



# ASX and Media Release

## WPG raises \$85 million in new equity to finalise funding of Peculiar Knob mine

WPG Resources Ltd (ASX:WPG) is pleased to advise that it has raised \$85 million in new equity, which will be used to complete the funding for the development of the Company's flagship Peculiar Knob direct shipping iron ore project south of Coober Pedy in South Australia and for general working capital purposes. Part of the equity issue is subject to shareholder approval, as set out below.

The equity raising is to be completed in two components:

- a placement of approximately 110.3 million ordinary shares to sophisticated and professional investors to raise approximately \$75 million at an issue price of \$0.68 per share; and
- a non renounceable rights issue of approximately 14.0 million shares to be issued on a 1 for 10 basis to raise approximately \$10 million at an issue price of \$0.68 per share.

The placement, which was oversubscribed, is being conducted in two tranches:

- approximately 18.3 million ordinary shares, being approximately 15% of the Company's ordinary shares on issue; and
- approximately 92.0 million ordinary shares, which is subject to shareholder approval.

The record date for the rights issue is 30 November 2010. Shares issued in the first tranche of the placement will be entitled to participate in the rights issue but shares issued in the second tranche of the placement will not.

A copy of the Appendix 3B for the equity raising is attached.

A shareholder meeting to consider and approve the second tranche of the placement will be held on 22 December 2010. Copies of the Notice of Meeting and Explanatory Statement and the Proxy Form for this shareholder meeting are attached.

**22 November 2010**



ABN 51 109 426 502  
Level 9, Kyle House  
27-31 Macquarie Place  
Sydney NSW 2000  
Telephone (+612) 9251 1044  
Facsimile (+612) 9247 3434  
info@wpgresources.com.au  
www.wpgresources.com.au

Austock Securities Limited and Veritas Securities Limited have been appointed as joint lead managers for the placement, and underwriters of the rights issue.

A letter will be sent to shareholders on 23 November 2010 that summarises the rights issue. The rights issue offer document will be dispatched to shareholders on or about 1 December 2010. Shareholders will have the ability to apply for more shares than their pro-rata entitlement, as part of a top-up facility.

WPG announced on 19 November 2010 that it and Deutsche Bank had signed a commitment letter in respect of the US\$120 million funding facilities for the development of the Peculiar Knob project for which Deutsche Bank was mandated in October 2010.

In doing so Deutsche Bank confirmed that it has received credit approval to progress with the transaction. There are however still a number of conditions precedent to be satisfied before the funding can be drawn, as referred to in WPG's 25 October 2010 ASX announcement, and including a condition that WPG receive a minimum of \$70 million cash either through an issuance of equity or subordinated unsecured convertible notes or unsecured equity-linked instruments (on terms to be agreed and acceptable to Deutsche Bank) on or prior to 28 February 2011, to be used to fund the Peculiar Knob project.

WPG lodged the development application (DA) for its proposed capital works at Port Pirie on 5 November 2010, and lodged the project's mining and rehabilitation program (MARP) on 16 November 2010. Both of these documents are now being assessed by State Government agencies. Approval of the DA and MARP are the last major permits required before the project can be brought into production.

To the best of WPG's knowledge, Peculiar Knob is the highest grade undeveloped DSO iron ore project in Australia, with the lowest level of the key impurities alumina and phosphorus.

WPG intends to take the decision to put the project into production this year, with operations to commence before the end of 2011. Sales totalling 3.3 million tonnes per annum of high grade iron ore fines are scheduled to commence soon after mining of ore begins. The product will be exported through Port Pirie.

