

NOTICE OF ANNUAL GENERAL MEETING

2017

TIME: 9.30am (AEST)
DATE: Friday, 24 November 2017
PLACE: Christie Centre
Endeavour 1 Room
Level 1, 320 Adelaide Street
Brisbane QLD 4000
Australia



white energy company limited

ABN 62 071 527 083

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This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 11.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out in this Notice.

POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to Computershare Investor Services.

INTERMEDIARY ONLINE

Participating intermediaries can lodge their proxy appointments online through www.intermediaryonline.com

CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to Computershare Investor Services. An appointment of corporate representative form may be obtained from Computershare Investor Services by calling (+61 3) 9415 4000 or online at www-au.computershare.com/Investor/help/PrintableForms

APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of White Energy Company Limited.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholders' votes that each proxy may exercise, each proxy may exercise half of the Shareholders' votes on a poll. Fractions will be disregarded.

LETTER TO SHAREHOLDERS

19 October 2017

Dear Shareholder

ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting of White Energy Company Limited. The Meeting will be held at 9.30am (AEST) on 24 November 2017 at:

CHRISTIE CENTRE

Endeavour 1 Room, Level 1, 320 Adelaide Street, Brisbane QLD 4000

Enclosed are the following documents for this Meeting:

- > Notice of Meeting and Explanatory Statement;
- > Proxy Form for the Annual General Meeting; and
- > Annual Report for the year ended 30 June 2017, for those Shareholders who have requested a printed copy.

If you are unable to attend the Meeting, may I encourage you to appoint a proxy, by following the instructions below. You may also provide questions or comments in writing in advance of the Meeting, by contacting the Company Secretary, using the details set out on page 11.

IMPORTANT NOTICE – 2017 ANNUAL REPORT

The 2017 Annual Report can be viewed on the Company's website at www.whiteenergyco.com

Shareholders are reminded that the 2017 Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. We look forward to seeing you at the Annual General Meeting.

Yours faithfully



TRAVERS DUNCAN **CHAIRMAN**
WHITE ENERGY COMPANY LIMITED

Online:

At
www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile Transmission to:

1800 783 447
(within Australia)
or
+61 3 9473 2555
(outside Australia)

By Hand to:

Computershare Investor Services Pty Ltd
Level 4
60 Carrington Street
Sydney, NSW 2000

Custodian voting:

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The deadline for receipt of proxy appointments is 9.30am (AEST) on Wednesday, 22 November 2017 (which is 48 hours before the Annual General Meeting).

Proxy appointments received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM) of Shareholders of White Energy Company Limited will be held at Christie Centre, Endeavour 1 Room, Level 1, 320 Adelaide Street, Brisbane, QLD, 4000, Australia on 24 November 2017 at 9.30am (AEST). Registration will open at 9.00am (AEST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement and the proxy form are part of this Notice of Meeting. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary on page 12.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEST) on 22 November 2017.

AGENDA

ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, including the Directors' Report and the Auditor's Report for the year ended 30 June 2017.

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a Non-Binding Ordinary Resolution:

“To adopt the White Energy Remuneration Report for the year ended 30 June 2017.”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR. GRAHAM CUBBIN

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

“That Mr. Graham Cubbin be re-elected as a Director of the Company.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR. VINCENT O'ROURKE

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

“That Mr. Vincent O'Rourke be re-elected as a Director of the Company.”

4. RESOLUTION 4 – RE-APPROVAL OF LONG TERM INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

“That the White Energy Company Long Term Incentive Plan (LTIP), the terms and conditions of which are summarised in the Explanatory Statement accompanying this Notice of Meeting, be re-approved for all purposes under the ASX Listing Rules.”

5. RESOLUTION 5 – RE-ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a Special Resolution:

“That the proportional takeover provisions in Rule 6 of the Constitution of White Energy Company Limited be re-adopted, with effect from the close of the meeting.”

6. RESOLUTION 6 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a Special Resolution:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital in the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement accompanying this Notice of Meeting.”

