

INTRODUCTION

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

PURPOSE

This Charter sets out the role and responsibilities of the Committee, its structure and membership, and the manner with which its activities should be conducted.

ROLE

The Committee will assist the Board to meet its oversight responsibilities in relation to the Company's sustainability objectives. The primary function of the Committee is to provide counsel, guidance and governance of the Company strategies, frameworks and programs related to sustainability, and within the scope of its responsibility endorse matters for Board approval.

Sustainability topics are addressed across the broad pillars of Environment, Social and Governance:

- Environment (climate change, energy emissions, natural resource conservation, pollution and waste management)
- Social (health and safety performance, workplace inclusion and diversity, employee development, security and supply chain management, human rights, community development and stakeholder relations)
- Governance (ethical conduct, economic performance, risk management, legal compliance and transparency)

AUTHORITY

The Committee is authorised to perform activities within the scope of responsibilities set out in this Charter, and to make appropriate recommendations to the Board. The Committee has the authority to obtain supporting information by:

- Consulting with and seeking any information from any Director or employee of Westgold or any external party; and
- Obtaining professional advice and education from external consultants or specialists as it considers necessary to assist the Committee in meeting its responsibilities.

MEMBERSHIP

Committee members are appointed by the Board for a term considered appropriate by the Board. The Board may appoint additional members to the Committee and may remove or replace members of the Committee by ordinary resolution. All members of the Committee should have the appropriate expertise, skills and experience to allow them to discharge their responsibilities under this Charter.



The Committee must contain:

- At least two Board members, including the Managing Director; and
- At least two members of the Company executive team.

Members of the Committee may withdraw from the Committee by notifying the Board in writing. The Chair of the Committee (Committee Chair) must not be the Chair of the Board. 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 and are entitled to receive all Committee papers. Selected members of management may attend meetings of the Committee by invitation.

DUTIES AND RESPONSIBILITIES

The Committee will oversee the following aspects related to sustainability:

- The identification of the material risks to the Company and the implementation of controls to address each risk;
- The development and implementation of policies and strategies;
- Compliance with applicable laws, regulations and standards;
- The accuracy, integrity and relevancy of the Company's sustainability reporting; and
- The communication of the Company's sustainability performance to shareholders, community members and key stakeholders.

MEETINGS

The Committee will meet at least quarterly, and at such additional times as any member of the Committee may request. A notice of meeting, agenda and supporting documents must be provided to the Committee at least seven days prior each meeting.

All minutes of the Committee will be entered into a minute book maintained for that purpose and will be available at all times for inspection by any Company Director.

The minutes of the Committee meeting will be prepared for approval by the Committee and will be circulated to all Directors in the papers for the next full Board meeting after each Committee meeting.

ADMINISTRATIVE MATTERS

The Company will disclose this Charter on its website and will disclose the following in its Annual Corporate Governance Statement:

- Committee membership;
- The number of times the Committee has met in the financial year; and



- The individual attendances of members at Committee meetings.

REPORTING

The Committee Chair will:

- Report to the Board on the proceedings of each Committee meeting (to the next Board meeting); and
- Attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

REVIEW

The Committee will review this Charter and the performance of the Committee on an annual basis and at such other times as it considers a review to be necessary. The Committee will make recommendations to the Board in relation to any proposed change to this Charter.

