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LAWYERS
**McCullough
Robertson**

18 October 2017

ASX
Market Announcements Office

Fax 1300 135 638

No. of pages: 3

Notice of ceasing to be a substantial holder

Attached is a notice of ceasing to be a substantial holder in respect of the holdings of Whitehaven Coal Limited ACN 124 425 396 and its Associates in Orpheus Energy Limited ACN 121 257 412.

Yours sincerely



Aaron Dahl
Partner

attachment
46038750v1

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Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Orpheus Energy Limited (Orpheus)

ACN/ARSN ACN 121 257 412

1. Details of substantial holder (1)

Name Whitehaven Coal Holdings Pty Limited (Whitehaven Coal Holdings)

ACN/ARSN (if applicable) ACN 124 452 571

This notice is also given by Whitehaven Coal Holdings on behalf of Whitehaven Coal Limited ACN 124 425 396 (Whitehaven), and each of Whitehaven's controlled entities named in Annexure "A" (Associates).

The holder ceased to be a substantial holder on 13/10/2017
 The previous notice was given to the company on 14/11/2014
 The previous notice was dated 14/11/2014

2. Changes 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
13/10/2017	Boardwalk Resources Limited	Reduction in number of securities due to consolidation on 8/09/2017 Dilution in voting power as a result of the issue of new shares	nil	1,282,098 ordinary shares (12,820,972 pre-consolidation)	1,282,098
13/10/2017	Coalworks Limited	Reduction in number of securities due to consolidation on 8/09/2017 Dilution in voting power as a result of the issue of new shares	nil	278,507 ordinary shares (2,785,054 pre-consolidation)	278,507

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/ARSN (if applicable)	Nature of association
N/A	

4. Addresses

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

Name	Address
Whitehaven Coal Holdings, Whitehaven, and the Associates	Level 28, 259 George Street, Sydney NSW 2000

Signature

print name Timothy Burt capacity Company Secretary

sign here  date 18/10/2017

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Annexure A

This is Annexure A of 1 page referred to in Form 605 – Notice of ceasing to be a substantial holder

Whitehaven's controlled entities ("Associates") relevant to Form 604

No.	Entity	Company Number
1.	Whitehaven Coal Mining Limited	086 426 253
2.	Tarrowonga Coal Pty Ltd	100 742 185
3.	Tarrowonga Coal Sales Pty Ltd	119 741 883
4.	Narrabri Coal Pty Ltd	107 813 963
5.	Narrabri Coal Operations Pty Ltd	129 850 139
6.	Narrabri Coal Sales Pty Ltd	129 849 896
7.	Namoi Mining Pty Ltd	071 158 373
8.	Namoi Agriculture & Mining Pty Ltd	109 750 370
9.	Betalpha Pty Ltd	105 663 518
10.	Creek Resources Pty Ltd	100 228 886
11.	Werris Creek Coal Pty Ltd	107 169 102
12.	WC Contract Hauling Pty Ltd	127 813 727
13.	Werris Creek Coal Sales Pty Ltd	107 169 111
14.	Whitehaven Blackjack Pty Ltd	133 205 624
15.	Whitehaven Coal Infrastructure Pty Ltd	119 938 911
16.	Whitehaven Project Pty Ltd	146 105 900
17.	Whitehaven Employee Share Plan Pty Ltd	146 104 190
18.	Aston Resources Limited	129 361 208
19.	Aston Coal 2 Pty Ltd	139 472 567
20.	Maules Creek Coal Pty Ltd	140 533 875
21.	Maules Creek Marketing Pty Ltd	140 534 256
22.	Boggabri-Maules Creek Rail Pty Ltd	154 923 332
23.	Aston Coal 3 Pty Ltd	141 353 380
24.	Boardwalk Resources Limited	130 433 617
25.	Boardwalk Dingo Pty Limited	138 139 385
26.	Boardwalk Coal Management Pty Limited	138 130 846
27.	Boardwalk Coal Marketing Pty Limited	138 131 003
28.	Boardwalk Sienna Pty Ltd	147 871 903
29.	Boardwalk Monto Pty Ltd	129 366 481
30.	Boardwalk Ferndale Pty Ltd	147 745 971
31.	Coalworks Limited	114 702 831
32.	CWK Nominees Pty Limited	131 656 632
33.	Coalworks (Oaklands North) Pty Ltd	128 115 364
34.	Oaklands Land Pty Ltd	133 094 452
35.	Coalworks (Vickery South) Pty Ltd	138 395 141
36.	Vickery Pty Ltd	142 525 282
37.	Coalworks Vickery South Operations Pty Ltd	143 398 476
38.	Vickery South Marketing Pty Ltd	147 953 028
39.	Vickery South Operations Pty Ltd	147 953 017
40.	Yarrawa Coal Pty Ltd	139 483 739
41.	Loyal Coal Pty Ltd	132 497 913
42.	Ferndale Coal Pty Ltd	147 738 038


Signed by Timothy Burt (Company Secretary)

Date: 18 October 2017

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