



# Western Plains Resources Ltd

ABN 51 109 426 502

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Web [www.westernplainsresources.com.au](http://www.westernplainsresources.com.au)

18 June 2009

Company Announcements Office  
ASX Limited  
Exchange Centre  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

## **\$5.60 million Fund Raising**

Western Plains Resources Ltd (WPG) is pleased to announce a two stage fund raising initiative comprising:

- A private placement of 12,183,332 shares at a price of \$0.30 per share to raise \$3.65 million (the Placement); and
- A one (1) for twelve (12) non-renounceable rights issue to existing shareholders at a price of \$0.25 per share (the Rights Issue). The issue price of the Rights Issue shares has been set deliberately so that shareholders can obtain new shares at the same price as shares to be placed with WISCO – see the Company's ASX announcement of 12 June 2009. The Rights Issue, if fully subscribed, will raise approximately \$1.95 million and result in the issue of 7,796,099 new WPG shares. Shareholders who take up the Placement will be entitled to participate in the Rights Issue.

The Placement has been completed, with the balance of application funds expected by the end of the week. The Placement shares will be issued early next week.

It is anticipated that the Rights Issue will be underwritten. In the event it is not, Directors reserve the right to place any shortfall from the Rights Issue. Shareholders registered as at 5.00pm AEST on Monday 29 June 2009 (the Record Date) will be entitled to participate in the Rights Issue.

*Attached* are the following documents:

An Appendix 3B with respect to the Placement.

An Appendix 3B with respect to the Rights Issue.

### Proposed Use of Funds

The funds raised by the Placement and Rights Issue will be used for general working capital, including completion of permitting for development of the Company's advanced stage Peculiar Knob and Buzzard iron ore projects in South Australia and accelerated exploration of the Commonwealth Hill, Mt Brady and Windy Valley Projects. Additionally, the Company is making provision for the potential requirement to contribute funding for advancement of the proposed Port Bonython bulk commodities export facility.

It is anticipated that the Rights Issue offer documentation will be dispatched to all eligible shareholders, together with an entitlement and acceptance form, on or about 30 June 2009.

It is proposed to call a shareholders meeting shortly to ratify the Placement and seek pre-approval of other proposed issues, including the issues of shares to WISCO referred to in the Company's announcement of 12 June 2009.

Yours sincerely

**Western Plains Resources Ltd**

A handwritten signature in black ink, appearing to read 'HR', is written over a light grey rectangular background.

**Heath Roberts**

Executive Director / Company Secretary

## Appendix 3B – Placement

### New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Western Plains Resources Ltd

ABN

51 109 426 502

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Fully paid ordinary shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 12,183,332 fully paid ordinary shares   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The shares are issued pursuant to a private placement at a price of \$0.30 per share. |

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The shares rank equally with WPG fully paid ordinary shares coded WPG.</p>																								
<p>5 Issue price or consideration</p>	<p>\$0.30</p>																								
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The shares are issued pursuant to a private placement at a price of \$0.30 per share. The funds raised for the issue shall be used for the purposes set out in the covering letter.</p>																								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>22 June 2009</p>																								
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**Appendix 3B**  
**New issue announcement**

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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Full participation in any future dividends once exercised.

**Part 2 - Bonus issue or pro rata issue**

Questions 11 to 33

Not applicable

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1 (except the Options)

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities NOT APPLICABLE**

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

Questions 38 to 42

Not applicable

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+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: **Heath L Roberts**  
(Director/Company Secretary)

Date: 18 June 2009

Print name: Heath L Roberts

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## Appendix 3B – Rights Issue

### New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Western Plains Resources Ltd

ABN

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| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The shares will be issued pursuant to a rights issue at a price of \$0.25 per share. |

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**Appendix 3B**  
**New issue announcement**

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**Appendix 3B**  
**New issue announcement**

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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

**Part 2 - Bonus issue or pro rata issue**

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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20	Names of any underwriters	Not determined
21	Amount of any underwriting fee or commission	Not determined
22	Names of any brokers to the issue	Not determined
23	Fee or commission payable to the broker to the issue	Not determined
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not determined
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	30 June 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	19 June 2009
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities NOT APPLICABLE**

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- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
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100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- Questions 38 to 42

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**Appendix 3B**  
**New issue announcement**

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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: **Heath L Roberts**  
(Director/Company Secretary)

Date: 18 June 2009

Print name: Heath L Roberts

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