

# 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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

WESTERN AREAS NL

ABN

68 091 049 357

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   | a) Unlisted Employee Options<br>b) Unlisted Directors Options<br>c) Unlisted Employee Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | a) 1,750,000<br>b) 600,000<br>c) 30,000  |
| 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) | a) Unlisted \$7.25 Employee Options, expiring 30/9/2012, vesting 50% 12 months before expiry and 50% 24 months before expiry.<br>b) Unlisted \$7.50 Directors Options, expiring 17/09/2012, vesting 50% 12 months before expiry and 50% 24 months before expiry.<br>c) Unlisted \$15.00 Employee Options |

+ See chapter 19 for defined terms.

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<p>4 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>	<p>a) No  b) No  c) No</p>				
<p>5 Issue price or consideration</p>	<p>a) \$7.25 per Employee Option  b) \$7.50 per Directors Option  c) \$15.00 per Employee Option</p>				
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Issue of unlisted employee options to align employee interests to that of shareholders  b) Issue of unlisted directors options to align directors interests to that of shareholders  c) Cancel unlisted employee options</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>6 November 2009</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1467 989 1512">Number</th> <th data-bbox="989 1467 1283 1512">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1512 989 1697">178,947,149</td> <td data-bbox="989 1512 1283 1697">Shares (WSA)</td> </tr> </tbody> </table>	Number	+Class	178,947,149	Shares (WSA)
Number	+Class				
178,947,149	Shares (WSA)				

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+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	788,750	- on or before 7/12/09 at C\$4.00
	1,190,000	- on or before 1/6/10 at A\$7.50
	2,000,000	- on or before 27/6/10 at A\$7.50
	500,000	- on or before 29/01/11 at A\$7.50
	1,760,000	- on or before 22/05/11 at A\$15.00
	2,400,000	- on or before 22/05/11 at A\$17.00
	400,000	- on or before 22/05/11 at A\$17.00
	1,750,000	-on or before 30/09/12 at A\$7.25
	600,000	-on or before 17/09/12 at A\$7.50

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) N/A

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

11 Is security holder approval required? N/A

12 Is the issue renounceable or non-renounceable? N/A

13 Ratio in which the +securities will be offered N/A

14 +Class of +securities to which the offer relates N/A

15 +Record date to determine entitlements N/A

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? N/A

17 Policy for deciding entitlements in relation to fractions N/A

18 Names of countries in which the entity has +security holders who will not be sent new issue documents N/A

Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations N/A

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20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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+ See chapter 19 for defined terms.

- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 <sup>+</sup>Despatch date N/A

### **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**

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

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

38 Number of securities for which  
 +quotation is sought 

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39 Class of +securities for which  
 quotation is sought 

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40 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:

- 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

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41 Reason for request for quotation  
 now

Example: In the case of restricted securities, end of  
 restriction period

(if issued upon conversion of  
 another security, clearly identify that  
 other security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

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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.
  
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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: ..... Date: 13 November 2009  
(Company Secretary)

Print name: Joseph Belladonna  
.....

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+ See chapter 19 for defined terms.

Rule 3.19A.2 Appendix 3Y

## Change of Director's Interest Notice

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

Introduced 30/9/2001.

Name of entity	WESTERN AREAS N.L.
ABN	68 091 049 357

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

Name of Director	Julian Hanna
Date of last notice	28 August 2009

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

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

Direct or indirect interest	a) Indirect b) Direct																
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	a) P Hanna																
Date of change	a) 6 November 2009 b) 6 November 2009																
No. of securities held prior to change	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;">J&amp;P Hanna</td> <td>1,021,875 Fully Paid Ordinary Shares</td> </tr> <tr> <td>J Hanna Super Fund</td> <td>357,304 Fully Paid Ordinary Shares</td> </tr> <tr> <td>JP Hanna</td> <td>200,000 \$7.50 Options (27/06/2010)</td> </tr> <tr> <td>P Hanna</td> <td>200,000 \$7.50 Options (27/06/2010)</td> </tr> <tr> <td>JP Hanna</td> <td>200,000 \$17.00 Options (22/05/2011)</td> </tr> <tr> <td>P Hanna</td> <td>200,000 \$17.00 Options (22/05/2011)</td> </tr> </table>	J&P Hanna	1,021,875 Fully Paid Ordinary Shares	J Hanna Super Fund	357,304 Fully Paid Ordinary Shares	JP Hanna	200,000 \$7.50 Options (27/06/2010)	P Hanna	200,000 \$7.50 Options (27/06/2010)	JP Hanna	200,000 \$17.00 Options (22/05/2011)	P Hanna	200,000 \$17.00 Options (22/05/2011)				
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P Hanna	200,000 \$17.00 Options (22/05/2011)																
Class	a) Unlisted Options b) Unlisted Options																
Number acquired	a) 100,000 at an exercise price of \$7.50 b) 100,000 at an exercise price of \$7.50																
Number disposed																	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>																	
No. of securities held after change	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;">J&amp;P Hanna</td> <td>1,021,875 Fully Paid Ordinary Shares</td> </tr> <tr> <td>J Hanna Super Fund</td> <td>357,304 Fully Paid Ordinary Shares</td> </tr> <tr> <td>JP Hanna</td> <td>200,000 \$7.50 Options (27/06/2010)</td> </tr> <tr> <td>P Hanna</td> <td>200,000 \$7.50 Options (27/06/2010)</td> </tr> <tr> <td>JP Hanna</td> <td>200,000 \$17.00 Options (22/05/2011)</td> </tr> <tr> <td>P Hanna</td> <td>200,000 \$17.00 Options (22/05/2011)</td> </tr> <tr> <td>JP Hanna</td> <td>100,000 \$7.50 Options (17/09/2012)</td> </tr> <tr> <td>P Hanna</td> <td>100,000 \$7.50 Options (17/09/2012)</td> </tr> </table>	J&P Hanna	1,021,875 Fully Paid Ordinary Shares	J Hanna Super Fund	357,304 Fully Paid Ordinary Shares	JP Hanna	200,000 \$7.50 Options (27/06/2010)	P Hanna	200,000 \$7.50 Options (27/06/2010)	JP Hanna	200,000 \$17.00 Options (22/05/2011)	P Hanna	200,000 \$17.00 Options (22/05/2011)	JP Hanna	100,000 \$7.50 Options (17/09/2012)	P Hanna	100,000 \$7.50 Options (17/09/2012)
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Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Directors Incentive Options to further align Directors interests with that of shareholders.																
Additional Disclosure																	

