

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

WHL ENERGY LIMITED

ABN

25 113 326 524

Quarter ended ("current quarter")

31 March 2011

Consolidated statement of cash flows

		Current quarter	Year to date (9 months)
		\$A'000	\$A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	25	122
1.2	Payments for (a) exploration & evaluation	(446)	(1,121)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(606)	(1,215)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	21	29
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other -	-	-
	Net Operating Cash Flows	(1,006)	(2,185)
Cash flows related to investing activities			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	(28)	(37)
	(c) other fixed assets	(19)	(19)
1.9	Proceeds from sale of: (a) prospects	-	36
	(b) equity investments	128	128
	(c) other fixed assets	-	-
1.10	Loans to other entities	(1,517)	(4,872)
1.11	Loans repaid by other entities	-	1
1.12	Other (provide details if material)	-	-
	Net investing cash flows	(1,436)	(4,763)
1.13	Total operating and investing cash flows	(2,442)	(6,948)
Cash flows related to financing activities			
1.14	Proceeds from issues of shares, options, etc.	610	8,140
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	(6)	(27)
1.18	Dividends paid	-	-
1.19	Share issue costs	(232)	(557)
	Net financing cash flows	372	7,556
	Net increase (decrease) in cash held	(2,070)	608
1.20	Cash at beginning of quarter/year to date	2,829	154
1.21	Exchange rate adjustments to item 1.20	(2)	(5)
1.22	Cash at end of quarter	757	757

*+ See chapter 19 for defined terms.

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Payments to directors of the entity and associates of the directors
Payments to related entities of the entity and associates of the related entities

		Current quarter
		\$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	100
1.24	Aggregate amount of loans to the parties included in item 1.10	1,517

1.25 Explanation necessary for an understanding of the transactions

Payments to Executive Directors and Non- Executive Directors. The breakdown of the amount is as follows:

	Amount \$A'000
Directors Fees - Non Executive	10
Salary- Executive Director	45
Superannuation	8
	63
Fees to associates of Non-Executives	37

Pending the completion of acquisition of Seyco Energy Pty Ltd ("Seyco") the Company advanced \$1,517m for contracted payments for the seismic acquisition program.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Acquisition of all the issued share capital of Seyco was concluded on 28 February 2011. Part of the consideration for the acquisition included the issuing of the following securities to the shareholders of Seyco:

- a) 150,000,000 shares fully paid ordinary shares, half being escrowed for twelve months from the date of issue;
- b) 60,000,000 Class A listed options ranking equally with the existing WHNO class options having an expiry of 30 June 2012 and exercise price of 7.5 cents, and
- c) 250,000,000 Class B options having an expiry of 31 December 2013 and vesting only upon the Company achieving either a Valuated Weighted Average Price on its shares in excess of 10 cents for ten consecutive days or reaching an agreement with a third party to fund at least 50% of the work commitment for two wells currently due before 30 June 2012.

A further contribution of US\$1.25 million was paid by the company in respect of back costs under the terms of the purchase agreement. These funds have been advanced in the previous quarter.

10,000,000 options were issued to Hartleys as the lead broker for nil consideration as part of their appointment. The exercise prices are as follows:

- a) 5,000,000 options exercise price 5 cents, expiry date 30 September 2013, and
- b) 5,000,000 options exercise price 7.5 cents, expiry date 30 September 2013

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

To retain the Steve Bennet Lease in Kansas the Company farmed out to Missouri Gas Partners a 50% working interest in the lease for the full cost of a well. If the well had not been drilled the lease would have expired. The expected costs for the well are approximately US\$8,000.

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$A'000	Amount used \$A'000
3.1	Loan facilities	-	-
3.2	Credit standby arrangements	-	-

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Estimated cash outflows for next quarter

		\$A'000
4.1	Exploration and evaluation	3,600
4.2	Development	-
4.3	Production	-
4.4	Administration	500
	Total	4,100

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

		Current quarter \$A'000	Previous quarter \$A'000
5.1	Cash on hand and at bank	170	148
5.2	Deposits at call	588	2,681
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	757	2,829

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed	Kentucky Gas project	0% working interest	The Kentucky Gas project consisted of a 50% working interest in 2,904 acres with 8 shut-in wells and sundry surface equipment	The project has been abandoned with 6 wells transferred to landowners and two wells in the process of being plugged. Interest now 0%
		Kansas Project-Steve Bennet lease	50% working interest	100%	50%
6.2	Interests in mining tenements acquired or increased	Acquisition of 35 offshore exploration blocks in the Seychelles	See annexure "A" pages 1 to 6	-	100% interest as detailed in Annexure "A" pages 1 to 6 .

