



ABN 51 109 426 502

NOTICE OF 2013 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM (SEPARATE)

Date of Meeting

27 November 2013

Time of Meeting

11am Sydney time

Place of Meeting

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

Notice of 2013 Annual General Meeting

The 2013 Annual General Meeting of WPG Resources Ltd ABN 51 109 426 502 will be held at 11am (Sydney time) on 27 November 2013 at Dorothea Mackellar Room, Sydney Harbour Marriott Hotel, 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 Statement, which contains information in relation to each of the following resolutions. A Proxy Form also accompanies this Notice of Meeting.

BUSINESS

Financial Report

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the financial year ended 30 June 2013.

Resolution 1 – Adoption of the Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2013.

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

In accordance with s250(R)(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of any member of Key Management Personnel of the Company, details of whose remuneration are included in the report, or their Closely Related Parties.

However, the Company need not disregard a vote if:

- (a) it is cast by a member of Key Management Personnel or their Closely Related Parties 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.

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

A vote cast in contravention of section 250(R)(4) of the Corporations Act is taken not to be cast.

Resolution 2 – To Re-elect a Director – Mr Gary Jones

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

Resolution 3 – To Re-elect a Director – Mr Len Dean

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

Resolution 4 – To Re-elect a Director – Mr Martin Jacobsen

Mr Martin Jacobsen, appointed since the last AGM, retires as a Director in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Resolution 5 – Approval of a Grant of Rights to a Director – Gary Jones

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

“That, for the purposes of Listing Rules 10.14 of the Australian Stock Exchange Listing Rules and for all other purposes, the Company approves the grant of a maximum of 527,922 share rights under the WPG Resources Ltd Incentive Rights Plan to Director Gary Jones on the terms set out in the Explanatory Statement.”

The Company will disregard any votes cast on Resolution 5 by any Director of the Company eligible to participate in any employee incentive scheme or their associates.

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.
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Resolution 6 – Adoption of a new Constitution

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

“That the new Constitution tabled at the meeting (which includes proportional takeover provisions set out in rule 19), and signed by the Chairman of the meeting for the purpose of identification, is approved and adopted as the Constitution of the Company, in place of the current Constitution, with effect from the close of the meeting.”

Resolution 7 – Additional placement capacity under listing rule 7.1A

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

“That, for the purposes of Listing Rule 7.1A of the Australian Stock Exchange Listing Rules and for all other purposes, the Company approves the issue of equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period, over and above the 15% of the number of ordinary securities on issue which can be placed without shareholder approval under listing rule 7.1”.

The Company will disregard any votes cast on Resolution 7 by any person (and any associates of such a person) who may participate in this 10% placement and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed.

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.
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By order of the Board



Larissa Brown
Company Secretary

25 October 2013

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 Annual General Meeting, to be held by the persons who hold them at 7pm Sydney time on 25 November 2013. Only those persons will be entitled to vote at the Annual General Meeting on 27 November 2013.

PROXIES

- Votes at the Annual 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 Act.
- The proxy form (and any power of attorney under which it is signed) must be received by the Company's share registry, Boardroom Pty Limited, by facsimile on +61 2 9279 0664, by mail to GPO Box 3993, Sydney NSW 2001 or delivery to the office of Boardroom Pty Limited being Level 7, 207 Kent Street, Sydney, NSW, 2000 **no later than 48 hours before the commencement of the Annual General Meeting** that is, by no later than 11am on 25 November 2013. Any proxy form received after that time will not be valid for the scheduled meeting.
- **The Chairman intends to vote all undirected proxies in favour of Resolution 1.** If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not marking any of the "For", "Against" or "Abstain" boxes on the proxy form you will have directed the Chairman of the Meeting to vote in favour of the resolution to adopt the Remuneration Report even though this item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. You can appoint the Chairman as your proxy with a direction to cast your vote either "For", "Against" or "Abstain" on Resolution 1, even if this is contrary to the Chairman's stated voting intention.