#### **Further Information**

*For further information please contact Bob Duffin, WPG's Executive Chairman on 02 9247 3232 or 0412 234 684 or Heath Roberts, Executive Director and General Counsel on 02 9247 7359 or 0419 473 925.*

# Appendix 3B

## PLACEMENT AND 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

WPG 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  | PLACEMENT TRANCHE 1:<br>18,253,765 fully paid ordinary shares<br>RIGHTS ISSUE:<br>13,994,553 fully paid ordinary shares<br>PLACEMENT TRANCHE 2:<br>92,040,353 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) | All shares issued pursuant to the Placement Tranche 1, the Rights Issue and the Placement Tranche 2 are or will be on issue fully paid ordinary shares.                                  |

+ 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>All shares issued pursuant to the Placement Tranche 1, the Rights Issue and the Placement Tranche 2 will rank equally with WPG fully paid ordinary shares trading on the ASX and coded WPG.</p>   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
|--|--|--------|--------|--------------------|--------------------------------|---------|----------------------------------|-----------|----------------------------------|---------|---------------------------------|-----------|----------------------------------|---------|----------------------------------|---------|---------------------------------|-----------|------------------------------------|
| <p>5 Issue price or consideration</p>  | <p><b>\$0.68 per share</b></p>   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| <p>6 Purpose of the issue<br/>         (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p>The shares are issued pursuant to a two tranche placement and a rights issue, all at a price of <b>\$0.68</b> per share. The funds raised from the issues 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>TRANCHE 1: 26 November 2010 (anticipated)<br/>         RIGHTS ISSUE: 22 December 2010 (anticipated)<br/>         TRANCHE 2: 23 December 2010 (anticipated)</p>  |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| <p>8 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>  | <table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td><b>245,980,438</b></td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>  | Number | +Class | <b>245,980,438</b> | Fully paid ordinary shares     |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| Number   | +Class   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| <b>245,980,438</b>   | Fully paid ordinary shares   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| <p>9 Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>  | <table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>850,000</td> <td>\$0.73 options expire 5 Mar 11</td> </tr> <tr> <td>500,000</td> <td>\$0.387 options expire 11 May 11</td> </tr> <tr> <td>1,750,000</td> <td>\$0.237 options expire 22 Nov 11</td> </tr> <tr> <td>350,000</td> <td>\$1.097 options expire 4 Jul 12</td> </tr> <tr> <td>1,300,000</td> <td>\$1.127 options expire 17 Sep 12</td> </tr> <tr> <td>750,000</td> <td>\$1.237 options expire 12 Nov 12</td> </tr> <tr> <td>300,000</td> <td>\$0.737 options expire 2 Sep 13</td> </tr> <tr> <td>2,258,590</td> <td>Incentive rights, vesting 1 Jul 13</td> </tr> </tbody> </table> | Number | +Class | 850,000            | \$0.73 options expire 5 Mar 11 | 500,000 | \$0.387 options expire 11 May 11 | 1,750,000 | \$0.237 options expire 22 Nov 11 | 350,000 | \$1.097 options expire 4 Jul 12 | 1,300,000 | \$1.127 options expire 17 Sep 12 | 750,000 | \$1.237 options expire 12 Nov 12 | 300,000 | \$0.737 options expire 2 Sep 13 | 2,258,590 | Incentive rights, vesting 1 Jul 13 |
| Number   | +Class   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 850,000  | \$0.73 options expire 5 Mar 11   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 500,000  | \$0.387 options expire 11 May 11   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 1,750,000  | \$0.237 options expire 22 Nov 11   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 350,000  | \$1.097 options expire 4 Jul 12  |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 1,300,000  | \$1.127 options expire 17 Sep 12   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 750,000  | \$1.237 options expire 12 Nov 12   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 300,000  | \$0.737 options expire 2 Sep 13  |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |
| 2,258,590  | Incentive rights, vesting 1 Jul 13   |        |        |                    |                                |         |                                  |           |                                  |         |                                 |           |                                  |         |                                  |         |                                 |           |                                    |

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+ See chapter 19 for defined terms.

|    |  |   |
|----|--|---|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | On issue the shares will entitle holders to full participation in any future dividends. |
|----|--|---|

