



# Western Plains Resources Ltd

ABN 51 109 426 502

PO Box N239, Grosvenor Place NSW 1220, Australia

Level 9, Kyle House, 27-31 Macquarie Place, Sydney, NSW Australia

Telephone (+612) 9251 1044

Facsimile (+612) 9247 3434

Email [info@westernplainsresources.com.au](mailto:info@westernplainsresources.com.au)

Web [www.westernplainsresources.com.au](http://www.westernplainsresources.com.au)

22 October 2008

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

## **2008 Notice of Annual General Meeting**

Attached for release is the Company's 2008 Notice of Annual General Meeting. Please note the Company's 2008 Annual Report will be released to ASX and mailed separately to relevant parties.

Yours faithfully

**Western Plains Resources Ltd**

**Heath Roberts**

Executive Director / Company Secretary



# Western Plains Resources Ltd

ABN 51 109 426 502

## NOTICE OF 2008 ANNUAL GENERAL MEETING

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### NOTICE OF 2008 ANNUAL GENERAL MEETING

#### EXPLANATORY MEMORANDUM

#### PROXY FORM (*SEPARATE*)

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*Date of Meeting*

26 November 2008

*Time of Meeting*

11am Sydney time

*Place of Meeting*

Dorothea Mackellar Room  
Sydney Harbour Marriot Hotel  
30 Pitt Street  
SYDNEY NSW 2000



# Western Plains Resources Ltd

ABN 51 109 426 502

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**WESTERN PLAINS RESOURCES LTD**

**ABN 51 109 426 502**

**(the Company)**

**NOTICE OF 2008 ANNUAL GENERAL MEETING**

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The 2008 Annual General Meeting of Western Plains Resources Ltd ABN 51 109 426 502 will be held at 11am (Sydney time) on 26 November 2008 at Dorothea Mackellar Room, Sydney Harbour Marriot Hotel, Sydney, 30 Pitt Street, Sydney NSW 2000.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following resolutions. A Proxy Form also accompanies this Notice of Meeting.

## **BUSINESS**

### **Resolution 1 – To Receive the Financial Statements for the Year Ended 30 June 2008**

To receive and consider the reports of the Directors and the Auditors, and the Financial Statements for the year ended 30 June 2008.

### **Resolution 2 – Adoption of the Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2008.

(Note: this is an advisory resolution only and does not bind the Directors of the Company)

### **Resolution 3 – To Elect a Director – Mr Robert Duffin**

Mr Robert Duffin retires as a Director in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

### **Resolution 4 – To Elect a Director – Mr Robert Richardson**

Mr Robert Richardson retires as a Director in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

## Resolution 5 – To approve an Issue of Options to a Director – Mr Robert Duffin

To consider and, if thought fit, to pass the following ordinary resolution:

*“That, for the purposes of Listing Rules 10.14 and 7.1 of the Australian Securities Exchange Listing Rules and for all other purposes, the Company approves the issue of 100,000 options to Director Mr Robert Duffin on the terms set out in the Explanatory Memorandum.”*

The Company will disregard any votes cast on Resolution 5 by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of any Director of the Company.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

## Resolution 6 – To approve an Issue of Options to a Director – Mr Heath Roberts

To consider and, if thought fit, to pass the following ordinary resolution:

*“That, for the purposes of Listing Rules 10.14 and 7.1 of the Australian Securities Exchange Listing Rules and for all other purposes, the Company approves the issue of 75,000 options to Director Mr Heath Roberts on the terms set out in the Explanatory Memorandum.”*

The Company will disregard any votes cast on Resolution 6 by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of any Director of the Company.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

## Resolution 7 – To approve an Issue of Options to a Director – Mr Gary Jones

To consider and, if thought fit, to pass the following ordinary resolution:

*“That, for the purposes of Listing Rules 10.14 and 7.1 of the Australian Securities Exchange Listing Rules and for all other purposes, the Company approves the issue of 75,000 options to Director Mr Gary Jones on the terms set out in the Explanatory Memorandum.”*

The Company will disregard any votes cast on Resolution 7 by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of any Director of the Company.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