Annual General Meeting 2013

Explanatory Statement

This Explanatory Statement has been prepared for the information of members of WPG Resources Ltd ABN 51 109 426 502 (WPG or the Company) in connection with the business to be transacted at the 2013 Annual General Meeting (AGM) of members of the Company to be held at 11am on 27 November 2013 at Dorothea Mackellar Room, Sydney Harbour Marriot Hotel, 30 Pitt Street, Sydney NSW 2000.

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

Resolution 1 – Adoption of the 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 2013 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.

Under section 250(V) of the Corporations Act, if the Remuneration Report receives a "no" vote of 25% or more, at two consecutive AGMs held after 1 July 2011, an ordinary resolution must then be put to shareholders at the second AGM as to whether another meeting should be held within 90 days at which all Directors (other than the Managing Director) who were in office when the resolution to make the Directors' Report considered at the second AGM was passed, must stand for re-election.

"Key Management Personnel" is defined as including persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

"Closely Related Parties" to a member of the Key Management Personnel is defined in the Corporations Act as including a member's spouse, child, spouse's child, dependant of the member or their spouse, a company the member controls, family of a member that may be expected to influence the member, or be influenced by the member, in the member's dealings with WPG.

If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, and you do not mark the "For", "Against" or "Abstain" boxes on the proxy form you will have directed the Chairman of the Meeting to vote in favour of the resolution to adopt the Remuneration Report even though this item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. You can appoint the Chairman as your proxy with a direction to cast your vote either "For", "Against" or "Abstain" on Resolution 1, even if this is contrary to the Chairman's stated voting intention.

The Directors recommend that Shareholders vote in favour of this resolution.

Resolution 2 – To Re-elect a Director – Mr Gary Jones

Mr Gary Jones retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election. Mr Jones has been a Director of the Company since inception. Mr Jones is a geologist with over 45 years professional experience in mineral exploration and resource and reserve estimation for various types of mineral deposits. He is Managing Director of Geonz Associates Ltd, a leading New Zealand firm of consulting geologists, and has been an independent consultant to the mining industry for the past 29 years.

Mr Jones retires by rotation and the Board (with Mr Jones abstaining) recommend that shareholders approve his re-election.

Resolution 3 – To Re-elect a Director – Mr Len Dean

Mr Len Dean retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election. Mr Dean was appointed to the Board in 2007. He has had a 40 year career in the resources sector. He spent 36 years with BHP, finishing in 2000 as Vice President, Coal and Iron Ore Marketing.

Mr Dean retires by rotation and the Board (with Mr Dean abstaining) recommend that shareholders approve his re-election.

Resolution 4 – To Re-elect a Director – Mr Martin Jacobsen

Mr Jacobsen was appointed to the Board on 16 October 2013. Detailed information in relation to his qualifications and experience was released to the ASX on 17 October 2013 and in the Company's 2013 Annual Report. Mr Jacobsen joined the Company in 2007 as Chief Operating Officer and was instrumental in the successful development, permitting and sale of the Company's South Australian iron ore assets, including the Peculiar Knob Project. He was appointed CEO in April 2012. As the Company moves forward, the skills brought by Mr Jacobsen will continue to be very important to the Company.

Having been appointed Managing Director by the Board since the last Annual General Meeting Mr Jacobsen is required by the Company's Constitution to retire at the 2013 Annual General Meeting and, having done so, is eligible to and seeks re-election to the Board.

The balance of the Company's Directors (with Mr Jacobsen abstaining) recommend that shareholders approve the re-election of Mr Jacobsen to the Board.

Resolution 5 – Approval of a Grant of Rights to a Director – Gary Jones

Background

All of WPG's senior executives, including executive Directors, are entitled to participate in the WPG Resources Ltd Incentive Rights Plan as part of their remuneration package. On 12 July 2013 WPG announced the allocation of Rights for the 2013–2014 financial year.