DATED: 19 October 2017

BY ORDER OF THE BOARD



DAVID FRANKS **COMPANY SECRETARY**
WHITE ENERGY COMPANY LIMITED

VOTING EXCLUSION STATEMENT:

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 12.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolutions 1 and 4).

What this means for Shareholders: If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them how to vote on Resolutions 1 and 4. If you do not do so, your proxy will not be able to vote on your behalf on Resolutions 1 and 4.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolutions 1 and 4 (for example if you wish to vote for or against or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the proxy form authorises him to vote as he decides on Resolutions 1 and 4 (even though that Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

NOTICE OF ANNUAL GENERAL MEETING (CONT.)

The Company will disregard votes cast on Resolutions 1, 4 and 6 by the persons detailed in the table below.

Resolution	Voting exclusions
Resolution 1 – Adoption of Remuneration Report	<p>A vote must not be cast in any capacity by:</p> <ul style="list-style-type: none">> a current or former member of the KMP whose remuneration details are included in the remuneration report for the year ended 30 June 2017, and> any Closely Related Parties of such member of the KMP. <p>In addition, no votes may be cast as a proxy by any other person who has become a member of the KMP by the time of the AGM, or their Closely Related Parties.</p> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 1 if:</p> <ul style="list-style-type: none">> the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or> the vote is cast by the Chairman of the Meeting and the proxy form authorises him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).
Resolution 4 – Re-approval of Long Term Incentive Plan	<p>The Company will disregard any votes cast on Resolution 4:</p> <ul style="list-style-type: none">> in any capacity by a Director of the Company (other than one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates; and> as a proxy by a person who is a member of the KMP on the date of the Annual General Meeting or their Closely Related Parties. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 4 if:</p> <ul style="list-style-type: none">> the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or> the vote is cast by the Chairman of the Meeting and the proxy form authorises him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).
Resolution 6 – Approval of 10% Capacity to Issue Equity Securities	<p>The Company will disregard any votes cast on Resolution 6 by:</p> <ul style="list-style-type: none">> Persons who may participate in the proposed issue of the securities, and any persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the Resolution is passed; and> Any associates of those persons. <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 6 if:</p> <ul style="list-style-type: none">> the vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or> the vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on 24 November 2017 at 9.30am (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2017, which are included in White Energy's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of White Energy.

The Company's Auditor will be present at the Meeting. During the discussion of this item, the Auditor will be available to answer questions on:

- > The conduct of the audit;
- > The preparation and content of the Auditor's Report;
- > The accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- > The independence of the Auditor in relation to the conduct of the audit.

WRITTEN QUESTIONS FOR THE AUDITOR

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary.

A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all written questions must be received at least five business days before the Annual General Meeting, that is by 17 November 2017.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report then:

- > if comments are made on the Remuneration Report at the Meeting, White Energy's 2018 Remuneration Report will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- > if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2018 Remuneration Report are against it, White Energy will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

At the Company's 2016 Annual General Meeting, the adoption of the Remuneration Report was carried with in excess of 75% of votes in favour of the Remuneration Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

BOARD RECOMMENDATION:

The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Director recommends that Shareholders vote in favour of adopting the Remuneration Report.

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS

Clause 8.1 (c) of the Constitution requires that a person appointed a Director during the year, as an addition to the existing Directors or to fill a casual vacancy, who is not the Managing Director, holds office until the conclusion of the next AGM following his or her appointment. There have been no such appointments during the year.

Clause 8.1(d) of the Constitution requires that no Director who is not the Managing Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

ASX Listing Rule 14.5 states that an entity which has Directors must hold an election of Directors each year. Clause 8.1 (f) of the Constitution states that to the extent that the ASX Listing Rules require an election to be held and no Director would otherwise be required to submit for election or re-election, the Director to retire is any Director who wishes to retire, otherwise it is the Director who has been longest in office since their last election or appointment (excluding the Managing Director). As between Directors who were last elected or appointed on the same day, the Director to retire must be decided by lot (unless they agree among themselves who will stand for re-election).

