



WHL Energy Ltd

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29 June 2015

Mr James Rowe
Manager Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Sir

WHL Energy Limited (the "Company") - ASX AWARE QUERY

We refer to your letter dated 25 June 2015.

In response to the questions raised, we respond as follows:

- 1. Does the Entity consider the information (or any part thereof) that the Company entered into a A\$500,000 secured short term loan in April 2015 to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

No.

At the time of entering into the short term loan agreement, the Managing Director, Mr David Rowbottam, in consultation with the Chairman of the Company, evaluated the information in relation to the short term loan and formed the view that it was not information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Accordingly, the Company did not disclose details of the loan arrangement as a price sensitive announcement at the time, although the Company did note the existence of the short term loan in subsequent announcements on 13 April and 30 April, 2015.

2. If the answer to question 1 is “no”, please advise the basis for that view.

The basis for this view was that:

- the loan was a short term loan which was to be repaid from the proceeds of the convertible loan facility arranged through Magna Equities II LLC and through the proceeds anticipated from ongoing farm out negotiations (akin to a ‘bridging loan’);
- at the time of entering into that short term loan, the Company had in place an executed term sheet for the provision of the convertible loan facility arranged through Magna Equities II LLC and was in the process of concluding formal binding documentation in respect of that loan. Accordingly, the belief of the Managing Director was that those funds would be available to the Company in a relatively short period of time and would be used to repay the short term loan; and
- given the short term nature of the borrowings and the amount of the loan, which the Managing Director did not consider to be material at that time.

3. If the answer to question 1 is “yes”, when did the Entity first become aware of the A\$500,000 secured short term loan in April 2015?

N/A

4. If the answer to question 1 is “yes” and the Entity first became aware of the A\$500,000 secured short term loan in April 2015 before the release of the quarterly activities report dated 30 April 2015, did the Entity make any announcement prior to 30 April 2015 regarding the A\$500,000 secured short term loan? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.

N/A

5. Does the Entity consider the information that the A\$500,000 short term loan was secured over the Company’s interests in VIC/P67 and the Seychelles exploration blocks, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

No.

6. If the answer to question 5 is “no”, please advise the basis for that view.

The Company has a history of providing security for loans. Given the relatively small amount of the short term loan, the short time period expected before the Company would repay the loan and the security would be discharged and the belief that replacement facilities or access to other funds were available in the near term, neither the existence of the loan nor the security was considered to be information that a reasonable person would expect to have a material effect on the price or value of the Company’s securities.

7. If the answer to question 5 is "yes", when did the Entity first become aware that the A\$500,000 short term loan was secured over the Company's interests in VIC/P67 and the Seychelles exploration blocks?

N/A

8. If the answer to question 5 is "yes" and the Entity first became aware that the A\$500,000 short term loan was secured over the Company's interests in VIC/P67 and the Seychelles exploration blocks before the release of the Notice of Meeting on 24 June 2015, did the Entity make any announcement about the security prior to 24 June 2015? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.

N/A

9. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Company confirms it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

If you have any queries or would like further information, please do not hesitate to contact the Company Secretary.

Yours faithfully



Stuart Brown
Chairman



25 June 2015

Mr Ian Hobson
Company Secretary
WHL Energy Limited

Dear Ian

WHL Energy Limited (the "Entity") - ASX aware query

ASX Limited ("ASX") refers to the following:

1. The Entity's quarterly activities report released to ASX on 30 April 2015, and in particular the statement that:
A further short term facility of \$A0.500m was entered into in preparation for the potential payment of a deposit and initial costs surrounding the Business Development opportunity.
2. The Entity's quarterly cash flow report released to ASX on 30 April 2015, and in particular the cash at end of quarter being \$4,495,000
3. The Entity's section 708A Notice released to ASX on 13 April 2015, and in particular the statement that:
3 as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.
4. The Entity's section 708A Notice released to ASX on 19 May 2015, and in particular the statement that:
3 as at the date of this notice there is no "excluded information" (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.
5. The Entity's Notice of Meeting released to ASX on 25 June 2015, and in particular the statements that:
As it was apparent that there was little appetite from existing shareholders to fund the Company's ongoing working capital requirements, the Company entered into a A\$500,000 secured short term loan with Mr Robert Richter QC in April 2015 (the Richter Loan) to provide funding flexibility while the Company pursued longer term financing arrangements, a farmout of the Seychelles asset and other business development opportunities. The amounts owing under the Richter Loan were secured over the Company's interests in VIC/P67 and the Seychelles exploration blocks.

The Company expected to repay the Richter Loan in full prior to its scheduled repayment date of 31 May 2015 from the proceeds of the convertible loan facility entered into with Magna Equities II, LLC (Magna) (ASX announcement dated 13 May 2015) and through any potential proceeds anticipated from the ongoing farm-out negotiations.

While the facility with Magna did provide some short term funding and the ability to access the longer term financing required, it was not possible to secure immediate funds, from drawdown under the facility, to enable the Company to repay the Richter Loan. Furthermore, the anticipated farmout campaigns could not be concluded within the required timeframe to provide the Company with any additional funding with which to ensure repayment of the Richter Loan.

Accordingly, the Company was placed in a position where immediate and decisive action was required to raise sufficient funds to repay the Richter Loan and preserve the assets of the Company for the benefit of all Shareholders.

6. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
7. The definition of "aware" in Chapter 19 of the Listing Rules. This definition states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information"*.

8. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed."

9. ASX's policy position on the concept of "confidentiality" which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "Listing Rule 3.1A.2 – the requirement for information to be confidential"*. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does the Entity consider the information (or any part thereof) that the Company entered into a A\$500,000 secured short term loan in April 2015 to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

2. If the answer to question 1 is “no”, please advise the basis for that view.
3. If the answer to question 1 is “yes”, when did the Entity first become aware of the A\$500,000 secured short term loan in April 2015?
4. If the answer to question 1 is “yes” and the Entity first became aware of the A\$500,000 secured short term loan in April 2015 before the release of the quarterly activities report dated 30 April 2015, did the Entity make any announcement prior to 30 April 2015 regarding the A\$500,000 secured short term loan? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
5. Does the Entity consider the information that the A\$500,000 short term loan was secured over the Company's interests in VIC/P67 and the Seychelles exploration blocks, to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
6. If the answer to question 5 is “no”, please advise the basis for that view.
7. If the answer to question 5 is “yes”, when did the Entity first become aware that the A\$500,000 short term loan was secured over the Company's interests in VIC/P67 and the Seychelles exploration blocks?
8. If the answer to question 5 is “yes” and the Entity first became aware that the A\$500,000 short term loan was secured over the Company's interests in VIC/P67 and the Seychelles exploration blocks before the release of the Notice of Meeting on 24 June 2015, did the Entity make any announcement about the security prior to 24 June 2015? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
9. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **8.00 am (WST) on Tuesday, 30 June 2015**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Entity's securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Entity's obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at james.rowe@asx.com.au and tradinghaltspert@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rule 3.1

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in the Entity's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

James Rowe
Manager Listings Compliance (Perth)