

STATEMENT BY PETER BARTTER IN OPPOSITION TO RESOLUTION FOR HIS REMOVAL AS A DIRECTOR OF WHL

Recommendation

I ask shareholders to oppose the resolution promoted by Richard and Declan Pritchard for my removal as a director of WHL and either personally attend the general meeting to be held on 13 July 2009 or to arrange for a proxy to vote on your behalf against the resolution. I am willing to be appointed proxy for any shareholder unable to attend the meeting and otherwise unable to appoint a proxy.

My Association With The Company

I was appointed non-executive director of the company in March 2005 and re-elected on 28 November 2008. Since April 2005 I have personally invested \$2.138 million in the company and introduced others who have invested a further \$2.356 million. These investments totalled approximately 76.1% of all funds invested in the company as at 31 December 2006, and prior to the company's IPO. These investments were crucial to starting up the company. Since 1 January 2007, I have personally invested a further \$407,203 and my friend and associates have invested a further \$432,005. I therefore have a strong incentive to ensure the company's success. In contrast, as detailed further in Resolution 4, Richard Pritchard withdrew, entirely for his own benefit, the amount of \$202,600 from the company's bank account without approval or consultation with any other director, entirely for his own personal benefit, at a time when its bank balance was \$396,000).

My Present Position

I was appointed executive director on 28 October 2008 following Larry Podrasky's resignation. I have contracted to sell my interest in a substantial family company and to retire from active involvement in that company. This is expected to be concluded within 1 month. If I remain a director of WHL, I intend to devote considerable time to growing and strengthening the company in which I remain a substantial investor.

Company Board Of Directors

Richard Pritchard was the founding manager of the company and subsequently became the managing director. He remained in this role until 30 November 2007.

At present, the board comprises Mr Declan Pritchard, Dr David Kahn, Mr Warwick Davies (appointed 3 June 2009) and myself. Dr Kahn has been overseeing the company's operations in USA.

In my opinion, the effectiveness of the board since 13 March 2009, until Mr Davies' appointment on 3 June 2009, was frustrated by Declan Prichard who has failed to participate in board meetings when the agenda raised anything other than UK projects. The company's constitution requires a minimum quorum of three directors to conduct a meeting of the board, and by refusing to attend, Declan Prichard prevented the board functioning in the interests of the company and its shareholders.

A board meeting was held on 3 June 2009 following notice issued to all directors on 29 May 2009. Mr Declan Pritchard was present at the meeting (by telephone) but stated that he was too busy to attend the meeting and was unavailable to participate. On this date, the remaining directors appointed Warwick Davies an additional director of the company forthwith.

At present, apart from the directors, the company has one employee and retains a small number of consultants. There are important matters urgently requiring board attention and the company has been denied this since 13 March 2009.

Overcoming Past Mismanagement

There has been mismanagement of the company's affairs by the past executives. Those responsible have left the company. A competent board can resolve current difficulties and move the company forward to maximise shareholder value. This requires directors devoted to the company's interests and able and willing to devote the time and commitment to achieve the best results. I am such a director.

Appointment of Warwick Davies as director of WHL

On 3 June 2009, Warwick Desmond Davies was appointed an additional director of the company forthwith consequent upon the non-attendance by Declan Pritchard at board meetings since 13 March 2009.

Attached is Warwick's CV from which it can be seen that he is highly experienced in financial analysis and has an understanding of alternate gas projects as is relevant to our North American operations.

The appointment of Warwick satisfies the corporate governance requirements and the desire to have two resident Australian directors. Warwick is totally independent of the other directors of the company. He comes with my support.

It is my desire to also seek additional Board appointments with the appropriate expertise to supplement the Board. In the interim, Warwick's appointment restores an operating quorum of directors to your company.

Matters Requiring Urgent Board Attention

UK Assets

The company's assets comprise three wind farms and the hydrogen project in the UK. The company's best interests will be served by exploiting these assets through a joint venture. There are 10 European companies which have expressed interest in negotiating a joint venture with the company to exploit these assets. All have received due diligence material. The company cannot conclude an agreement with any party unless it has a functioning board of directors.

USA Assets

A proposed Oil Project in the USA had to be abandoned this year. A holding deposit of US\$ 25,000 was forwarded to Buccaneer Energy Corporation to acquire a cash flow positive asset. As a result of Declan Pritchard's recent refusal to participate in directors' meetings, the project was abandoned. The deposit has been returned to WHL.

