

19 November 2018

Ms Charlotte Hope
Senior Adviser
ASX Listings Compliance (Sydney)

By email: ListingsComplianceSydney@asx.com.au

Dear Ms Hope,

Appendix 3Y Query

I refer to your letter dated 15 November 2018 in relation to the Appendix 3Y lodged by the Company with ASX on 12 November 2018 for Mr Paul Flynn.

Set out below are our responses to the questions contained in your letter.

1. Please explain why the Appendix 3Y was lodged late

On 30 October 2018, performance share rights were granted to Mr Flynn under his Short Term and Long Term Incentive arrangements. The Long Term Incentive allocation was approved by shareholders at the Company's annual general meeting on 25 October 2018.

Due to an administrative oversight, the Company failed to lodge the Appendix 3Y by the required time of 6 November 2018.

2. What arrangements does the Company have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

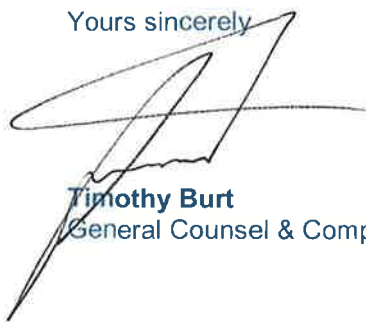
The Company has processes in place with its directors to ensure that it is able to meet its disclosure obligations under ASX Listing Rule 3.19A. Directors' obligations to provide the Company with information in relation to changes in their notifiable interests are included in on-boarding and ongoing policy requirements.

In this case, the Company was provided with all the necessary information to lodge the Appendix 3Y within the required timeframe. The non-lodgement of the Appendix 3Y was an administrative oversight on the part of the Company.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with Listing Rule 3.19B?

The Company has reviewed its administrative procedures and believes that its current arrangements are adequate. This is evidenced by the Company's long history of compliance with Listing Rule 3.19.

Yours sincerely



Timothy Burt
General Counsel & Company Secretary



15 November 2018

Mr Timothy Burt
Company Secretary
Whitehaven Coal Limited
Level 28, 259 George Street
Sydney, NSW, 2000

By email: tburt@whitehavencoal.com.au

Dear Mr Burt

Whitehaven Coal Limited ('WHC'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. WHC's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 12 November 2018 for Mr Paul Flynn (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *"The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director."*

3. Listing rule 3.19B which states that:

"An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director."

The Notice indicates that a change in Mr Flynn's notifiable interest occurred on 30 October 2018. It appears that the Notice should have been lodged with ASX by 6 November 2018. Consequently, WHC may have breached Listing Rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds WHC of its contract with ASX to comply with the Listing Rules. In the circumstances, WHC should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does WHC have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does WHC intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 21 November 2018.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely



Charlotte Hope
Senior Adviser, Listings Compliance (Sydney)