



# WPG Resources Ltd

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16 March 2015

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

## Share issue

WPG Resources Ltd (ASX:WPG) is pleased to announce that its wholly owned subsidiary Tunkillia Gold Pty Ltd now holds 100% of EL 4812 and 4495 after completion of the regulatory process. This follows registration of the Sale and Purchase Agreement with Helix Resources Ltd (HLX), the ILUA over the tenements area and Instrument of Transfer in the Mining Register, and the withdrawal of the Mineral Lease Application. The key terms of the Sale and Purchase Agreement was first advised on 26 November 2014.

Following completion of all of the conditions set out in the Sale and Purchase Agreement, WPG has paid HLX \$500,000 in cash and issued 10,000,000 ordinary WPG shares (to be held in escrow for six months).

Attached is a completed Appendix 3B with respect to this share issue.

Further contingent consideration is payable upon commencement of mine construction over the existing resource of a further \$500,000 in cash and 10,000,000 ordinary WPG shares. This consideration is also payable in the event of the sale of more than 50% of the Project, or a change in control of WPG.

In addition, a 1% NSR royalty will be payable on (i) 30% of production of gold and silver from the currently defined resource and (ii) 100% of mineral production from other areas within the Tenements.

### **Notice Under Section 708A(5)(e)**

WPG Resources has resolved to issue a total of 10,000,000 fully paid ordinary shares at an issue price of \$0.038 per share. The shares will be allotted on 16 March 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

10,000,000 fully paid ordinary shares

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 shares are issued pursuant to the Sale and Purchase Agreement announced to ASX on 26 November 2014

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+ 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"> <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>The shares are subject to voluntary escrow for 6 months. At the end of the 6 month voluntary escrow period, the shares will rank equally with WPG fully paid ordinary shares coded WPG</p> |
| 5  | Issue price or consideration  | \$0.038 per share (deemed)  |
| 6  | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)   | The shares are issued pursuant to the Sale and Purchase Agreement announced to ASX on 26 November 2014  |
| 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>  | Yes   |
| 6b | The date the security holder resolution under rule 7.1A was passed  | 26 November 2014  |
| 6c | Number of +securities issued without security holder approval under rule 7.1  | 10,000,000  |
| 6d | Number of +securities issued with security holder approval under rule 7.1A  | Nil   |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)   | Nil   |

+ See chapter 19 for defined terms.

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

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6f Number of +securities issued under an exception in rule 7.2 Nil

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 +Issue dates  
 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.  
 Cross reference: item 33 of Appendix 3B. 16 March 2015

|   | Number       | +Class                     |
|---|--------------|----------------------------|
| 8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | 278,994,920* | Fully paid ordinary shares |

- \* 7,500,000 shares are subject to voluntary escrow for 12 months from 29 May 2014
- \* 10,000,000 shares are subject to voluntary escrow for 12 months from 16 March 2015
- \* 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

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+ 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 2015 |
|   | 5,511,083                                   | Incentive rights, vesting 1 July 2016 |
|   | 5,307,301                                   | Incentive rights, vesting 1 July 2017 |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)           | Full participation in any future dividends. |                                       |

## 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

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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 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 March 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

| <b>Rule 7.1 – Issues exceeding 15% of capital</b>   |   |
|---|---|
| <b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>   |   |
| <b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue   | 268,994,920   |
| <p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | <p>22 July 2014 – 3,257,484 incentive rights, reduced to 2,859,984 incentive rights.</p> <p>1 August 2014 – 377,492 shares (Exception 9)</p> <p>26 November 2014 – 2,447,317 incentive rights</p> <p>29 May 2014 – 7,500,000 fully paid ordinary shares</p> |
| <b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period   | 0   |
| <b>“A”</b>  | 268,994,920   |

+ See chapter 19 for defined terms.

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

|   |  |
|---|--|
| <b>Step 2: Calculate 15% of “A”</b>   |  |
| “B”   | 0.15<br><i>[Note: this value cannot be changed]</i>                                  |
| <b>Multiply</b> “A” by 0.15   | 40,349,238   |
| <b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>  |  |
| <p><b>Insert</b> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul> | 16 March 2015 – 10,000,000 fully paid ordinary shares (held in escrow for 6 months)  |
| “C”   | <b>10,000,000</b>  |
| <b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>   |  |
| “A” x 0.15<br><i>Note: number must be same as shown in Step 2</i>   | 40,349,238   |
| <b>Subtract</b> “C”<br><i>Note: number must be same as shown in Step 3</i>  | 10,000,000   |
| <b>Total</b> [“A” x 0.15] – “C”   | 30,349,238<br><i>[Note: this is the remaining placement capacity under rule 7.1]</i> |

+ See chapter 19 for defined terms.

## Part 2

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

+ See chapter 19 for defined terms.