ASX:WIA

19 October 2026

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Dear Shareholder

Annual General Meeting – Notice and Proxy Form

Wia Gold Limited (**Wia** or the **Company**) is pleased to invite shareholders to attend its Annual General Meeting of Shareholders (**Meeting**) of the Company to be held at 10:00 am (AWST) on Thursday, 19 November 2026 at Herbert Smith Freehills Kramer, Level 11, 1 The Esplanade, Perth WA 6000.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only dispatch physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive the Notice in physical form. The Notice can be viewed and downloaded online at https://wiagold.com.au/investors/asx-announcements/

Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Proxies should be returned as follows:

Online	https://portal.automic.com.au/investor/home
By mail	Share Registry – Automic, GPO Box 5193, Sydney NSW 2001
By fax	+ 61 2 8583 3040
By email	meetings@automicgroup.com.au
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

To be valid, your proxy voting instruction must be received by 10:00 am (AWST) on Tuesday, 17 November 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Jessica O'Hara, Company Secretary at johara@wiagold.com.au at least 24 hours before the Meeting.

If you have any difficulties obtaining a copy of the Notice or have any other queries regarding the Meeting, please contact the Company Secretary on +61 8 6288 4252 or via email johara@wiagold.com.au.

Jessica O'Hara
Company Secretary

130 Hay Street, Subiaco WA 6008
Email: info@wiagold.com.au

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WIA GOLD LIMITED

ACN 141 940 230

NOTICE OF ANNUAL GENERAL MEETING

TIME: **10am (AWST)**

DATE: **Thursday 19 November 2026**

PLACE: **Herbert Smith Freehills Kramer**
Level 11, 1 The Esplanade, Perth WA 6000

General

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 8 6288 4252.

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IMPORTANT INFORMATION

Time and place of meeting

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am (AWST) on 19 November 2026 at Level 11, 1 The Esplanade, Perth WA 6000**.**

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (AWST) on Tuesday, 17 November 2026.

Voting in person (or by attorney)

To vote in person, attend the Meeting at the time, date and place set out above. Attorneys should bring with them an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the Meeting.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Poll

Shareholders are advised that all Resolutions to be considered at the General Meeting will be put to a poll, in accordance with the provisions of the Company's Constitution.

Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

To be effective, proxies must be received by 10am (AWST) on Tuesday, 17 November 2026. Proxies lodged after this time will be invalid.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am on Thursday, 19 November 2026 at Level 11, 1 The Esplanade, Perth WA 6000.

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Capitalised terms not otherwise defined in this Notice have the meaning given in the Glossary which accompanies this Notice. References to the "Corporations Act" are to the *Corporations Act 2001* (Cth) unless the context requires otherwise.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report, directors' report, and auditor's report for the Company and its controlled entities for the financial year ended 30 June 2026.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. Resolution 2 – Election of Adam Smits as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Articles 7.2(b)(ii) and 7.6(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Adam Smits, a Director who was appointed to fill a casual vacancy on 5 March 2026, retires and being eligible, is elected as a Director."

3. Resolution 3 – Election of Jamie Day as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of Articles 7.2(b)(ii) and 7.6(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Jamie Day, a Director who was appointed to fill a casual vacancy on 28 September 2026, retires and being eligible, is elected as a Director."

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4. Resolution 4 – Election of Non-Board Endorsed Candidate Stephen Mayne as a Director

The Board unanimously recommends Shareholders vote AGAINST Resolution 4

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, Mr Stephen Mayne who has nominated himself in accordance with Article 7.5(c) of the Constitution, and being eligible, be elected as a Director with effect from the date all necessary regulatory consents and approvals are received by the Company."

Details regarding Mr Mayne's candidacy and the reasons why Mr Mayne's election is NOT endorsed by the Board are detailed in the Explanatory Statement.

5. Resolution 5 – Approval to issue Equity Securities under the Employee Securities Incentive Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"*That, for the purposes of exception 13(b) of Listing Rule 7.2 and sections 200B and 200C of the Corporations Act and for all other purposes, Shareholders approve the employee incentive scheme of the Company known as the "Wia Gold Limited Employee Securities Incentive Plan" (**Plan**) and the issue of up to a maximum number of 102,000,000 Equity Securities under the Plan over a period of up to three years from the date of the Meeting, on the terms and conditions in the Explanatory Memorandum*"

6. Resolution 6 – Approval to issue Performance Rights to CEO & Managing Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"*That, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,304,349 Performance Rights to Mr Hendrik Diederichs (or his nominee) under the Plan as Mr Diederichs' short-term incentive for the financial year ended 30 June 2027, on the terms and conditions in the Explanatory Statement*."

