



Westgold takes advantage of a rising gold price and eliminates its debt.

Company/ASX Code	Westgold Resources Limited/WGX
AGM date	Friday 20 November 2020
Time and location	Meeting commencing at 11 am (WST). Liberty Conference Centre, Ground Floor 197 St Georges Terrace Perth.
Registry	Computershare
Webcast	Via on line Meeting platform, Lumi.
Poll or show of hands	Poll on all items
Monitors	Kevin Bowman and Dr Lynda Newland
Pre AGM Meeting?	Yes, with Executive Chairman Mr Peter Cook and Rod Corps, Investor Relations.

One of the individuals (or their associates) involved in the preparation of this voting intention has a shareholding in this company.

Item 1	Consideration of accounts and reports and adoption of remuneration report
ASA Vote	For

Summary of ASA Position

Since March 2020, as a consequence of the Covid-19 virus, the world has experienced a once in 100 year pandemic which has been incredibly challenging for everyone and the entire business community.

Notwithstanding Covid-19, Westgold managed to successfully navigate its way through this pandemic and reported a profit of almost \$35m and is now debt free with a cash balance of \$138 m as at 30 June 2020. Its share price increased by 13% over the year and at the time of writing, has increased by a further 22%.

In May 2020, the company raised \$45m by way of a placement to local and international institutional investors. The offer was **not** extended to Retail investors.

The company did not pay a dividend, although in December 2019, shareholders received shares in the demerged company Castile Resources Limited, which held the Polymetallic assets in the

Northern Territory, on the basis of 1 share for every 4 shares in Westgold, at no cost. This was valued at \$13.1m.

Summary

(As at FYE)	2020	2019	2018
NPAT (\$m)	34.6	14.1	(1.17)
Share price (\$)	2.09	1.85	1.85
Dividend (cents) +	0	0	0
TSR (%)	13.0	0	0
EPS (cents)	8.65	3.74	(0.34)
Executive Chairman total remuneration, (\$m)	0.814	1.100	1.707

+ Castile Resources Limited demerger. This was valued at \$13.1m.

For 2020, the CEO's total actual remuneration was **8.85 times** (12.1imes in 2019) the Australian Full time Adult Average Weekly Total Earnings [based on May 2020] data from the Australian Bureau of Statistics).

The Executive Chairman has indicated that he intends to step back from day to day operations and transition to a non-executive role during the ensuring year.

The remuneration report is fairly clear and provides a generally sound overview of their remuneration policies. The Executive Chairman can earn a maximum short-term and long-term incentive (STI and LTI) that is 100% of his total fixed remuneration (TFR) each. For other key management personnel (KMP), the maximum STI and LTI targets can only be 80% of their TFR.

The STI plan ensures that there are some hurdles the KMP have to pass before the grant is awarded. These hurdles are weighted differently with 25% measured against safety, 50% measured against production and costs and 25% measured against individual and role specific targets.

The LTIs are measured against two targets, a Total Shareholder Return (TSR) target which assesses relative performance against a defined peer group of companies. This accounts for 50% of the overall LTI award.

The other 50% is based on Return on Capital.

ASA would prefer a minimum LTI vesting period of longer than 3 years with the LTI award being paid fully in performance rights or shares and the STI award being paid half in cash and half in deferred equity (one or two year deferrals).

The payments are not excessive (CEO base pay is \$580,000), and not all incentives vest (eg 33% of potential STI was awarded), so executives do not automatically achieve maximum award. The Remuneration Report for 2019 was passed at the AGM by 98.9% of shareholders.

On balance, ASA will support the Remuneration Report.

Resolution 2	Election of Mr Wayne Bramwell as a Director
ASA Vote	For

Mr Bramwell was appointed as a Director in February 2020 and has over 26 years of international and Australian project development evaluation and development expertise across the base metals, precious metals and bulk commodities sectors. He serves on the Audit, Risk and Compliance Committee and Remuneration and Nomination Committee.

He was a Director of Ardea Resources Limited until July 2020.

Summary of ASA Position

The ASA will support the election of Mr Bramwell.

Resolution 3	Re-election of Mr Peter Cook as a Director
ASA Vote	For

Mr Cook is the Executive Chairman and was appointed in March 2007.

Mr Cook has over 35 years of experience in the fields of exploration, project, operational and corporate management of mining companies.

During the past three years he has served as a director of Nelson Resources Limited and is currently a director of Castile Resources Limited.

Summary of ASA Position

The ASA will support the re-election of Mr Cook.

Resolution 4	Re-election of Ms Fiona Van Maanen as a Director
ASA Vote	For

Ms Van Maanen was appointed a director in October 2016.

She is a CPA, holds a Bachelor of Business (Accounting) degree and a Graduate Diploma in Company Secretarial Practice. Fiona has over 25 years' experience in accounting and financial management in the mining and resources industry.

Ms Van Maanen serves on the Audit, Risk and Compliance Committee and Remuneration and Nomination Committee.

During the past three years she has served as a Director of Pantoro Limited.

Summary of ASA Position

The ASA will support the election of Ms Van Maanen.

Resolution 5	Re-election of Mr Peter Schwann as a Director
ASA Vote	For

Mr Schwann was appointed a director in February 2017.

He is a highly experienced, internationally recognised geologist and mining executive. Peter has broad experience across multiple commodities with extensive geological capability as well as significant operational management

Mr Schwann serves on the Audit, Risk and Compliance Committee and Remuneration and Nomination Committee.

During the past three years he has served as a Director of Aruma Resources.

We note that Mr Schwann does **not hold** any shares in Westgold despite being a Director since 2017.

The ASA believes that after three years on a board, a director should hold at least one year's worth of base cash fees.

Summary of ASA Position

The ASA will support the election of Mr Schwann, but would like to see him purchase some shares in the company.

Item 6	Ratification of issue of shares to institutional investors under Listing Rule 7.1.
ASA Vote	For

Summary of ASA Position

In May 2020, Westgold carried out a placement at \$2.25 to local and international institutions. Although the ASA is very disappointed that this offer was not extended to retail investors, we will support the motion.

Item 7	Employee Share and Option Plan.
ASA Vote	For

Summary of ASA Position

A previous Employee Share and Option Plan was passed by shareholders in November 2017. Since ASA believes that the overall reward is not excessive or unreasonable even though we have some objections relating to the remuneration plan, we will vote for this resolution.

Item 8	Grant of Incentive Options to Mr Peter Cook.
ASA Vote	For

Summary of ASA Position

The Company proposes to grant Mr Cook 153,810 incentive options in relation to FY2020 (each with a zero exercise price and an expiry date of 30 June 2022). The issue forms part of Mr Cook's remuneration package.

The ASA supports the motion.

Item 9	Grant of Performance Rights to Mr Peter Cook.
ASA Vote	For

Summary of ASA Position

The Company proposes to grant Mr Cook 233,506 Performance Rights in relation to FY2021. The issue forms part of Mr Cook's remuneration package which seems reasonable.

The ASA supports the motion.

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