Further USA Acquisition

Since March 2009 Dr Kahn and I secured for the company an interest in an oil producing project in Kentucky. The company expects to receive positive cash flow distributions commencing on 17 July 2009 of approximately US\$11, 000. Thereafter this will increase on current intervals at approximately US\$11, 000 per month, based on current oil pricing of US\$45 per barrel, and assuming horizontal drilling of 10 existing wells per month. Within 9 months on 17 March 2010, our monthly cash distribution received will be approximately US\$100,000.00. This will continue to grow at US\$11,000 per month. This US\$11,000 per month will fund the further reworking of 10 wells per month.

This is the first positive cash flow project the company has ever secured.

Future Funding

The company requires additional funding to support the proposed new USA operation. Additional funding is also required in order to support the current expenditure on the 3 UK wind farm projects and the Wings Law appeals application.

I have arranged for a share placement to be possible immediately a united board of directors can function and approve the acquisition and funding arrangement. Because of the current shortage of commercial funding for investment in start-up industries, the current share price and the company's lack of a licence to operate a UK wind farm, I believe the prospects of the company obtaining the required funding from any other source in the foreseeable future to be minimal.

Conclusion

I urge all shareholders to recognise the value I have contributed, still contribute and if I retain my position as a director, will continue to contribute to the company; and to vote for me in person or by proxy.

Dated: 12 June 2009



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Peter Bartter

WARWICK DESMOND DAVIES

Warwick Davies (age 71) graduated from Sydney University with a Bachelor of Economics in 1958 and commenced a finance career, initially with Australian Guarantee Corporation Ltd in the retail finance, where he progressed to head of the Lease Finance Division. In 1965 he joined Associated Securities Ltd (ASL) as Corporate Finance Manager, later to advance to Australian Sales and Marketing Manager for the ASL Group, which included divisions of finance, property development, insurance, hotels, motels, and joint ventures. Mr Davies left ASL in 1977 to pursue his own ventures in property development and later the hospitality industry in New South Wales.

Since 1996 he has undertaken various corporate consulting assignments for listed company groups. These have included diverse roles such as land acquisition and development, hotel restructuring and disposal, new initial public offerings and reverse takeovers, viability of under performing companies and evaluation of the future of coal seam gas in Australia.

Mr Davies other Board appointments include Director of Autron Corporation Limited (Autron), an Australian company listed on both the Australian and Singapore stock exchanges. Mr Davies was appointed to the Autron board in 1997 and is currently the Chairman of the Audit Committee and a member of the Remuneration Committee. The Autron Group activities encompass electronics manufacturing and distribution operations in China, Malaysia, Singapore, Taiwan and Hong Kong, employing over 6,500 staff.

Mr Davies is highly experienced in financial analysis, capital raising, mergers and acquisitions, corporate governance and development of positive cash flow.

**STATEMENT BY PETER BARTTER IN OPPOSITION TO RESOLUTIONS
TO APPOINT BRUCE SCAMBLER AND ROBIN ARMSTRONG**

I have not met Bruce Scambler but understand that he is a supporter of Richard Pritchard and, in these circumstances, I oppose the passing of Resolution 3.

I have met Robin Armstrong once in a meeting arranged by Richard Pritchard when he previously wanted Robin Armstrong appointed to the board of the company in October 2008. I did not support Mr Armstrong's appointment then and I do not support Resolution 6.

I am aware of the extensive publicity regarding Robin Armstrong's tenure while a director of Findlay Securities Limited.

Recommendation

I ask shareholders to oppose the 2 resolutions promoted by Richard and Declan Pritchard for the separate appointment of Bruce Scambler and Robin Armstrong as directors of WHL and either personally attend the general meeting to be held on 13 July 2009 or to arrange for a proxy to vote on your behalf against each resolution. I am willing to be appointed proxy for any shareholder unable to attend the meeting and otherwise unable to appoint a proxy.

Dated: 12 June 2009



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Peter Bartter

**STATEMENT BY PETER BARTTER IN OPPOSITION TO RESOLUTION
PROPOSING APPOINTMENT OF RICHARD PRITCHARD AS A
DIRECTOR OF WHL**

Recommendation

For the reasons stated below, I strongly recommend shareholders to vote against any resolution proposing that Richard Pritchard be re-appointed a director of WHL.

