



ASX and Media Release

Entitlements Offer to Eligible Shareholders

WPG Resources Ltd (ASX:WPG) is pleased to advise that the Company intends to undertake a pro-rata non-renounceable issue of new ordinary shares (New Shares) at an offer price of \$0.022 (Offer Price) per New Share. This offer is for one New Share for every three fully paid ordinary shares in the Company (Shares) held by Eligible Shareholders on the Record Date and one option (New Option) for every New Share subscribed for at an exercise price of \$0.04 and expiry date of 31 December 2016 (Entitlement Offer). The Record Date is 7pm on 9 November 2015.

It is expected that the Entitlement Offer will raise up to \$2.06 million before costs which the Company intends to use principally to advance the Tarcoola gold project towards completion of all necessary approvals and permits preparatory to bringing the project into production, to test exploration targets at Tunkillia, and for working capital, including Challenger due diligence.

The Directors of the Company have confirmed that, to the extent that they are Eligible Shareholders, they have the present intention of taking up their full Entitlement in the Entitlements Offer of approximately 12.5 million New Shares and New Options at a cost of approximately \$275,000. Additionally, the Entitlements Offer is partially underwritten by the Partial Underwriter, an entity controlled by Mr Bob Duffin, the Company's Chairman and largest shareholder to an amount not exceeding \$100,000 or an additional 4,545,454 New Shares.

Based on the capital structure of the Company as at the date of this announcement, a maximum of 93,754,625 New Shares and 93,754,625 New Options will be issued pursuant to the Entitlements Offer.

2 November 2015



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Only Shareholders that have a registered address in Australia, New Zealand or Singapore and who are registered on the Company's share register at 7.00pm on the Record Date (9 November 2015) will be eligible to participate in the Entitlements Offer (Eligible Shareholders). The Company has decided that it is unreasonable to make offers under the Entitlements Offer to shareholders outside of Australia, New Zealand or Singapore, having regard to the small number of such Shareholders, their holdings, and the compliance costs required to offer the New Shares and New Options under the Entitlements Offer to those Shareholders.

The Entitlements Offer will be made to Eligible Shareholders pursuant to a prospectus (Prospectus), which will include a personalised Entitlement and Acceptance Form. The Prospectus will provide further details on how to participate in the Entitlements Offer.

The Prospectus, together with the Entitlement and Acceptance Form, will be mailed to all Eligible Shareholders on 11 November 2015.

Closing Date

The Entitlement and Acceptance Forms, together with payment, must be received by the Company's Share Registrar, Boardroom Pty Limited, by no later than 5.00pm (Sydney time) on 27 November 2015.

Payment for subscriptions under the Entitlement Offer can be made by BPAY® or cheque.

Shortfall

The Company, at its sole discretion, may issue any New Shares not subscribed for pursuant to the Entitlements Offer to existing Eligible Shareholders, who may apply for additional New Shares and New Options if there is a shortfall in the Entitlements Offer (Top-up Offer). Applications under the Top-up Offer can be made by Eligible Shareholders in the amount of \$5,000, \$10,000 or \$15,000 at the Eligible Shareholder's discretion. The Entitlement and Acceptance Form contains information on how to apply for additional New Shares and New Options under the Top-up Offer.

The Entitlements Offer is partially underwritten by REC Investment Management Pty Ltd, a company controlled by WPG's Executive Chairman, Mr Bob Duffin. Any New Shares not taken up by Eligible Shareholders in the Entitlements Offer or Top-up Offer will be placed with the Partial Underwriter to an amount not exceeding \$100,000 or 4,545,454 New Shares.

Any New Shares not taken up by Eligible Shareholders in the Entitlements Offer or Top-up Offer or by the Partial Underwriter will then be offered under the Shortfall Offer (**Shortfall Offer**) including to unrelated parties to the Company. The Directors reserve the right to issue any Shortfall in subscription for New Shares at their discretion within three months after the Closing Date of the Entitlements Offer.

Indicative Timetable for the Entitlements Offer

Event	Date
Initial announcement of Entitlements Offer, lodgement of Appendix 3B	2 November 2015
Entitlements Offer Prospectus lodged with ASX and ASIC	2 November 2015
Despatch of Entitlements Offer Letter to shareholders	4 November 2015
New Shares quoted on an 'ex' entitlement basis	5 November 2015
Record Date for determining rights	9 November 2015
Opening Date and Despatch of Entitlements Offer Prospectus and Entitlement and Acceptance Form	11 November 2015
Offer Closing Date	27 November 2015
New Shares quoted on a deferred settlement basis	30 November 2015
Company notifies ASX of Shortfall	2 December 2015
Allotment of New Shares and New Options, despatch of holding statements	4 December 2015
Trading on ASX of New Shares and New Options on a normal settlement basis	5 December 2015

The above dates (other than the date of the announcement of the Entitlements Offer and the date of lodgement of the Prospectus with ASX) are indicative only and may change without notice. Subject to the Listing Rules, the Company reserves the right to extend the Closing Date or close the Entitlements Offer without further notice. A change to the Closing Date may cause other dates to change.

At the time of making this Offer the Company has entered into an option agreement to acquire the Challenger gold mine. If, at the end of the due diligence period, the option is exercised, the Company will raise between \$800,000 and \$1,200,000 by way of a placement to Diversified Minerals Pty Ltd (DMPL) of approximately 25,800,000 to 38,700,000 WPG shares at a price of \$0.031 per share. This will result in dilution of existing Shareholders at the time of the placement if it proceeds.

