



WPG Resources Ltd

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11 July 2016

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

Share issue on vesting of incentive rights and grant of new incentive rights – Appendix 3B

WPG Resources Ltd (ASX: WPG) advises that 4,815,900 fully paid ordinary shares were issued to employees and consultants under the terms of the Incentive Rights Plan.

WPG's incentive rights granted in 2013 were tested for vesting on 1 July 2016. There are 3 separate tranches of incentive rights (retention, absolute performance, and relative performance) which are subject to different vesting tests and the Company will now issue and allot the number of fully paid ordinary shares based on Incentive Rights Plan calculations:

- Retention rights vest in the proportion the holder has been with WPG since the rights were granted. This tranche has fully vested.
- Absolute performance rights vest according to a comparison of WPG's share price as at 1 July 2013 and change compounded over 3 years (1 July 2014, 15 and 16). WPG's share price has risen over the 3 year period and this tranche has fully vested.
- Relative performance compares WPG to a basket of 60 ASX listed companies (the 30 immediately above and 30 immediately below WPG's market capitalisation in the materials industry group on 1 July 2013). These performance rights vest according to WPG's relative position in that group of companies as at 1 July 2016. WPG's relative position in this list shifted upwards between 1 July 2013 and 1 July 2016, outperforming 87% of the basket of comparator companies. This tranche has fully vested.

In accordance with the Plan rules the absolute performance component of the 2012 incentive rights were re-tested on 1 July 2016. WPG's VWAP over the 3 year period rose, but was below the threshold for vesting set out in the plan. This tranche will not vest and these rights now lapse.

These shares are issued under exception 9 of Listing Rule 7.2 and do not count towards the Company's 10% placement capacity under Listing Rule 7.1 or 15% placement capacity under Listing Rule 7.1A.

In addition, WPG has granted 7,532,112 incentive rights to senior executives pursuant to the WPG Resources Ltd Incentive Rights Plan as the long term incentive portion of 2016-17 adjusted fees and salaries. Included in this new incentive rights grant are the senior executives at Challenger gold mine.

WPG will also grant 3,170,178 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 and share issues.

Appendix 3B

New issue announcement

Notice Under Section 708A(5)(e)

WPG Resources has resolved to issue a total of 4,815,900 fully paid ordinary shares at an issue price of \$0.00 per share on the conversion of existing incentive rights. The shares will be allotted on 11 July 2016.

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 sincerely

WPG Resources Ltd



Larissa Brown

Company Secretary

+ See chapter 19 for defined terms.

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, 04/03/13

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 and fully paid ordinary shares pursuant to Incentive Rights Plan |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,815,900 fully paid ordinary shares issued
5,295,590 (2013) incentive rights and 1,304,048 (2012) incentive rights convert to shares and lapse in accordance with the terms of the Incentive Rights Plan
7,532,112 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 (e.g. 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) | Fully paid ordinary shares are issued on vesting of incentive rights, in accordance with the WPG Resources Ltd Incentive Rights Plan.
The incentive rights are granted to senior executives and if fully vested will represent a maximum of 7,532,112 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 2019. |

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Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	The shares will rank equally with WPG fully paid ordinary shares from the date of allotment.
	<p>If the additional +securities do not rank equally, please state:</p> <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 	Shares resulting from the conversion of incentive rights will rank equally with WPG fully paid ordinary shares coded WPG upon vesting.
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 shares are issued as part of termination package. 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?	Yes
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	25 November 2015
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable							
6f	Number of +securities issued under an exception in rule 7.2	4,815,900 fully paid ordinary shares are issued under Exception 9							
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	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	11 July 2016							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>452,156,008*</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>88,681,748</td> <td>Options \$0.04 exercise price and expiry date 31 December 2016</td> </tr> </tbody> </table>	Number	+Class	452,156,008*	Fully paid ordinary shares	88,681,748	Options \$0.04 exercise price and expiry date 31 December 2016	
Number	+Class								
452,156,008*	Fully paid ordinary shares								
88,681,748	Options \$0.04 exercise price and expiry date 31 December 2016								

* A further 10,000,000 shares will be issued and allotted to Helix Resources on development of the Tunkillia gold project

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Incentive rights, vesting 1 July 2017 Incentive rights, vesting 1 July 2018 Incentive rights, vesting 1 July 2019
	4,917,178 6,620,123 7,532,112*	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends.

* a further 3,170,178 incentive rights will be granted to Executive Directors subject to shareholder approval at the next General Meeting.

Part 2 - 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 is not available now, we 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: 11 July 2016

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 Amended 04/03/13

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 the ⁺ issue date or date of agreement to issue	280,967,382
<p>Add the following:</p> <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 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</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> 	<p>27 August 2015 – 296,494 shares (Exception 9)</p> <p>7 December 2015 – 93,754,625 shares (Exception 1)</p> <p>17 December 2015 – 1,461 shares (Exception 4)</p> <p>25 January 2016 – 794 shares (Exception 4)</p> <p>15 February 2016 – 6,666 shares (Exception 4)</p> <p>19 February 2016 – 7,666 shares (Exception 4)</p> <p>8 March 2016 – 20,932 shares (Exception 4)</p> <p>10 March 2016 – 99,999 shares (Exception 4)</p> <p>14 March 2016 – 122,332 shares (Exception 4)</p> <p>16 March 2016 – 48,250 shares (Exception 4)</p> <p>17 March 2016 – 3,864 shares (Exception 4)</p> <p>22 March 2016 – 103,333 shares (Exception 4)</p> <p>24 March 2016 – 2,742,615 shares (Exception 4)</p> <p>29 March 2016 – 46,930 shares (Exception 4)</p> <p>4 April 2016 – 17,513 shares (Exception 4)</p> <p>11 April 2016 – 388,027 shares (Exception 4)</p> <p>27 April 2016 – 351,004 shares (Exception 4)</p> <p>16 May 2016 – 65,999 shares (Exception 4)</p> <p>20 May 2016 – 258,724 shares (Exception 4)</p> <p>1 June 2016 – 389,887 shares (Exception 4)</p> <p>10 June 2016 – 3,333 shares (Exception 4)</p> <p>17 June 2016 – 166,666 shares (Exception 4)</p> <p>28 June 2016 – 226,882 shares (Exception 4)</p> <p>4 July 2016 – 25,806,425 share issue 16 Dec 15 (approved under rule 7.4)</p> <p>4 July 2016 – 14,542,786 share issue 18 Apr 15 (approved under rule 7.4)</p> <p>4 July 2016 – 26,899,492 share issue 18 Apr 15 (approved under rule 7.4)</p> <p>11 July 2016 – 4,815,900 (Exception 9)</p>
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	0
“A”	452,412,674

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	67,861,901
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> 	
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	67,861,901
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C”	67,861,901 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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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	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	452,412,674
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	45,241,267
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – 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>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</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	0
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	45,241,267
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	45,241,267 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.