



Securities Trading Policy

APPROVED AND ADOPTED BY THE BOARD

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1.0 PURPOSE AND APPLICATION OF THIS POLICY

- (a) The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits the trading in shares, options, debentures (including convertible notes) and other securities (securities) of a company by any person who is in possession of price sensitive information regarding that company that is not generally available. The Corporations Act:
- i. imposes substantial penalties on persons who breach those provisions; and
 - ii. applies to the extent of any inconsistency between it and this policy.
- (b) For the purposes of this policy:
- i. Westgold Person means:
 - A. Key Management Personnel being each Director of Westgold, the Managing Director, the Chief Financial Officer, the Chief Operating Officer and Company Secretary of Westgold; and
 - B. staff who work closely with, or in close proximity to, these positions (including their executive assistants); and
 - C. any other person designated as a Westgold Person by the Board of Directors (**Board**) in writing; and
 - ii. also includes:
 - A. a company or trust controlled by any of the persons referred to in clause 1(b)(i) above; and
 - B. for the purposes of clause 3 only, a spouse (including a de facto spouse), child (including a step-child or adopted child), a close relative, a person financially dependent on or acting in concert with any of the persons referred to in clause 1(b)(i) above.
- (c) This policy regulates dealings by Westgold Persons, in securities in Westgold or any other entity about which they acquire Inside Information through their position or dealings with Westgold.
- (d) The purpose of this policy is not only to minimise the risk of insider trading, but also to avoid the appearance of insider trading and the significant reputational damage associated with the perception of insider trading.
- (e) This policy is not designed to prohibit Westgold Persons from investing in Westgold securities, but does recognise that there may be times when Directors, officers, or certain employees cannot or should not invest in Westgold securities.

2.0 INSIDER TRADING

2.1 GENERAL PROHIBITION ON INSIDER TRADING

- (a) No Westgold Person may, while in possession of Inside Information (defined in clause 2.2 (a)) concerning Westgold, in breach of the Corporations Act:
 - i. buy, sell or deal in any Westgold securities at any time;
 - ii. procure another person to deal in Westgold's securities in any way; or
 - iii. pass on any Inside Information to another person for that person's own personal gain by dealing in Westgold securities in any way (**Insider Trading**).
- (b) All Westgold Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with Westgold.
- (c) The requirements imposed by this policy are in addition to any legal prohibitions on Insider Trading. Trading in Westgold's securities is prohibited at any time by a director or a Westgold Person if that person possesses Inside Information, even where the trade occurs outside a Blackout Period; or the trade falls within an exclusion in this policy; or authorisation has been given under this policy to trade (whether in exceptional circumstances or otherwise).

2.2 INSIDE INFORMATION

- (a) A Westgold Person is responsible for assessing whether they possess "**Inside Information**". This occurs where:
 - i. the person possesses information that is not generally available to the public and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of Westgold securities (or a decision whether or not to trade in them); and
 - ii. the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of Westgold securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence a person who commonly invests in securities to either deal or not deal in securities in any way. Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this policy, except that references to "Westgold securities" should be read as references to the securities of the outside company.

3.0 RESTRICTIONS ON TRADING IN BLACKOUT PERIODS

3.1 BLACKOUT PERIODS

- (a) Westgold Persons, subject to clauses 3.4 and 5, may not buy or sell Westgold securities during a Blackout Period (defined below).
- (b) **Blackout Periods** are times when Westgold Persons must not deal in Westgold securities.

The following are mandated Blackout Periods:

- i. from the close of the ASX trading day on 31 December each year, until 10:00am (Sydney time) on the ASX trading day following the day on which Westgold's half-yearly results are released to the ASX;
- ii. from the close of the ASX trading day on 30 June each year, until 10:00am (Sydney time) on the ASX trading day following the day on which Westgold's full year results are released to the ASX;
- iii. from the close of trading on the ASX at the end of each calendar quarter (being the end of March, June, September and December), until close of trading on the day following the announcement of Westgold's quarterly reports to ASX;
- iv. from the close of the ASX trading day two weeks prior to the date of Westgold's annual general meeting (**AGM**) until 10:00am (Sydney time) on the ASX trading day following the date of the AGM; and
- v. any other period that the Board specifies from time to time.