**Part 2 - Bonus issue or pro rata issue APPLICABLE TO RIGHTS ISSUE COMPONENT ONLY**

|    |                                       |    |
|----|---------------------------------------|----|
| 11 | Is security holder approval required? | No |
|----|---------------------------------------|----|

|    |  |                  |
|----|--|------------------|
| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable |
|----|--|------------------|

|    |  |      |
|----|--|------|
| 13 | Ratio in which the +securities will be offered | 1:10 |
|----|--|------|

|    |  |                            |
|----|--|----------------------------|
| 14 | +Class of +securities to which the offer relates | Fully paid ordinary shares |
|----|--|----------------------------|

|    |  |                  |
|----|--|------------------|
| 15 | +Record date to determine entitlements | 30 November 2010 |
|----|--|------------------|

|    |  |                |
|----|--|----------------|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not applicable |
|----|--|----------------|

|    |   |                                    |
|----|---|------------------------------------|
| 17 | Policy for deciding entitlements in relation to fractions | All fractions will be rounded down |
|----|---|------------------------------------|

|    |   |  |
|----|---|--|
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | The offer will be made available to security holders with addresses in Australia, New Zealand and Singapore. |
|----|---|--|

|    |  |                  |
|----|--|------------------|
| 19 | Closing date for receipt of acceptances or renunciations | 15 December 2010 |
|----|--|------------------|

|    |                           |  |
|----|---------------------------|--|
| 20 | Names of any underwriters | Austock securities Limited<br>Veritas Securities Limited |
|----|---------------------------|--|

|    |  |    |
|----|--|----|
| 21 | Amount of any underwriting fee or commission | 5% |
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+ See chapter 19 for defined terms.

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

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|    |   |                                  |
|----|---|----------------------------------|
| 22 | Names of any brokers to the issue   | Not applicable                   |
| 23 | Fee or commission payable to the broker to the issue  | Not applicable                   |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   | Not applicable                   |
| 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  | Offer Document – 1 December 2010 |
| 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 | 23 November 2010                 |
| 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                   |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)?   | Not applicable                   |
| 33 | +Despatch date  | 22 December 2010                 |

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+ See chapter 19 for defined terms.

### 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

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: **Larissa Brown**  
(Company Secretary)

Date: 22 November 2010

Print name: Larissa Brown

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+ See chapter 19 for defined terms.





**WPG Resources Ltd**

ABN 51 109 426 502

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**NOTICE OF DECEMBER 2010 GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM (*SEPARATE*)**

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*Date of Meeting*

22 December 2010

*Time of Meeting*

11am Sydney time

*Place of Meeting*

Dorothea Mackellar Room  
Sydney Harbour Marriot Hotel  
30 Pitt Street  
SYDNEY NSW 2000



# WPG Resources Ltd

WPG RESOURCES LTD  
ABN 51 109 426 502  
(the Company)

## NOTICE OF DECEMBER 2010 GENERAL MEETING

Notice is hereby given that a General Meeting of the members of WPG Resources Ltd (formerly Western Plains Resources Ltd) ABN 51 109 426 502 (the **Company**) will be held at 11am (Sydney time) on 22 December 2010 at Dorothea Mackellar Room, Sydney Harbour Marriot Hotel, 30 Pitt Street, Sydney, NSW 2000.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement, which contains information in relation to each of the following resolutions. A Proxy Form also accompanies this Notice of Meeting.

### BUSINESS

#### Resolution 1: Ratification of an issue of ordinary shares in the Company – Placement November 2010

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rules 7.1 and 7.4 of the ASX Listing Rules and for all other purposes, the Company approves the issue of 18,253,765 fully paid ordinary shares in the capital of the Company that were allotted on or about 26 November 2010 to sophisticated investors (within the meaning of section 708(8) of the Corporations Act 2001) and/or professional investors (within the meaning of section 708(11) of the Corporations Act 2001) and under section 708(10) of the Corporations Act 2001, at a price of \$0.68 per share to raise an aggregate of \$12,412,560.”*

The Company will disregard any votes cast on Resolution 1 by any person who participated in the issue of shares and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

#### Resolution 2: Approval to issue ordinary shares in the Company – Placement to Excluded Offerees

To consider and, if thought fit, to pass the following ordinary resolution:

*“That, for the purposes of Listing Rules 7.1 and 7.3 of the ASX Listing Rules and for all other purposes, the Company approves the issue to sophisticated investors (within the meaning of section 708(8) of the Corporations Act 2001) and/or professional investors (within the meaning of section 708(11) of the Corporations Act 2001) and under section 708(10) of the Corporations Act 2001, of up to 92,040,353 fully paid ordinary shares in the capital of the Company at a price of \$0.68 per share to raise an aggregate of \$62,587,440.”*

