WHL ENERGY LTD
ACN 113 326 524

000001 000 WHN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

By Mail:
Share Registry:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Company:
WHL Energy Limited
C/- Webster Solicitors
Level 11, 37 Bligh Street,
Sydney 2000

By Facsimile:
Share Registry:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555
Company:
61 2 9232 6826

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am Saturday 11 July 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

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 a 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 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 ate 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 power of attorney or other authority, if any, under which the proxy form is signed) or a copy of the 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 either of the addresses outlined at the top of this form, not less that 48 hours prior the meeting time, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. An additional proxy form will be supplied by the company on request.

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.

Voting Entitlement

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate security holder or proxy is to attend the meeting you will need to provide the appropriate “Certificate of Appointment of Corporate Representative” prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of WHL Energy Limited ABN 26 113 326 524 ("Company") hereby appoint

☐ **Peter John Bartter**

or failing him/her **Simon Bartter**

[ ]

PLEASE NOTE: Leave this box blank if you want to appoint Peter John Bartter.

or failing him/her, Peter John Bartter or Simon Bartter, 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 Tatersalls Club, 198-204 Pitt Street, Sydney NSW 2000, on Monday 13th July 2009 at 10.00am (Sydney time) and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below. of that meeting.
If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowlege 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 a proxy holder will be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

RESOLUTION

		For	Against	Abstain
1	Removal of Peter Bartter as a Director		X	
2	Removal of David Kahn as a Director		X	
3	election of Bruce Scambler as a Director		X	
4	Election of Richard Pritchard as a Director		X	
5	Election of Robert Lees as a Director		X	
6	Election of Robin Armstrong as Director		X	
7	Election of Jeffery Bateson as Director		X	

If two proxies are appointed, the proportion of voting rights this proxy is authorised 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).

SIGN Signature of Security holder(s)

This section must be completed.

Individual or Security holder 1	Security holder 2	Security holder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ______________________ **Contact Daytime Telephone** ______________________ **Date** ___/___/___