7. Resolution 7 – Increase in total aggregate remuneration for Non-Executive Director Fees

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"*That, for the purposes of Article 7.8(a) of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the total aggregate amount of fees payable to non-executive Directors from $300,000 per annum to $400,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement."*

8. Resolution 8 – Renewal of Proportional Takeover Provisions

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"*That for the purposes of section 648G(4) of the Corporations Act and all other purposes, the Company renews the proportional takeover bid approval provisions contained in Article 4.9 and Schedule 5 of the Company's Constitution, for a period of three years from the date this Resolution is approved."*

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person as a proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolutions 5, 6 and 7: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

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(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on **Resolution 6** must not be cast (in any capacity) by or on behalf of a related party of the Company to whom that Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

(a) it is cast by a person as a proxy appointed by writing that specified how the proxy is to vote on the Resolution; and

(b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 of the Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote on the Resolution. If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

In respect of **Resolution 5**, in accordance with section 200E(2A) of the Corporations Act, a vote on **Resolution 5** must not be cast by any participants or potential participants in the Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

(a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and

(b) it is not cast on behalf of the person or an associate of the person.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 5**: by or on behalf of a person who is eligible to participate in the Plan, or any of their respective associates;

(b) **Resolution 6**: by or on behalf of Mr Hendrik Diederichs (or his nominee), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates;

(c) **Resolution 7**: by or on behalf of a Director or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

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(b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 19 October 2026

BY ORDER OF THE BOARD



Jessica O'Hara
Company Secretary
Wia Gold Limited

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 10apm (AWST) on Thursday, 19 November 2026 at Level 11, 1 The Esplanade, Perth WA 6000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

There is no requirement for shareholders to approve these reports. The Chairman will allow a reasonable time for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, and the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at https://wiagold.com.au/.

1. Resolution 1 - Adoption of the Remuneration Report

The remuneration report for the Company is set out in the Company's 2026 Annual Report. The remuneration report outlines the Company's remuneration framework and the remuneration outcomes for the financial year the subject of the remuneration report for the Board and Key Management Personnel.

The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the remuneration report at the meeting.

Under the Corporations Act if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report, then a further resolution (**Spill Resolution**) may be required to be considered at the second annual general meeting as to whether a further meeting be convened to put certain Directors to re-election. The Directors to be put to re-election are those Directors, other than the Managing Director, who were Directors when the resolution to make the directors report was passed.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the requirement for a Spill Resolution will not arise at this Meeting irrespective of the outcome of the vote on Resolution 1.

If you are appointing the Chair as your proxy, please note that the proxy form accompanying this Notice expressly authorises the Chair to vote any undirected proxies in favour of Resolution 1 even though the resolution is connected directly or

indirectly with the remuneration of a member of the Key Management Personnel. Accordingly, if you are appointing the Chair as your proxy and do not wish your proxy to vote in favour of Resolution 1, you will need to mark "against" or "abstain" where indicated in the proxy form in relation to Resolution 1.

2. Resolution 2 – Election of Director – Adam Smits

2.1 General

Article 7.6(a) of the Company's Constitution allows the Board to appoint a person as a Director to fill a casual vacancy or as an addition to the existing Directors, provided the number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to article 7.6(b) of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Adam Smits was appointed by the other Directors on 5 March 2026 and accordingly will retire, and being eligible, seeks re-election.

2.2 Background and experience

Mr Smits is a mechanical engineer with more than 30 years' experience across project strategy, development, construction and operational leadership within the mining industry. He most recently served as Chief Operating Officer of ASX-listed Liontown Limited, the emerging Tier-1 battery mineral producer from the Kathleen Valley lithium project in Western Australia.

Beyond his role at Liontown, Mr Smits has extensive mine development experience across Africa. His career to date includes senior roles in development and operations when Project Director at ASX-listed Perseus Mining Limited's Sissingué Gold Project in Côte d'Ivoire, and with Mineral Deposits Limited, where as Project Director he oversaw the successful development of the US$650M Grande Cote Mineral Sands project in Senegal from feasibility through to production and similarly played a leading role in design through to operations of the Sabodala Gold project.

Mr Smits has also held roles with Placer Dome Asia Pacific and Lycopodium Engineering, which has contributed to his strong reputation in technical and project delivery expertise. Mr Smits is a graduate of the Australian Institute of Company Directors and holds a Bachelor of Mechanical Engineering from the University of Western Australia.

Mr Smits is currently a non-executive director of ASX-listed Minerals 260 Limited.

The Board (with Mr Smits abstaining) considers that Mr Smits will, if elected, qualify as an independent Director.

Mr Smits has acknowledged that he will have sufficient time to fulfil his responsibilities as a Director. The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board, which may include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company confirms that it undertook such checks prior to the appointment of Mr Smits.

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2.3 Board recommendation

Having reviewed the performance of Mr Smits since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (with Mr Smits abstaining) recommend that Shareholders vote in favour of Resolution 2.

The Board believes Mr Smits adds significant depth in technical and project capability as the Company continues to progress the Kokoseb Gold Project towards development and that his extensive experience in successfully progressing projects from feasibility through construction and into operations is highly relevant as the Company moves Kokoseb through its next phase.

2.4 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, then Mr Smits will continue as a Director post the Annual General Meeting.

If Resolution 2 is not passed, Mr Smits will cease to be a Director from the end of the Annual General Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic vision.

The Chair intends to vote all available proxies in favour of Resolution 2.

3. Resolution 3 – Election of Director – Jamie Day

3.1 General

Article 7.6(a) of the Company's Constitution allows the Board to appoint a person as a Director to fill a casual vacancy or as an addition to the existing Directors, provided the number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to article 7.6(b) of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr Jamie Day was appointed by the other Directors on 28 September 2026 and accordingly will retire, and being eligible, seeks re-election.

