NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Date of Meeting: Monday 13 July 2009

Time of Meeting: 10.00 a.m. (Sydney time)

Place of Meeting: City Tattersall Club
198-204 Pitt Street, Sydney
Sydney NSW 2000

This Notice of General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

NOTICE OF GENERAL MEETING

Pursuant to Section 249F of the Corporations Act 2001 *(Cth)* Notice is hereby given that a General Meeting of shareholders of **WHL ENERGY LIMITED** ABN **25 113 326 524** ("**Company**") will be held at City Tattersall Club, 198-204 Pitt Street, Sydney NSW 2000, on Monday 13th July 2009 at 10.00 a.m. (Sydney time)

Introduction

General Nature of the Meeting's Business

The nature of this meeting of the members of WHL Energy Limited is for the purpose of considerations of resolutions to remove certain Directors of the Company and appointment of other Directors.

Background

On 17th April 2009 Darrell Daniel Smith and Richard Wyn Pritchard who are Shareholders holding more than 5% of the voting shares in the Company made a formal request under Section 249D of the Corporations Act 2001, to the Directors of the Company, calling for a general meeting for the purpose of removal of current Directors and appointment of new Directors.

On 6th May 2009 the Company announced that a General Meeting would be held before 3rd July.

Further on 11th May 2009, members holding more than 5% of the voting shares, including the current Director Mr Declan Pritchard, sent notice to the Company under Section 249N of The Corporations Act 2001 of resolutions which they requested to be included in the meeting to be held before July 3rd as announced by the Company to market on 6th of May 2009.

It is now too late to hold the meeting prior to 3rd of July as notice of 28 days to shareholders must be provided.

Under the Corporations Act the Company has 21 days from the receipt of a request to call a meeting to convene that meeting, and two months from that day to hold the meeting, further any notice of meeting of members must be provided to members at least 28 days prior to the meeting date.

The Directors have failed to call the meeting within the stipulated timeframes.

Convening of Meeting

The member below who holds more than 5% of the vote in regards to all the resolutions below hereby convene a meeting of the members of WHL Energy Limited under Section 249F of the Corporations Act for the purpose of considering the following resolutions;

Resolution 1 - Removal of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, Mr Peter John Bartter be removed as a director of the Company"*

Resolution 2 - Removal of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, Mr David Kahn be removed as a director of the Company"*

Resolution 3 – Appointment of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, pursuant to the power under Article 55 of the Company's Constitution Mr Bruce Scambler be and is hereby appointed a director of the Company."*

Resolution 4 – Appointment of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, pursuant to the power under Article 55 of the Company's Constitution Mr Richard Wyn Pritchard be and is hereby appointed a director of the Company."*

Resolution 5 – Appointment of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, pursuant to the power under Article 55 of the Company's Constitution Mr Robert Edward Lees be and is hereby appointed a director of the Company."*

Resolution 6 – Appointment of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, pursuant to the power under Article 55 of the Company's Constitution Mr Robin Gerald Armstrong be and is hereby appointed a director of the Company."*

Resolution 7 – Appointment of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, pursuant to the power under Article 55 of the Company's Constitution Mr Jeffery Bateson be and is hereby appointed a director of the Company."*

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

BY ORDER OF THE SHAREHOLDERS CONVENING THE MEETING UNDER CORPORATIONS ACT SECTION 249

Shareholder and Director

D. N. Pritchard.

Declan Nigel Pritchard

Shareholder

RW Pritchard

Richard Wyn Pritchard

TIME AND PLACE OF MEETING AND HOW TO VOTE

Date of Meeting: Monday 13 July 2009

Time of Meeting: 10.00 a.m. (Sydney time)

Place of Meeting: City Tattersall Club
198-204 Pitt Street, Sydney
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting at the time, date, and place set out above.

PROXIES AND REPRESENTATIVES

Shareholders are entitled to appoint not more than two proxies to attend and vote on their behalf. If the shareholder appoints two proxies, neither may vote on a show of hands, but a proxy may demand or join in demanding a poll. On a poll, where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise.

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and send it to:

D & R Pritchard
C/O Coysec Company Secretarial Services
GPO Box 4492
Sydney NSW 2001

Fax +61 (0)2 9299 9501

So that it is received no later than 10.00am Saturday 11th July 2009.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on Saturday 11th July 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is provided to Shareholders of **WHL ENERGY LIMITED** ABN 25 113 326 524 (**"Company"**) to explain the resolutions to be put to Shareholders at the General Meeting to be held at the City Tattersalls Club, 198-204 Pitt Street Sydney NSW 2000 on Monday 13th July 2009 commencing at 10.00 a.m. (Sydney time).

