24 January 2025

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting **(Meeting)** of shareholders of New Murchison Gold Limited **(Company)** will be held at the Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth WA 6005 on **Friday 28 February 2025 at 10:00am** (AWST).

The Company will not be sending hard copies of the Notice of General Meeting **(Notice),** to shareholders unless the shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website link:
https://www.newmurchgold.com.au/investors/asx-announcements.

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to the electronic copy of the Notice and a copy of your personalised Proxy Form.

Shareholders are encouraged to make the switch to paperless communications. It enables the Company to provide you with information more quickly, at a lower cost and with less use of finite resources.

In order to receive electronic communications from the Company in the future, please update your shareholder details at www.investorvote.com.au and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online.

For your voting instructions to be effective, your proxy form must be received by **10:00am (AWST) on Wednesday 26 February 2025,** being not less than 48 hours before the commencement of the Meeting. Any proxy forms 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. If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary on +61 8 9389 6927.

On behalf of the Board, thank you for your continued support as a shareholder.

Yours faithfully
New Murchison Gold Limited

Rick Crabb
Chairman

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NEW MURCHISON GOLD LIMITED

ACN 085 782 994

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held at Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth, Western Australia on Friday, 28 February 2025 at 10:00am (AWST).

Proxy Forms for the Meeting should be lodged before 10:00am (AWST) on Wednesday, 26 February 2025.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to Info@newmurchgold.com.au by no later than 5:00pm (AWST) on Wednesday, 26 February 2025.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Independent Expert's Report: Shareholders should carefully consider the Independent Expert's Report at Schedule 2 prepared for the purposes of the Shareholder approval under Resolution 3. The Independent Expert's Report comments on the fairness and reasonableness of the Transaction to Non-Associated Shareholders.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9389 6927.

NEW MURCHISON GOLD LIMITED
ACN 085 782 994

NOTICE OF GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of New Murchison Gold Limited ACN 085 782 994 (**Company**) will be held at Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth, Western Australia on Friday, 28 February 2025 at 10:00 (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. We recommend Shareholders read the Explanatory Memorandum in relation to the proposed Resolutions.

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 as Shareholders on Wednesday, 26 February 2025 at 4:00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 September 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these reports. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

1 Resolution 1 – Remuneration Report

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report, which forms part of the Directors' Report for the financial year ended 30 September 2024."

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

Voting Prohibition

A vote on Resolution 1 must not be cast:

(a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or

(b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons (each a **voter**) as proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

(a) the voter is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or

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

2 Resolution 2 – Re-election of Mr Rick Crabb as Director

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

"That, pursuant to and in accordance with Listing Rule 14.5, clause 13.2 of the Constitution and for all other purposes, Mr Rick Crabb, Director, retires and being eligible, is re-elected as a Director."

3 Resolution 3 – Approval of Ore Purchase Agreement

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

*"That, for the purposes of Listing Rule 10.1 and for all other purposes, approval is given for the Company's subsidiary Zeus Mining Pty Ltd to sell gold ore mined from the Crown Prince deposit to Big Bell Gold Operations Pty Ltd, a subsidiary of Westgold Resources Limited, on the terms contained in the Ore Purchase Agreement dated 11 December 2024 between BBGO, Zeus and the Company (**Transaction**) and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Big Bell Gold Operations Pty Ltd and any other person who will obtain a material benefit as a result of the Transaction (except a benefit solely by reason of being a holder of Shares) or an associate of that person or those persons (including Westgold Resources Limited).

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

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

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

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

Independent Expert's Report

Shareholders should carefully consider the Independent Expert's Report prepared by BDO Corporate Finance (WA) Pty Ltd for the purposes of the Shareholder approval required under Resolution 3. The Independent Expert's Report comments on the fairness and reasonableness of the Transaction. The Independent Expert has determined that the Transaction pursuant to this Resolution 3 is fair and reasonable to Non-Associated Shareholders.

4 Resolution 4 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

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

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

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 4 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Facility. Accordingly, the Company has not identified any particular persons or class of persons who would be excluded from voting on Resolution 4.

Dated: 16 January 2025

By order of the Board

Frank DeMarte
Executive Director and Company Secretary

NEW MURCHISON GOLD LIMITED
ACN 085 782 994

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolution.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 1	Introduction
Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Mr Rick Crabb as Director
Section 6	Resolution 3 – Approval of Ore Purchase Agreement
Section 7	Resolution 4 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Independent Expert's Report

A Proxy Form is enclosed with the Notice.

2 Action to be taken by Shareholders

Shareholders should read the Notice, including this Explanatory Memorandum, carefully before deciding how to vote on the Resolution.

2.1 Proxies

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to vote at the Meeting either in person or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Wednesday, 26 February 2025, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

You can lodge your Proxy Form with the Company by:

(a) **Online:** www.investorvote.com.au.

(b) **By mobile:** Scan the QR Code on your proxy form and follow the prompts.

(c) **Mail:** to Computershare Investor Services Pty Limited GPO Box 242, Melbourne Victoria 3001, Australia.

(d) **Facsimile:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

(e) **Custodian voting**: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

By appointing the Chairperson as a proxy (or where the Chairperson becomes proxy by default) the relevant Shareholder gives the Chairperson express authority to exercise the proxy on Resolution 1 (except where the Shareholder has indicated a different voting intention on the Proxy Form) even though Resolution 1 is connected directly or indirectly with the remuneration of members of the Key Management Personnel, which includes the Chairperson.

It is the Chairperson's intention to vote all undirected proxies in favour of all Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the ASX.

If you appoint a member of Key Management Personnel (other than the Chairperson) or any Closely Related Party of a member of Key Management Personnel as your proxy, you must direct that person how to vote on Resolution 1 if you want your Shares to be voted on that Resolution.

2.2 Attendance at the Meeting

If it becomes necessary or appropriate to make alternative arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at www.newmurchgold.com.au.

3 Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.newmurchgold.com.au;

(b) ask questions about, or make comments on, the management of the Company;

(c) ask questions about, or make comments on, the Remuneration Report; and

(d) ask the auditor questions about:

   (i) the conduct of the audit;

   (ii) the preparation and content of the Auditor's Report;

   (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

   (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

(a) the content of the Auditor's Report; or

(b) the conduct of the audit,

may be submitted no later than five business days before the Meeting (being, no later than 10:00am (AWST) on Friday, 21 February 2025) to the Company Secretary at FDeMarte@newmurchgold.com.au or by email to infor@newmurchgold.com.au.

4 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration Report is detailed on pages 17 to 27 of the Annual Report and is available on the Company's website at www.newmurchgold.com.au.

The Remuneration Report sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the managing director (if applicable) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2023 remuneration report did not receive a Strike at the 2023 annual general meeting. Please note if the Remuneration Report receives a Strike at the Meeting and if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report.

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

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form (or using the online lodgement facility to complete the Proxy Form), you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of members of the Key Management Personnel, which includes the Chairperson.

The Board abstains, in the interests of good corporate governance, from making a recommendation in relation to Resolution 1.

5 Resolution 2 – Re-election of Mr Rick Crabb as Director

5.1 General

Listing Rule 14.5 and clause 13.2 of the Constitution require that the Company must hold an election of directors at each annual general meeting.

Clause 13.2 of the Constitution provides that a Director retiring from office under clause 13.2 is eligible for re-election and that Director may by resolution of the Company be re-elected to that office.

Mr Rick Crabb was re-elected as a Director at the Company's 2021 annual general meeting held on 25 February 2022, and is the Director who has been longest in office since their last election.

In accordance with the Constitution and the Listing Rules, Mr Crabb accordingly retires as a Director and, being eligible, offers himself for re-election pursuant to Resolution 2.

Mr Crabb holds degrees of Bachelor of Jurisprudence (Honours), Bachelor of Laws and Master of Business Administration from the University of Western Australia. He practiced as a solicitor from 1980 to 2004 specialising in mining, corporate and commercial law. He has advised on all legal aspects including financing, marketing, government agreements and construction contracts for many resource development projects in Australia and Africa. Mr Crabb is also on the board of Eagle Mountain Mining Limited.

Mr Crabb was appointed to the Board on 20 November 2017.

The Board considers that Mr Crabb, if elected, will continue to be classified as an independent director.

If Resolution 2 is passed, Mr Crabb will be re-elected as a Director.

If Resolution 2 is not passed, Mr Crabb will cease to be a Director.

Resolution 2 is an ordinary resolution.

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

5.2 Board Recommendation

The Board (excluding Mr Rick Crabb) supports the re-election of Mr Clark and recommends that Shareholders vote in favour of Resolution 2, as his skills and experience align with the Company's strategic direction.

6 Resolution 3 – Approval of Ore Purchase Agreement

6.1 Background

On 30 May 2024, the Company announced that it had entered into a binding agreement with Westgold Resources Limited (**Westgold**) in relation to a strategic co-operation relationship (**Strategic Alliance**) and A$6 million placement. Pursuant to the agreement, the Company granted Westgold a right of first refusal in respect of any contemplated future toll treating or ore purchase agreements for all ore produced from certain mineral tenements owned by the Company.

On 12 December 2024, the Company announced that it had entered into an ore purchase agreement (**Ore Purchase Agreement**) in relation to the Crown Prince Gold Deposit contained within Mining Lease M51/886 (**CP Tenement**), through its indirect wholly-owned subsidiary Zeus Mining Pty Ltd (**Zeus**), with Big Bell Gold Operations Pty Ltd (**BBGO**), a wholly-owned subsidiary of Westgold. Under the Ore Purchase Agreement, Zeus will sell and BBGO will purchase the ore mined from the CP Tenement (**CP Ore**) which meets the specifications set out in the Ore Purchase Agreement. A summary of the material terms of the Ore Purchase Agreement is detailed in Section 6.6.

The Ore Purchase Agreement is conditional on the satisfaction of certain conditions precedent, including the Company convening a general meeting of Shareholders (i.e. the Meeting convened by the Notice) and obtaining the requisite Shareholder approval of the Transaction for the purposes of Listing Rule 10.1 (i.e. Resolution 3).

To assist Shareholders in their consideration of the Ore Purchase Agreement (and how to vote on Resolution 3), and as a consequence of Westgold holding approximately 18.7% of the Company's issued share capital on completion of the A$6 million placement, which has subsequently reduced to 17.97% as a result of the conversion of unlisted options, the Board has engaged BDO Corporate Finance (WA) Pty Ltd (**Independent Expert**) to opine on whether or not the Transaction is 'fair and reasonable' to Shareholders who are not associated with BBGO, Westgold or their associated entities (**Non-Associated Shareholders**).

The Independent Expert considers that the Ore Purchase Agreement is fair and reasonable to Non-Associated Shareholders. A summary of the Independent Expert's conclusion is contained in Section 6.7. The Independent Expert's Report is detailed in full in Schedule 2.

Key potential advantages and disadvantages associated with the Ore Purchase Agreement are contained in Section 6.4.

Resolution 3 seeks Shareholder approval of the Transaction pursuant to Listing Rule 10.1 and for all other purposes.

Resolution 3 is an ordinary resolution and the Chairperson intends to exercise all available undirected proxies in favour of Resolution 3. The Board's recommendation as to how Shareholders should vote on Resolution 3 is set out in Section 6.8.

6.2 Overview of BBGO and Westgold

BBGO is a wholly owned subsidiary of Westgold and owns and operates the Meekatharra Gold Operations (**MGO**). BBGO is the owner of the Bluebird Processing Plant. The MGO is located approximately 700km north of Perth along the Great Northern Highway in the Murchison region of Western Australia.

Westgold is an ASX200 listed (ASX/TSX:WGX) Western Australian gold producer which has a market capitalisation of approximately A$2.7 billion as at the date of the Notice. Westgold has tenure of more than 1,300km^2 and operates four underground mines and three processing plants with an installed processing capacity of approximately 4 million tonnes per annum.

As detailed in Section 6.3, Shareholder approval of the Transaction is required under Listing Rule 10.1 as Zeus is proposing to sell a substantial asset to BBGO, an associate of Westgold, who in turn holds more than 10% of the Company's issued capital.

6.3 Requirement for Shareholder approval

Listing Rule 10.1 provides that an entity must not acquire a substantial asset from, or dispose of a substantial asset to, or agree to dispose of a substantial asset to, any of the following persons without the approval of holders of the entity's ordinary securities:

(a) a related party;

(b) a child entity;

(c) a person who is, or was at any time in the 6 months before the transaction or agreement, a substantial (10%+) holder in the Company (**Substantial 10%+ holder**);

(d) an associate of a person referred to in (a)-(c) above; or

(e) a person whose relationship with the Company or a person referred to in (a) – (d) above is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders.

A person will be a Substantial 10%+ holder if the person and their associates have a relevant interest, or had a relevant interest at any time in the 6 months before the transaction, in at least 10% of the total votes attached to the voting securities in the Company.

BBGO is an entity to which Listing Rule 10.1 applies as it is, and was at the time of entry into the Ore Purchase Agreement, an associate of Westgold, a Substantial 10%+ holder. As at the date of the Notice, Westgold has a relevant interest in approximately 17.97% of the total votes attaching to the Shares.

Under the Listing Rules, the term "dispose" includes disposing or agreeing to dispose directly or through another person by any means. The proposed sale of CP Ore by Zeus to BBGO involves a disposal of the Company's assets for the purposes of Listing Rule 10.1.

Under Listing Rule 10.2, an asset is substantial if its value, or the consideration for it is, or in ASX's opinion is, 5% or more of the equity interests of the company as set out in the latest accounts given to ASX under the Listing Rules. A listed company's equity interests are the sum of paid-up capital, reserves, and accumulated profits or losses, disregarding redeemable preference share capital and outside equity interests, as shown in the listed company's consolidated financial statements.

ASX will generally treat the total purchase price payable under an offtake agreement (including any option to renew) when determining whether or not it meets the substantial asset definition.

Based on the Annual Report, the Company's net assets were A$13,660,549. As a result, an asset is "substantial" if it is valued at A$683,027 or more.

Pursuant to section 10.3 of the Independent Expert's Report (contained in Schedule 2 of the Notice) the value of the Monthly Payment to be received for the CP Ore under the Ore Purchase Agreement is more than 5% of the Company's equity interests.

Accordingly, the sale of the CP Ore pursuant to the Ore Purchase Agreement is the disposal of a substantial asset for the purposes of the Listing Rules and the entry into the Ore Purchase Agreement is an agreement to dispose of a substantial asset. Consequently, Shareholders are required to approve the Transaction under Listing Rule 10.1. Resolution 3 seeks the required Shareholder approval for the purposes of Listing Rule 10.1 and for all other purposes.

If Resolution 3 is passed, the Company will be able to proceed with the sale of CP Ore under the Ore Purchase Agreement.

If Resolution 3 is not passed, the Company will not be permitted to proceed with the sale of CP Ore under the Ore Purchase Agreement unless Shareholder approval or a waiver from Listing Rule 10.1 is obtained at a future date. In these circumstances, the Company will need to try to seek alternative offtake partners. There is no guarantee such partners will be forthcoming and if so on what terms. Shareholders should note that if further offtake partners can be found, the terms agreed with those partners may be less favourable to the Company than the terms under the Ore Purchase Agreement.

6.4 Advantages and disadvantages of the Ore Purchase Agreement

The following is a non-exhaustive list of advantages that the Board considers may be relevant to a Shareholder's decision on how to vote on Resolution 3:

(a) **The Transaction advances the Company's Crown Prince Gold Deposit towards production.** The Company is currently in the exploration and development phase, holding gold assets with no immediate capacity to process ore due to the absence of a processing plant. If implemented, the Transaction will facilitate the Company's progression towards the production phase by establishing a method for the sale and processing of the CP Ore, as the Ore Purchase Agreement specifies that BBGO will purchase the CP Ore from Zeus and process it at the Plant. Accordingly, Shareholders will go from holding equity in a Company in the exploration phase to a Company in the production phase.