Shareholder approval is required under ASX Listing Rule 10.14 for the grant of Rights to Directors. Shareholder approval is sought for the grant of up to an aggregate 527,922 Rights, potentially representing ordinary Shares equal to 0.20% of the Company's current issued and outstanding ordinary Shares, to one executive Director of the Company, pursuant to the Incentive Rights Plan adopted in 2010.

The ASX Listing Rules set out a number of regulatory requirements which must be satisfied in relation to Resolution 5. These requirements are addressed below.

Technical Information Required by ASX Listing Rule 10.15A

ASX Listing Rule 10.15A requires the following information to be included in a notice of meeting proposing an approval under Listing Rule 10.14 of Rights which may be granted to executive Directors.

The maximum number of Rights (and hence the maximum number of Shares) which may be granted to the executive Director is 527,922. The formulas applicable to the calculation of the number of Rights to be potentially issued are described in the Incentive Rights Plan, which was outlined in the August 2010 Notice of Meeting.

The name of the person referred to in ASX Listing Rule 10.14 entitled to participate in the Incentive Rights Plan is **Gary Jones** and the number of Rights to be granted by the Company under the Incentive Rights Plan to this one Director is **527,922**.

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

The Right Value is determined by the following formula:

$$\text{Share Price} - (\text{Annual Dividend} \times \text{Minimum Vesting Period})$$

No consideration is payable at the time of grant of the Rights or when Shares are issued upon satisfaction of the vesting conditions attached to the Rights.

The Board may, from time to time at its absolute discretion declare that any full or part time employee or executive Director of the Company (in the case of the latter, subject to Shareholder approval) is eligible to receive Rights under the Incentive Rights Plan.

No loans have been made by the Company to any person in relation to the acquisition of the Rights.

Details of any Rights and/or Shares issued under the Incentive Rights Plan will be published each year in the Annual Report of the Company relating to the period in which Rights or Shares have been issued and the Annual Report will disclose that approval for the issue of Shares under the Incentive Rights Plan was obtained under Listing Rule 10.14. Any additional Director who becomes entitled to participate in the Incentive Rights Plan who is not named in this Notice of Meeting will not participate until approval is obtained

under Listing Rule 10.14 (if approval is required under that Listing Rule). No person referred to in Listing Rule 10.14 received securities under the Incentive Rights Plan since the last approval.

The Rights will be granted immediately upon Shareholder approval and in any event no later than 3 years after the date of this AGM (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

In accordance with the ASX Listing Rules, there are no participating rights or entitlements inherent in the Rights and the holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Rights. In addition, holders of Rights will not be entitled to vote or receive dividends as a result of their holding of Rights.

Conditions of the Rights

Following and subject to Shareholder approval of Resolution 5 Rights (performance and retention rights) will be issued to one executive Director as set out in the table below.

Director	Performance Rights	Retention Rights
Gary Jones	351,948	175,974

Exercise of Rights and Allocation of Shares

Shares allocated upon vesting of Rights will rank equally with all other Shares of the Company on issue.

Based on independent advice and extensive investigation, the non-executive Directors are of the view that the overall remuneration of the executive Directors, including the proposed grant of Rights, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of the executive Directors and the market levels of remuneration for officers in similar positions in similar sized companies.

Voting

The executive Directors are unable by law to vote for Resolution 5. The non-executive Directors, who are not eligible to participate in the Incentive Rights Plan, intend to vote all of their Shares in favour of Resolution 5.

Resolution 6 – Adoption of a new Constitution

The Company's current Constitution was adopted on 22 August 2005 when the company listed on ASX. Since its adoption, changes have been made to the Corporations Act 2001, the ASX Listing Rules and other regulatory requirements. There have also been a number of developments in corporate governance practices.

Rather than make significant amendments to the Company's current Constitution, the Directors believe that it is preferable to repeal the current Constitution and replace it with a new Constitution which reflects current corporate practice and is consistent with the present legislative and regulatory requirements in Australia.

