

26 September 2012

The Manager, Listings
Australian Securities Exchange
Company Announcements Office

Via ASX Online

Dear Sir/Madam,

Whitehaven Coal Limited (WHC) – 2012 Notice of Annual General Meeting & Proxy Form

Attached is a copy of Whitehaven Coal Limited's Notice of Annual General Meeting and Proxy Form.

Copies of the Notice of Annual General Meeting, Proxy Form and 2012 Annual Report will be sent to all shareholders on Friday 28 September 2012.

The Company's Annual General Meeting will be held at 11.00am (Sydney time) on Thursday 1 November 2012 at the Sofitel Wentworth Hotel (Brisbane Room), 61-101 Phillip 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	Sofitel Wentworth Hotel (Brisbane Room), 61-101 Phillip Street, Sydney, New South Wales
Date	Thursday 1 November 2012
Time	11:00am (Sydney time)

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 2012.

Directors' remuneration report

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

- 1 *'That the remuneration report of the directors for the financial year ended 30 June 2012 be adopted.'*

Note: This resolution will be decided as if it were an ordinary resolution, but 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 Mark Vaile, being eligible, be elected as a director of the Company.'*
- 3 *'That Paul Flynn, being eligible, be elected as a director of the Company.'*
- 4 *'That Philip Christensen, being eligible, be elected as a director of the Company.'*
- 5 *'That Richard Gazzard, being eligible, be elected as a director of the Company.'*
- 6 *'That Christine McLoughlin, being eligible, be elected as a director of the Company.'*

Note: Information about each candidate appears in the Explanatory Memorandum.

Dated 28 September 2012

By order of the board

Timothy Burt
Company secretary

Notes

- (a) A shareholder 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 shareholder of the Company. A shareholder 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 by visiting the website www.investorvote.com.au. You will need your Security holder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and control numbers 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) If:
 - a poll is duly demanded at the meeting in relation to a proposed resolution; and
 - you have appointed a proxy (other than the Chairman of the meeting) and specified the way the proxy is to vote on the resolution; and
 - the proxy is either not recorded as attending the meeting or does not vote on the resolution,the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.
- (e) The Company has determined under regulation 7.11.37 of the Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (Sydney time) on Tuesday 30 October 2012.
- (f) If you have any queries on how to cast your votes call Whitehaven's Company Secretary, Timothy Burt, on +612 8507 9700 during business hours.

Voting restrictions

Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard votes cast on Resolution 1 by a member of Whitehaven's Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, unless the vote is cast:

- (a) as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- (b) by the chairman of the meeting as proxy for a person entitled to vote and the chairman has received express authority to vote undirected proxies as the chairman sees fit.

General restrictions in relation to proxies

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, under the directions on the proxy voting form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, under a direction on the proxy form to vote as the proxy decides.

Voting entitlements

A corporation may elect to appoint a representative, rather than appoint a proxy, under 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.

Explanatory memorandum

Whitehaven Coal Limited ACN 124 425 396

Ordinary business

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.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 Shareholders may also address written questions to the Company's auditor Ernst & Young if the question is relevant to the content of the auditor's report, or the conduct of its audit of the annual financial report to be considered at the meeting.
- 5 Written questions for the auditor must be delivered by 5.00pm on 26 October 2012. Please send any written questions for Ernst & Young to the address listed in the proxy form attached to this notice of meeting.

Directors' remuneration report

Resolution 1: Directors' remuneration report

- 6 The Corporations Act requires that the section of the directors' report dealing with the remuneration of the Company's Key Management Personnel (**Remuneration Report**) be put to the vote of shareholders for adoption. The vote on this item is advisory only and will not bind the directors or the Company. However, the board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.
- 7 The Remuneration Report is in the 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 Key Management Personnel within the Whitehaven Coal Limited 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 of the Company's Key Management Personnel; and
 - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.
- 8 The chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.
- 9 **The directors recommend you vote in favour of this resolution.**

Election of directors

Allan Davies

- 10 Allan Davies has decided to not stand for re-election as a director of the Company, consistent with the ongoing review of the composition of the Board, particularly the objective of achieving an increased proportion of independent non-executive directors. Allan will continue to serve as the Company's Executive General Manager Operations.
- 11 The following directors have been appointed since the 2011 annual general meeting and will retire in accordance with the provisions of the Constitution and, being eligible, present themselves for election.