## Resolution 8 – To accept the resignation of BDO Kendalls as the Company's Auditor

To consider and, if thought fit, to pass the following ordinary resolution:

*"That the resignation of BDO Kendalls as Auditor of the Company be accepted and noted (subject to ASIC Consent)."*

## Resolution 9 – To Approve the Appointment of BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd as the Company's Auditor

To consider and, if thought fit, to pass the following ordinary resolution:

*"That in accordance with Clause 110.1 of the Company's Constitution, BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd be appointed as the Company's Auditor (subject to ASIC consent)."*

By order of the Board



**Heath Roberts**

Executive Director and Company Secretary

21 October 2008

## VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations*, all shares of the Company will be taken, for the purposes of the General Meeting, to be held by the persons who hold them at 11am Sydney time on 24 November 2008. Only those persons will be entitled to vote at the General Meeting on 26 November 2008.

## PROXIES

- Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- A member entitled to attend and vote at the meeting has the right to appoint no more than two proxies.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- If the member appoints two proxies and the appointment does not specify the proportion or the number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes. If the member appoints two proxies, neither proxy may vote on a show of hands.
- A proxy need not be a member of the Company.
- A proxy form must be signed by the member or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and the Corporations Law.
- The proxy form (and any power of attorney under which it is signed) must be received by the Company's share registry, Registries Limited, by facsimile on +61 2 9279 0664 or by mail or delivery to the office of Registries Limited being Level 7, 207 Kent Street, Sydney NSW 2000 **no later than 48 hours before the commencement of the General Meeting** that is, by no later than 11am on 24 November 2008. Any proxy form received after that time will not be valid for the scheduled meeting.



# Western Plains Resources Ltd

ABN 51 109 426 502

WESTERN PLAINS RESOURCES LTD  
ABN 51 109 426 502

ANNUAL GENERAL MEETING 2008

EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of members of Western Plains Resources Ltd ABN 51 109 426 502 (WPG or the Company) in connection with the business to be transacted at the 2008 Annual General Meeting of members of the Company to be held at 11am on 26 November 2008 at Dorothea Mackellar Room, Sydney Harbour Marriot Hotel, 30 Pitt Street, Sydney NSW 2000.

The Directors recommend members read this Explanatory Memorandum in full before making any decision in relation to the resolutions to be considered at the General Meeting.

## **Resolution 1 – 30 June 2008 Financial Statements**

This item of business relates to the receipt and consideration of the Company's financial statements and reports for the year ended 30 June 2008. These documents were released to the ASX on 26 September 2008. The Company's 2008 Annual Report will be able to be accessed on the Company's website at:

<http://www.westernplainsresources.com.au/announcements-annual-reports.asp>

## **Resolution 2 – Adoption of Remuneration Report**

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) (CLERP 9) requires that a resolution be put to members to adopt the Remuneration Report as disclosed in the Directors' Report (which together form part of the Company's 2008 Annual Report). Members' vote on this resolution is advisory and non binding. The resolution gives members the opportunity to ask questions or make comments regarding the Remuneration Report during the meeting.

## **Resolution 3 – Re-election of a Director Mr Robert Duffin**

Mr Robert Duffin retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election. Mr Duffin has been a Director of the Company since inception and Executive Chairman since late 2006. Mr Duffin is a company director and consultant to the mining industry, specialising in mining investment analysis, valuations and the provision of mining sector investment advice. Mr Duffin has over 35 years experience in resource exploration and project assessment, including over 20 years experience in mining investment analysis, project valuations and assessments of fair value of securities. Mr Duffin retires by rotation and the Board (with Mr Duffin abstaining) strongly recommend that members resolve his re-election.

#### **Resolution 4 – Re-election of a Director Mr Robert Richardson**

Mr Robert Richardson retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election. Mr Richardson has over 40 years experience in mineral exploration management, geophysics and exploration technology. He has been at the forefront of mineral exploration in many parts of Australia for his entire career and has provided essential input into a number of important mineral discoveries. Mr Richardson retires by rotation and the Board (with Mr Richardson abstaining) strongly recommend that members resolve his re-election.