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Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference	Nil			
7.2 Changes during quarter				
(a) Increases through	Nil			
(b) Decreases through				
7.3 +Ordinary securities	699,088,386	624,088,386	Not Required	Not Required
7.4 Changes during quarter				
(a) Increases through issues	150,000,000	75,000,000	Part consideration for Seyco acquisition	Part consideration for Seyco acquisition
(b) Decreases through	Nil	Nil		
7.5 +Convertible debt	Nil	Nil		
7.6 Changes during quarter				
(a) Increases through	Nil			
(b) Decreases through				
7.7 Options <i>(description)</i>	39,808,346	39,808,346	Exercise price 7.5 cents	Expiry date 30/06/2012
	1,000,000	-	Exercise price 5.5 cents	Expiry date 31/08/2012
7.8 Issued during quarter	10,000,000	10,000,000	Issue price 0.1 cents.	\$10,000 consideration.
	60,000,000	60,000,000	Exercise price 7.5 cents	Expiry date 30/06/2012
	60,000,000	60,000,000	Issue price 1 cents.	\$600,000 consideration.
	60,000,000	60,000,000	Exercise price 7.5 cents	Expiry date 30/06/2012
	5,000,000		Part consideration for Seyco acquisition.	Part consideration for Seyco acquisition. Expiry date 30/06/2012
	5,000,000		Exercise price 7.5 cents	Expiry date 30/09/2013
	5,000,000		Exercise price 5.0 cents	Expiry date 30/09/2013
	5,000,000		Exercise price 7.5 cents	Expiry date 30/09/2013
	250,000,000		Part consideration for Seyco acquisition.	Part consideration for Seyco acquisition. Expiry date 31/12/2013
	250,000,000		Exercise price 0.01 cents	
7.9 Exercised during	Nil			
7.10 Expired during quarter	Nil			
7.11 Debentures <i>(totals only)</i>	Nil			
7.12 Unsecured notes <i>(totals only)</i>	Nil			

*+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:



Date: 29 April 2011

(Chief Executive Officer)

Print name: David Rowbottam

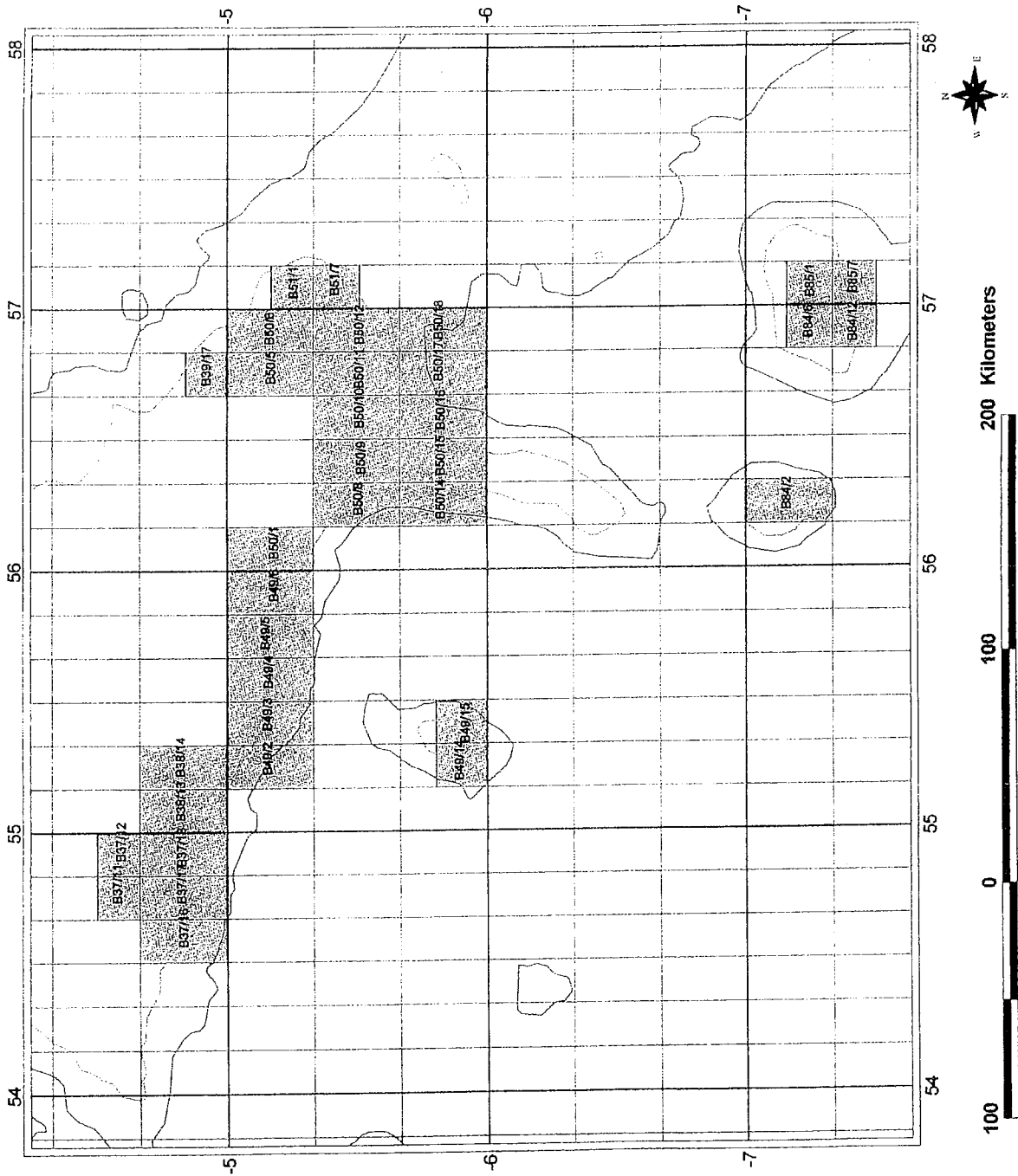
Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