(b) **The Transaction allows the Company to generate future cash flows for Shareholders and to fund its operations.** To date, the Company has not generated any revenue from the sale of gold. If the Transaction is implemented successfully, Zeus will sell CP Ore to BBGO under the Ore Purchase Agreement and generate cash for Shareholders and the Company will have additional capital to fund its operations. Shareholders will benefit from the receipt of cash inflows from the sale of gold. Additionally, if the Transaction is not implemented, one of the alternative options is for the Company to develop its own processing plant, which would take at least one to two years following approvals, therefore delaying the receipt of cash flows. If the Transaction is implemented, Shareholders can expect cash flows to commence following the Commencement Date, which is expected to be 30 September 2025. Therefore, the Transaction provides the fastest available route to generating cashflows, therefore increasing the likelihood of Shareholders receiving dividends.

(c) **The Transaction forms a key part of the co-operative relationship between the Company and Westgold.** Following the strategic placement announced on 30 May 2024, Westgold held an 18.7% interest in the Company and as per the ASX announcement, the Company and Westgold entered into the Strategic Alliance with the primary aim of advancing the development of the Crown Prince Gold Deposit into production. The Strategic Alliance promises further benefits to the Company, beyond the specific terms agreed in the Ore Purchase Agreement. The Strategic Alliance is likely to offer operational advantages and reduced costs for the Company that would not be available if the Company engaged a Non-Associated Shareholder for toll processing services. For example, in order for the Company to commence mining operations at the CP Tenement, it will have to undertake a substantial dewatering procedure. Westgold has offered the Company the opportunity to utilise its dewatering pit, representing a cost-effective and practical solution. Similarly, a potential synergy exists through Westgold offering part of its camp facilities to accommodate the Company employees during the Initial Term. Therefore, Shareholders can benefit from any cost savings and increases in operational efficiency arising from the established relationship between Westgold and the Company.

(d) **The Transaction is fair.** The Independent Expert considers that the Transaction is fair and reasonable to Non-Associated Shareholders.

The following is a non-exhaustive list of disadvantages that the Board considers may be relevant to a Shareholder's decision on how to vote on Resolution 3:

(a) **Zeus must transfer title in the CP Ore to BBGO and pay the BBGO Margin and will lose the benefit of any future increase in the value of the CP Ore.** Zeus is required to transfer title in the CP Ore (the Company's primary producing asset) to BBGO under the Ore Purchase Agreement. Zeus must pay a margin to BBGO, the BBGO Margin (which ranges from 8.5% to 17% of the gold purchased) from the aggregate gold payment. This reduces the realisable value from gold sales, thereby diminishing the overall benefit to Shareholders if the Transaction is implemented. Therefore, the Company's asset base will be reduced under the Ore Purchase Agreement and the Company loses benefit from any future increase in the value of the CP Ore once title transfers to BBGO. By contrast, if the Company was to undertake the processing of its gold independently, the additional margin would not apply, allowing Shareholders to retain a greater proportion of the value derived from gold sales, assuming all other costs are comparable.

(b) **Committing to selling the CP Ore to BBGO removes the ability of the Company to attract new potential customers.** By Zeus and BBGO executing the Ore Purchase Agreement, Zeus must sell the CP Ore to BBGO. This removes the ability of the Company to attract new potential customers wishing to enter into an offtake agreement for the CP Ore, which could potentially represent a superior deal to the Ore Purchase Agreement. This limits the Company's ability to take advantage of new customers.

(c) **The Ore Purchase Agreement will terminate.** If the Transaction is implemented, NMG will sell the CP Ore to Westgold for processing from the Commencement Date, for at least the Initial Period and then until the Ore Purchase Agreement terminates. Conversely, if the Transaction does not proceed and the Company successfully funds and constructs its own processing facility, the Company would be positioned to process the CP Ore independently, beyond termination of the Ore Purchase Agreement, likely for its entire life of mine, without incurring the BBGO costs. The ability of the Company to process CP Ore beyond termination of the Ore Purchase Agreement represents an additional benefit for Shareholders which was not captured in the Independent Expert's Report's fairness assessment, the Independent Expert only compared the value of the Company constructing its own processing facility to the value of the Monthly Payment over the Initial Term.

Shareholders should also carefully consider the Independent Expert's Report set out in Schedule 2, which contains an assessment of the advantages and disadvantages of the Ore Purchase Agreement.

6.5 **Technical Information required by Listing Rule 10.5**

Pursuant to and in accordance with Listing Rule 10.5, the following information is provided in relation to Resolution 3:

(a) The CP Ore is being sold by Zeus, a wholly owned subsidiary of the Company, to BBGO, a wholly owned subsidiary of Westgold, under the Ore Purchase Agreement.

(b) BBGO is an associate of a Substantial 10%+ holder pursuant to Listing Rule 10.1.4, as BBGO is controlled by Westgold, who as at the date of the Notice has a relevant interest in approximately 17.97% of the Shares.

(c) The asset being disposed of by Zeus is the CP Ore contained within the CP Tenement that meets the specifications pursuant to the Ore Purchase Agreement.

(d) The consideration payable by BBGO and receivable by the Company is set out in Section 6.6.

(e) The Company intends to use the amounts received under the Ore Purchase Agreement to meet the Company's costs associated with the mining of the Crown Prince gold project, continued exploration on the Company's Garden Gully project, general working capital and considering the possible return of capital to shareholders,

However, Shareholders should note that this intended use of funds is a statement of the Board's current intentions as at the date of the Notice. As with any budget and forecast (and noting that the Ore Purchase Agreement is proposed to operate over a number of years), the use of the funds may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions, and environmental factors. In light of this, the Board reserves the right to alter the way that amounts received under the Ore Purchase Agreement are applied.

(f) The timetable for completing the Ore Purchase Agreement is set out below:

Event	Date
Execution of Ore Purchase Agreement	Thursday, 12 December 2024
Notice of Meeting sent to Shareholders	Tuesday, 28 January 2025
Meeting to approve Transaction	Friday, 28 February 2025
Satisfaction of Conditions Precedent under Ore Purchase Agreement	Friday, 28 February 2025

(g) A summary of the material terms of the Ore Purchase Agreement is set out in Section 6.6 below.

(h) A voting exclusion statement is included in Resolution 3 of the Notice.

(i) The Independent Expert's Report is included in Schedule 2 of the Notice.

6.6 Summary of the material terms of the Ore Purchase Agreement

Topic	Summary
Overview	A conditional ore purchase agreement (being the Ore Purchase Agreement) dated 11 December 2024 between BBGO, Zeus and the Company pursuant to which Zeus will sell, and BBGO will purchase, ore mined from the CP Tenement.
Conditions precedent (Clause 2)	The Ore Purchase Agreement is conditional upon and will have no force or effect unless and until: a) the Company convenes a general meeting of Shareholders and obtains the requisite majority approval of the Transaction for the purposes of Listing Rule 10.1; b) the Independent Expert determines and continues to determine at the time of the Meeting that the Transaction is either fair and reasonable or not fair but reasonable to Non-Associated Shareholders; c) the Company completes the necessary test work and provides to BBGO a report of the test work which shows that the work index is less than the maximum value set out in the Ore Purchase Agreement; and d) the parties executing a licence and access water discharge deed, (the **Conditions**).
Term (Clause 4)	There is no fixed term. The Ore Purchase Agreement will operate until it is validly terminated in accordance with its terms. The period of 2 years commencing when first ore is made available for collection under the Ore Purchase Agreement is defined in the Ore Purchase Agreement is the **Initial Period**.
Ore Tonnages and Specifications (Clause 5)	Minimum of 30,000t and up to a maximum of 50,000t per month for the first 24 months. After the Initial Period, production forecast and mill capacity to be confirmed by both parties. Parcels of CP Ore to meet minimum grade of 1.5 g/t Au.
Payment and Pricing (Clause 11)	BBGO will pay Zeus for all certified parcels of CP Ore collected in a calendar month (**Relevant Month**) in accordance with the following calculation: *Monthly Payment due to Zeus = Aggregate Gold Payment – BBGO Costs – BBGO Margin – Relevant State Royalty* The **Aggregate Gold Payment** means the aggregate of the Gold Payments due for each certified parcel of CP Ore collected in the Relevant Month where, for each parcel: a) the **Gold Payment** means the Gold Purchased in that parcel x Average Gold Price; b) **Gold Purchased** means the ((Certified Weight of that parcel x Certified Grade of that parcel)/31.1035) x Agreed Recovery); c) **Certified Weight** of a parcel means for the weight of that parcel as set out in the ore parcel certificate; d) **Certified Grade** for a parcel means for the gold grade of that parcel as set out in the ore parcel certificate;

	e) **Agreed Recovery** means the agreed recovery for the parcel as set out in the ore parcel certificate; and f) **Average Gold Price** means the average of the gold price during the Relevant Month calculated by determining the gold price on each LBMA trading day in the Relevant Month and dividing by the number of such trading days. **BBGO Costs** are calculated in accordance with the following formula: *BBGO Costs = (Average Processing Cost x Aggregate Certified Weight) + (Capital Recovery Charge x Aggregate Certified Weight) + Monthly Haulage Charge.* where: a) **Average Processing Cost** means an amount per dry metric tonne (**Dry Tonne**) calculated by dividing the total Processing Costs for the Bluebird processing plant (**Plant**) in the Relevant Month by the total Dry Tonnes of material processed in the Plant in that Relevant Month (but at a minimum will be A$30/Dry Tonne and at a maximum of A$45/Dry Tonne); b) **Processing Costs** means all costs directly associated with the production of gold dore at the Plant and including, but is not limited to, electrical power, site administrative charges, salaries and wages, reagents and consumables, maintenance spare parts (once used) and laboratory services but it does not include the cost of capital works or the use of third-party consultants or external laboratories; c) **Capital Recovery Charge** means the amount equal to 15% of the Average Processing Cost used for the BBGO Costs calculation in the Relevant Month; d) **Aggregate Certified Weight** means the aggregate of the certified weight for each parcel collected in the Relevant Month; and e) **Monthly Haulage Charge** means the loading and haulage (including road maintenance of Mt Clere Road, if applicable) charges from the haulage contractor for the loading and haulage of the relevant parcels from the collection point to the delivery point in the Relevant Month plus an administration fee of 10%. BBGO must provide supporting documentation confirming the calculation of the Average Processing Costs and Monthly Haulage Charge. The **BBGO Margin** means: a) during the first 3 months after the Commencement Date (**Establishment Period**), an amount equal to 8.5% of the Aggregate Gold Payment in the Relevant Month; and b) on and from completion of the Establishment Period, an amount equal to 17% of the Aggregate Gold Payment in the Relevant Month. The **Relevant State Royalty** means the amount equal to the royalty payable (in respect of gold only) derived from the parcels to the State of Western Australia produced from the CP Tenement as calculated in accordance with the *Mining Regulations 1981* (WA).
Title and risk (Clause 10)	a) Risk in, and custody of, CP Ore collected from the run of mine pad stockpiles located on the CP Tenement (**Collection Point**) transfers to BBGO when that CP Ore is loaded by BBGO or its haulage contractor on the trucks at the Collection Point. b) Title to CP Ore collected by BBGO under the Ore Purchase Agreement, and any gold derived from such CP Ore, will remain

	with Zeus until the parties have signed the ore parcel certificate in respect of that CP Ore and BBGO has issued the recipient created tax invoice in respect of that CP Ore and title to that CP Ore passes to BBGO at that time.
Collection and delivery (Clause 6)	BBGO will be fully responsible for the collection and loading of all CP Ore at the Collection Point and for the delivery of the CP Ore to, and the unloading of all CP Ore at the run of mine pad adjacent to the Plant and all costs incurred in connection with such collection, loading, delivery and unloading will be borne by BBGO.
Termination (Clause 17)	The Ore Purchase Agreement may be terminated: a) during the Initial Period, by either party by giving 6 months' prior notice to the other party, provided such notice cannot be given during the first 12 months following the date on which first CP Ore is made available for collection by BBGO (**Commencement Date**); b) after the Initial Period, by either party by giving 3 months' prior notice to the other party; c) by mutual agreement between the parties; d) if the Commencement Date does not occur within 12 months of the date in which the last of the Conditions is satisfied; e) in the event that three consecutive parcels of CP Ore fail to conform to the specifications contained in the Ore Purchase Agreement, the Ore Purchase Agreement may be terminated by BBGO by providing notice to Zeus to that effect; f) if an event of force majeure subsists and causes one party to be unable to perform its obligations for a continuous period of at least 3 months after a force majeure notice is provided; g) by either party following by a material breach or contravention of a term of the Ore Purchase Agreement which is not remedied within 20 days; or h) by Zeus, in respect of a failure by BBGO to make any payment under the Ore Purchase Agreement by the time required, which is not remedied within 5 days.
Assignment (Clause 18)	A party may not assign, transfer or otherwise dispose of all or any part of its rights or obligations under the Ore Purchase Agreement. A party may not transfer or create any interest in the CP Tenement, mining lease 51/132 or the Plant, whether by assignment, transfer or otherwise to or in favour of any person, except as required or permitted by the Ore Purchase Agreement.
Governing Law (Clause 27)	The Ore Purchase Agreement is governed by and construed in accordance with the law from time to time in the State of Western Australia.

6.7 Summary of the Independent Expert's conclusion

Listing Rule 10.5.10 requires a notice of meeting containing a resolution under Listing Rule 10.1 to include a report on the transaction from an independent expert. The Company appointed the Independent Expert to prepare the Independent Expert's Report to provide an opinion on whether the Transaction is fair and reasonable to Non-Associated Shareholders.

The Independent Expert considers that the Ore Purchase Agreement is fair and reasonable to Non-Associated Shareholders.

In assessing the fairness of the Ore Purchase Agreement, the Independent Expert had regard to the terms of the Ore Purchase Agreement, focusing on the consideration payable from BBGO to Zeus for the Crown Prince Ore and comparing this assessment against the value to the Company of alternative options available, being:

(a) the Company selling the CP Ore to another operator for processing ; and

(b) the Company building and/or commissioning its own processing facility to process the CP Ore and then selling the CP Ore; and

In accordance with the guidance set out in ASIC Regulatory Guide 111 (**RG 111**), and in the absence of any other relevant information, for the purposes of Listing Rule 10.1, the Independent Expert considers the Transaction to be fair to Non-Associated Shareholders based on an assessment of the alternative toll processing options in the region and the option for the Company to process the CP Ore independently.

RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer. As such, the Independent Expert considered the following factors in relation to the reasonableness aspects of the Transaction:

(a) the advantages and disadvantages of the Transaction; and

(b) other considerations, including the position of Non-Associated Shareholders should the Transaction not proceed and the consequences of not approving the Transaction.

As the Transaction is fair, the Transaction is also reasonable. In the Independent Expert's opinion, the position of Non-Associated Shareholders if the Transaction is approved is more advantageous than if the Transaction is not approved. Therefore, in the absence of any other relevant information and/or an alternate proposal, the Independent Expert considers that the Transaction is reasonable for Non-Associated Shareholders.

The reasons why the Independent Expert reached its conclusion are set out in the Independent Expert's Report, a copy of which is set out in Schedule 2. The Board encourages you to read the Independent Expert's Report in its entirety.

The Independent Expert's Report is also available on the Company's website (www.newmurchgold.com.au). If requested by a Shareholder, the Company will send to them a copy of the Independent Expert's Report at no cost.

6.8 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

That recommendation was formed after:

(a) consideration of the terms of the Ore Purchase Agreement and its advantages and disadvantages to the Company as set out in the Notice and the Independent Expert's Report;

(b) the conclusion of the Independent Expert that the Transaction is fair and reasonable to Non-Associated Shareholders; and

(c) considering the alignment of the strategic objectives of the Company and Westgold.

7 Resolution 4 – Approval of 10% Placement Facility

7.1 General

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 the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $66.86 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 9 January 2025).

