WEST WITS MINING LIMITED
ACN 124 894 060
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting ("**Meeting**") of the shareholders of West Wits Mining Limited [ACN 124 894 060] ("**the Company**") will be held by virtual technology on 17 November 2020 at 3.00pm (Melbourne time).

IMPACTS OF COVID-19 ON THE MEETING

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19, in particular in Victoria. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct the Meeting virtually.

If you are a shareholder and you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_a32-LBL0Q6OtgzscnBuX0A

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

Shareholders will be able to vote and ask questions at the virtual meeting.

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (https://investor.automic.com.au/#/home) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice (being 3.00pm, 15 November 2020). Instructions for lodging proxies are included on your personalised proxy form.

In addition, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to swhyte@WestWitsMining.com. The Company reserves the right to not respond to any unreasonable and/or offensive questions at its discretion.

Because the conditions and potential restrictions and other requirements for meetings relating to COVID-19 are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of Annual General Meeting the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website www.asx.com.au, search code "WWI".

Further details in respect of each of the Resolutions proposed in this Notice of Annual General Meeting ("**Notice**") are set out in the Explanatory Memorandum ("**Memorandum**") accompanying this Notice. The details of Resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

AGENDA

2020 ANNUAL FINANCIAL STATEMENTS

To lay before the meeting and consider the Annual Financial Statements of the Company in respect of the year ended 30 June 2020 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included in the Directors' Report, for the year ended 30 June 2020."

Voting Prohibition:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or

*(b) a closely related party of such a member (referred to herein as **Restricted Voters**).*

*However, a person (**voter**) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.*

Voting Note:

Directors of the Company who are key management personnel whose remuneration details are included in the 2020 Remuneration Report, any other key management personnel whose remuneration details are included in the 2020 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2A: RE-ELECTION OF DR ANDREW TUNKS AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Dr Andrew Tunks, who retires by rotation in accordance with the Company's constitution and, being eligible, offer himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 2B: RE-ELECTION OF MR PETER O'MALLEY AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purpose of the Company's constitution and for all other purposes, Mr Peter O'Malley, a Director appointed to fill a casual vacancy on 16 April 2020 who retires in accordance with the constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director."

RESOLUTION 2C: RE-ELECTION OF MR JACOBUS VAN HEERDEN AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purpose of the Company's constitution and for all other purposes, Mr Jacobus (Jac) van Heerden, a Director appointed to fill a casual vacancy on 16 April 2020 who retires in accordance with the constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director."

RESOLUTION 3: APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Memorandum which accompanied and formed part of this Notice."

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU$300 million,

then this Resolution will be withdrawn.

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF OPTIONS

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 5,500,000 unlisted options (each with an exercise price of $0.015 (1.5 cents), expiry date of 3 February 2022 and which, upon exercise, entitle the holder to one fully paid ordinary share in the Company) to Peter O'Malley as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
    - *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*
    - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 65,000,000 fully paid ordinary shares at an issue price of $0.01 (1 cent) per share to unrelated sophisticated and professional investors as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
    - *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*
    - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 6: RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 5,595,278 fully paid ordinary shares at a deemed issue price of $0.01 (1 cent) per share to Wingfield Durban Deep, L.P as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
    - *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*
    - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 7: RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 161,940,477 fully paid ordinary shares at an issue price of $0.021 (2.1 cents) per share to unrelated sophisticated and professional investors as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
    - *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*
    - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 8A: APPROVAL TO ISSUE SHARES – JACOBUS (JAC) VAN HEERDEN

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue of 1,842,105 fully paid ordinary shares to Jacobus (Jac) van Heerden (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement and voting prohibition for Resolution 8A is set out below.

RESOLUTION 8B: APPROVAL TO ISSUE SHARES – JACOBUS (JAC) VAN HEERDEN

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, shareholders approve the issue of the number of fully paid ordinary shares calculated in accordance with the formula set out in the Memorandum to Jacobus (Jac) van Heerden (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement and voting prohibition for Resolution 8B is set out below.

RESOLUTION 8C: APPROVAL TO ISSUE SHARES – JACOBUS (JAC) VAN HEERDEN

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the issue of the number of fully paid ordinary shares calculated in accordance with the formula set out in the Memorandum to Jacobus (Jac) van Heerden (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement and voting prohibition for Resolution 8C is set out below.

RESOLUTION 8D: APPROVAL TO ISSUE SHARES – MICHAEL QUINERT

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the issue of 1,833,333 fully paid ordinary shares to Michael Quinert (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion statement and voting prohibition for Resolution 8D is set out below.

Voting Exclusion Statement – Resolutions 8A to 8D

The Company will disregard any votes cast in favour of Resolutions 8A to 8D respectively by or on behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any associate of that person in respect of Resolutions 8A to 8D respectively.

However, this does not apply to a vote cast in favour of Resolutions 8A to 8D respectively by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
    - *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*

- *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Voting Prohibition – Resolutions 8A to 8D

Other than as set out below, a vote on Resolutions 8A to 8D must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 8A to 8D as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
  - *does not specify the way the proxy is to vote on this resolution; and*
  - *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

RESOLUTION 9: ADOPTION OF EMPLOYEE INCENTIVE SCHEME

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

> ***"That, for the purposes of ASX Listing Rule 7.2 Exception 13, and for all other purposes including sections 259B and 260C of the Corporations Act 2001 (Cth), approval is given for the Company to adopt an employee incentive scheme as described in the Memorandum which accompanied and formed part of this Notice."***

Voting Exclusion Statement*:*

The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of a person who is eligible to participate in the employee incentive scheme or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *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*
  - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Voting Prohibition – Resolution 9

Other than as set out below, a vote on Resolution 9 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 9 as a proxy if either:

- *the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or*
- *the Restricted Voter is the chair and the written appointment of the chair as proxy:*
  - *does not specify the way the proxy is to vote on this resolution; and*
  - *expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the constitution of the Company and the Corporations Act.

By the order of the Board



Simon Whyte
CFO & Company Secretary

Dated: 13 October 2020

The accompanying Proxy Instructions and Memorandum form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00pm (Melbourne time) on 15 November 2020 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

Subject to the restrictions as set out in the Notice, the Chair of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions.

Voting Restrictions on Resolution 1 (Remuneration Report)

The Remuneration Report identifies key management personnel for the year ended 30 June 2020. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2020 Remuneration Report, any other key management personnel whose remuneration details are included in the 2020 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Proxy voting restrictions on Resolutions 8A to 9

The Remuneration Report identifies key management personnel for the year ended 30 June 2020. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2020 Remuneration Report, any other key management personnel whose remuneration details are included in the 2020 Remuneration Report, or any of their closely related parties, will not be able to vote undirected proxies held by them on Resolutions 8A to 9 provided however that the chair may vote undirected proxies on Resolutions 8A to 9 on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Special resolutions

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 3 is a special resolution.

WEST WITS MINING LIMITED
ACN 124 894 060
ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

This Memorandum has been prepared for the information of members of West Wits Mining Limited [ACN 124 894 060] (the "**Company**") in connection with the business to be conducted at the 2020 Annual General Meeting ("**Meeting**") of Shareholders of the Company to be held by virtual technology on 17 November 2020 at 3.00pm (Melbourne time).

Please refer to the note on the front cover of the Notice of Annual General Meeting regarding COVID-19 related restrictions, lodging proxies and/or attending the virtual Meeting.

Shareholders are strongly encouraged to lodge their directed proxy forms in accordance with the instructions set out therein to vote before the Meeting.

This Memorandum should be read in conjunction with, and forms part of, the accompanying Notice.

BUSINESS

2020 Annual Financial Statements

The Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2020 will be laid before the meeting. Shareholders will have the opportunity to ask questions about, or make comments on, the 2020 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend, to answer questions about the audit of the Company's 2020 Annual Financial Statements.

As permitted by the Corporations Act, a printed copy of the Company's 2020 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2020 Annual Report is available from the Company's website (www.westwitsmining.com) and the ASX announcements page of the Company (www.asx.com.au, search code "WWI"). A copy of the 2020 Annual Report can also be obtained upon request to Simon Whyte, the CFO and Company Secretary, by email to swhyte@WestWitsMining.com.

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

Resolution 1: Non-binding Resolution - Remuneration Report

The Company is required pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2020 Remuneration Report, which forms part of the Director's Report in the 2020 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2020 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (**AGM**) (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a **spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2019 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2020 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2020 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2021 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy

appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Resolution 2: Re-election of Dr Andrew Tunks as a Director

Resolution 2 is a resolution for the re-election of Dr Andrew Tunks as a Director of the Company.

Pursuant to the constitution of the Company (**Constitution**), at each AGM one-third of Directors (excluding the Managing Director, if any) or, if their number is not a multiple of three (3), then the number nearest to but not more than one-third of Directors must retire from office. The Company has five (5) Directors, one of whom is the Managing Director, and therefore one is required to retire.

The Directors to retire by rotation at an AGM are those Directors who have been longest in office since their last election or appointment and excluding Directors appointed between AGMs. Directors elected or appointed on the same day may agree among themselves or determine by lot which of them must retire. Each of Dr Andrew Tunks and Mr Michael Quinert were last elected at the 2018 AGM and accordingly Dr Andrew Tunks shall retire at the 2020 AGM.

Dr Andrew Tunks retires by rotation and, being eligible, offers himself for re-election.

Dr Tunks is a highly credentialed geologist with 30 years of local and international experience, particularly in the gold sector. He has spent many years exploring and overseeing projects in developing countries throughout Africa and South America. Global experience means Dr Tunks can provide expertise in navigating diverse regulatory systems.

Having begun his career with Western Mining Corporation (WA) Dr Tunks progressed to senior positions with leading gold producers including the role of Chief Geologist at both IAMGOLD Corporation and Ranger Minerals (West Africa).

Since then, Dr Tunks has held several executive roles with ASX-listed groups including CEO of Auroch Minerals, General Manager - Operations at Orinoco Gold (Brazil) and CEO of A-Cap Resources (Botswana). More recently, he was appointed MD of Meteoric Resources.

Dr Tunks has lectured on economic and structural geology at University of Tasmania, published articles in peer-reviewed journals and presented at numerous conferences. He is a member of the Australian Institute of Geoscientists, holds a Bachelor of Science (Hons) from Monash and a PhD in geology from the University of Tasmania.

The Board (with Dr Tunks abstaining) unanimously support the re-election of Dr Andrew Tunks as a Director.

Resolution 2B: Re-election of Mr Peter O'Malley as a Director

Clause 19.4 of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Clause 19.4 of the Constitution further provides that a Director appointed to fill a casual vacancy holds office until the next AGM when that Director must retire and will be eligible for re-election.

ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Peter O'Malley was appointed as a Director to fill a casual vacancy on 16 April 2020. Accordingly, Mr Peter O'Malley retires as a Director and offers himself for re-election under clause 19.4 of the Constitution.

Mr O'Malley is a US based investment finance executive. Mr O'Malley's experience includes 13 years at Credit Suisse and later managing Deutsche Bank's HK Natural Resources investment banking practice in Asia-Pacific. Peter has extensive experience advising on M&A, debt/equity transactions, and capital optimisation strategies in multiple jurisdictions.

The Board (with Mr O'Malley abstaining) unanimously support the re-election of Mr Peter O'Malley as a Director.

Resolution 2C: Re-election of Mr Jacobus van Heerden as a Director

Clause 19.4 of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Clause 19.4 of the Constitution further provides that a Director appointed to fill a casual vacancy holds office until the next AGM when that Director must retire and will be eligible for re-election.

ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Jacobus (Jac) van Heerden was appointed as a Director to fill a casual vacancy on 16 April 2020. Accordingly, Mr Jac van Heerden retires as a Director and offers himself for re-election under clause 19.4 of the Constitution.

Mr van Heerden is a Mining Engineer (MBA) with over 20 years of operations and project experience in South Africa, DRC and Zimbabwe. His experience has been gained on both underground and open pit mines with a focus in gold, platinum and base metals. Jac was President of ERG Africa's copper/cobalt mine overseeing 3,800 personnel prior to joining WWI.

The Board (with Mr van Heerden abstaining) unanimously support the re-election of Mr Jac van Heerden as a Director.

Resolution 3: Approval of 10% placement facility

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of $300 million or less.

The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2019 AGM. This Shareholder approval will lapse on the date of this Meeting.

The Company issued 95,250,000 ordinary shares under the capacity available to it under ASX Listing Rule 7.1A pursuant to approval obtained at the 2019 AGM prior to lapse of this capacity under ASX Listing Rule 7.1A.

The Company seeks to refresh the shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with ASX Listing Rule 7.1A.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

DESCRIPTION OF LISTING RULE 7.1A

- Shareholder approval

  The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

- Equity securities

  Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has one class of quoted equity securities, being ordinary shares (**WWI**).

- Formula for calculating 10% Placement Facility

  ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

(A x D) – E

where:

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

(i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 where:

a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

b. the issue of, or agreement to issue, the convertible securities was approved, or take under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:

a. the agreement was entered into before the commencement of the relevant period; or

b. the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;

(iv) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;

(v) plus the number of partly paid shares that became fully paid in the 12 months;

(vi) less the number of fully paid shares cancelled in the 12 months.

Note: "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Meeting, the Company has 1,185,066,755 ordinary shares on issue and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

(i) 177,760,013 equity securities under Listing Rule 7.1 (15% capacity); and

(ii) subject to shareholders approving this Resolution 3, 118,506,675 (provided such equity securities are in a class of quoted equity securities) under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

- Minimum Issue Price

  The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

  (i) the date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or

  (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- 10% Placement Period

  Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

  (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or

  (ii) the time and date of the next AGM of the Company; or

  (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

  (**10% Placement Period**).

- ASX Listing Rule 7.1A

  The effect of Resolution 3 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:

  (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or

  (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- If Resolution 3 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table. There is a risk that:

  (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and

  (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

  which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.

- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the current market price (being $0.036 (3.6 cents), the closing price of the Company's ordinary shares at close of trading on 5 October 2020).

Variable "A" in ASX Listing Rule 7.1A.2		**Dilution**		
		$0.018 50% decrease in Deemed Price	**$0.036 Deemed Price**	**$0.054 50% Increase in Deemed Price**
Current Variable A 1,185,066,755 Shares	**10% Voting Dilution**	118,506,675 shares	118,506,675 shares	118,506,675 shares
	Funds raised	$2,133,120	$4,266,240	$6,399,360
50% increase in current Variable A 1,777,600,132 shares	**10% Voting Dilution**	177,760,013 shares	177,760,013 shares	177,760,013 shares
	Funds raised	$3,199,680	$6,399,360	$9,599,040
100% increase in current Variable A 2,370,133,510 shares	**10% Voting Dilution**	237,013,351 shares	237,013,351 shares	237,013,351 shares
	Funds raised	$4,266,240	$8,532,480	$12,798,720

The table above has been prepared on the following assumptions:

- *The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.*

- *No options are exercised, performance rights converted or convertible notes converted into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.*

- *The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.*

- *The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1.*

- *The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.*

The Company may seek to issue the equity securities for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business and any acquired business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments (provided that the shares were issued for cash consideration).

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2019 AGM. The Company issued 95,250,000 equity securities (being ordinary shares) under the shareholder approval under ASX Listing Rule 7.1A obtained at its 2019 AGM the 12-month period preceding the proposed date of the Meeting. Further details are set out in the table below:

Date	**Quantity**	**Class**	**Recipients**	**Issue price and discount (if any)**	**Cash**
04/06/20	65,000,000	WWI	New and existing unrelated sophisticated and professional investors who were clients of Shaw and Partners, Foster Stockbroking or who the Company identified as part of its investor relations activities.	Issue price of $0.01. Price at date of issue was $0.011, 9.10% discount	Cash: $650,000 Spent: $650,000 Remaining: nil Funds raised have been, or will be, used to strengthen the Company's balance sheet and fund its operations, including mining license application expenses, completion of scoping study at the Witwatersrand Basin Project (**WBP**), exploration of the Kimberley Reef exploration target at WBP, commence bankable feasibility study of WBP and for general working capital.
20/08/20	30,250,000	WWI	New and existing unrelated sophisticated and professional investors who were clients of Far East Capital Limited and other brokers or who the Company identified as part of its investor relations activities.	Issue price of $0.021. Price at date of issue was $0.022, 4.55% discount	Cash: $635,250 Spent: $272,250 Remaining: $363,000 Funds raised have been, or will be, used to strengthen the Company's balance sheet and fund its operations, including bankable feasibility study (**BFS**) on the Qala Shallows at WBP, infill drilling program on the Kimberley East underground project at WBP, Airborne geophysics surveying at the Mt Cecelia Project in Paterson Province, WA and for general working capital.

As at the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no voting exclusion applies to this Resolution 3 and no existing shareholder's votes will therefore be excluded.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 3.

Resolution 4: Ratification of prior issue of options

Resolution 4 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 5,500,000 unlisted options (each with an exercise price of $0.015 (1.5 cents), expiry date of 3 February 2022 and which, upon exercise, entitle the holder to one fully paid ordinary share in the Company) to Peter O'Malley, who was not a related party of the Company at the time of issue of the unlisted options the subject of Resolution 4.

The unlisted options the subject of Resolution 4 were issued on 3 February 2020 and an Appendix 3G was released to ASX on that date. The unlisted options were issued without shareholder approval under ASX Listing Rule 7.1. The unlisted options were issued in recognition of the assistance and support provided by Peter O'Malley in connection with the strategic planning and development in the lead-up to the issue of convertible notes announced on 20 December 2019. Further details are set out in the announcement released by the Company to ASX on 15 January 2020.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1.

If shareholders pass Resolution 4, the unlisted options will be treated as not having used the placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. In addition, if any of the unlisted options the subject of Resolution 4 are exercised into ordinary shares, the placement capacity of the Company to issue equity securities under ASX Listing Rule 7.1 and, subject to the relevant shareholder approval being held at the time, ASX Listing Rule 7.1A, will be increased. If shareholders do not pass Resolution 4 the unlisted options will continue to use the placement capacity that is available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The unlisted options were issued to Peter O'Malley, who was not a related party of the Company at the time of issue of the unlisted options.
- The total number of securities issued was 5,500,000 unlisted options.
- Unlisted options each have an exercise price of $0.015 (1.5 cents), expiry date of 3 February 2022 and, upon exercise, entitle the holder to one fully paid ordinary share in the Company. The terms of the unlisted options are set out in Annexure A.
- The unlisted options were issued on 3 February 2020 and an Appendix 3G was released to ASX on that date.
- No funds were raised from this issue of unlisted options. The unlisted options were issued in recognition of the assistance and support provided by Peter O'Malley in connection with the strategic planning and development in the lead-up to the issue of convertible notes announced on 20 December 2019. Further details are set out in the announcement released by the Company to ASX on 15 January 2020. Funds raised upon exercise of the unlisted options (if any) will be applied to working capital requirements at the time of exercise.
- A voting exclusion for Resolution 4 is contained in the Notice accompanying this Memorandum.

Resolution 5 – Ratification of prior issue of shares

Resolution 5 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 65,000,000 fully paid ordinary shares at an issue price of $0.01 (1 cent) per share to new and existing unrelated sophisticated and professional investors who were clients of Shaw and Partners, Foster Stockbroking or who the Company identified as part of its investor relations activities, raising $650,000 before costs.

The shares the subject of Resolution 5 were issued on 4 June 2020 and an Appendix 2A was released to ASX on that date. The shares were issued without shareholder approval under ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period. The Company obtained shareholder approval under ASX Listing Rule 7.1A to issue equity securities under the additional 10% placement capacity at its 2019 AGM on 29 November 2019.

All 65,000,000 shares were issued under the placement capacity available to the Company under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (provided the previous issue did not breach ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A.

If shareholders pass Resolution 5, the 65,000,000 shares will be treated as not having used placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. If shareholders do not pass Resolution 5 the 65,000,000 shares will continue to use the placement capacity that is available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The shares were issued to new and existing unrelated sophisticated and professional investors who were clients of Shaw and Partners, Foster Stockbroking or who the Company identified as part of its investor relations activities.

- The total number of securities issued was 65,000,000 fully paid ordinary shares.

- The shares the subject of Resolution 5 are fully paid ordinary shares that have the same terms and rights as, and rank equally with, the Company's other fully paid ordinary shares.

- Shares were issued on 4 June 2020 and an Appendix 2A was released to ASX on that date.

- $650,000 before costs was raised from the issue of the shares at $0.01 (1 cent) per share. Funds raised have been used to strengthen the Company's balance sheet and fund its operations, including mining license application expenses, completion of scoping study at the WBP, exploration of the Kimberley Reef exploration target at WBP, commence bankable feasibility study of WBP and for general working capital.

- A voting exclusion for Resolution 5 is contained in the Notice accompanying this Memorandum.

Resolution 6 – Ratification of prior issue of shares

Resolution 6 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 5,595,278 fully paid ordinary shares at a deemed issue price of $0.01 (1 cent) per share to Wingfield Durban Deep, L.P (**Wingfield**), who is not a related party of the Company. The shares the subject of Resolution 6 were issued lieu of cash as payment for accrued but unpaid interest of $55,953 (being the equivalent of US$37,153 at an agreed exchange rate of $1 to US$0.664) on the convertible notes held by Wingfield in the Company.

An Appendix 2A for the shares the subject of Resolution 6 was released to ASX on 5 June 2020, with the shares being issued on 9 June 2020. The shares were issued without shareholder approval under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1.

If shareholders pass Resolution 6, the 5,595,278 shares will be treated as not having used placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. If shareholders do not pass Resolution 6 the 5,595,278 shares will continue to use the placement capacity that is available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The shares were issued to Wingfield Durban Deep, L.P (**Wingfield**), who is not a related party of the Company.
- The total number of securities issued was 5,595,278 fully paid ordinary shares.
- The shares the subject of Resolution 6 are fully paid ordinary shares that have the same terms and rights as, and rank equally with, the Company's other fully paid ordinary shares.
- The shares the subject of Resolution 6 were issued on 9 June 2020. An Appendix 2A with respect to the issue of the shares was released to ASX on 5 June 2020.
- No funds were raised from the issue. The shares were issued in lieu of cash for payment for accrued but unpaid interest of $55,953 (being the equivalent of US$37,153 at an agreed exchange rate of $1 to US$0.664) on the convertible notes held by Wingfield in the Company.
- A voting exclusion for Resolution 6 is contained in the Notice accompanying this Memorandum.

Resolution 7 – Ratification of prior issue of shares

Resolution 7 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 161,940,477 fully paid ordinary shares at an issue price of $0.021 (2.1 cent) per share to new and existing unrelated sophisticated and professional investors who were clients of Far East Capital Limited and other brokers or who the Company identified as part of its investor relations activities, raising $3,400,750 before costs.

The shares the subject of Resolution 7 were issued on 20 August 2020 and an Appendix 2A was released to ASX on that date. The shares were issued without shareholder approval under ASX Listing Rules 7.1 and 7.1A.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period. The Company obtained shareholder approval under ASX Listing Rule 7.1A to issue equity securities under the additional 10% placement capacity at its 2019 AGM on 29 November 2019.

131,690,477 shares were issued under the placement capacity available to the Company under ASX Listing Rule 7.1 and 30,250,000 shares were issued under the placement capacity available to the Company under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (provided the previous issue did not breach ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A) those securities will be deemed to have been issued or agreed

to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A.

If shareholders pass Resolution 7, the 161,940,477 shares will be treated as not having used placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. If shareholders do not pass Resolution 7 the 161,940,477 shares will continue to use the placement capacity that is available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The shares were issued to new and existing unrelated sophisticated and professional investors who were clients of Far East Capital Limited and other brokers or who the Company identified as part of its investor relations activities.

- The total number of securities issued was 161,940,477 fully paid ordinary shares.

- The shares the subject of Resolution 7 are fully paid ordinary shares that have the same terms and rights as, and rank equally with, the Company's other fully paid ordinary shares.

- Shares were issued on 20 August 2020 and an Appendix 2A was released to ASX on that date.

- $3,400,750 before costs was raised from the issue of the shares. Funds raised have been, or will be, used to strengthen the Company's balance sheet and fund its operations, including BFS on the Qala Shallows at WBP, infill drilling program on the Kimberley East underground project at WBP, Airborne geophysics surveying at the Mt Cecelia Project in Paterson Province, WA and for general working capital.

- A voting exclusion for Resolution 7 is contained in the Notice accompanying this Memorandum.

Resolutions 8A to 8D: issue of shares to Directors

Resolutions 8A to 8D seek shareholder approval for the issue of shares to Jacobus (Jac) van Heerden and Michael Quinert (and/or their respective nominee(s)) under the Employee Security Ownership Plan of the Company (**ESOP**).

The shares the subject of Resolutions 8A and 8D are to be issued at a deemed price of $0.019 in lieu of cash to satisfy fixed executive bonus payments due to Mr van Heerden and Mr Quinert for the period ended 30 June 2020. The Company elected to pay the bonus payment in shares rather than in cash to preserve cash resources in the Company to prioritise expenditure in connection with the mining right application, exploration and feasibility studies on the WBP.

The shares the subject of Resolution 8B and 8C reflect the fixed executive bonus payments that will be due to Mr van Heerden in the six month periods ending 31 December 2020 and 30 June 2021. The issue of the shares the subject of Resolutions 8B and 8C will be subject to Mr van Heerden remaining in the same executive role in the Company at the end of the relevant six month period and the Company electing to pay the relevant fixed executive bonus payment in shares in lieu of cash.

Further details are set out in the table below:

#	Recipient*	$ amount	Bonus period	Deemed price per share**	Number of shares
8A	Jac van Heerden	$35,000	6 months ended 30 June 2020	$0.019 (1.9 cents)	1,842,105
8B	Jac van Heerden	$35,000	6 months ended 31 December 2020	The 30 day VWAP of the shares of the Company up to and including 31 December 2020.	To be calculated – refer share price.

8C	Jac van Heerden	$35,000	6 months ended 30 June 2021	The 30 day VWAP of the shares of the Company up to and including 30 June 2021.	To be calculated – refer share price.
8D	Michael Quinert	$34,833.33	12 months ended 30 June 2020	$0.019 (1.9 cents)	1,833,333

**may be issued to a nominee(s) of the recipient*

***the deemed price per share is the 30 day VWAP of the shares of the Company as traded on ASX in the period prior to the date on which the executive bonus payment is calculated. For the shares the subject of Resolutions 8A and 8D the deemed price was calculated using the 30 day VWAP of the shares of the Company up to and including 30 June 2020. For the shares the subject of Resolution 8B, the 30 day VWAP of the shares of the Company up to and including 31 December 2020 will be used to calculate the deemed price and therefore the number of shares to be issued to satisfy the executive bonus payment due to Mr van Heerden for the six month period ended 31 December 2020. For the shares the subject of Resolution 8C, the 30 day VWAP of the shares of the Company up to and including 30 June 2021 will be used to calculate the deemed price and therefore the number of shares to be issued to satisfy the executive bonus payment to satisfy the executive bonus payment due to Mr van Heerden for the six month period ended 30 June 2020.*

The executive bonus payment representing the shares the subject of Resolutions 8A and 8D were accrued during the period ended 30 June 2020 and, as the Company has elected that these executive bonus payments be met by an issue of shares in lieu of cash payment, the Company would propose, subject to receipt of required shareholder approval, issuing the shares pursuant to Resolutions 8A and 8D shortly following the Meeting.

Michael Quinert's executive role for the Company was significantly reduced from 1 June 2020, with his executive bonus payment for the period ended 30 June 2020 being commensurately reduced to reflect the reduction in his role. It is not anticipated as at the date of the Notice that Mr Quinert will receive any further executive bonus payments in the near future in connection with the services he provides to the Company.

The issue of the shares the subject of Resolutions 8B and 8C will be subject to Mr van Heerden remaining in the same executive role in the Company at the end of the relevant six month period and the Company electing to pay the relevant fixed executive bonus payment in shares. If shareholders approve Resolutions 8B and 8C, the Company will have the flexibility to meet the executive bonus payments anticipated to be due to Mr van Heerden between the date of the Meeting and the 2021 AGM by an issue of shares in lieu of cash without requiring further shareholder approval.

All shares the subject of Resolutions 8A to 8D are proposed to be issued under the ESOP. Shareholder approval for the adoption of the ESOP is sought under Resolution 9 and a summary of the ESOP is set out in Annexure B.

ASX Listing Rules

Each of Jac van Heerden and Michael Quinert are Directors of the Company and are therefore related parties under Chapter 10 of the ASX Listing Rules. Shareholder approval is therefore required under ASX Listing Rule 10.14 for the issue of shares to each of them under the ESOP. As shareholder approval is being sought under ASX Listing Rule 10.14, shareholder approval is not required under and for the purposes of ASX Listing Rule 7.1.

If shareholders:

- Pass Resolutions 8A to 8D, the Company will be able to issue all of the shares the subject of those Resolutions.
- Pass some but not all of Resolutions 8A to 8D, the Company will be able to issue the shares the subject of the Resolution(s) passed by shareholders. The Company will not be able to issue shares in respect of the Resolution(s) not passed by shareholders. The fixed executive bonus payments as set out in the table above will be due in cash.
- Do not pass Resolutions 8A to 8D, the Company will not be able to issue the shares and all of the bonuses set out in the table above will be payable in cash as and when due at the end of the periods set out above.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.15:

- The proposed recipients of the shares and the number of shares to be issued under each Resolution is set out in the table below:

#	Recipient*	$ amount	Share price**	Number of shares
8A	Jac van Heerden	$35,000	$0.019 (1.9 cents)	1,842,105
8B	Jac van Heerden	$35,000	The 30 day VWAP of the shares of the Company up to and including 31 December 2020.	To be calculated – refer share price.
8C	Jac van Heerden	$35,000	The 30 day VWAP of the shares of the Company up to and including 30 June 2021.	To be calculated – refer share price.
8D	Michael Quinert	$34,833.33	$0.019 (1.9 cents)	1,833,333

**may be issued to a nominee(s) of the recipient*

***the deemed price per share is the 30 day VWAP of the shares of the Company as traded on ASX in the period prior to the date on which the executive bonus payment is calculated. For the shares the subject of Resolutions 8A and 8D the deemed price was calculated using the 30 day VWAP of the shares of the Company up to and including 30 June 2020. For the shares the subject of Resolution 8B, the 30 day VWAP of the shares of the Company up to and including 31 December 2020 will be used to calculate the deemed price and therefore the number of shares to be issued to satisfy the executive bonus payment due to Mr van Heerden for the six month period ended 31 December 2020. For the shares the subject of Resolution 8C, the 30 day VWAP of the shares of the Company up to and including 30 June 2021 will be used to calculate the deemed price and therefore the number of shares to be issued to satisfy the executive bonus payment to satisfy the executive bonus payment due to Mr van Heerden for the six month period ended 30 June 2020.*

Each of Jac van Heerden and Michael Quinert are Directors of the Company and therefore shareholder approval is required under ASX Listing Rule 10.14 to issue shares to them under the ESOP (per ASX Listing Rule 10.14.1).

- Details of the remuneration packages (excluding periodic bonuses, if any) of each of the proposed recipients is set out below:
    - Jac van Heerden: $23,333 per month for acting as Managing Director.
    - Michael Quinert: $6,500 per month for acting as Chairman.
- No securities have previously been issued under the ESOP to either Jac van Heerden and/or Michael Quinert and/or their respective associates.
- The shares the subject of Resolutions 8A to 8D are fully paid ordinary shares that will have the same terms and rights as, and will rank equally with, the Company's other fully paid ordinary shares.
- Subject to receipt of shareholder approval, the Company intends to issue the shares the subject of Resolutions 8A and 8D shortly after the Meeting and the shares the subject of Resolutions 8B and 8C shortly after the end of the relevant period within which the executive bonus payment has been accrued, subject to Mr van Heerden remaining in the same executive role in the Company at the end of the relevant six month period and the Company electing to pay the relevant fixed executive bonus payment in shares in lieu of cash. In any event, no securities will be issued under the approval(s) sought under Resolutions 8A to 8D later than 3 years after the date of the Meeting.
- The shares are to be issued for no cash. shares are proposed to be issued at the election of the Company in lieu of cash in respect of fixed executive bonus payments. The election in respect of the shares the subject of Resolutions 8A and 8D was made to preserve cash resources in the Company to prioritise expenditure in connection with the mining right application, exploration and feasibility studies on the WBP. The Company may make an election in

respect of the shares the subject of Resolution 8B and 8C at the end of the relevant period within which the fixed executive bonus payment is accrued. Details of the relevant share price are set out in the table above.

- The material terms of the ESOP are set out in Annexure B.
- The Company confirms the following:
    - Details of any securities issued under the ESOP will be published in the annual report of the Company relating to the period within which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
    - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after Resolutions 8A to 8D (or any of them) are approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- A voting exclusion for Resolutions 8A to 8D is contained in the Notice.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of Jac van Heerden and Michael Quinert are Directors of the Company and are therefore related parties of the Company under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

(a) the circumstances of the Company; and

(b) the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issues are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the respective positions and responsibilities of Jac van Heerden and Michael Quinert, the Company's reliance on a limited number of personnel, the need for the Company to effectively incentivise its executives while aligning the incentive with increasing shareholder value, the desirability of preserving cash resources within the Company. The Company considers that the issue of the shares is an effective tool which preserves the cash resources of the Company and its group entities whilst providing valuable consideration for the recipients. It is noted that the proposed issue(s) of shares are, or will be, in lieu of cash with respect to fixed executive bonus payments.

Each of Jac van Heerden and Michael Quinert were not present during any discussions and/or determination of the proposed issue of shares to them respectively and/or their respective nominee(s). Further details regarding the circumstances of the proposed issue(s) of securities are set out above in this Memorandum.

Following issue of the shares, Jac van Heerden and Michael Quinert will have the interests in the number of shares set out in the table above (including as calculating using the relevant formulas with respect to Resolutions 8B and 8C).

Resolution 9: adoption of employee incentive scheme

Background

Resolution 9 seeks shareholder approval for the adoption of an employee incentive scheme, being the Employee Security Ownership Plan (**ESOP**). A summary of the ESOP is set out in Annexure B and a copy of the ESOP can be provided upon request to the Company.

The maximum aggregate number of securities that may be issued under the ESOP is 118,506,675.

ASX Listing Rules

ASX Listing Rule 7.1 requires that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 Exception 13 provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years of shareholder approval of the scheme. The Company therefore seeks approval of the ESOP for the purposes of ASX Listing Rule 7.2 Exception 13 so that issues of securities under the ESOP do not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

The Company has not issued any securities under the ESOP. The Company does, however, propose issuing the securities the subject of Resolutions 8A to 8D under the ESOP. The Company also proposes issuing 1,842,105 shares to Simon Whyte, the CFO and secretary of the Company (and/or his nominee(s)) who is not a related party of the Company, at or about the time shareholders approve the adoption of the ESOP pursuant to this Resolution 9. The shares are proposed to be issued in lieu of cash at the election of the Company in lieu of cash in respect of fixed executive bonus payments. This election was made to preserve cash resources in the Company to prioritise expenditure in connection with the mining right application, exploration and feasibility studies on the WBP. If shareholders do not approve the adoption of the ESOP sought under this Resolution 9 then the Company may still issue these shares to Simon Whyte (and/or his nominee(s)) using the placement capacity available to the Company under the ASX Listing Rules.

The Company in future issue securities under the ESOP, however it does not have any plans to do so as at the date of the Notice. As noted above, the maximum aggregate number of securities that may be issued under the ESOP is 118,506,675.

Any issue or agreement to issue securities under the ESOP will be announced to ASX.

Corporations Act

The ESOP constitutes an 'employee share scheme' for the purposes of the Corporations Act as it provides for the acquisition (subject to vesting conditions) of securities in the Company. If such a scheme has been approved by Shareholders then any financial assistance that the Company might give to acquire its own shares (eg providing an interest-free loan) is exempted from the prohibition in section 260A of the Corporations Act. Section 260A requires financial assistance that might be considered to materially prejudice the interests of the Company or its shareholders or the Company's ability to pay its creditors to be approved by Shareholders under section 260B and advance notice to be provided to ASIC. The provision of a loan to participants may be considered financial assistance for the purposes of the Corporations Act. Accordingly, the Board considers it desirable and appropriate to seek Shareholder approval for the ESOP for the purposes of section 260C(4).

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the ESOP (in circumstances where Shares are forfeited by participants in accordance with their terms of issue) using the employee share scheme buy-back procedure under the Corporations Act, the ESOP must be approved by shareholders. Accordingly, shareholders are asked to approve the ESOP in order for the Company to undertake a buy-back of Shares under the ESOP using the employee share scheme buy-back procedure.

Approval of the ESOP for the purposes of section 259B(2) of the Corporations Act will allow the Company to take security over its own shares issued on exercise of Options granted under the ESOP. The rules of the ESOP provide the option for the Company to obtain security over its own shares and it is envisaged that issued Shares may be subject to restrictions on disposal. Approval of the ESOP for the purposes of s259B(2) of the Corporations Act removes any doubt about the efficacy of such restrictions on the basis they may constitute a 'security' over the shares.

General

An electronic copy of the ESOP will be made available to shareholders upon request to the Company.

A voting exclusion statement as set out in the Notice applies to this Resolution 9.

Note: references in the Notice and the Memorandum to "$" are to Australian currency.

ANNEXURE A
TERMS OF OPTIONS

The options the subject of resolution 4 have the following terms:

(a) Each option entitles the holder to acquire one ordinary fully paid share in the capital of the Company.

(b) The exercise price is 1.5 Australian cents (A$0.015) per option, payable in full on exercise.

(c) Options are exercisable at any time prior to 5:00 pm Melbourne time on 3 February 2022 ("**the Expiry Date**") by completing an option exercise form and delivering it together with the payment for the number of shares in respect of which the options are exercised to the registered office of the Company. Any option that has not been exercised prior to the 5:00pm Melbourne time on Expiry Date automatically lapses.

(d) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, options are freely transferable.

(e) All Shares issued upon exercise of options will rank *pari passu* in all respects with, and will have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all shares issued upon valid exercise of options.

(f) An option will not give any right to participate in dividends until Shares are issued pursuant to the exercise of an option.

(g) There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising options. Subject to any waiver granted by ASX, the Company will send notices to holders of options at the time required by the Listing Rules prior to the record date applying to offers of securities made to shareholders during the currency of the options.

(h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction. An option does not otherwise confer the right to a change in exercise price or a change in the number of underlying securities over which the option can be exercised.

ANNEXURE B
SUMMARY OF ESOP

The Company is seeking shareholder approval for the adoption of this Employee Security Ownership Plan ("**Plan**") at the Meeting of the Company.

The maximum number of securities which may be issued under the Plan from time to time is 118,506,675. Shares issued on exercise of an option or exercise or conversion of an interest issued under the Plan, and options or other interests which have been cancelled or which have lapsed are not counted in determining the number of securities issued under the Plan.

As at the date of the Notice, no securities have been offered or issued under the Plan. The Company proposes issuing the shares the subject of Resolutions 8A to 8D and 1,842,105 shares to Simon Whyte (and/or his nominee(s)) under the Plan. Further details are set out in the Memorandum to which this Annexure B is annexed.

Any issues of securities or agreements to issue securities under the Plan will be announced to ASX.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

(a) provide eligible persons with an additional incentive to work to improve the performance of the Company;

(b) attract and retain eligible persons essential for the continued growth and development of the Company;

(c) to promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and

(d) to enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate. Participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the Board with the advice of the remuneration committee, if any.

Directors and related parties of the Company may only participate in the Plan if prior shareholder approval is obtained in accordance with the ASX Listing Rules.

The Directors may make loans to eligible persons to assist acquiring or for the purpose of acquiring securities under the Plan, subject to compliance with the Corporations Act and ASX Listing Rules.

The Board is to administer the terms of the Plan, including but not limited to determining the terms of securities issued, adoption of rules subordinate to the Plan for the administration of the Plan and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the ASX Listing Rules.

WEST WITS MINING LIMITED | ACN 124 894 060

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **3.00pm (AEDT) on Sunday, 15 November 2020,** 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 KMP.

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://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah
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:
WEBCHAT: 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 West Wits Mining Limited, to be held virtually at **3.00pm (AEDT) on Tuesday, 17 November 2020** hereby:

Appoint the Chair of the Meeting (Chair) OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking 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 and 8A-9 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 8A-9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:
The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 – Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1.	NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT	☐	☐	☐	6.	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
2A.	RE-ELECTION OF DR ANDREW TUNKS AS A DIRECTOR	☐	☐	☐	7.	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
2B.	RE-ELECTION OF MR PETER O'MALLEY AS A DIRECTOR	☐	☐	☐	8A.	APPROVAL TO ISSUE SHARES – JACOBUS (JAC) VAN HEERDEN	☐	☐	☐
2C	RE-ELECTION OF MR JACOBUS VAN HEERDEN AS A DIRECTOR	☐	☐	☐	8B.	APPROVAL TO ISSUE SHARES – JACOBUS (JAC) VAN HEERDEN	☐	☐	☐
3.	APPROVAL OF 10% PLACEMENT FACILITY	☐	☐	☐	8C.	APPROVAL TO ISSUE SHARES – JACOBUS (JAC) VAN HEERDEN	☐	☐	☐
4.	RATIFICATION OF PRIOR ISSUE OF OPTIONS	☐	☐	☐	8D.	APPROVAL TO ISSUE SHARES – MICHAEL QUINERT	☐	☐	☐
5.	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐	9.	ADOPTION OF EMPLOYEE INCENTIVE SCHEME	☐	☐	☐

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll 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 of your communications despatched by the Company electronically (where legally permissible).

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