



October 18th, 2011

ASX & TSX: WSA

The Manager
Company Announcement Office
Australian Securities Exchange

Dear Sir

NOTICE OF ANNUAL GENERAL MEETING 2011

In accordance with Listing Rule 3.17, attached is a copy of the Notice of Annual General Meeting including Explanatory Statement and sample proxy form that will be mailed to shareholders.

Yours Faithfully

Joseph Belladonna
Chief Financial Officer & Company Secretary



Notice of Annual General Meeting and Explanatory Statement **2011**

Meeting to be held at:

The Plaza Ballroom 1, Hyatt Regency Perth,
99 Adelaide Terrace Perth, Western Australia, 6000
on Friday, 18 November 2011 at 3.00pm (WST)

The Company is a designated foreign issuer as defined by Canadian National Instrument 71-102 - Continuous Disclosure and Other Exemptions Relating to Foreign Issuers and is subject to Australian law and the regulatory requirements of the Australian Securities and Investment Commission.

Western Areas Annual report is now available at the Company's website **www.westernareas.com.au**

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay

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TIME AND PLACE OF MEETING

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at:

Date	Friday, 18 November 2011
Time	3.00pm (WST)
Venue	The Plaza Ballroom 1, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia, 6000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

HOW TO VOTE

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

Voting by proxy can be complete in one of the following ways:

Online	at www.investorvote.com.au
By Mail	complete and sign the enclosed Proxy Form and return to; Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001 Australia
By Fax	complete and sign the enclosed Proxy Form and fax to; Inside Australia 1800 783 447 Outside Australia +61 3 9473 2555
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Votes must be received not later than 3.00pm (WST) on Wednesday, 16 November 2011.

Proxy Forms received later than this time will be invalid.

Notice of Meeting

Notice is given that the Annual General Meeting of Western Areas NL (Company) will be held at The Plaza Ballroom 1, Hyatt Regency Perth, 99 Adelaide Terrace Perth, Western Australia, 6000 on 18 November 2011 commencing at 3.00pm (WST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement, Annexure and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on 16 November 2011.

Terms and abbreviations used in this Notice of Meeting, Annexure and Explanatory Statement are defined in the Glossary.

AGENDA

1 ORDINARY BUSINESS

Introductory Presentation

By Julian Hanna, Managing Director & CEO.

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

Note: There is no requirement for Shareholders to approve these reports.

2 RESOLUTIONS

Resolution 1 – Re-election of Director – Mr Terrence Streeter

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of clause 17.4 of the Constitution and Listing Rule 14.5 and for all other purposes, Terrence Streeter who retires by rotation, and being eligible, seeks re-election is re-elected as a Director of the Company."

Resolution 2 – Re-election of Director – Mr David Southam

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of clause 17.3 of the Constitution and for all other purposes, Mr David Southam who was appointed as a Director on 15 November 2010 is re-elected and being eligible for re-election in accordance with clause 17.3 of the Constitution be re-elected as a Director of the Company."

Resolution 3 – Re-election of Director – Mr Ian MacIver

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of clause 17.3 of the Constitution and for all other purposes, Mr Ian MacIver who was appointed as a Director on 1 October 2011 and being eligible for re-election in accordance with clause 17.3 of the Constitution be re-elected as a Director of the Company."

Resolution 4 – Adoption of remuneration report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2011."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusions on resolution 4 are set out under the heading "Entitlement to Vote" below.

Resolution 5 – Adoption of the Western Areas NL Performance Rights Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That the Western Areas N.L. Performance Rights Plan, the principal terms of which are summarised in the Explanatory statements, and the issue of Performance Rights under that plan, be approved by Shareholders for all purposes, including for the purpose of Listing Rule 7.2 Exception 9 (as an exception to Listing Rule 7.1)."

Voting exclusions on resolution 5 are set out under the heading "Entitlement to Vote" below.

Resolution 6 – Issue of Performance Rights to Julian Hanna

Subject to approval of resolution 5, to consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, subject to the approval of the Performance Rights Plan pursuant to Resolution 5, for the purposes of Listing Rule 10.14, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the allotment and issue of Performance Rights to Mr Julian Hanna under the terms of the Western Areas N.L. Performance Rights Plan, as detailed in the Explanatory Statement."

Voting exclusions on resolution 6 are set out under the heading "Entitlement to Vote" below.

Resolution 7 - Issue of Performance Rights to Daniel Lougher

Subject to approval of resolution 5, to consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, subject to the approval of the Performance Rights Plan pursuant to Resolution 5, for the purposes of Listing Rule 10.14, Chapter 2E of the Corporations Act, and for all other purposes, Shareholders approve the allotment and issue of Performance Rights to Mr Daniel Lougher under the terms of the Western Areas N.L. Performance Rights Plan, as detailed in the Explanatory Statement."

Voting exclusions on resolution 7 are set out under the heading "Entitlement to Vote" below.

Resolution 8 - Issue of Performance Rights to David Southam

Subject to approval of resolution 5, to consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, subject to the approval of the Performance Rights Plan pursuant to Resolution 5, for the purposes of Listing Rule 10.14, Chapter 2E of the Corporations Act, and for all other purposes, Shareholders approve the allotment and issue of Performance Rights to Mr David Southam under the terms of the Western Areas N.L. Performance Rights Plan, as detailed in the Explanatory Statement."

Voting exclusions on resolution 8 are set out under the heading "Entitlement to Vote" below.

