Management Australia Nominees Pty Ltd                  | Not applicable                                | 10,714,166                              | 10,714,166              |
| 10/10/2008     | Hans Mende                             | Holding of Hans Mende as trustee for the Mende Family Trust transferred to nominee – UBS Wealth Management Australia Nominees Pty Ltd                  | Not applicable                                | 10,714,166                              | 10,714,166              |

|  |            |   |                |                                      |         |
|--|------------|---|----------------|--------------------------------------|---------|
| 30/11/2007<br>07/12/2007<br>24/01/2008<br>25/03/2008<br>06/06/2008<br>10/09/2008<br>14/09/2008<br>29/09/2008<br>26/06/2009<br>07/08/2009<br>07/09/2009 | Hans Mende | Dilution of voting power due to issue of fully paid Ordinary shares | Not applicable | NIL                                  | NIL     |
| 31/08/2009   | Hans Mende | Acquisition on market   | \$104,000      | 30,000 Ordinary shares (fully paid)  | 30,000  |
| 01/09/2009   | Hans Mende | Acquisition on market   | \$50,850       | 15,000 Ordinary shares (fully paid)  | 15,000  |
| 01/09/2009   | Hans Mende | Acquisition on market   | \$67,800       | 20,000 Ordinary shares (fully paid)  | 20,000  |
| 01/09/2009   | Hans Mende | Acquisition on market   | \$33,500       | 10,000 Ordinary shares (fully paid)  | 10,000  |
| 01/09/2009   | Hans Mende | Acquisition on market   | \$33,000       | 10,000 Ordinary shares (fully paid)  | 10,000  |
| 02/09/2009   | Hans Mende | Acquisition on market   | \$67,200       | 20,000 Ordinary shares (fully paid)  | 20,000  |
| 02/09/2009   | Hans Mende | Acquisition on market   | \$50,400       | 15,000 Ordinary shares (fully paid)  | 15,000  |
| 02/09/2009   | Hans Mende | Acquisition on market   | \$487,652      | 145,139 Ordinary shares (fully paid) | 145,139 |
| 03/09/2009   | Hans Mende | Acquisition on market   | \$69,000       | 20,000 Ordinary shares (fully paid)  | 20,000  |
| 03/03/2009   | Hans Mende | Acquisition on market   | \$51,750       | 15,000 Ordinary shares (fully paid)  | 15,000  |
| 03/09/2009   | Hans Mende | Acquisition on market   | \$370,056      | 109,861 Ordinary shares (fully paid) | 109,861 |
| 04/09/2009   | Hans Mende | Acquisition on market   | \$51,750       | 15,000 Ordinary shares (fully paid)  | 15,000  |
| 04/09/2009   | Hans Mende | Acquisition on market   | \$52,500       | 15,000 Ordinary shares (fully paid)  | 15,000  |
| 04/09/2009   | Hans Mende | Acquisition on market   | \$155,250      | 45,000 Ordinary shares (fully paid)  | 45,000  |
| 07/09/2009   | Hans Mende | Acquisition on market   | \$194,150      | 55,000 Ordinary shares (fully paid)  | 55,000  |
| 07/09/2009   | Hans Mende | Acquisition on market   | \$70,000       | 20,000 Ordinary shares (fully paid)  | 20,000  |
| 07/09/2009   | Hans Mende | Acquisition on market   | \$34,500       | 10,000 Ordinary shares (fully paid)  | 10,000  |
| 07/09/2009   | Hans Mende | Acquisition on market   | \$34,000       | 10,000 Ordinary shares (fully paid)  | 10,000  |
| 10/09/2009   | Hans Mende | Acquisition on market   | \$223,800      | 60,000 Ordinary shares (fully paid)  | 60,000  |

#### 4. Present relevant interests

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

| Holder of relevant interest | Registered holder of securities                            | Person entitled to be registered as holder (8)             | Nature of relevant interest (6)  | Class and number of securities          | Person's votes |
|-----------------------------|--|--|--|---|----------------|
| Hans Mende                  | UBS Wealth Management Australia Nominees Pty Ltd           | UBS Wealth Management Australia Nominees Pty Ltd           | Hans Mende is trustee of the Mende Family trust which is the beneficial owner of the shares and controls the disposal of the shares                                | 21,428,333 Ordinary shares (fully paid) | 21,428,333     |
| Hans Mende                  | ANZ Nominees Limited                                       | ANZ Nominees Limited                                       | Hans Mende holds greater than 20% of the voting power in AMCI International AG which is the beneficial owner of the shares and controls the disposal of the shares | 53,951,500 Ordinary shares (fully paid) | 53,951,500     |
| Hans Mende                  | Hans Mende   | Hans Mende   | Holder   | 300,000 Ordinary shares (fully paid)    | 300,000        |
| Hans Mende                  | Hans Mende as trustee of the 2005 Irrevocable Kirmar Trust | Hans Mende as trustee of the 2005 Irrevocable Kirmar Trust | Holder   | 340,000 Ordinary shares (fully paid)    | 340,000        |

#### 5. Changes in association

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

1929261v4

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

**6. Addresses**

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

| Name   | Address   |
|--|---|
| Hans Mende                                       | c/- AMCI Investments Pty Ltd, Riverside Centre, Level 8, 123 Eagle Street, Brisbane Queensland 4000 |
| UBS Wealth Management Australia Nominees Pty Ltd | Level 16, 2 Chifley Square, Sydney, New South Wales, 2000   |
| ANZ Nominees Limited                             | Level 25, 530 Collins Street, Melbourne, Victoria, 3000   |
| AMCI International AG                            | Seestrasse 17, 6300 Zug, Switzerland  |

**Signature**

print name **HANS MENDE** capacity **Self**  
 sign here  date **11 / 9 / 09**

**DIRECTIONS**

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

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

ANNEXURE A  
DEED OF VARIATION

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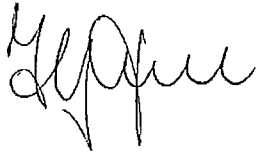
THIS IS ANNEXURE A OF 4 PAGES REFERRED TO IN FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER.

THIS IS A TRUE COPY OF THE DEED OF VARIATION TO WHICH HANS MENDE IS A PARTY

ALL TERMS AND CONDITIONS OF THE AGREEMENT ARE CONTAINED IN THE ATTACHED AGREEMENT

DATED: 11 September 2009

SIGNED

A handwritten signature in black ink, appearing to read 'Hans Mende', written in a cursive style.

HANS MENDE

# Deed of Variation

Hans Mende as trustee for the Mende Family Trust

# Deed of variation

Dated 27 January 2009

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## Parties

**Trustee**                      **Hans Mende**  
of Seestrasse 17, 6300 Zug, Switzerland

## Background

- A        The Trustee is the trustee for the Trust under the terms of the Trust Deed.
- B        Ingrid Mende was a joint trustee with the Trustee for the Trust until she passed away on 14 September 2008.
- C        This document records that the Trustee is now sole trustee of the Trust pursuant to the Act.

## Agreed terms

### 1 Definitions and interpretation

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#### 1.1 Definitions

In this document:

| <b>Term</b>       | <b>Definition</b>                                |
|-------------------|--|
| <b>Act</b>        | means the <i>Trusts Act 1973</i> (Qld).          |
| <b>Trust</b>      | means the Mende Family Trust.                    |
| <b>Trust Deed</b> | means the deed for the Trust dated 28 June 2000. |

#### 1.2 Interpretation

In this document:

- (a) a singular word includes the plural and vice versa;
- (b) a word which suggests one gender includes the other gender;
- (c) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (d) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;

- (e) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (f) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (g) a reference to this document includes the agreement recorded by this document;
- (h) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (i) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (j) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (k) a reference to 'month' means calendar month.

## **2 Continuation as sole trustee**

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### **2.1 Sole trustee**

Under section 16 of the Act, the Trustee became the sole trustee of the Trust on the death of Ingrid Mende on 14 September 2008.

### **2.2 Continuing obligations**

The Trustee will continue to be bound by its duties and obligations under the Trust as sole trustee.

### **2.3 Vesting of property**

To the extent permitted by law, all of the property of the Trust vests in the Trustee, without any conveyance.

### **2.4 Trustee to hold all assets**

The Trustee must hold all assets vested in it or transferred to it on the terms of the Trust Deed.

## **3 General**

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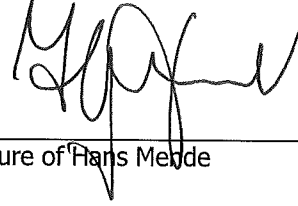
### **3.1 Governing law and jurisdiction**

Queensland law governs this document.

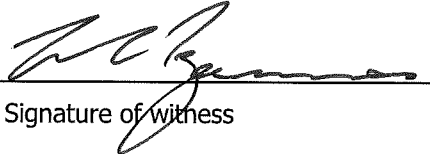
## Execution

EXECUTED as a deed

Signed sealed and delivered  
by Hans Mende as Trustee in the presence of:



^ \_\_\_\_\_  
Signature of Hans Mende



^ \_\_\_\_\_  
Signature of witness

**Mark Tzannes**

^ \_\_\_\_\_  
Name of witness (print)

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Whitehaven Coal Limited

ACN/ARSN 124 425 396

**1. Details of substantial holder (1)**

Name FRC Whitehaven Holdings BV

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

30/11/2007  
07/12/2007  
24/01/2008  
25/03/2008  
06/06/2008  
10/09/2008  
29/09/2008  
26/06/2009  
07/08/2009  
07/09/2009

The previous notice was given to the company on 05/06/2007

The previous notice was dated 29/05/2007

**2. Previous and present voting power**

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

| Class of securities (4)      | Previous notice |                  | Present notice |                  |
|------------------------------|-----------------|------------------|----------------|------------------|
|                              | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares (fully paid) | 131,650,000     | 40.76%           | 131,650,000    | 27.63%           |

**3. Changes in relevant interests**

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

| Date of change   | Person whose relevant interest changed | Nature of change (6)  | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|--|--|---|---|---|-------------------------|
| <u>30/11/2007</u><br><u>07/12/2007</u><br><u>24/01/2008</u><br><u>25/03/2008</u><br><u>06/06/2008</u><br><u>10/09/2008</u><br><u>29/09/2008</u><br><u>26/06/2009</u><br><u>07/08/2009</u><br><u>07/09/2009</u> | FRC Whitehaven Holdings BV             | Dilution of voting power due to issue of fully paid Ordinary shares | Not applicable                                | NIL                                     | NIL                     |

**4. Present relevant interests**

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

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities           | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--|----------------|
| FRC Whitehaven Holdings BV  | FRC Whitehaven Holdings BV      | FRC Whitehaven Holdings BV                     | Holder                          | 131,650,000 Ordinary shares (fully paid) | 131,650,000    |

**5. Changes in association**

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


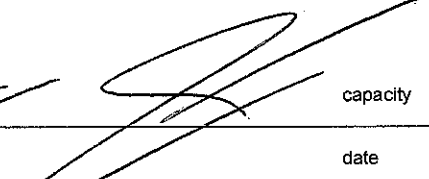
| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| Not applicable                    | Not applicable        |

**6. Addresses**

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

| Name                       | Address   |
|----------------------------|---|
| FRC Whitehaven Holdings BV | Fred Roeskestraat 123, 1076 EE Amsterdam, The Netherlands |

**Signature**

print name \_\_\_\_\_ capacity \_\_\_\_\_  
 sign here  \_\_\_\_\_ date 11 / 09 / 2009  
 E.M.A. Rijbroek  
 Proxy Holder A  
 ATC Management B.V.  
 DIRECTIONS  
 \_\_\_\_\_  
 Roel Langehaar  
 Managing Director

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

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

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Whitehaven Coal Limited

ACN/ARSN 124 425 396

**1. Details of substantial holder (1)**

Name Ranamok Pty Ltd

ACN/ARSN (if applicable) 079 167 829

There was a change in the interests of the substantial holder on 07/09/09  
The previous notice was given to the company on 29/09/08  
The previous notice was dated 29/09/08

**2. Previous and present voting power**

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

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary shares         | 29,883,070      | 7.34%            | 29,887,988     | 6.27%            |

**3. Changes in relevant interests**

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

| Date of change | Person whose relevant interest changed | Nature of change (6)                          | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---|---|---|-------------------------|
| 07/09/2009     | Ranamok Pty Ltd                        | Allotment of shares under Share purchase Plan | \$14,999.90                                   | 4,918                                   | 4,918                   |

**4. Present relevant interests**

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

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8)  | Nature of relevant interest (6) | Class and number of securities          | Person's votes |
|-----------------------------|---------------------------------|---|---------------------------------|---|----------------|
| Ranamok Pty Ltd             | Ranamok Pty Ltd                 | Holding in name of Ranamok Pty Ltd as trustee for the Plummer Family Trust – Andrew Plummer is a director of Ranamok Pty Ltd and holds 50% of the voting power in Ranamok Pty Ltd | Holder of shares                | 29,887,988 Ordinary Shares (Fully Paid) | 29,887,988     |

**5. Changes in association**

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


| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               |                       |

**6. Addresses**

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

| Name            | Address                              |
|-----------------|--------------------------------------|
| Ranamok Pty Ltd | 22/155 Kent Street, Sydney, NSW 2000 |

**Signature**

|            |   |          |  |
|------------|---|----------|--|
| print name | ANDREW PLUMMER  | capacity | Director of holder of relevant interest. |
| sign here  |  | date     | 14/09/2009                               |

**DIRECTIONS**

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

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