

WESTGOLD RESOURCES LIMITED

ABN 60 009 260 306

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

27 March 2008

Time of Meeting

10.00 am

Place of Meeting

Matilda Bay Room
Hyatt Regency Perth
99 Adelaide Terrace
East Perth, Western Australia

WESTGOLD RESOURCES LIMITED
ABN 60 009 260 306

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Westgold Resources Limited ABN 60 009 260 306 ("**Company**") will be held at the Matilda Bay Room, Hyatt Regency Perth 99 Adelaide Terrace, East Perth Western Australia on 27 March at 10.00 am for the purpose of transacting the following business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to the following Resolutions accompanies this Notice of General Meeting.

AGENDA

BUSINESS

Resolution 1 – Re-election of Mr Andrew Francis Beckwith as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, Mr Andrew Francis Beckwith, having been appointed by the Board as an additional Director on 18 January 2008 and being eligible for re-election, be re-elected as a Director."

Resolution 2 – Grant of Director Options to Mr Andrew Francis Beckwith

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

"That, pursuant to and in accordance with section 208 of the Corporations Act and Listing Rules 7.1 and 10.14 and all other purposes, the Directors be and are hereby authorised to grant:

- (a) 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.35 each exercisable on or before 30 March 2011, and*
- (b) 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.45 each exercisable on or before 30 March 2011, under the Company's Employee Share Option Plan to Andrew Beckwith (or his nominees), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (including Annexures A and B to the Explanatory Memorandum)."*

The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on Resolution 2 by Mr Beckwith and any associate of Mr Beckwith. However, the Company need not disregard a vote if it:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of Resolutions 1 and 2:

"ASX" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"Company" means Westgold Resources Limited ABN 60 009 260 306;

"Constitution" means the Company's constitution, as amended or substituted, where the context permits;

"Corporations Act" means Corporations Act 2001 (Cth);

"Director" means a director of the Company;

"Director Options" means Options proposed to be granted pursuant to Resolution 2, the terms and conditions of which are set out in Annexures A and B to the Explanatory Memorandum;

"Listing Rules" means the listing rules of ASX;

"Option" means an option to acquire a fully paid ordinary share in the capital of the Company; and

"Share" means a fully paid ordinary share in the capital of the Company.

By order of the Board



Andrew Chapman
Company Secretary

Dated: 8 February 2008

PROXIES

- Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
- A proxy may, but need not be a Shareholder of the Company.
- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorising in writing or, if such appointor is a corporation, either under seal or under hand of the officer of his attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and must reach the Registered Office of the Company at least 48 hours prior to the General Meeting. For the convenience of Shareholders a Proxy Form is enclosed.

For the purposes of regulation 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at 5.00pm Western Daylight Time on 25 March 2008 will be entitled to attend and vote at the Annual General Meeting.

Corporations

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

WESTGOLD RESOURCES LIMITED
ABN 60 009 260 306

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting ("**Notice**") of the Company.

The directors of the Company ("**Directors**") recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary appearing at the end of this Explanatory Memorandum.

The following information should be noted in respect of the matter contained in the accompanying Notice:

Resolution 1 – Re-election of Mr Andrew Francis Beckwith as a Director

Pursuant to clause 13.5 of the Company's Constitution, the Directors may appoint any person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. However, under clause 13.5 of the Company's Constitution, any such appointment terminates at the conclusion of the next general meeting following the appointment.

Resolution 1 is an ordinary resolution and provides for confirmation of the appointment of Mr Andrew Francis Beckwith to the Board pursuant to the Company's Constitution.

The Board appointed Mr Andrew Francis Beckwith as a Director on 18 January 2008.

Mr Beckwith, 43, Mr Beckwith is a geologist with over 20 years experience in the Australian exploration and mining industry, having held a number of previous roles including with Navarre Resources, AngloGold Ashanti Australia, Acacia Resources, , Helix Resources, Normandy NFM and BP Minerals.

Mr Beckwith joined Westgold in 2006 as Exploration Manager following the acquisition of Navarre Resources Pty Ltd including the Company's key Rover Project in the Northern Territory.