Resolution 9 – Increase in Non-Executive Directors Remuneration

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of clause 17.8 of the Constitution, Listing Rule 10.17 of the Listing Rules of ASX Limited and all other purposes, the aggregate remuneration payable to non-executive Directors in any financial year be increased from \$800,000 to \$1,000,000 per annum."

Voting exclusions on resolution 9 are set out under the heading "Entitlement to Vote" below.

ENTITLEMENT TO VOTE

Voting exclusions

Resolution 4 – Adoption of Remuneration Report

Pursuant to the new section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 4 (in any capacity) by or on behalf of either a member of key management personnel (KMP) of the Company, details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a prohibited person.

If you are KMP or a closely related party of KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its Directors and certain senior executives.

Unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Resolutions 5 to 8 (inclusive) – Approval of Performance Rights Plan and issue of Performance Rights to Messrs Hanna, Lougher and Southam

The Company will disregard any votes cast on Resolutions 5 to 8 by or on behalf of any Director, on the basis they are eligible to participate in the Western Areas Performance Rights Plan, any of their associates respectively; and as well as any votes cast as a proxy on Resolutions 5 to 8 by a KMP or an KMP's closely related party, unless the vote is cast:

- by a person as proxy for a person who is entitled to vote in accordance with a direction on the proxy form; or
- by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Resolutions 5 to 8 by a KMP, or a closely related party of a KMP, acting as proxy if their appointment does not specify the way the proxy is to vote on Resolutions 5 to 8. However, the Company will not disregard any proxy votes cast on that resolution by a KMP if the KMP is the chair of the meeting acting as proxy and their appointment expressly authorised the proxy even though the resolution is connected with the remuneration of the key management personnel for the Company.

Resolution 9 – Increase in Non-Executive Directors' Remuneration

The Company will disregard any votes cast on Resolution 9 by a Director, and any of their associates, unless it is cast:

- by a person as proxy for a person who is entitled to vote in accordance with a direction on the proxy form; or
- by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

A vote must not be cast on Resolution 9 by a KMP, or a closely related party of a KMP, acting as proxy if their appointment does not specify the way the proxy is to vote on Resolution 9. However, the Company will not disregard any proxy votes cast on that resolution by a KMP if the KMP is the chair of the meeting acting as proxy and their appointment expressly authorised the proxy even though the resolution is connected with the remuneration of the key management personnel for the Company.

3 OPERATIONS PRESENTATION

By Daniel Lougher, Operations Director.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

"SNAP SHOT" TIME

The Directors have determined that all Shares of the Company that are quoted on ASX at 5.00pm (WST) on Wednesday, 16 November 2011 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

BY ORDER OF THE BOARD OF DIRECTORS

Joseph Belladonna
Company Secretary
Western Areas NL
18 October 2011

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held on Friday, 18 November 2011 at 3.00pm (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Meeting and Proxy Form. Capitalised terms in this Explanatory Statement are defined in the Glossary.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

There is no requirement for Shareholders to vote on these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to the taking of questions at the meeting, written questions to the Chairman about the management of the Company or to the Company's auditor about:

- the preparation and content of the auditor's report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit may be submitted no later than 5 business days before the meeting date (that is, by 5pm (WST) on Friday, 11 November 2011) to the Company Secretary.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR TERENCE STREETER

Background to resolution

Clause 17.4(a) of the Constitution and Listing Rule 14.4 require that no Director may hold office for longer than 3 years or the third annual general meeting following their election, whichever is longer, without retiring and resubmitting themselves for re-election. As such Mr Streeter retires from office as at this meeting, and being eligible, submits himself for re-election as a Director.

Mr Streeter has been a director of Western Areas since its incorporation in 1999 and the Chairman of the Board since August 2007. Mr Streeter is a Perth based businessman with extensive experience in exploration and mining companies and has held various interests in the nickel sulphide industry for over 30 years.

Further details about Mr Streeter are set out in the Company's Annual Report.

Board recommendation

The Board (other than Mr Streeter because of his interest in this resolution) unanimously recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR DAVID SOUTHAM

Background to resolution

On 15 November 2010, Mr Southam was appointed as a Director by the Board.

Clause 17.3(b) of the Constitution and Listing Rule 14.4 require that any Director, other than the Managing Director, appointed under clause 17.3(a) holds office only until the conclusion of the next Meeting of the Members and is eligible for re-election at that Meeting.

As such Mr Southam retires from office as at this meeting, and being eligible, submits himself for re-election.

Mr Southam is a Certified Practising Accountant with over 20 years' experience in accounting, banking and finance across the resources and industrial sectors. Mr Southam's previous role was Chief Financial Officer of Gindalbie Metals Limited where he was responsible for completing one of Australia's largest project financing transactions in 2010 from China and was instrumental in securing life of mine offtake contracts for the Karara Iron Ore Project. Mr Southam has also held senior finance and accounting positions with Brambles, WMC Resources and ANZ Investment Bank.

Board recommendation

The Board (other than Mr Southam because of his interest in this resolution) unanimously recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR IAN MACLIVER

Background to resolution

On 1 October 2011, Mr Ian MacLiver was appointed as a Director by the Board.

Clause 17.3(b) of the Constitution and Listing Rule 14.4 require that any Director, other than the Managing Director, appointed under clause 17.3(a) holds office only until the conclusion of the next Meeting of the Members and is eligible for re-election at that Meeting. As such Mr Ian MacLiver retires from office as at this meeting, and being eligible, submits himself for re-election.

