

Appendix 3Y

23 December 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	Robert Duffin
Date of last notice	21 December 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 and indirect		
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Irrawaddy Investments Pty Ltd REC Investment Management Pty Ltd		
Date of change	23 December 2016		
No. of securities held prior to change		Fully Paid Ordinary Shares	Quoted Options (\$0.04 exercise price, 31 Dec 2016 expiry)
	Irrawaddy Investments Pty Ltd <Duffin Family A/C>	6,850,580	1,467,981
	Irrawaddy Investments Pty Ltd <Wotrun Super Fund>	13,817,062	25,978
	REC Investment Management Pty Ltd	22,080,541	0
	Robert Harry Duffin	15,010,362	3,216,506
	Total	57,758,545	4,710,465
Class	Fully paid ordinary shares and quoted options		
Number acquired	4,710,465 fully paid ordinary shares		
Number disposed	4,710,465 quoted options		
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.038 per share		

+ See chapter 19 for defined terms.

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No. of securities held after change		Fully Paid Ordinary Shares	Quoted Options (\$0.038 exercise price, 31 Dec 2016 expiry)
	Irrawaddy Investments Pty Ltd <Duffin Family A/C>	8,318,561	0
	Irrawaddy Investments Pty Ltd <Wotrun Super Fund>	13,843,040	0
	REC Investment Management Pty Ltd	22,080,541	0
	Robert Harry Duffin	18,226,868	0
	Total	62,469,010	0
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares acquired through exercise of existing quoted options.		

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.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme WPG Resources Ltd

ACN/ARSN 109 426 502

1. Details of substantial holder(1)

Name Robert Duffin

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 21 and 23 December 16

The previous notice was given to the company on 26 / 08 / 16

The previous notice was dated 26 / 08 / 16

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary	51,445,068	7.55%	62,469,010	8.59%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
21/12/16	Robert Duffin	Shares acquired through exercise of existing quoted options	\$0.038	ORD 6,313,477	Robert Duffin
23/12/16	Robert Duffin	Shares acquired through exercise of existing quoted options	\$0.038	ORD 4,710,465	Robert Duffin

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Duffin Family Account	Irrawaddy Investments Pty Ltd (Duffin Family A/C)	-	holder	ORD	8,318,561
Wotrun Super Fund	Irrawaddy Investments Pty Ltd (Wotrun Super Fund)	-	Holder	ORD	13,843,040
REC Investment Management P/L	REC Investment Management P/L	-	Holder	ORD	22,080,541
Robert Duffin	Robert Harry Duffin	Robert Duffin	Holder	ORD	18,226,868

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
WPG Resources Ltd	Level 9, Kyle House, 27-31 Macquarie Place, Sydney NSW 2000
Robert Duffin, Irrawaddy Investments Pty Ltd, REC Investment Management P/L	Level 9, Kyle House, 27-31 Macquarie Place, Sydney NSW 2000

Signature

print name Robert Duffin capacity Executive Chairman

sign here Robert Duffin date 23 / 12 / 2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.