Resolution 2 – Grant of Director Options to Mr Andrew Francis Beckwith

The Company proposes to the following options to its Managing Director, Mr Andrew Francis Beckwith or his nominee(s):

- 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.35 each exercisable after 18 January 2009 and expiring on 30 March 2011; and
- 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.45 each exercisable after 18 January 2009 and expiring on 30 March 2011.

The proposed grant of the Options to Mr Beckwith will be subject to the terms of the Company's Employee Share Option Plan ("**Plan**"). If, however, there is any inconsistency between the terms of the Options as set out in Annexures A and B and the Plan, the terms as set out in Annexures A and B prevail to the extent of the inconsistency.

The grant of Director Options is designed to encourage Mr Beckwith to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances the Directors consider that the incentives represented by the grant of these Director Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Director Options to be granted to Mr Beckwith, and their exercise price and expiry date, has been determined based upon the Directors' wish to ensure that the remuneration offered is competitive with market standards and where appropriate, based upon performance hurdles. The Directors have generally reviewed a selection of comparable companies to determine market conditions generally and consider the proposed number of Director Options to be granted will ensure that Mr Beckwith's overall remuneration is in line with market standards.

In the event all Director Options are exercised, \$600,000 will need to be paid to the Company by Mr Beckwith.

Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a *related party* of the public company *unless* either:

1. the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
2. shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Beckwith is considered to be a related party of the Company.

Resolution 2 provides for the grant of Director Options to Mr Beckwith, or his nominee(s), which is a financial benefit which requires shareholder approval.

Current Holdings

As at the date of this Notice, Mr Beckwith has a relevant interest in 8,786,381 Shares of the Company.

INFORMATION REQUIREMENTS

For the purposes of Chapter 2E of the Corporations Act the following information is provided.

The related parties to whom the proposed resolutions would permit the financial benefit to be given:

Subject to shareholder approval, the following maximum number Director Options will be granted to Mr Beckwith, or his nominee(s) is:

- 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.35 each exercisable after 18 January 2009 and expiring on 30 March 2011; and
- 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.45 each exercisable after 18 January 2009 and expiring on 30 March 2011.

The nature of the financial benefit

The proposed financial benefit to be given is the grant of Director Options for no consideration to Mr Beckwith as noted above. The terms and conditions of the Director Options to be granted to Mr Beckwith are set out in Annexures A and B to this Explanatory Memorandum.

Directors' recommendation

All the Directors were available to make a recommendation. For the reasons noted above:

Messrs Michael Atkins, Peter Cook and Mark Okeby (who have no interest in the outcome of Resolution 2) recommend that Shareholders vote in favour of Resolution 2. Mr Beckwith declines to make a recommendation about Resolution 2 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed grant of Director Options to him or his nominee(s).

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors.

The proposed ordinary Resolution 2 would have the effect of giving power to the Directors to grant a total of 1,500,000 Director Options on the terms and conditions as set out in Annexures A and B to this Explanatory Memorandum and as otherwise mentioned above.

The Company currently has 113,955,898 listed Shares on issue. The Company also has the following unlisted Options on issue:

Number	Exercise Price	Expiry Date
2,000,000	\$0.20	30 November 2009
875,000	\$0.45	21 January 2012
250,000	\$0.45	8 November 2012

If all Director Options granted as proposed above are exercised, and assuming all existing Options on issue have been exercised, the effect would be to dilute the share holding of existing Shareholders by 1.28%. The market price of the Company's Shares during the period of the Director Options will normally determine whether or not Mr Beckwith exercises the Director Options. At the time any Director Options are exercised and Shares are issued pursuant to the exercise of the Director Options, the Company's Shares may be trading at a price which is higher than the exercise price of the Director Options.

Mr Beckwith's fees per annum and the total financial benefit to be received by him in this current period as a result of the grant of the Director Options the subject of Resolution 2 are as follows:

Director	Fees p.a. (\$)	Value of Director Options (\$)	Total Financial Benefit (\$)
Andrew Francis Beckwith	240,000	129,675	369,675

The above valuation is based on the share price of the Company of \$0.255, which is the price of Shares as at the date of the valuation, being 4 February 2008. A further valuation will be undertaken at the date of the actual grant of the Director Options to Mr Beckwith or his nominee(s).

Valuation of Director Options

The Company's advisers have valued the Director Options to be granted to Mr Beckwith using the Black & Scholes Model. The value of an option calculated by the Black & Scholes Model is a function of a number of variables. The valuation of the Director Options has been prepared using the following assumptions:

Variable	Input
Share price	\$0.255
Exercise price	\$0.35 and \$0.45
Risk Free Interest Rate	6.74% (being a 5 year Treasury Bond Rate as at 4 February 2008)
Volatility	60%
Time (years to expiry)	3 years

For the purposes of this valuation the Company's advisers have assumed 30 March 2008 as the issue date of the Director Options. For the share price, the closing price of the Company's Shares on the ASX as at 4 February 2008 has been used. The Company's advisers have also assumed a volatility level of 60% given the industry in which the Company operates, its financial position and the volatility of listed shares of other companies comparable to the Company.

Based on the assumptions, it is considered that the estimated average value of the Director Options to be granted to Mr Beckwith is \$0.0956 and \$0.0773 per Director Option.

Any change in the variables applied in the Black & Scholes calculation between the date of the valuation and the date the Director Options are granted would have an impact on their value.

The following table gives details of the highest, lowest and latest price of the Company's Shares trading on ASX in the last three months:

Security	Highest Price (\$)	Date of highest price	Lowest Price (\$)	Date of lowest price	Latest Price on 8 February 2008 (\$)
Ordinary Shares	\$0.38	20 November 2007	\$0.23	22 January 2008	\$0.25

Other Information

Under the Australian Equivalent of IFRS, the Company is required to expense the value of the Director Options in its statement of financial performance for the current financial year. Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Director Options pursuant to Resolution 2.

Neither the Directors nor the Company are aware of other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by the proposed Resolution.

Listing Rule 10.14

The Options are to be issued pursuant to the Plan. The terms of the Plan were approved by Shareholders at the Company's last annual general meeting (held on 29 November 2007).

Listing Rule 10.14 broadly requires shareholders' approval by ordinary resolution to any issue by a listed company of securities to a related party under an employee incentive scheme. Accordingly, Listing Rule 10.14 requires shareholders to approve the issue of Options under the Plan to Mr Beckwith.

Additional Information

For the purposes of Listing Rule 10.15, the following information is provided to shareholders with respect to Resolution 2:

- (a) the Options will be granted to Mr Beckwith, or his nominees;
- (b) the maximum number of Options to be issued pursuant to Resolution 2 is 1,500,000;
- (c) Under Resolution 2 Mr Beckwith will be issued:
 - 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.35 each exercisable after 18 January 2009 and expiring on 30 March 2011; and
 - 750,000 Director Options to acquire ordinary shares in the capital of the Company, for nil consideration, with an exercise price of \$0.45 each exercisable after 18 January 2009 and expiring on 30 March 2011.
- (d) the Options will be granted for no consideration;
- (e) no funds will be raised by the grant of the Options;
- (f) all Directors, or their permitted nominees, are entitled to participate in the Plan but for the purposes of Resolution 2 at this time the Company is only seeking to grant Options to Mr Beckwith;
- (g) no Directors, or their permitted nominees, have received any Options under the Plan; and
- (h) the Options will be granted on a date, being no later than 12 months after the date shareholder approval is obtained for Resolution 2.

GLOSSARY

The following terms have the following meanings in this Explanatory Memorandum:

"**ASIC**" means the Australian Securities and Investments Commission;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of Directors;

"**Business Day**" means Monday to Friday inclusive except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day;

"**Company**" or "**Westgold**" means Westgold Resources Limited ABN 60 009 260 306;

"**Constitution**" means the Company's constitution, as amended or substituted, where the context permits;

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Notice**" means the Notice of General Meeting accompanying this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Plan**" means Westgold Resources Limited Employee Share Option Plan;

"**Resolution**" means a resolution proposed pursuant to the Notice;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a holder of Shares.