Mr Ian MacLiver is the Managing Director of Grange Consulting Group Pty Ltd and has worked for many years in general manager or executive director positions for various listed and corporate advisory companies. His experience covers all areas of corporate activity including capital raisings, acquisitions, divestments, takeovers, business and strategic planning, debt and equity reconstructions, operating projects and financial reviews and valuations. Mr MacLiver has established contacts with many venture capital and broking institutions. He is the Chairman of Stratatel Ltd and Select Vaccines Ltd and a Non-Executive Director of Mount Gibson Iron Ltd and Otto Energy Ltd. Mr MacLiver is a Chartered Accountant and a member of the Australian Institute of Company Directors.

Mr MacLiver will be considered an independent member of the Board.

Board recommendation

The Board (other than Mr MacLiver because of his interest in this resolution) unanimously recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

Ordinary resolution to approve the remuneration report

Background to resolution

The Board has spent considerable time focusing on the Company's remuneration framework, reflecting on past feedback and the current strategic direction of the business to determine how remuneration can best support the future needs of the business.

Remuneration framework

During 2011, a comprehensive remuneration framework review of the Company's remuneration practices was undertaken, and as part of this process, PricewaterhouseCoopers Australia was commissioned to review the Company's existing long-term incentive plan.

Following from this review, the Board decided that a new remuneration framework was to be implemented to align more closely to current market practice, most significantly around long-term incentives (LTI). As such, the components of total annual remuneration for senior executives for the financial year ended 30 June 2012 (FY12) onwards will include fixed remuneration (comprised of base salary, superannuation and non-monetary benefits), target short-term incentive (STI) and target LTI. The introduction of an annual LTI grant serves to place a larger portion of an executive's remuneration at-risk and focused on long-term Shareholder value generation.

Fixed remuneration

The current fixed remuneration levels of senior executives remains relatively conservative when compared to market peers, despite the Company's recent strong financial and operating performance. The Company is now clearly Australia's second largest nickel sulphide company (BHP No.1).

Short-term incentive

Despite the Company's record performance during FY11, less than half of the senior executives received 100% of their target STI, reflecting the challenging nature of the Key Performance Indicators (KPIs) that were set. The maximum value of STI awards for senior executives range from 25% to 60% of their base salary, depending on the nature of their role.

The remuneration report for FY11 includes considerable detail on the KPIs that are used to assess performance, but due to commercial sensitivities, details on the actual targets for those KPIs have not been disclosed.

Long-term incentive

Historically, the Company has made use of a standard employee option plan (Option Plan). However the Option Plan has been suspended and no grants have been made to senior executives under the Option Plan in either FY10 & FY11. Therefore despite record production, sales, profitability, cashflow and dividends for FY11, there was no LTI entitlement triggered for senior executives.

Company Performance

Year Ended 30 June	2011	2010	2009	2008	2007
Net Profit / (Loss) after Tax	134,973	14,212	(35,172)	(54,907)	(54,907)
EPS	75.1	8.0	(20.9)	(31.7)	(31.7)
Dividends	0.25	0.06	-	-	-
Market capitalisation	1,060.4M	679.4M	1,053.6M	1,727.5M	803.8M
Closing share price	5.90	3.78	5.90	10.30	4.83
TSR – 1 year (%)	65.2	0.0	69.6	81.8	68.2
TSR – 3 year rolling (%)	39.1	54.6	77.3	80.0	52.6

Grants made under the Option Plan were of an ad-hoc nature and had been typically structured along designs common for exploration phase companies.

As the Company is now a profitable nickel producer it was felt that a new equity scheme was required that was more reflective of an ASX 200 company and focused on aligning senior executives to long-term Shareholder value generation.

As such, it was determined that the Option Plan was not fit for purpose and was no longer effective in meeting the Company's needs in rewarding, retaining and motivating senior executives. Consequently, the Company is proposing to move to a new Performance Rights Plan. Grants made under the Performance Rights Plan will vest subject to a relative Total Shareholder Return (TSR) hurdle. More detail on the Performance Rights Plan is disclosed in the explanatory statement to Resolution 5 and in the Annexure to this Explanatory Statement.

The Company, with the introduction of the Performance Rights Plan, is seeking to align remuneration practices with other ASX200 companies.

Executive service agreements

All senior executives have executed new executive service agreements that align with current market expectations and reflect current laws. The service agreements now include notice periods ranging from 6 months up to the standard maximum of 12 months.

Non-binding resolution

Shareholder approval is being sought to adopt the remuneration report under section 250R(2) of the Corporations Act. Shareholders are advised that pursuant to section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the remuneration report.

Board recommendation

The non-executive Directors recommend that Shareholders vote in favour of the resolution to approve the remuneration report. The executive Directors whose remuneration has been disclosed in the remuneration report are interested in the outcome of this resolution and therefore do not consider it appropriate to make a recommendation to Shareholders.

The Chairman of the Meeting intends to vote all available proxies to the extent expressly authorised in favour of this Resolution.

RESOLUTION 5 – ADOPTION OF THE WESTERN AREAS NL PERFORMANCE RIGHTS PLAN

Background to resolution

The results of the remuneration framework review (compounded by the suspension of the Option Plan) have prompted a need for the Company to revisit its LTI arrangements to ensure that it continues to reward, retain and motivate senior executives in a manner aligned with Shareholders. After exploring a number of equity incentive vehicles, it was decided that a performance rights plan would best serve the Company's objectives moving forward.