3.2 Background and experience

Mr Day is a qualified geologist with more than 30 years of experience in the resources industry across a range of commodities. He holds a Bachelor of Science (Honours) in Applied Geology and a Master of Science in Mineral Exploration and is a member of the Australian Institute of Geoscientists (AIG).

Most recently, Mr Day was Exploration Manager at ASX-listed Liontown Limited where he led the exploration team responsible for the discovery of the Kathleen Valley lithium deposit and the Buldania lithium deposit.

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Prior to Liontown, Mr Day led the team responsible for the discovery of the Rosie and C2 nickel sulphide deposits for ASX-listed Independence Group (now IGO Limited). He also played a key role in the delineation of the Moolart Well deposit.

Mr Day brings significant practical and technical experience spanning the exploration lifecycle, from early-stage exploration and discovery through to JORC Mineral Resource estimation. He also has extensive senior and executive management experience in Australia and internationally, together with strong networks across the resources industry.

Mr Day is currently a non-executive director of ASX-listed Lightning Minerals Limited.

The Board (with Mr Day abstaining) considers that Mr Day will, if elected, qualify as an independent Director.

Mr Day has acknowledged that he will have sufficient time to fulfil his responsibilities as a Director.

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board, which may include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company confirms that it undertook such checks prior to the appointment of Mr Day.

3.3 Board recommendation

Having considered Mr Day's specific qualifications, skills and experience as well as the skills, knowledge, experience and capabilities required by the Board, the Directors (with Mr Day abstaining) recommend that Shareholders vote in favour of Resolution 3.

The Board believes Mr Day's technical expertise, exploration experience and proven discovery track record will complement the existing skills and experience of the Board as the Company advances its flagship Kokoseb Gold Project towards development while continuing to evaluate opportunities to expand and enhance its mineral resource base across its broader project portfolio.

3.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, then Mr Day will continue as a Director post the Annual General Meeting.

If Resolution 3 is not passed, Mr Day will cease to be a Director from the end of the Annual General Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and the Company's ability to execute on its strategic vision.

The Chair intends to vote all available proxies in favour of Resolution 3.

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4. Resolution 4 – Election of Non-Board Endorsed Candidate Stephen Mayne as a Director

4.1 General

Article 7.5(c) of the Company's Constitution allows eligible Shareholders who have provided the requisite notice to be eligible for election as a Director. Mr Stephen Mayne notified the Company on 12 August 2026 that he wished to nominate himself as a Director.

The Company understands that Mr Mayne holds 1,087 Shares in the Company and is therefore eligible to nominate himself pursuant to Article 7.5(c).

As further detailed below, the Board has considered Mr Mayne's nomination and recommends Shareholders vote **AGAINST** Mr Mayne's election as a Director.

4.2 Resolution NOT supported by the Board

The Board does not support this Resolution 4 and recommends that Shareholders vote **AGAINST** the election of Mr Mayne.

In reaching this view, the Board has considered Mr Mayne's nomination in the context of the experience and qualifications of current Board members, as well as the experience and qualifications required to support the Company's requirements in light of its existing strategy and stage of development.

The Board regularly reviews the skills and experience of individual Directors, as well as evaluating the performance of the Board as a whole. The use of a Board skills matrix, in addition to a well-defined nomination and Director recruitment process ensures that Shareholders are given the opportunity to elect the most appropriate candidates to the Board. As part of the evaluation process undertaken this calendar year, the Board considered capability requirements, resulting in the appointment of Mr Diederichs as CEO & Managing Director in February 2026, Mr Smits in March 2026 and Mr Day in September 2026. These appointments have enhanced the Board's collective skills and experience, positioning it well to successfully support the Company's strategic objectives. The Board considers its current composition and structure appropriately aligns with the Company's current stage of development and believes it is well placed to oversee the successful execution of the Company's strategy.

The Board gave consideration to the extent of Mr Mayne's experience as a director and in senior management positions with companies similar in size, operations, geographical jurisdictions and complexity to the Company. Having regard to the current Board composition, diversity, skills mix and independence, the Company's existing governance practices and the absence of any identified skills gap that Mr Mayne's nomination would address, the Board does not consider that his election as a Director would add to the effectiveness of the Board or be in the best interests of the Company. The Board also notes that Mr Mayne has unsuccessfully nominated for election for many other boards of listed public companies.

The Board's ability to assess the nomination has also been limited by the information available to it. Other than the biographical details Mr Mayne has provided for inclusion in this Notice (set out in Annexure A to this Notice), the Company has little knowledge of Mr Mayne, his skills, experiences or attributes he would bring to the Board.

The Board considers that Mr Mayne will, if elected, qualify as an independent Director.

4.3 Information provided by Mr Mayne

Mr Mayne requested the information set out in Annexure A be included in this Notice. This information **has not been verified** by the Company and the Board **does not endorse** the platform on which Mr Mayne is standing.

4.4 Board recommendation

The Board has considered Mr Mayne's nomination and unanimously believes that it is **not in the best interests of shareholders** that Mr Mayne be elected as a Director.

The Board recommends that Shareholders vote **AGAINST** this Resolution 4.