Pursuant to Resolution 4, the Company is seeking Shareholder approval by way of a special resolution for the Company to have the ability to issue Equity Securities under the 10% Placement Facility without further Shareholder approval. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of at least 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).

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 4.

7.2 Listing Rule 7.1A

(a) 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 annual general meeting.

(b) 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 on issue one quoted class of Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

(A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(I) the agreement was entered into before the commencement of the relevant period; or

(II) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(E) plus the number of partly paid ordinary shares that became fully paid in the relevant period; and

(F) less the number of Shares cancelled in the relevant period.

Note that A has the same meaning in 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 Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

The number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A (if Resolution 4 is approved) will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities to be issued under 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 on which trades in that class were recorded immediately before:

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

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) immediately above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity’s next annual general meeting; or

(iii) the time and date of Shareholder approval of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

7.3 **Effect of Resolution**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

7.4 **Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) The Equity Securities under the 10% Placement Facility will be issued at an issue price of not less than 75% of the VWAP for the same class of the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; 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.

(b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of listed Options (if any), only if the listed Options are exercised). There is a risk of economic and voting dilution to the Shareholders, including that:

(i) the market price for the Company's Equity Securities in that class 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.

(c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at 9 January 2025.

(d) The table also shows:

(i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		$0.0045 **50% decrease in Issue Price**	**$0.009** **Issue Price**	**$0.018** **100% increase in Issue Price**
Current Variable A **7,429,196,958 Shares**	**10% Voting Dilution**	742,919,696	742,919,696	742,919,696
	Funds raised	$3,343,139	$6,686,277	$13,372,555
50% increase in current Variable A **11,143,795,437 Shares**	**10% Voting Dilution**	1,114,379,544	1,114,379,544	1,114,379,544
	Funds raised	$5,014,708	$10,029,416	$20,058,832
100% increase in current Variable A **14,858,393,916 Shares**	**10% Voting Dilution**	1,485,839,392	1,485,839,392	1,485,839,392
	Funds raised	$6,686,277	$13,372,555	$26,745,109

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

(vii) The issue price is $0.009, being the closing price of the Shares on ASX on 9 January 2025. The Company will only issue the Equity Securities during the 10% Placement Period.

(e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(f) The Company may seek to issue the Equity Securities for cash consideration, which may be utilised for one or more of funding the pre-development costs of the Crown

Prince gold project continued exploration or development expenditure on the Company's current assets, acquisitions of new projects, companies, other assets or investments (should suitable assets be found) (including expenses associated with such acquisitions) and/or general working capital.

(g) The Company will comply with its disclosure obligations under Listing Rules 7.1A.4, 2.7 and 3.10.3 in relation to any issue of securities under the 10% Placement Facility.

(h) 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 subscribers for Equity Securities pursuant to the 10% Placement Facility will be determined on a case by case basis having regard to the factors including but not limited to the following:

(i) the purpose of the issue;

(ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the financial situation and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(i) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company, and are likely to be sophisticated and/or professional investors.

(j) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2023 annual general meeting.

(k) In the 12 months preceding the date of the Meeting the Company issued a total of 580,600,089 Equity Securities under Listing Rule 7.1A, which represented 7.82% of the total number of Equity Securities on issue at 9 January 2025. Details of the issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting under Listing Rule 7.1A2 are provided below:

(i) on 4 June 2024, 580,600,089 Shares were issued under Listing Rule 7.1A to Westgold as part of the strategic placement announced on 30 May 2024. The Company provides the following details in relation to this issue:

(A) the Shares that were issued were fully paid ordinary shares in the Company on the same terms as the Company's existing Shares on issue;

(B) the Shares were issued at a price of A$0.0045 per Share, which represented a nil discount to the Company's last closing price of A$0.0045 per Share on 29 May 2024 and a 11% discount to the 15-day VWAP; and

(C) the Company raised a total of $2,612,700 (before costs) from the issue. The Company has spent all of that amount. The funds from the issue were applied towards further drilling and evaluation at the Company's Crown Prince Gold Project, regional exploration and for general working capital including the costs of the issue.

(l) A voting exclusion statement is included in the Notice for Resolution 4.

(m) At the date of the 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 any Equity Securities under the 10% Placement Facility. Accordingly, the Company has not identified any particular persons or class of persons who would be excluded from voting on Resolution 4.

7.5 **Board Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

$** or **A$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.2(f).

15% Placement Capacity has the meaning given in Section 7.1.

Aggregate Certified Weight has the meaning given in Section 6.6.

Aggregate Gold Payment has the meaning given in Section 6.6.

Agreed Recovery has the meaning given in Section 6.6.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 September 2024.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Average Gold Price has the meaning given in Section 6.6.

Average Processing Cost has the meaning given in Section 6.6.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

BBGO means Big Bell Gold Operations Pty Ltd (ACN 090 642 809).

BBGO Costs has the meaning given in Section 6.6.

BBGO Margin has the meaning given in Section 6.6.

Board means the board of Directors.

Capital Recovery Charge has the meaning given in Section 6.6.

Certified Grade has the meaning given in Section 6.6.

Certified Weight has the meaning given in Section 6.6.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Collection Point has the meaning given in Section 6.6.

Commencement Date has the meaning given in Section 6.6.

Company means New Murchison Gold Limited (ACN 085 782 994).

Conditions has the meaning given in Section 6.6.

Constitution means the constitution of the Company, as amended from time to time.

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

CP Ore has the meaning given in Section 6.1.

CP Tenement has the meaning given in Section 6.1.

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Dry Tonne has the meaning given in Section 6.6.

Equity Security has the same meaning as in the Listing Rules.

Establishment Period has the meaning given in Section 6.6.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Gold Payment has the meaning given in Section 6.6.

Gold Purchased has the meaning given in Section 6.6.

Independent Expert means BDO Corporate Finance (WA) Pty Ltd.

Independent Expert's Report means the report prepared by the Independent Expert which is attached to the Notice in Schedule 2.

Initial Period has the meaning given in Section 6.6.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) 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.

Meeting has the meaning in the introductory paragraph of the Notice.

MGO means the Meekatharra Gold Operation.

Monthly Payment has the meaning given in Section 6.6.

Monthly Haulage Charge has the meaning given in Section 6.6.

Non-Associated Shareholders has the meaning given in Section 6.1.

Notice means the notice of general meeting and includes the Explanatory Memorandum and Proxy Form.

Option means an option to acquire a Share.

Ore Purchase Agreement has the meaning given in Section 6.1.

Plant has the meaning given in Section 6.6.

Processing Costs has the meaning given in Section 6.6.

Proxy Form means the proxy form attached to the Notice.

Relevant Month has the meaning given in Section 6.6.

Relevant State Royalty has the meaning given in Section 6.6.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

RG 111 means ASIC Regulatory Guide 111.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

Strategic Alliance has the meaning given in Section 6.1.

Strike has the meaning given in Section 4.

Substantial 10%+ holder has the meaning given in Section 6.3.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Transaction has the meaning given in Resolution 3.

Westgold means Westgold Resources Limited (ACN 009 260 306).

Zeus means Zeus Mining Pty Ltd (ACN 113 854 596).

VWAP means the volume weighted average market price (as defined in the Listing Rules).

Schedule 2

Independent Expert's Report

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New Murchison Gold Limited

Independent Expert's Report

Opinion: Fair and reasonable

16 January 2025

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Australia

FINANCIAL SERVICES GUIDE

Dated: 16 January 2025

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The FSG includes information about:

- Who we are and how we can be contacted
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No: 247420
- Remuneration that we and/or our staff and any associates receive in connection with the financial services
- Any relevant associations or relationships we have
- Our complaints handling procedures and how you may access them.

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Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001
Email: info@afca.org.au
Phone: 1800 931 678
Fax: (03) 9613 6399
Interpreter service: 131 450
Website: http://www.afca.org.au

COMPENSATION ARRANGEMENTS

BDO Corporate Finance and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDO Corporate Finance or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDO Corporate Finance satisfy the requirements of section 912B of the Corporations Act 2001.

CONTACT DETAILS

You may provide us with instructions using the details set out at the top of this FSG or by emailing - cf.ecp@bdo.com.au

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16 January 2025

The Directors
New Murchison Gold Limited
Suite 8, Level 2, 5 Ord St
West Perth WA 6005

Dear Directors

INDEPENDENT EXPERT'S REPORT

1. Introduction

On 12 December 2024 New Murchison Gold Limited ('**NMG**' or '**the Company**') announced it had entered into an ore purchase agreement ('**OPA**') in relation to the sale of ore to be mined from its Crown Prince Deposit ('**Crown Prince Deposit**' or '**Crown Prince**'). The OPA is between Big Bell Gold Operations Pty Ltd ('**BBGO**'), a subsidiary of Westgold Resources Limited ('**Westgold**') and Zeus Mining Pty Ltd ('**Zeus**'), a subsidiary of NMG. Subject to the satisfaction of certain conditions precedent under the OPA, Zeus has agreed with BBGO for BBGO to purchase gold ore ('**the Ore**' or '**Crown Prince Ore**') from NMG for the payment of a monthly fee ('**the Payment**') ('**Proposed Transaction**').

The OPA relates solely to ore from Zeus' Crown Prince Deposit.

As at the date of this report, Westgold has a relevant interest in approximately 17.97% of the shares in NMG. As BBGO is an associate of Westgold (as BBGO is controlled by Westgold), and Westgold is a substantial (10%+) holder, NMG is required to seek shareholder approval for the Proposed Transaction under the Australian Securities Exchange ('**ASX**') Listing Rules and obtain a report on the Proposed Transaction from an independent expert.

Unless otherwise stated, all currencies in this report are expressed in Australian Dollars ('**$**', '**A$**' or '**AUD**').

2. Summary and opinion

2.1 Requirement for the report

The directors of NMG have requested that BDO Corporate Finance Australia Pty Ltd ('**BDO**') prepare an independent expert's report ('**our Report**') to express an opinion as to whether the Proposed Transaction is fair and reasonable to the non-associated shareholders of NMG ('**Shareholders**').

Our Report is prepared pursuant to ASX Listing Rule 10.1 and 10.5, and is to be included in the Notice of Meeting for NMG to assist Shareholders in their decision whether to approve the Proposed Transaction.

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission ('**ASIC**') Regulatory Guide 76 'Related party transactions' ('**RG 76**'), Regulatory Guide 111 'Content of expert reports' ('**RG 111**') and Regulatory Guide 112 'Independence of experts' ('**RG 112**').

In arriving at our opinion, we have assessed the terms of the Proposed Transaction as outlined in the body of this report. We have considered:

- How the terms of the OPA compare to the alternatives available to the Company being third-party toll processing options available in the region or NMG processing the Crown Prince ore independently.
- Other factors which we consider to be relevant to the Shareholders in their assessment of the Proposed Transaction.
- The position of Shareholders should the Proposed Transaction not proceed.

2.3 Opinion

We have considered the terms of the Proposed Transaction as outlined in the body of this Report and have concluded that, in the absence of an alternative offer, the Proposed Transaction is fair and reasonable to Shareholders.

2.4 Fairness

In Section 11 of this Report, we determined that the Proposed Transaction is fair for Shareholders. Our detailed analysis of whether the Proposed Transaction is fair can be found in Section 10.

2.5 Reasonableness

We have considered the analysis in Section 12 of this Report, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction.
- Other considerations, including the consequences for Shareholders of not approving the Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or an alternative proposal we consider that the Proposed Transaction is reasonable for Shareholders.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
12.3.1	The Proposed Transaction is fair.	12.4.1	Zeus must transfer title in the Ore to BBGO and pay the BBGO Margin and will lose the benefit of any future increase in the value of the Ore.
12.3.2	The Proposed Transaction advances NMG's Garden Gully Project towards production.	12.4.2	Committing to selling the Ore to BBGO removes the ability of the Company to attract new potential customers.
12.3.3	The Proposed Transaction allows NMG to generate future cash flows for Shareholders and to fund its operations.	12.4.3	The OPA will terminate.

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
12.3.4	The Proposed Transaction forms a key part of the co-operative relationship between NMG and Westgold.		

Other key matters we have considered include:

Section	Description
12.1	Alternative proposal
12.2	Consequences of not approving the Proposed Transaction

3. Scope of the Report

3.1 Purpose of the Report

ASX Listing Rule 10.1 requires that a listed entity must obtain shareholders' approval before it acquires or disposes of, or agrees to acquire or dispose of, a substantial asset to certain persons when the consideration to be paid for the asset or the value of the asset being disposed constitutes more than 5% of the equity interest of that entity as set out in the latest accounts given to the ASX under its Listing Rules. Listing Rule 10.1 applies where the vendor or acquirer of the relevant assets is a related party or person of influence of the listed entity as defined under the ASX Listing Rules.

As at the date of this report, Westgold has a relevant interest in approximately 17.97% of the shares in NMG. As BBGO is an associate of Westgold (as BBGO is controlled by Westgold), and Westgold is a substantial (10%+) holder, NMG is required to seek shareholder approval for the Proposed Transaction under ASX Listing Rule 10.1.

Listing Rule 10.5.10 requires the Notice of Meeting for shareholders' approval to be accompanied by a report by an independent expert expressing their opinion as to whether the transaction is fair and reasonable to the shareholders whose votes are not to be disregarded.

3.2 Regulatory guidance

Neither the Listing Rules nor the Corporations Act defines the meaning of 'fair and reasonable'. In determining whether the Proposed Transaction is fair and reasonable, we have had regard to the views expressed by ASIC in RG 111 which provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

RG 111 suggests that, where an expert assesses whether a transaction is 'fair and reasonable' for the purposes of ASX Listing Rule 10.1, this should not be applied as a composite test—that is, there should be a separate assessment of whether the transaction is 'fair' and 'reasonable', as in a control transaction. An expert should not assess whether the transaction is 'fair and reasonable' based simply on a consideration of the advantages and disadvantages of the proposal.

As the Proposed Transaction concerns BBGO purchasing gold ore from Zeus, there is no acquisition or disposal of securities taking place. As such, there is no control transaction element in our analysis. We have used RG 111 as a guide for our analysis.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price/ consideration is equal to or greater than the value of the securities/ assets which are the subject of the proposed transaction. In the case of NMG, the Crown Prince Ore is the subject of the Proposed Transaction, and the consideration is the Payment.

The assessment should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. We do not consider that the Proposed Transaction is a control transaction. We have focused on considering the fairness and reasonableness of BBGO's Payment to Zeus under the terms of the OPA.

RG 111 implies that a comparison should be made between the value of the consideration offered (BBGO's Payment to Zeus) and the value of the Zeus' asset (essentially the Crown Prince Ore).

Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if, despite being 'not fair', the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any alternatives.

Having regard to the above, BDO has completed this comparison in two parts:

- How the Payment being paid by BBGO to Zeus for gold processing under the OPA compares to the alternatives available to the Company, being:
  - Third-party toll processing options available in the region.
  - NMG processing the Ore independently (fairness – see Section 11 'Is the Proposed Transaction Fair?').
- An investigation into other significant factors to which Shareholders might give consideration, prior to approving the Proposed Transaction, after reference to the fairness assessment derived above (reasonableness – see Section 12 'Is the Proposed Transaction Reasonable?').

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('**APES 225**').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Proposed Transaction

On 30 May 2024, NMG announced that it had entered into a binding agreement with Westgold in relation to a strategic co-operation relationship (‘**Strategic Alliance**’) and strategic $6 million placement (‘**Strategic Placement**’) intended to advance the development of ore production from NMG’s mineral tenements.

A key term of the Strategic Alliance is NMG granting Westgold a right of first refusal in respect of any contemplated future toll treating or ore purchase agreements for all ore produced from certain mineral tenements owned by NMG including NMG’s Crown Prince Deposit.

The Strategic Placement to Westgold comprised the issue of 1,335,158,170 new fully paid ordinary shares in NMG at an issue price of $0.0045 per New Share to raise approximately $6 million (before costs). This completed on 4 June 2024. At completion of the Strategic Placement, Westgold became an 18.7% shareholder of NMG on an undiluted basis, and a 15.0% shareholder on a fully diluted basis. Subsequently, Westgold’s interest reduced to 17.97% as a result of the conversion of unlisted options.