Under the new Performance Rights Plan, senior executives will be granted Performance Rights which represent a right to be issued one share at a future point, subject to the satisfaction of performance hurdles (outlined below). No exercise price will be payable and eligibility to participate in the Performance Rights Plan will be at the Board's discretion.

Most significantly, the Performance Rights Plan will enable the Company to make annual grants to senior executives so that LTIs form a key component of their total annual remuneration.

The LTI quantum to be granted will be determined with reference to market practice and will be subject to approval by the Board.

The LTI dollar value that senior executives will be entitled to receive is set at a fixed percentage of their annual fixed remuneration and ranges from 50% to 100% of fixed remuneration, depending on the participant's level and seniority. This level of LTI is in line with current market practice.

The Board believes that the initial grants under the Performance Rights Plan are to serve a number of purposes, including:

- to act as a key retention tool; and
- to focus on future Shareholder value generation.

The focus of the initial grants under the Performance Rights Plan are to provide a transitional award which will meet the key purposes noted above while providing a step towards a structure that in the future will be solely focused on long-term sustainable Shareholder value generation. Consequently, the vesting conditions and performance hurdles for the FY12 LTI grant will be structured to provide a reward for future Shareholder value generation and retention – reflecting that due to the suspension of the Option Plan, no equity awards have been made to reward senior executives while significant Shareholder value has already been created. The performance and vesting periods of the Performance Rights Plan will transition over the next three years as follows:

	1 July 2011	1 July 2012	1 July 2013	1 July 2014	1 July 2015	1 July 2016
	FY12 grant made ↓			FY12 grant vests ↓		
FY12 grant - Tranche 1 (33%)	Performance period	Service period				
FY12 grant - Tranche 2 (33%)		Performance period	Service period			
FY12 grant - Tranche 3 (33%)			Performance period			
		FY13 grant made ↓			FY13 grant vests ↓	
FY13 grant - Tranche 1 (66%)		Performance period	Service period			
FY13 grant - Tranche 2 (33%)		Performance period				
			FY14 grant made ↓			FY14 grant vests ↓
FY14 grant (100%)			Performance period			

RESOLUTION 5 Continued

The grants made under the Performance Rights Plan will be subject to the satisfaction of challenging performance hurdles. Relative TSR has been chosen as an appropriate performance measure and is commonly used by companies listed on the ASX. Relative TSR is a forward-looking performance measure that drives continued and sustainable growth.

Relative TSR measures the return received by Shareholders from holding Shares in the Company over each one-year performance period and the achievement of the relative TSR target will reward senior executives where the Company outperforms its peers. No retesting will be permitted.

It is proposed that Performance Rights will be issued to participants in accordance with the rules of the Performance Rights Plan. A copy of the Performance Rights Plan will be made available for inspection at the Company's registered office before the Meeting and at the Meeting. A summary of the principal terms of the Performance Rights Plan rules is set out in the Annexure to this Explanatory Statement

No securities have yet been issued by the Company under the Performance Rights Plan.

It is currently proposed that, subject to Shareholder approval of the Performance Rights Plan, the Company will make grants of Performance Rights to Mr Julian Hanna (Managing Director and Chief Executive Officer), Mr Daniel Lougher (Director of Operations) and Mr David Southam (Finance Director), on 30 November 2011 under the terms of the Performance Rights Plan.

Listing Rule issues

Shareholder approval is being sought to approve the issue of Performance Rights under the Performance Rights Plan so that the Company will satisfy Listing Rule 7.2 Exception 9 (as an exception to Listing Rule 7.1).

Listing Rule 7.1 provides that without the approval of the holders of ordinary securities, an entity must not issue or agree to issue equity securities which amount to more than 15% of its issued share capital in any rolling 12 month period. However, Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1. These exceptions include Exception 9, which is an issue under an employee incentive scheme if within 3 years before the date of issue the holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule.

Board recommendation

The non-executive Directors recommend that Shareholders vote in favour of the resolution to approve the Performance Rights Plan. The executive Directors may be interested in the outcome of this resolution and therefore do not consider it appropriate to make a recommendation to Shareholders.

RESOLUTION 6, 7 & 8 – ISSUE OF PERFORMANCE RIGHTS TO MR JULIAN HANNA, MR DANIEL LOUGHER AND MR DAVID SOUTHAM

Background to resolutions

Subject to Shareholders approving the adoption of the Performance Rights Plan under Resolution 5, Resolutions 6, 7 and 8 seek Shareholder approval for the issue of 185,730 Performance Rights to Mr Hanna, 113,891 Performance Rights to Mr Lougher and 107,354 Performance Rights to Mr Southam.

Mr Julian Hanna is the Managing Director and Chief Executive Officer of the Company, Mr Daniel Lougher is the Director of Operations of the Company, and Mr David Southam is the Finance Director of the Company. As noted above, Messrs Hanna, Lougher and Southam have not been granted equity awards under the Option Plan for a number of years, despite significant Shareholder value being recognised during this extended period.

The Company seeks to bring Messrs Hanna, Lougher and Southam's remuneration packages in line with market practice, so that LTI forms a key component of their total remuneration. A significant portion of their total remuneration should be placed at-risk to better align their interests with those of Shareholders, to encourage the production of long-term sustainable growth, and to assist with retention of those key executives.

As such, the Board has resolved to replace the Option Plan with the Performance Rights Plan, under which Performance Rights may be granted (as described below). The proposal to issue Performance Rights to Messrs Hanna, Lougher and Southam is subject to the Shareholders approving Resolution 5.

