



WPG Resources Ltd

ABN 51 109 426 502

NOTICE OF 2011 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM (*SEPARATE*)

Date of Meeting

23 November 2011

Time of Meeting

11am Sydney time

Place of Meeting

Banjo Patterson Room
Sydney Harbour Marriot Hotel
30 Pitt Street
SYDNEY NSW 2000



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

NOTICE OF 2011 ANNUAL GENERAL MEETING

The 2011 Annual General Meeting of WPG Resources Ltd (formerly Western Plains Resources Ltd) ABN 51 109 426 502 will be held at 11am (Sydney time) on 23 November 2011 at Banjo Patterson Room, Sydney Harbour Marriot Hotel, Sydney, 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

Financial Report

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the financial year ended 30 June 2011.

Resolution 1 – Adoption of the Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2011.

(Note: this is an advisory resolution only and does not bind the Directors of the Company).

In accordance with s250(R)(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of any Director, or other member of Key Management Personnel of the Company, details of whose remuneration are included in the report, or their Closely Related Parties.

However, the Company need not disregard a vote if:

- (a) it is cast by a member of Key Management Personnel or their Closely Related Parties 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.

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

A vote cast in contravention of section 250(R)(4) of the Corporations Act is taken not to be cast.

Resolution 2 – To Elect a Director – Mr Gary Jones

Mr Gary Jones retires as a Director in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Resolution 3 – To Elect a Director – Mr Len Dean

Mr Len Dean retires as a Director in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Resolution 4 – To Elect a Director – Mr Heath Roberts

Mr Heath Roberts retires as a Director in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

By order of the Board



Larissa Brown
Company Secretary
21 October 2011

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 Annual General Meeting, to be held by the persons who hold them at 7pm Sydney time on 21 November 2011. Only those persons will be entitled to vote at the Annual General Meeting on 23 November 2011.

PROXIES

- Votes at the Annual 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 no more than two proxies.
- 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 is appointed to exercise.
- If the 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 the member's votes. If the 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 Act.
- The proxy form (and any power of attorney under which it is signed) must be received by the Company's share registry, Boardroom Pty Limited, by facsimile on +61 2 9290 9655, by mail to GPO Box 3993, Sydney NSW 2001 or delivery to the office of Boardroom Pty Limited being Level 7, 207 Kent Street, Sydney, NSW, 2000 **no later than 48 hours before the commencement of the Annual General Meeting** that is, by no later than 11am on 21 November 2011. Any proxy form received after that time will not be valid for the scheduled meeting.
- **The Chairman intends to vote all undirected proxies in favour of Resolution 1.** If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not marking any of the "For", "Against" or "Abstain" boxes on the proxy form you will have directed the Chairman of the Meeting to vote in favour of the resolution to adopt the Remuneration Report even though this item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. You can appoint the Chairman as your proxy with a direction to cast your vote either "For", "Against" or "Abstain" on Resolution 1, even if this is contrary to the Chairman's stated voting intention.



ANNUAL GENERAL MEETING 2011 – EXPLANATORY STATEMENT

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 transacted at the 2011 Annual General Meeting (AGM) of members of the Company to be held at 11am on 23 November 2011 at Banjo Patterson Room, Sydney Harbour Marriot Hotel, 30 Pitt Street, Sydney NSW 2000.

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

Resolution 1 – 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 members to adopt the Remuneration Report as disclosed in the Directors' Report (which together form part of the Company's 2011 Annual Report). Members' vote on this resolution is advisory and non binding. The resolution gives members the opportunity to ask questions or make comments regarding the Remuneration Report during the meeting.

Under section 250(V) of the Corporations Act, if the Remuneration Report receives a "no" vote of 25% or more, at two consecutive AGMs held after 1 July 2011, an ordinary resolution must then be put to shareholders at the second AGM as to whether another meeting should be held within 90 days at which all Directors (other than the Managing Director) who were in office when the resolution to make the Directors' Report considered at the second AGM was passed, must stand for re-election.

"Key Management Personnel" is defined as including persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

"Closely Related Parties" to a member of the Key Management Personnel is defined in the Corporations Act as including a member's spouse, child, spouse's child, dependant of the member or their spouse, a company the member controls, family of a member that may be expected to influence the member, or be influenced by the member, in the member's dealings with WPG.

If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, and you do not mark the "For", "Against" or "Abstain" boxes on the proxy form you will have directed the Chairman of the Meeting to vote in favour of the resolution to adopt the Remuneration Report even though this item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. You can appoint the Chairman as your proxy with a direction to cast your vote either "For", "Against" or "Abstain" on Resolution 1, even if this is contrary to the Chairman's stated voting intention.

The Directors recommend that Shareholders vote in favour of this resolution.

Resolution 2 – Re-election of a Director Mr Gary Jones

Mr Gary Jones retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election. Mr Jones has been a Director of the Company since inception. Mr Jones is a geologist with over 40 years professional experience in mineral exploration and resource and reserve estimation for various type of mineral deposits. He is Managing Director of Geonz Associates Ltd, a leading New Zealand firm of consulting geologists, and has been an independent consultant to the mining industry for the past 24 years. Mr Jones retires by rotation and the Board (with Mr Jones abstaining) strongly recommend that members resolve his re-election.

Resolution 3 – Re -election of a Director Mr Len Dean

Mr Len Dean retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election. Mr Dean has had a 40 year career in the resources sector. He spent 36 years with BHP, finishing in 2000 as Vice President, Coal and Iron Ore Marketing. Mr Dean retires by rotation and the Board (with Mr Dean abstaining) strongly recommend that members resolve his re-election.

Resolution 4 – Re -election of a Director Mr Heath Roberts

Mr Heath Roberts retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election. Mr Roberts has had over 15 years broad commercial experience with a range of ASX listed companies and other unlisted resource and mining groups and has participated as an adviser and principal in a number of ASX listings and corporate reconstructions. He has a strong corporate background and significant experience in project assessment and acquisition, transaction negotiation, capital markets and corporate administration. Mr Roberts retires by rotation and the Board (with Mr Roberts abstaining) strongly recommend that members resolve his re-election.



Name and Address

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 21 NOVEMBER 2011**

TO VOTE ONLINE

Reference Number:

Please note it is important you keep this confidential



- STEP 1 : VISIT** www.boardroomlimited.com.au/vote/wpgresourcesagm2011
- 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; and
- (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 signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **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 Wednesday, 23 November 2011**. 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 – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

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

Vote online at:

**www.boardroomlimited.com.au/vote/wpgresourcesagm2011
 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.

