



28 July 2017

ASX: WSA

ASX Compliance Pty Limited  
Level 40, Central Park  
152 – 158 St George's Terrace  
PERTH WA 6000

Dear Sirs

**Appendix 3B – Issue of Securities and Cancellation of Performance Rights**

The attached Appendix 3B reflects the issue of shares to satisfy the conversion of Performance Rights that met both the performance and time based vesting conditions related to the Performance Rights approved by shareholders at the 2014 Annual General Meeting.

The 3B also reflects the cancellation of 206,749 Performance Rights that did not meet the performance hurdle set for the 2014 shareholder approved grant.

**Appendix 3Y – Change of Director Interest Notice**

Western Areas Ltd attaches Appendix 3Y – Change of Director Interest Notice documents for Managing Director, Mr Daniel Lougher and Executive Director, Mr David Southam.

The 3Y documents reflect the conversion of Performance Rights that meet the performance and time based vesting conditions as approved by shareholders at the 2014 Annual General Meeting.

Regards

A handwritten signature in black ink, appearing to read 'Joseph Belladonna', written over a horizontal line.

Joseph Belladonna  
CFO & Company Secretary  
Western Areas Ltd

# 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

Western Areas Limited

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   | Fully paid ordinary shares.   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 482,422 fully paid ordinary shares.   |
| 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) | Fully paid ordinary shares issued to the Western Areas Employee Share Trust for the Performance rights vested upon satisfaction of the performance and time based vesting criteria contained in the terms and conditions of the shareholder approved Performance Rights Plan. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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>Yes. The fully paid ordinary shares issued to the Western Areas Employee Share Trust under the Performance Rights Plan will rank equally with the existing fully paid ordinary shares in Western Areas Ltd ("<b>Western Areas</b>") from the date of allotment.</p>
<p>5 Issue price or consideration</p>	<p>A\$2.26 per fully paid ordinary share, which represents the 5 day VWAP of the Western Areas share price up to 21 July 2017.</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of shares to the Western Areas Employee Share Trust for the Performance rights vested upon satisfaction of the performance and time based vesting criteria contained in the terms and conditions of the shareholder approved Performance Rights Plan.</p>
<p>6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable.</p>
<p>6c Number of <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p>Not applicable.</p>

---

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.	
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	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	Not applicable.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	28 July 2017	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		272,759,047	Fully paid ordinary shares.

+ 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)	1,083,960	Unlisted performance rights issued 2015 – expiring on or before 27/11/2019
	1,474,090	Unlisted performance rights issued 2016 – expiring on or before 30/11/2021
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.	

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

11 Is security holder approval required?	Not applicable.
12 Is the issue renounceable or non-renounceable?	Not applicable.
13 Ratio in which the +securities will be offered	Not applicable.
14 +Class of +securities to which the offer relates	Not applicable.
15 +Record date to determine entitlements	Not applicable.
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable.
17 Policy for deciding entitlements in relation to fractions	Not applicable.
18 Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.</small>	Not applicable.
19 Closing date for receipt of acceptances or renunciations	Not applicable.

---

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or commission	Not applicable.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable.
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	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

33 +Despatch date

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

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

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

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

38 Number of securities for which  
+quotation is sought

Not applicable.

39 Class of +securities for which  
quotation is sought

Not applicable.

---

+ See chapter 19 for defined terms.

40	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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>Not applicable.</p>				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>Not applicable.</p>				
42	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 2px;">Number</th> <th style="width: 50%; padding: 2px;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">Not applicable.</td> <td style="padding: 2px;">Not applicable.</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	Not applicable.	Not applicable.
Number	<sup>+</sup> Class					
Not applicable.	Not applicable.					

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



**Appendix 3B**  
**New issue announcement**

---

**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:  ..... Date: 28 July 2017  
(Company secretary) \_ \_

Print name: Joseph Belladonna

== == == == ==

---

+ 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

NOT APPLICABLE

---

+ See chapter 19 for defined terms.

## 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.

<b>Name of entity</b>	<b>WESTERN AREAS LTD</b>
<b>ABN</b>	<b>68 091 049 357</b>

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.