Vehicle

It is proposed that Performance Rights be issued to Messrs Hanna, Lougher and Southam as it is one of the most prevalent equity instruments used by companies in the market. Performance Rights are also simple in nature and are easily understood by employees as well as by Shareholders. By issuing Performance Rights, Messrs Hanna, Lougher, Southam and Shareholders are better able to perceive the value obtained from Performance Rights (i.e. conversion of one Performance Right equates to one Share in the Company), resulting in better alignment with Shareholders' interests.

Quantum

Despite no equity grants having been made to Messrs Hanna, Lougher and Southam for several years, the appropriate quantum to be issued for the FY12 LTI grant has been determined with reference to current market practice. For FY12, the dollar value of the LTI grants will be as follows:

- Mr Hanna: equivalent to 100% of fixed remuneration which equals \$630,612;
- Mr Lougher: equivalent to 75% of fixed remuneration which equals \$386,698; and
- Mr Southam: equivalent to 75% of fixed remuneration which equals \$364,500.

Allocation methodology

In determining the number of Performance Rights to be granted, the LTI quantum is divided by the fair value (FV) of one Performance Right (as determined by an independent valuer) as follows:

$$\frac{\text{LTI quantum (\$)}}{\text{FV of one Performance Right}} = \text{Number of Performance Rights to be granted}$$

Performance period

The number of Performance Rights granted for FY12 will be split into 3 equal tranches, with each tranche being performance tested as follows:

- tranche 1 of the Performance Rights, equal to one-third of the total LTI grant, will be performance tested against the relative TSR hurdle for the period 1 July 2011 to 30 June 2012;
- tranche 2 of the Performance Rights, equal to one-third of the total LTI grant, will be performance tested against the relative TSR hurdle for the period 1 July 2012 to 30 June 2013; and
- tranche 3 of the Performance Rights, equal to one-third of the total LTI grant, will be performance tested for the period 1 July 2013 to 30 June 2014.

Performance is tested over a period of 3 years to ensure that sustainable Shareholder growth has been created.

Notwithstanding that a particular tranche may have passed the relative TSR hurdle, no Performance Rights will vest unless the relevant senior executive remains employed with the Company for the full 3 year period. It is only if the relative TSR hurdle is passed and the 3 year service condition is met that the Performance Rights can be exercised into Shares. If a senior executive ceases employment before the 3 year service condition is passed then they will forfeit their Performance Rights, unless otherwise determined by the Board.

Over the next 2 years, it is anticipated that performance testing will be transitioned to align with current market practice of performance being tested for the entire 3 year period.

Vesting conditions and performance hurdles

For the FY12 LTI grant, relative TSR performance will be assessed against the performance of a custom peer group of companies as follows:

- | | | | |
|-----------------------------|------------------------|---------------------------|-------------------------|
| • Aquarius Platinum Ltd | • Kagara Ltd | • PanAust Ltd | • Gindalbie Metals Ltd |
| • Aditya Birla Minerals Ltd | • Medusa Mining Ltd | • Panoramic Resources Ltd | • Independence Group NL |
| • Alumina Ltd | • Minara Resources Ltd | • Perilya Ltd | • OM Holdings Ltd |
| • Atlas Iron Ltd | • Mincor Resources NL | • Rex Minerals Ltd | • Oz Minerals Ltd |
| • Bouganville Copper Ltd | • Mirabela Nickel Ltd | • Sandfire Resources Ltd | |
| • Discovery Metals Ltd | • Mt Gibson Iron | • Zimplats Holdings Ltd | |

Each tranche of the FY12 LTI grant will become performance-qualified as follows:

Relative TSR performance	Outcome
Less than 50th percentile	Nil
At the 50th percentile	50% of the relevant tranches grant will become performance-qualified
Between the 50th and 75th percentile	For each percentile over the 50th, an additional 2% of the relevant tranches grant will become performance-qualified
At or above the 75th percentile	100% vesting of the relevant tranche

Note that Performance Rights that satisfy the relative TSR performance hurdle will be performance-qualified only and will not vest and become exercisable until the third anniversary of the grant date. As such, Messrs Hanna, Lougher and Southam will not receive any value from the FY12 LTI grant for any performance-qualified Performance Rights until the conclusion of the three-year vesting period (i.e. at the end of FY14).

Additionally, the Company's baseline TSR has been set at a high benchmark due to the current successful production and profitability efforts at the Company's Forrestania nickel operations. Subsequent outperformance of the Company's already high achievements will prove to be challenging in FY12 and beyond.

There will be no retesting of performance. Any Performance Rights that fail to become exercisable due to a failure to satisfy the vesting conditions and performance hurdles will lapse and be forfeited.

