



**WESTGOLD**  
RESOURCES LIMITED

**CORPORATE GOVERNANCE STATEMENT**  
30 June 2020

Purely Western Australian

All of our operations are steeped in the mining history that built Western Australia. The towns that have survived 125 years on are testament to the sustainability that gold mining creates

NT WA QLD  
SA NSW VIC  
Perth Kalgoorlie  
FGO  
MGO  
CGD



WESTGOLD RESOURCES LIMITED

**CORPORATE GOVERNANCE STATEMENT 2020**

(as at 28 August 2020)



### Introduction from the Chairman:

It is with pleasure that I present the Westgold Corporate Governance Statement (as of 28 August 2020) for the year ending 30 June 2020. This Statement outlines the framework of policies, rules, relationships, systems and processes utilised by Westgold that guides how we manage, make decisions and grow the business.

At Westgold we recognise that good corporate governance promotes investor confidence and is more than just compliance. Corporate Governance is a key piece of the architecture within which we function as an organisation.

We can never be perfect as individuals but as an organisation we can always strive to be better at what we do and increase the transparency with which we do it. Our company is full of “can-do” people, all focused on doing their absolute best every day and as Westgold grows it is important to depict to all internal and external stakeholders the systems, controls and governance we utilise to manage the business.

It is my hope that after a review of this document, all of our stakeholders can be proud that Westgold and its people have an ongoing focus to do more than just “comply” as we strive to build a better, more transparent and sustainable business.

A handwritten signature in black ink, appearing to read 'Peter Cook'.

Peter Cook  
Executive Chairman



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## PREAMBLE AND OVERSIGHT

As custodians of our Shareholders' assets, good governance is essential to fulfil the reasonable expectations of our investors and stakeholders.

Westgold Resources Limited is an explorer and developer of gold mines in Western Australia. It is important we continually review and customise our own governance practices to be appropriate for the scale and stage of our business.

Under the ASX listing rules, companies are required to prepare a Corporate Governance Statement to disclose the extent to which the Company has complied with the third edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Recommendations). The ASX has introduced the fourth edition of the ASX Recommendations which are due to be reported against in FY2021. Westgold has elected to early adopt and report against the fourth edition in this Statement, demonstrating our ongoing commitment to good corporate governance practices and shareholder transparency.

This Corporate Governance Statement is current as at 28 August 2020 and has been approved by the Westgold Board of Directors and should be read in conjunction with our Annual Report.

Westgold believes its Core Values define our culture, our behaviour, our actions and the demeanour we are expected to portray in every activity our employees and stakeholders perform under our Company name.

Westgold's Core Values are aligned with and support good governance practices. These core values are articulated and discussed widely throughout Westgold and its operations, including our Annual Report, our Sustainability Report and our Corporate Governance actions.



Westgold's Corporate Governance Framework consists of:

- Clearly defined oversight of corporate and operational responsibility that sets out the key result areas and key performance measures for all management;
- Continuous evaluation and gap analysis to ensure we are making informed decisions with the skills and experience to discharge our duties to the best of our ability and achieve the desired outcome;
- On-going mitigation and/or elimination of risk in all areas and the preparation and implementation of policies procedures, guidelines, inductions and training manuals to manage risk and define the Groups expectations of all its employees and stakeholders;
- A focus on absolute compliance with lawful, ethical and responsible operations;
- A platform of internal controls and protections to ensure the integrity of data, records and other personal information collected in the course of our business;
- Systems built around the principles of our core values, integrity, accountability and continuous improvement;
- Policies and procedures to ensure continuous disclosure of all material events in compliance with statutory rules and regulations in an honest, timely, balanced and accurate manner; and
- Transparent communication with shareholders and investors.

### **Board Charter or "Statement of Matters Reserved for the Board"**

The Company has a formal Board Charter which sets out those matters reserved for the Board and those delegated to management, a copy is located on the Company's website:

(<https://www.westgold.com.au/site/file/120/view/StatementofMattersReservedtotheBoard.pdf>)

The statement outlines the role and responsibility of the Board and is designed to assist those affected by corporate decisions to better understand the respective accountabilities and contributions of the Board and management of Westgold. It is general in nature as matters often evolve and regular reviews of the balance of responsibilities are conducted to ensure that the division of functions remains appropriate to the needs of the Company.

