Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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	e of entity		
Wa	Water Resources Group Limited		
ABN			
	24 426 339		
We	(the entity) give ASX the following i	information.	
	t 1 - All issues nust complete the relevant sections (attach si	heets 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	1,073,146	
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	Fully paid ordinary shares	

+convertible

conversion)

securities,

conversion price and dates for

the

01/08/2012 Appendix 3B Page 1

⁺ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities? If the additional securities do not rank equally, please state: • 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	Yes
5	Issue price or consideration	Consideration for consultancy services.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued as consideration for consultancy services.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A

Appendix 3B Page 2 01/08/2012

⁺ See chapter 19 for defined terms.

Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
Number of securities issued under an exception in rule 7.2	N/A	
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.	N/A	
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	N/A	
Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
Dates of entering *securities into uncertificated holdings or despatch of certificates	4 October 2012	
Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 322,083,570	+Class Ordinary Shares
	security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) Number of securities issued under an exception in rule 7.2 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. 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 Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements Dates of entering *securities into uncertificated holdings or despatch of certificates Number and *class of all *securities quoted on ASX (including the securities in section	security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) Number of securities issued under an exception in rule 7.2 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. 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 Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements Dates of entering *securities into uncertificated holdings or despatch of certificates Number and *class of all *securities quoted on ASX (including the securities in section)

01/08/2012 Appendix 3B Page 3

⁺ 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
	49,895,961	Fully paid ordinary shares
	12,000,000	Unlisted Options exercisable at \$0.10 each and expiring 22 December 2014
	37,764,600	Unlisted Options exercisable at \$0.30 each and expiring 23 March 2017

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A	I
	I

Part 2 - DELETED - 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)	\square	Securities described in Part 1
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(b)	All other	securities
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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

Appendix 3B Page 4 01/08/2012

⁺ See chapter 19 for defined terms.

Quotation agreement

- ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 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.
- 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.
- 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:

(Company secretary)

.Date: 12 October 2012

Print name: Dennis Wilkins

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01/08/2012 Appendix 3B Page 5

⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

DELETED - NOT APPLICABLE

Introduced 01/08/12

Appendix 3B Page 6 01/08/2012

⁺ See chapter 19 for defined terms.