



WPG Resources Ltd

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30 November 2016

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

Grant of Incentive Rights – Appendix 3B and 3Y

Approval was received at the 2016 Annual General Meeting of WPG Resources Ltd (WPG or the Company) held today, for grant of 3,170,178 Incentive Rights to two Executive Directors. The proposed grant of these rights was first advised on 11 July 2016.

Following the AGM, Technical Director Gary Jones has advised, and the Board has agreed, that he will become a Non-executive Director from 1 December 2016. As Non-executive Directors do not participate in the Incentive Rights Plan, Gary's Incentive Rights grant will be reduced pro rata for the period of the year that he has been an Executive. Gary will therefore be issued 5/12 of the amount approved at the AGM (ie 237,689 rights).

The Company therefore advises the grant of 2,837,414 Incentive Rights.

Attached are completed Appendix 3B and Appendix 3Y Notices with respect to this Incentive Rights issue.

Additional information is also included in the attached Appendix 3B pursuant to the approval of a resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period under Listing Rule 7.1A passed by special resolution today.

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, 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 pursuant to Incentive Rights Plan |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,837,414 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) | The incentive rights are granted to two Executive Directors and if fully vested will represent a maximum of 2,837,414 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. |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date 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"> • 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 	<p>Shares resulting from the conversion of incentive rights will rank equally with WPG fully paid ordinary shares coded WPG upon vesting.</p>
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 two Executive Directors as part of competitive remuneration packages on advice from an independent remuneration consultant.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2016
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

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	2,837,414 unquoted incentive rights approved by shareholders under listing rule 10.14 at the 30 November 2016 Annual General Meeting.							
6f	Number of +securities issued under an exception in rule 7.2	Not applicable							
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>	30 November 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 data-bbox="647 1485 935 1518">Number</th> <th data-bbox="943 1485 1453 1518">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="647 1525 935 1559">695,481,477*</td> <td data-bbox="943 1525 1453 1559">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="647 1563 935 1597">60,476,520</td> <td data-bbox="943 1563 1453 1630">Options \$0.038 exercise price and expiry date 31 December 2016</td> </tr> </tbody> </table>	Number	+Class	695,481,477*	Fully paid ordinary shares	60,476,520	Options \$0.038 exercise price and expiry date 31 December 2016	
Number	+Class								
695,481,477*	Fully paid ordinary shares								
60,476,520	Options \$0.038 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.

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		4,917,178	Incentive rights, vesting 1 July 2017
		6,620,123	Incentive rights, vesting 1 July 2018
		10,369,526	Incentive rights, vesting 1 July 2019
		37,500,000	Unlisted options, expiry 30 Sept 2018, exercise price \$0.11
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Full participation in any future dividends.	

