

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	Whitehawk Limited
ABN	97 620 459 823

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	Terry Roberts
Date of last notice	4 May 2020

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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	11 February 2021
No. of securities held prior to change	6,029,562 Fully Paid Ordinary Shares
Class	Fully Paid Ordinary Shares
Number acquired	16,257,600
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A\$0.17558 per share, being the value at the time of contract.
No. of securities held after change	22,287,162 Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>The Shares are issued pursuant to the Exchange Agreement summarised in Section 13.1 of the Replacement Prospectus released on the ASX Announcement Platform on 22 January 2018.</p> <p>The 16,257,600 Shares have been issued upon the achievement of certain milestones of business of the Company summarised in Section 13.1(a) of the Replacement Prospectus released on the ASX Announcement Platform on 22 January 2018.</p>
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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	On 31 October 2017, the Company entered a Exchange Agreement with the shareholders of WhiteHawk US (US Shareholder) and Viaticus Capital Pty Ltd
Nature of interest	Pursuant to the Exchange Agreement, US Shareholders will receive shares in the Company upon the achievement of certain milestones of the Company's business.
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	Up to 48,772,800 shares to be issued upon achievement of certain milestones of the Company's business.
Interest acquired	-
Interest disposed	The 16,257,600 Shares have been issued upon the achievement of certain milestones of business of the Company summarised in Section 13.1(a) of the Replacement Prospectus released on the ASX Announcement Platform on 22 January 2018.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	A\$0.17558 per share, being the value at the time of contract.

+ See chapter 19 for defined terms.

Interest after change	<p>On 31 October 2017, the Company entered a Exchange Agreement with the shareholders of WhiteHawk US (US Shareholder) and Viaticus Capital Pty Ltd.</p> <p>Pursuant to the Exchange Agreement, US Shareholders will receive shares in the Company upon the achievement of certain milestones of the Company's business. The milestones are summarised in Section 13.1(a) of the Replacement Prospectus released on the ASX Announcement Platform on 22 January 2018.</p> <p>Subject to following milestones being met under the Exchange Agreement, Ms Roberts may be further issued:</p> <ol style="list-style-type: none"> 1. Further 16,257,600 shares upon the Company's 5 day VWAP exceeding A\$0.60 and achieving one of the below <ol style="list-style-type: none"> (a) Consolidated revenue of \$5 million from the WhiteHawk US business; or (b) 1,000 customer products; or (c) 2,500 on-line contracts 2. Further 16,257,600 shares upon the Company's 5 day VWAP exceeding A\$0.80 and achieving one of the below <ol style="list-style-type: none"> (a) Consolidated revenue of \$10 million from the WhiteHawk US business; or (b) 2,000 customer products; or (c) 5,000 on-line contracts
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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?	-
If prior written clearance was provided, on what date was this provided?	-

⁺ See chapter 19 for defined terms.