Resolution 6 is a special resolution which means that a vote to pass this Resolution requires a minimum 75% majority of the votes cast by Shareholders of the Company entitled to vote on this Resolution.

The proposed new Constitution (new Constitution) contains a number of changes to the Company's current Constitution, many of which are administrative or relatively minor in nature. An overview of the material differences between the current Constitution and the new Constitution is set out below. Unless otherwise stated, references to rule numbers correspond to rules in the new Constitution.

Prior to the Company's Annual General Meeting being held, a copy of the Company's current Constitution and the new Constitution can be found on the Company's website at www.wpgresources.com.au. The Board unanimously recommends the adoption of the new Constitution. Shareholders may also request a copy of the proposed new Constitution by contacting the Company Secretary; a Constitution will be sent as soon as reasonably possible after receiving such a request. A copy of the new Constitution will also be available at this Annual General Meeting.

General meetings

The new Constitution incorporates a number of changes to assist with the orderly conduct of the Company's general meetings. The rule in the current Constitution dealing with adjournment is expanded under the new Constitution to deal with suspension of proceedings. The Chairman will be entitled to suspend a meeting for the purposes of allowing a poll to be taken without adjourning the meeting.

Under the new Constitution, the Directors may decide to provide for direct voting. If the Company does provide for direct voting, members will be entitled to vote directly on resolutions in a manner that does not require the member to be present at the relevant meeting, or appoint a proxy to attend or vote on their behalf. Direct voting would operate concurrently with, and not replace, the proxy system provided for under the current Constitution and the Corporations Act.

Under the new Constitution, the receipt of proxy or direct voting documents from members is expanded to clarify inclusion of all forms of electronic transmission.

Redeemable preference shares

The rule in the current Constitution dealing with issuing redeemable preference shares is expanded under the new Constitution.

Directors

A Director must not hold office for more than three years or past the third annual general meeting after their appointment or election, without submitting for re-election. Where this rule would not result in any Director having to submit for re-election, but the ASX Listing Rules require an election of Directors to be held, then the Director to retire will be determined by the Directors.

Written resolutions

The current Constitution requires all Directors to sign a document containing a statement that they are in favour of a resolution set out in a written resolution document. The new Constitution provides for a resolution of Directors to be passed once the resolution is approved (which may be verbal consent) by the requisite majority. This allows the Company to operate more efficiently across various international operations and various locations of Directors.

Dividends and distributions

The new Constitution includes a number of changes to broaden the methods by which the Company may pay dividends to Shareholders. Changes have been made to reflect recent amendments to the Corporations Act which mean companies are no longer restricted to paying dividends out of profits. Some additional rules have also been incorporated into the new Constitution to deal with the practical mechanics of paying dividends. Where dividends are to be paid by electronic transfer, the new Constitution will allow the Directors to credit an account of the Company with the dividend amount until a Shareholder provides valid bank account details. An amount credited to an account of the Company in these circumstances will be treated as having been paid to the Shareholder at the time that it is credited to the account, and no interest will accrue on the relevant money.

Winding up

The rule in the current Constitution dealing with the Company being wound up is expanded under the new Constitution.

Currency

The proposed new Constitution allows the Company to make payments to shareholders (for example, in relation to dividends) in a currency other than Australian dollars and to fix a time for determining the applicable exchange rate.

Proportional takeover bids

The current Constitution, adopted in 2005, contains proportional takeover provisions. This rule automatically ceases to have effect if not renewed within three years after its adoption or last renewal and since this has not been the case, the proportional takeover provisions have lapsed. The new Constitution includes proportional takeover provisions in Rule 19.

Under the Corporations Act, the Company may include in its Constitution a provision to enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution is approved by Shareholders in general meeting approving that proportional takeover bid.