If 30 June or 31 December are not ASX trading days, then the Blackout Period begins on the preceding ASX trading day.

During Blackout Periods Westgold Persons must not deal in any of Westgold's financial products or securities, or in any securities related to them.

3.2 AD-HOC RESTRICTIONS

Westgold may impose, without notice and in its sole and absolute discretion, additional restrictions on trading in Westgold's securities by any or all Westgold Persons, and also by any other staff member(s) (who are not otherwise designated as "Westgold Persons") as Westgold considers appropriate. For the avoidance of doubt, Westgold may impose ad-hoc restrictions under this clause 3.3 even where the proposed trade would otherwise take place outside a Blackout Period provided for in this. Any restriction communicated by Westgold to any or all Westgold Persons (or other staff members) under this clause 3.3 must be kept strictly confidential.

3.3 NOTIFICATIONS AND AUTHORISATION

- (a) Under clause 3.4 or where clause 4 requires, prior to dealing in Westgold securities outside of a Blackout Period, a Westgold Persons must:
 - i. to obtain prior written authorisation from the relevant Authorising Officer;
 - ii. confirm that they are not in possession of any Inside Information;
 - iii. after dealing with the Westgold securities, provide the Authorising Officer with a transaction confirmation; and

- iv. notify the Authorising Officer if they begin to have, or cease to have, a “substantial holding” (as defined in section 9 of the Corporations Act) in Westgold, or if they have a substantial holding in Westgold and there is a movement of at least 1% in their holding.
- (b) For the purposes of clause 3.3(a)(i), prior written authorisation will not have been obtained by the Westgold Person until the Westgold “Security Trading Request Form” (FM201) has been duly executed by both the Westgold Person and the relevant Authorising Officer.
- (c) For the avoidance of doubt, the Westgold Person seeking prior written authorisation by submission of the Westgold “Security Trading Request Form” (FM201) cannot be their own Authorising Officer.
- (d) Authorising Officer

Westgold Person seeking authorisation	Authorising Officer
Chair of the Board	The chair of the Audit and Risk Management Committee or the Managing Director or an Independent Director.
Key Management Personnel	The chair of the Board or, in his/her absence the chair of the Audit and Risk Management Committee.
Any other Westgold Person	The Company Secretary or, in his/her absence, the Managing Director.

3.4 EXCEPTIONAL CIRCUMSTANCES

- (a) In exceptional circumstances the Authorising Officer has discretion to approve dealings in Westgold securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy.
- (b) Any authorisation given under this clause 3.4, may only be provided by execution by both the Westgold Person and the Authorising Officer of the Westgold ‘Security Trading Request Form’ (FM201). The notification requirements still apply.
- (c) What constitutes “exceptional circumstances” will be assessed on a case-by-case basis within the absolute discretion of the Authorising Officer, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.
- (d) Any decision to grant or refuse to grant authorisation to a Westgold Person to trade in Westgold’s securities by an Authorising Officer under this clause 3.4:
 - i. may be made in the Authorising Officer’s absolute discretion, without giving any reasons;
 - ii. can be withdrawn (if authorisation has been given) if new information comes to light or there is a change in circumstances;
 - iii. is final and binding on the Westgold Person seeking authorisation; and
 - iv. must be kept strictly confidential by the Westgold Person and not disclosed to any other person.

- (e) In deciding whether to grant authorisation to trade in Westgold's securities, the Authorising Officer will consider the need to minimise the risk of Insider Trading, and also to avoid the appearance of Insider Trading and the significant reputational damage that may cause.
- (f) Any authorisation to trade by the Authorising Officer under this clause 3.4 is not an endorsement to trade. The Westgold Person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws. The Westgold Person must carefully consider whether they are in possession of any Inside Information that might preclude them from trading at that time. If the Westgold Person is in any doubt, they should not trade.
- (g) If a Westgold Person comes into possession of Inside Information after receiving authorisation to trade, they must not trade despite having received the authorisation.

