WHL Energy Ltd
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FORM OF PROXY

I/we . . . .

of . . . .

being a member/members of WHL Energy Limited HEREBY APPOINT

. . . .
or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of Members of the Company to be held at 11.00 am on 23 November 2009 and at any adjournment thereof.
The Proxy is directed by me/us to vote as indicated by the marks in the appropriate boxes below:

RESOLUTION	FOR	AGAINST	ABSTAIN
3. Re- Election of David Seemab Kahn as a Director	☐	☐	☐
4. Election of Warwick Desmond Davies as Director	☐	☐	☐
5. Issue of Shares to Peter John Bartter	☐	☐	☐
6. Issue of Shares to David Seemab Kahn	☐	☐	☐
7. Issue of Shares to Warwick Desmond Davies	☐	☐	☐
8. Change of Auditor	☐	☐	☐

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. If you mark the abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important: ☐

If you do not wish to direct your Proxy how to vote, please place a mark in the box:
By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote undirected proxies in favour of each item.
If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. ☐
By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Dated this . . . . . . day of . . . . 2009.

Signatures of Member(s) . . . .

THE COMMON SEAL of . . . . A.C.N. . . . .

was hereunto affixed in accordance with its Constitution in the presence of:

. . . .

Director Secretary

Voting and Proxies

Determination of entitlement to vote

WHL has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, WHL's shares quoted on ASX and listed at 7:00pm (Sydney time) on 19 November 2009, will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time. Accordingly those persons are entitled to attend and vote at the meeting.

Proxies

1. A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A shareholder entitled to cast one vote may appoint one proxy. If you require an additional proxy form, please contact Computershare Investor Services Pty Limited on +61 3 9415 4000.

2. If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

3. If a shareholder appoints one proxy, that proxy may, subject to the *Corporations Regulations 2001 (Cth)*, vote on a show of hands. Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands. A proxy may demand or join in demanding a poll.

4. A proxy need not be a shareholder of WHL.

5. To be effective, WHL must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11:00am (Sydney time) on 21 November 2009.

6. Proxies may be lodged with WHL:

    - By mail to Computershare Investor Services Pty Limited using the enclosed reply envelope to GPO Box 242, Melbourne Victoria 3001; or
    - By Facsimile to Computershare Investor Services Pty Limited on +61 3 9473 2555; or
    - By Facsimile to WHL Energy Limited's registered office on +61 2 9233 3828
    - By Delivery to WHL's registered office at Websters Solicitor, Level 11, 37 Bligh Street, Sydney NSW 2000

7. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.

8. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

9. If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for the shareholder, in favour of that item on a poll.