#### **Resolutions 5, 6 and 7 – Issue of Options to Directors' Robert Duffin, Heath Roberts and Gary Jones**

At the Company's Board meeting on 29 August 2008, option issues pursuant to the terms of the Company's Employee and Officers Share Option Plan (the Plan) were considered. In the case of option issues to executives which do not require shareholder approval, those option issues were carried out and announced to the ASX on 2 September 2008. In the case of option issues to Directors of the Company, the option issues were proposed subject to shareholder approval. Accordingly, by these Resolutions 5 – 7 (inclusive) the Board seeks shareholder approval of proposed option issues to Messrs Robert Duffin, Heath Roberts and Gary Jones.

The ASX Listing Rules and the Corporations Act 2001 (Cth) set out a number of regulatory requirements which must be satisfied in relation to these Resolutions 5 – 7 (inclusive). These requirements are addressed below.

##### **Listing Rules 10.14 and 7.1**

Listing Rule 10.14 requires a listed company to obtain member approval by ordinary resolution prior to the issue of securities (including the grant of options) to a Director of the Company under an employee incentive scheme. If these Resolutions 5 – 7 (inclusive) are passed, the relevant options will be granted to each of the Directors above. Accordingly, approval for the grant of the options to each of the Directors above is required pursuant to Listing Rule 10.14. Additionally, approval pursuant to Listing Rule 7.1 is sought so that the grant of options to the above persons will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

Listing Rule 10.15 sets out a number of matters, which must be included in a notice of meeting proposing an approval under Listing Rule 10.14. For the purposes of Listing Rule 10.15, the following information is provided to members.

- a) the number of options to be granted by the Company to each of the three Directors above is:

Robert Duffin	100,000
Heath Roberts	75,000
Gary Jones	<u>75,000</u>
	<u>250,000</u>

This is the maximum number of securities that may be acquired by all persons for whom approval is required.

- b) the options will be granted for nil monetary consideration and therefore no funds will be raised from the issue of the options;
- c) the options will be issued within one month of the date of the meeting or at such time as deemed appropriate by an ASX waiver (if applicable);
- d) the purpose of the issue of the options is to incentivise each of the Directors, relative to their proposed contributions moving forward, to provide dedicated and ongoing commitment to the Company, to advance the Company's project interests as expediently as possible and to preserve the Company's cash position;

- e) the options are exercisable at \$0.75 per option on or before the date which is five years from the date of issue of the options. It should be noted that this exercise price was set based on a share price for the Company's shares leading up to the date the Board resolved to issue the options, which was 29 August 2008;
- f) no loans have been made by the Company, to any person in relation to the issue of the options or the exercise of them;
- g) no persons referred to in ASX Listing Rule 10.14 have received securities under the Plan since the last approval; and
- h) the names of persons referred to in ASX Listing Rule 10.14 entitled to participate in the Plan are:
  - Robert Duffin
  - Heath Roberts
  - Gary Jones
  - Len Dean
  - Lim See Yong
  - Dennis Mutton
  - Robert Richardson

The terms and conditions of the options permit the holder to exercise any or all options by notice to the Company and payment to the Company of the exercise price. Once this occurs, the Company must issue the appropriate number of shares to the option holder and seek quotation of the shares on the ASX, where those shares will merge into the Company's class of quoted shares coded WPG. The options are transferable with the consent of the Board and subject to readjustment in accordance with the ASX Listing Rules in the case of a reconstruction in the Company's share capital. The options carry no voting rights until such time as they are exercised and converted into fully paid ordinary shares. In accordance with the ASX Listing Rules, the options carry no rights to participate in new issues of securities to holders of shares except to the extent the option has been exercised, if that is permitted by its terms, and the shares allotted in respect of the option before the record date for determining entitlements to the issue. In the event of reconstruction of capital, the rights of an option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

### **Section 208 of the Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in general meeting previously approved the giving of that financial benefit to the related party. In the current circumstances, the grant of the options to the Directors constitutes a "financial benefit" as defined in the Corporations Act. Accordingly, the proposed grant of options constitutes the provision of a financial benefit to related parties of the Company. The Company is of the view that issue of the options falls within one of the exceptions to Chapter 2E of the Corporations Act, however provides additional information as follows.