### **Role and Responsibilities of the Board**

The management and control of the business of Westgold is vested in the Board. The Board's primary responsibility is to oversee Westgold business activities and management for the benefit of Westgold shareholders. The Board also recognises its responsibilities to Westgold employees, the environments and communities in which Westgold operates and where appropriate, other stakeholders. The Board strives to create shareholder value and ensure that shareholders' funds are effectively safeguarded.

The key responsibilities of the Board include the following:

- Appointing, evaluating, rewarding and if necessary, the removal of the Chief Executive Office ("CEO") and Executive Management;
- Development of corporate objectives and strategy with management and approving plans, new investments, major capital and operating expenditures and major funding activities proposed by management;
- Monitoring actual performance against defined performance expectations and reviewing operating information to understand at all times the state of the health of the Company;
- Overseeing the management of business risks, safety and occupational health, environmental issues and community engagement;
- Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- Satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal controls are in place and functioning appropriately;
- Approving and monitoring financial and other reporting;
- Assuring itself that appropriate audit arrangements are in place;
- Ensuring that the Company acts legally and responsibly on all matters and assuring itself that the Company has adopted a Code of Conduct and that the Company practice is consistent with that Code; and Westgold Policies Manual; and
- Reporting to and advising Shareholders.

## Delegated Responsibilities by the Board

The Board has delegated responsibility for the day-to-day activities to the CEO and the Executive Management. The Board ensures that the team is appropriately qualified and experienced to discharge their responsibilities and has procedures in place to assess the performance of the CEO and Executive Management.

The roles of the Chairman and the CEO are not combined. The CEO is accountable to the Board for all authority delegated to that position.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board.

The Board ensures that this is achieved by:

- Overseeing the strategic direction of the Group and identifying risks;
- Approving all budgets;
- Reviewing detailed papers on a monthly basis showing monthly and year to date performance of all aspects of the Group; and
- Comparing Group performance against approved budgets.

Procedures are in place to:

- Allow any Director or Committee of the Board to seek external professional advice as considered necessary, at the Company's expense.
- Incorporate presentations from senior management at relevant Committee meets on an as required basis to increase the Committee's understanding of the area.

Further, the Board may request additional information from management from time to time on any issue.

In the event that a potential conflict of interest arises, the effected Director/s withdraw from Board deliberations concerning the matter.

## Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. In this regard, the Company Secretary has a direct line of communication with the Chair.

Ms Lisa Smith was appointed as Company Secretary on 30 December 2019, in addition to this role, she also acts as Group General Counsel for Westgold and reports to the CEO in relation to day-to-day operational matters.



## Board Directors and Appointments

Before the Company proposes to appoint a new Director, appropriate checks are undertaken which include, but are not limited to, reviewing the person's character, experience, education and work experience. Interviews with the potential candidates are conducted by existing Directors to make sure their experience, personality and ethics are an appropriate fit for the strategic direction of Company. Appropriate discussions with third parties who know the proposed Director may also be undertaken.

Westgold places a high standard on corporate governance and adopts best practice as set out in the ASX Corporate Governance Principles and Recommendations (Corporate Governance Principles).

The Board has adopted a Board Skills Matrix that sets out the mix of skills and diversity that the Board currently has or is looking to achieve and, in association with the Remuneration and Nomination Committee will regularly assess the independence of each Non-executive Director.

The Board Skills Matrix sets out the skills and experience which, in the opinion of the Directors of Westgold, are required for the proper functioning of the Board of Westgold.

The Board Skills Matrix is available on the Company's website.  
(<https://www.westgold.com.au/site/file/143/view/BoardSkillsMatrix.pdf>)

To ensure that the current Directors provide the skills and experience required by the Board Skills Matrix, the Board will assess each Director's skills and experience and the current Directors as a Group, against the Board Skills Matrix from time to time. It is not a requirement that each Director should present all of the skills and experience listed in the Board Skills Matrix, but the Board collectively should present all of the skills and experience listed in the Board Skills Matrix.

The Board will take account of the Board Skills Matrix and gaps or weaknesses in the Board Skills Matrix when applied to the existing Directors, when filling any Board vacancies.

Written agreements are in place with each Director and Senior Executive setting out the terms of their appointment. Director remuneration details and key terms of the agreements with Senior Executives are included in the Remuneration Report within the Annual Report.

Directors' biographical details, including their relevant qualifications, experience and the skills they bring to the Board are detailed on the Company website (<https://www.westgold.com.au/site/about-us/board-of-directors>) and in the Annual Report. Details of any other public company Directorships held within the last 3 years are also provided in the Annual Report. Director's biographical details are also included in the notice of annual general meeting when a Director stands for re-election.

