



WPG Resources Ltd

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16 December 2015

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

Placement of shares to PYBAR and exercise of options – Appendix 3B

WPG Resources Ltd (ASX: WPG) is pleased to advise that Diversified Minerals Pty Ltd (DMPL), an entity related to the PYBAR Group (PYBAR), have subscribed for a strategic investment in WPG by way of a placement of 25,806,452 shares at \$0.031 per share to raise \$800,000. The Company advises the issue of 25,806,452 new WPG shares.

This placement follows the Company's 11 December 2015 announcement that WPG and DMPL had jointly exercised the option to acquire the Challenger gold mine and associated exploration assets in South Australia and will enter into a 50/50 joint venture to re-open Challenger after development of a revised mining plan.

Additionally, 1,461 of the Company's \$0.04 exercise price options have been exercised. The Company therefore advises the issue of 1,461 new WPG shares.

Attached is a completed Appendix 3B with respect to these issues.

Notice Under Section 708A(5)(e)

WPG Resources has resolved to issue:

- a total of 25,806,452 fully paid ordinary shares at an issue price of \$0.031 per share, and
- a total of 1,461 fully paid ordinary shares at an issue price of \$0.04 per share on the exercise of existing options.

The shares will be allotted on 17 December 2015.

WPG Resources gives notice that:

- (1) this notice is being given under Section 708A(5)(e) of the Corporations Act 2001 (Corporations Act);
- (2) WPG Resources will issue the new shares without disclosure to investors under Part 6D.2 of the Corporations Act;
- (3) as at the date of this notice, WPG Resources has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to WPG Resources; and
 - (b) section 674 of the Corporations Act; and
- (4) except as may be set out in this notice, there is no other information that is excluded information as at the date of this notice which is required to be set out in this notice under Section 708A(6)(e) of the Corporations Act.

Yours sincerely

WPG Resources Ltd

Larissa Brown
Company Secretary

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 25,807,913 fully paid ordinary shares (25,806,452 through private placement and 1,461 on exercise of existing options) |
| 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) | 25,806,452 shares are issued pursuant to a private placement at a price of \$0.031 per share.

1,461 shares are issued to two optionholders as a result of the exercise of existing options (exercise price \$0.04, expiry date 31 December 2016) at a price of \$0.04 each. |

+ See chapter 19 for defined terms.

4	<p>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 shares will rank equally with WPG fully paid ordinary shares from the date of allotment.</p>
5	Issue price or consideration	<p>25,806,452 shares at \$0.031 per share.</p> <p>1,461 shares at \$0.04 per share.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>25,806,452 shares are issued pursuant to a private placement at a price of \$0.031 per share. The issue is a strategic investment on the exercise of the option to acquire Challenger gold mine and associated exploration assets.</p> <p>1,461 shares are issued to two optionholders as a result of exercise of existing options at a price of \$0.04 each.</p>
6a	<p>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>
6b	The date the security holder resolution under rule 7.1A was passed	<p>25 November 2015</p>
6c	Number of +securities issued without security holder approval under rule 7.1	<p>25,806,452 fully paid ordinary shares</p>
6d	Number of +securities issued with security holder approval under rule 7.1A	<p>Not applicable</p>

+ See chapter 19 for defined terms.

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New issue announcement

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	1,461 fully paid ordinary shares are issued under Exception 4								
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>	17 December 2015								
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="646 1525 935 1559">Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="646 1559 935 1592">400,826,414*</td> </tr> <tr> <td data-bbox="646 1592 935 1626">93,753,164**</td> </tr> </tbody> </table>	Number	400,826,414*	93,753,164**	<table border="1"> <thead> <tr> <th data-bbox="943 1525 1457 1559">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="943 1559 1457 1592">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="943 1592 1457 1626">Options \$0.04 exercise price and</td> </tr> <tr> <td data-bbox="943 1626 1457 1659">expiry date 31 December 2016</td> </tr> </tbody> </table>	+Class	Fully paid ordinary shares	Options \$0.04 exercise price and	expiry date 31 December 2016
Number										
400,826,414*										
93,753,164**										
+Class										
Fully paid ordinary shares										
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.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	3,536,907	Incentive rights, vesting 1 July 2016*
	5,511,083	Incentive rights, vesting 1 July 2016
	5,307,301	Incentive rights, vesting 1 July 2017
	6,620,123	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.	

* retesting of tranche

Part 2 - 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

(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

Questions 35 to 37

Not applicable

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: 16 December 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>16 March 2015 – 10,000,000 fully paid ordinary shares</p> <p>2 July 2015 – 1,972,462 shares (Exception 9)</p> <p>25 November 2015 – 3,559,733 incentive rights</p> <p>7 December 2015 – 93,754,625 shares (Exception 1)</p> <p>14 December 2015 – 1,461 shares (Exception 4)</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.

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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> 	25,806,452 fully paid ordinary shares
“C”	25,806,452
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>	25,806,452
Total [“A” x 0.15] – “C”	14,542,786 <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.