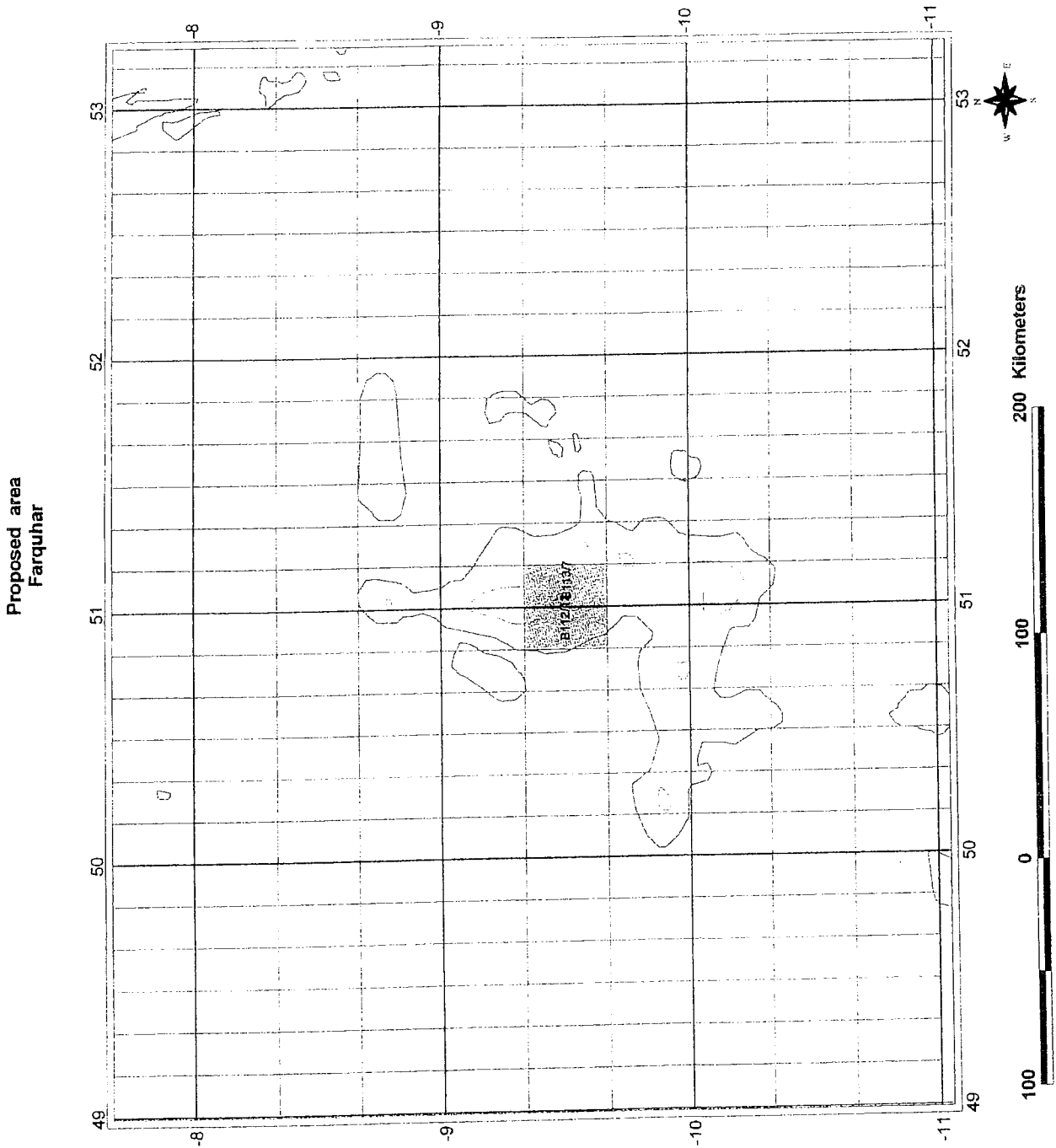
First Schedule

Description of Scheduled Lands

Proposed area Seychelles Plateau, Coetivy, Platte and Fortune Bank



This is the Annexure marked "A" referred to in the Appendix 5B – Mining exploration entity quarterly report dated 29 April 2011. Page 2 of 6



This is the Annexure marked "A" referred to in the Appendix 5B – Mining exploration entity quarterly report dated 29 April 2011. Page 3 of 6

Description of Proposed Area

Block Number	Area	Coordinates	
37/11(part)	340.1	1.	4 30 00 S 54 40 00 E
		2.	4 30 00 S 54 50 00 E
		3.	4 40 00 S 54 40 00 E
		4.	4 40 00 S 54 50 00 E
37/12(part)	340.1	1.	4 30 00 S 54 50 00 E
		2.	4 30 00 S 55 00 00 E
		3.	4 40 00 S 54 50 00 E
		4.	4 40 00 S 55 50 00 E
37/16	680.2	1.	4 40 00 S 54 30 00 E
		2.	4 40 00 S 54 40 00 E
		3.	5 00 00 S 54 30 00 E
		4.	5 00 00 S 54 40 00 E
37/17	680.2	1.	4 40 00 S 54 40 00 E
		2.	4 40 00 S 54 50 00 E
		3.	5 00 00 S 54 40 00 E
		4.	5 00 00 S 54 50 00 E
37/18	680.2	1.	4 40 00 S 54 50 00 E
		2.	4 40 00 S 55 00 00 E
		3.	5 00 00 S 54 50 00 E
		4.	5 00 00 S 55 00 00 E
38/13	680.2	1.	4 40 00 S 55 00 00 E
		2.	4 40 00 S 55 10 00 E
		3.	5 00 00 S 55 00 00 E
		4.	5 00 00 S 55 10 00 E
38/14	680.2	1.	4 40 00 S 55 10 00 E
		2.	4 40 00 S 55 20 00 E
		3.	5 00 00 S 55 10 00 E
		4.	5 00 00 S 55 20 00 E