ANNEXURE A

Terms and Conditions of Options

- (a) Each option entitles the holder to subscribe for one share upon payment of \$0.35 per option.
- (b) The options shall expire at 5.00pm (Perth time) on 30 March 2011 ("**Expiry Date**").
- (c) The options shall be exercisable wholly or in part by notice in writing to the Company at any time from 18 January 2009 until the Expiry Date, on payment of \$0.35 per option.
- (d) There are no participating rights or entitlements inherent in the options and the optionholder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options unless the Options are first exercised in accordance with these terms and conditions.

However, the Company must ensure that for the purposes of determining entitlements to any such issue, the optionholder will be notified of the proposed issue at least 5 business days before the record date. This will give the optionholder the opportunity to exercise his or her options prior to the date for determining entitlements to participate in any such issue.

- (e) Within 10 business days of receipt of a properly executed option notice and the required application monies the number of shares specified in the notice will be allotted.
- (f) Shares issued on the exercise of the options will rank pari-passu with the then existing issued ordinary shares.
- (g) In the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return) of the issued capital of the Company, the options will be reorganised to the extent necessary to comply with the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) These terms and conditions are to be read in conjunction with the rules of the Westgold Resources Limited Employee Share Option Plan, which rules are to form part of the terms and conditions of the options.

ANNEXURE B

Terms and Conditions of Options

- (a) Each option entitles the holder to subscribe for one share upon payment of \$0.45 per option.
- (b) The options shall expire at 5.00pm (Perth time) on 30 March 2011 ("**Expiry Date**").
- (c) The options shall be exercisable wholly or in part by notice in writing to the Company at any time from 18 January 2009 until the Expiry Date, on payment of \$0.45 per option.
- (d) There are no participating rights or entitlements inherent in the options and the optionholder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options unless the Options are first exercised in accordance with these terms and conditions.

However, the Company must ensure that for the purposes of determining entitlements to any such issue, the optionholder will be notified of the proposed issue at least 5 business days before the record date. This will give the optionholder the opportunity to exercise his or her options prior to the date for determining entitlements to participate in any such issue.

- (e) Within 10 business days of receipt of a properly executed option notice and the required application monies the number of shares specified in the notice will be allotted.
- (f) Shares issued on the exercise of the options will rank pari-passu with the then existing issued ordinary shares.
- (g) In the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return) of the issued capital of the Company, the options will be reorganised to the extent necessary to comply with the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) These terms and conditions are to be read in conjunction with the rules of the Westgold Resources Limited Employee Share Option Plan, which rules are to form part of the terms and conditions of the options.

WESTGOLD RESOURCES LIMITED
ABN 60 009 260 306
PROXY FORM

The Company Secretary
 Westgold Resources Limited
 Registered Office Address:

Level 1
 168 Adelaide Terrace
 EAST PERTH WA 6004
 (08) 9326 5799

Facsimile:

I/We (name of shareholder)
 of (address)
 being a member/members of Westgold Resources Limited HEREBY APPOINT
 (name)
 of (address)
 and/or failing him (name)
 of (address)

or failing that person then the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at the Matilda Bay Room, Hyatt Regency Perth 99 Adelaide Terrace, East Perth Western Australia on 27 March at 10.00 am Western Daylight Time and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

Resolution 1 – Re-election of Mr Andrew Francis Beckwith as a Director
 Resolution 2 – Grant of Director Options to Mr Andrew Francis Beckwith

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 2, please place a mark in this box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of Resolution 2 and that votes cast by the Chair of the meeting for Resolution 2 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your vote on Resolution 2 and your vote will not be counted in calculating the required majority if a poll is called on Resolution 2.

The Chairman intends to vote any undirected proxies in favour of the Resolutions.

This Proxy is appointed to represent ___ % of my voting right, or if 2 proxies are appointed Proxy 1 represents ___% and Proxy 2 represents ___% of my total votes
My total voting right is ___ shares

If the shareholder(s) is an individual:

Dated: _____ 2008

Dated: _____ 2008

If the shareholder is a company:

Affix common seal (if required by Constitution)

Director/Sole Director and Secretary
 Dated: _____ 2008.

Director/Secretary

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by at least one of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, by delivery, post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on the Resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the Resolutions, the proxy must not vote on a show of hands;
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.