On 11 December 2024 NMG executed the OPA with Westgold through Westgold’s subsidiary BBGO and NMG’s subsidiary Zeus, pertaining to the sale of Crown Prince Ore by Zeus to BBGO for a monthly payment. The OPA specifies for the Crown Prince Ore to be processed nearby at Westgold’s Bluebird Plant at its Meekatharra Project (‘**Bluebird Plant’**).

As at the date of this report, Westgold has a relevant interest in approximately 17.97% of the shares in NMG. As BBGO is an associate of Westgold (as BBGO is controlled by Westgold), and Westgold is a substantial (10%+) holder, NMG is required to seek shareholder approval for the Proposed Transaction under the ASX Listing Rules and obtain a report on the Proposed Transaction from an independent expert.

We consider the key elements of the OPA to be:

- BBGO will purchase the Crown Prince Ore from Zeus.
- BBGO will be responsible for collecting the Crown Prince Ore from the nominated collection point at the Crown Prince Deposit and the haulage of the Ore to Bluebird.
- The risk in the Ore will transfer to BBGO upon loading at the collection point.
- The title to Ore collected by BBGO and any gold derived from such Ore, will remain with Zeus until the parties have signed the Ore Parcel Certificate and BBGO has issued the recipient created tax invoice in respect of that Ore, then title to that Ore passes to BBGO at that time.
- The Ore will be processed by BBGO at the Bluebird Plant on a co-mingling basis.
- The first Ore is expected to be available for collection by BBGO by 30 September 2025 (‘**Commencement Date**’).
- The term of the agreement will be for at least the initial period defined in the OPA of two years (‘**Initial Period**’) commencing on the Commencement Date (‘**OPA Term**’). Following the expiration of the Initial Period, NMG and Westgold will meet on a rolling three-month basis to re-negotiate terms of the agreement, specifically regarding the quantity of Ore to be sold.
- Monthly minimum tonnage of Crown Prince Ore to be purchased by BBGO during the Initial Period is 30,000 tonnes (‘30**Kt**’) of wet ore (‘**Monthly Minimum Tonnes**’).
- Monthly maximum tonnage of Crown Prince Ore to be purchased by BBGO during the Initial Period is 50kt of wet ore (‘**Monthly Maximum Tonnes**’).
- The Crown Prince Ore will have a minimum gold grade of at least 1.5 grams per tonne (‘**g/t**’). However, based on discussions with NMG and information set out in Section 5.2 of this report on

the Crown Prince Deposit, we consider the Ore will have an average grade of at least 4.5 g/t for the Ore reserve case (‘**Crown Prince Grade**’). We note the grade may be lower when lower grades are accepted and for inferred material.

- The Crown Prince Ore will have an agreed recovery calculated from the sampling and bottle roll tests to be undertaken during the final grade control stage of drilling, we consider 95% (‘**Agreed Recovery**’) to be a reasonable estimate of gold recovery rates, for the purpose of our analysis.
- Zeus is to install a belt weigh scale at the Crown Prince Deposit in order to weigh the Ore parcels.

Payment for Ore

BBGO will make Payment to Zeus for all ‘Certified Ore Parcels’ collected during that calendar month calculated via the following formula **(‘Payment Formula’):**

Monthly Payment to Zeus = Aggregate Gold Payment – BBGO Costs – BBGO Margin – Relevant State Royalty

Where:

- **Aggregate gold payment** means the aggregate of the gold payments due for each Certified Ore Parcel collected in the relevant month where, for each parcel:
  - The gold payment means the gold purchased in that parcel x average gold price.
  - Gold purchased means the ((certified Weight of that parcel x certified grade of that parcel)/31.1035) x agreed recovery).
  - Certified weight of a parcel means for the weight of that parcel as set out in the ore parcel certificate.
  - Certified grade for a parcel means for the gold grade of that parcel as set out in the ore parcel certificate.
  - Agreed recovery means the agreed recovery for the parcel as set out in the ore parcel certificate.
  - Average gold price means the average of the gold price during the relevant month calculated by determining the gold price on each LBMA trading day in the Relevant Month and dividing by the number of such trading days.
- **BBGO costs** are calculated in accordance with the following formula:

  *BBGO Costs = (Average Processing Costs * Aggregate Certified Mass) + (Capital Recovery Charge * Aggregate Certified Mass) + Monthly Haulage Charge + Additional Works Charges* (‘**BBGO Costs**’)
  - Average Processing Costs: means an amount per dry tonne calculated by dividing the total processing costs for the plant in the relevant month by the total dry tonnes of material processed in the plant in that relevant month. This will be a minimum of $30/dry tonne (‘**Minimum Processing Costs**’) and a maximum of $45/dry tonne (‘**Maximum Processing Costs**’).
  - Processing costs: means all costs directly associated with the production of gold doré at the plant and including, but is not limited to, electrical power, site administrative charges, salaries and wages, reagents and consumables, maintenance spare parts (once used) and laboratory services but it does not include the cost of capital works or the use of third-party consultants or external laboratories.

- Capital Recovery Charge: the amount equal to 15% of average processing costs used for BBGO costs in the relevant month.
- Monthly Haulage Charge: means the loading and haulage (including road maintenance of Mt Clere Road, if applicable) charges from the haulage contractor for the loading and haulage of the relevant Parcels from the collection point to the delivery point in the relevant month plus an administration fee of 10%.
- Additional Works Charges: means the amount payable by Zeus for any additional works carried out in the relevant month.

- **BBGO Margin =** during the first three months after the Commencement Date this margin will be an amount equal to 8.5% of the aggregate gold payment. On completion of the first three months, the BBGO margin shall be an amount equal to 17% of the aggregate gold payment in the relevant month (**'BBGO Margin'**).
- **Relevant State Royalty** = The relevant state royalty means the amount equal to the State Royalty payable by BBGO as defined in the OPA in respect of gold only derived from the parcels collected in the relevant month.

5. Profile of NMG

5.1 Overview

NMG is an ASX listed gold exploration and development company which holds a 100% interest in its flagship Garden Gully Gold Project located in the Murchison goldfield near Meekatharra, Western Australia (**‘WA’**). The Company was incorporated in 2003 and was previously named Thundelarra Exploration Limited, changing its name to Ora Gold Limited in 2019, renaming again to NMG on 19 November 2024. NMG is currently headquartered in West Perth, WA.

The Company’s current Board of Directors and senior management comprise:

- Mr. Rick Crabb – Non-Executive Chairman
- Mr. Malcolm Randall – Non-Executive Director
- Mr. Frank DeMarte – Executive Director and Company Secretary
- Mr. Alex Passmore – Chief Executive Officer.

5.2 Garden Gully Gold Project

The Garden Gully Gold Project (**‘Garden Gully’**) comprises a 677 square kilometre (**‘km^2’**) tenure package covering the Abbotts Greenstone Belt (**‘AGB’**), located near Meekatharra, WA. Garden Gully has multiple gold prospects along the AGB including five early exploration stage prospects, seven advanced prospects, and one advanced resource prospect, the Crown Prince Deposit, which is on the pathway to production, advancing towards reserve definition and development.

The Crown Prince Deposit

Crown Prince is a high-grade gold deposit located within the granted mining lease M51/886, which is 22km north-west of Meekatharra, WA. Crown Prince comprises the Main Zone and Southeastern Zone, both of which continue to return high grade results. These mineralised zones are close in proximity to one another and commence at shallow depths.

On 28 November 2024, NMG released an updated Joint Ore Reserves Committee (‘**JORC**’) compliant Mineral Resource Estimate (‘**MRE**’) for the Crown Prince Deposit, bringing the total MRE to an indicated 1.51 million tonnes (**‘Mt’**) at a grade of 4.6g/t gold for 226 thousand ounces of gold (**‘koz’**), and an inferred 0.69Mt at 2.4g/t gold for 53koz for a total indicated and inferred 2.21Mt at 3.9g/t gold for 279koz of contained gold. Resources are shallow, delineated from the surface and located within a 300 metre (‘**m**’) by 380m area, representing open pit mining potential.

On 23 August 2023, NMG announced that it had completed reverse circulation drilling (**‘RC drilling’**) at the Crown Prince Deposit that had delivered high grade results. The results found that the inferred faulted hinge zone of the Southeastern Zone contains the high-grade intersections returned from the lower part of drill holes.

Assay results from the drilling phase that occurred during the period from August 2023 to November 2023 delivered further high-grade gold mineralisation and defined potential extensions to the zones, including a potential northeasterly extension to the Southeastern Zone.

After continuing to receive positive gold grades at the Crown Prince Deposit, NMG conducted an initial cyanide leaching program which featured 39 samples of varying grade (low, medium, high, oxide, fresh) to establish the behaviour of mineralised zones. The samples proved to be positive. Following this initial success, NMG engaged Independent Metallurgical Operations to conduct metallurgical test work to further assess the samples. On 7 March 2024, NMG announced the results of metallurgical test work for primary gold mineralisation at the Crown Prince Deposit. The test work highlighted overall gold recovery rates ranging from 98.2% to 99.8% with gravity recovery ranging from 66.6% to 90.5%. Further testing at a reduced cyanide concentration has shown that the gold can be recovered at relatively low cyanide levels, reducing tailing management costs and processing costs.

On 19 April 2024, NMG announced results from drilling completed at the start of 2024, the assay results from this drilling phase at the Southeastern Zone delivered further high-grade gold mineralisation down dip from previously reported intersections. Subsequently on 31 July 2024, the Company announced further high-grade results returned from RC drilling in the Southern-Eastern Zone and that holes have been drilled on the eastern part of Garden Gully to test for mineralisation ahead of waste rock dump design.

In its quarterly activities report for the period ended 30 September 2024, NMG announced it undertook sterilisation drilling in areas designated for infrastructure and waste rock landforms and that mine site layout design and project scope has been well advanced.

Relevant to the Proposed Transaction, we note that NMG does not possess a gold processing plant at Garden Gully.

Other prospects

While NMG is primarily focused on developing the Crown Prince Deposit, Garden Gully has multiple other gold prospects along the belt. There has been little recent activity at these prospects.

The early-stage prospects include:

- Abernathy
- Airstrip
- Crescent
- Eclipse
- West Caledonian.

The advanced prospects include:

- Abbotts
- Lydia;
- Kingswood
- Moonlight
- Sabbath
- Transylvania
- White Horse.

NMG is exploring all prospects on the belt in addition to being focused on resource growth at the Crown Prince Deposit.

5.3 Significant corporate events

Changes to the composition of the NMG Board of Directors and Key Management Personnel:

- On 24 February 2023, NMG announced the resignation of Non-Executive Director Philip Crabb.

- On 9 March 2023, NMG appointed Alex Passmore as Chief Executive Officer.

On 13 February 2023, NMG announced it was undertaking a fully underwritten rights issue to raise $8.85 million. The placement was in the form of a renounceable entitlement offer of three new fully paid ordinary shares in NMG for every one existing share held at 16 February 2023 at an issue price of $0.003 per new share, together with one free attaching option for every four new shares subscribed for, exercisable at $0.006 with a two year expiry. The issue price represented a 62.5% discount on NMG's last closing price of $0.008 on 8 February 2023. On 7 March 2023 NMG announced the entitlement offer had closed on 2 March 2023. The number of new shares offered under the entitlement offer was 2,952,693,849. Valid applications were received for 884,135,886 new shares for a total subscription amount of $2.65 million, which represented a take-up of approximately 30% of the new shares offered.

On 7 July 2023, NMG announced it had launched a $3 million capital raising in the form of a $2 million placement of 500,000,000 new shares in NMG to institutional and sophisticated investors at $0.004 per share and a $1 million Share Purchase Plan to existing shareholders at the same price. Under the Share Purchase Plan, NMG offered existing shareholders the opportunity to subscribe for a maximum of $30,000 of fully paid ordinary shares. The share price for the new shares represented a 33.33% discount to NMG's last trading price. NMG planned to use these funds for further drilling and evaluation at the Crown Prince Deposit, and for general working capital including costs of the capital raising. On 9 August 2023, NMG announced that the Share Purchase Plan closed substantially oversubscribed, with the Company receiving valid applications from eligible shareholders totalling $5.91 million. NMG announced that it would undertake a scale back of valid applications.

On 7 August 2023, NMG announced that it had entered into a binding agreement with Sipa Resources Limited (**'Sipa'**) to acquire 100% of Sipa's indirect legal and beneficial interests in tenements and other assets comprising the Murchison Project in WA. The Murchison Project comprises 14 exploration licences and 3 applications for exploration licences encompassing 460km^2 in the Murchison region. This tenement package is located adjacent and to the south of NMG's Golden Gully project. NMG believed the acquisition was consistent with their strategic focus of growing Garden Gully to scale, and that the Murchison Project is highly prospective yet underexplored, with limited drill testing of basement rocks performed.

NMG acquired the Murchison Project in consideration for a cash payment of $600,000 (half on completion of the transaction and the remaining half three months after completion), plus the issue of $800,000 in shares at an issue price of $0.006 per share, being 133,333,334 shares (half on completion and the remaining half three months after completion). The consideration totalled $1.4 million. This acquisition tripled the size of NMG's existing 217km^2 ground position in the region so that Garden Gully now covers the majority of the AGB. On 21 September 2023, NMG advised that the acquisition of the Murchison Project from Sipa had completed.

On 2 November 2023, NMG announced that it had received commitments to raise $5 million (before costs) via a placement of 833,333,333 fully paid ordinary shares in the Company at an issue price of $0.006 per share to institutional and sophisticated investors. NMG advised that proceeds from the placement would be used for accelerating ongoing and planned drilling, exploration and technical programs at the Crown Prince Deposit, and for general working capital, including a $300,000 cash payment to Sipa as the final tranche of cash consideration relating to the acquisition of the Murchison Project. The placement completed in the same month.

On 30 May 2024, NMG announced a binding agreement with Westgold in relation to a Strategic Alliance and Strategic Placement of $6 million at $0.0045 per share, equivalent to 18.7% shareholding in NMG intended to advance the development of ore production from NMG's mineral tenements. See Section 4 for further details.

5.4 Historical Statements of Financial Position

Consolidated Statement of Financial Position	Audited as at 30-Sep-24 $	Audited as at 30-Sep-23 $	Audited as at 30-Sep-22 $
CURRENT ASSETS			
Cash and cash equivalents	3,392,660	2,302,651	108,691
Trade and other receivables	361,273	213,903	53,981
Other financial assets	45	45	48
TOTAL CURRENT ASSETS	**3,753,978**	**2,516,599**	**162,720**
NON-CURRENT ASSETS			
Other receivables	38,857	38,857	-
Property, plant and equipment	175,803	194,956	80,965
Right of use asset	105,374	163,444	-
Exploration and evaluation expenditure	10,678,101	4,196,689	-
TOTAL NON-CURRENT ASSETS	**10,998,135**	**4,593,946**	**80,965**
TOTAL ASSETS	**14,752,113**	**7,110,545**	**243,685**
CURRENT LIABILITIES			
Trade and other payables	699,539	1,782,240	79,429
Provisions	279,760	197,103	230,187
Lease liabilities	61,746	54,486	-
TOTAL CURRENT LIABILITIES	**1,041,045**	**2,033,829**	**309,616**
NON-CURRENT LIABILITIES			
Borrowings	-	-	4,317,274
Provisions	-	-	10,121
Lease liabilities	50,519	110,876	-
TOTAL NON-CURRENT LIABILITIES	**50,519**	**110,876**	**4,327,395**
TOTAL LIABILITIES	**1,091,564**	**2,144,705**	**4,637,011**
NET ASSETS	**13,660,549**	**4,965,840**	**(4,393,326)**
EQUITY			
Contributed equity	88,536,963	77,364,582	66,394,449
Reserves	9,524,009	9,291,242	8,745,592
Accumulated losses	(84,400,423)	(81,689,984)	(79,533,367)
TOTAL EQUITY	**13,660,549**	**4,965,840**	**(4,393,326)**

Source: NMG's audited financial statements for the years ended 30 September 2024, 30 September 2023 and 30 September 2022.