The Company will disregard any votes cast on Resolution 2 by any person who will participate in the issue of shares and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

### Resolution 3: Approval to issue warrants – Placement to Deutsche Bank AG

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rules 7.1 and 7.3 of the ASX Listing Rules and for all other purposes, the Company approves the issue of up to 14,758,826 warrants to or as directed by Deutsche Bank AG to subscribe for up to 14,758,826 WPG ordinary shares with a conversion price of \$1.24 per warrant on the terms set out in the Explanatory Statement.”*

The Company will disregard any votes cast on Resolution 3 by Deutsche Bank AG or its nominee for the purpose of this issue and any associates of that Company.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

By order of the Board

**Larissa Brown**

Company Secretary  
22 November 2010

### VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations*, all shares of the Company will be taken, for the purposes of the General Meeting, to be held by the persons who hold them at 5pm Sydney time on 20 December 2010. Only those persons will be entitled to vote at the General Meeting on 22 December 2010.

### PROXIES

- Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- A member entitled to attend and vote at the meeting has the right to appoint a proxy.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy appointed is entitled to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or the number of the member's votes each proxy may exercise, each proxy may exercise one half of that member's votes. If a member appoints two proxies, neither proxy may vote on a show of hands.
- A proxy need not be a member of the Company.
- A proxy form must be signed by the member or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and the Corporations Law.
- To be effective, the proxy form (and any power of attorney under which it is signed) must be received by the Company's share registry, Registries Limited ACN 003 209 836 (**Registries Limited**), by facsimile on +61 2 9290 9655, by mail to GPO Box 3993, Sydney, NSW 2001 or delivery to the office of Registries Limited, being Level 7, 207 Kent Street, Sydney, NSW 2000 **no later than 48 hours before the commencement of the General Meeting** that is, by no later than 11am on 20 December 2010. Any proxy form received after that time will not be valid for the scheduled meeting.

### CORPORATE REPRESENTATION

If your holding is registered in a company name and you would like to attend the meeting (and do not intend to return a proxy form), please bring with you to the meeting a duly completed Appointment of Corporate Representative Form to enable you to attend and vote at the General Meeting. Alternatively, contact the Company's share registry, Registries Limited on 1300 737 760, who will forward you a form for completion.



# WPG Resources Ltd

WPG RESOURCES LTD  
ABN 51 109 426 502

DECEMBER 2010 GENERAL MEETING  
EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of members of WPG Resources Ltd (formerly Western Plains Resources Ltd) ABN 51 109 426 502 (**WPG** or the **Company**) in connection with the business to be considered at a General Meeting of members of the Company to be held at 11am on 22 December 2010 at Dorothea Mackellar Room, Sydney Harbour Marriot Hotel, 30 Pitt Street, Sydney, NSW 2000. This Explanatory Statement is provided to assist the members in the consideration of the proposed ordinary resolutions 1 to 3 inclusive, contained in the Notice of Meeting, and form part of this Notice of Meeting.

The Directors recommend members read this Explanatory Statement in full before making any decision in relation to the resolutions to be considered at the General Meeting.

## Resolution 1: Ratification of an Issue of ordinary shares in the Company – Placement November 2010

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rules 7.1 and 7.4 of the ASX Listing Rules and for all other purposes, the Company approves the issue of 18,253,765 fully paid ordinary shares in the capital of the Company that were allotted on or about 26 November 2010 to sophisticated investors (within the meaning of section 708(8) of the Corporations Act 2001) and/or professional investors (within the meaning of section 708(11) of the Corporations Act 2001) and under section 708(10) of the Corporations Act 2001, at a price of \$0.68 per share to raise an aggregate of \$12,412,560.”*

On or about 26 November 2010, the Company issued and allotted 18,253,765 shares to raise \$12,412,560 for working capital purposes and for:

- the development of the Company's advanced stage Peculiar Knob iron ore project in South Australia; and
- provision for the potential requirement to contribute funding for acquisition and development of the Port Pirie ore storage facility.

(the **Peculiar Knob Project**)

This resolution seeks shareholder ratification of the issue.

