



# WPG Resources Ltd

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12 July 2013

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

## **Grant of Incentive Rights and share issue – Appendix 3B**

WPG Resources Ltd (WPG) has granted 5,338,751 incentive rights to senior executives pursuant to the WPG Resources Ltd Incentive Rights Plan.

WPG will also grant 1,199,616 incentive rights to Executive Directors subject to shareholder approval at the next General Meeting.

Additionally, 170,050 incentive rights granted in July 2012 will vest immediately under the terms of the Incentive Rights Plan. WPG therefore advises the issue of 170,050 fully paid ordinary shares.

Attached is an Appendix 3B with respect to these incentive rights and share issues.

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

WPG Resources has resolved to issue a total of 170,050 fully paid ordinary shares at an issue price of \$0.00 per share on the conversion of existing incentive rights. The shares were allotted on Friday 12 July 2013.

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 faithfully  
**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

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   | Unquoted incentive rights pursuant to Incentive Rights Plan and fully paid ordinary shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 5,338,751 unquoted incentive rights (can convert to fully paid ordinary shares in accordance with the terms of the Incentive Rights Plan) and 170,050 fully paid ordinary shares.   |
| 3 | Principal terms of the +securities (eg, 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 incentive rights are granted to senior executives and if fully vested will represent a maximum of 5,338,751 fully paid ordinary shares in the Company. Satisfaction of vesting conditions will cause the incentive rights to automatically convert to fully paid ordinary shares on 1 July 2016. The shares are issued upon vesting of 170,050 incentive rights granted in July 2012 for nil consideration. |

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+ See chapter 19 for defined terms.

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

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	The incentive rights will rank equally with WPG fully paid ordinary shares coded WPG upon vesting.
	If the additional securities do not rank equally, please state:	The shares will rank equally with WPG fully paid ordinary shares coded WPG.
	<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>	
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The incentive rights are granted to senior executives as part of competitive remuneration packages on advice from an independent remuneration consultant. The shares are issued upon vesting of existing incentive rights.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	Yes
	If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	21 November 2012
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
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
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

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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	Dates of entering +securities into uncertificated holdings or despatch of certificates	12 July 2013	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		261,117,428	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		4,428,115 5,338,751	Incentive rights, vesting 1 July 2015 Incentive rights, vesting 1 July 2016
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends when converted to fully paid ordinary shares.	

**Part 2 - Bonus issue or pro rata issue**

Questions 11 to 33	Not applicable
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**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

+ See chapter 19 for defined terms.

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**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

Questions 35 to 37

Not applicable
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**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought	170,050					
39	Class of +securities for which quotation is sought	Fully paid ordinary shares					
40	<p>Do the +securities rank equally in all respects from the date of allotment 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>	Yes					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	Shares issued on vesting of incentive rights					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>261,117,428</td> <td>Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	261,117,428	Fully paid ordinary shares	Fully paid ordinary shares
Number	+Class						
261,117,428	Fully paid ordinary shares						

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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 not available now, 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: 12 July 2013

Print name: Larissa Brown

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## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

#### 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 date of issue or agreement to issue	260,947,378
<b>Add</b> the following: <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> <i>Note:</i> <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>	170,050 (Exception 9)
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	261,117,428
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	39,167,614

+ See chapter 19 for defined terms.

<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>Note:</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>	<p>3 August 2012 – 3,553,406 incentive rights 21 November 2012 – 1,044,759 incentive rights 12 July 2013 – 5,338,751 incentive rights</p>
“C”	0

<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
<p>“A” x 0.15</p> <p>Note: number must be same as shown in Step 2</p>	39,167,614
<p><b>Subtract</b> “C”</p> <p>Note: number must be same as shown in Step 3</p>	0
<p><b>Total</b> [“A” x 0.15] – “C”</p>	<p>39,167,614</p> <p>[Note: this is the remaining placement capacity under rule 7.1]</p>

## 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>	
<p>“A”</p> <p>Note: number must be same as shown in Step 1 of Part 1</p>	261,117,428
<b>Step 2: Calculate 10% of “A”</b>	
<p>“D”</p> <p>Note: this value cannot be changed</p>	0.10
<p><b>Multiply</b> “A” by 0.10</p>	26,111,742

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<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A 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 under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• 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</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	
“E”	0

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<p>“A” x 0.10</p> <p>Note: number must be same as shown in Step 2</p>	26,111,742
<p><b>Subtract</b> “E”</p> <p>Note: number must be same as shown in Step 3</p>	0
<p><b>Total</b> [“A” x 0.10] – “E”</p>	<p>26,111,742</p> <p>Note: this is the remaining placement capacity under rule 7.1A</p>

+ See chapter 19 for defined terms.