The Members recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in the Interpretation section at the end of this Explanatory Memorandum.

Shareholder's Letter

It is my belief that important facts which you, as a shareholder, should be aware of, are not being brought to your attention. It is my responsibility to remedy this situation so that you can make an informed judgement when deciding the future makeup of the Board of Directors of WHL Energy.

I therefore state now, clearly, that I have been, and continue to be, a prime supporter of the move, put in place by shareholders, to remove Mr Bartter and Mr Kahn, and have them replaced by a Board consisting of;

- Bruce Scambler
- Richard Pritchard
- Robert Lees
- Jeffery Bateson
- Robin Armstrong

Within this Notice of General Meeting is a member's statement that was delivered to the Company together with Notice of Resolutions put forward to remove from the Board Mr Peter Bartter and Mr David Kahn. I believe, to the best of my knowledge, that the information presented is factual; the opinions are those of the members who put forward the statement.

I was the original founder of the Wind Hydrogen patents and business concept, and put together many of the current wind farm development sites the Company has in its portfolio. As such I have been a keen advocate of the original business plan, and made repeated requests of the Board to isolate a defined 2+ year budget for the UK portfolio. Since June 2008, budgeted funds for the UK portfolio's development have dried up, being redirected instead to, what I believe now to be, a number of ill-conceived oil and gas transaction in the USA.

Nevertheless, I believe we are on the cusp of creating tremendous value growth. To give you an idea of the potential value in our portfolio, consider the following transactions that have been reported in the media in the last two months;

- In Victoria, a small wind development company, Wind Power, was sold to Origin Energy for $30-40M, more than 10 times WHL Energy's current capitalisation.
- In the UK, AMEC's wind development arm with a 570MW portfolio in development was sold for approximately $250M to Vatenfall.

I believe our approximately 250MW of developments over 20 sites has the potential to reap tremendous value, particularly as the development risks on many of the sites have been reduced, leading to a higher probability of success. Unfortunately, I believe the current board's has no defined plan; and that there is a risk they will sell these projects quickly, in a desperate attempt to satisfy UK creditors, and effectively bringing to an end all our UK wind development activity.

If we are to continue to grow the value of the Company, then I am convinced that the Company must raise substantial new funds to ensure the continued support of the UK wind development activities for 2 years. In order to do so, any new or existing investor must be confident that the Board of Directors in place is unified, professional, competent, and focused on achievable goals. To this end I implore you to adopt the new board put forward in this document.

I believe these individuals would constitute an excellent Board of Directors, and would greatly assist WHL Energy through this next difficult phase of its development. I believe also that to leave the current Board in place will condemn the Company to spiral downward into receivership.

Regardless of my strong advocacy against some of the decisions of the current Board, I accept my collegiate responsibility for past decisions made. In the same spirit, I hope that you will support the removal of Mr Bartter and Mr Kahn. Upon the removal of Mr Bartter and Mr Kahn, I will tender my resignation from the Board.

Be assured that I will continue to support and assist the Company in whatever capacity that may be asked of me.

Yours Sincerely

Declan Nigel Pritchard
Shareholder, Director and Co-Founder: WHL Energy Limited
Founder: Wind Hydrogen Limited (UK)
Founder: UK and USA Registered Patents for balancing the Electrical Output from Wind Farms using Hydrogen Electrolysis.

REMOVAL OF DIRECTORS

The following explanatory Member's Statement was received by the Company in conjunction with the following resolutions, and requested to be included in this Notice of General Meeting in accordance Section 249P of The Corporations Act 2001

1. "That Peter Bartter be removed as a Director of the Company"
2. "That David Kahn be removed as a Director of the Company"

"Members' Statement

The Deal with Derby Resources

We do not believe the transactions undertaken in regards to Derby Resources were in the best interest of WHL Energy (formerly Wind Hydrogen Limited). A number of matters in regards to the following areas of concern were raised, firstly by email, by fax on the 20th June, and eventually in person at the General Meeting of 24th June 2008;

- Issues as to Arms length of Arrangement
- Issues as to benefits by Directors
- Issues as to transparency of Arrangements (Ownership of Derby)
- Issues as to Description of Derby
- Issues as to Efficacy of the "farm in" deal with Derby

The events and facts which have led us to these considerations are set out as follows;

1. On or before May 7 2008 a deal was struck between Rolland (now Gale Force) and Derby Resources, as reported in the press release of that date.