In the Directors' view, it is appropriate to consider renewing the inclusion of a rule in the new Constitution with equivalent effect to the lapsed rule in the current Constitution.

If Resolution 6 is passed, then for 21 days after this Annual General Meeting, Shareholders holding 10% or more of the Company's issued capital would have the right to apply to a court to set aside this purported proportional takeover bid change to the Constitution. The court may set aside this purported change to the Constitution if the court is satisfied in all the circumstances that it is appropriate to do so.

The Corporations Act requires certain information to be included in a notice of meeting where the approval of Shareholders is sought to insert proportional takeover provisions. That information is set out below:

What is a proportional takeover bid?

A proportional takeover bid is an off-market takeover offer sent to all Shareholders but only in respect of a specified proportion (less than 100%) of each Shareholder's shares in the Company. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified proportion of the Shareholder's shares in the Company and retain the balance of shares.

If the proportional takeover provisions are adopted and a proportional takeover bid is made, the Directors are required to convene a meeting of Shareholders 14 days or more before the relevant offer closes to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates. Only those Shareholders who, as at the end of the day on which the first offer under the bid was made, held bid class securities are entitled to vote.

If no such resolution is voted on within the required timeframe, the resolution is deemed to have been approved.

This, in effect, means that Shareholders, as a body only, may prohibit a proportional takeover bid by rejecting such a resolution.

If a resolution is approved, the takeover bid can proceed, however, Shareholders can each still individually decide whether to accept or reject the proportional takeover bid in relation to their shares. If the resolution is approved or deemed to have been approved, transfers of shares under the proportional takeover bid (provided they are in all other respects in order for registration) must be registered.

If the resolution is rejected, registration of any transfer of shares resulting from that proportional takeover bid are prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

A proportional takeover provision does not apply to full takeover bids.

The proposed rule will expire three years after its adoption unless renewed by a further special resolution of the Company's Shareholders.

No presently proposed acquisitions

As at the date of this notice of meeting, no Director of the Company is aware of any proposal by any person to acquire or increase the extent of a substantial interest in the Company.

Potential advantages and disadvantages of the proportional takeover provisions

The Directors consider that it is a potential advantage to all Shareholders that they have the opportunity to consider and vote upon whether any proposed proportional takeover bid should proceed, which is likely to cause an intending bidder to formulate its offer in a way that would be attractive to a majority of Shareholders. It may also have the effect of not allowing control of the Company to pass without payment of a control premium and may assist Shareholders from being locked in as a minority.

Knowing the view of the majority of Shareholders may help each individual Shareholder to form an opinion on whether to accept or reject an offer under the bid.

Disadvantages of the inclusion of takeover approval provisions include a possible reduction in the likelihood of a proportional takeover bid being successful, thereby discouraging the making of a proportional takeover bid and therefore reducing the chances of Shareholders receiving an opportunity to dispose of part of their shares, possibly at a premium. This may be thought to potentially remove or reduce any speculative element of the market price of the Company's shares arising from the possibility of a proportional takeover bid. Some Shareholders may consider the presence of the new Rule 19, if approved, to be an additional restriction on the ability of individual Shareholders to deal freely with their shares.

There have been no takeover bids for the Company, either proportional or full, while the proportional takeover approval provisions have been in operation. Accordingly, there is no example against which the advantages or disadvantages of the proportional takeover approval provisions may be assessed, however, the Directors believe that during the period in which the previous proportional takeover provisions were in effect, the advantages and disadvantages listed above have similarly applied to the Shareholders.

The Directors of the Company consider that the proposed insertion of Rule 19 has no potential advantage or potential disadvantage for the Directors, as the Directors remain free, in the event of a proportional takeover bid, to make a recommendation to Shareholders on whether a proportional takeover bid should be approved. Similarly, the Directors believe that during the period in which the previous proportional takeover provisions were in effect, the Directors did not experience any advantage or disadvantage with the existence of those provisions.