Noting that Mr Brian Flannery as Managing Director is not subject to Clause 8.1(c) and (d) of the Constitution, the current board was re-elected by shareholders at the following prior AGM:

2014: Mr Vincent O'Rourke
and Mr Graham Cubbin.

2015: Mr Terence Crawford

2016: Mr Travers Duncan

Therefore under Clause 8.1(d) of the Constitution, Messers Vincent O'Rourke and Graham Cubbin are due for election under the noted time period.

RESOLUTION 2 – MR. GRAHAM CUBBIN

Mr Cubbin will retire and seeks re-election in accordance with clause 8.1(d) of the Constitution.

Brief Curriculum Vitae of Mr. Graham Cubbin B.Ec., FAICD

Independent Non-Executive Director

Experience and Expertise

Graham Cubbin joined the Board of White Energy on 17 February 2010. He is the Chairman of the Audit and Risk Committee. He holds a Bachelor of Economics (Hons) from Monash University and is a Fellow of the Australian Institute of Company Directors.

Graham Cubbin was a senior executive with Consolidated Press Holdings Limited (CPH) from 1990 until September 2005, including Chief Financial Officer for 13 years. Prior to joining CPH, he held senior finance positions in a number of major companies including Capita Financial Group and Ford Motor Company. He has over 20 years' experience as a Director and Audit Committee member of public companies in Australia and the United States.

Current Directorships of other listed companies

Non-executive Director of four other listed companies: Challenger Limited, WPP AUNZ Limited, Bell Financial Group Limited and McPherson's Limited.

Former Directorships of other listed companies in the last three years

None

Special Responsibilities

Chairman of the Audit and Risk Committee.

Board Recommendation:

The Directors unanimously recommend, with Mr Cubbin abstaining, the re-election of Mr Cubbin.

RESOLUTION 3 – MR. VINCENT O'ROURKE

Mr O'Rourke will retire and seeks re-election in accordance with clause 8.1(d) of the Constitution.

Brief Curriculum Vitae of Mr. Vincent O'Rourke AM, B Econ

Independent Non-Executive Director

Experience and Expertise

Vincent O'Rourke joined the Board of White Energy on 29 September 2010. He holds a Bachelor of Economics from the University of New England. He is an Honorary Doctor of the Queensland University of Technology and Griffith University.

Vincent O'Rourke brings over 40 years of corporate and railway industry experience spanning operations, finance and business management. He was formerly Queensland Commissioner for Railways and the Chief Executive Officer of Queensland Rail.

Current Directorships of other listed companies

Non-executive Director of Yancoal Australia Limited.

Former Directorships of other listed companies in the last three years

Non-executive director of Bradken Limited.

Special Responsibilities

Chairman of the Remuneration Committee.

Member of the Audit & Risk Committee

Board Recommendation:

The Directors unanimously recommend, with Mr O'Rourke abstaining, the re-election of Mr O'Rourke.

4. RESOLUTION 4 – RE-APPROVAL OF THE LONG TERM INCENTIVE PLAN

The Company first adopted its Long Term Incentive Plan ("LTIP") at its 2014 Annual General Meeting and is now seeking re-approval for its Long Term Incentive Plan (LTIP) as the basis of the Company's long term incentive arrangements for the key employees of the Group.

PURPOSE OF APPROVAL

Under the Listing Rules, a company is not specifically required to seek shareholder approval for the LTIP. However Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue equity securities (including shares and options) equal to an amount of more than 15% of a company's ordinary capital in any 12 month period without shareholder approval.

Exception 9(b) of Listing Rule 7.1 permits securities issued under an employee incentive scheme such as the LTIP, to be excluded from the 15% limit where the shareholders have approved the issue of securities under the employee incentive scheme within the three years before the date they are issued.