RESOLUTION 6, 7 & 8 Continued

Listing Rule issues

For the purposes of the approval sought under ASX Listing Rule 10.14 and for all other purposes, the following information is provided to Shareholders in respect of the Performance Rights:

- (a) The Performance Rights will be granted to Messrs Julian Hanna (the Managing Director and Chief Executive Officer of the Company), Daniel Lougher (Director of Operations) and David Southam (Finance Director).
- (b) Subject to Shareholder approval being obtained, the number of Performance Rights granted to Messrs Hanna, Lougher and Southam will be determined by the allocation methodology formula as outlined above, with a maximum of 185,730, 113,891 and 107,354 Performance Rights being available for grant to Messrs Hanna, Lougher and Southam, respectively.
- (c) No consideration is payable by Messrs Hanna, Lougher and Southam at the time of grant of the Performance Rights or upon the allocation of Shares to which he may become entitled to on the vesting of some or all of the Performance Rights. The initial grant of Performance Rights will have a performance hurdle attached to it: the Performance Rights will be split into three tranches with performance tested annually over a three-year period against a relative TSR measure (the details of which are set out above).
- (d) No grants have been made under the Performance Rights Plan as at the date of this Explanatory Statement, and it is expected that none will be made until after the date of the 2011 Annual General Meeting.
- (e) Those persons who are presently entitled to participate in the Performance Rights Plan, and whose grant of Performance Rights are subject to shareholder approval under Resolutions 6 to 8, are Messrs Hanna, Lougher and Southam.
- (f) Full details of Messrs Hanna, Lougher and Southam's holdings of Shares and options are set out on page 23 of the accompanying Annual Report.
- (g) No loans will be made by the Company in connection with the acquisition of the Performance Rights.
- (h) It is expected that the Performance Rights will be granted to Messrs Hanna, Lougher and Southam as soon as practicable after Shareholder approval is received and in any event no later than 12 months from the date of the Annual General Meeting without obtaining further Shareholder approval.

A voting exclusion statement for the resolutions in Items 6, 7 and 8 is included in the Notice of Meeting.

Board recommendation

The Board (excluding Messrs Hanna, Lougher and Southam respectively) recommends that Shareholders vote in favour of the resolutions in Items 6, 7 and 8 to approve the grant of Performance Rights under the Performance Rights Plan to Messrs Hanna, Lougher and Southam respectively.

Mr Hanna has interest in the outcome of resolution 6 and therefore does not consider it appropriate to make a recommendation to Shareholders in relation to that resolution.

Mr Lougher has interest in the outcome of resolution 7 and therefore does not consider it appropriate to make a recommendation to Shareholders in relation to that resolution.

Mr Southam has interest in the outcome of resolution 8 and therefore does not consider it appropriate to make a recommendation to Shareholders in relation to that resolution.

RESOLUTION 9 – INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION

Background to resolutions

Listing Rule 10.17 provides that an entity must not increase the total amount of Directors' fees payable by it or any of its child entities without the approval of holders of its ordinary securities. The rule does not apply to the salary of an executive Director. This requirement is also reflected in clause 17.8 of the Constitution.

The maximum aggregate remuneration that may be paid to the Company's non-executive Directors and the non-executive Chairman for their services as Directors is currently set at \$800,000 per annum. Resolution 9 seeks Shareholder approval to increase the maximum aggregate remuneration by \$200,000 from \$800,000 to \$1,000,000 per annum.

The increase is requested to satisfy the remuneration of potentially up to 2 additional non executive Directors since the maximum aggregate remuneration was last set and also to meet the remuneration requirements necessary to secure and maintain the highest calibre persons as non executive Directors to the Company.

The proposed maximum aggregate remuneration has been determined after consideration of the above factors and after reviewing an independent survey of the remuneration paid by similar companies listed on ASX. The Board believes that the proposed increase in aggregate remuneration is appropriate for the Company and is in line with the remuneration paid by similar companies.

By Resolution 9, the Company seeks Shareholder approval to increase the total non-executive Directors' fees payable per annum and, in accordance with the requirements of Listing Rule 10.17 provides the following information:

- (a) the amount of the proposed increase in the total amount of non-executive Director's remuneration is \$200,000;
- (b) the total amount payable to the non-executive Directors of the Company, if shareholder approval is given, will increase from \$200,000 per annum to \$1,000,000 per annum; and
- (c) the Board consider that the total amount payable to the non-executive Directors of the Company in Board fees is reasonable and commensurate with the role of a director of a publicly listed company, having regard to the duties and responsibilities of the position.

Board recommendation

The non-executive Directors (Messrs Streeter, Yeates, Dunbar and MacIver) have an interest in Resolution 9 and accordingly do not make a recommendation to Shareholders. The executive Directors (Messrs Hanna, Lougher and Southam) have no interest in Resolution 9 and unanimously recommend that Shareholders votes in favour of the Resolution.

ENQUIRIES

Shareholders should contact the Company Secretary, Mr Joseph Belladonna on **(+61 8) 9334 7777** if they have any queries in respect of the matters set out in these documents.

Glossary

A\$ or \$	Australian dollars
Annexure	an annexure to this Notice of Meeting and Explanatory Statement.
ASX	ASX Limited.
Board	board of Directors.
Company	Western Areas NL ABN 68 091 049 357.
Constitution	the constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Director	director of the Company.
Explanatory Statement	the explanatory statement that accompanies the Notice.
Listing Rules	the Listing Rules of the ASX.
Meeting or General Meeting or Annual General Meeting	the meeting convened by the Notice of Meeting.
Notice or Notice of Meeting	this Notice of Annual General Meeting.
Performance Right	means an entitlement granted to a participant in the Performance Rights Plan to receive one Share subject to the satisfaction of applicable vesting conditions and/or performance hurdles.
Performance Rights Plan	means the Western Areas N.L. Performance Rights Plan as amended from time to time.
Resolutions	the resolutions set out in the Notice of Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
WST	Australian Western Standard Time.