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: 30 November 2016

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 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	
<i>Insert</i> number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue	281,263,876
<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>7 December 2015 – 93,754,625 shares (Exception 1) 17 December 2015 – 1,461 shares (Exception 4) 25 January 2016 – 794 shares (Exception 4) 15 February 2016 – 6,666 shares (Exception 4) 19 February 2016 – 7,666 shares (Exception 4) 8 March 2016 – 20,932 shares (Exception 4) 10 March 2016 – 99,999 shares (Exception 4) 14 March 2016 – 122,332 shares (Exception 4) 16 March 2016 – 48,250 shares (Exception 4) 17 March 2016 – 3,864 shares (Exception 4) 22 March 2016 – 103,333 shares (Exception 4) 24 March 2016 – 2,742,615 shares (Exception 4) 29 March 2016 – 46,930 shares (Exception 4) 4 April 2016 – 17,513 shares (Exception 4) 11 April 2016 – 388,027 shares (Exception 4) 27 April 2016 – 351,004 shares (Exception 4) 16 May 2016 – 65,999 shares (Exception 4) 20 May 2016 – 258,724 shares (Exception 4) 1 June 2016 – 389,887 shares (Exception 4) 10 June 2016 – 3,333 shares (Exception 4) 17 June 2016 – 166,666 shares (Exception 4) 28 June 2016 – 226,882 shares (Exception 4) 4 July 2016 – 25,806,425 share issue 16 Dec 15 (approved under rule 7.4) 4 July 2016 – 14,542,786 share issue 18 Apr 15 (approved under rule 7.4) 4 July 2016 – 26,899,492 share issue 18 Apr 15 (approved under rule 7.4) 11 July 2016 – 4,815,900 shares (Exception 9) 21 July 2016 – 7,666 shares (Exception 4) 28 July 2016 – 5,552,289 shares (Exception 4) 29 July 2016 – 3,165,778 shares (Exception 4) 1 August 2016 – 5,101,183 shares (Exception 4) 2 August 2016 – 1,229,526 shares (Exception 4) 3 August 2016 – 3,319,017 shares (Exception 4) 11 August 2016 – 359,691 shares (Exception 4) 12 August 2016 – 1,266 shares (Exception 4) 19 August 2016 – 8,549 shares (Exception 4) 23 August 2016 – 79,244,418 shares (Exception 1) 24 August 2016 – 611,923 shares (Exception 4) 26 August 2016 – 18,016,546 shares (Exception 2) 2 September 2016 – 671,280 shares (Exception 4) 6 September 2016 – 239,036 shares (Exception 4) 8 September 2016 – 1,042,857 shares (Exception 4) 12 September 2016 – 206,788 shares (Exception 4) 14 September 2016 – 476,158 shares (Exception 4) 16 September 2016 – 1,161,146 shares (Exception 4) 22 September 2016 – 485,081 shares (Exception 4) 29 September 2016 – 71,482 shares (Exception 4) 6 October 2016 – 60,333 shares (Exception 4) 10 October 2016 – 77,473 shares (Exception 4)</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	13 October 2016 – 260,233 shares (Exception 4) 13 October 2016 – 67,824,551 share issue 3 Aug 16 (approved under rule 7.4) 13 October 2016 – 45,215,449 share issue 3 Aug 16 (approved under rule 7.4) 31 October 2016 – 365,701 shares (Exception 4) 3 November 2016 – 647,747 shares (Exception 4) 8 November 2016 – 70,104 shares (Exception 4) 16 November 2016 – 396,470 shares (Exception 4) 18 November 2016 – 421,711 shares (Exception 4) 18 November 2016 – 4,819,277 shares (approved 13 Oct 16) 22 November 2016 – 1,232,160 shares (Exception 4) 24 November 2016 – 185,073 shares (Exception 4) 28 November 2016 – 777,507 shares (Exception 4)
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Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	0
“A”	695,481,477

Step 2: Calculate 15% of “A”

“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	104,322,222

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>	104,322,222
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.15] – “C” <i>[Note: this is the remaining placement capacity under rule 7.1]</i>	104,322,222

+ See chapter 19 for defined terms.

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>	695,481,477
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	69,548,148
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 <i>Notes:</i> <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>	69,548,148
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	0
Total [“A” x 0.10] – “E”	69,548,148 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Appendix 3Y

30 November 2016

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 30/09/01 Amended 01/01/11

Name of entity	WPG Resources Ltd
ABN	51 109 426 502

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	Martin Jacobsen
Date of last notice	26 August 2016

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

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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	30 November 2016	
No. of securities held prior to change	5,220,266	Fully Paid Ordinary Shares
	630,511	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	4,828,869	Unquoted Incentive Rights
Class	Incentive Rights	
Number acquired	2,559,725 Incentive Rights	
Number disposed	Nil	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil	
No. of securities held after change	5,220,266	Fully Paid Ordinary Shares
	630,511	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	7,388,594	Unquoted Incentive Rights
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>	Grant of Incentive Rights.	

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
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	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – the trading occurred during a trading window in accordance with the Company's Share Trading and Trading Windows policy and procedures.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y

30 November 2016

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 30/09/01 Amended 01/01/11

Name of entity	WPG Resources Ltd
ABN	51 109 426 502

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	Gary Jones
Date of last notice	29 November 2016

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

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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	30 November 2016	
No. of securities held prior to change	2,140,598	Fully Paid Ordinary Shares
	3,333	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	1,178,181	Unquoted Incentive Rights
Class	Incentive Rights	
Number acquired	237,689 incentive rights	
Number disposed	Nil	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil (incentive rights)	
No. of securities held after change	2,140,598	Fully Paid Ordinary Shares
	3,333	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	1,415,870	Unquoted Incentive Rights
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>	Grant of Incentive Rights.	

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts NOT APPLICABLE

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No – the trading occurred during a trading window in accordance with the Company's Share Trading and Trading Windows policy and procedures.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.