We note that the Company's auditor outlined the existence of material uncertainty relating to going concern in NMG's Annual Report for the year ended 30 September 2022.

Commentary on Historical Statements of Financial Position

- Cash and cash equivalents increased from $2.30 million as at 30 September 2023 to $2.84 million as at 30 September 2024. This increase of $1.09 million was primarily the result of a $5 million capital raise completed in November 2023, and a $6 million capital raise completed in May 2024. This was partially offset by $2.26 million in payments to suppliers and employees, $0.56 million in share issue costs, $6.91 million in payments for exploration and evaluation expenditure, and the second and final payment of $0.30 million to Sipa for the purchase of the Murchison Project, as outlined in Section 5.3.
- Capitalised exploration and evaluation expenditure increased from $4.20 million as at 30 September 2023, to $10.68 million as at 30 September 2024. This increase is primarily from increased drilling activities at the Crown Prince Deposit during the period.

- Trade and other payables decreased from $1.78 million as at 30 September 2023, to $0.70 million as at 30 September 2024, as the September 2023 figure included $0.30 million of cash consideration and $0.40 million of deferred shares consideration for the acquisition of the Murchison Project (outlined in Section 5.3) which were paid during the September 2024 period.
- Borrowings decreased from $4.32 million as at 30 September 2022 to nil as at 30 September 2023 due to repayments of $3.00 million in cash and $1.44 million in shares.

5.5 Historical Statements of Profit or Loss and Other Comprehensive Income

Consolidated Statement of Profit or Loss and Other Comprehensive Income	Audited for the year ended 30-Sep-24 $	Audited for the year ended 30-Sep-23 $	Audited for the year ended 30-Sep-22 $
Revenue	126,340	24,026	378
Other revenue	44,382	-	40,674
Gross profit	**170,722**	**24,026**	**41,052**
Amortisation and depreciation	(111,958)	(52,324)	(12,949)
Share-based payments expense	(503,267)	(151,602)	(4,229)
Exploration expenditure written off or impaired	(27,950)	(582,561)	(1,124,248)
Administration expenses	(2,228,776)	(1,260,031)	(964,328)
Interest expense on lease liability	(9,210)	(2,828)	-
Interest costs	-	(131,297)	(246,886)
Loss before income tax	**(2,710,439)**	**(2,156,617)**	**(2,311,588)**
Income tax benefit	-	-	-
Loss for the year from continuing operations	**(2,710,439)**	**(2,156,617)**	**(2,311,588)**
Other comprehensive income	**-**	**-**	**-**
Total comprehensive loss for the year, net of tax	**(2,710,439)**	**(2,156,617)**	**(2,311,588)**

Source: NMG's audited financial statements for the years ended 30 September 2024, 30 September 2023 and 30 September 2022.

We note that the Company's auditor outlined the existence of material uncertainty relating to going concern in NMG's Annual Report for the year ended 30 September 2022.

Commentary on Historical Statements of Profit or Loss and Other Comprehensive Income

- Revenue for the year ended 30 September 2024 was comprised principally of bank interest received and receivable.
- Other revenue for the year ended 30 September 2024 included tenement data sales, administrative services, and net gain on disposal of fixed assets.
- Exploration expenditure written off for the years ended 30 September 2022 and 30 September 2023 related to impairment of exploration expenditure.
- Administration expenses of $2.23 million for the year ended 30 September 2024 consisted of general and other administrative expenses of $1.03 million, and employee expenses of $1.20 million.

5.6 Capital structure

The share structure of NMG as at 9 January 2025 is outlined below:

	Number
Total ordinary shares on issue	7,429,196,958
Top 20 shareholders	4,476,854,062
Top 20 shareholders - % of shares on issue	60.26%

Source: NMG share registry information as at 9 January 2025

The range of shares held in NMG as at 9 January 2025 is as follows:

Range of Shares Held	No. of Ordinary Shareholders	No. of Ordinary Shares	Percentage of Issued Shares (%)
1 - 1,000	361	88,056	0.00%
1,001 - 5,000	411	1,199,293	0.02%
5,001 - 10,000	274	2,139,400	0.03%
10,001 - 100,000	1,009	49,311,998	0.66%
100,001 - and over	1,583	7,376,458,211	99.29%
TOTAL	**3,638**	**7,429,196,958**	**100.00%**

Source: NMG share registry information as at 9 January 2025

The ordinary shares held by the most significant shareholders as at 9 January 2025 are detailed below:

Name	No. of Ordinary Shares	Percentage of Issued Shares (%)
Westgold Resources Limited	1,335,158,740	17.97%
Ragged Range Mining Pty Ltd	743,270,094	10.00%
Subtotal	**2,078,428,834**	**27.98%**
Others	5,350,768,124	72.02%
Total ordinary shares on Issue	**7,429,196,958**	**100.00%**

Source: NMG share registry information as at 9 January 2025

The options on issue in NMG as at 9 January 2025 are outlined below:

Description	No. of options
Options exercisable at $0.0060 with expiry date of 9 March 2025	508,401,619
Options exercisable at $0.0060 with expiry date of 27 March 2025	648,212,938
Options exercisable at $0.0180 with expiry date of 8 April 2025	28,750,000
Options exercisable at $0.0060 with expiry date of 24 April 2025	31,000,000
Options exercisable at $0.0090 with expiry date of 10 December 2025	55,000,000
Options exercisable at $0.0045 with expiry date of 28 February 2026	30,000,000
Options exercisable at $0.0370 with expiry date of 1 March 2026	12,000,000
Options exercisable at $0.0120 with expiry date of 21 October 2026	15,000,000
Options exercisable at $0.0087 with expiry date of 28 February 2027	40,000,000
Options exercisable at $0.0060 with expiry date of 27 March 2028	64,458,205
Total number of options	**1,432,822,762**
Cash raised if options are exercised ($)	**9,631,937**

Source: NMG share registry information as at 9 January 2025

As at 9 January 2025 NMG has 49,038,547 performance rights on issue with vesting conditions that must be satisfied prior to an expiry date of 27 March 2028.

6. Profile of Westgold

6.1 Overview

Westgold is an ASX200 list listed company focused on gold exploration, development and production across WA. The company has three major projects in the Murchison region being Fortnum, Meekatharra and Cue and two projects in the Southern Goldfields region being Beta Hunt and Higginsville. Westgold was incorporated in 1987 and is based in Perth, WA. In August 2024, Westgold merged with Canadian, Toronto Stock Exchange (‘**TSX**’) listed Karora Resources Inc. (‘**Karora**’). Westgold is listed under ASX/TSX: WGX.

In our profile of Westgold, we have included information on its projects, financial statements and corporate events only to the extent they relate to the Proposed Transaction.

6.2 Murchison operations

Westgold’s Murchison operations are located around the towns of Meekatharra and Cue in the mid-west region of WA and currently encompass three operating mines (Big Bell, Fender and Bluebird-South Junction) and the Great Fingall Mine in development. The Murchison operations include three processing hubs, the Bluebird Plant at Meekatharra (the processing plant intended to be used under the OPA), the Tuckabianna plant near Cue and Fortnum.

The JORC compliant MRE for the Murchison operations are:

	Measured			Indicated			Inferred			Total		
	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au
Operating projects	5,303	3.29	561	16,457	3.51	1,855	16,719	3.05	1,641	38,479	3.28	4,056
Non-operating projects	2,884	2.39	221	41,741	1.77	2,370	27,100	2.14	1,864	71,724	1.93	4,455

Source: MRE from Westgold as at 23 September 2024

The JORC compliant Ore Reserve Statement (‘**ORE**’) for the Murchison operations are:

	Proven			Probable			Total		
	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au
Operating projects	10,640	1.58	539	11,107	3.17	1,132	21,747	2.39	1,671
Non-operating projects	1,260	1.36	55	6,828	1.52	334	8,088	1.50	389

Source: ORE from Westgold as at 23 September 2024

6.2.1. Meekathara Project and the Bluebird Plant

Westgold’s Meekatharra Project is located around the town of Meekathara, WA. The project includes Westgold’s historic gold mining centres of Meekathara North, Paddy’s Flat, Yaloginda, Nannine and Reedy’s. Meekatharra includes a 1.6-1.8 million tonnes per annum (‘**Mtpa**’) Bluebird processing hub, a 420-person village and associated mining infrastructure to support fly-in and drive-in operations. Bluebird is the processing plant that Westgold intends to process the Ore purchased from NMG under the OPA.

The Bluebird underground mine commenced production in financial year (‘**FY**’) FY2022 and the processing hub performed strongly in FY2023, treating 1.5mt, slightly below the plant’s capacity, mainly due to the high percentage of hard rock feed. Across FY2023 and FY2024, the Bluebird Plant received ore from the Bluebird, Paddy’s Flat and Triton – South Emu underground mines, along with excess ore from Big Bell and supplementary low-grade stockpiles.

Recent drilling at the Bluebird mine assisted in achieving higher grades for less tonnes, resulting in improved profitability and cash flow, delivering 452kt at 3.7 g/t for FY2024. Westgold continues to prioritise an extensive resource drilling programme to grow the mine's footprint.

Westgold has a number of growth projects and exploration targets for the Meekatharra Project, such as extensions to the Bluebird underground mine and new targets across the central package. Recently, Westgold began transitioning the Bluebird mine plan to focus on South-Junction's mining areas, which will be the operational focus for FY2025. This strategy is expected to re-optimise the Bluebird mining areas and increase outputs, to a rate of 1.2Mtpa from Bluebird-South Junction by June 2025.

In January 2024, an operational pause was implemented at Paddy's Flat to allow the mine to transition to an exploration phase, targeting a restart of the mine once a three-to-four year mine plan is defined. Prior to this, the mine was failing to meet profitability metrics, with underperformance driven both by a lack of drill data across the Paddy's Flat operation, and the inherent complexity of the mine.

6.2.2. Cue Project

Westgold's operations around the regional town of Cue encompass the historic mining centres of Big Bell, Cuddingwarra, Day Dawn and Tuckabianna. This includes two WA ahistoric gold producing mines in Big Bell and Great Fingall. The Cue Project includes a 1.2-1.4 Mtpa Tuckabianna processing hub, a 148-person village at Big Bell, a 266-person village at Cue and associated mining infrastructure to support a fly-in and drive-in mining operation.

6.2.3. Fortnum Project

Westgold's Fortnum Project is located 150km northwest of Meekatharra, WA, encapsulated in the historic mining centres of Labouchere, Fortnum, Horseshoe and Peak Hill. The processing hub at Fortnum incorporates a 0.8-0.9 Mtpa processing plant, a 200-person village, an airstrip and associated infrastructure to support fly-in fly-out. Production at Fortnum is dominated by the Starlight underground mine which provides low grade feedstock to the processing plant.

6.3 Southern Goldfields operations

Westgold's Southern Goldfields operations are located in the south-east corner of WA and currently encompass the Beta Hunt Project and the Higginsville Project. The Southern Goldfields assets came under ownership by Westgold following its merger with Karora in August 2024.

The JORC compliant MRE for the Southern Goldfields operations are:

	Measured			Indicated			Inferred			Total		
	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au
Operating mines	1,166	2.76	104	18,241	2.69	1,579	13,388	2.60	1,119	32,795	2.66	2,801
Non-operating projects	12,859	1.37	565	16,981	1.62	882	6,083	2.05	402	35,923	1.60	1,849

Source: MRE from Westgold as at 23 September 2024

The JORC compliant ORE for the Murchison operations are:

	Proven			Probable			Total		
	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au	Kt	Au (g/t)	Koz Au
Operating mines	304	2.69	26	6,075	2.69	526	6,379	2.69	552
Non-operating projects	7,973	1.34	342	6,006	1.81	349	13,979	1.54	692

Source: ORE from Westgold as at 23 September 2024

6.3.1. Beta Hunt Project

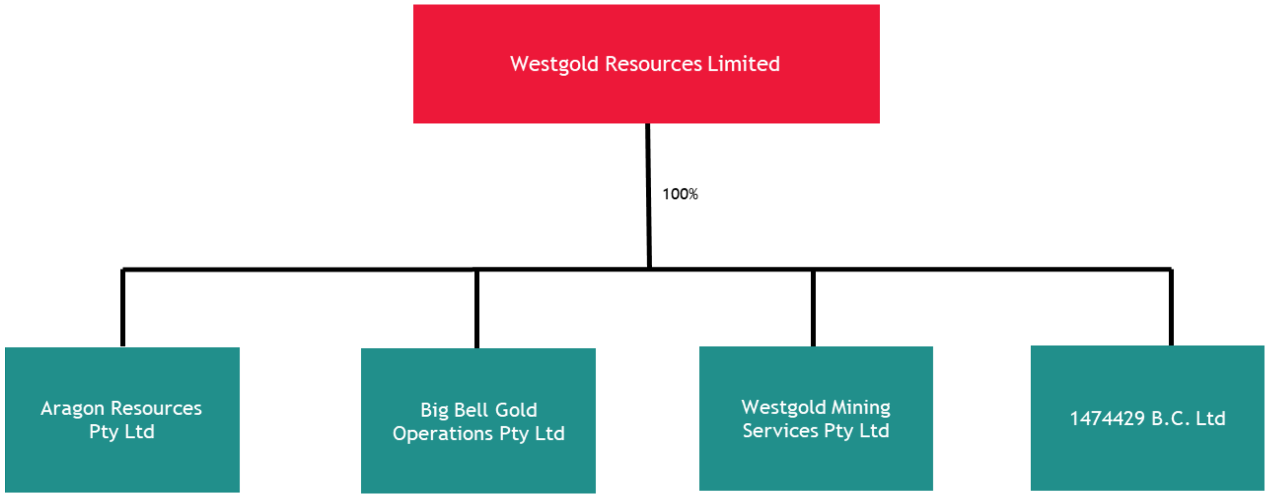
The Beta Hunt Project is an underground mine located 600km from Perth in Kambalda, WA, prospective for gold and nickel. The tenement in which Beta Hunt sits is owned by Gold Fields Limited (‘**GFL**’), Westgold operates the project through a sub-lease agreement with GFL.

6.3.2. Higginsville Project

The gold operations at Higginsville are located approximately 75km south of the Beta Hunt Mine in Higginsville, WA. The project includes a 1.6Mtpa processing plant, 192 mining tenements including the Aquarius, Hidden Secret, Mousehollow, Two Boys, Baloo, Pioneer, Fairplay North, Mitchell, Wills, Challenge and Mount Henry deposits.

6.4 Organisational structure

The following table illustrates the organisational structure of Westgold.



Source: Westgold’s Annual Report as at 30 June 2024

6.5 Recent corporate events

Changes to the composition of the Westgold Board of Directors and Key Management Personnel:

- On 5 November 2023, Westgold appointed David Kelly as a Non-Executive Director.
- On 1 August 2024, Westgold appointed Leigh Junk and Shirley In’t Veld as Non-Executive Directors.
- On 15 October 2024, Westgold announced it had appointed Aaron Rankine as Chief Operating Officer with effect from 20 January 2025.
- On 28 November 2024, Westgold announced the resignation of Leigh Junk as Non-Executive Director.

On 22 November 2023, Westgold announced it had established a new $100 million Revolving Corporate Facility (‘**RCF**’) under a Secured Syndicated Facility Agreement executed with ING Bank Australia and Societe Generale, with each bank providing 50% of the RCF. The RCF may be used for general corporate purposed and has a three-year term, with a bullet repayment at maturity.

On 9 January 2024, Westgold announced that trading in its ordinary shares had commenced on the OTCQX Best Market (‘**OTCQX**’) in the United States (‘**US**’) under the symbol WGXRF. The OTCQX is a high tier over-the-counter market, where 12,000 US and global securities are traded.