The following information is provided for member's consideration of Resolution 1:

- The number of securities (fully paid ordinary shares coded WPG) that the Company issued is 18,253,765.
- The shares were issued at a price of \$0.68 per share.
- The shares were issued on or about 26 November 2010.
- The shares will be issued to sophisticated investors (within the meaning of section 708(8) of the *Corporations Act 2001*) and/or professional investors (within the meaning of section 708(11) of the *Corporations Act 2001*) and under section 708(10) of the *Corporations Act 2001*, both locally and overseas, selected with the assistance of Austock Corporate Finance Pty Limited ACN 101 074 015 and Veritas Securities Limited ACN 117 124 535, the brokers appointed by the Company.
- The shares rank pari passu with the Company's ASX quoted securities coded WPG.

If shareholders of the Company ratify the issue of the shares pursuant to this Resolution 1, the shares issued pursuant to this resolution 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 ASX Listing Rule 7.1.

## **Resolution 2: Approval of an issue of ordinary shares in the Company – Placement to Excluded Offerees**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rules 7.1 and 7.3 of the ASX Listing Rules and for all other purposes, the Company approves the issue to sophisticated investors (within the meaning of section 708(8) of the Corporations Act 2001) and/or professional investors (within the meaning of section 708(11) of the Corporations Act 2001) and under section 708(10) of the Corporations Act 2001, of up to 92,040,353 fully paid ordinary shares in the capital of the Company at a price of \$0.68 per share to raise an aggregate of \$62,587,440.”*

As part of an overall debt and equity raising package and to fully fund the Peculiar Knob Project in South Australia a further equity raising of \$62,587,440 is required. The Company seeks shareholder pre-approval of an issue of up to 92,040,353 fully paid ordinary shares in the capital of the Company at a price of \$0.68 per share to raise this amount. The funds raised will be used for working capital purposes and for the development of the Peculiar Knob Project.

This resolution seeks shareholder approval for the issue.

The following information is provided for member's consideration of Resolution 2:

- The number of securities (fully paid ordinary shares coded WPG) that the Company will issue up to 92,040,353.
- The shares will be issued at a price of \$0.68 per share.
- The shares are proposed to be allotted and issued on 23 December 2010 (and in any event no later than 3 months after the date of this General Meeting).
- The shares will be issued to sophisticated investors (within the meaning of section 708(8) of the *Corporations Act 2001*) and/or professional investors (within the meaning of section 708(11) of the *Corporations Act 2001*) and under section 708(10) of the *Corporations Act 2001*, both locally and overseas, selected with the assistance of Austock Corporate Finance Pty Limited ACN 101 074 015 and Veritas Securities Limited ACN 117 124 535, the brokers appointed by the Company.
- The shares will rank pari passu with the Company's ASX quoted securities coded WPG.

If shareholders of the Company approve the issue of the shares pursuant to this Resolution 2, the shares issued pursuant to this resolution 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 ASX Listing Rule 7.1.

## **Resolution 3: Approval of an issue of warrants – Placement to Deutsche Bank AG**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rules 7.1 and 7.3 of the ASX Listing Rules and for all other purposes, the Company approves the issue of up to 14,758,826 warrants to or as directed by Deutsche Bank AG to subscribe for up to 14,758,826 WPG ordinary shares with a conversion price of \$1.24 per warrant on the terms set out in the Explanatory Statement.”*

On 25 October 2010, WPG announced that it had mandated Deutsche Bank AG, Sydney Branch, to provide a US\$120 million funding package for the development of the Company's flagship Peculiar Knob Project.

The proposed facility consists of:

- senior secured loan notes of US\$70 million with detachable warrants; and
- a senior secured prepayment of iron ore in the amount of US\$50 million.

Both elements of the facility are conditional on a number of approvals including:

- credit approval (which has now been given);
- satisfactory due diligence;
- approval by PIRSA of the Company's Mining and Rehabilitation Plan (MARP) for the project;

- approval under s49 of the *Development Act 1993 (SA)* of the iron ore receival, storage and out-loading complex that the Company proposes to build at Port Pirie;
- successful completion of the capital raisings anticipated in resolutions 1 and 2; and
- other conditions precedent.

