



# Western Plains Petroleum Ltd.

## Western Plains Petroleum Announces Fall Private Placement

For Immediate Release

October 22, 2010

CALGARY, ALBERTA – Western Plains Petroleum Ltd. (TSXV:WPP) (“**Western Plains**” or the “**Company**”) announces it has reserved up to (i) 4,545,455 common shares in the capital of the Corporation, issued on a “flow-through” basis, under applicable tax law (the “**Flow-Through Shares**”), at a price of \$0.22 per share for gross proceeds of up to \$1,000,000.00 (the “**Flow-Through Share Offering**”), and (ii) up to 2,777,778 units (“**Unit**” or “**Units**”) at a price of \$0.18 per Unit, each Unit consisting of one (1) common share and one-half of one (1/2) common share purchase warrant (“**Warrant**”), each whole Warrant exercisable into one (1) common share at an exercise price of \$0.25 per share for a period of one (1) year from the date of issuance, for gross proceeds of up to \$500,000.00 (exclusive of the proceeds on the exercise of the Warrants) (the “**Unit Offering**”), subject to the approval of the TSX Venture Exchange (the “**Exchange**”).

The Company has agreed to pay a finder’s fee equal to 5% of the gross proceeds of the Flow-Through Share Offering payable to arm’s length parties for services in respect of such offering. It is expected that up to \$900,000 of the Flow-Through Share Offering will be placed through such arm’s length parties. Management and directors of the Company may participate in the Unit Offering and up to a maximum of \$100,000 of the Flow-Through Share Offering (454,545 common shares).

In respect of services related to the Unit Offering, the Company may also pay arm’s length parties a finder’s fee equal to 8% of the gross proceeds of the Unit Offering and issue broker warrants (the “**Broker Warrants**”) to acquire that number of common shares equal to 8% of the Units sold under the Unit Offering. Each Broker Warrant will be exercisable into one (1) common share at an exercise price of \$0.25 per share for a period of 12 months following the closing of the Unit Offering.

The Company proposes to use the net proceeds from the Flow-Through Share Offering for eligible expenditures in connection with well re-activations and drilling operations in the Landrose, Saskatchewan area and the Lloydminster region of Alberta and Saskatchewan. Net proceeds from the Unit Offering are expected to be applied to the acquisition of heavy oil interests in the Saskatchewan and Alberta and for working capital purposes. Closing of both the Flow-Through Share Offering and the Unit Offering are expected to occur by mid-November 2010.

The Unit Offering and Flow-Through Share Offering are subject to acceptance by the Exchange and will be conducted on a private placement basis in accordance with prospectus exemptions under applicable securities laws. All securities issued under the Unit Offering and Flow-Through Share Offerings will be subject to a four month hold period from the date of issuance in accordance with applicable securities laws.

## **About Western Plains Petroleum Ltd.**

Western Plains is a Lloydminster, Alberta, based junior heavy oil producer with interests located in the Saskatchewan and Alberta. The common shares of the Company trade on the TSX Venture Exchange under the symbol WPP.

For more information, please contact:

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*Neither the TSX Venture Exchange nor its Regulation Services Provider (as the term is defined in the Policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

## **Reader Advisory**

This Press Release includes management's assessment of future plans and operations, capital raising activities, wells to be drilled, timing of drilling of wells, re-activation activities, production estimates and planned capital expenditures, which may constitute forward-looking statements under applicable securities laws and necessarily involve risks including, without limitation, risks associated with oil and gas development, production, competition from other producers, inability to retain drilling rigs and other services, delays resulting from or inability to obtain required regulatory approvals, and the inability to fund required capital expenditures. Actual future results may differ materially from those assumed or described in such forward-looking statements as a result of the impact of issues, risks and uncertainties whether described herein or not, which Western Plains may not be able to control. The reader is therefore cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements contained in this Press Release are made as of the date hereof and Western Plains undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. The forward-looking statements contained in this Press Release are expressly qualified by this cautionary statement.

The securities proposed to be issued have not been registered under the U.S. Securities Act of 1933 as amended or any state securities laws, and may not be offered or sold in the United States absent registration or an exemption from the registration requirements. This Press Release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.