39/17(part)	340.1	1.	4 50 00 S 56 40 00 E
		2.	4 50 00 S 56 50 00 E
		3.	5 00 00 S 56 40 00 E
		4.	5 00 00 S 56 50 00 E
49/2	680.2	1.	5 00 00 S 55 10 00 E
		2.	5 00 00 S 55 20 00 E

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		3.	5 20 00 S	55 10 00 E
		4.	5 20 00 S	55 20 00 E
49/3	680.2	1.	5 00 00 S	55 20 00 E
		2.	5 00 00 S	55 30 00 E
		3.	5 20 00 S	55 20 00 E
		4.	5 20 00 S	55 30 00 E
49/4	680.2	1.	5 00 00 S	55 30 00 E
		2.	5 00 00 S	55 40 00 E
		3.	5 20 00 S	55 30 00 E
		4.	5 20 00 S	55 40 00 E
49/5	680.2	1.	5 00 00 S	55 40 00 E
		2.	5 00 00 S	55 50 00 E
		3.	5 20 00 S	55 40 00 E
		4.	5 20 00 S	55 50 00 E
49/6	680.2	1.	5 00 00 S	55 50 00 E
		2.	5 00 00 S	56 00 00 E
		3.	5 20 00 S	55 50 00 E
		4.	5 20 00 S	56 00 00 E
49/14(part)	340.1	1.	5 50 00 S	55 10 00 E
		2.	5 50 00 S	55 20 00 E
		3.	6 00 00 S	55 10 00 E
		4.	6 00 00 S	55 20 00 E
49/15(part)	340.1	1.	5 50 00 S	55 20 00 E
		2.	5 50 00 S	55 30 00 E
		3.	6 00 00 S	55 20 00 E
		4.	6 00 00 S	55 30 00 E
50/1	680.2	1.	5 00 00 S	56 00 00 E
		2.	5 00 00 S	56 10 00 E
		3.	5 20 00 S	56 00 00 E
		4.	5 20 00 S	56 10 00 E
50/5	680.2	1.	5 00 00 S	56 40 00 E
		2.	5 00 00 S	56 50 00 E
		3.	5 20 00 S	56 40 00 E
		4.	5 20 00 S	56 50 00 E
50/6	680.2	1.	5 00 00 S	56 50 00 E
		2.	5 00 00 S	57 00 00 E
		3.	5 20 00 S	56 50 00 E

