

# Western Plains Resources Ltd

ABN 51 109 426 502

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29 November 2006

Company Announcements Office  
Australian Stock Exchange Ltd

## **Appendix 3X, 3Y and Substantial Shareholder Notices**

Further to the Company's recent share issues through the underwritten \$2 million Share Purchase Plan (SPP) and acquisition of Southern Iron Pty Ltd, attached for release are an Appendix 3X Notice for Mr Roberts, Appendix 3Y Notices for Messrs Duffin, Jones and Richardson and a Substantial Shareholder Notice for Mr Duffin.

Yours sincerely

**WESTERN PLAINS RESOURCES LTD**

**Heath Roberts**

Managing Director / Company Secretary

# Appendix 3X

## Initial Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b> WESTERN PLAINS RESOURCES LTD
<b>ABN</b> 51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	HEATH ROBERTS
<b>Date of appointment</b>	26 OCTOBER 2006

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>  500,000 FULLY PAID ORDINARY SHARES 250,000 25 CENT EXERCISE PRICE OPTIONS EXP 28.9.09 1 MILLION 25 CENT EXERCISE PRICE OPTIONS EXP 22.11.2011
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+ See chapter 19 for defined terms.

**Appendix 3X**  
**Initial Director's Interest Notice**

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**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Number &amp; class of Securities</b>  NIL
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**Part 3 – Director's interests in contracts NOT APPLICABLE**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>No. and class of securities to which interest relates</b>	

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b> WESTERN PLAINS RESOURCES LTD
<b>ABN</b> 51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	ROBERT DUFFIN
<b>Date of last notice</b>	22 AUGUST 2005

**Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	DIRECT AND INDIRECT
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	VIA IRRAWADDY INVESTMENTS PTY LTD <DUFFIN FAMILY ACCT>, IRRAWADDY INVESTMENTS PTY LTD <WOTRUN SUPER FUND> AND REC INVESTMENT MANAGEMENT PTY LTD
<b>Date of change</b>	50,000 SHARES VIA SPP: 8 NOVEMBER 2006  11,000,000 SHARES VIA SOUTHERN IRON ACQUISITION: 22 NOVEMBER 2006
<b>No. of securities held prior to change</b>	IRRAWADDY INVESTMENTS PTY LTD <DUFFIN FAMILY ACCT> (1,375,000 FULLY PAID ORDINARY SHARES), IRRAWADDY INVESTMENTS PTY LTD <WOTRUN SUPER FUND> (125,000 FULLY PAID ORDINARY SHARES AND 687,500 25 CENT EXERCISE PRICE OPTIONS)
<b>Class</b>	FULLY PAID ORDINARY SHARES

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Number acquired</b>	50,000 SHARES VIA SPP. 11,000,000 SHARES VIA SOUTHERN IRON ACQUISITION.
<b>Number disposed</b>	NIL
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	50,000 SHARES PURSUANT TO SPP AT 20 CENTS PER SHARE. 11,000,000 SHARES VIA SOUTHERN IRON ACQUISITION.
<b>No. of securities held after change</b>	IRRAWADDY INVESTMENTS PTY LTD <DUFFIN FAMILY ACCT> (3,900,000 FULLY PAID ORDINARY SHARES), IRRAWADDY INVESTMENTS PTY LTD <WOTRUN SUPER FUND> (6,150,000 FULLY PAID ORDINARY SHARES AND 687,500 25 CENT EXERCISE PRICE OPTIONS), REC INVESTMENT MANAGEMENT PTY LTD (2,500,000 FULLY PAID ORDINARY SHARES).
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	ACQUISITION OF 50,000 SHARES PURSUANT TO SPP AT 20 CENTS PER SHARE. ACQUISITION OF 11,000,000 SHARES VIA SOUTHERN IRON ACQUISITION.

**Part 2 – Change of director's interests in contracts NOT APPLICABLE**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b> WESTERN PLAINS RESOURCES LTD
<b>ABN</b> 51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	GARY JONES
<b>Date of last notice</b>	22 AUGUST 2005

**Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	DIRECT AND INDIRECT
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	VIA GEONZ ASSOCIATES LTD
<b>Date of change</b>	25,000 SPP SHARES 8 NOVEMBER 2006, 500,000 OPTIONS 22 NOVEMBER 2006
<b>No. of securities held prior to change</b>	GARY JONES (10,000 FULLY PAID ORDINARY SHARES), GEONZ ASSOCIATES LTD (785,000 FULLY PAID ORDINARY SHARES AND 225,000 25 CENT EXERCISE PRICE OPTIONS)
<b>Class</b>	FULLY PAID ORDINARY SHARES AND OPTIONS
<b>Number acquired</b>	25,000 SHARES VIA SPP 500,000 5 YEAR TERM, 25C OPTIONS
<b>Number disposed</b>	NIL