On 30 May 2024, NMG announced that it had entered into a binding agreement with Westgold in relation to a Strategic Alliance with the primary aim of advancing the development of Crown Prince into production, and a Strategic Placement in NMG of $6 million at $0.0045 per share, equivalent to a fully diluted 15% pro forma shareholding in NMG. As part of the Strategic Alliance, NMG and Westgold are to agree to the terms of the OPA, being the Proposed Transaction. See Section 4 of our Report for further details on the OPA.

On 8 April 2024, Westgold announced that Karora, a Canadian TSX listed gold producer, had agreed to combine with Westgold in a merger pursuant to which Westgold will acquire 100% of the issued and outstanding common shares of Karora by way of a statutory plan of arrangement under the Canada Business Corporations Act. Karora shareholders would receive 2.524 Westgold fully paid ordinary shares, $0.68 in cash, and 0.30 of a share in a new company to be de-merged from Karora, SpinCo, for each Karora share held at the closing of the transaction.

Upon completion of the transaction Westgold shareholders will own 50.1% of enlarged Westgold, while former Karora shareholders will own 49.9%. Westgold will have a portfolio of assets capable of producing +400 thousand ounces per annum (**'kozpa'**) of gold exclusively in Western Australia.

On 9 July 2024, Karora shareholders approved the merger between Westgold and Karora at Karora's annual general and special meeting of shareholders with 99% of votes recorded in favour, thus satisfying the arrangement agreement between Westgold and Karora which required the approval of at least 66.67% of the votes cast.

On 1 August 2024, Westgold and Karora announced the completion of the merger. The fair value of the share consideration was $1.24 billion and the cash consideration paid was $126 million. On 6 August 2024, Westgold's shares commenced trading on the TSX.

On completion of the merger, Karora Managing Director of Australia, Leigh Junk, and Karora Director Shirley In't Veld were appointed to Westgold's Board as Non-Executive Directors.

6.6 Historical Statements of Financial Position

Consolidated Statement of Financial Position	Audited as at 30-Jun-24 $	Audited as at 30-Jun-23 $	Audited as at 30-Jun-22 $
CURRENT ASSETS			
Cash and cash equivalents	236,039,162	176,411,855	182,701,502
Trade and other receivables	6,845,501	6,854,911	7,122,734
Inventories	71,600,123	82,739,473	96,082,089
Prepayments	8,479,999	6,449,836	5,427,078
Other financial assets	1,649,443	4,149,443	1,930,033
TOTAL CURRENT ASSETS	**324,614,228**	**276,605,518**	**293,263,436**
NON-CURRENT ASSETS			
Financial assets at fair value through profit and loss	8,010,952	8,157,712	6,799,309
Property, plant and equipment	204,459,735	140,903,171	147,916,103
Mine properties and development	364,254,621	258,787,650	263,803,557
Exploration and evaluation expenditure	147,861,258	123,487,370	104,577,467
Right-of-use assets	3,299,105	5,310,415	10,814,702
TOTAL NON-CURRENT ASSETS	**727,885,671**	**536,646,318**	**533,911,138**
TOTAL ASSETS	**1,052,499,899**	**813,251,836**	**827,174,574**
CURRENT LIABILITIES			
Trade and other payables	148,035,107	79,227,398	88,017,524
Provisions	14,788,299	11,809,258	13,066,226
Interest-bearing loans and borrowings	23,376,904	15,942,787	22,842,019

Consolidated Statement of Financial Position	Audited as at 30-Jun-24 $	Audited as at 30-Jun-23 $	Audited as at 30-Jun-22 $
TOTAL CURRENT LIABILITIES	**186,200,310**	**106,979,443**	**123,925,769**
NON-CURRENT LIABILITIES			
Provisions	71,012,521	66,274,692	69,669,839
Interest-bearing loans and borrowings	31,232,548	11,548,031	20,117,792
Deferred tax liabilities	72,253,414	30,110,372	25,693,717
TOTAL NON-CURRENT LIABILITIES	**174,498,483**	**107,933,095**	**115,481,348**
TOTAL LIABILITIES	**360,698,793**	**214,912,538**	**239,407,117**
NET ASSETS	**691,801,106**	**598,339,298**	**587,767,457**
EQUITY			
Issued capital	462,597,009	462,997,480	463,468,148
Accumulated profit/(losses)	27,419,534	(63,075,769)	(73,079,253)
Share-based payments reserve	20,290,932	16,923,956	15,884,931
Other reserves	181,493,631	181,493,631	181,493,631
TOTAL EQUITY	**691,801,106**	**598,339,298**	**587,767,457**

Source: Westgold's audited financial statements for the years ended 30 June 2024, 30 June 2023 and 30 June 2022.

Commentary on Historical Statements of Financial Position

- Cash and cash equivalents increased from $176 million as at 30 June 2023 to $236 million as at 30 June 2024. This increase of $60 million is primarily the result of an increase in receipts from customers from $657 million as at 30 June 2023 to $716 million as at 30 June 2024 and a decrease in payments to suppliers and employees from $491 million as at 30 June 2023 to $371 million as at 30 June 2024. This was partially offset by an increase in payments for mine properties and development, which increased from $95 million as at 30 June 2023, to $202 million as at 30 June 2024.
- Property, plant and equipment increased during the year ended 30 June 2024, from $141 million as at 30 June 2023, to $204 million. This is due to an increase of $61 million in additions for capital work in progress.
- Mine properties and development increased from $259 million as at 30 June 2023, to $364 million as at 30 June 2024. This $105 million increase is primarily a result of additions for mine properties of $24 million, and additions for mine capital development of $178 million. This has been partially offset by the amortisation charge for the year.

6.7 Historical Statements of Profit or Loss and Other Comprehensive Income

Consolidated Statement of Comprehensive Income	Audited for the year ended 30-Jun-24 $	Audited for the year ended 30-Jun-23 $	Audited for the year ended 30-Jun-22 $
Revenue	716,472,565	654,371,234	647,576,618
Cost of sales	(559,496,779)	(631,598,901)	(620,300,818)
Gross profit	**156,975,786**	**22,772,333**	**27,275,800**
Other income	12,209,600	10,999,888	4,663,417
Finance costs	(4,679,953)	(2,457,285)	(1,398,660)
Other expenses	(27,245,190)	(17,369,902)	(12,967,460)
Impairment of mine properties and property plant and equipment	-	-	(175,535,410)

Consolidated Statement of Comprehensive Income	Audited for the year ended 30-Jun-24 $	Audited for the year ended 30-Jun-23 $	Audited for the year ended 30-Jun-22 $
Net (loss)/gain on fair value changes of financial assets	-	4,435	(2,014,040)
Exploration expenditure written off	(286,140)	-	(110,165)
Profit/(Loss) before income tax	**136,974,103**	**13,949,469**	**(160,086,518)**
Income tax benefit	(41,742,573)	(3,945,985)	48,967,227
Profit/(Loss) for the year from continuing operations	**95,231,530**	**10,003,484**	**(111,119,291)**
Other comprehensive income	**-**	**-**	**-**
Total comprehensive profit/(loss) for the year, net of tax	**95,231,530**	**10,003,484**	**(111,119,291)**

Source: Westgold's audited financial statements for the years ended 30 June 2024, 30 June 2023 and 30 June 2022.

Commentary on Historical Statements of Profit or Loss and Other Comprehensive Income

- Revenue for the year ended 30 June 2024 of $716 million relates to contracts with customers and comprises $689 million from sale of gold at spot, $25 million from sale of gold under forward contracts, and $3 million from sale of silver.
- Other income of $12 million for the year ended 30 June 2024 comprises interest income, fair value gain on remeasurement of financial assets, net gain on sale of property, plant and equipment, and other income.
- Other expenses comprise administration expenses and depreciation expenses relating to assets not involved in the production of gold.

7. Economic analysis

NMG and Westgold and their subsidiaries are primarily exposed to the risks and opportunities of the Australian market through their Australian operations and domiciliation's as well as their primary listings on the ASX. As such, we have presented an economic analysis of Australia.

At the December 2024 Monetary Policy Decision meeting, the Reserve Bank of Australia ('**RBA**') left the cash rate unchanged at 4.35%. Since the November 2023 meeting, the RBA has kept interest rates at the highest level since April 2022, in line with the post-COVID-19 deflationary policy. The current monetary policy is aimed at returning inflation to the RBA's target of 2-3% within a reasonable timeframe, noting that indicators such as a strengthening of the labour market and growing labour and non-labour costs pose upside risks to inflation. For the year ended September 2024, the trimmed mean consumer price index ('**CPI**') was 3.5%, as forecast, but still above the 2.5% midpoint of the inflation target. In line with the November 2024 Statement of Monetary Policy, the RBA's forecasts indicate that inflation will not return sustainably to the midpoint of the target until 2026.

The inflation forecast reflects resilient consumer demand, combined with the RBA's assessment that the economy is weaker than previously forecast based on less capacity to meet economic demand. In addition, indicators of household consumption and economic activity appear to be slowing with a gradual rise in the unemployment rate, which is at 4.1% in October 2024, up from the trough of 3.5% in late 2022. However, the employment rate grew strongly over the three months to October 2024, the participation rate remains close to record highs, vacancies are still relatively high and average hours worked have stabilised. At the same time, youth unemployment and underemployment rates have recently declined.

Economic recovery appears to be slower than estimated headlined by disruptions to the economic position of Australia's main trading partner. In China, property woes have led to weaker consumption and commodity prices such iron ore. Public authorities in China have responded to the weak outlook for economic activity by implementing more expansionary policies, although the impact of these measures remains to be seen. In the United States, growth has been robust however there remains uncertainty about the inflation and growth outlook pending the outcome of the elections.

Based on the most recent data, household and public consumption led to a strengthening of domestic demand, although the net effect of import growth and softer exports have had a negative effect on gross domestic product ('**GDP**') growth. For the year ended September 2024, GDP growth was 0.8%. Outside of the COVID-19 pandemic, this is the slowest pace of growth since the early 1990's.

Since late 2022, equity prices in Australia have continued to increase, following suit from the United States equity market. The rise in equity prices has largely been driven by increased expectations of future earnings growth, most notably in the technology sector, although in the recent weeks, markets have seen significant pullbacks due to lower than expected earnings of some large technology companies and scepticism over the convertibility of investment in artificial intelligence into earnings. More recently, global equities were significantly set back by a rise in interest rates by the Bank of Japan as the policy setters looked to support a struggling Yen, causing a sell off of both Japanese and global equities, including in Australia.

Among other major economies around the world, the rebound from the COVID-19 pandemic waned throughout 2022 which contributed to a significant slowdown in the global economy. In Australia, as in many advanced economies, persistent systemic inflation and energy prices have weighed on demand. For the remainder of 2024, it is anticipated that GDP growth in Australia's key trading partners will continue to fall below expectations.

Outlook

The economic outlook remains highly uncertain, and according to the RBA, recent data indicates that the process of returning inflation to target is unlikely to be smooth and may take longer than previously expected. To date, medium-term inflation expectations have been consistent with the inflation target and the RBA emphasised the importance of this remaining the case. While headline inflation has declined substantially, the RBA still consider underlying inflation, which is more indicative of inflation momentum, to be too high. Services price inflation remains high, as observed overseas, but it is expected to gradually decline as domestic inflationary pressures moderate and growth in labour and non-labour costs ease.

Conditions in the labour market are expected to further ease to align broadly with full employment conditions that can be sustained over time without contributing to inflationary pressures in the coming years. Nominal wage growth is expected to remain strong in the near term and then gradually decline in line with labour market easing.

Economic growth in Australia is forecast to remain subdued as earlier interest rate hikes and inflation continue to weigh on consumption, albeit at a gradual pace. Growth is expected to gradually increase from late 2024 as inflation declines and household income pressure eases. However, the full impact of policy tightening on household consumption is uncertain and seems to be lagging behind. Household consumption is expected to experience growth to levels seen pre-pandemic by around mid-2025 supported by increases in real income growth due to tax cuts and declining inflation.

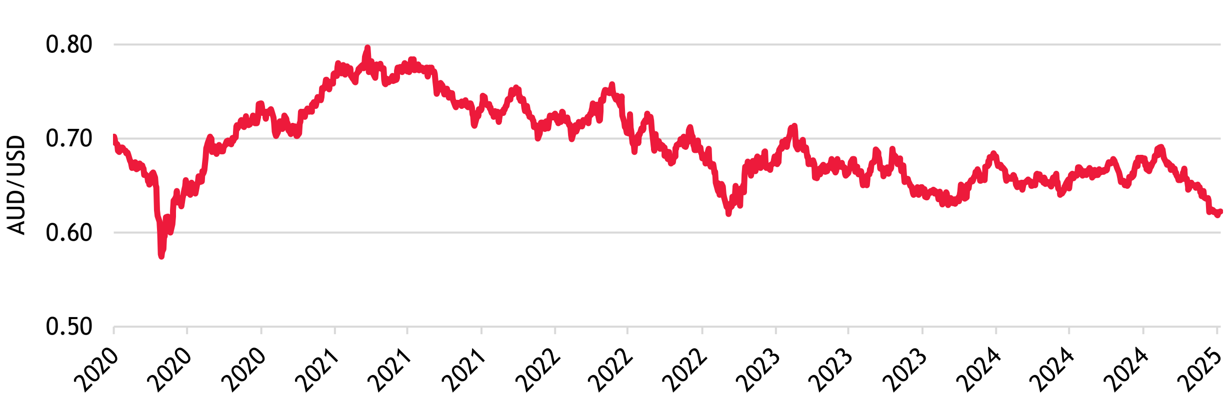
Considering that economic growth of Australia's trading partners has been slower than expected, domestic growth expectations have been pushed out. However, there remains a high level of uncertainty around the Chinese economic outlook and the implications of the conflicts in Ukraine and the Middle East, which may have significant implications for supply chains.

The current economic landscape in Australia includes elements of inflation and high interest rates which could increase operational costs for NMG. However, the gradual easing of inflationary pressures and expected recovery in household consumption by mid-2025 may provide some relief. The slowdown in China's economy and weaker commodity prices, particularly iron ore, could affect demand for Australian exports, but gold often acts as a safe-haven asset during economic uncertainty, potentially benefiting NMG.

Exchange rate analysis (AUD/USD)

NMG will sell gold in AUD rather than US Dollars ('**USD**'). Therefore, to the extent that it relates to our assessment, we have presented an analysis on the AUD and USD cross rates. The graph below sets out the historical AUD/USD exchange rate from January 2020 to January 2025 (sourced from Bloomberg).

Historical AUD/USD exchange rate



Source: Bloomberg, BDO analysis

Over the past five years, the AUD/USD exchange rate has ranged from a high of approximately 0.80 AUD/USD in March 2020 to a low of around 0.57 AUD/USD in February 2021. As of January 2025, the exchange rate stands at 0.62 AUD/USD. This exchange rate has historically been influenced by several key factors, including interest rate differentials between the US Federal Reserve and the RBA, commodity prices (such as iron ore and gold), inflation in both countries and global risk sentiment.

For example, during times of heightened global risk aversion, the Australian dollar tends to weaken as investors move towards the perceived safety of the US dollar. Conversely, stronger commodity prices and economic growth in China, Australia's largest trading partner, typically support the AUD. Recently, the Australian dollar has reached a near five-year low as at January 2025, driven by China's ongoing economic issues and potential impacts of U.S. trade policies. These fluctuations are crucial for gold miners, as movements in the cross rate directly affect the AUD price of gold, which is the primary revenue driver for many Australian gold producers.

We note we have presented our analysis of forecast AUD/USD exchange rates in Section 10.

Source: www.rba.gov.au Statement by the Reserve Bank Board: Monetary Policy Decision dated 10 December 2024 and prior periods, Statement on Monetary Policy 5 November 2024 and prior periods, Minutes of the Monetary Policy Meeting of the Reserve Bank Board 24 September 2024 and prior periods. Reserve Bank of Australia "Drivers of the Australian Dollar", The Australian, News.com.au.