## Professional Development, External Advice and Succession Planning

Directors are encouraged to continue to expand their knowledge base and professional skills through attendance at suitable seminars and conferences.

Directors have the right, in connection with the discharge of their duties and responsibilities, to seek independent professional advice at the Company's expense within guidelines provided in the Company's Board Charter.

In order to assist in maintaining our Directors' operational understanding of the Company, Directors conduct one on one sessions with staff members. This is in addition to when our Directors attend site for Board meetings, where they experience the operations firsthand. Directors discuss feedback received from these sessions with the Board so that this knowledge is shared.

Succession planning for Board appointments involves consideration of skill, experience, expertise and diversity.

## Composition of the Board

The Board composition is reviewed periodically and is guided by the Board and supported by Board Skills Matrix and Diversity Policies of the Group which are also available on the Company's Website.

Westgold's Board is currently composed of four (4) Directors, with 1 being female.

The Executive Chairman is in a transitional role to Non-executive Chairman. He will however not be considered to be independent having been the long-term previous Managing Director and a relatively large shareholder.

All three Non-executive Directors are however independent thus heavily weighting the Board to the control of Independent Non-executive Directors

The Board collectively has the skill set and direct experience in the industry to guide the Company and its operational and corporate functions.



At Westgold we believe  
our people are our most  
valuable asset.

The Board has established various committees to assist in carrying out its duties. These committees include the Remuneration and Nomination Committee and the Audit, Risk and Compliance Committee.

## Remuneration and Nomination Committee

The Board has constituted a Remuneration and Nomination Committee which currently comprises all three independent Non-executives of the Company. Mr Wayne Bramwell serves as Chair of the Committee with Mrs Fiona Van Maanen and Mr Peter Schwann also serving on the Committee. Company Secretary, Ms Smith is also the secretary of the Committee. The Committee met once during FY2020 with all members in attendance. A copy of the Remuneration and Nomination Committee Charter is available on the Company's website.

<https://www.westgold.com.au/site/file/144/view/RemunerationandNominationCommitteeCharter.pdf>

## Audit, Risk and Compliance Committee

The Board has constituted an Audit, Risk and Compliance Committee which currently comprises all three independent Non-executives of the Company. Mrs Fiona Van Maanen serves as Chair of the Committee with Mr Wayne Bramwell and Mr Peter Schwann also serving on the Committee. The Committee met twice during FY2020 with all members in attendance. A copy of the Audit and Risk Committee Charter is available on the Company's website as are a number of other policy documents generally related to risk and compliance management.

<https://www.westgold.com.au/site/file/145/view/AuditandRiskCommitteeCharter.pdf>

The purpose of the Committee is to assist the Board to provide oversight of its Corporate Audit requirement including policy, oversight of risk in the various functions the Group performs and oversee compliance of the Group's activities, within the various statutory rules and regulations by which we are governed.

The Company's Operational Risk Management Policy can be accessed on the Company's website in the Corporate Governance section.



## Qualifications and Experience

The relevant qualifications and experience of the Committee members is included in the Directors' Report contained in the Annual Report.

## Attendance at Board and Board Committee Meetings

The number of meetings of Directors (including meetings of committees of Directors held during the year and the number of meetings attended by each Director was as follows:

	Directors		Audit, Risk & Compliance Committee		Remuneration & Nomination Committee	
	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended
PG Cook	17	17	-	-	-	-
PJ Newton	4	4	1	1	-	-
JS Norregaard	17	17	-	-	-	-
PB Schwann	17	17	2	2	1	1
SV Shet	8	8	-	-	-	-
FJ Van Maanen	17	17	2	2	1	1
WC Bramwell	10	10	2	2	1	1

## Evaluation of Board Performance

The Board regularly monitors its performance and the performance of individual Directors and Board Committees. This occurs through an internal review led by the Chairman of the Board.

In the FY2020 year the Chairman completed a review of the Board to ensure alignment with Board and Sub-committee Charters and to review the roles and skill-sets of the overall Board to fulfil and comply with the Company's governance and regulatory controls.

The Board review completed for FY2020 resulted in a number of changes. The previous Non-executive Chairman, Mr Peter Newton retired at the AGM with short notice which was the catalyst for a number of changes to the organisation. The Managing Director at the time, Mr Peter Cook stepped into the role as Executive Chairman and advised of his intent to progressively transition to a Non-executive role by the end of June 2020. Due to the onset of COVID-19 in early 2020 and the uncertainties as to its impact on the business the Remuneration and Nomination Committee believed it was prudent to maintain stability and negotiated with Mr Cook to stay on in his capacity as Executive Chairman to at least until the end of CY2020.