+ See chapter 19 for defined terms.



Part 2 – Change of director's interests in contracts

Detail of contract	Commsec Margin Loan
Nature of interest	Selected WSA shares are security for the margin loan facility
Name of registered holder (if issued securities)	J&P Hanna
Date of change	26 August 2009
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	1,000,000
Interest acquired	-
Interest disposed	-
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	-
Interest after change	1,000,000

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Rule 3.19A.2 Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/9/2001.

Name of entity	WESTERN AREAS N.L.
ABN	68 091 049 357

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

Name of Director	Craig Oliver
Date of last notice	1 May 2009

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

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

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Oliver Family Trust
<b>Date of change</b>	6 November 2009
<b>No. of securities held prior to change</b> The Oliver Family Trust Parkglow Investments Pty Ltd The Oliver Super Fund The Oliver Super Fund The Oliver Family Trust The Oliver Family Trust	55,000 Fully Paid Ordinary Shares 5,000 Fully Paid Ordinary Shares 40,000 Fully Paid Ordinary Shares 200,000 \$7.50 Options (27/06/2010) 200,000 \$7.50 Options (27/06/2010) 400,000 \$17.00 Options (22/05/2011)
<b>Class</b>	Unlisted Options
<b>Number acquired</b>	200,000 at an exercise price of \$7.50
<b>Number disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	
<b>No. of securities held after change</b> The Oliver Family Trust Parkglow Investments Pty Ltd The Oliver Super Fund The Oliver Super Fund The Oliver Family Trust The Oliver Family Trust The Oliver Family Trust	55,000 Fully Paid Ordinary Shares 5,000 Fully Paid Ordinary Shares 40,000 Fully Paid Ordinary Shares 200,000 \$7.50 Options (27/06/2010) 200,000 \$7.50 Options (27/06/2010) 400,000 \$17.00 Options (22/05/2011) 200,000 \$7.50 Options (17/09/2012)
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Directors Incentive Options to further align Directors interests with that of shareholders.
<b>Additional Disclosure</b>	

+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

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

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Rule 3.19A.2 Appendix 3Y

## Change of Director's Interest Notice

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

Introduced 30/9/2001.

Name of entity	WESTERN AREAS N.L.
ABN	68 091 049 357

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

Name of Director	Daniel Lougher
Date of last notice	1 May 2009

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

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

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	6 November 2009
No. of securities held prior to change Jean Lougher Daniel Lougher Jean Lougher Jean Lougher Daniel Lougher	2,384 Fully Paid Ordinary Shares 48,500 Fully Paid Ordinary Shares 240,000 \$7.50 Options (27/06/2010) 200,000 \$17.00 Options (22/5/2011) 200,000 \$17.00 Options (22/5/2011)
Class	Unlisted Options
Number acquired	200,000 at an exercise price of \$7.50
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	
No. of securities held after change Jean Lougher Daniel Lougher Jean Lougher Jean Lougher Daniel Lougher Daniel Lougher	2,384 Fully Paid Ordinary Shares 48,500 Fully Paid Ordinary Shares 240,000 \$7.50 Options (27/06/2010) 200,000 \$17.00 Options (22/5/2011) 200,000 \$17.00 Options (22/5/2011) 200,000 \$7.50 Options (17/09/2012)
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of Directors Incentive Options to further align Directors interests with that of shareholders.
Additional Disclosure	

### Part 2 – Change of director's interests in contracts

+ See chapter 19 for defined terms.

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

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

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+ See chapter 19 for defined terms.