

DIRECTORS' DECLARATION

In the opinion of the Directors of Cockatoo Coal Limited ('the Company'):

1. (a) the financial statements and notes set out on pages 51 to 87, and the remuneration disclosures that are contained in the Remuneration Report in the Directors' Report, set out on pages 44 and 45, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Company's and the Group's financial position as at 30 June 2009 and of their performance for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards, (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
 - (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 2;
 - (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the chief executive officer and chief financial officer for the financial year ended 30 June 2009.

Signed at Sydney this 15th day of September 2009
in accordance with a resolution of the Board of Directors:



Norman A. Seckold
Chairman



Mark H. Lochtenberg
Managing Director