The loan notes, which will be drawn down in two tranches, will attract interest at the rate of 8% per annum and will mature 3.5 years after the date on which all conditions precedent have been satisfied (Financial Close). Detachable warrants will be issued for nominal consideration and will be exercisable at \$1.24 per warrant.

By this resolution, the Company seeks shareholder approval of this proposed warrant issue.

The following information is provided for member's consideration of Resolution 3:

- The warrants will be issued to or as directed by Deutsche Bank AG and are transferrable.
- Deutsche Bank AG (or other holder of the warrants) are responsible for their own tax liability (if any) in relation to the warrant issue and the issue of any shares as a result of exercise of the warrants.
- The warrants will be issued within three months of the date of the meeting or at such time as deemed appropriate by an ASX waiver (if applicable).
- The warrants will be granted for nominal monetary consideration and therefore nominal funds will be raised from the issue of the warrants which will be used for working capital purposes. If exercised and gross settled in full the warrants would raise \$18,300,944 in working capital for the Company.
- Any funds raised from the exercise of warrants will be used for general working capital and for the development of the Company's flagship Peculiar Knob Project.
- The warrants carry no voting rights until such time as they are exercised and converted into fully paid ordinary shares.
- In accordance with the ASX Listing Rules, the warrants carry no rights to participate in new issues of securities to holders of shares except to the extent the warrants have been exercised, if that is permitted by the warrant terms, and the shares are allotted in respect of the warrants exercised before the record date for determining entitlements to the issue.
- In the event of reorganisation of capital, the rights of a warrant holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. In particular, in the case of a pro rata offer or bonus issue of securities, the number of warrants will be adjusted in accordance with ASX Listing Rule 6.22.

If shareholders of the Company approve the issue of the warrants to Deutsche Bank AG, the warrants issued pursuant to this resolution 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 ASX Listing Rule 7.1.



## Name and Address

**ALL CORRESPONDENCE TO:**  
 Registries Limited  
 GPO Box 3993  
 Sydney NSW 2001  
 Australia



**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11AM  
 MONDAY 20 DECEMBER 2010**

## TO VOTE ONLINE

Reference Number: <HIN/SRN>



**STEP 1 : VISIT** [www.registries.com.au/vote/wpgresourcesgm2010](http://www.registries.com.au/vote/wpgresourcesgm2010)

**STEP 2: Enter your holding/Investment type**

**STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>**

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy  
 If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### STEP 3 Sign the Form

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be in accordance with the company's constitution and the Corporations Act. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **11am on Monday, 20 December 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL** - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** - + 61 2 9290 9655

**IN PERSON** - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

### Vote online at:

[www.registries.com.au/vote/wpgresourcesgm2010](http://www.registries.com.au/vote/wpgresourcesgm2010)  
 or turnover to complete the Form ➔

### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**WPG Resources Ltd**

<Co Name>  
 <Address 1>  
 <Address 2>  
 <Address 3>  
 <Address 4>  
 <Address 5>

<BARCODE>#

**STEP 1 - Appointment of Proxy**

I/We being a member/s of **WPG Resources Ltd** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **General Meeting of WPG Resources Ltd to be held at the Dorothea Mackellar Room, Sydney Harbour Marriott, 30 Pitt Street, Sydney, NSW 2000 on Wednesday, 22 December 2010 at 11am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

**STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions**

| Resolution |  | For                      | Against                  | Abstain*                 |
|------------|--|--------------------------|--------------------------|--------------------------|
| 1          | Ratification of an issue of ordinary shares in the Company – Placement November 2010 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2          | Approval to issue ordinary shares in the Company – Placement to Excluded Offerees    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3          | Approval to issue warrants – Placement to Deutsche Bank AG                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3 - PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

|  |                  |                            |
|--|------------------|----------------------------|
| Individual or Securityholder 1           | Securityholder 2 | Securityholder 3           |
|  |                  |                            |
| Sole Director and Sole Company Secretary | Director         | Director/Company Secretary |

Contact Name ..... Contact Daytime Telephone ..... Date / / 2010