8. Industry analysis

Given the nature of NMG and Westgold's gold operations, we set out an industry analysis for the Australian exploration mining sector for ASX-listed companies, as well as the gold industry more broadly.

Exploration Sector

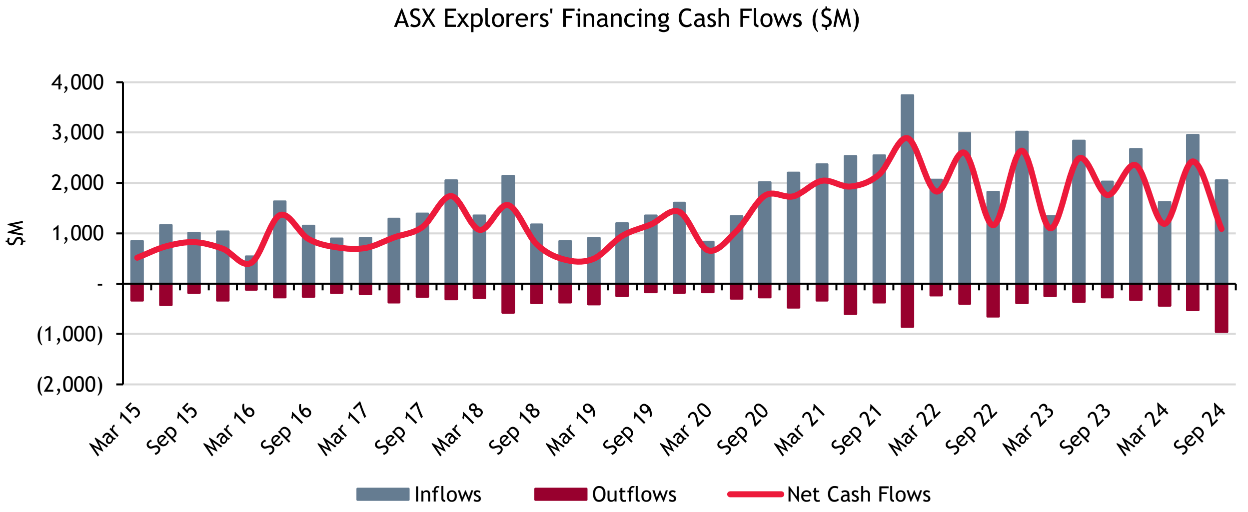
BDO reports on the financial health and cash positions of ASX-listed exploration companies based on the quarterly Appendix 5B reports lodged with the ASX. ASX-listed mining and oil and gas exploration companies are required to submit an Appendix 5B report each quarter, detailing the company's cash flows, available financing facilities, and management's expectations of future funding requirements.

BDO's report for the September quarter of 2024 highlights a contraction in the number of ASX-listed exploration companies, with eight fewer explorers compared to the June 2024 quarter. This marks the largest reduction since the December 2019 quarter, driven by a combination of market volatility, funding challenges, regulatory pressures, and shifting investor focus.

Financing cash inflows decreased by 31% to $2.0 billion, following an 82% surge in the June 2024 quarter. The average financing inflow per company was $2.68 million, 8% below the two-year average of $2.91 million (since September 2022). Despite a relatively healthy level of fundraising, financing cash outflows increased by 83%, contributing to a 55% decline in net financing cash flows compared to the previous quarter. Historically, the September quarter has shown a seasonal dip in capital-raising activity following the COVID-19 pandemic. However, the September 2024 quarter outperformed the corresponding quarters in 2023 and 2022, with a smaller decline from the preceding June quarter. This trend may indicate stronger investor confidence and greater resilience in the sector.

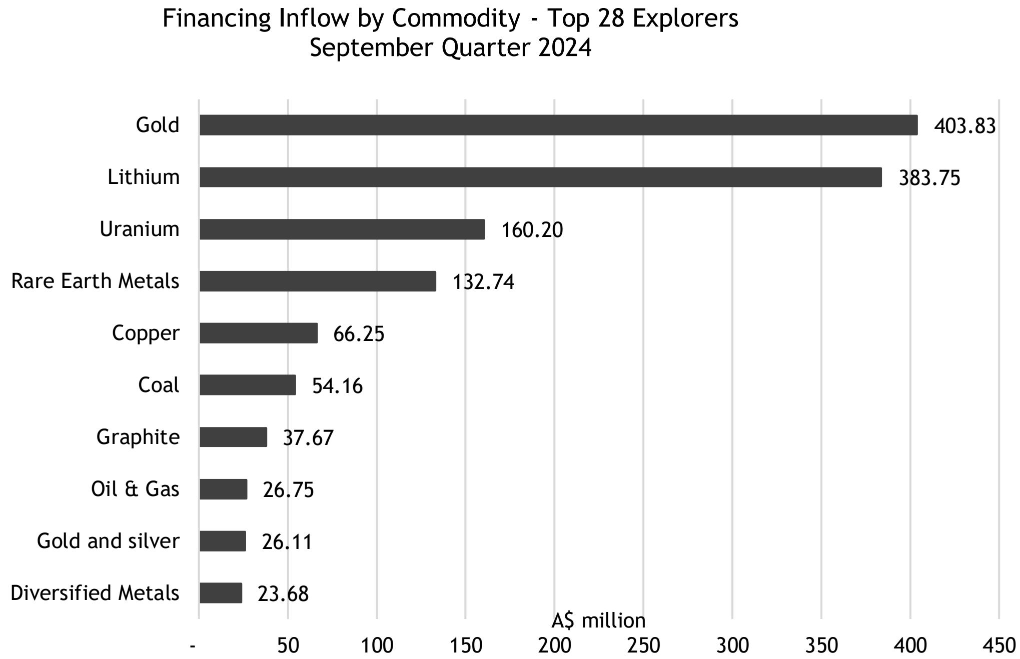
During the quarter, 28 companies raised over $10 million in debt and equity funding (classified as Fund Finders), 20 fewer than the June 2024 quarter and the lowest number since the early pandemic disruptions of 2020. Fund Finders were led by eight gold companies, with the remaining 20 companies spread across nine commodities, including rare earth metals, uranium, lithium, copper, oil and gas and diversified metals.

Equity accounted for 57% of total funds raised during the September 2024 quarter, a significant decrease from the two-year average of 73%. The decline reflects tighter market conditions and increased reliance on alternative funding sources such as debt and partnerships.



Source: BDO analysis

Gold maintained its position as the leading commodity in the quarter, raising $403 million. This performance was driven by geopolitical uncertainty, including conflict in the Middle East, which pushed gold prices to a record high of US$2,672/oz. Central bank demand and gold's hedge against market volatility reinforced its resilience.

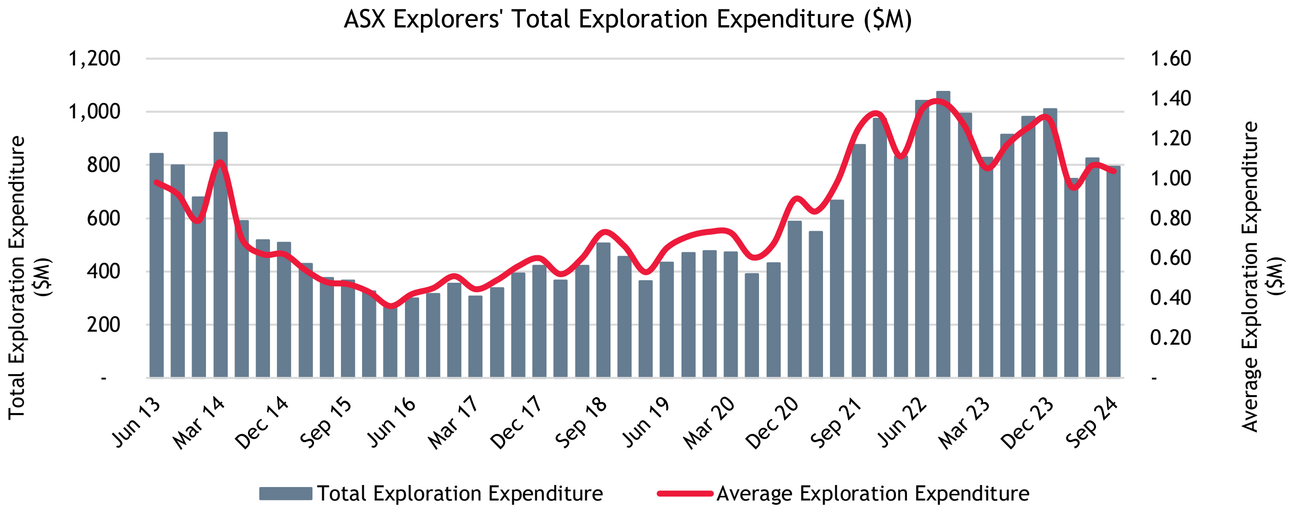


Source: BDO analysis

Lithium reclaimed its position as one of the top two Fund Finders, largely driven by Liontown Resources' flagship Kathleen Valley Lithium Project, which underscored investor confidence in large-scale lithium projects. However, broader sentiment in the lithium sector softened due to overcapacity and declining prices, exacerbated by weaker electric vehicle sales growth.

Exploration expenditure reached $795 million in the September 2024 quarter, representing a 4% decline from the June 2024 quarter and a 12% drop compared to the two-year average (since September 2022). The average exploration spend per company fell to $1.04 million, slightly below the previous quarter and 11% below the two-year average.

Current expenditure levels indicate that exploration is relatively weak compared to the historical two-year period. This downturn in activity reflects the financial pressures explorers are facing, including rising costs, limited access to capital and ongoing economic uncertainty, leading to a more cautious approach. Total exploration spend for ASX-listed exploration companies is set out in the chart below.



Source: BDO analysis

The top ten exploration spends, totalling $125 million, included five lithium companies, two oil and gas companies, two gold and copper companies, and one gold company. The prominence of lithium and oil and gas highlights the ongoing impact of the energy transition on both traditional and modern energy sources.

Notable investments in the lithium sector during the September 2024 quarter came from Latin Resources Limited, Galan Lithium Limited, Winsome Resources Limited, Ioneer Limited, and Delta Lithium Limited, collectively spending $67.2 million on exploration activities, reflecting the sector's commitment to resource development amid the global energy transition and evolving supply chain dynamics. While strong fundraising success in 2023 has left advanced lithium explorers and developers well-capitalised to progress projects toward production, smaller explorers face increasing challenges in securing funding due to tightening financial conditions.

Investments in the September 2024 quarter underscored gold's role as a 'safe haven asset,' securing $403 million in funding amid tightened equity markets and rising geopolitical instability. Elevated prices and continued central bank demand highlighted its resilience as a hedge against market volatility and currency risks. In parallel, the growing divide between larger, well-capitalised players and smaller explorers is feeding into a broader trend in the industry, with consolidation expected to reshape the sector, reduce exploration risks, and create more resilient market players in the coming year.

Source: BDO Explorer Quarterly Cash Update: September 2024 and prior releases.

Gold

Gold is a soft malleable metal which is highly desirable due to its rarity, permanence, and unique mineral properties. Gold has been used in jewellery and as a form of currency for thousands of years, though more recently, there has been increasing demand for its use in the manufacture of electronics, dentistry, medicine, and aerospace technology.

In addition to its practical applications, gold also serves as an international store of monetary value. Gold is widely regarded as a monetary asset as it is considered less volatile than world currencies and therefore provides a safe haven investment during periods of economic uncertainty.

The mining and mineral processing techniques applied to gold is determined by the nature of the ore deposit. Gold contained in oxide ore deposits are typically of low grade and are simple to extract and readily amenable by cyanidation. Consequently, highly disseminated gold can be contained within sulphide minerals which require mining, crushing, grounding and to be followed by gravity separation to recover the gold, subject to flotation to concentrate the sulphide mineral fraction containing the gold. Inherently, the costs associated with the treatment of oxide ore are significantly less than of sulphide ores.

Once mined, gold continues to exist indefinitely and can be recycled to produce alternative or replacement products. Consequently, demand for gold is supported by both gold ore mining and gold recycling. A summary of the recent historical supply of gold is set out in the table below:

Gold supply (tonnes)	2019	2020	2021	2022	2023	Q1 2024	Q2 2024	Q3 2024
Mine production	3,596	3,482	3,589	3,625	3,644	859	929	989.8
Net producer hedging	6	(39)	(7)	(13)	17	(25)	(6)	0.2
Recycled gold	1,276	1,293	1,136	1,140	1,237	349	335	323
Total supply	**4,878**	**4,736**	**4,718**	**4,752**	**4,899**	**1,183**	**1,258**	**1,313**

Source: World Gold Council Statistics, 30 October 2024

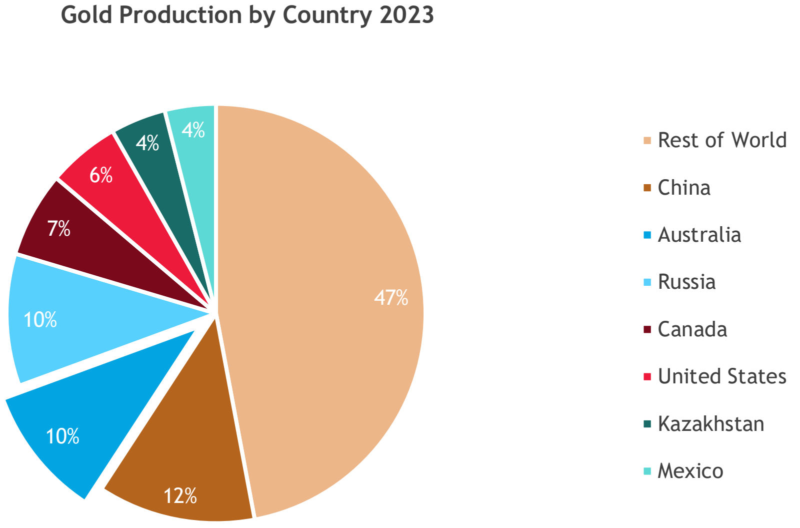
The World Gold Council expects gold to remain supported with the development of new mines in North America, Asia and Australia scheduled for 2024. Heightened geopolitical tension during a key election year for many major economies, as well as the ongoing financial uncertainty from weakening global economic conditions could see a persistent demand in gold. Continued purchases by major central banks and concerns about a global recession is anticipated to offer further backing for the commodity. However, the risk of tighter monetary policy or an economic soft landing, particularly concerning the United States economy, could result in gold divestment.

Gold ore mining is a capital intensive and high-cost process, which becomes increasingly difficult and more expensive as the quality of ore reserves diminish. The industry also incurs many indirect costs related to exploration, royalties, overheads, marketing and native title law. Typically, many of these costs are fixed in the short term as a result of industry operators' inability to significantly alter cost structures once a mine commences production.

The gold industry is geographically diverse as China, Australia and Russia lead global gold production. According to the United States Geological Survey (**'USGS'**), total estimated global gold ore mined for 2023 was approximately 3,000 metric tonnes. Charts on the following page illustrate the estimated global gold production and reserves by country for 2023.

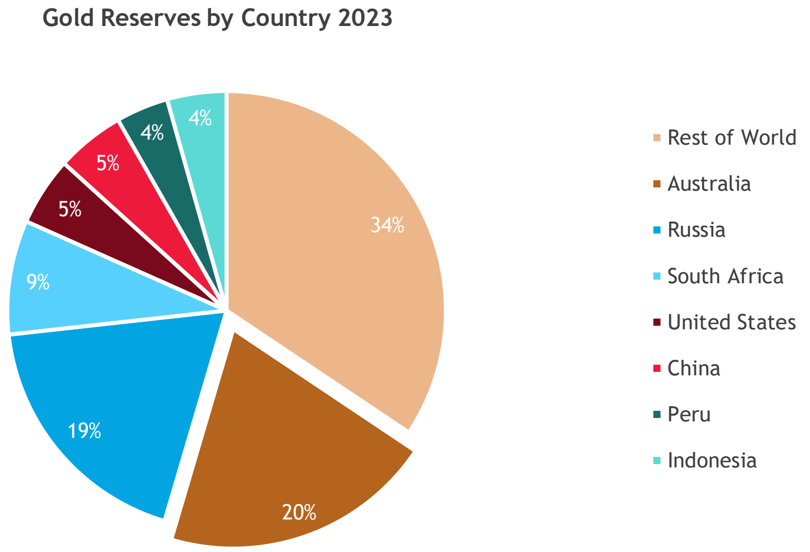
Gold production and reserves

The USGS estimates that overall global gold production in 2023 remained relatively unchanged from 2022 as production decreases in Peru and Mali were more than offset by production increases in Kazakhstan, South Africa and Tanzania.



