



Technical Committee Charter

29 JANUARY 2025

1.0 INTRODUCTION

The Technical Committee (Committee) is a committee that advises the Board of Directors (the Board) of Westgold Resources Limited (Westgold or the Company) on aspects of technical matters relevant to the Company and its subsidiaries.

2.0 PURPOSE

The Board has approved this Charter which prescribes the role and responsibilities, composition, structure, and membership requirements for the Committee.

3.0 ROLE

The primary role of the Committee is to assist the Board in fulfilling its oversight responsibilities on specific technical matters which are beyond the scope or expertise of non-technical Board members. The Committee shall oversee, advise the Board and support the Company's management team ("Management") in relation to the development and advancement of the Corporation's operating assets.

In general (in addition to the duties and responsibilities outlined below), the Committee shall discharge its responsibilities by analysing and validating the technical outputs of the business including exploration programs, asset strategy, resource development, reserves and resource statements, budgets, studies, project plans, mining, and processing operations.

The Committee may also consider project economic analysis, appraisal of technical risk factors, appropriate longer-range (as well as early stage) preparations for project development and construction, as well as such other matters as may be requested by the Board.

4.0 MEMBERSHIP

Committee members are appointed by the Board for a term considered appropriate by the Board. The Board may appoint additional non-executive directors to the Committee and may remove or replace members of the Committee by ordinary resolution. The Committee should be of sufficient size and independence and all Committee members must be technically knowledgeable (able to read and understand technical and operational data and documentation) as well as having a detailed understanding of Westgold's operations and assets, and the capacity to complete regular site-based information validation sufficient to allow them to discharge their responsibilities under this Charter. The Committee must contain:

- only non-executive directors
- a majority of independent directors; and
- at least two members of the Board.

Members of the Committee may withdraw from the Committee by notifying the Board in writing.

The Chair of the Committee (Committee Chair) must be an independent non-executive Director and must not be the Chair of the Board. The Chair shall serve as a liaison between Committee members, the Board and senior management.

If the Committee Chair is unable to attend a Committee meeting, the Committee members present at that meeting must appoint a Committee member to chair the meeting.

Other Directors who are not Committee members may attend meetings of the Committee should they wish and are entitled to receive all Committee papers. Selected members of management may attend meetings of the Committee by invitation.

5.0 DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as set out in this section. The Board may from time-to-time delegate other responsibilities and functions to the Committee.

5.1 TECHNICAL OVERSIGHT

The following items summarise the Committee's responsibility:

- a) Review results of operational audits conducted by management and outside advisors.
- b) Review the assumptions and methodology underpinning of the Company's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable. Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates, having regard to compliance of public disclosure with regulatory and listing requirements.
- c) Review technical and operational matters on behalf of the Board, which may include reviewing:
 - (i) the annual budget and the life of mine plan for each operating mine;
 - (ii) significant technical risks, mitigation strategies and opportunities associated with the Company's mines and projects;
 - (iii) exploration, geological, mining, metallurgical and other technical issues of significant concern; and
 - (iv) technical aspects of potential new projects or acquisitions.
- d) Oversee periodic benchmarking by Management of the technical policies, systems, and monitoring processes of the Company versus industry best practices;
- e) Review and report to the Board on the sufficiency of financial, technical, and human resources to ensure proper and timely development and advancement of the Company's exploration, project, and mining operations (having regard to the Company's strategy);
- f) Make visits, as the Committee or individually if appropriate, to the Company's mine and project sites in order to become familiar with the operations and to review relevant objectives, procedures, and performances with respect to technical and operational matters;
- g) Perform any other duties and activities that it or the Board considers appropriate.

6.0 MEETINGS

The Committee will meet as often as the Committee members deem necessary in order to fulfil its role. However, it is intended that the Committee will meet at least twice each year. Those meetings should be timed to allow the Committee to review the preparation of the Company's annual Mineral Resource and Reserve Statement, and the annual budget and the Life of Mine planning process.

A quorum consists of the lesser of two members or a majority of members of the Committee.

All minutes of the Committee will be retained and will be open at all times for inspection by any director.

The Committee Chair may invite any person(s) to attend meetings of the Committee, but not necessarily for the full duration of the meeting, a standing invitation will be issued to:

- all other Directors;
- the Chief Executive Officer (CEO);
- the Chief Operating Officer (COO);
- the Chief Technical Officer (CTO);
- and other relevant members of management.

7.0 REPORTING

The Committee will report to the Board on all matters relevant to the Committee's roles and responsibilities. The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

8.0 REVIEW

The Board will, at least once in each year review the membership and Charter of the Committee to ensure it remains consistent with the Board's objective and responsibilities.