



WPG Resources Ltd

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24 July 2014

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

Grant of Incentive Rights – Appendix 3B

WPG Resources Ltd (WPG) has granted 3,257,484 incentive rights to senior executives pursuant to the WPG Resources Ltd Incentive Rights Plan.

WPG will also grant 2,447,317 incentive rights to Executive Directors subject to shareholder approval at the next General Meeting.

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

Yours sincerely
WPG Resources Ltd

Larissa Brown
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,257,484 unquoted incentive rights (can convert to fully paid ordinary shares in accordance with the terms of the Incentive Rights Plan) |
| 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 3,257,484 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 2017. |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | The incentive rights will rank equally with WPG fully paid ordinary shares coded WPG upon vesting. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

| | | |
|----|---|---|
| 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. |
| 6a | Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i | Yes |
| 6b | The date the security holder resolution under rule 7.1A was passed | 27 November 2013 |
| 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 |
| 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 | 24 July 2014 |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

| | | | |
|----|--|---|---------------------------------------|
| 8 | Number and +class of all +securities quoted on ASX (<i>including</i> the securities in section 2 if applicable) | Number | +Class |
| | | 268,617,428* | Fully paid ordinary shares |
| 9 | Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable) | Number | +Class |
| | | 3,691,232 | Incentive rights, vesting 1 July 2015 |
| | | 5,866,673 | Incentive rights, vesting 1 July 2016 |
| | | 3,257,484** | Incentive rights, vesting 1 July 2017 |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Full participation in any future dividends. | |

* 7,500,000 shares are subject to voluntary escrow for 12 months from 29 May 2014

** a further 2,447,317 incentive rights will be granted to Executive Directors subject to shareholder approval at the next General Meeting

Part 2 - Bonus issue or pro rata issue

Questions 11 to 33

Not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Questions 35 to 37

Not applicable

Entities that have ticked box 34(b)

Questions 38 to 42

Not applicable

+ 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: 24 July 2014

Print name: Larissa Brown

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

Introduced 01/08/12

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|---|--|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue | 261,117,428 |
| Add the following: <ul style="list-style-type: none"> Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid ordinary securities issued in that 12 month period with shareholder approval Number of partly paid ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items | 27 November 2013 – 527,922 incentive rights 22 July 2014 – 3,257,484 incentive rights |
| Subtract the number of fully paid ordinary securities cancelled during that 12 month period | 0 |
| “A” | 261,117,428 |

| | |
|-------------------------------------|--|
| Step 2: Calculate 15% of “A” | |
| “B” | 0.15 [Note: this value cannot be changed] |
| Multiply “A” by 0.15 | 39,167,614 |

+ See chapter 19 for defined terms.

| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
|---|--|
| <p>Insert 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"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 29 May 2014 – 7,500,000 fully paid ordinary shares |
| “C” | 7,500,000 |

| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
|---|---|
| <p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p> | 39,167,614 |
| <p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p> | 7,500,000 |
| <p>Total [“A” x 0.15] – “C”</p> | <p>31,667,614</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p> |

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|---|-------------|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| <p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p> | 261,117,428 |
| Step 2: Calculate 10% of “A” | |
| <p>“D”</p> <p><i>Note: this value cannot be changed</i></p> | 0.10 |
| Multiply “A” by 0.10 | 26,111,742 |

+ See chapter 19 for defined terms.

| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
|---|---|
| <p>Insert 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"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • 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 • It may be useful to set out issues of securities on different dates as separate line items | |
| “E” | 0 |

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