



GLOUCESTER COAL LTD
ABN 66 008 881 712

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22 May 2009

The Manager
Company Announcements Manager
ASX Limited

Dear Sir/Madam

Whitehaven merger – notice of withdrawal of Whitehaven offer

We refer to the off-market takeover bid by Gloucester Coal Ltd (**Gloucester**) for all the ordinary shares in Whitehaven Coal Ltd (**Whitehaven**).

We attach a notice of withdrawal of offer.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Rob Lord', is written over a light blue horizontal line.

Rob Lord, Managing Director
Gloucester Coal Ltd

A copy of this notice was lodged with ASIC on 21 May 2009. ASIC takes no responsibility for the contents of this notice.

Gloucester Coal Ltd

Takeover offer for Whitehaven Coal Ltd

Notice of withdrawal of offer

To: Australian Securities and Investments Commission (**ASIC**)
Whitehaven Coal Ltd (**Whitehaven**)
Australian Stock Exchange Limited

Gloucester Coal Ltd ACN 008 881 712 (**Gloucester**) gives notice that ASIC has, in accordance with section 652B of The Corporations Act 2001 (Cth), consented to the withdrawal of its takeover offers for all of the ordinary shares in Whitehaven contained in its bidder's statement dated 30 April 2009. As the offers were subject to unfulfilled conditions, all acceptances of the offers are void. Accordingly, all shares in Whitehaven that were tendered to Gloucester pursuant to the takeover offers will be returned to their legal owners.

DATED: 22 May 2009

Signed for and on behalf of
Gloucester Coal Ltd



Rob Lord
Managing Director