### **Section 219 of the Corporations Act**

Pursuant to Section 219 of the Corporations Act, the following information is provided to shareholders:

- a) The related parties to whom the financial benefit will be given are the three Directors of the Company, Messrs Robert Duffin, Heath Roberts and Gary Jones.

- b) The nature of the financial benefit to each of the relevant persons is the grant of options for nil consideration. The number of options to be issued to Messrs Duffin, Roberts and Jones was determined as part of the Company's 2008 – 2009 remuneration settlement which included a review of the remuneration paid to directors of companies of a similar size to the Company and factoring in the skill, experience and contribution of each of Messrs Duffin, Roberts and Jones, when considered together with his remuneration detailed below.

The Directors who do not have a material personal interest in the outcome of these Resolutions 5 – 7 (inclusive) recommend approval of the Resolutions.

- c) If shareholders approve the grant of options, and all of the options are exercised, the effect will be to dilute the shareholding of existing shareholders by approximately 0.30% on an undiluted basis (based on the number of Company shares on issue as at 21 October 2008), or approximately 0.026% on a diluted basis (based on the number of Company shares and options on issue as at 21 October 2008).

In the event of exercise of the options, the Company's cash reserves will increase by \$187,500.00. This funding will be used for working capital purposes.

- d) The market price of the Company's shares during the term of the options would normally determine whether or not the holder exercises the options. If, at the time any of the options are exercised, the Company's shares are trading on the ASX at a price that is higher than the exercise price of the options, there may be a perceived cost to the Company.
- e) In the 12 months before the date of this notice, the highest, lowest and last trading price of the Company's shares on ASX are as set out below:

	Date	Price (\$)
Highest	3 December 2007	1.84
Lowest	10 October 2008	0.32
Last	21 October 2008	0.41

- f) As at the date of this notice, the Directors subject of the proposed issue of options referred to in Resolutions 5 – 7 (inclusive) had the following relevant interests in securities in the Company.

Director's Name	Interest in WPG shares	Interest in WPG September 2009 25c options	Interest in WPG November 2011 25c options
Robert Duffin	12,555,000	687,500	0
Heath Roberts	500,000	250,000	1,000,000
Gary Jones	820,000	125,000	500,000

- g) The value of the options to be granted to the Directors has been calculated using the Black & Scholes Option Pricing Model (Black & Scholes Model), which is a widely used and recognised model for pricing options. The details of the valuation are set out below under the heading "Valuation of Director Options".

Based on the assumptions used for the Black & Scholes Model, the Options have been valued as follows:

Director's Name	Proposed number of options	Black & Scholes valuation of options
Robert Duffin	100,000	\$33,950
Heath Roberts	75,000	\$25,463
Gary Jones	75,000	\$25,463

- h) In addition to the options referred to above, the Directors receive the following additional remuneration from the Company.

Director's Name	Designation	Remuneration*
Robert Duffin	Executive Chairman	\$359,700 p/a with potential bonus up to \$143,880.
Heath Roberts	Executive Director	\$270,000 p/a with potential bonus up to \$108,000.
Gary Jones	Executive Director	\$266,007 p/a.

\*As set in August 2008 for the 2008 – 2009 Financial Year

- i) The value of the options will be expensed by the Company. Other than as set out in this notice, the Company considers that from an economic and commercial point of view there are no costs or detriments, including opportunity costs or taxation consequences, for the Company or benefits foregone by the Company, resulting from the issue of the options pursuant to these Resolutions 5 – 7 (inclusive).
- j) Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 5 – 7 (inclusive).

### Valuation of Director Options

The options have been valued using the Black & Scholes Model, based upon the following:

1. The valuation was carried out by an independent third party as at 1 October 2008 although the options will not be issued until late November / early December 2008. The grant date for the purposes of the valuation was assumed as 1 December 2008.
2. The exercise price of the options is \$0.75 cents each.
3. The expiry date of the options is 5 years from the date of issue of the options, therefore assumed to be 1 December 2013.
4. The last share price of WPG share as at 01 October 2008 was \$0.54.
5. The risk free interest rate (3 year Australian Government Bond) was 5.75%.
6. The options are valued based on a volatility of 81.2%.
7. The valuation does not necessarily represent the market value of the options.