The Chair intends to vote all available proxies **AGAINST** Resolution 4.

4.5 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, then Mr Mayne will be elected as a Director with effect following receipt by the Company of all necessary regulatory consents and approvals. If Resolution 4 is not passed, Mr Mayne will not be elected as a Director.

5. Resolution 5 – Approval to issue Equity Securities under the Employee Securities Incentive Plan

5.1 General

At the annual general meeting of Shareholders held on 28 November 2023 (**2023 AGM**), the Company received approval to adopt the "Wia Gold Limited Employee Securities Incentive Plan" (**Plan**) and to issue up to 92,000,000 Equity Securities, pursuant to Listing Rule 7.2 (exception 13(b)) under the Plan. The Company has issued a total of 78,291,599 Equity Securities under the Plan since its approval at the 2023 AGM.

Resolution 5 seeks Shareholder approval of the Plan for all purposes including for the issue of up to a maximum of 102,000,000 further Equity Securities under the Plan in accordance with Listing Rule 7.2, exception 13(b) (excluding issues separately approved by Shareholders under ASX Listing Rules 10.14 or 10.11) and for sections 200B and 200E of the Corporations Act.

The Company considers that it is desirable to continue to have an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

5.2 Listing Rules 7.1 and Listing Rule 7.2, exception 13(b)

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12-month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12-month period.

Listing Rule 7.2 (exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before

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the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

5.3 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

(a) A summary of the material terms of the Plan is in Schedule 1.

(b) The Company has issued a total of 78,291,599 Equity Securities under the Plan since 28 November 2023 (being the date of the 2023 AGM where Shareholders most recently approved the issuance of Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b)). This includes 12,000,000 Equity Securities issued with approval under Listing Rule 10.14.

(c) The maximum number of Equity Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2, exception 13(b) and for a period of 3 years following approval of Resolution 5 is 102,000,000 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules). This number comprises approximately 5% of the Company's Equity Securities currently on issue. It is not intended that the maximum number of Equity Securities for which approval is sought will be issued immediately.

(d) A voting exclusion statement is included in the Notice.

5.4 Sections 200B and 200E of the Corporations Act

The Corporations Act contains certain limitations concerning the payment of benefits to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their office or position with the Company or any of its related bodies corporate. The Listing Rules also provides certain limitations on the payment of "termination benefits" to officers of listed entities.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a "managerial or executive office" (which includes the office of director) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will vest or remain on foot, in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. The exercise of these discretions may constitute a termination benefit prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

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Shareholder approval is therefore sought for the purposes of sections 200B and 200E of the Corporations Act to approve the exercise of the Board's discretions in respect of any current or future participant in the Plan who holds:

(a) a managerial or executive office in, the Company (or subsidiary of the Company) at their time of their leaving or at any time in the three years prior to their leaving; and

(b) Plan Securities at the time of their leaving,

but only to the extent that those Plan Securities are issued, or the Board exercises certain discretions under the Plan, during the period from the beginning of the 2026 Annual General Meeting and ending at the close of the 2029 Annual General Meeting. In other words, Resolution 5 is limited so that it only applies in respect of Plan Securities granted in that period, or if the Board exercises certain discretions under the Plan in that period in favour of, participants who from time to time hold a managerial or executive office (as defined in the Corporations Act).

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying subsection 200F(2)(b) of subsection 200G(1)(c) of the Corporations Act (i.e., the approved benefit will not count towards the statutory cap under the legislation).

5.5 Valuation of the termination benefits

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

(a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and

(b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

5.6 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed:

(a) the Company will be able to issue up to a maximum of 102,000,000 Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years after the date of passing Resolution 5 without using the Company's 15% annual placement capacity under Listing Rule 7.1; and

(b) if the Board exercises discretion to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant

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ceasing their managerial and/or executive office before the vesting of their Plan Securities, the value of these benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e., the approved benefit will not count towards the statutory cap under the legislation).

For the avoidance of doubt, any future issues of Equity Securities under the Plan to a Director (or their associate), or a person whose relationship with the Company or the Director (or their associate) is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 5 is not passed:

(a) any issue of Equity Securities pursuant to the Plan must either be undertaken using the Company's 15% annual placement capacity under Listing Rule 7.1 or with prior Shareholder approval; and

(b) if the Board exercises discretions to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing their managerial and/or executive office before the vesting of their Plan Securities, the value of these benefits will be included when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e., the approved benefit will count towards the statutory cap under the legislation).

5.7 Additional information

Resolution 5 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 5 due to the Directors' personal interests in the outcome of the Resolution.

6. Resolution 6 – Approval to issue Performance Rights to CEO & Managing Director

6.1 General

The Board has implemented a short-term incentive scheme which links performance and reward with key measurable financial and non-financial key performance indicators, providing personnel with clear and understandable targets with clear and understandable targets aligned with the Company's objectives. Short-term incentives are currently in the form of performance rights issued under the Plan, with the number of performance rights that vest being determined by assessing the key performance indicators and the Company's performance against stated objectives over a 12 month period to determine the percentage of objectives achieved. That percentage is then applied to the performance rights granted to determine the number that vest. Each vested performance right represents a right to be issued one Share.