The Board review also resulted in a number of changes aligning the Group's business and activities with the expectations of current governance practices.

These included:

- The make-up of the Board was to be dominated by Independent Non-executive Directors and a new Independent Non-executive, Wayne Bramwell was appointed on 3 February 2020 moving the balance towards independence.
- A shareholder representative Director, Mr Suresh Shet, who was a non-resident resigned from the Board on February 26, 2020 completing the Board further moving the dominance toward Independent Non-executive Directors.
- The number of executive Directors on the Board was reduced from two to one with Mr Steve Norregaard's resignation from the Board on 22 June 2020.

Prior to appointing any new Director, a review process will be undertaken to ensure any new Director's skill set aligns with the Company's strategic plan.

## Evaluation of the Senior Executives

The Company conducts half-yearly and annual performance reviews of all staff including Senior Executives. The performance of the CEO and Chief Operating Officer (COO) is evaluated by the Chair with input from the Board. The review is then discussed with the Board.

The CEO reviews the performance of Senior Executives.

All Senior Executives, including the CEO and COO participate in half yearly and yearly performance evaluation processes in relation to FY2020.



## REMUNERATION

Westgold continually monitors its peers and seeks expert advice from consultants on how to remunerate its Board and Senior Executives to ensure it can attract and retain the most skilled and experienced people to govern and manage the Company.

### Non-executive Directors

The remuneration of Non-executive Director remuneration is clearly distinguishable from that of executive Directors and other Senior Executives.

Non-executive Directors are remunerated on a fixed fee basis for time and responsibility as part of an aggregate pool of remuneration approved by shareholders. In FY2020 the aggregate pool amount remained unchanged at \$500,000 and the total fees paid were \$288,200 including statutory superannuation fees. All Directors fees are paid in cash.

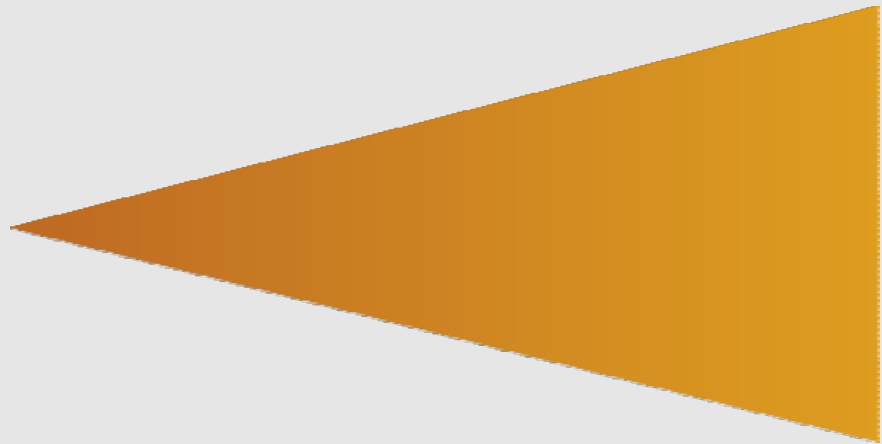
### Senior Executives and Management

Senior Executives (including the CEO) are remunerated based on a combination of fixed remuneration and at risk short term bonuses which are linked to performance outcomes of productivity, safety, environmental compliance and personal effort. Short term bonus' are payable in cash.

Senior Executives also participate in Long Term Incentives (LTI's) as a measure of reward for performance and retention. These are subject to longer vesting periods in conjunction with metrics based on the Total Shareholder Return performance against peers and return on capital employed. The LTI's are issued as ZEPO's (zero exercise price options).

The LTI program requires approval by Shareholders. The LTI program was previously approved at the Company's 2018 Annual General Meeting as part of the Employee Share and Option Plan.

Details of "at risk" salary awarded to employees and the relevant performance hurdles are set out in the Company's Remuneration Report. Further details regarding the remuneration practices for the Key Management Personnel (including the Executive Chairman and CEO) are included in the Remuneration Report, which forms part of the Directors' Report within the Annual Report. This can be found on the Company website. (<https://www.westgold.com.au/site/investor-centre/annual-reports>)



## **AUDIT, RISK & COMPLIANCE MANAGEMENT**

### **Risk**

The Company continually undertakes various organisation-wide reviews to identify and mitigate business risks, health and safety risk and other operational risks. The Group operates in accordance with an overarching Audit and Risk Management Charter and is governed by an operational risk management policy linked to the core values of the Group.