Richard Pritchard's Period as Manager and Managing Director

**Expenditure by WHL During Richard Pritchard's Reign From Company's
Inception To His Departure**

Time Period	Director's Remuneration	Consultant's Expenses	Legal Expenses & Settlement	Total
1/2/05- 30/6/05	\$29,053.72	\$36,943.01	\$16,105.31	\$82,102.04
1/7/05- 30/6/06	\$129,153	\$2,152,229	\$402,919	\$2,684,301
1/7/06- 30/6/07	\$205,525	\$3,437,637	\$1,633,931	\$5,277,093
1/7/07- 31/12/07	\$128,273	\$1,315,592	\$215,113	\$1,658,978
TOTAL	\$492,004.72	\$6,942,401.01	\$2,268,068.31	\$9,702,474.04

Project Overview

The table below details the status of each project under the management of Richard Pritchard as at mid 2007.

Project Name	MW	Location	Project History
Mt Gellibrand	232	Victoria	Contract to purchase executed in September 2006. Richard Pritchard terminated the agreement in December 2006. Legal settlement fees of \$950,000 for the 2007 financial year are recorded in the Income Statement for the year ended 30 June 2008.
Woolsthorpe	40	Victoria	Option to acquire was purchased in May 2006 and over \$335,000 spent (plus legal fees of over \$100,000) before it was decided not to exercise the option. The budget proposed by Richard Pritchard in relation to this project was \$A 1,601,410 for the year ended 31 December 2007.
Ladymoor (now Wings Law)	48	Scotland UK	Options to lease were purchased in April and May 2006. WHL's submission for project development was refused by the North Ayrshire council in 2009. Total expenditure was \$3.2 million.
Bagots Park	5	England UK	Cash paid for option to acquire but never progressed.
Grimscot	6	England UK	Cash paid for option to acquire but never progressed.
Ingham Farms	10	England UK	Cash paid for option to acquire but never progressed.
Salsburgh	1	Scotland UK	Cash paid for option to acquire but never progressed.
Mintlaw	8	Scotland UK	Cash paid for exclusivity agreement which was never progressed.
Loaninghead	6	Scotland UK	Cash paid for exclusivity agreement which was never progressed.
Kilsyth Hill	6	Scotland UK	Cash paid for exclusivity agreement which was never progressed.
Boddinfinnoch	8	Scotland UK	Option to acquire a lease was executed in 2008.

Crakaig	15	Scotland UK	Cash paid for exclusivity agreement which was never progressed.
Achagour	20	Scotland UK	Cash paid for exclusivity agreement which was never progressed.
Poll Lochaig	16	Scotland UK	Cash paid for exclusivity agreement which was never progressed.
Frogden	30	Scotland UK	Option to acquire a lease was executed in 2008.
Ballygrogan	5	Scotland UK	Cash paid for exclusivity agreement which was never progressed.
Waunfawr	5	Wales UK	Cash paid for option to acquire but never progressed.
Mynachdy	5	Wales UK	Cash paid for option to acquire but never progressed.
PenGraig	5	Wales UK	Cash paid for option to acquire but never progressed.
Round Bank	5	Wales UK	Cash paid for option to acquire but never progressed.
Clynog 1	5	Wales UK	Cash paid for option to acquire but never progressed.
Clynog 2	5	Wales UK	Cash paid for option to acquire but never progressed.
Headrow	5	Wales UK	Cash paid for option to acquire but never progressed.
Foel Uchaf	5	Wales UK	Cash paid for option to acquire but never progressed.
Madryn	5	Wales UK	Cash paid for option to acquire but never progressed.
Leurad Villa	5	Wales UK	Cash paid for option to acquire but never progressed.
Springdale	72	Montana	Heads of agreement to acquire 90% ownership of this project entered into but never progressed. Agreement to extend exclusivity never concluded. \$360,000 was spent on the project. \$90,000 of this amount was legal fees.
Total	578		

Richard Pritchard's Unauthorised Withdrawal of WHL Company Money For Himself

On 11 January 2007, WHL had \$ 396,000 in its bank account. On that date, Richard Pritchard was managing director of the company. On that date, without any consultation with or the approval of any other director, Richard Pritchard withdrew, entirely for his own purposes, \$202,600 in cash from the company's bank account (leaving the company with just \$193,400 in the bank). This occurred against a background where my associates and I had contributed \$4.5 million to the company prior to January 2007 and a further \$840,000 up to IPO.