In connection with Mr Diederichs' role as CEO & Managing Director and as part of Mr Diederichs' short-term incentive for the financial year ended 30 June 2027, the Company is seeking Shareholder approval to issue 1,304,349 Performance Rights (**Director Performance Rights**) to Mr Diederichs (or his nominee) under the Plan on the terms and conditions set out below. The number of Performance Rights to be issued is calculated based on Mr Diederichs' maximum short-term incentive opportunity of $600,000 (being 150% of his base salary of $400,000) divided by $0.46, being the closing Share price on 1 July 2026.

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Resolution 6 seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the Director Performance Rights to Mr Hendrik Diederichs (or his nominee) under the Plan.

The Company is at an important stage of development with significant opportunities and challenges in the short term, and the proposed issue of the Director Performance Rights aims to align the efforts and interests of Mr Diederichs to achieve the Company's short-term objectives with those of Shareholders.

The Performance Rights are proposed to be issued at nil exercise price with the following Vesting Conditions, to be measured over the period of 1 July 2026 to 30 June 2027 (**Performance Period**). At the end of the Performance Period, the Board (excluding Mr Diederichs) will assess Mr Diederichs' achievement against the Vesting Conditions below:

Key Performance Indicator (Vesting Conditions)	%	Number
Health & Safety - No lost time injuries and no reportable environmental incidents	10	130,435
Permitting/Licensing - Secure necessary licenses, permits and approvals to commence site construction activities, inclusive of Shareholders Agreement	25	326,087
Construction progress - Key hires, awards of contracts, commencement of activities	25	326,087
Growth - Resource growth, land acquired, regional discovery, underground study	20	260,870
Board discretion	20	260,870
TOTAL	**100**	**1,304,349**

6.2 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its shareholders:

(a) a director of the entity (Listing Rule 10.14.1);

(b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and

(c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to Mr Diederichs (or his nominee) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

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6.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

(a) The Director Performance Rights will be issued under the Plan to Mr Hendrik Diederichs (or his nominee).

(b) Mr Diederichs falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company. If any Director Performance Rights are issued to Mr Diederichs' nominee, that nominee will fall into the category stipulated by Listing Rule 10.14.2.

(c) 1,304,349 Director Performance Rights will be issued to Mr Diederichs (or his nominee).

(d) The current base remuneration package for Mr Diederichs is $432,500 per annum, comprising $400,000 salary and superannuation payments of $32,500. In January 2026, prior to joining the Board Mr Diederichs and the Company entered into an agreement pursuant to which Mr Diederichs was issued 10,000,000 long term incentive Performance Rights (in accordance with Listing Rule 10.12, exception 12) with various vesting conditions as detailed in the Company's announcement dated 15 January 2026 (*Appointment of Managing Director & Chief Executive Officer*).

If the Director Performance Rights are issued, the total remuneration package of Mr Diederichs will increase by up to approximately $600,000, being the value of the Director Performance Rights as detailed in paragraph (h) below.

(e) 5,000,000 Performance Rights have previously been issued to Mr Diederichs under the Plan for nil cash consideration.

(f) The Director Performance Rights will be issued on the terms and conditions set out in Schedule 2.

(g) The Director Performance Rights will be issued for nil cash consideration and will be provided as part of Mr Diederichs' remuneration package for the following reasons:

(i) the Director Performance Rights represent the agreed short-term incentive award and form part of the overall remuneration package agreed with Mr Diederichs at the time of his appointment as CEO & Managing Director;

(ii) the issue to Mr Diederichs will further align his interests with those of the Shareholders and motivate and reward the performance of Mr Diederichs in his role as CEO & Managing Director;

(iii) the issue is a reasonable and appropriate method to provide a cost effective incentive to Mr Diederichs to achieve the Company's short-term objectives, as opposed to alternative cash forms of remuneration; and

(iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Performance Rights on the terms proposed.

(h) The Company values the Director Performance Rights at approximately $600,000 (being $0.46 per Performance Right), calculated as the closing price of Shares on 9 October 2026 and assuming all Vesting Conditions are satisfied in full. The underlying Share price has been used as the Vesting Conditions are non-market related.

However, this value is indicative only. The value of the Director Performance Rights may change as a result of movements in the Company's share price between the date on which the value is determined and the date the Director Performance Rights are granted. The Director Performance Rights are also subject to the Vesting Conditions and there is a risk that some or all of the Director Performance Rights may not vest if the applicable Vesting Conditions are not met

(i) The Director Performance Rights will be issued to Mr Hendrik Diederichs (or his nominee) as soon as practicable following the Meeting and in any event, not later than 3 years following the Meeting.

(j) A summary of the material terms of the Plan is in Schedule 1.

(k) No loan will be provided in relation to the issue of the Director Performance Rights.

(l) Details of any Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 6 is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.

(m) A voting exclusion statement is included in the Notice.

6.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Director Performance Rights to Mr Diederichs (or his nominee) under the Plan. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights. If the Company is unable to proceed with the issue, it may need to consider alternative forms of remuneration for Mr Diederichs, which could reduce the cash reserves of the Company.

6.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of Director Performance Rights constitutes giving a financial benefit to a related party of the Company by virtue of Mr Diederichs being a Director.