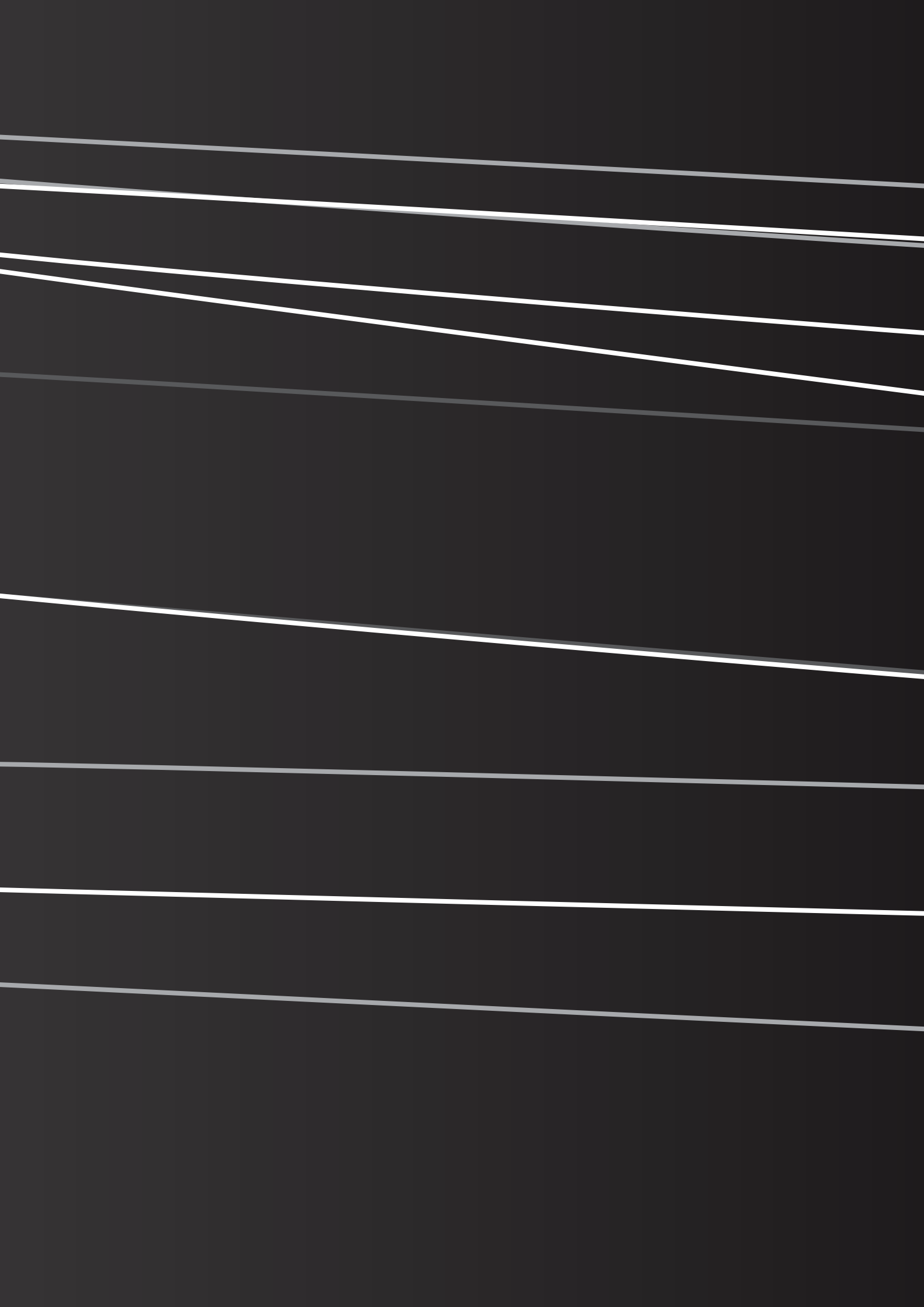
Annexure:

WESTERN AREAS NL PERFORMANCE RIGHTS PLAN RULES

A summary of the rules of the Plan (Plan Rules) is set out below:

Eligibility:	The Plan is open to full time and part-time employees of the Company or its related bodies corporate (Group), Directors of any member of the Group, and any other person who is declared by the board of the Company (Board) to be eligible to participate in the Plan.
Instruments:	The Plan allows the Board to grant Performance Rights, that is, zero exercise priced options, with each Performance Right representing a right to acquire one Share, provided that the relevant vesting conditions and/or performance hurdles are satisfied.
Equity pool	Up to 5% of the issued capital of the Company is available for grant under the Plan (assuming all outstanding Performance Rights granted under the Plan are exercised).
Grant of Performance Rights:	The individual grants of Performance Rights to those eligible to participate in the Plan will be as determined by the Board in its sole and absolute discretion, subject to any necessary Shareholder approvals.
Grant date:	The timing and frequency of the grant of Performance Rights will be as determined by the Board in its sole and absolute discretion.
Exercise price:	Performance Rights will be granted with a nil exercise price.
Life of Performance Rights:	Unless otherwise determined by the Board in its sole and absolute discretion, Performance Rights granted will have a maximum life of 4 years, such that if they are not exercised before the 4 year anniversary of their grant (Expiry Date) they will lapse.
Transferability of Performance Rights:	Performance Rights will not be transferable, other than: • to a nominated party of a participant, where the Board determines that that participant may do so; • with the prior consent of the Board; or • on a participant's death, to the participant's legal personal representative.
Rights attaching to Performance Rights:	Participants will have no voting or dividend rights until Performance Rights are exercised and the participants hold Shares.
Vesting conditions and performance hurdles:	The vesting of Performance Rights will be conditional on the satisfaction of any vesting conditions and/or performance hurdles which the Board has determined will attach to any Performance Rights.
Vesting notification:	When a Performance Right vests, the Company will issue a vesting notification to the relevant participant, after which the vested Performance Right will be automatically exercised within a period specified by the Board.
Lapsing conditions:	Unless otherwise determined by the Board in its sole and absolute discretion, any unvested Performance Rights will lapse on the earlier of: • the cessation of a participant's employment or office (subject to the rules governing cessation of employment summarised below); • where a participant has acted fraudulently, dishonestly, or wilfully breached their duties; • if any applicable vesting conditions and/or performance hurdles are not, or, in the opinion of the Board, cannot be, achieved by the relevant time; or • the Expiry Date.