Therefore shareholder re-approval is sought for all purposes under the Corporations Act and the ASX Listing Rules, including but not limited to ASX Listing Rule 7.2 (exception 9).

SUMMARY OF LTIP RULES

The LTIP rules set out the general terms of the LTIP. A grant of Incentive Securities under the LTIP is subject to both the LTIP rules and the terms of the specific grant. The Board is responsible for administering the LTIP in accordance with the LTIP rules and determines the specific terms and conditions of each grant to eligible employees.

A summary of the key terms of the LTIP is set out below:

- > the LTIP provides for the grant of Performance Rights or Options to eligible employees (**Incentive Securities**), which may vest subject to the satisfaction of performance, service or other vesting conditions imposed at the time of grant. This provides the Company with broad flexibility so that it can effectively incentivise employees using the most appropriate instrument (which may vary depending on the seniority of the executive, the jurisdiction in which they are issued, or prevailing market and regulatory conditions);
- > the Board may in its absolute discretion determine which eligible employees will be invited to participate in a grant of Incentive Securities under the LTIP;
- > the Board may impose performance, service or other vesting conditions on any grant of Incentive Securities under the LTIP. Incentive Securities will vest to the extent these performance, service or other vesting conditions are satisfied;
- > on vesting (and exercise, in the case of Options), participants will become entitled to fully paid ordinary shares in the Company. The Board can decide whether to purchase Shares on-market or issue new Shares for the purposes of the LTIP or, where a cash alternative has been provided for under the terms of a grant, to provide the cash equivalent value of one Share in the Company to the participant;
- > if the Board determines that the cash equivalent value of Shares in the Company will be provided on vesting, the applicable amount will be based on the volume-weighted average price of a Share in the Company for the 20 trading day period ending on the trading day before the date the Incentive Securities vest, or any other calculation determined by the Board;
- > where a participant ceases employment due to termination for cause, gross misconduct or other reason determined by the Board, any unvested Incentive Securities will lapse, unless the Board determines otherwise;
- > where a participant ceases employment in other circumstances, the Incentive Securities will remain 'on foot', subject to the Board's discretion to determine that some or all of the unvested Incentive Securities lapse or vest on cessation;
- > Incentive Securities may lapse in certain circumstances, including if they act fraudulently or dishonestly, engage in gross misconduct, or are in breach of their obligations to the Company;
- > further, if in the Board's opinion, Incentive Securities vest as a result of the fraud, dishonesty or breach of obligations by the participant or another person, or if there is a material misstatement or omission in the financial statements of a Group company, the Board may determine any treatment in relation to the Incentive Securities (or Shares received on vesting) to ensure no unfair benefit is obtained by the participant;
- > Incentive Securities may not be traded or hedged, and the Board may impose restrictions on dealing of Shares allocated on vesting of Incentive Securities;
- > any Shares issued under the LTIP will rank equally with those traded on the ASX at the time of issue;
- > A participant cannot participate in any new issue of securities without first exercising their options. The Rules include specific provisions dealing with rights issues, bonus issues and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their Incentive Securities as a result of such corporate actions;
- > in the event of a takeover bid, scheme of arrangement or similar transaction, the Board may determine whether any or all unvested Incentive Securities vest, having regard to such factors as the Board considers relevant, including performance against the applicable performance conditions; and
- > in the event of any capital reorganisation, Incentive Securities will be adjusted having regard to the ASX Listing Rules and on the basis that participants do not receive any advantage or disadvantage from such an adjustment.

Since the prior approval of the LTIP in 2014, the following securities have been issued under the LTIP, being to Mr Flannery as approved by shareholders, under the LTIP:

- (i) 6,000,000 options on 8 December 2014, with exercise price of \$0.50 and expiry of 8 December 2020; and
- (ii) 10,000,000 options on 6 December 2016, with exercise price of \$0.20 and expiry of 18 November 2022.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

Board recommendation: The Directors (with Mr Flannery abstaining) unanimously recommend that Shareholders vote in favour of the re-approval of the Long Term Incentive Plan.