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>25,000 SHARES ACQUIRED AT 20 CENTS PER SHARE PURSUANT TO SPP          500,000 OPTIONS ISSUED PURSUANT TO AGREED REMUNERATION ARRANGEMENTS AND SHAREHOLDER APPROVAL</p>
<p><b>No. of securities held after change</b></p>	<p>GARY JONES (35,000 FULLY PAID ORDINARY SHARES, 500,000 5 YEAR TERM, 25C OPTIONS), GEONZ ASSOCIATES LTD (785,000 FULLY PAID ORDINARY SHARES AND 225,000 25 CENT EXERCISE PRICE OPTIONS)</p>
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>ACQUISITION OF 25,000 SHARES PURSUANT TO SPP           ACQUISITION OF 500,000 OPTIONS ISSUED PURSUANT TO AGREED REMUNERATION ARRANGEMENTS AND SHAREHOLDER APPROVAL</p>

**Part 2 – Change of director's interests in contracts NOT APPLICABLE**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b> WESTERN PLAINS RESOURCES LTD
<b>ABN</b> 51 109 426 502

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	BOB RICHARDSON
<b>Date of last notice</b>	22 AUGUST 2005

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	INDIRECT
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	VIA RATHROAM STAFF FUND A/C
<b>Date of change</b>	25,000 SHARES VIA SPP: 8 NOVEMBER 2006, 250,000 OPTIONS 22 NOVEMBER 2006, 101,725 SHARES (ON MARKET) 28 NOVEMBER 2006.
<b>No. of securities held prior to change</b>	RATHROAM STAFF FUND A/C (50,000 SHARES)
<b>Class</b>	FULLY PAID ORDINARY SHARES AND OPTIONS
<b>Number acquired</b>	25,000 SHARES VIA SPP, 250,000 5 YEAR TERM, 25C OPTIONS 101,725 SHARES VIA ON MARKET PURCHASE
<b>Number disposed</b>	NIL

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>25,000 SHARES ACQUIRED AT 20 CENTS PER SHARE PURSUANT TO SPP          250,000 OPTIONS ISSUED PURSUANT TO AGREED REMUNERATION ARRANGEMENTS AND SHAREHOLDER APPROVAL</p>
<p><b>No. of securities held after change</b></p>	<p>RATHROAM STAFF FUND A/C (176,725 SHARES)          ROBERT RICHARDSON (250,000 5 YEAR TERM, 25C OPTIONS)</p>
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>25,000 SHARES ACQUIRED PURSUANT TO SPP           OPTIONS ISSUED PURSUANT TO AGREED REMUNERATION ARRANGEMENTS AND SHAREHOLDER APPROVAL           101,725 SHARES PURCHASED ON MARKET</p>

**Part 2 – Change of director's interests in contracts NOT APPLICABLE**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To: Company Name/Scheme Western Plains Resources Ltd (ASX Code: WPG)ACN/ARSN 109 426 502**1. Details of substantial holder(s)**Name Robert DuffinACN/ARSN (if applicable) -There was a change in the interests of the substantial holder on 23 / 11 / 06The previous notice was given to the company on 23 / 08 / 05The previous notice was dated 23 / 08 / 05**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary	1.5 million	5.9%	12,550,000	20%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
8/11/06 and 23/11/06	Various companies associated with Robert Duffin (refer 4. below).	Purchase via SPP (50,000 shares) and acquisition via transaction	50,000 at 20 cents per share 11,000,000 via sale of Southern Iron Pty Ltd	11,050,000 fully paid ordinary shares	11,050,000

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Duffin Family Account	Irawaddy Investments Pty Ltd (Duffin Family A/C)	-	holder	fully paid ordinary shares	3,900,000
Wotrun Super Fund	Irawaddy Investments Pty Ltd (Wotrun Super Fund)	-	holder	fully paid ordinary shares	6,150,000
REC Investment Management P/L	REC Investment Management P/L	-	holder	fully paid ordinary shares	2,500,000

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	


**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Western Plains Resources Ltd	Level 11, Kyle House, 27-31 Macquarie Place, Sydney NSW 2000
Robert Duffin, Irrawaddy Investments P/L, REC Investment Management P/L	Level 11, Kyle House, 27-31 Macquarie Place, Sydney NSW 2000

**Signature**

print name **Robert Duffin** capacity

sign here for  date **28 / 11 / 06**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.