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		4.	5 20 00 S	57 00 00 E
50/8	680.2	1.	5 20 00 S	56 10 00 E
		2.	5 20 00 S	56 20 00 E
		3.	5 40 00 S	56 10 00 E
		4.	5 40 00 S	56 20 00 E
50/9	680.2	1.	5 20 00 S	56 20 00 E
		2.	5 20 00 S	56 30 00 E
		3.	5 40 00 S	56 20 00 E
		4.	5 40 00 S	56 30 00 E
50/10	680.2	1.	5 20 00 S	56 30 00 E
		2.	5 20 00 S	56 40 00 E
		3.	5 40 00 S	56 30 00 E
		4.	5 40 00 S	56 40 00 E
50/11	680.2	1.	5 20 00 S	56 40 00 E
		2.	5 20 00 S	56 50 00 E
		3.	5 40 00 S	56 40 00 E
		4.	5 40 00 S	56 50 00 E
50/12	680.2	1.	5 20 00 S	56 50 00 E
		2.	5 20 00 S	57 00 00 E
		3.	5 40 00 S	56 50 00 E
		4.	5 40 00 S	57 00 00 E
50/14	680.2	1.	5 40 00 S	56 10 00 E
		2.	5 40 00 S	56 20 00 E
		3.	6 00 00 S	56 10 00 E
		4.	6 00 00 S	56 20 00 E
50/15	680.2	1.	5 40 00 S	56 20 00 E
		2.	5 40 00 S	56 30 00 E
		3.	6 00 00 S	56 20 00 E
		4.	6 00 00 S	56 30 00 E
50/16	680.2	1.	5 40 00 S	56 30 00 E
		2.	5 40 00 S	56 40 00 E
		3.	6 00 00 S	56 30 00 E
		4.	6 00 00 S	56 40 00 E
50/17	680.2	1.	5 40 00 S	56 40 00 E
		2.	5 40 00 S	56 50 00 E
		3.	6 00 00 S	56 40 00 E
		4.	6 00 00 S	56 50 00 E

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50/18	680.2	1.	5 40 00 S	56 50 00 E
		2.	5 40 00 S	57 00 00 E
		3.	6 00 00 S	56 50 00 E
		4.	6 00 00 S	57 00 00 E
84/2	680.2	1.	7 00 00 S	56 10 00 E
		2.	7 00 00 S	56 20 00 E
		3.	7 20 00 S	56 10 00 E
		4.	7 20 00 S	56 20 00 E
84/6(part)	340.1	1.	7 10 00 S	56 50 00 E
		2.	7 10 00 S	57 00 00 E
		3.	7 20 00 S	56 50 00 E
		4.	7 20 00 S	57 00 00 E
84/12(part)	340.1	1.	7 20 00 S	56 50 00 E
		2.	7 20 00 S	57 00 00 E
		3.	7 30 00 S	56 50 00 E
		4.	7 30 00 S	57 00 00 E
85/1(part)	340.1	1.	7 10 00 S	57 00 00 E
		2.	7 10 00 S	57 10 00 E
		3.	7 20 00 S	57 00 00 E
		4.	7 20 00 S	57 10 00 E
85/7(part)	340.1	1.	7 20 00 S	57 00 00 E
		2.	7 20 00 S	57 10 00 E
		3.	7 30 00 S	57 00 00 E
		4.	7 30 00 S	57 10 00 E
112/12	680.2	1.	9 20 00 S	50 50 00 E
		2.	9 20 00 S	51 00 00 E
		3.	9 40 00 S	50 50 00 E
		4.	9 40 00 S	51 00 00 E
113/7	680.2	1.	9 20 00 S	51 00 00 E
		2.	9 20 00 S	51 10 00 E
		3.	9 40 00 S	51 00 00 E
		4.	9 40 00 S	51 10 00 E