

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Wesfarmers Limited

ABN

28 008 984 049

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 | <p>On 6 May 2008, Wesfarmers lodged an Appendix 3B in relation to its Entitlement Offer, the terms of which are described in the replacement Prospectus dated 24 April 2008 (the Prospectus). In that Appendix 3B, Wesfarmers disclosed that an aggregate of 33,568,320 fully paid ordinary shares were issued pursuant to the institutional component of the Entitlement Offer.</p> <p>On 2 June 2008, Wesfarmers issued 56,116,267 fully paid ordinary shares pursuant to the Retail Entitlement Offer and Retail Entitlement Bookbuild. This Appendix 3B relates to the issue of those shares.</p> <p>As a result of rounding under the institutional and retail components of the Entitlement Offer an aggregate of 89,684,587 fully paid ordinary shares (rather than the estimated 89,029,757 as reported in the Appendix 3B dated 6 May 2008) were issued pursuant to the Entitlement Offer.</p> |
| 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, as more fully described in Section 8.5 of the Prospectus. |

4	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities?	Yes. If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 						
5	Issue price or consideration	\$29.00 per fully paid ordinary share.						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds of the Entitlement Offer will be used to repay a portion of Wesfarmers' existing \$4 billion senior bridge facility. See Section 2.3 of the Prospectus for a more detailed description.						
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	2 June 2008						
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="724 1346 1098 1379">Number</th> <th data-bbox="1106 1346 1385 1379">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="724 1384 1098 1563">As at the date of this Appendix 3B, there are 647,178,130 fully paid ordinary shares on issue (inclusive of the 56,116,267 shares issued on 2 June 2008).</td> <td data-bbox="1106 1384 1385 1563">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="724 1574 1098 1693">As at the date of this Appendix 3B, there are 152,260,364 fully paid Partially Protected Ordinary Shares on issue.</td> <td data-bbox="1106 1574 1385 1693">Fully paid Partially Protected Ordinary Shares</td> </tr> </tbody> </table>	Number	⁺ Class	As at the date of this Appendix 3B, there are 647,178,130 fully paid ordinary shares on issue (inclusive of the 56,116,267 shares issued on 2 June 2008).	Fully paid ordinary shares	As at the date of this Appendix 3B, there are 152,260,364 fully paid Partially Protected Ordinary Shares on issue.	Fully paid Partially Protected Ordinary Shares
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As at the date of this Appendix 3B, there are 152,260,364 fully paid Partially Protected Ordinary Shares on issue.	Fully paid Partially Protected Ordinary Shares							

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	N/A
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?	See Appendix 3B lodged on 21 April 2008.
12	Is the issue renounceable or non-renounceable?	See Appendix 3B lodged on 21 April 2008.
13	Ratio in which the +securities will be offered	See Appendix 3B lodged on 21 April 2008.
14	+Class of +securities to which the offer relates	See Appendix 3B lodged on 21 April 2008.
15	+Record date to determine entitlements	See Appendix 3B lodged on 21 April 2008.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	See Appendix 3B lodged on 21 April 2008.
17	Policy for deciding entitlements in relation to fractions	See Appendix 3B lodged on 21 April 2008.
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	See Appendix 3B lodged on 21 April 2008.
19	Closing date for receipt of acceptances or renunciations	See Appendix 3B lodged on 21 April 2008.
20	Names of any underwriters	See Appendix 3B lodged on 21 April 2008.
21	Amount of any underwriting fee or commission	See Appendix 3B lodged on 21 April 2008.

22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	See Appendix 3B lodged on 21 April 2008.
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	See Appendix 3B lodged on 21 April 2008.
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	2 June 2008.

+ See chapter 19 for defined terms.

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

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39 Class of +securities for which
quotation is sought

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40 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

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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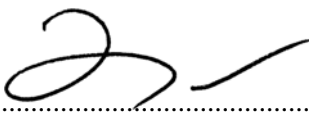
	Number	+Class
42 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document 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: 2 June 2008

Company secretary

Print name:

Linda Kenyon

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