Resolution 2: Election of Mark Vaile

- 12 As leader of the National Party from 2005 to 2007, Mark established an extensive network of contacts throughout regional Australia, particularly in Northern New South Wales. Mark led negotiations for Australia's Free Trade Agreements with the United States, Singapore and Thailand and helped to launch negotiations with China, Japan and ASEAN. Importantly, Mark also acted as Minister for Transport and Regional Services and was instrumental in the establishment of the ARTC as operator of the Hunter Valley Rail Network. Mark was formerly the chairman of Aston Resources Limited. Mark brings significant experience as a company director and as a former senior government leader, including as Deputy Prime Minister and Minister for Trade in the Federal Government. Mark is the Chairman of CBD energy and an independent director of Servcorp Limited and Virgin Australia Holdings Limited, all of which are listed on the ASX. Mark is also a director of Stamford Land Corporation, which is listed on the Singapore Stock Exchange, and a non-executive director of HOST-PLUS Pty Ltd.
- 13 Mark is a member of the following committees: Remuneration Committee and Governance and Nomination Committee (chairman).
- 14 **The directors recommend you vote in favour of this resolution.**

Resolution 3: Election of Paul Flynn

- 15 Paul has extensive experience in the mining, infrastructure, construction and energy sectors gained through 20 years' as a professional adviser at Ernst & Young. Paul was formerly the Chief Executive Officer and Managing Director of the Tinkler Group. Prior to joining the Tinkler Group, Paul was the Managing Partner of Ernst & Young's Sydney office and a member of its Oceania executive team. As a partner for over eight years, Paul managed many of the firm's largest mining and energy clients across Australia, Asia, South and North America.
- 16 Paul was not previously considered independent because he was employed by companies associated with a major shareholder Nathan Tinkler. Those employment arrangements come to an end on 29 September 2012 and for this election he will be standing as an independent non-executive director.
- 17 Paul is a member of the following committees: Audit and Risk Committee.
- 18 **The directors recommend you vote in favour of this resolution.**

Resolution 4: Election of Philip Christensen

- 19 Philip has extensive experience in the mining and energy sector. Philip has 30 years' experience with leading law firm Freehills, where his clients included Australian and international coal mining companies. Philip was formerly a director of Boardwalk Resources Limited and Aston Resources Limited.

20 Philip was not previously considered independent because he was employed by companies associated with a major shareholder Nathan Tinkler. Those employment arrangements come to an end on 29 September 2012 and for this election he will be standing as an independent non-executive director.

21 Philip is a member of the following committees: Governance and Nomination Committee and Health, Safety, Environment and Community Committee (chairman).

22 **The directors recommend you vote in favour of this resolution.**

Resolution 5: Election of Richard Gazzard

23 Rick is a mining engineer with more than 30 years' experience in the coal mining industry and a further 10 years' experience in the iron ore, base metals and gold mining industries. He holds certificates of competency as a mine manager for both the coal and metalliferous mining industries. Rick has previously held senior management positions as President of BHP Qld Coal and as General Manager of Camberwell Coal Pty Ltd and prior to those appointments had more than 10 years' experience as a mine manager/operations manager/chief mining engineer with CSR Limited and BHP. He is a former non-executive director of ASX Listed Carabella Resources, Eastern Corporation and Aston Resources Limited. Since January 2007, Rick has been an independent director of Stracon Holdings Ltd, a privately owned company with contract mining and civil construction operations in Peru and New Zealand.

24 Richard is a member of the following committees: Audit and Risk Committee and Health, Safety, Environment and Community Committee.

25 **The directors recommend you vote in favour of this resolution.**

Resolution 6: Election of Christine McLoughlin

26 Christine is an experienced business executive with more than 25 years' experience working in diverse and highly regulated sectors in Australia, UK and South East Asian markets. Christine has expertise in strategy, risk and governance, stakeholder engagement and human resources across a range of industries including financial services, telecommunications, health and nuclear science. Christine is currently a non-executive director of nib Holdings Ltd, Australian Nuclear Science & Technology Organisation (ANSTO) and Westpac's insurance companies in Australia and New Zealand.

27 Christine is a member of the following committees: Remuneration Committee (chairman), Governance and Nomination Committee and Health, Safety, Environment and Community Committee.

28 **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.
Closely Related Party	has the meaning set out in the Corporations Act.
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).
Key Management Personnel	has the meaning set out in the Corporations Act.
Listing Rules	means the listing rules of ASX.



WHITEHAVEN COAL LIMITED
ACN 124 425 396

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

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



Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (Sydney time) Tuesday 30 October 2012**

How to Vote on Items of Business

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

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

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. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder 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.investorcentre.com under the information tab, "Downloadable Forms".

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.

**GO ONLINE TO VOTE,
or 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.



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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 Whitehaven Coal Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Whitehaven Coal Limited to be held at Sofitel Wentworth Hotel (Brisbane Room), 61-101 Phillip Street, Sydney, New South Wales on Thursday, 1 November 2012 at 11:00am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (Directors' remuneration report) (except where I/we have indicated a different voting intention below) even though Item 1 (Directors' remuneration report) is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 (Directors' remuneration report) by marking the appropriate box in step 2 below.

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.

	For	Against	Abstain
1 Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mark Vaile	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Paul Flynn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Philip Christensen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Richard Gazzard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Election of Christine McLoughlin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____