2. However research has shown that not until 14th May 2008 (7 days later) was Derby Resources actually incorporated.
3. On 16th of May 2008 (two days after the Incorporation of Derby Resources) WHL Energy announced to the ASX the signing of a Memorandum of Understanding with Derby Resources.

On 26th May 2008 a notice was issued by the Directors of WHL Energy to WHL Energy shareholders, notifying of a General Meeting to be held on 24th June 2008, the notice stated that Mr Podrasky and David Kahn are Directors of Derby Resources, and directly or indirectly hold shares in Derby Resources. The following extract is from the notice of 26th May 2008

"*Derby is a private company that has worked with the current landowner, NAFG, in conducting technical reserve analysis and securing the projects local management team"*

A reasonable inference to be taken here would be that Derby Resources had made substantial contributions to the undertaking, however it is obvious from the date of Incorporation that Derby Resources had only a 12 day time 'window' from incorporation to the issue of the notice.

The benefits flowing to Derby Resources from the arrangements now in place are as follows;

	Benefit to Flow	Funds to be Invested in the short to medium term	Percentage of Farm In
Derby Resources	5 Million WHL Energy Shares	ZERO	33.33%
WHL Energy		$2.5 million Plus provision of 5 million shares in WHL Energy to Derby Resources	66.66%

Ownership of Derby Resources

Enquiries made through US based lawyers found that Derby Resources was a company registered in Delaware, and it is impossible to determine the ownership structure from the available records, and, the company was further Incorporated using a service provider 'the Corporation Trust Company', and as a result, it is even impossible to determine the identity of the registered agent for the company. In a similar vain NAFG the company which has now received substantial payments from WHL Energy is a Nevada registered company and similarly lacks transparency as to its ownership structure.

General Meeting of 24th June 2008

At the General Meeting of 24th June 2008 at which Mr Podrasky, Mr Bartter, and the Incoming Mr Kahn were present, a number of questions were put to the board in writing and read out for clarity. The answers are a matter of record and to our view serve no purpose in being repeated due to their lack of address to the matters raised. However the key statements read, and subsequent questions asked in the meeting in regards to the joint venture between Rolland and Derby and subsequently Derby and WHL Energy were as follows:-

I note that the joint venture between Rolland and Derby was announced on 7th May 2008, and Derby was incorporated on the 14th of May 2008

1. *On that date, was Derby representatives aware of the proposed deal with Wind Hydrogen*
2. *With respect to the deal between Rolland and Derby, who represented Derby?*
3. *With respect to the deal between Wind Hydrogen and Derby,*
    a. *Who acted for Wind Hydrogen, and*
    b. *Who acted for Derby*
4. *What actual interest does our Chairman hold in Derby?*

In Regards to the Efficacy of the Deal

I have some little experience in the oil and gas in the United States, and I'm concerned that we have no information as to the viability of the proposed extraction process.

My concern is that the notice of meeting does not refer to proven reserves in the relevant sense.

Can you give us any comfort that the proposed venture will net a positive result to ***Wind Hydrogen both in the short term and the long term?***

In Regards to Resolution 3 – Appointment of Mr Kahn as a Director

I am concerned that if Mr Kahn is appointed as a director, he will be fundamentally conflicted given his shareholding in Derby.

I am also of the view, that any contribution from Mr Kahn may be readily available through his interest in Derby.

Can the board explain how the company will benefit from having Mr Kahn on the board, particularly given his shareholding in Derby, and the obvious conflict that flows there from?

In addition to the questions listed Mr Bartter was asked if he was aware of the shareholding in Derby held by Mr Podrasky, his answer, as witnessed by legal counsel was to explain his complete disinterest in Mr Podrasky's holding in Derby and to state that this was Mr Podrasky's business alone.

Payment for US Transactions

Since the General Meeting of 24th June 2008 at which time US oil and gas prices were at an all time high there has been a crash in the oil and gas price to $US60 per barrel by October 2008 and as low as $30 by year end December 31st 2008.

