



# Western Plains Gold Ltd

ABN 51 109 426 502

## NOTICE OF 2005 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first Annual General Meeting of the members of Western Plains Gold Ltd (the "Company") will be held in the Glenmore Room, The Occidental Hotel, 43 York Street, Sydney on Tuesday, 15 November 2005 commencing at 4:30pm.

### ORDINARY BUSINESS

- 1. To receive the accounts**  
To receive the Reports of the Directors and Auditors, and the Financial Report for the period ended 30 June 2005.
- 2. To elect a Director**  
Mr R H Duffin retires as a Director pursuant to the Company's constitution and, being eligible, offers himself for re-election.
- 3. Adoption of Remuneration Report**  
To adopt the Remuneration Report for the financial period ended 30 June 2005.
- 4. Ratification of an issue of options**  
To consider and, if thought fit, to pass the following ordinary resolution:  
  
That, for the purposes of Listing Rule 7.5 of the Australian Stock Exchange Listing Rules and for all other purposes, the issue of 2,500,000 options over fully paid ordinary shares in the capital of the Company, which occurred on Friday 16 September 2005 in accordance with the attached Explanatory Statement, be approved.
- 5. To transact any other business brought forward in accordance with the Company's constitution.**

Further information in relation to these resolutions is set out in the Explanatory Notes below.

### PROXIES

To be effective, proxy forms must be received by the Company at its registered office at least 48 hours before the time for holding the meeting.

**Hand Delivery:**

Level 11, Kyle House  
27-31 Macquarie Place  
Sydney, NSW, 2000

**By Mail:**

PO Box N239  
Grosvenor Place, NSW, 1220

**By Facsimile:** (02) 9247 3434

A member entitled to attend and vote is entitled to appoint not more than two persons as his/her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a proxy form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated at Sydney this 4th day of October 2005.

### BY ORDER OF THE BOARD

**Heath L Roberts**  
Company Secretary

## EXPLANATORY NOTES

These explanatory notes set out information in connection with the business to be considered at the Western Plains Gold Ltd 2005 Annual General Meeting.

### ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

#### Resolution 1

##### Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the period ended 30 June 2005.

#### Resolution 2

##### Election of Director - Mr R H Duffin

Mr R H Duffin was originally appointed a Director of the Company in June 2004. Under the Company's constitution, Mr R H Duffin retires by rotation, and being eligible, wishes to stand for re-election.

Mr Duffin is a company director and consultant to the mining industry, with over 30 years experience in resource exploration and project assessment, including over 15 years experience in mining investment analysis, project valuations and assessments of fair value of securities. He is currently a director of Centennial Coal Limited.

#### Resolution 3

##### Adoption of Remuneration Report

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) ('CLERP 9') requires that a resolution be put to the members to adopt the remuneration report as disclosed in the directors' report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the remuneration report during the meeting.

#### Resolution 4

##### Ratification of an issue of options

On 16 September 2005, the Company issued 2,500,000 options over fully paid ordinary shares to three groups which will assist the Company by providing corporate advisory services over the coming year.

Members approval of the option issue is now sought. In accordance with Australian Stock

Exchange Listing Rule 7.5, the following information is provided for member's consideration.

- The number of securities (options) the Company issued was 2,500,000.
- The options were issued on 16 September 2005, expire (unless otherwise exercised) on 16 September 2008 and have an exercise price of 30 cents per option.
- The options were issued at no monetary cost, however are in consideration for future corporate advisory services as outlined above.
- The options were issued to Taycol Nominees (1,000,000), Golden Spider (1,000,000) and Kinetic Investment Co (500,000).
- The options will not be quoted on ASX and are transferable with the consent of the Board. The primary terms of the options are as set out above; otherwise the options are subject to terms consistent with the ASX Listing Rules in the case of reconstructions, bonus issues and rights issues.

If shareholders of the Company approve issue of the options pursuant to this Resolution 4, the options will not count towards the 15% limit in respect of issues of equity securities which the Directors of the Company may undertake without shareholder approval in a 12 month period under Australian Stock Exchange Listing Rule 7.1.

#### Voting Exclusion

The Company will disregard any votes cast on resolution 4 on the basis set out below by Taycol Nominees, Golden Spider, Kinetic Investment Co, or any associates of those companies.

The Company need not, however, disregard any vote if:

- It is cast by a person, as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the Chairman of the meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chairman decides.