The Directors of the Company do not believe the potential disadvantages outweigh the potential advantages of the proposed proportional takeover provisions operating for the next three years.

Reasons for proposing the proportional takeover provisions

The Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid may result in effective control of the Company changing hands without Shareholders having the opportunity of disposing of all their shares. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their shares whilst leaving themselves as part of a minority interest in the Company.

The proposed new Rule 19 can prevent this occurring by giving Shareholders the opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Directors consider that it is in the interest of Shareholders to have the right to vote on a proportional takeover bid and therefore recommend that Shareholders vote in favour of renewing the takeover approval provisions.

Other amendments

The new Constitution amends certain rules of the current Constitution in light of changes that have been made to the Corporations Act since the adoption of the current Constitution and has also been drafted to be consistent with current market practices. The new Constitution also updates some of the definitions used to reflect current terminology, although where possible, it relies on defined terms in the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules.

In addition, where appropriate, the new Constitution removes restatements of existing requirements contained in the Corporations Act or the ASX Listing Rules, which would otherwise require amendment in the event of legislative or regulatory change.

Transitional rules have been incorporated into the new Constitution to ensure that the rules of the new Constitution (once adopted) will apply to matters existing under the current Constitution. For example, existing Directors of the Company will be taken to have been appointed under the new Constitution.

Resolution 7 – Additional placement capacity under listing rule 7.1A

Background

Listing Rule 7.1A enables eligible entities to seek shareholder approval to issue equity securities up to 10% of its issued share capital through placements over a 12 month period from the date of the AGM. This 10% placement capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. WPG is an eligible entity.

The Company is now seeking shareholder approval, by way of a special resolution under Listing Rule 7.1A, to have the ability to issue equity securities under this 10% placement capacity. Any equity securities issued under the 10% placement capacity must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Notice, WPG's quoted class of equity securities consist of fully paid ordinary shares only. Rights issued by the Company are unquoted securities.

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution. The Board has no current intention to undertake a placement of shares, either pursuant to the 15% placement capacity or the additional 10% placement capacity subject of this Resolution 7. Rather, the approval of this Resolution is sought solely in order to provide the Board with the maximum flexibility with regard to future capital raising or asset acquisitions.

Formula for calculating the 10% placement capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting, can issue a number of equity securities calculated in accordance with the following formula:

$$(AxD)-E$$

where **A** is the number of shares on issue 12 months before the date of issue or agreement:

- Plus that number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- Plus the number of partly paid shares that became fully paid in the 12 months;
- Plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- Less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1.A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 261,117,428 shares and has a capacity to issue:

- 39,167,614 equity securities under Listing Rule 7.1; and
- Subject to shareholder approval being sought under Resolution 7, 26,111,743 equity securities under Listing Rule 7.1A.

Listing Rule 7.3A

The following information is provided to assist shareholder's consideration of Resolution 7 in accordance with ASX Listing Rule 7.3A.

Minimum price securities may be issued

Any securities issued under listing rule 7.1A must not be issued at a price that is less than 75% of the volume weighted average price (VWAP) of the securities calculated over the 15 trading days on which trades in those securities were recorded prior to either (a) the date on which the price at which the securities are to be issued is agreed, or (b) if the securities are not issued within 5 trading days of the date referred to in (a), the date on which the securities are issued.

Risk of economic and voting dilution

If Resolution 7 is approved by shareholders and WPG issues equity securities under the additional 10% placement capacity, the existing shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- The market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the AGM,
- The equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities (shares) the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.018 50% decrease in Issue Price	\$0.035 Issue Price	\$0.070 100% increase in issue price
Current Variable A 261,117,428 shares	10% Voting Dilution	26,111,743 shares	26,111,743 shares	26,111,743 shares
	Funds raised	\$456,955	\$913,911	\$1,827,822
50% Increase in current Variable A 391,676,142 Shares	10% Voting Dilution	39,167,614 shares	39,167,614 shares	39,167,614 shares
	Funds raised	\$685,433	\$1,370,866	\$2,741,733
100% increase in current Variable A 522,234,856 Shares	10% Voting Dilution	52,223,486 shares	52,223,486 shares	52,223,486 shares
	Funds raised	\$913,911	\$1,827,822	\$3,655,644

The table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% placement capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% placement capacity, based on that Shareholder's holding at the date of the AGM.
- The table shows only the effect of issues of equity securities under Listing Rule 7.1A not under the 15% placement capacity under Listing Rule 7.1.
- The issue price is \$0.035 being the closing price of the Shares on ASX on 18 October 2013.

Expiry of approval

Any securities issued pursuant to Resolution 7 must be issued no later than 27 November 2014, 12 months from the date of the AGM considering this Resolution 7. Additionally, in accordance with ASX Listing Rule 7.3A.3 this approval to issue securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2 (being a significant change to nature of scale of activities or disposal of main undertaking).

Purpose of an issue

Any issue of securities in accordance with this Resolution 7 would be for the purposes of either (a) raising general working capital for the Company's operations, including project exploration costs and general corporate expenses, or (b) although not anticipated at this time, payment of non-cash consideration for project or asset acquisitions, in which case the securities issued would be valued (and a valuation released) in accordance with ASX Listing Rule 7.1A.3.

Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to this 10% placement capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% placement capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% placement capacity will be the vendors of the new resources assets or investments.

Previous approval

The Company obtained shareholder approval under Listing Rule 7.1A at the 2012 Annual General Meeting held on 21 November 2012. The 10% placement capacity was not utilised.

Equity securities issued in the last 12 months

The following information is provided in accordance with ASX Listing Rule 7.3A.6. The total number of equity securities issued in the last 12 months is listed in the table below:

Number of Equity Securities	Class	% of the Company's equity securities at the commencement of the 12 month period
170,050 6,383,510 *	fully paid ordinary shares incentive rights	0.07% potentially representing ordinary Shares equal to 2.12%

* 736,882 of these incentive rights were cancelled in the last 12 months.

Details of each issue of equity securities in the last 12 months are shown in the table below:

Date of issue	Number of Equity Securities	Class	Basis allottees were determined	Issue Price and consideration
21 Nov 2012	1,044,759	incentive rights	Granted to Executive Directors (following Shareholder approval) pursuant to the WPG Resources Ltd Incentive Rights Plan	Nil
12 Jul 2013	170,050	fully paid ordinary shares	Granted to one senior executive pursuant to the WPG Resources Ltd Incentive Rights Plan on vesting of Incentive Rights	Nil
12 Jul 2013	5,338,751	incentive rights	Granted to senior executives pursuant to the WPG Resources Ltd Incentive Rights Plan	Nil

Voting exclusion statement

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.



WPG RESOURCES LTD
ABN 51 109 426 502

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am on Monday, 25 November 2013.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.boardroomlimited.com.au/vote/wpgresourcesagm2013

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11am on Monday, 25 November 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.boardroomlimited.com.au/vote/wpgresourcesagm2013

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **WPG Resources Ltd** and entitled to attend and vote hereby appoint

Appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of **WPG Resources Ltd** to be held at the **Dorothea Mackellar Room, Sydney Harbour Marriot Hotel, 30 Pitt Street, Sydney, NSW 2000 on Wednesday, 27 November 2013 at 11am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of **Resolution 1** even though the Chairman of the Meeting is, and **Resolution 1** is connected directly or indirectly with the remuneration of, a member of key management personnel for WPG Resources Ltd.

The Chairman of the Meeting will vote all undirected proxies in favour of all resolutions (including Resolution 1). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on a resolution, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect a Director – Mr Gary Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect a Director – Mr Len Dean	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect a Director – Mr Martin Jacobsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of a grant of Rights to a Director – Mr Gary Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Adoption of a new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Additional placement capacity under listing rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2013