The Board (with Mr Hendrik Diederichs abstaining) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the agreement to issue of the Director Performance Rights, reached as part of the remuneration package for Mr Diederichs, is considered to be reasonable remuneration and therefore falls within the exception stipulated by section 211 of the Corporations Act.

6.6 Additional information and Directors' recommendation

Resolution 6 is an ordinary resolution.

The Board (with Mr Diederichs abstaining) recommends that Shareholders vote in favour of Resolution 6.

7. Resolution 7 - Increase in total aggregate remuneration for Non-Executive Director Fees

7.1 General

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Article 7.8(a) of the Constitution also provides that subject to the Listing Rules, the amount of the remuneration of the Directors is a yearly sum not exceeding the aggregate sum from time to time determined by the Company in general meeting, or until so determined, as the Directors resolve. Article 7.8(a) further notes that as at the date of adopting the Constitution, being 28 November 2023, the maximum aggregate of fees payable to the non-executive Directors was set at $300,000. Please note that Article 7.8(a) does not apply to the remuneration of the CEO & Managing Director.

This Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 10.17 and Article 7.8(a) to increase the total aggregate amount of fees payable to non-executive Directors to $400,000, being an increase of $100,000.The maximum aggregate amount of fees proposed to be paid to non-executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

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7.2 Technical information required by Listing Rule 10.17

If this Resolution is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase from $300,000 to $400,000. Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to the maximum aggregate amount of fees payable may enable the Company to:

(a) fairly remunerate both existing and any new non-executive Directors joining the Board. The Board may require the flexibility to appoint additional non-executive Directors if and when appropriate as it moves towards development of the Kokoseb Gold Project;

(b) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and

(c) have the ability to attract and retain non-executive Directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

If this Resolution 7 is not passed, the maximum aggregate amount of fees payable to non-executive Directors will remain at $300,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive Directors to govern and add value to the growth and performance of the Company.

As noted above, the maximum aggregate amount of fees payable to the non-executive Directors was last put before Shareholders at the adoption of the Constitution in November 2023. If Shareholder approval is obtained, the increased available maximum aggregate amount of fees will apply from and including the financial year ended 30 June 2027.

In the past three years, the Company has issued an aggregate of 12,000,000 Equity Securities to non-executive Directors pursuant to Listing Rules 10.11 and 10.14. These Equity Securities were issued as follows:

(a) 6,000,000 unlisted Options were issued to Andrew Pardey on 17 July 2024, following Shareholder approval being obtained under Listing Rule 10.14 on 8 July 2024; and

(b) 6,000,000 unlisted Options were issued to Mark Arnesen on 17 July 2024, following Shareholder approval being obtained under Listing Rule 10.14 on 8 July 2024.

The Options referred to in (a) and (b) above have a nil exercise price and an expiry date of 17 July 2029. Further details regarding the Options, including the terms and conditions, are set out in the Company's notice of general meeting dated 7 June 2024 in relation to the general meeting held on 8 July 2024.

7.3 Additional information and Directors' recommendation

Resolution 7 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 7 due to the non-executive Directors' personal interests in the outcome of the Resolution.

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8. Resolution 8 – Renewal of Proportional Takeover Provisions

8.1 General

The Company's Constitution contains proportional takeover bid approval provisions in Article 4.9 and Schedule 5 (**PTBA Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The PTBA Provisions were included in the Company's Constitution upon its adoption at the 2023 annual general meeting of the Company held on 28 November 2023 and will shortly expire.

Resolution 8 seeks the approval of Shareholders to renew the PTBA Provisions for a further three years under sections 648G(4) of the Corporations Act.

The Corporations Act requires the Company to provide Shareholders with an explanation of the PTBA Provisions as set out below.

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Equity Securities. Accordingly, if a Shareholder accepts in full the offer under a PT Bid, it will dispose of the specified portion of its Equity Securities in the Company and retain the balance of the Equity Securities.

8.2 Effect of renewal

If the PBTA Provisions are renewed and a PT Bid is made to Shareholders of the Company, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the day before the last day of the bid period and during which the offers under the PT Bid remain open or a later day allowed by ASIC (**Deadline Date**).

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on by the Deadline Date, the resolution is deemed to have been passed.

Where the resolution approving the PT Bid is passed or deemed to have been passed, transfers of securities resulting from accepting the PT Bid are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

The Directors consider that Shareholders should have the opportunity to renew the PTBA Provisions. Without the PTBA Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Equity Securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Equity Securities and their proportionate Share holdings may be reduced to an extent that such Shareholders comprise a minority interest in the Company. Without the PTBA Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the PT Bid even if they did not support control of the Company passing to the bidder. Renewing the PTBA

Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

8.3 No knowledge of present acquisition proposals

As at the date of this Notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

8.4 Potential advantages and disadvantages

The renewal of the PTBA Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that renewal of the PTBA Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that renewing the PTBA Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that a substantial interest (and potentially control) of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders of renewing the PTBA Provisions, potentially, the proposal makes a PT Bid more difficult and PT Bids may therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their securities at a premium to persons seeking to increase their holding in, or control of, the Company and may reduce any takeover speculation element in the Company's Share price. The PTBA Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the PTBA Provisions were in effect, other than those discussed in this Section. On balance, the Directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of the PTBA Provisions is in the interest of Shareholders.

8.5 Additional information and Directors' recommendation

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 8.

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GLOSSARY

$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by this Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

A. a spouse or child of the member;

B. a child of the member's spouse;

C. a dependent of the member's spouse;

D. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

E. a company the member controls; or

F. a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Wia Gold Limited ACN 141 940 230.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Deadline Date has the meaning given in section 8.2.

Director Performance Rights has the meaning given in section 6.1.

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option or Performance Right, an Option, a Performance Right, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire one or more Shares.

Performance Right means a right to acquire one or more Shares.

Plan has the meaning given in section 5.1.

Plan Securities has the meaning given in section 5.4.

Proxy Form means the proxy form accompanying the Notice.

PT Bid has the meaning given in section 8.1.

PTBA Provisions has the meaning given in section 8.1.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

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SCHEDULE 1 – SUMMARY OF TERMS OF PLAN

The following is a summary of the material terms of the Plan:

1. (**Eligible Participant**): A person is eligible to participate in the Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an "ESS participant" (as that term is defined in section 1110L of the Corporations Act) in relation to the Company or an associated entity of the Company.

   This relevantly includes, amongst others:

   (a) an employee or director of the Company or an individual who provides services to the Company;

   (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;

   (a) a prospective person to whom paragraphs (a) or (b) apply;

   (b) a person prescribed by the relevant regulations for such purposes; or

   (c) certain related persons on behalf of the participants described in paragraphs (a) to (b) (inclusive).

2. (**Maximum allocation**): The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

   (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus

   (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

   would exceed 10% (subject to Shareholder approval of Resolution 5) of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

3. (**Purpose**): The purpose of the Plan is to:

   (a) assist in the reward, retention and motivation of Eligible Participants;

   (b) link the reward of Eligible Participants to Shareholder value creation; and

   (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

4. (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

   On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

7. (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

   Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

9. (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

   At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

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Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days during which Shares are actually traded immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

11. (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13. (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. (**Disposal restrictions on Securities**): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

15. (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to

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comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

17. (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct any manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18. (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

19. (**Employee Share Trust**): The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.

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SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR PERFORMANCE RIGHTS

1. (**Entitlement**): Subject to the terms and conditions set out below, each Performance Right, once vested, entitles Mr Diederichs to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

2. (**Issue Price**): The Performance Rights are issued for nil cash consideration.

3. (**Vesting Conditions**): Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Conditions**) specified below:

Key Performance Indicator (Vesting Conditions)	%	Number
Health & Safety - No lost time injuries and no reportable environmental incidents	10	130,435
Permitting/Licensing - Secure necessary licenses, permits and approvals to commence site construction activities, inclusive of Shareholders Agreement	25	326,087
Construction progress - Key hires, awards of contracts, commencement of activities	25	326,087
Growth - Resource growth, land acquired, regional discovery, underground study	20	260,870
Board discretion	20	260,870
TOTAL	**100**	**1,304,349**

4. On the occurrence of a Change of Control Event, all unvested Performance Rights will immediately vest. For this purpose, **Change of Control Event** means:

   (a) ***takeover bid****: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50% of Shares and that takeover bid has become unconditional;*

   (b) ***scheme of arrangement****: the announcement by the Company that the Company's shareholders (Shareholders) have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement; or*

   (c) ***control****: where a person becomes the legal or the beneficial owner of, or has a relevant interest (as defined in the Corporations Act) in, more than 50% of the Shares,*

   where the change of control is triggered by a person who does not control the Company at the time the Performance Rights are issued.

For the avoidance of doubt, a Change of Control Event does not include any internal reorganisation of the structure, business and/or assets of the Company and its related entities.

5. The Company will notify Mr Diederichs in writing (**Vesting Notice)** within 3 Business Days of the Board (or its delegate) determining whether the relevant Vesting Conditions have been satisfied. The Performance Rights will only vest if Mr Diederichs is continuing to provide services to the Company at the time that the Vesting Conditions are assessed.

6. (**Vesting**): None of the Performance Rights will vest unless the Board (or its delegate) determines, in its discretion, that Mr Diederichs has achieved a satisfactory level of performance in his role with the Company over the performance period commencing 1 July 2026 and ending 30 June 2027 (the **Performance Period**).

   The actual number of Performance Rights that will vest and be able to be exercised into Shares will depend on the level of achievement against the Vesting Conditions noted above over the Performance Period. The Board (or its delegate) will assess performance against the Vesting Conditions following the end of the Performance Period and determine the number of Performance Rights that will vest. Any Performance Rights that do not vest will automatically lapse (unless the Board resolves otherwise).

7. (**Expiry Date**): The Performance Rights will expire and lapse on the first to occur of the following:

   a) the Vesting Conditions becoming incapable of satisfaction due to the Board making a determination at the end of the Performance Period that the Vesting Conditions have not been satisfied or due to the cessation of employment of Mr Diederichs with the Company (or any of its subsidiary entities) prior to a Vesting Notice being issued by the Company (subject to the exercise of the Board's discretion under the Plan); and

   b) 5.00pm (AWST) on the date which is 4 years after the date of issue of the Performance Rights; and

   c) if applicable, the date on which Mr Diederichs becomes a Bad Leaver,

   (**Expiry Date**).

   For the purposes of this clause 7, the following definitions apply:

   Bad Leaver *means a Leaver that is not a Good Leaver.*

   Good Leaver *means:*

   (a) becoming a Leaver due to the following circumstances:

   (i) permanent incapacity due to ill health or other disability such that another person has to manage the affairs of the person (as evidenced by a certificate to that effect by a qualified independent medical practitioner appointed by the Board, if the Board so requires);

   (ii) death;

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(iii) redundancy;

(iv) termination by the Company for convenience (without cause); and

(b) becoming a Leaver in any circumstances which the Board determines (in its absolute discretion) justifies person being treated as a Good Leaver.

***Leaver** means ceasing to be employed or otherwise engaged by the Company or any of its related bodies corporate.*

8. (**Exercise**): At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 7 above), Mr Diederichs may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. Mr Diederichs is not required to pay a fee to exercise the Performance Rights.

9. (**Issue of Shares**): As soon as practicable after the valid exercise of a vested Performance Right, the Company will:

a) issue, allocate or cause to be transferred to Mr Diederichs the number of Shares to which he is entitled;

b) issue a substitute Certificate for any remaining unexercised Performance Rights held by Mr Diederichs;

c) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules.

10. (**Ranking**): All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.

11. (**Transferability of the Performance Rights**): The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and ASX Listing Rules.

12. (**Dividend rights**): A Performance Right does not entitle Mr Diederichs to any dividends.

13. (**Voting rights**): A Performance Right does not entitle Mr Diederichs to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.

14. (**Quotation of the Performance Rights**) The Company will not apply for quotation of the Performance Rights on any securities exchange.

15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of Mr Diederichs will be varied in accordance with the ASX Listing Rules.

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16. (**Entitlements and bonus issues**): Subject to the rights under paragraph 18, Mr Diederichs will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

17. (**Bonus issues**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which Mr Diederichs would have received if he had exercised the Performance Right before the record date for the bonus issue.

18. (**Return of capital rights**): The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

19. (**Rights on winding up**): The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

20. (**Takeovers prohibition**):

    a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

    b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.

21. (**No other rights**) A Performance Right does not give Mr Diederichs any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

22. (**Amendments required by ASX**) The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of Mr Diederichs are not diminished or terminated.

23. (**Plan**) The Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.

24. (**Constitution**) Upon the issue of the Shares on exercise of the Performance Rights, Mr Diederichs will be bound by the Company's Constitution.

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ANNEXURE A - Information provided by Mr Stephen Mayne

Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1400 ASX listed company AGMs since 1998. Stephen nominated for the WIA Gold board out of concern that it has once again chosen to run a physical AGM in Perth, which makes it difficult for east coast shareholders to participate. The company has a market capitalisation of more than $800 million after the $125m placement in August this year and with a reported 1,100-plus shareholders, it should be following the lead of many other companies and offering hybrid AGMs with both the physical location in Perth and the ability for shareholders to vote and ask questions live online during proceedings. Mr Mayne is also concerned that WIA Gold has one of the worst records on the ASX when it comes to unfairly diluting retail shareholders in capital raisings. In November 2024 it did a $30m selective placement to institutional and "sophisticated" investors at 15c, with no Share Purchase Plan (SPP) for its loyal but "unsophisticated" retail investors. In May 2026 it did a $92m placement at 46c with no SPP and then in August 2026 it did a $125m placement at 42c, once again with no SPP for retail investors. But wait, there's more! There was also a $7m placement at 3c in September 2020, a $4.6m placement at 5c in November 2021, a $6.6m placement at 6c on September 6 2022 and $16.9m placement at 8c in April 2024 – none of which were accompanied by SPPs. All up, the board raised $282.1m in 7 selective placements since 2020 and has never done an SPP! Why not? Mr Mayne believes WIA Gold should offer retail holders a standalone uncapped make-good SPP at a reasonable discount to the prevailing price in order to offset some of the $100m+ in dilution that retail investors have suffered from all these in the money selective placements and that electing him to the board will reduce the prospect of such poor treatment being repeated in the future. Contact Stephen by email at Stephen@maynereport.com or via www.maynereport.com.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

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Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 17 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Wia Gold Limited, to be held at **10:00am (AWST) on Thursday, 19 November 2026 at Herbert Smith Freehills Kramer, Level 11, 1 The Esplanade, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

Other than with respect to Resolution 4, the Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. The Chair intends to vote undirected proxies AGAINST Resolution 4.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report	☐	☐	☐
2	Election of Adam Smits as a Director	☐	☐	☐
3	Election of Jamie Day as a Director	☐	☐	☐
4	Election of Non-Board Endorsed Candidate Stephen Mayne as a Director	☐	☐	☐
5	Approval to issue Equity Securities under the Employee Securities Incentive Plan	☐	☐	☐
6	Approval to issue Performance Rights to CEO & Managing Director	☐	☐	☐
7	Increase in total aggregate remuneration for Non-Executive Director Fees	☐	☐	☐
8	Renewal of Proportional Takeover Provisions	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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WIA