As at 30th September 2008, according to the quarterly accounts, the Company held A$6,876,768 available cash yet at the end of December the Company had only A$295,659, a change of A$6,581,109. It is clear now that when the Company entered the quarter from September 30th to December 31st 2008 the Company was carrying an un-hedged A$ US$ exchange rate position which during October, when the Australian Dollar reached a low of 60c to US$1 could, and may have, rendered the Company technically insolvent. In light of this distressing situation, and the obvious drop in value of the assets, it is almost unbelievable that the Company continued with payments rather than re-negotiate the transactions in Kentucky and Texas, final payments for which were made ***before*** the closure of the exchange rate position.

When closed, the open exchange rate position eventually cost the Company $1,887,216 as stated in the half yearly accounts to 31st December 2008. It is our view that by good fortune rather than any prudence or forethought by the Directors was this position not far more devastating for the Company.

Subsequent Actions

Signatories to the Derby Transactions were Mr Bartter and Mr Podrasky, beneficiaries, directly, and indirectly, in the transaction were Mr Kahn and Mr Podrasky. A notice for the removal of Mr Podrasky was put to the Company in November; this notice was subsequently withdrawn when Mr Podrasky announced his resignation.

Removal of Current Directors

We believe the matters raised, which are a matter of record, raise suspicion. We do not believe that Mr Kahn and Mr Bartter have acted in a manner, with reasonable care and diligence of a prudent person, which shareholders would expect of the office of Director of a Publicly Listed Company. Since the subsequent issue of half year accounts, the situation has become very serious in regards to the survival of the Company and, we believe, it is absolutely necessary this action should be taken to uphold the integrity of WHL Energy and best serve the shareholders of WHL Energy for the future, however uncertain that future might now be."

APPOINTMENT OF DIRECTORS

The following explanatory Member's Statements were received by the Company in conjunction with the following resolutions, and requested to be included in this Notice of General Meeting in accordance Section 249P of The Corporations Act 2001.

3 *"That Bruce Scambler becomes a Director of the Company"*

4 "That Richard Wyn Pritchard becomes a Director of the Company"

5 "That Robert Edward Lees becomes a Director of the Company

6 "That Robin Gerald Armstrong becomes a Director of the Company"

7 "That Jeffery Bateson becomes a Director of the Company"

Members' Statements

In our opinion, the proposed appointees have demonstrated and hold substantial skill and experience which will enable them to contribute comprehensively to the success and growth of the Company. In particular the proposed Directors can help implement the practices necessary to maintain the Company's integrity by providing the Company with a minimum of two Independent Directors, and two Australian resident Directors, thus allowing for the ASX guidance as to Good Corporate Governance and Best Practice ("ASX Guidelines") to be better adhered to. The individuals also bring with them strong experience of capital raising and corporate dealings medium and large sized business. In addition, Mr Scambler who is a resident of Oklahoma, a State which sits between Texas and Kentucky, is certified in Financial Forensics (CFF) by the American Institute of Certified Public Accountants and maintains a practice including investigations and recoveries, and has extensive hands on experience within the US oil and gas industry. Mr Lees brings an exceptionally high level of knowledge and experience in corporate governance and public company dealings in general, and Mr Pritchard brings the entrepreneurial drive that originally saw WHL Energy founded and listed on the ASX.

Mr Armstrong with his extensive experience in Corporate Advisory and company management will bring an exceptionally valued set of skills and knowledge to the Company, Mr Armstrong would be tasked with approaching, and discussion with, new potential industry partners, investors, and managers, as the Company re-aligns its focus and finds new direction for the future, together with Bruce Scambler, Richard Pritchard, Robert Lees, and Jeffery Bateson.

Dr Bateson would bring with him much experience, both local and overseas in the Energy Industry combined with a strong focus on shareholder advocacy, Board issues and Governance matters which can affect shareholders, and as so Dr Bateson presents an excellent candidate for the role of an Independent Director, and will be looking to join Bruce Scambler, Richard Pritchard, Robert Lees, and Robin Armstrong as Directors of the Company.

The assembly of Directors put forward are, we believe, ideally suited to both advance a set of actions to ascertain the value of WHL Energy's current assets, but also to devise ways to unlock potential value that can be brought about for shareholders through proper and rigorous management combined with innovative and entrepreneurial business proposals being sought from and proposed to third parties. Actions that the Incoming Board would immediately focus on are listed below;

- Review all past transactions since November 2007
- Ascertain legal ownership of all assets
- Complete Joint Venture negotiations in the UK
- Bring about a new and revised Business Plan for the future
- Place an emphasis on finding partners in Asia to take forward the Patented Technology
- Review other complementary technologies for possible business enhancement by Joint Venture and/or licensing

- Put forward a Capital Raising plan as required, with the Co-operation of the original stock broker to the IPO, Fosters Stockbroking.