The Company applies a strict ranking system to operational risks and employs a process to ensure that all identified risks are dealt with and the mitigating actions are closed out. This system uses sophisticated third party software to track and monitor compliance to the system. Actions are then assessed and ranked using the Company's risk matrix. The Company's risk management framework is continually being improved to achieve the best possible outcome. The Board has a formal principal Risk Management Policy that governs the management of risks by establishing and implementing systems to identify and mitigate material risks.

The full Board and hence committee members visit site twice yearly which assists the committee to understand and discuss risk and compliance with key operational management.

### **Auditing**

The Company is audited by Ernst & Young (EY) on a bi-annual basis. The Company does not run a formal Internal Audit process but financial management accountants are continually ensuring that the Groups internal control systems, record keeping and accounting standards comply with recognised accepted standards.

The Company's Management periodically undertakes an internal review of financial systems and processes to identify scope for improvement and facilitate further development.

EY are the Company's registered Tax Agent. The Company also uses other third party tax consultants to review and internally audit our tax affairs. Tax governance is also controlled via a Tax and Duties Risk Governance Policy and a Tax Compliance Risk Framework, both of which are available on the Company's website.

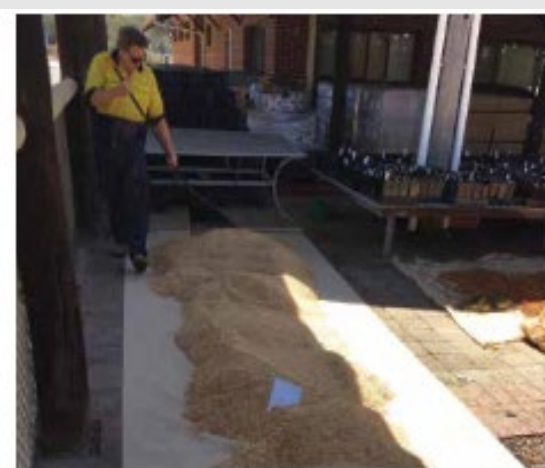
(<https://www.westgold.com.au/site/file/146/view/TaxandDutiesRiskGovernancePolicy.pdf>)

## Environment

The Company's operations are required to comply with numerous regulations, licenses, approvals and standards so that its activities do not cause unauthorised environmental harm. Environmental risk is currently overseen by the Audit, Risk and Compliance Committee.

As a consequence of our operations the Group is subject to obligations to restore and rehabilitate the environment. Our rehabilitation activities are governed by a combination of legislative requirements and Group policies. As at 30 June 2020 the Group's consolidated statement of financial position includes a provision of \$77 million in respect of such obligation. Our assumptions and methodologies in estimating these provisions are subject to external audit. Further, the Group pays an annual levy to the regulator into the Mine Rehabilitation Fund (MRF) which is measured on the magnitude and progression of rehabilitation.

Through its ongoing management of environmental activities at its operating mines, the Company has been able to operate in an environmentally sustainable and responsible manner. All environmental activities are monitored and reviewed by the Audit, Risk and Compliance Committee.



In FY2021 the Company will further review climate risk and opportunities with the aim of developing long term goals around climate change and identifying emissions reduction and energy efficiency opportunities. This will be a phased approach with Phase 1 consisting of a High Level Risk Assessment and Staged Action Plan aimed at aligning Westgold with the recommendations of the Taskforce on Climate-Related Financial Disclosure (TCFD) to promote transparency with stakeholders.

## Social

The Company recognises the importance of managing stakeholder expectations and seek to establish relationships based on trust, mutual respect and partnerships.

The Company's Directors and Senior Management are proud to be involved in and supportive of community Groups, organisations and charities in the region in which it operates.

As part of Westgold's recognition of the greater impact it has it supports a number of regional charities and events for those that support its people and those less fortunate. Refer to (<https://www.westgold.com.au/site/esg/esg-report-2020>) for detail in the 2020 Sustainability Report.



## COVID-19 Management

Safety, and in particular **No Harm**, is one of Westgold's core values.

"Home without harm, everyone, every day. The health, safety and wellbeing of our people, the community and the environment is paramount. Take ownership of preserving and promoting a safe and productive workplace."