The Directors of WPG (or the companies with which they are associated that hold WPG Shares) all intend to subscribe fully for their rights and hope that Eligible Shareholders also will increase their holding in WPG in order to participate in the Company's future growth.

A copy of the Appendix 3B for the Entitlements Offer is attached.

Further Information

For further information please contact WPG's Executive Chairman, Bob Duffin on (02) 9247 3232 or Managing Director & CEO, Martin Jacobsen on (02) 9251 1044.

Appendix 3B

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

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
Options expiring 31 December 2016 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to 93,754,625 fully paid ordinary shares (New Shares) and up to 93,754,625 options (New Options) are to be issued under a pro rata non renounceable Entitlements Offer as detailed in the announcement and Prospectus lodged with ASX today, 2 November 2016.
The exact number of New Shares and New Options under the Entitlements Offer is subject to the number of New Shares and New Options subscribed for by Eligible Shareholders, and Partial Underwriting and the Shortfall Offer and subject to final reconciliation and rounding. |
| 3 | Principal terms of the +securities (e.g. 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 New Shares are fully paid ordinary shares.
The New Options are exercisable at a price of \$0.04 and will expire on 31 December 2016.
The full terms and conditions are set out in the Prospectus lodged with ASIC and ASX on 2 November 2016. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the +issue date 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"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The New Shares will rank equally with WPG fully paid ordinary shares coded WPG.</p> <p>The New Options form part of a new class of options for which quotation is being sought.</p>
<p>5 Issue price or consideration</p>	<p>\$0.022 per New Share</p> <p>Nil consideration for the issue of the New Options (however the exercise price is \$0.04)</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds from the Entitlements Offer will be used principally to advance the Tarcoola gold project towards completion of all necessary approvals and permits preparatory to bringing the project into production, to test exploration targets at Tunkillia, and for working capital, including due diligence for the potential acquisition of the Challenger gold mine.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>26 November 2014</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Not applicable</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable</p>

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil								
6f	Number of +securities issued under an exception in rule 7.2	Not applicable								
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable								
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable								
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	See attached Annexure 1								
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	New Shares and New Options issued under the Entitlements Offer on 5 December 2015.								
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">375,018,501*</td> <td style="vertical-align: top;">Fully paid ordinary shares</td> </tr> <tr> <td style="vertical-align: top;">93,754,625</td> <td style="vertical-align: top;">Options \$0.04 exercise price and expiry date 31 December 2016</td> </tr> </tbody> </table>	Number	+Class	375,018,501*	Fully paid ordinary shares	93,754,625	Options \$0.04 exercise price and expiry date 31 December 2016		
Number	+Class									
375,018,501*	Fully paid ordinary shares									
93,754,625	Options \$0.04 exercise price and expiry date 31 December 2016									

* A further 7,500,000 shares will be issued and allotted to Mungana Goldmines on development of the gold projects at Tunkillia or Tarcoola

* A further 10,000,000 shares will be issued and allotted to Helix Resources on development of the Tunkillia gold project

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,304,048	Incentive rights, vesting 1 July 2016 *
	5,295,590	Incentive rights, vesting 1 July 2016
	4,917,178	Incentive rights, vesting 1 July 2017
	3,060,390	Incentive rights, vesting 1 July 2018 **

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends.
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* retesting of tranche

** a further 3,559,733 incentive rights will be granted to Executive Directors subject to shareholder approval at the next General Meeting

Part 2 - Pro rata issue

11 Is security holder approval required?	No
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12 Is the issue renounceable or non-renounceable?	Non-renounceable
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13 Ratio in which the +securities will be offered	Under the Entitlements Offer, one New Share for every three existing shares held at the record date, together with one New attaching Option for every one New Share subscribed for.
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14 +Class of +securities to which the offer relates	Fully paid ordinary shares and options to acquire ordinary shares
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15 +Record date to determine entitlements	7.00pm (Sydney time) 9 November 2015
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16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
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17 Policy for deciding entitlements in relation to fractions	Where fractions arise in calculation of shareholders' entitlements under the Entitlements Offer they will be rounded down to the next whole number of New Shares
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18 Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia, New Zealand and Singapore
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+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	5.00pm Sydney time 27 November 2015
20	Names of any underwriters	REC Investment Management Pty Ltd ACN 087 571 319 will act as Partial Underwriter to an amount not exceeding \$100,000 or 4,545,454 New Shares
21	Amount of any underwriting fee or commission	Nil
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A Any holders of AFS licences who introduce parties who take up New Shares and New Options in the Shortfall offer will be paid a commission of 5%.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	11 November 2015
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 +Issue date 5 December 2015

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

The New Options will form a new class of security and the details below will be provided at the time of issue.

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

+ 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 is not available now, we 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: 2 November 2015

Print name: Larissa Brown

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	268,994,920
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>26 November 2014 – 2,447,317 incentive rights</p> <p>2 July 2015 – 1,972,462 shares (Exception 9)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	268,994,920

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	40,349,238
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	16 March 2015 – 10,000,000 fully paid ordinary shares
“C”	10,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	40,349,238
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	10,000,000
Total [“A” x 0.15] – “C”	30,349,238 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	268,994,920
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	26,899,492
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	0
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	26,899,492
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	26,899,492 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.