

11 February 2025

GENERAL MEETING NOTICE AND PROXY FORM

Dear Shareholder

A General Meeting (**Meeting**) of shareholders of Westgold Resources Limited (ABN 60 009 260 306) (**Westgold** or the **Company**) will be held on Tuesday, 18 March 2025 at 10:00 am (WST) at Westralia Square 2 (WS2), Level 5, 143 St Georges Terrace, Perth, Western Australia.

Overview of Purpose of Meeting – Financial Assistance Resolution

On 21 November 2023, the Company and its subsidiaries entered into a financing agreement with, among others, ING Bank (Australia) Limited and Société Generale, Sydney Branch as Lenders and National Australia Bank limited as Agent and Security Trustee, thereby providing Westgold with access to a \$100M Revolving Corporate Facility.¹

Upon completion of the merger between Westgold and Karora Resources Inc (**Karora**) in August 2024, the Company acquired 100% of outstanding shares of Karora, resulting in the subsidiaries of Karora becoming wholly owned subsidiaries of Westgold.

As a condition of Company's financing arrangement, by no later than 31 March 2025, one or more of the Karora subsidiaries must become guarantors and obligors under the financing agreement and grant security in favour of the Security Trustee.

This process constitutes the Karora subsidiaries providing financial assistance to the Company. To comply with the requirements of section 260B(2) of the *Corporations Act 2001* (Cth), shareholders of Westgold must approve this financial assistance at the Meeting by passing the Financial Assistance Resolution.

Further details of the Financial Assistance Resolution is set out in the Notice of Meeting (**Notice**) and accompanying Explanatory Memorandum.

Notice of Meeting and Explanatory Memorandum

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website <https://www.westgold.com.au/site/investor-centre/asx-announcements> or from ASX's website at <https://www.asx.com.au/> (ASX code – WGX).

¹ On 28 October 2024, the Company and the Lenders executed a commitment letter to increase the existing \$100M Syndicated Facility Agreement (SFA) to \$300M through the addition of a new \$200M facility. See ASX announcement on 28 October 2024 titled "Westgold Bolsters Balance Sheet Strength" for further information. The amendment documentation to amend the SFA to include the new \$200M facility was signed on 11 December 2024.

For personal use only

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting. Shareholders can lodge their vote by going to <https://www.investorvote.com.au/Login> and logging in with the Meeting ID, your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form.

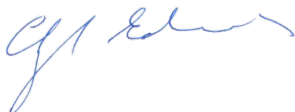
Your proxy form must be received by 10:00 am (WST) on Sunday, 16 March 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions on how to lodge the proxy form are set out in the Notice and are also included in the proxy form.

The Company encourages shareholders to provide an email address so it can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please contact the Company's share registry, Computershare, at <https://www.investorcentre.com/au>.

The Notice and accompanying Explanatory Memorandum is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 (0) 3 9415 4000 (overseas).


Yours faithfully



Hon. Cheryl Edwardes AO
Chair
Westgold Resources Limited

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Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) on Sunday, 16 March 2025.**

Proxy Form

How to Vote on the Item 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 the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on the item your vote will be invalid on the 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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184709

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Westgold Resources Limited 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Westgold Resources Limited to be held at Westralia Square 2 (WS2), Level 5, 143 St Georges Terrace, Perth, Western Australia on Tuesday, 18 March 2025 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the 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.

	For	Against	Abstain
Resolution 1 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