The COVID-19 Pandemic had a sudden and dramatic impact on our workforce and our communities. Westgold adapted promptly to the changing landscape, liaising with peak bodies and incorporating travel and health recommendations from the Government, Health Regulators, and the Department of Mines, Industry Regulation and Safety. Westgold adjusted personnel rosters and operating practices to appropriately limit the risk of exposure and/or spread of the virus to protect our personnel and the wider community.

The Board of Westgold worked hard to keep its operations functioning as close to normal as possible and in doing so kept the vast majority of its workforce in jobs. The Company continues to manage the risk of an outbreak and provides support and assistance to those of our workforce that are affected by the ongoing travel restrictions.

## Operating Sustainably



Westgold is committed to having a positive impact on the regions, community and state in which it operates. We strive to ensure the net benefits of its operations outweigh the depletion of the natural resources it mines.

Westgold's annual Sustainability Report defines the impacts and long-term outcomes in terms of environmental, social risks and safety impacts of our operations, how we manage and govern these risks to create a positive and sustainable output from our operations.

A copy of the latest report can be found on the Company website.

(<https://www.westgold.com.au/site/esg/esg-report-2020>)

## **CONDUCT, ETHICS AND RESPONSIBILITY**

### **Code of Conduct**

The Board's policy is that the Directors and management should conduct themselves in accordance with the highest ethical standards. All Directors and employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

The Board has adopted a Code of Conduct which sets out standards for appropriate ethical and professional behaviour that applies to all employees, including Directors and management, when dealing with each other, shareholders, suppliers and the broader community. The Board is kept informed of any material breaches of the Company's Code of Conduct.

The Code of Conduct is available to all employees and the Board via the Company's website. (<https://www.westgold.com.au/site/file/147/view/CompanyCodeofConductPolicy.pdf>)

### **Whistleblower Protection**

The Company has a Whistleblower Policy which is provided to all employees at commencement and is available on the Company's website.

(<https://www.westgold.com.au/site/file/148/view/WhistleblowerPolicy.pdf>)

The Company's Whistleblower Policy outlines the processes, obligations and protections relating to internal and external reporting of certain matters and/or conduct relating to the Company.

The Board is informed of any material matter raised which might affect the culture of the Company.

### **Anti-Bribery and Corruption**

The Company has an Anti-Bribery and Corruption Policy a copy of which is on the Company's website. (<https://www.westgold.com.au/site/file/149/view/AntibriberyAntiCorruptionPolicy.pdf>)

The Board is informed of any material breaches to the Anti-Bribery and Corruption Policy.

### **Human Rights and Modern Slavery**

Westgold is fully aware of and endorses the elimination of modern slavery and the upholding of Human Rights.

Westgold will add policies, educate and enforce such action of these matters in the ensuing year.

## SHAREHOLDER COMMUNICATIONS

### Informing Shareholders

Westgold provides information about itself and its governance to the ASX first via public announcements. Investors can access this data through these feeds via its website.

(<https://www.westgold.com.au/site/investor-centre/our-value-proposition>)

The Company's website also includes copies of its Annual Reports, Financial Statements, ASX announcements, Notices of Meetings, presentations, as well as an overview of the Company's business activities.



Information about the Company's Corporate Governance framework and approach is also included in its annual Sustainability Report, which is available on the website.

(<https://www.westgold.com.au/site/esg/esg-report-2020>)

### Communicating with Shareholders

The Board aims to ensure that shareholders are provided with all of the information necessary to assess the performance of the Company. The Company follows the principles of Continuous Disclosure to ensure all investors are fully informed on the activities of the Company.

The Executive Chairman and the Manager, Investor Relations are responsible for other investor relations activities and interactions. The Board strives to act in accordance with the Company's Shareholder Communications Policy which is located on the Company's website and outlines the Company's commitment to ensuring transparent, timely and accurate communications to shareholders.

(<https://www.westgold.com.au/site/file/124/view/ShareholderCommunicationPolicy.pdf>)

The Company, via its share registry, provides the capability for shareholders to elect to receive electronic communications from the Company through direct emails - through its website and via the share registry. Electronic contact details are provided on the Company's website.

### Shareholder Participation

The Board notifies all shareholders with a notice of annual general meeting (AGM) so that they can be fully informed of all matters to be put to the meeting and encourages shareholders to vote and attend these shareholder meetings.

In the current year due to COVID-19 restrictions, the Company intends to conduct its AGM via webcast which will allow greater shareholder engagement and attendance and conducts a poll at general meetings and the AGM to decide each resolution, which is the preferred voting method.

