Rule 3.19A.2

Amended Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	**WHL ENERGY LIMITED**
ABN	**25 113 326 524**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	STEVEN ROBERT NOSKE
Date of last notice	25 October 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	**Splendr Pty Ltd<ATF The Noske Family Trust>** • Director & shareholder of Splendr Pty Ltd • Beneficiary of trust **Steven Robert Noske and Patricia Noske <ATF Molly-P Superannuation Fund>** • Beneficiary of superannuation fund
Date of change	6 December 2012
No. of securities held prior to change	**Splendr Pty Ltd<ATF The Noske Family Trust>** 7,500,000 unlisted ESOP (SERIES 1) options (WHNAI) **Steven Robert Noske and Patricia Noske <ATF Molly-P Superannuation Fund>** 3,500,000 ordinary shares 7,500,000 unlisted ESOP (SERIES 1) options (WHNAI) 875,000 listed options (WHNOA)
Class	Unlisted Performance Rights (WHNAS)

Number acquired	22,000,000
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	nil
No. of securities held after change	**Splendr Pty Ltd<ATF The Noske Family Trust>** 7,500,000 unlisted ESOP (SERIES 1) options (WHNAI) 22,000,000 Unlisted Performance Rights (WHNAS) **Steven Robert Noske and Patricia Noske <ATF Molly-P Superannuation Fund>** 3,500,000 ordinary shares 7,500,000 unlisted ESOP (SERIES 1) options (WHNAI) 875,000 listed options (WHNOA)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issued in accordance with shareholder approval obtained at the Annual General Meeting held on 22 November 2012.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	none
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	

+ See chapter 19 for defined terms.

Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.