<b>Name of Director</b>	Daniel Lougher
<b>Date of last notice</b>	30 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*

<b>Direct or indirect interest</b>	Direct										
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A										
<b>Date of change</b>	28 July 2017										
<b>No. of securities held prior to change</b>	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">J Lougher</td> <td style="border: none;">62,430 Fully Paid Ordinary Shares</td> </tr> <tr> <td style="border: none;">D Lougher</td> <td style="border: none;">400,000 Fully Paid Ordinary Shares</td> </tr> <tr> <td style="border: none;">D Lougher</td> <td style="border: none;">205,140 Performance Rights (2014)</td> </tr> <tr> <td style="border: none;">D Lougher</td> <td style="border: none;">299,750 Performance Rights (2015)</td> </tr> <tr> <td style="border: none;">D Lougher</td> <td style="border: none;">375,540 Performance Rights (2016)</td> </tr> </table>	J Lougher	62,430 Fully Paid Ordinary Shares	D Lougher	400,000 Fully Paid Ordinary Shares	D Lougher	205,140 Performance Rights (2014)	D Lougher	299,750 Performance Rights (2015)	D Lougher	375,540 Performance Rights (2016)
J Lougher	62,430 Fully Paid Ordinary Shares										
D Lougher	400,000 Fully Paid Ordinary Shares										
D Lougher	205,140 Performance Rights (2014)										
D Lougher	299,750 Performance Rights (2015)										
D Lougher	375,540 Performance Rights (2016)										
<b>Class</b>	Fully Paid Ordinary Shares and Performance Rights										
<b>Number acquired</b>	143,598 – Fully paid Ordinary Shares										
<b>Number disposed</b>	61,542 – Lapsed Performance Rights 143,598 – Performance Rights converted to Ordinary Shares										
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil – Conversion or lapse of unlisted Performance Rights										
<b>No. of securities held after change</b>	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">J Lougher</td> <td style="border: none;">62,430 Fully Paid Ordinary Shares</td> </tr> <tr> <td style="border: none;">D Lougher</td> <td style="border: none;">543,598 Fully Paid Ordinary Shares</td> </tr> <tr> <td style="border: none;">D Lougher</td> <td style="border: none;">299,750 Performance Rights (2015)</td> </tr> <tr> <td style="border: none;">D Lougher</td> <td style="border: none;">375,540 Performance Rights (2016)</td> </tr> </table>	J Lougher	62,430 Fully Paid Ordinary Shares	D Lougher	543,598 Fully Paid Ordinary Shares	D Lougher	299,750 Performance Rights (2015)	D Lougher	375,540 Performance Rights (2016)		
J Lougher	62,430 Fully Paid Ordinary Shares										
D Lougher	543,598 Fully Paid Ordinary Shares										
D Lougher	299,750 Performance Rights (2015)										
D Lougher	375,540 Performance Rights (2016)										
<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>	Conversion of Performance Rights following satisfaction of performance and times based vesting criteria.										

+ See chapter 19 for defined terms.

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

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

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

---

+ 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.

<b>Name of entity</b>	<b>WESTERN AREAS LTD</b>
<b>ABN</b>	<b>68 091 049 357</b>

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.

<b>Name of Director</b>	David Southam
<b>Date of last notice</b>	30 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*

<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>	Lynnette Edwards
<b>Date of change</b>	28 July 2017
<b>No. of securities held prior to change</b> Lynnette Edwards Lynnette Edwards Lynnette Edwards Lynnette Edwards	131,932 Fully Paid Ordinary Shares 115,415 Performance Rights (2014) 168,640 Performance Rights (2015) 211,280 Performance Rights (2016)
<b>Class</b>	Fully Paid Ordinary Shares and Performance Rights
<b>Number acquired</b>	80,791 – Fully Paid Ordinary Shares
<b>Number disposed</b>	34,624 – Lapsed Performance Rights 80,791 – Performance Rights Converted to Shares
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil – Conversion or lapse of unlisted Performance Rights
<b>No. of securities held after change</b> Lynnette Edwards Lynnette Edwards Lynnette Edwards	212,723 Fully Paid Ordinary Shares 168,640 Performance Rights (2015) 211,280 Performance Rights (2016)
<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>	Conversion of Performance Rights following satisfaction of performance and time vesting conditions.

+ See chapter 19 for defined terms.

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

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

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	NO
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

Rule 3.19A.2 Appendix 3Y

---

+ See chapter 19 for defined terms.