5. RESOLUTION 5 – RE-ADOPTION PROPORTIONAL TAKE-OVER PROVISIONS

At the Company's 2014 AGM, shareholders approved the current Company Constitution and the adoption of the proportional takeover provisions in the Company's Constitution. It is proposed to re-adopt, by special resolution of the shareholders, Rule 6 of the Company's Constitution for a three year period in accordance with Part 6.5 of the Corporations Act ("Proportional Takeover Provisions").

The Corporations Act requires provisions of this kind to be re-approved by shareholders every three years for them to remain effective.

There were no proportional takeover bids (as at the date of this Notice of Meeting) during the period that the provisions were in effect previously.

WHY DO WE NEED THE PROPORTIONAL TAKEOVER APPROVAL PROVISIONS?

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

This means that control of the company may pass without shareholders having the chance to sell all their shares to the bidder. The bidder may take control of the company without paying an adequate amount for gaining control.

To deal with this possibility, a company may provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to accept or reject the offer and that decision will be binding on all the shareholders.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle. This may ensure that any partial offer is appropriately priced.

WHAT IS THE EFFECT OF RE-ADOPTING THE PROPORTIONAL TAKEOVER APPROVAL PROVISIONS?

If a proportional takeover bid is made, the directors must ensure that shareholders vote on a resolution to approve the bid by the 14th day before the bid period closes.

The vote is decided on a **simple majority**.

Each person who, as at the end of the day on which the first offer under the bid was made, holds bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the company's Constitution.

The directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after the date that they are adopted. The provisions may be further renewed, but only by a special resolution of shareholders.

NO PERSON TO ACQUIRE OR INCREASE ITS SUBSTANTIAL INTEREST

At the date this statement was prepared, no director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the Company.

Potential advantages and disadvantages of the Proportional Takeover Provisions during the prior period approval and going forward (if re-adopted)

The directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them as directors. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the company include the following:

- > shareholders will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- > the provisions may help shareholders avoid being locked in as a minority;
- > increase in the bargaining power of shareholders may ensure that any partial offer is adequately priced; and
- > knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the company include the following:

- > proportional takeover bids for shares in the company may be discouraged;
- > shareholders may lose an opportunity of selling some of their shares at a premium; and
- > the chance of a proportional takeover bid being successful may be reduced.

Board recommendation: *The Directors unanimously recommend that Shareholders vote in favour of the re-adoption of the Proportional Takeover Provisions contained within the Constitution of the Company.*

6. RESOLUTION 6 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

BACKGROUND

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (c)).

LISTING RULE 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice, the only class of Equity Securities in the Company quoted in the ASX are the ordinary shares in the Company. The Company presently has 328,374,494 ordinary shares as at the date of this Notice of Meeting.

Security Class	Number on issue
Listed Ordinary Shares	328,374,494
Unlisted Options, exercise price \$0.20, expiry date 18/11/2022	10,000,000

(c) Formula for calculation 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) - E

Where

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) Plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) Plus the number of partly paid shares that became fully paid in the 12 months;
- (C) Plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (D) Less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 328,374,494 shares of which 0 shares were issued in the last 12 months under Listing Rule 7.1. Therefore the Company has a capacity to issue:

- (i) 49,256,174 Equity Securities under Listing Rule 7.1.
- (ii) 32,837,449 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) The market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) The Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table on the next page shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2) as at the date of this Notice.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company currently has on issue. The number of ordinary securities on issue may increase as a

result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.02 50% decrease in Issue Price	\$0.04 Issue Price	\$0.08 100% increase in Issue Price
Current variable 'A' 328,374,494	10% Voting Dilution	32,837,449 Shares	32,837,449 Shares	32,837,449 Shares
	Funds Raised \$	\$656,749	\$1,313,498	\$2,626,996
50% increase in current variable 'A' 492,561,741	10% Voting Dilution	49,256,174 Shares	49,256,174 Shares	49,256,174 Shares
	Funds Raised \$	\$985,123	\$1,970,247	\$3,940,494
100% increase in current variable 'A' 656,748,988	10% Voting Dilution	65,674,899 Shares	65,674,899 Shares	65,674,899 Shares
	Funds Raised \$	\$1,313,498	\$2,626,996	\$5,253,992

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

There are currently 328,374,494 Shares on issue as at the date of this Notice of Meeting assuming:

- (i) No shares are issued as a result of Resolution 4.