## **DISCLOSURE OF INFORMATION**

### **Continuous Disclosure**

The Board operates within an adopted ASX Disclosure Policy which defines the protocol of making timely, factual, clear and objective disclosure of material information to enable shareholders to assess the impact of any information issued by the Company; and

The Continuous Disclosure Policy is located on the Company's website.  
(<https://www.westgold.com.au/site/file/150/view/ASXDisclosurePolicy.pdf>)

All announcements to the ASX are appropriately authorised and copies of all material market announcements are provided to the Board after they have been lodged with the ASX.

The Company uploads copies of presentation materials to the ASX Market Announcements Platform ahead of the relevant presentation. This procedure is detailed in the Company's Continuous Disclosure Policy which is available on the Company's website.

### **Internal Oversight of Releases**

The Company ensures that the corporate reports it releases are accurate, balanced and understandable with the objective of providing objective and factual insight into the Company's activity and strategy to generate wealth for its shareholders in the short and long term.

### **Assurance**

The Board receives a written declaration from Chief Executive Officer and the Chief Financial Officer in accordance with section 295A of the *Corporations Act 2001* (Cth). The declaration provides that, to the best of their knowledge and belief, the accounting systems and financial records are founded on a sound system of risk management and internal control and that the system is operating effectively in relation to financial reporting risks.

## **DIVERSITY AND INCLUSION**

### **DIVERSITY POLICY**

Westgold has adopted a corporate policy which allows it to actively manage diversity as a means of enhancing the Company's performance by recognising and embracing diverse skillsets and talents from a range different backgrounds.

The Company fosters an environment where individual differences are respected, employment opportunities are based on merit, skill, ability, and where appropriate attitudes, behaviour and practices at all levels are confronted and eliminated.

The Company encourages diversity and promotes inclusion of women in all levels of its business:

The Diversity Policy is located on the website.  
(<https://www.westgold.com.au/site/file/151/view/DiversityPolicy.pdf>)



## DIVERSITY MEASURES

Westgold measures diversity across all of its operations. For the year ending 30 June 2020, the table below summarises the Group's gender statistics. To enable shareholders to form a balanced view of gender diversity, these statistics are broken down with reference to our Gold Operations and our underground mining services division, Minterra Pty Ltd.

The Group workforce gender profile as at 30 June 2020 is set out in the following table:

Site	Total Employees	Female Employees	% Female Participation
WGX Corp Office	47	21	45%
FGO	61	5	8%
MG0 & CGO	255	32	13%
<b>WGX Sub-total</b>	<b>363</b>	<b>58</b>	<b>16%</b>
Minterra P/L	571	45	8%
<b>Grand Total</b>	<b>934</b>	<b>103</b>	<b>11%</b>

Comparing these statistics reveals that Westgold as a gold mining company performs strongly on female participation particularly at Board and Key Management levels. Westgold Group employs 934 staff and is the only top 10 domestic gold producer in Australia with a female CEO.

Westgold - Gold Operations	Proportion of Women	Industry
Board	(1 of 4) 25%	27%
Executive & Key Management	(7 of 15) 47%	18%
All Staff	(58 of 363) 16%	17%

The underground mining services division is a different subset in what has been a dominantly male area and consists predominantly of operators. We have 571 employees in this subset area of which 45 are female (8%).

The participation of women in our workforce is possibly best measured on the recruitment side. Over the year the Company received 17,480 applications for advertised positions. Only 693 (~4%) were from female applicants. A total of 710 direct employees were recruited and of them 76 (~11%) were females.








The Company submits its report under the *Gender Equality Act 2012* (Cth) annually.









## DISCLOSURE AGAINST ASX PRINCIPLES







Except as otherwise stated, the Company has followed the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (fourth edition) in FY2020. The following table indicates where specific Recommendations are addressed in this Statement:

ASX Corporate Governance Council recommendation		Refer to Section	
		Principle 1 - Lay Solid foundations for management and oversight	Reference
1.1		A listed entity should have and disclose a Board charter setting out: (a) the respective roles and responsibilities of its Board and management; and (b) those matters expressly reserved to the Board and those delegated to management.	<a href="#">Roles and Responsibilities</a> Page 5
1.2		A listed entity should: (a) undertake appropriate checks before appointing a Director or senior executive or putting someone forward for election as a Director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	<a href="#">Appointments</a> Page 7
1.3		A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	<a href="#">Appointments</a> Page 7
1.4		The company secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	<a href="#">Company Secretary</a> Page 6
1.5		A listed entity should: (a) have and disclose a diversity policy; (b) through its Board or a committee set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entities progress toward achieving those objectives; and (3) either; (a) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or (b) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entities most recent “Gender Equality Indicators” as defined and published under the Act.  If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the Composition of its should have no less than 30% of its Directors of each gender within a specified period.  <b>Improvement Measure:</b> The Board intends to set measurable objectives for achieving diversity across the Group. The 30% measure is an inequitable measure of participation for a Board of 4 persons.	<a href="#">Diversity and Inclusion</a> Page 16