Background Information on the proposed new Directors

Bruce Scambler: Age 50

Mr. Scambler is a Certified Public Accountant, with a current practicing certificate in the USA. Mr Scambler is Certified in Financial Forensics (CFF) by the American Institute of Certified Public Accountants and maintains a practice including investigations and recoveries. Mr Scambler is also qualified in the UK as a Chartered Management Accountant, having trained with KPMG London and is a Fellow of the Chartered Institute of Management Accountants. Mr Scambler has a degree in Law from Bristol University and an MBA degree from Strathclyde Graduate Business School, Scotland. He is an innovator in new business development and growth. He has extensive experience in technology development and raising new Finance in the Power, Oil/Gas, and Renewable Energy Industries. He has been Chief Executive Officer of Green Islands Company where he developed a 'waste to energy' project with leading edge plasma technology in Hawaii and Pacific Islands. Mr Scambler was Chief Financial Officer of Pepin Oil and Aspen Energy Group both US listed Oil and Gas Companies; he has been responsible for the financing and implementation of 200 new oil and gas development wells in Oklahoma. At OGE Energy Corp. Mr Scambler evaluated generation requirements, and rationalizing of a $2,000M power generation portfolio. As Business Manager with the National Grid Company PLC (UK) he was responsible for Business Information and Finance for Grid System including UK electricity market and operational reporting. Mr. Scambler served as a Pilot Officer in the Royal Air Force from 1977-79. Mr. Scambler is a lay reader and member All Souls Episcopal Church.

Richard Wyn Pritchard: Age 42

Richard Pritchard is a graduate of the University of Brighton, England, holding an Honours Degree in Civil Engineering, he has had over 15 years experience in Civil Engineering, having been responsible for numerous infrastructure projects in the fields of telecommunications, transport, water, mining and energy. Richard was a successful advisor at Macquarie Bank Financial Services through the first part of this decade before returning to Engineering Management when he founded Wind Hydrogen Limited in 2005, now WHL Energy a Publicly Listed Renewable Energy Company. Richard was responsible for the acquisition of a number of renewable energy assets and companies whilst Managing Director of Wind Hydrogen Limited as well as raising substantial equity up to and through the IPO process, Mr Pritchard remains a shareholder in WHL Energy. The original business plan was ostensibly devised by Mr Pritchard together with Declan Pritchard, his brother, who authored the hydrogen balancing patents which are the back bone of the original Prospectus put forward to the market in June 2007. Mr Pritchard currently manages over $1Billion of infrastructure and property assets within Local Government in Australia and is a Director of Sustainable Energy Australasia, a Public Company focused on the development of a suite of low carbon emitting power generation assets in Asia and the USA. Mr Pritchard is a member of the Australian India Business Council where he chairs the Sub Committee for Sustainable Energy. Mr Pritchard has a Graduate Diploma in Public Company Management from The Institute of Company Directors and is a Member of The Institute of Company Directors, and a Member of the Institute of Engineers Australia.

Robert Edward Lees: Age 58

Robert Lees is a graduate of the University of Technology, Sydney, holding a Bachelor of Business (Accounting), he also holds a Graduate Diploma in Corporate Governance. He is a member of the Institute of Chartered Accountants and Chartered Secretaries Australia. Robert has previously been a Director of Public Companies including Wind Hydrogen Limited which has given him experience in Renewable Energy. Mr Lees is a Director, and Chairman of Sustainable Energy Australasia, a public Company focused on the development of a suite of low carbon emitting power generation assets in Asia and the USA. Robert has a long history of private practice small business advice as well as working as financial controller of a number of medium sized enterprises which has given Robert a breadth of experience in acquisitions, asset analysis and financial projections. Robert has worked on a number of IPO's and back-door listings over the last eight years and is currently company secretary for a further 3 listed companies.

Robin Gerald Armstrong: Age 55

Robin has extensive experience as a public company director having fulfilled both executive and non executive roles. Currently sitting on the board as non executive director of Astro Diamonds (ARO), Esperance Minerals NL (ESM), Robin is Executive Chairman of Zodiac Capital Ltd, a boutique investment group. Robin's most recent position was Head of Corporate at Findlay & Co Stockbrokers Ltd where he was responsible for raising hundreds of millions of dollars for small to mid cap companies primarily listed on the ASX. Robin has significant long term expertise in Corporate Governance & Regulatory knowledge having advised on a number of takeovers, underwriting of IPO's and private placements, and has managed many corporate mandates with publicly listed ASX companies. Previous directorships are Broad Investments Ltd, Cardia Technologies Ltd , Findlay Securities Ltd, all listed on the ASX.