3.5 COMPANY SECRETARY TO MAINTAIN RECORDS

The Company Secretary will maintain a copy of:

- (a) all requests for an authorisation to deal in Westgold's securities submitted by a Westgold Person; and
- (b) details of all dealings in Westgold securities made by a Westgold Person.

4.0 OTHER RESTRICTIONS

4.1 NO SPECULATIVE TRADING

Under no circumstances should Westgold Persons engage in short-term or speculative trading in Westgold securities. This prohibition includes short term direct dealing in Westgold securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

4.2 NO PROTECTION ARRANGEMENTS

The entering into of all types of "protection arrangements" for any Westgold securities (or Westgold products in the derivatives markets):

- (a) is prohibited at any time in respect of any Westgold securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires consent under clause 3.3.

For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which:

- (a) amount to "short selling" of securities beyond the Westgold Person's holding of securities;
- (b) operate to limit the economic risk of any Westgold Person's security holding (e.g. hedging arrangements) including Westgold's securities held beneficially (for example, in trust or under an incentive plan) on that Westgold Person's behalf; or
- (c) otherwise enable a Westgold Person to profit from a decrease in the market price of securities.

4.3 NO GRANTING OF SECURITY OVER WESTGOLD'S SECURITIES OR ENTERING INTO MARGIN LENDING ARRANGEMENTS

- (a) Westgold Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any Westgold securities which are unvested or subject to a holding lock, to secure any obligation of that Westgold Person or any third party or enter into any margin lending arrangement involving Westgold securities.
- (b) Unless clause 4.3(a) applies, Westgold Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any of Westgold's securities, to secure any obligation of that Westgold Person or any third party or enter into any margin lending arrangement involving Westgold securities, with consent under clause 3.3.

4.4 TRADING IN OUTSIDE COMPANIES

Westgold Persons must not trade in the securities or financial products of outside companies where they are in possession of Inside Information of that outside company.

5.0 EXEMPTIONS

- (a) Westgold Persons may at any time:
 - i. trade in Westgold's securities where the trading does not result in a change of beneficial interest in the securities;
 - ii. acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act;
 - iii. transfer Westgold securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - iv. acquire Westgold's ordinary shares by conversion of securities giving a right of conversion to Westgold's ordinary shares;
 - v. acquire Westgold's securities under a bonus issue made to all holders of securities of the same class;
 - vi. undertake to accept, or accept, a takeover offer;
 - vii. invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of Westgold) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - viii. a disposal of Westgold securities that is the result of a secured lender exercising their rights under a loan or security agreement;
 - ix. where a restricted person is a trustee, trade in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

- x. trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.
- (b) If a Westgold Person undertakes any of the actions described in paragraph (a), that Westgold Person must advise the relevant Authorising Officer (as set out in clause 3.4(c)).

6.0 ASX NOTIFICATIONS

- (a) Westgold must notify the ASX within 5 business days after any change to a director's relevant interest in Westgold's securities or a related body corporate of Westgold, including whether the change occurred inside a Blackout Period and, if so, whether prior written authorisation was provided.
- (b) To enable Westgold to comply with the obligation set out in clause 6(a), a director must immediately (and no later than 3 business days after any relevant event) notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to the Australian Securities and Investments Commission and ASX as required under the Corporations Act and ASX Listing Rules.
- (c) If Westgold makes a material change to this trading policy, the amended trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

7.0 GENERAL

- (a) A breach of this policy will be regarded as serious misconduct which may lead to disciplinary action, up to and including dismissal.
- (b) This policy will be made available on Westgold's website (www.westgold.com.au).
- (c) If you require any further information or assistance or are uncertain about the application of the law or this trading policy in any situation, please contact the Company Secretary.