1.6		<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Performance Evaluation Page 9</p>
1.7		<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Performance Evaluation Page 9</p>
<b>Principle 2 - Structure the Board to be effective and add value</b>			
2.1		<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent Directors; and</li> <li>(2) is chaired by an independent Director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Board Committees Page 8</p>
2.2		<p>A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	<p>Skills and Experience Page 7</p>
2.3		<p>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director.</p>	<p>Independence Page 8</p>
2.4		<p>A majority of the Board of a listed entity should be independent Directors.</p>	<p>Independence Page 8</p>
2.5		<p>The chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>Independence Page 8</p>

		<b>Improvement Measure:</b> The Executive Chairman will be transitioning to a Non-executive position within the ensuring period, however having been the Managing Director since listing in December 2016 he will not be independent and is a significant shareholder. The Company has engaged with shareholders on this matter and are comforted that as a significant shareholder the Executive Chairman's objectives are aligned with those of shareholders.	
2.6		A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing Directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively. <b>Improvement Measure:</b> The induction program is informal and not adequately documented with measurable completion aspects.	Appointments Page 7
		<b>Principle 3 - Instil a culture of acting lawfully, ethically and responsibly</b>	
3.1		A listed entity should articulate and disclose its values.	Core Values Page 4
3.2		A listed entity should: (a) have and disclose a code of conduct for its Directors, senior executives and employees; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code by a Director or senior executive.	Code of Conduct Page 14
3.3		A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	Whistleblower Policy Page 14
3.4		A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.	Anti-Bribery & Corruption Policy Page 14
		<b>Principle 4 - safeguard the integrity of corporate reports</b>	
4.1		The Board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are Non-executive Directors and a majority of whom are independent Directors; and (2) is chaired by an independent Director, who is not the chairperson of the Board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Board Committees Page 8  Attendance Page 9

4.2		The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Assurance Page 16
4.3		A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Disclosure of Information Page 16
<b>Principle 5 - Make timely and balanced disclosure</b>			
5.1		A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Continuous Disclosure Page 16
5.2		A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Continuous Disclosure Page 16
5.3		A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Communicating with Shareholders Page 15
<b>Principle 6 - Respect the rights of security holders</b>			
6.1		A listed entity should provide information about itself and its governance to investors via its website.	Informing Shareholders Page 15
6.2		A listed entity should have an investor relations program that facilitates effective two-way communication with investors. <b>Improvement Measures:</b> There is a plan to improve and formalise the disclosure of our investor relations programs around set dates to enable easier engagement.	Informing Shareholders Page 15
6.3		A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Communicating with Shareholders Page 15
6.4		A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. <b>Corrective Measure:</b> There is a commitment to pass future substantive resolutions by way of a poll.	Shareholder Participation Page 15
6.5		A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Communicating with Shareholders Page 15
<b>Principle 7 - Recognise and manage risk</b>			
7.1		The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director,	Board Committees Page 8

		<p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	
7.2		<p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Risk Management Page 11</p>
7.3		<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>Internal Auditing Page 11</p>
7.4		<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Environmental and Social Risks Page 12</p>
<b>Principle 8 - Remunerate fairly and responsibly</b>			
8.1		<p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Board Committees Page 8</p>
8.2		<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non- executive Directors and the remuneration of executive Directors and other senior executives.</p>	<p>Remuneration Page 10</p>
8.3		<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Remuneration Page 10</p>

		<b>ASX Corporate Governance Council Recommendations - Additional Matters</b>	
9.1		A listed entity with a Director who does not speak the language in which Board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the Director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable
9.2		A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Not applicable
9.3		A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Not applicable

#### **Additional recommendations that apply only in certain cases**

		<b>Additional disclosures applicable to externally managed listed entities</b>	
		<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the Board of the responsible entity for overseeing those arrangements.	Not applicable
		<i>Alternative to Recommendations 8.1, 8.2 &amp; 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing remuneration of the manager.	Not applicable