Dr Jeffery Bateson: Age 54

Dr Jeffery Bateson has held several senior management and executive board positions in the energy industry. He was Finance Director/CFO for the UK, FTSE-100 energy utility Innogy PLC responsible for, among other things, all aspects of the company's statutory reporting requirements, capital raisings, acquisitions and divestments and investor relations. Jeff was a Group General Manager for China Light & Power in Hong Kong responsible for strategic and business development, and was a director at County NatWest Corporate Finance specialising in utility work. Prior to these, Jeff held a number of senior executive positions in government including Chief Economist of the NSW Treasury where he was particularly involved in energy sector reform and corporatisation. Jeff was formerly a Director of WHL Energy from early 2006 to May 2008; in which capacity he held the position of Chairman from September 2006 to March 2007. Jeff has a PhD in Finance and Economics, a Masters of Engineering in Nuclear Engineering and an Honours BSc in Physics. He has a Diploma in Company Directorship and is a Fellow of the Australian Institute of Company Directors.

INTERPRETATION

In this Explanatory Memorandum:

Board means the board of Directors of the Company;

Corporations Act means the *Corporations Act 2001 (Cwlth)*;

Company means WHL Energy Limited;

Directors means directors of the Company;

Shareholder means a holder of Shares in the Company;

Member means a holder of Shares in the Company as defined in the Corporations Act 2001;

Shares means ordinary fully paid shares in the issued capital of the Company;

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Any inquiries in relation to the Resolutions or the Explanatory Notes should be directed to Mr Robert Lees (shareholder) or Mr Richard Pritchard (Shareholder):

Suite 605, Level 6
50 Clarence Street
Sydney NSW 2000

Fax +61 (0)2 9299 9501

Tel +61 (0)2 9299 9580

Email – Robert Lees: robert@coysec.com.au

Email – Richard Pritchard: richard.w.pritchard@gmail.com

PROXY FORM

I/WE ....

of ....

being shareholder(s) of **WHL ENERGY LIMITED** ABN 25 113 326 524 ("Company")

hereby appoint .... of: ....

of failing him/her .... of: ....

or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at the City Tattersalls Club, 198-204 Pitt Street, Sydney NSW 2000, on Monday 13th July 2009 at 10.00 am (Sydney time) and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [ ] %. (An additional proxy form will be supplied by the Company on request.)

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is ……………….. shares (Note: proxy will be over all shares if left blank)

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

I/we direct my/our proxy to vote as indicated below:

RESOLUTION	**For**	**Against**	**Abstain**
Resolution 1 – Removal of Peter Bartter as Director	☐	☐	☐
Resolution 2 – Removal of David Kahn as Director	☐	☐	☐
Resolution 3 – Election of Bruce Scambler as Director	☐	☐	☐
Resolution 4 – Election of Richard Pritchard as Director	☐	☐	☐
Resolution 5 – Election of Robert Lees as Director	☐	☐	☐
Resolution 6 – Election of Robin Armstrong as Director	☐	☐	☐
Resolution 7 – Election of Jeffery Bateson as Director	☐	☐	☐

Individual or Security holder 1	**Security holder 2**	**Security holder 3**
Sole Director and Sole Company Secretary (If appointed)	**Director**	**Director/Company Secretary**

___________________________________ **Contact Name**

______________________________ **Contact Daytime Telephone**

/ / **Date**

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

PROXIES AND REPRESENTATIVES

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. If the shareholder appoints two proxies, neither may vote on a show of hands, but a proxy may demand or join in demanding a poll. On a poll, where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company. A proxy need not be a member of the Company. If a person attends a meeting both as a member and as a proxy for another member, such person will only be counted once on a show of hands.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act 2001 (Cwlth).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below,** not less than 2 business days before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

D & R Pritchard
C/O Coysec Services
GPO Box 4492
Sydney NSW 2001

Fax +61 (0)2 9299 9501

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry, Computershare Investor Services Pty Ltd.
A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on 10th July 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

SIGNING INSTRUCTIONS

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the security holders should sign.
Power of Attorney:	To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.