### Resolutions 8 and 9 – To accept the resignation of BDO Kendalls as the Company's Auditor and to approve the appointment of BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd as the Company's Auditor

Although Resolutions 8 and 9 have been submitted to shareholders for separate consideration, they essentially relate to the same subject matter.

As a result of a corporate restructuring within the BDO Kendalls Group, the audit function for the Company will be 'transferred' from BDO Kendalls to BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd. Whilst from a technical perspective a change of auditor (with attendant regulatory approvals) is required, there is no substantive change in the day to day operation of the Audit process.

Both Resolutions 8 and 9 are subject to ASIC approval.

# WESTERN PLAINS RESOURCES LTD

ABN 51 109 426 502

## PROXY FORM Annual General Meeting

All correspondence to:  
Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Enquiries: 61 2 9290 9600  
Facsimile: 61 2 9279 0664  
www.registries.com.au  
registries@registries.com.au

Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

### Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of Western Plains Resources Ltd pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting (mark with an "X") **OR**  Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.  
or failing him/her  Write here the name of the other person you are appointing.

or failing him/her, (or if the box is not ticked and no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held on Wednesday, 26 November 2008 at 11:00am and at any adjournment of that meeting.

This proxy is to be used in respect of \_\_\_\_\_ % of the ordinary shares I/we hold.



If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair of the meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of a the resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends to vote 100% of all open proxies in favour of the resolutions.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions.

### Voting directions to your proxy – please mark to indicate your directions

RESOLUTION	For	Against	Abstain*
2. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect a Director – Mr Robert Duffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect a Director – Mr Robert Richardson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve an Issue of Options to a Director – Mr Robert Duffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve an Issue of Options to a Director – Mr Heath Roberts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve an Issue of Options to a Director – Mr Gary Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To accept the resignation of BDO Kendalls as the Company's Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To Approve the Appointment of BDO Kendalls Audit & Assurance(NSW-VIC) Pty Ltd as the Company's Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

Contact Name

Contact Business Telephone / Mobile

## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Western Plains Resources Ltd. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Securityholders sponsored by a broker on the CHESS subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointments do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 8. **Signing Instructions**

You must sign this form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.
- If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.
- Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### 9. **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 11.00am on Monday, 24 November 2008 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### **Hand deliveries**

**Registries Limited**  
**Level 7 / 207 Kent Street**  
**Sydney NSW 2000**

Alternatively you can fax your proxy form so that it is received no later than 11.00am on Monday, 24 November 2008 on the fax number listed below.

#### **Postal address:**

**Registries Limited**  
**GPO Box 3993**  
**Sydney NSW 2001**

#### **Fax number:**

**(02) 9279 0664**



# Western Plains Resources Ltd

ABN 51 109 426 502

PO Box N239, Grosvenor Place NSW 1220, Australia

Level 9, Kyle House, 27-31 Macquarie Place, Sydney, NSW Australia

Telephone (+612) 9251 1044

Facsimile (+612) 9247 3434

Email [info@westernplainsresources.com.au](mailto:info@westernplainsresources.com.au)

Web [www.westernplainsresources.com.au](http://www.westernplainsresources.com.au)

21 October 2008

The Directors and Shareholders  
Western Plains Resources Ltd  
Level 9, Kyle House  
27 – 31 Macquarie Place  
SYDNEY NSW 2000

## Nomination of Auditor – BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd

In accordance with Clause 110 of the Constitution of Western Plains Resources Ltd (the Company) and in my capacity as a shareholder of the Company I hereby nominate BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd as Auditors of the Company, such nomination to be considered by shareholders at the 2008 Annual General Meeting to be held on 26 November 2008.

Yours sincerely

**Heath Roberts**  
Shareholder of the Company  
Executive Director and Company Secretary of the Company