At the time, the other directors of the company were Mr Jeffrey Bateson (chairman), Mr Robert Lees (both proposed to be returned as directors under the Richard Pritchard future plan), Mrs Julie Garland-McLellan and myself.

On 17 January 2007, Mr Bateson sent to Richard Pritchard, Robert Lees, Julie Garland-McLellan and myself an e-mail of which the following is an extract:

"I am seldom furious, but your actions in unilaterally withdrawing \$202,000 from WHL's bank account have just about cruelled any support which I have maintained for you. Your action is both unacceptable and, quite possibly criminal; it certainly shows a complete disregard for proper governance and contempt for the non-executive directors. And may I say on a personal note, in response to one of your earlier emails to me, that I do not appreciate being patronised.

Let's be very clear on not only how this looks but what has actually occurred – notwithstanding prior Board minutes and their context.

You have returned from overseas and immediately helped yourself to \$202,000 from the Company's bank account (on 11 January). Two days later you emailed Board members to inform them that you had "withdrawn your support" for WHL. You went on to say in that email that you had a proposal to deal with a number of matters that you needed to be resolved if you were to continue as Managing Director. You did not inform the Board of your earlier action vis the withdrawal of funds. You did however instruct MIS not to access bank account records – whether or not it was your intention this looks very much like you wished to hide the fact of the withdrawal from the CFO and ultimately the Board."

On 17 January 2007, Mr Bateson sent to Mr Lees and me an email of which the following is an extract:

"You will have seen Richard's response to both my and Julie's earlier emails. He does not intend to return the cash and follow a proper, transparent procedure. Indeed, he doesn't appear to think that he has done anything improper. I would like to hear your thoughts Peter and Rob on this situation and what you think the Board should do about it.

Julie has made the suggestion that we call in the police. That may be the right answer but I would like us to be certain there isn't some other course of action we can take."

On 19 January 2007 Mr Bateson convened a meeting of directors which was attended by all directors including Richard Pritchard. The following is an extract from the minutes of the meeting:

"Richard Pritchard gave his view of the circumstances. He stated that his intention was always to put the money back. He said, he joined the company, because he'd expected to be

paid a salary. He realised that the budget would not cover salary when the capital raising failed. He said he was frustrated that Wayne Rossiter of MIS had control of payments made on the company account when Richard was the managing director".

Note: On 14 December 2006 the board had awarded to Richard Pritchard 428,082 fully paid shares in the company which Richard Pritchard had accepted in lieu of his salary entitlement up to 31 December 2006.

"Richard recognised that what he did was not acceptable, especially as we had a good meeting on the 16th of January. However, he felt that if it was him or the company, he would choose himself. Jeff expressed sympathy with the situation, but stated that Richard's actions were stupid and wrong. He reiterated that the company has a poor record of making plans, and then acting according to them. The board has repeatedly asked Richard to develop a plan and manage the company to it.

Richard started to discuss a plan. At this point, Julie indicated that she was not comfortable discussing future plans when Richard had custody of money, which has been taken with out authority from the company bank account, The meeting was briefly adjourned whilst Richard transferred the money back into the company bank account by Internet transfer."

On the evening of 19 January 2007, Julie Garland-McLellan tendered the minutes that she had taken that morning at the request of the then Chairman Jeff Bateson. She circulated these to Jeff Bateson, Robert Lees, Richard Pritchard and myself. At the same time she wrote *"following our meeting, and the decision to reinstate Richard in the MD role, I have resigned from the board. I do not feel that it is ethical to stay on board when I do not support the managing director."*

On 25 October 2007 the board noted that a deed of release between the company and Richard Pritchard had been executed and that Mr Prichard no longer had authority to act on behalf of the company.

Company Fortunes When Richard Pritchard Was Managing Director

Richard Pritchard was managing director of the company from 21 November 2005 to 30 November 2007. Between 1 March 2005 and 31 December 2007 the company spent about \$9.7 million on numerous projects (most in the UK) not one of which has come to fruition. Expenditure on the Ladymoor wind farm project, the company's biggest UK project, totals about \$3.2 million.