In addition, the following assumptions apply:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (ii) No Options or Right are vested into Shares before the date of the issue of Equity Securities;

- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;

- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;

- (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A not under the 15% placement capacity under Listing Rule 7.1;

- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders; and

- (vii) The issue price is \$0.040 being the closing price of the Shares on the ASX on 3 October 2017.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

- (i) Non-cash consideration for the acquisition of assets such as mineral tenements, or a business or company holding mineral tenements, where those tenements may be at various stages such as exploration through to an operating and producing tenement. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards:
 - 1) screenings and assessments, feasibility studies, appraisal and testing activities, development and production expenditures on the Company's current assets or acquired assets or any aspects related to the financing thereof;
 - 2) all preliminary costs such as planning and design costs and all stages of construction costs relating to any future Binderless Coal Briquetting project capital expenditure or any aspects related to the financing thereof;

3) any costs associated with the Company's or its subsidiaries' legal action against PT Bayan Resources Tbk and Bayan International Pte Ltd including but not limited to legal fees, expert fees, travel and out of pocket expenses; and
4) and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to the factors including but not limited to the following:

- (i) The purpose of the issue;
- (ii) The alternative methods for raising funds that are available to the Company at the time, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) The effect of the issue of the Equity Securities on the control of the Company;
- (iv) The circumstances of the Company, including the financial situation and solvency of the Company; and
- (v) Advice from corporate, financial and broking advisors (if available).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(e) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

(f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in the issue of the Equity Securities.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

Board recommendation for Resolution 6:

The Directors unanimously recommend that Shareholders vote in favour of approving the 10% placement capacity.

7. ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these Documents.

David Franks
Company Secretary

c/- Franks & Associates Pty Limited
GPO Box 4325,
Sydney, NSW 2001

Tel: (+61 2) 9299 9690
Fax: (+61 2) 9251 7455
Email: dfranks@fa.com.au

GLOSSARY

AEST means Australian Eastern Standard Time, Brisbane, Queensland.

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of the Company as constituted from time to time.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Parties, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with White Energy (or the White Energy Group), and any company the member controls.

Company or **White Energy** means White Energy Company Limited (ABN 62 071 527 083).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Documents means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

Equity Securities has the meaning given to that term in Listing Rule 19.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of White Energy or the White Energy Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives.

Notice means the notice of meeting, which forms part of this document.

Ordinary Resolution means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share or **Shares** means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Special Resolution means a resolution passed by more than 75 per cent of the votes at a general meeting of Shareholders.

Trading Day means as defined in the ASX Listing Rules.

White Energy Group means White Energy and its controlled entities.

INTERPRETATION

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



white energy company limited

www.whiteenergyco.com



White Energy Company Limited

ABN 62 071 527 083



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 850 505
(outside Australia) +61 3 9415 4000

WEC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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 9:30am (AEST) on Wednesday, 22 November 2017

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 or abstain as they choose (to the extent permitted by law). 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 help tab, "Printable 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.



I 9999999999

I ND

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 White Energy Company 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 White Energy Company Limited to be held at Christie Centre, Endeavour 1 Room, Level 1, 320 Adelaide Street, Brisbane, QLD 4000 on Friday, 24 November 2017 at 9:30am (AEST) 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 Items 1 and 4 (except where I/we have indicated a different voting intention below) even though Items 1 and 4 are 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 Items 1 and 4 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. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Mr. Graham Cubbin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr. Vincent O'Rourke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-adoption of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of 10% Capacity to Issue Equity Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /