

19 August 2026

Dear Shareholder

General Meeting – Notice and Proxy Form

Wia Gold Limited (**Wia** or the **Company**) is pleased to invite shareholders to attend a General Meeting of Shareholders (**Meeting**) of the Company to be held at 10:00 am (AWST) on Friday, 18 September 2026 at Suite 1, 130 Hay Street, Subiaco, WA 6008.

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

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

Proxies should be returned as follows:

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

To be valid, your proxy voting instruction must be received by 10:00 am (AWST) on Wednesday, 16 September 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

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

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Joanna Kiernan, Company Secretary at jkiernan@wiagold.com.au at least 24 hours before the Meeting.

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

Joanna Kiernan
Company Secretary



WIA GOLD LIMITED - ACN 141 940 230

NOTICE OF GENERAL MEETING

TIME: 10am (AWST)
DATE: Friday 18 September 2026
PLACE: Suite 1, 130 Hay Street, Subiaco WA 6005

General

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

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

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IMPORTANT INFORMATION

Time and place of meeting

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am (AWST) on 18 September 2026 at Suite 1, 130 Hay Street, Subiaco WA 6008.

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on Wednesday, 16 September 2026.

Voting in person (or by attorney)

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

Voting by a corporation

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

Poll

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

Proxy

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

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and

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

To be effective, proxies must be received by 10am (AWST) on Wednesday, 16 September 2026. Proxies lodged after this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am on Friday, 18 September 2026 at Suite 1, 130 Hay Street, Subiaco WA 6008.

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

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

AGENDA

1. Resolution 1 – Ratification of Previous Placement Shares issued under Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, 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 200,000,000 Shares issued by the Company pursuant to the Previous Placement using its placement capacity under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue New Placement Shares under Listing Rule 7.1

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 294,117,648 Shares by the Company pursuant to the New Placement on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
 - (b) 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
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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DATED 19 August 2026

BY ORDER OF THE BOARD



Joanna Kiernan
Company Secretary
WIA Gold Limited

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at 10am (AWST) on Friday, 18 September 2026 at Suite 1, 130 Hay Street, Subiaco WA 6008.

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

1. Resolution 1 – Ratification of Previous Placement Shares issued under Listing Rule 7.1

1.1 Background

As announced by the Company to ASX on 20 May 2026, the Company completed a placement of 200,000,000 Shares to new and existing institutional and sophisticated investors at an issue price of \$0.46 per Share (**Previous Placement**) (**Previous Placement Shares**).

On 27 May 2026, a total of 200,000,000 Previous Placement Shares were issued under the Company's placement capacity afforded under Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 200,000,000 Previous Placement Shares issued under Listing Rule 7.1.

1.2 Resolution 1 – Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of 200,000,000 Previous Placement Shares did not fit within any of the exceptions and, as it has not yet been approved by the Company's shareholders, it has effectively used up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made pursuant to Listing Rule 7.1. If they do so, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval, for the purposes of Listing Rule 7.4, to ratify the issue of 200,000,000 Previous Placement Shares issued using the Company's placement capacity under Listing Rule 7.1.

1.3 **Technical information required by Listing Rule 14.1A**

If Resolution 1 is passed, the Previous Placement Shares will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the Previous Placement Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

1.4 **Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Previous Placement Shares:

- (a) the Previous Placement Shares were issued to new and existing institutional and sophisticated investors, being clients of Argonaut Securities Pty Limited as Global Coordinator, Joint Lead Manager and Joint Bookrunner, clients of Tamesis Partners LLP as Joint Lead Manager, Joint Bookrunner and European Selling Agent and clients of Stifel Nicolaus Canada Inc. as Co-Manager. In accordance with paragraph 7.4 of ASX Guidance Note 21, the
- (b) the Company confirms that none of the issues are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company, other than:
 - (iii) Regal Funds Management Pty Limited, a substantial Shareholder, which acquired 32,609,000 Previous Placement Shares representing approximately 1.9% of the Shares on issue in the Company upon completion of the Previous Placement. Prior to the Previous Placement, this Shareholder had a Relevant Interest in 6.43% of the Shares on issue in the Company;
 - (iv) Capital DI Limited, a substantial shareholder, which acquired 26,348,000 Previous Placement Shares representing approximately 1.5% of the Shares on issue in the Company upon completion of the Previous Placement. Prior to the Previous Placement, this Shareholder had a relevant interest in 16.28% of the Shares on issue in the Company.
- (c) a total of 200,000,000 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1;
- (d) the Previous Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (e) the Previous Placement Shares were issued on 27 May 2026;
- (f) the issue price of the Previous Placement Shares was \$0.46 cents per Share, raising \$92,000,000 (before costs);
- (g) the funds raised from this issue were and are being used primarily towards further advancing the Kokoseb Gold Project, including:
 - (i) execution readiness and early works work programs;
 - (ii) pre-production capital expenditure;
 - (iii) ongoing project studies, test work and project development;
 - (iv) permitting, social and environmental activities;
 - (v) regional exploration and project generation; and
 - (vi) corporate costs, working capital and costs of the Previous Placement.

The Company has spent approximately \$0 of the funds raised from the Placement given its existing cash reserves prior to completion of the Placement; and

- (h) the Previous Placement Shares were issued pursuant to subscription letters under which institutional and sophisticated investors agreed to subscribe for Shares at an issue price of \$0.46 per Share.

1.5 **Additional Information**

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

2. Resolution 2 – Approval to issue New Placement Shares under Listing Rule 7.1

2.1 Background

As announced by the Company to ASX on 12 August 2026, the Company has received firm commitments from new and existing institutional and sophisticated investors to raise \$125,000,000 (before costs) through the issue of 294,117,648 Shares at an issue price of \$0.425 per Share (New Placement) (New Placement Shares).

Argonaut Securities Pty Limited acted as Global Coordinator, Joint Lead Manager and Joint Bookrunner and Tamesis Partners LLP and Stifel Nicolaus Canada Inc. each acted as Joint Lead Managers and Joint Bookrunners for the New Placement (together, the **Joint Lead Managers**).

The New Placement was undertaken to fund the development of the Kokoseb Gold Project to first gold. The New Placement followed completion of the Definitive Feasibility Study, which confirmed the exceptionally robust technical and economic viability of the Kokoseb Gold Project. The New Placement, together with the proposed US\$360 million Sprott debt facility as announced to ASX on 10 August 2026 and existing cash reserves fully funds Kokoseb through construction to first gold production.

2.2 Resolution 2 – Listing Rule 7.1

As noted above, broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the New Placement Shares under Resolution 2 does not fall within any of the exceptions to Listing Rule 7.1 and the Company does not have capacity under Listing Rule 7.1 to complete the issue of the New Placement Shares. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval pursuant to Listing Rule 7.1 for the issue of 294,117,648 New Placement Shares.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the New Placement Shares. In addition, the New Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1

If Resolution 2 is not passed, the Company will not be able to issue the New Placement Shares and it will not be able to raise funds from the issue of the New Placement Shares, impacting the Company's ability to progress and fund the Kokoseb Gold Project.

2.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the New Placement Shares:

- (a) the proposed participants in the New Placement were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the new Placement from clients of the Joint Lead Managers. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the issues are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company, other than:
 - (iii) Regal Funds Management Pty Limited, a substantial Shareholder, which will acquire 22,352,941 New Placement Shares representing approximately 1.1% of the Shares on issue in the Company upon completion of the New Placement. Prior to the New Placement, this Shareholder had a Relevant Interest in 6.2% of the Shares on issue in the Company;
 - (iv) Capital DI Limited, a substantial Shareholder, which will acquire 25,882,353 New Placement Shares representing approximately 1.3% of the Shares on issue in the Company upon completion of the New Placement. Prior to the New Placement, this Shareholder had a Relevant Interest in 15.7% of the Shares on issue in the Company.
- (b) the maximum number of Shares that the Company may issue to participants under the New Placement is 294,117,648
- (c) the New Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the New Placement Shares will be issued no later than three months after the date of the General Meeting. In accordance with the timetable in the ASX announcement relating to the New Placement, subject to Shareholders approving the issue of the New Placement Shares, the Shares are to be issued on or around 24 September 2026;
- (e) the New Placement Shares will have an issue price of \$0.425 cents per Share, raising a total of \$125,000,000 (before costs);
- (f) the funds raised from issue of the New Placement Shares are intended to be used towards further advancing the Kokoseb Gold Project, including:

- (i) Pre-production capital expenditure;
 - (ii) Ongoing project studies, test work and project development;
 - (iii) permitting, social and environmental activities;
 - (iv) regional exploration and project generation; and
 - (v) corporate costs, working capital and costs of the New Placement.
- (g) the New Placement Shares will be issued pursuant to confirmation letters issued by the JLMs under which institutional and sophisticated investors agreed, subject to Shareholder approval, to subscribe for New Placement Shares at an issue price of \$0.425 per Share.

2.5 **Additional Information**

The Board recommends that Shareholders vote in favour of Resolution 2.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means WIA Gold Limited ACN 141 940 230.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



WIA GOLD

Wia Gold Limited | ABN 41 141 940 230

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 16 September 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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