Springdale Project

The above was a wind farm acquired in Montana, USA, and projected by Richard Pritchard to produce 72MW.

Heads of Agreement were signed for WHL to acquire 90% ownership of Springdale. An agreement to extend the exclusivity over the acquisition was never concluded. Over \$360,000 of WHL money was expended on the project, which was ultimately lost. Of this amount, \$90,000 was legal fees.

Mount Gellibrand Project

This Victorian wind farm was projected by Richard Pritchard to produce 232MW. In November 2006, Richard Pritchard attempted to re-negotiate more favourable

payment terms under this project, amounting to \$10,000,000 (despite the fact that the company only had \$300,000-\$400,000 in its bank account).

In December 2006, Richard Pritchard initiated termination of the Mount Gellibrand Project. In response, a writ was served on WHL claiming liquidated damages (\$4.2 million) plus other costs. In this regard, the board queried Richard Pritchard as to why they had not been advised of the quantum of the liquidated damages in the final version of the contract. Legal settlement fees of \$950,000 for the 2007 financial year are recorded in the Income Statement for the year ended 30 June 2008. In addition, legal expenses of \$683,931 were incurred during the same period (and additional legal expenses of \$402,919 in the previous year).

Cumulative Losses

The loss of both Springdale and Mount Gellibrand projects represented the loss of nearly one half on a MW basis of the Company's portfolio value. In my opinion, the poor management of these projects resulted in the squandering of considerable monies.

Sustainable Energy Australasia Limited (SEAL) - Apparent Conflict of Interest

On 23 November 2007 SEAL was incorporated and Richard Pritchard and Robert Lees became and remain its directors. (At the time, both were directors of WHL but both resigned on 30 November 2007). SEAL's business appears to be in the same field as WHL. (On 21 May 2008 Declan Pritchard was also appointed a director of SEAL and has remained a director of both SEAL and WHL since that date).

In December 2008, Richard Pritchard (on behalf of SEAL) approached WHL seeking a licence to use WHL's patented hydrogen technology in Asia. In a letter dated 10 February 2009, a revised offer was made to WHL, to include the payment to WHL of a \$30,000 licence fee in addition to the payment of a royalty based on 5-20% of net revenue payable to SEAL from any development based on the WHL technology. SEAL also offered to issue to WHL shareholders approximately 15% of the issued capital in SEAL as at the time of execution. The stated intention of SEAL in offering these shares to WHL shareholders was to assist SEAL in meeting the spread requirements for ASX listing, and to assist SEAL in its fundraising efforts pre-IPO.

The directors were not happy with the proposed in specie distribution of the shares of SEAL to be provided under the Licence Agreement, as this only benefited certain shareholders, namely those which held shares at a relevant date (including the Pritchard family), and did not therefore provide any on-going benefit to future WHL shareholders. A counter-offer was made on 18 March 2008.

On 17 April 2009, Richard Pritchard notified WHL via email that SEAL would not be pursuing the Licence Agreement. On the same day, he initially requisitioned a general meeting, now overtaken by his letter of 10 May (June) 2009.

Richard and Declan Pritchard's Criticism Of Lawrence ("Larry") Podrasky

In 2007, as then managing director of the company, Mr Richard Pritchard first appointed Mr Podrasky as company accountant. In a letter to shareholders dated 22 October 2007 Richard Pritchard wrote that *"it is necessary ... to add to the board people with strong financial experience within the energy infrastructure sector."*

That is why the board is delighted with the nomination as director to WHL of Mr Larry Podrasky.” At the meeting on 20 November 2007, Richard Pritchard recommended the board to appoint Mr Podrasky CEO of the company. On 30 November 2007, when Richard Pritchard resigned, Mr Podrasky was appointed a director of the company and was the only executive director. On 10 March 2008 Mr Podrasky recommended to the board that WHL arrange an HSBC line of credit to preserve the company’s cash. Also on this date, Declan Pritchard called for a vote of thanks to Mr Podrasky. Mr Podrasky resigned on 28 November 2008.

Notwithstanding Larry’s foray with HSBC, he also found for the company the Gale Force and Derby joint ventures, which have since been merged with a large Toronto listed Canadian company. Details are contained in my response to Resolution 1.

Subsequently, Larry introduced Wardlaw to the company, a Texas Oil field. Because the company has not been able to meet its forward commitments, the field is now for sale and the company expects to receive approximately \$1.5 million, an amount representing approximately 80% of our original investment.

This overall, is significantly different to the Pritchards’ performance during their tenure and also to their statement of 10 May 2009 seeking to compare the relevant cash positions of the company in September/ December 2008.

I say that, unlike in 2006, the company has interests in medium term income producing assets.

Since Mr Podrasky’s departure Dr Kahn and I have reduced expenditure on general administration and management costs by about 80%. This prudent control of expenses will be continued whilst I remain a director of WHL.

Declan Pritchard

Declan Pritchard is working in tandem with his brother, Richard. Declan Pritchard was the founder of the Welsh vendor company YGMC, and Richard Pritchard was originator of WHL, the Purchaser.

Initial Reasons for this General Meeting

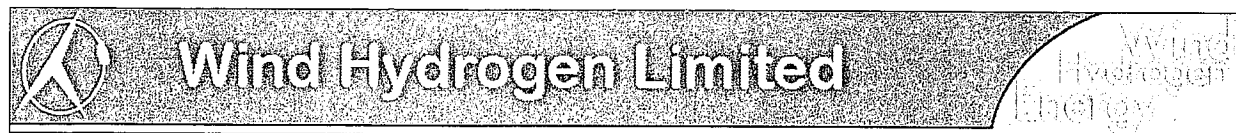
Although a director, Declan Pritchard has refused to participate in any board activity since 13 March 2009. This has stultified the company’s activities and frustrated the company’s opportunities to develop cash flow positive projects.

Furthermore, Declan Pritchard is a director of Sustainable Energy Australasia Limited, a company in direct competition with WHL in North America.

Between 2005 and 2007 the management of WHL’s UK assets was entrusted to Declan and Richard Pritchard. During some of this period, Declan Pritchard was executive director of the UK operating company. Richard is no longer a director of the company. I say that Declan Pritchard’s suitability to be entrusted as a director with the company’s resources can be assessed by the results of his previous activities when a director, and that on any view, it will be found grievously wanting. For the reasons given above, I say that whilst the Pritchard brothers controlled the company’s activities, substantial sums of company money were squandered and virtually nothing of benefit to the company was achieved.

Project Overview

Immediately after incorporation in March 2005, Declan Pritchard presented this Projects Status Summary.



PROJECTS STATUS SUMMARY Declan N Pritchard 21st June 2005 (previous dated 16.05.05)

(NB. In the UK we do not need to wait for landowner consents to submit outline planning applications for our hydrogen plants.)

HIGH PRIORITY PROJECTS	STATUS	COMMENTS & ACTIONS
Hunterston Wind (150-200 MW)	Execution of Option & Lease Agreements with Messrs Logan imminent. Discussions commenced with Hunterston Estates Limited for the remaining land area (Ladyland Moor ~ 3.5 sq km).	Need to complete both O&L agreements asap. DNP
Hunterston Hydrogen (5- 10 MW)	Arranged appointment (1 st July) with John McGuire, Scottish Enterprise Ayrshire (owners) Project manager for Glengarnock Industrial Site. Agreed that we should commence with outline planning consent as soon as possible.	URGENTLY need outline plans from AMEC. DNP .
Teesside Hydrogen (10-20 MW)	Began discussions with Huntsman Petrochemical UK Limited for options to lease 2 caverns.	Need to approach PD Teessport & others for main hydrogen site. DNP . URGENTLY need outline plans from AMEC.
Transfer of DNP ownership of 1 WHL(UK) share to YGMC	Completed.	Completed.
Assignment of patent rights to WHL(A)	Documents prepared, awaiting final legal & financial opinions from WHL(A).	To complete asap. DNP .
Share swap/sale agreement YGMC & WHL(A).	No progress to date.	To complete asap. Need input from WHL(A).
LOW PRIORITY PROJECTS		
Round Bank Wind (20 MW)	Heads of Terms agreed for enough area for 12 MW, now with McGrigors to prepare O&L Agreement.	Execute Option & Lease Agreement with first landowner. DNP . Complete negotiations with other landowners. DNP
Loaninghead Wind (10 MW)	In need of formal Heads of Terms.	Secondary priority. Will arrange meeting when in area. DNP
Tyn yr Onen Wind (5 - 10 MW)	Good wind site, but within 1km on Snowdonia National Park.	Secondary priority. Discussion with landowner proceeding to Heads of Terms. DNP
Shetland Hydrogen (15-25 MW)	Need responses from Shetland Aerogenerators Limited, Shetland Island Development Trust and AMEC Group.	No progress. Can submit Outline Planning application when we have plans. (see AMEC above).
Shetland Wind (25-35 MW)	Dependent on outcome of discussions with above.	No progress.
Wales Windpower Ltd (~200 MW)	Deferred.	No significant progress.
Amgen Energy Limited Wind (30-300 MW)	Deferred.	No significant progress.

Outcome of Declan Pritchard's June 2005 Plan

Immediately thereafter, YGMC submitted that it had control/permission over the properties upon which permits were to be obtained for the construction of wind farms. Agreements were represented to be in place but final agreements were not concluded with YGMC until 28 June 2006.

The only results achieved from the Projects Status Summary are:

1. Ladymoor (formerly Hunterston Wind and now Wings Law) progressed finally as a 48MW wind farm to be permitted. As at the present date, it is still not permitted, notwithstanding the expenditure of \$3.2 million;
2. Approval to construct a hydrogen plant was received in February 2009, on a site that is not leased by WHL at present. To construct the hydrogen plant on this site, a report commissioned by Declan Pritchard from AMEC (referred to above) was produced in July 2005 and recommended an expenditure of £17.190 million (in those times, approximately \$42 million); and
3. On 23 October 2007, Richard Pritchard wrote to shareholders announcing the re-appointment of Declan Pritchard to the board of directors which he stated was *"essential if the company is to fully develop and implement its hydrogen technology"*. Declan Pritchard's only achievement in this regard has been acquiring rights over a particular disused government owned industrial site. I have recently found out that the government owner of this site is currently expecting WHL to meet the significant but as yet unquantified environmental remediation work required on the site. Presently, WHL does not hold a lease over this site.
4. Assignment to WHL by Declan Pritchard of his patent rights in YGMC for 15,650,000 vendor shares in WHL valued at 20 cents each. This totalled \$3,130,000 and in addition, YGMC received approx \$350,000.00 in cash, making a total value of \$3,480,000 for YGMC's intellectual property, which up to the present date has contributed nothing to the WHL bottom line.

Notwithstanding, the Pritchard brothers are using these shares to again seek to take over your company.

Declan Pritchard claims that there are over 20 sites which have "potential to reap tremendous value." Given that these projects have been inactive for at least 2 years, it is not foreseeable that the projects could now be developed without further significant expenditure, and uncertain results. In my opinion, there are currently 5 proposed projects out of the 20 that are worth pursuing and WHL has paid for studies and carried out some work on these. Whilst these projects are currently deferred, WHL expects to have option agreements in place by the end of 2009 to progress the wind farms to permitting approval. I do not currently consider the balance of projects on the schedule above worthy of further investment at the present time.

In the period prior to the IPO in September 2007, Richard Pritchard was the managing director of the company and during this period the company spent approximately \$8.4 million which has so far yielded virtually nothing for shareholders.

Declan Pritchard's Complaints To ASIC

Declan was appointed director on 30 November 2007 once Richard was replaced. On 4 November 2008 Declan Pritchard complained to ASIC concerning corporate governance, due diligence and financial control at WHL. The company responded to the ASIC enquiry and on 27 November 2008 Declan Pritchard wrote to ASIC retracting every one of his complaints.

Notwithstanding, Declan has again raised similar issues in his Explanatory Memorandum which leads me to believe that his acceptance in 2008 is not acceptance in 2009.

WHL's Recent Achievements In UK

In the UK WHL has three wind farms and the hydrogen project. None of these produces positive cash flow. Continuation of development by WHL unassisted would inevitably leave WHL with no funds and no bargaining power. The directors are determined to market these interests before that occurs. We have received expressions of interest from 10 European entities willing to participate in a joint venture with WHL. The current proposal provides for WHL to receive cash on a buy-in and for the joint venture partner alone to fund further costs going forward on these projects. I anticipate that the company will make an announcement on the outcome of these negotiations within 2 months.

WHL's Investments In USA

In May 2008 the directors considered WHL entering the Derby and Gale Force projects in USA. Both Declan Pritchard and Jeffery Bateson supported the company doing so. On 24 June 2008 the shareholders resolved to issue shares to Derby Resources to enable the transactions to proceed.

Conclusion

In my opinion, Declan Pritchard's past performance as joint founder and as a director of the company achieved great expense for little benefit. His current performance as a director has achieved stultification of effective decision-making to the substantial detriment of shareholders. His current directorship of a competitor (in which he has a much larger proportionate shareholding) inevitably raises conflicts of interest. I recommend to shareholders that Declan Pritchard be removed as a director of WHL. To circumvent this resolution, Richard and Declan Pritchard have issued a Notice of Meeting leaving both the removal of Declan as a director and the affirmation of the appointment of Warwick Davies as a director from their 10 May (June) 2009 Notice of Meeting.

Dated: 12 June 2009



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Peter Bartter

STATEMENT BY PETER BARTTER IN OPPOSITION TO RESOLUTION FOR APPOINTMENT OF ROBERT LEES AS A DIRECTOR OF WHL

Statement

Mr Robert Lees was a director of WHL from 14 December 2005 until he resigned on 30 November 2007 at the same time as Richard Pritchard.

Mr Lees has continued his association with Richard Pritchard as a director of Sustainable Energy Australasia Limited (SEAL) since its incorporation on 23 November 2007. He is also chairman of SEAL. SEAL appears to be in direct competition with WHL Energy in gas development in USA. In January 2009 Richard Pritchard sought to negotiate for SEAL to issue shares to WHL shareholders in return for a licence for SEAL to utilise WHL's wind technology in Asia. Dr Kahn and I did not consider this in the best interest of WHL shareholders and rejected this proposal.

The present requisition for meeting of WHL shareholders and the accusations by Richard Pritchard against Dr Kahn and me with a view to the Pritchards, Mr Lees and their allies taking control of WHL appears to be a result of this refusal by Dr Kahn and me to, in our eyes, betray the interests of WHL shareholders in the interests of Richard Pritchard, Mr Lees and their interests.

Recommendation

I strongly recommend shareholders to vote against the appointment of Mr Lees as a director of WHL and, if any shareholder is unable to attend the meeting, to arrange for a proxy to do so.

Dated: 12 June 2009



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Peter Bartter

**STATEMENT BY PETER BARTTER IN OPPOSITION TO RESOLUTION
FOR APPOINTMENT OF JEFFERY BATESON AS A DIRECTOR OF WHL**

Statement

Mr Jeffery Bateson was chairman of directors of WHL in January 2007 when Richard Pritchard took \$202,600 from WHL's bank account without authority. Mr Bateson expressed strong criticism of Richard Pritchard's actions at the time but now wishes to join his team.

Mr Bateson's Trading In WHL Shares

WHL established a share trading policy in August 2007. On 25 January 2008 WHL announced a strategy to diversify its activities from wind energy technology solely into complementary energy sources.

Thereafter WHL negotiated to acquire a joint venture interest in certain oil and gas leases in Kentucky, USA. On 4 and 5 May 2008 detailed information was circulated amongst WHL directors and on 6 May the directors met and resolved to authorise entry into the proposed joint venture. The company made an announcement to the ASX regarding the negotiations on 16 May 2008.

In May 2008 Mr Bateson was a 50% beneficiary of the Carmarthen Superannuation Fund. Between 8 March and 16 May 2008, Mr Bateson was instrumental in the Carmarthen Trust acquiring 1.25 million shares in WHL. Because of the share trading policy and the knowledge as a director of the proposal to enter into the joint venture, Mr Bateson was forbidden from applying for, acquiring or procuring any other person to apply for or acquire any WHL shares. On 1 July 2008 the independent WHL directors received senior counsel's advice concerning Mr Bateson's position and on the same day Mr Bateson resigned as a director of WHL.

Recommendation

I strongly recommend shareholders to vote against the appointment of Mr Bateson as a director of WHL and, if any shareholder is unable to attend the meeting, to arrange for a proxy to vote on your behalf. I am willing to be appointed proxy for any shareholder unable to attend the meeting or otherwise unable to appoint a proxy.

Dated: 12 June 2009



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Peter Bartter