Cessation of employment or office:	Where a participant ceases employment or office as a “Good Leaver”, the Board may determine in its sole and absolute discretion to allow some or all of the unvested Performance Rights held by that participant to vest and be automatically exercised. Where a participant ceases employment or office as a “Bad Leaver”, all unvested Performance Rights will automatically be forfeited by the participant and lapse, subject to the Board determining otherwise in its sole and absolute discretion. A “Bad Leaver” is defined as a participant whose employment or office ceases in the following circumstances: - the participant is dismissed from employment or office due to serious misconduct, material breach of the terms of any contract of employment or office, gross negligence, or other conduct justifying summary dismissal; - the participant voluntarily resigns; - the participant ceases employment or office for any reason and acts in breach of any post-termination restrictions; - the participant being ineligible to hold office for the purposes of Part 2D.6 of the Corporations Act; or - any other reason the Board determines in its sole and absolute discretion. A “Good Leaver” is defined as a participant whose employment or office ceases and who is not a Bad Leaver.
Rights attaching to Shares:	All Shares acquired by participants upon the exercise of Performance Rights will rank equally with existing Shares on and from the date of acquisition.
Disposal restrictions on Shares:	Prior to the grant of any Performance Rights, the Board may impose disposal restrictions on Shares acquired by participants following the exercise of Performance Rights, for example, by way of the use of an employee share trust or an Australian Securities Exchange (ASX) holding lock. During any Share disposal restriction period, participants will have full dividend and voting rights.
Change of control event:	A change of control event occurs if: - a person or entity becomes a legal or beneficial owner of 50% or more of the issued share capital of the Company; - a person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company; or - a Court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies. In the event of a change of control event occurring, the Board may determine that some or all unvested Performance Rights will vest and be automatically exercised. Any Performance Rights that the Board determines will not vest in such circumstances will automatically lapse.
Bonus issues:	Subject to the Listing Rules, if there is a bonus issue to the holders of Shares, then the number of Shares over which a Performance Right is exercisable will be increased by the number of shares which the holder of the Performance Right would have received if the Performance Right had been exercised before the record date for the bonus issue.
Pro rata issues:	If the Company makes a pro rata issue to the holders of Shares, then the number of Shares over which Performance Rights can be exercised will be reduced in accordance with the Listing Rules.
Reorganisation:	In the event of any reorganisation (including consolidation, sub-division, reduction, return or cancellation) of the issued capital of the Company, the number of Performance Rights to which each participant is entitled will be changed in accordance with the Listing Rules.
Buy-back:	The Company may buy-back Performance Rights and/or Shares acquired upon exercise of Performance Rights in accordance with the rules of the Plan.



WESTERN AREAS NL

ABN 68 091 049 357

000001 000 WSA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 727 692
(outside Australia) +61 3 9946 4448

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 3:00pm (WST) Wednesday 16 November 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Western Areas NL hereby appoint

☐ the Chairman of the Meeting **OR**

☐ **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Western Areas NL to be held at The Plaza Ballroom 1, Hyatt Regency Perth, 99 Adelaide Terrace Perth, Western Australia, 6000 on Friday, 18 November 2011 at 3:00pm (WST) and at any adjournment of that meeting.

Important for Items 4 to 9 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 4 as set out below and in the Notice of Meeting and you are also expressly authorising the Chairman of the Meeting to exercise your proxy on Items 5 to 9.

If you do not mark this box, and you have not directed your proxy how to vote on Items 4 to 9 the Chairman of the Meeting will not cast your votes on Items 4 to 9 and your votes will not be counted in computing the required majority if a poll is called on these Items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 4 to 9).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 4 to 9 of business.

☐ I/we direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 4 (except where I/we have indicated a different voting intention below) and I/we also expressly authorise the Chairman of the Meeting to exercise my/our proxy on Items 5 to 9. I/we acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 4 to 9 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

☐ **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

		For	Against	Abstain			For	Against	Abstain
Item 1	Re-election of Director - Mr Terrence Streeter	☐	☐	☐	Item 6	Issue of Performance Rights to Julian Hanna	☐	☐	☐
Item 2	Re-election of Director - Mr David Southam	☐	☐	☐	Item 7	Issue of Performance Rights to Daniel Lougher	☐	☐	☐
Item 3	Re-election of Director - Mr Ian Macliver	☐	☐	☐	Item 8	Issue of Performance Rights to David Southam	☐	☐	☐
Item 4	Adoption of Remuneration Report	☐	☐	☐	Item 9	Increase in Non-Executive Directors Remuneration	☐	☐	☐
Item 5	Adoption of Western Areas NL Performance Rights Plan	☐	☐	☐					

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /