

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme Whitehaven Coal Limited (**Whitehaven**)

ACN/ARSN ACN 124 425 396

1. Details of substantial holder (1)Name Gloucester Coal Limited (**Gloucester**) and each of the entities listed in Annexure A (**Gloucester Subsidiaries**)

ACN (if applicable) Gloucester ACN 008 881 712, and the ACN for each of the Gloucester Subsidiaries is listed in Annexure A

The holder ceased to be a substantial holder on 22 May 2009

The previous notice was given to the company on 18 May 2009

The previous notice was dated 18 May 2009

2. Change in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected (based on an issued share capital of 407,146,935 ordinary shares)
22 May 2009	Gloucester	Acceptances of the takeover offers made by Gloucester dated 30 April 2009 which were included in its bidder's statement dated 30 April 2009 (the Offers) becoming void as a result of the withdrawal of Offers, with the consent of ASIC, on 22 May 2009	Nil	Ordinary shares - 161,750,562	39.7%

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

4. Addresses

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

Name	Address
Gloucester	Level 15, Citadel Towers (Tower B), 799 Pacific Highway, Chatswood, New South Wales 2067
Gloucester Subsidiaries	Care of Level 15, Citadel Towers (Tower B), 799 Pacific Highway, Chatswood, New South Wales 2067

Signature

print name Robert Lord

capacity: Managing Director

sign here



Date: 22 May 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 4 of the form.
- (2) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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 of 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A to Form 605

This is Annexure A of 1 page referred to in the Form 605 (Ceasing to be a Substantial Holder), signed by me and dated 22 May 2009.



Robert Lord, Managing Director

ENTITY	ACN
Westralian Prospectors NL	009 046 093
Eucla Mining NL	009 204 228
CIM Duralie Pty Ltd	008 703 311
Duralie Coal Marketing Pty Ltd	070 318 295
Duralie Coal Pty Ltd	070 318 259
CIM Mining Pty Ltd	057 982 233
CIM Stratford Pty Ltd	070 387 914
CIM Services Pty Ltd	070 387 978
Stratford Coal Pty Ltd	064 016 164
Stratford Coal Marketing Pty Ltd	066 587 817