



white energy company limited

ABN 62 071 527 083

NOTICE OF ANNUAL GENERAL MEETING 2015

TIME: 10.00AM (AEDT)

DATE: FRIDAY 6 NOVEMBER 2015

PLACE: PORTSIDE CENTRE, ROOM 4, LEVEL 5, "SYMANTEC HOUSE"
207 KENT STREET SYDNEY NSW 2000

LETTER TO SHAREHOLDERS

16 September 2015

Dear Shareholder

Annual General Meeting

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting (AGM) of White Energy Company Limited. This will be held at 10.00am (AEDT) on 6 November 2015 at:

PORTSIDE CENTRE
ROOM 4
LEVEL 5
SYMANTEC HOUSE
207 KENT STREET
SYDNEY NSW 2000

Enclosed are the following documents:

- Notice of Meeting and Explanatory Statement;
- Proxy Form for the AGM; and
- Annual Report for the year ended 30 June 2015, for those Shareholders who have requested a printed copy.

If you are unable to attend the Meeting, I encourage you to appoint a proxy, by following the instructions on page 3 of the Notice of Meeting. 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 06 of the Notice.

Important Notice 2015 Annual Report

Shareholders are reminded that the 2015 Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. The 2015 Annual Report can be viewed on the Company's website at www.whiteenergyco.com

We look forward to seeing you at the AGM.

Yours faithfully



TRAVERS DUNCAN
Chairman

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white energy company limited



Level 9, 20 Hunter Street, SYDNEY NSW 2000
TEL +61 2 9959 0000 | FAX +61 2 9959 0099

EMAIL info@whiteenergyco.com
WEB www.whiteenergyco.com
ABN 62 071 527 083

NOTICE OF ANNUAL GENERAL MEETING

TIME	10.00am (AEDT)
DATE	Friday, 6 November 2015
PLACE	Portside Centre Room 4 Level 5 Symantec House 207 Kent Street Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the AGM affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the AGM on the date and at the place set out above.

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.

To appoint a proxy online, either log onto www.investorvote.com.au using the control number shown on the front of the enclosed proxy form, or scan the QR code on the front of the proxy form.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to Computershare Investor Services GPO Box 242, Melbourne VIC 3001; or
- (b) by fax to Computershare Investor Services at (+61 3) 9473 2555.

The deadline for receipt of proxy appointments is 10.00am (AEDT) on 4 November 2015.

Proxy appointments received later than this time will be invalid.

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 <http://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 <https://www-au.computershare.com/Investor/help/PrintableForms>.

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 06.

NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

Notice is given that the AGM of Shareholders of White Energy Company Limited will be held at Portside Centre, Room 4, Level 5, Symantec House, 207 Kent Street, Sydney, NSW, 2000, at 10.00am (AEDT) on 6 November 2015. Registration will open at 9.30am (AEDT).

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.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 4 November 2015.

AGENDA

ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as an Ordinary Resolution (Resolution 1) and a non-binding Ordinary Resolution (Resolution 2):

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR. TERENCE CRAWFORD

"That Mr. Terence Crawford be re-elected as a Director of the Company."

2. RESOLUTION 2 – ADOPTION OF THE REMUNERATION REPORT

"To adopt the White Energy Remuneration Report for the year ended 30 June 2015."

Dated: 16 September 2015

By order of the Board



WHITE ENERGY COMPANY LIMITED

DAVID FRANKS
Company Secretary

Voting Exclusion Statement:

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 07.

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 Resolution 2).

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 Resolution 2. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 2.

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 Resolution 2 (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 Resolution 2 (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).

The Company will disregard votes cast on Resolution 2 by the persons detailed in the table below.

RESOLUTION	VOTING EXCLUSIONS
Resolution 2 – 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 2015, 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 2 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).

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 AGM to be held on 6 November 2015 at 10.00am (AEDT).

This 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 2015, 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 AGM 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 AGM.

Please note that all written questions must be received at least five business days before the AGM, that is by 30 October 2015.

2. RE-ELECTION OF DIRECTORS

Clause 8.1 (c) of the Constitution requires that a person appointed as 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.

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 last re-elected by shareholders at the following AGMs:

2013 : Mr Hans Mende, Mr Terence Crawford and Mr Travers Duncan.

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

Therefore under Clause 8.1(d) of the Constitution, no director is due for election under the noted time period.

However 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).

RESOLUTION 1 – MR. TERENCE CRAWFORD

Mr Crawford will retire and seeks re-election in accordance with clause 8.1(f) of the Constitution, having voluntarily offered to stand for re-election.

BRIEF CURRICULUM VITAE OF MR. TERENCE CRAWFORD - B ECON LL.B
Independent Non-Executive Director.

EXPERIENCE AND EXPERTISE

Mr. Crawford joined the Board of White Energy on 11 June 2013.

Mr. Crawford has extensive experience in financial and commercial matters honed over 25 years in banking, investment banking and corporate advisory, including working in senior positions with three international banks. He is an experienced director of several public and private company boards and brings financial and legal experience to the Board of White Energy.

CURRENT DIRECTORSHIPS OF OTHER LISTED COMPANIES

None

FORMER DIRECTORSHIPS OF OTHER LISTED COMPANIES IN THE LAST THREE YEARS

None

SPECIAL RESPONSIBILITIES

Member of the Remuneration Committee from 16 August 2013.

BOARD RECOMMENDATION

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

EXPLANATORY STATEMENT

CONTINUED

3. RESOLUTION 2 – 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 2 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 2 are against the adoption of the Remuneration Report then:

- if comments are made on the Remuneration Report at the Meeting, White Energy's 2016 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 2016 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 2014 AGM, the adoption of the Remuneration Report was carried with in excess of 75% votes in favour of the Remuneration Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the AGM 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.

4. 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
Franks & Associates Pty Limited
GPO Box 4325,
Sydney, NSW 2001

Tel: (+61 2) 9299 9690
Fax: (+61 2) 9299 9629
Email: dfranks@fa.com.au

GLOSSARY

AEDT means Australian Eastern Daylight Time, Sydney, New South Wales.

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 the ASX.

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

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.

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.

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.

White Energy Group means White Energy and its controlled entities.





white energy company limited
ABN 62 071 527 083

LEVEL 9, 20 HUNTER STREET SYDNEY NSW 2000 | TEL: +61 2 9959 0000 | FAX: +61 2 9959 0099
EMAIL: info@whiteenergyco.com | WEB: www.whiteenergyco.com | ABN 62 071 527 083



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

000001 000 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 10:00am (AEDT) on Wednesday, 4 November 2015

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 Portside Centre, Room 4, Level 5, 207 Kent Street, Sydney NSW 2000 on Friday, 6 November 2015 at 10:00am (AEDT) 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 2 (except where I/we have indicated a different voting intention below) even though Item 2 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 2 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.

ORDINARY RESOLUTIONS

		For	Against	Abstain
1	Re-election of Director - Mr Terence Crawford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Adoption of the Remuneration Report	<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

WEC

203924A

Computershare +