



Whitehaven Coal Limited ABN 68 124 425 396
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30 September 2010

The Manager, Listings
Australian Securities Exchange
Company Announcements Office

Via ASX Online

Dear Sir

Whitehaven Coal Limited (WHC) 2010 Notice of Annual General Meeting Mailing

Attached are the Notice of Meeting and Proxy Form for Whitehaven Coal Limited's 2010 Annual General Meeting. Which have been sent to Shareholders. The Annual General Meeting will be held on Friday 29 October 2010 at the Four Seasons Hotel (Teale Room), 199 George Street, Sydney.

Yours faithfully

Timothy Burt
Company Secretary

Notice of annual general meeting

Whitehaven Coal Limited ACN 124 425 396

Notice is given that the annual general meeting of Whitehaven Coal Limited (**Company**) will be held at:

Location	Four Seasons Hotel (Teale Room), 199 George Street Sydney NSW
Date	29 October 2010
Time	11.00am

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2010.

Directors' remuneration report

To consider and, if in favour, to pass the following resolution under section 250R(2) Corporations Act:

- 1 *'That the section of the report of the directors for the financial year ended 30 June 2010, dealing with the remuneration of the directors, secretary and senior executives, be adopted.'*

This resolution will be decided as if it were an ordinary resolution. However under section 250R(3) Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

Election of directors

To consider and, if in favour, to pass the following as ordinary resolutions:

- 2 *'That Alex Krueger, who retires by rotation under rule 16.1 of the Constitution, and being eligible, be re-elected as a director of the Company.'*
- 3 *'That Neil Chatfield, who retires by rotation under rule 16.1 of the Constitution, and being eligible, be re-elected as a director of the Company.'*

Information about the candidates appears in the accompanying Explanatory Memorandum.

Dated 28 September 2010

By order of the Board

Timothy Burt
Company Secretary

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form. A proxy may also be submitted online by visiting the website www.investorvote.com.au. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and Control Number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) If you have any questions on how to cast your votes call Timothy Burt on 02 8507 9700 during business hours.

Voting restriction

The Company will disregard any votes cast on resolution 1 by:

- (a) a director; or
- (b) an associate of a director,

however, the Company will not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy voting form; or

- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting entitlements

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the meeting are those who are registered as shareholders on 27 October 2010 at 7.00pm (Sydney time).

Explanatory memorandum

Whitehaven Coal Limited ACN 124 425 396

Financial statements and reports

- 1 The Corporations Act requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting. In addition the Constitution provides for these reports to be received and considered at the meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports. However shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.
- 3 Shareholders may also submit written questions to the Company's auditor, Ernst & Young, if the question is relevant to the content of the audit report, or the conduct of its audit of the Company's annual report for the year ended 30 June 2010. Relevant written questions for the auditor must be delivered by 5.00pm on 22 October 2010. Please send any written questions for Ernst & Young to the address listed in the proxy form attached to this notice of meeting.

Resolution 1: Directors' remuneration report

- 4 Section 250R(2) of the Corporations Act requires that the section of the directors' report dealing with the remuneration of directors, the secretary and up to five senior executives (**remuneration report**) be put to shareholders for adoption.
- 5 The resolution of shareholders is **not binding** on the Company.
- 6 The remuneration report is included in the Directors' Report in the Company's annual report. It is also available on the Company's internet site (www.whitehavencoal.com.au). The report:
 - (a) explains the board's policies in relation to the nature and level of remuneration paid to directors, secretaries and senior executives within the Company's group;
 - (b) discusses the link between the board's policies and the Company's performance;
 - (c) sets out the remuneration details for each director and for each member of the Company's senior executive management team; and
 - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.
- 7 A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.
- 8 The directors recommend you vote in favour of this resolution.

Election of directors

- 9 Under rule 16.1 of the Constitution, one third of the current directors (excluding the managing director) must retire by rotation at each annual general meeting.

Resolution 2: Election of Alex Krueger

- 10 In accordance with rule 16.1, Alex Krueger retires at the end of this meeting. Alex, being eligible, presents himself for re-election.
- 11 In addition to being a director of the Company, Alex is a Managing Director of First Reserve Corporation (**FRC**). Alex is a senior member of the FRC investment team and his responsibilities range from deal origination and structuring to due diligence, execution and monitoring. He is involved in investment activities in all areas of the worldwide energy industry, with particular expertise in the coal sector. Prior to joining FRC, Alex worked in the Energy Group of Donaldson, Lufkin & Jenrette in Houston.
- 12 The Directors recommend you vote in favour of this resolution.

Resolution 3: Election of Neil Chatfield

- 13 In accordance with rule 16.1, Neil Chatfield retires at the end of this meeting. Neil, being eligible, presents himself for re-election.
- 14 Neil is an established executive and non-executive director with experience across a range of industries and is currently the Chairman of Virgin Blue Holdings Ltd, and a Non-Executive Director of Seek Ltd, Transurban Group and Grange Resources, all ASX listed companies. He has over 30 years experience in the resources and transport and logistics sectors and has extensive experience in financial management, capital markets, mergers and acquisitions, and risk management. Neil was most recently Executive Director and Chief Financial Officer of ASX listed Toll Holdings Limited, Australia's largest transport and logistics company, a position he held for over 10 years. Prior to joining Toll, Neil held a number of senior financial and general management roles in the resources and transport industries.
- 15 The Directors recommend you vote in favour of this resolution.

Definitions

A number of capitalised terms are used throughout this Notice of meeting and Explanatory Memorandum. Except to the extent the context otherwise requires:

Term	Definition
ASX	means ASX Limited ACN 008 624 691
Company	means Whitehaven Coal Limited ACN 124 459 396
Constitution	means the constitution of the Company
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Directors	means the directors of the Company
Listing Rules	means the listing rules of ASX