

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/2013

Name of entity

WPG Resources Ltd

ABN

51 109 426 502

Quarter ended ("current quarter")

31 March 2016

Consolidated statement of cash flows

	Current quarter \$A'000	Year to date (9 months) \$A'000
Cash flows related to operating activities		
1.1 Receipts from product sales and related debtors		
1.2 Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(468)	(1,559)
1.3 Dividends received		
1.4 Interest rents and grants received	11	32
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Other R&D Grant	254	254
Net Operating Cash Flows	(591)	(2,409)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects (b) equity investments (c) other fixed assets		
1.9 Proceeds from sale of: (a) prospects (b) equity investments (c) other fixed assets	0	751
1.10 Loans to other entities		
1.11 Loans repaid by other entities		
1.12 Other – Project asset acquisition		
Net investing cash flows	0	751
1.13 Total operating and investing cash flows (carried forward)	(591)	(1,658)

+ See chapter 19 for defined terms.

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1.13	Total operating and investing cash flows (brought forward)	(591)	(1,658)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	128	2,991
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
	Return of Capital paid		
1.19	Other – Capital raising fees	0	(66)
	Net financing cash flows	128	2,925
	Net increase (decrease) in cash held	(463)	1,267
1.20	Cash at beginning of quarter/year to date	3,070	1,340
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	2,607	2,607

Payments to directors of the entity, associates of the directors, related entities of the entity and associates of the related entities

	Current quarter \$A'000	
1.23	Aggregate amount of payments to the parties included in item 1.2	197
1.24	Aggregate amount of loans to the parties included in item 1.10	
1.25	Explanation necessary for an understanding of the transactions	

Non-cash financing and investing activities

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

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- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

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+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities		
3.2 Credit standby arrangements		

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	571
4.2 Development – Operations	326
4.3 Dividends and Return of Capital unrepresented in previous quarter	0
4.4 Administration	581
4.5 Asset acquisition	0
Total	1,478

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank		145	25
5.2 Deposits at call		578	142
5.3 Bank overdraft		0	0
5.4 Other – fixed term bank deposits		1,884	2,902
Total: cash at end of quarter (item 1.22)		2,607	3,069

Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed				
6.2 Interests in mining tenements and petroleum tenements acquired or increased	ML 6455	ML replacing MC 4376 granted on 8 March 2016. Interest held by wholly owned subsidiary Tarcoola Gold Pty Ltd	100%	100%
	EL 5450	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%

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EL 4951	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
EL 5298	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
EL 5720	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
EL 5732	90% Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd; 10% held by Coombedown Resources Pty Ltd	0%	90%
EL 5183	90% Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016; 10% held by Coombedown Resources Pty Ltd	0%	90%
EL 5661	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
ML 6103	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
MC 4348	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
MPL 63	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
MPL 65	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%
MPL 66	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd acquired on 15 March 2016.	0%	100%

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Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference +securities	Nil			
7.2 Changes during quarter				
(a) Increases through issues	Nil			
(b) Decreases through returns of capital, buy-backs, redemptions	Nil			
7.3 +Ordinary securities *	404,029,795	404,029,795		
7.4 Changes during quarter				
(a) Increases through issues	3,203,381			
(b) Decreases through returns of capital, buy-backs	Nil			
7.5 +Convertible debt securities	Nil			
7.6 Changes during quarter				
(a) Increases through issues	Nil			
(b) Decreases through securities matured, converted	Nil			
Rights and Options				
7.7 Rights				
	6,620,123	0		Vesting date 1 July 2018
	4,917,178	0		Vesting date 1 July 2017
	5,295,590	0		Vesting date 1 July 2016
	1,304,048	0		Retest for vesting 1 July 2016
7.8 Rights granted during quarter	Nil			
7.9 Rights vested during quarter	Nil			
7.10 Expired during quarter	Nil			
7.7 Options	90,549,783	90,549,783	<i>Exercise price</i> \$0.04	<i>Expiry date</i> 31 Dec 16
7.8 Options issued during quarter	0			
7.9 Options exercised during quarter**	3,203,381			
7.10 Expired during quarter	Nil			
7.11 Debentures (totals only)	Nil			
7.12 Unsecured notes (totals only)	Nil			

- * A further 10,000,000 shares will be issued and allotted to Helix Resources on development of the Tunkillia gold project.
- * Since the end of the quarter a further 41,442,278 shares were issued through a placement to sophisticated and institutional investors.
- * Since the end of the quarter a further 756,544 shares were issued on exercise of existing options.
- ** Since the end of the quarter a further 756,544 options have been exercised.

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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here: *Larissa Brown* Date: 29 April 2016
(Company secretary)

Print name: Larissa Brown

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements and petroleum tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement or petroleum tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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Schedule of tenements as at 29 April 2016

Tenement	Tenement Number	Interest	Holder / Joint Venture Details
SOUTH AUSTRALIA			
Lake Woorong	EL 4907	100%	Interest held by wholly owned subsidiary Southern Coal Holdings Pty Ltd
Muckanippie	EL 5154	100%	Interest held by WPG Resources Ltd
Penrhyn	EL 5718	100%	Interest held by wholly owned subsidiary Southern Coal Holdings Pty Ltd
Perfection Well	EL 4908	100%	Interest held by wholly owned subsidiary Southern Coal Holdings Pty Ltd
Challenger	ML 6103	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Challenger	MC 4348	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Challenger	MPL 63	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Challenger	MPL 65	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Challenger	MPL 66	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Jumbuck	EL 5661	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd
Barton West	EL 5450	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Blowout	EL 4951	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Mulgathing	EL 5298	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Mobella	EL 5720	100%	Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd.
Sandstone	EL 5732	90%	90% Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd; 10% held by Coombedown Resources Pty Ltd.
Campfire Bore	EL 5183	90%	90% Interest held by wholly owned subsidiary Challenger Gold Operations Pty Ltd; 10% held by Coombedown Resources Pty Ltd.
Tunkillia	EL 4812	100%	Interest held by wholly owned subsidiary Tunkillia Gold Pty Ltd
Tunkillia	EL 5670	100%	Interest held by wholly owned subsidiary Tunkillia Gold Pty Ltd
Cooritta Hill at Tunkillia	EL 4696	100%	Interest held by wholly owned subsidiary Tunkillia Gold Pty Ltd
Tunkillia	MC 4384	100%	Interest held by wholly owned subsidiary Tunkillia Gold Pty Ltd
Tarcoola	ML 6455	100%	Interest held by wholly owned subsidiary Tarcoola Gold Pty Ltd
Tarcoola	EL 5355	100%	Interest held by wholly owned subsidiary Tarcoola Gold Pty Ltd
Tarcoola	EL 5254	100%	Interest held by wholly owned subsidiary Tunkillia Gold Pty Ltd
Tarcoola	ML 4650	100%	Interest held by wholly owned subsidiary Tarcoola Gold Pty Ltd
Tarcoola	ML 4667	100%	Interest held by wholly owned subsidiary Tarcoola Gold Pty Ltd
Tarcoola	ML 5179	100%	Interest held by wholly owned subsidiary Tarcoola Gold Pty Ltd
Tarcoola	ML 5300	100%	Interest held by wholly owned subsidiary Tarcoola Gold Pty Ltd

EL = Exploration Licence; ELA = Exploration Licence Application; MC = Mineral Claim; ML = Mineral Lease

Note: A number of the Challenger tenements are subject to joint venture arrangements.