Source: U.S. Geological Survey, January 2024

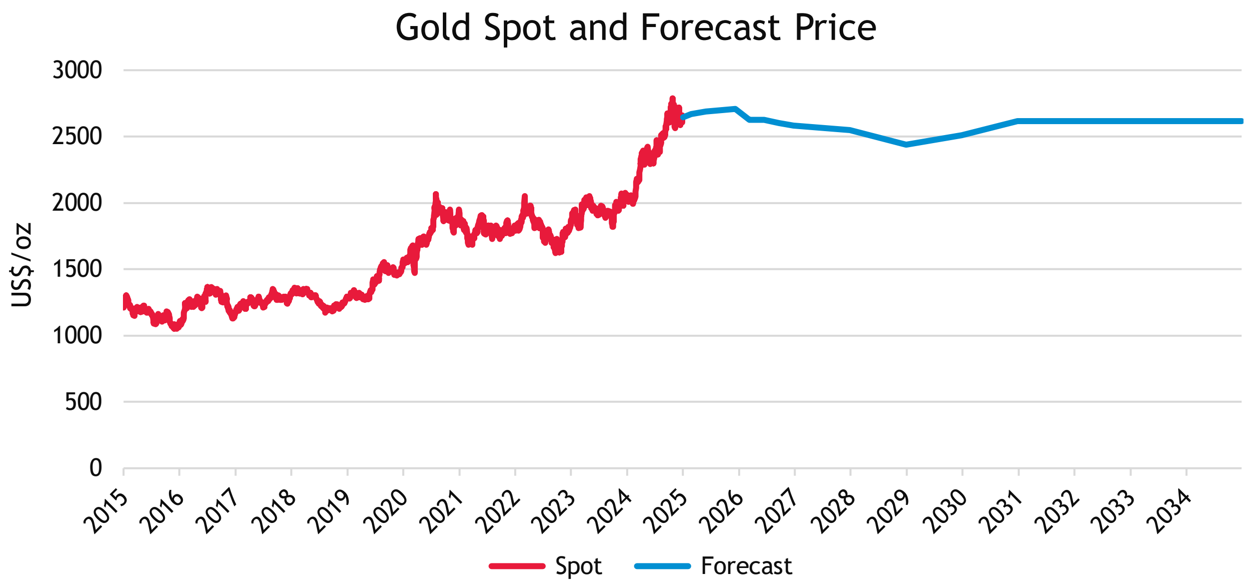
Despite China leading global gold production in 2023, Australia, Russia and South Africa hold the largest known gold reserves globally. As depicted below, the USGS estimates that collectively, these three countries account for approximately 48% of global gold reserves.



Source: U.S. Geological Survey, January 2024

According to USGS, Australia's gold reserves amount to 12,000 tonnes, representing over 20% of global reserves and the largest held by any one country.

Gold prices



Source: Bloomberg and Consensus Economics Survey dated 18 October 2024

The figure above sets out the historical gold spot price from January 2014 to January 2025 (sourced from Bloomberg), and the gold price forecast from 2025 to 2034 (sourced from Consensus Economics).

Over the period from 2014 through to 2019, the gold price fluctuated between US$1,100/oz and US$1,400/oz. Throughout 2020, gold prices fluctuated significantly. Demand for gold increased in response to the uncertainty created by the pandemic, as investors prioritised safe haven assets. In late March 2020, the increasing demand for gold was interrupted by a panic selloff as investors began to realise their profits amidst growing uncertainty. Gold spot prices fell to a yearly low of US$1,471/oz, before rallying in late July and early August to exceed US$2,000/oz. COVID-19 was the primary driver of the increase in gold price, as central banks injected billions of dollars into financial markets and investors reallocated to other assets such as gold.

Through to early January 2021, the price of gold increased due to further fallout from the US Election, climbing back over US$1,900/oz after remaining in the US$1,800s/oz through most of December 2020. For the rest of 2021, the price of gold traded between US$1,600/oz and US$1,900/oz as demand fluctuated throughout the year. Rising US treasury yields initially threatened gold's appeal as an inflation hedge by increasing the opportunity cost of holding the precious metal. However, concerns regarding the spread of the Delta Variant of COVID-19 increased gold's appeal as a safe-haven asset. The price of gold exceeded US$1,800/oz in early July 2021. However, this was quickly reversed in the following months as the US Federal Reserve signalled policy tightening, which coming sooner than anticipated, drove US treasury yields and a stronger US dollar. Towards the end of the year, gold prices strengthened following the US Federal Reserve's announcement to reduce purchases of Government bonds, as well as the release of US inflation data which revealed an annualised inflation rate of 6.2%, its highest level since 1990.

The invasion of Ukraine by Russia in February 2022 saw gold prices climb above US$1,900/oz and peak at US$2,039/oz during March. During this time, there were several newly applied economic sanctions on Russia, whilst US inflation sat at an annualised rate of 8.5%. In May 2022, the price of gold weakened to US$1,800/oz following the US Federal Reserve's aggressive monetary tightening to control rising inflation. The gold price continued to decline until September 2022, before its recovery, driven by a combination of slowing US inflation, depreciation of the US dollar, and increased gold demand by central banks for reserve diversification.

In the first quarter of 2023, several financial institutions, such as the Credit Suisse Group AG and the Silicon Valley Bank, faced liquidity and investor confidence issues. A lack of confidence in some parts of the banking sector supported the gold price. In early April 2023, gold prices surpassed US$2,000/oz as investors speculated the end of interest rate tightening in the US.

Through January and February of 2024, gold continued to largely trade above US$2,000/oz. However, from March, the gold price rapidly increased to just over US$2,400/oz in May, reaching a record high. The rise in the gold price was attributed to several factors including geopolitical instability from conflicts in Ukraine and the Middle East, global inflation, and an increased holding in gold by central banks in developing countries.

In the month of June 2024, the gold price retreated from its peak in May to an average price of US$2,328/oz. Following June, the gold price began to rise, reaching a high of $2,787/oz in October. For the remainder of 2024 the gold price remained relatively stable at an average price of approximately $2,660/oz. At the beginning of January 2025, the gold price was $2,640/oz. These record highs observed at the back end of 2024 were driven by a strong US dollar in the wake of Trump's election victory and demand for the safe-haven asset amid a rise in geopolitical risk associated with the Russia-Ukraine and Israel-Hamas wars.

According to Consensus Economics, the gold price is expected to retreat from current levels in the medium term before gradually strengthening over the long-term (from year 2030 onward). From 2025 to 2029, Consensus Economics expects the gold price (on a nominal basis) to range between approximately $2,400/oz to $2,700/oz. The nominal long-term forecast is expected to be around US$2,615/oz. Consensus Economics states gold should continue to see support from a number of factors going forward, including central bank purchases, growing US debt, global uncertainties and geopolitical risks.

Gold mining, processing and distribution

WA gold mining companies typically follow a multi-step process to extract gold from ore. Initially, the ore is mined from open-pit or underground operations and then transported to a processing plant. At the plant, the ore undergoes crushing and grinding to reduce it to a fine slurry. This slurry is then subjected to various processes such as gravity separation, flotation, and cyanidation to concentrate the gold. The concentrated gold is further refined using techniques like carbon-in-leach or carbon-in-pulp to produce gold doré bars, which are semi-pure alloys of gold.

Once the gold doré bars are produced, they are transported to refineries for further purification. These bars are securely transported, often under tight security measures, to ensure their safe delivery. After refining, the pure gold is sold on the global market. WA gold mining companies typically sell their gold through contracts with major buyers or on the open market, where prices are influenced by global supply and demand dynamics. The refined gold is then transported to buyers, which can include banks, jewellery manufacturers, and industrial users.

Source: Bloomberg, Consensus Economics, IBISWorld, World Gold Council and Reuter, Goldsecure.com.au

9. Approach adopted for the fairness assessment

In assessing whether the Proposed Transaction is fair for the purposes of ASX Listing Rule 10.1, we have considered the key terms of the OPA, focusing on the fairness of the Payment from BBGO to Zeus for the Crown Prince Ore.

We have approached fairness by addressing the following:

1. Comparing our assessment of the value to Zeus (over the course of the OPA) of selling the Crown Prince Ore to BBGO for processing, with the value to Zeus of selling the Crown Prince Ore to another operator for processing (assuming that alternative operators can be identified).
2. Comparing our assessment of the value to Zeus (over the course of the OPA) of selling the Crown Prince Ore to BBGO for processing, with the value to Zeus of building and/or commissioning its own processing facility to process the Crown Prince ore and then Zeus selling the processed ore.

We have elected to use these approaches because, as outlined in Section 5.2, NMG does not currently possess a gold processing facility at Garden Gully. Therefore, we consider the most appropriate assessment of the fairness of the Proposed Transaction is to contemplate other viable alternatives to the proposal for NMG to process the Crown Prince Ore at BBGO's Bluebird Plant.

Undertaking these two comparisons involves an assessment of the following three components.

9.1 Assessment of the value of the Payment under the Proposed Transaction

In order to test the fairness of the Proposed Transaction, we have assessed the value of the Payment by BBGO to Zeus for the Crown Prince Ore, so that we can compare this to the identified alternatives.

When assessing the value of the Payment, we have considered the following key terms of the OPA:

- the Payment Formula
- the OPA Term
- the Monthly Minimum Tonnes and the Monthly Maximum Tonnes of Crown Prince Ore proposed to be supplied by Zeus from the Crown Prince Deposit
- the Crown Prince Grade
- the Agreed Recovery
- the forecast gold price
- the BBGO Costs
- the BBGO Margin
- Royalties.

We have assessed the value of the Payment by constructing a simple discounted cash flow ('**DCF**') model ('**the Model**') to determine the estimated net present value ('**NPV**') of the cashflows deriving from the proposed monthly payment to be received by Zeus. The Model also includes our gold price, exchange rate and inflation assumptions. We consider this to be the most appropriate methodology for assessing the value of the Payment.

9.2 Assessment of alternative toll processing options available

In order to test the fairness of the Proposed Transaction, we have considered the feasibility and costs associated with NMG utilising an alternative third-party toll processing facility.

In assessing alternative toll processing options, we have considered:

- Gold processing facilities within the Meekathara region (where the Crown Prince Deposit and the Bluebird Plant are located) and surrounding regions.
- Determining whether any processing plants have spare capacity and estimating the toll processing charge.
- The extent to which haulage costs, based on proximity to the Crown Prince Deposit, may become prohibitively expensive.

9.3 Assessment of the option for NMG to process the Ore independently

We have considered the feasibility, timing and costs associated with the possibility of NMG developing a gold processing plant at its Garden Gully Project and itself processing the Crown Prince Ore (as well as the ability to process anticipated output from NMG's other Garden Gully prospects) (‘**Garden Gully Plant**’).

Based on our assessment of the cost of the Garden Gully Plant, we then made the comparison between:

- the NPV of the Payment; and
- the NPV of the Payment excluding the BBGO Margin (as Zeus would not incur the BBGO Margin), less the cost of the Garden Gully Plant.

In assessing construction costs for an appropriate processing facility, we have considered:

- That the facility should be for the purpose of gold ore processing.
- That the facility should be of a capacity that can process at least the Monthly Maximum Tonnes of 50Kt per month or 0.6Mtpa.
- Whether there should be any change to the processing cost per tonne of the Garden Gully Plant in comparison with the Minimum Processing Costs and Maximum Processing Costs in the OPA.

10. Fairness assessment

10.1 Assessment of the value of the proposed Payment by BBGO to Zeus

We have elected to use the DCF approach in valuing the proposed Payment by BBGO to Zeus. The DCF approach estimates the fair value of the Payment by discounting the future cash flows to be received by Zeus from BBGO to its NPV. The value we have ascribed is based on a simple DCF (the Model) we have constructed, which is built having regard to the Payment Formula defined in the OPA to forecast the monthly Payments to be received by Zeus from the Commencement Date to the end of the Initial Period, applying our view of future economic assumptions.

We note that the Model exclusively values the Payment to be received by Zeus from BBGO and does not value the Crown Prince Deposit at a project level, therefore the Model excludes additional costs that would otherwise reduce the NPV of the project if it were to be valued at a project level, such as mining costs, rehabilitation costs and general and administrative expenses to be incurred by NMG.

The main assumptions underlying the Model include:

- Gold prices
- Inflation rates
- Foreign exchange rates for USD / AUD
- Monthly Minimum Tonnes and Monthly Maximum Tonnes Ore quantities
- Crown Prince Grade
- Agreed Recovery
- BBGO Costs
- BBGO Margin
- Royalties
- Corporate taxes
- Discount rate.

Limitations

Since forecasts relate to the future, they may be affected by unforeseen events and they depend, in part, on the effectiveness of management's actions in implementing the plans on which the forecasts are based. Accordingly, actual results may vary from the forecasts included in the Model, as it is often the case that some events and circumstances do not occur as expected, or are not anticipated, and those differences may be material.

Economic assumptions used in the DCF valuation of the Payment

Gold price

The Model forecasts cash flows to be generated from the sale of gold ore and therefore considers the gold price. In assessing the forecast commodity prices, we have considered the Consensus Economics price forecasts as at November 2024. The average gold prices applied are shown in the table below.

Commodity price forecast	2025	2026	2027
Average gold price (USD/oz) (nominal)	2,649	2,548	2,440

Source: Bloomberg, BDO analysis

Inflation

As the Model reflects costs in AUD, we have applied the forecast Australian inflation rate to the BBGO costs. In forming our assessment of the forecast inflation rate, we have had regard to consensus views of forecast inflation as at November 2024, sourced from Bloomberg, as well as the long-term inflation target set by the RBA. The inflation assumptions we have adopted are outlined in the table below.

Inflation rate forecast	2025	2026	2027
Australia inflation rate	2.80%	2.70%	2.50%

Source: Bloomberg, RBA, BDO analysis

Exchange rates

As our gold price forecast data from Consensus Economics is in USD, we have considered broker consensus forecasts sourced from Bloomberg to arrive at our foreign exchange rate assumptions. We have implemented the following AUD to USD exchange rate forecast.

Exchange rate forecast	2025	2026	2027
AUD:USD	0.68	0.72	0.72

Source: Bloomberg, BDO analysis

Gold purchased

The Model forecasts the gold ore to be purchased in AUD based on the Payment Formula, which implies the gold purchased is to be calculated as:

Aggregate gold payment = *(((weight of parcel x grade of parcel)/31.1035) x Agreed Recovery) x gold price*

We have assumed the following inputs in relation to our gold purchased calculation:

- Weight: the mid-point of the Monthly Minimum Tonnes and Monthly Maximum Tonnes being 40Kt per month, less a 5% reduction for moisture content to arrive at dry tonnage.
- Grade = the Crown Prince Grade of 4.5g/t.
- Agreed Recovery = 95% which we consider to be reasonable for the Crown Prince Ore.

The forecast average monthly gold to be purchased by BBGO is shown in the table below.

Forecast gold purchased	2025	2026	2027
Average gold purchased ($ 000s)	20,345	18,481	17,697

Source: Bloomberg, BDO analysis

BBGO Costs

The Model reflects the BBGO costs to be deducted from the monthly Payment to Zeus, based on the Payment Formula and discussions with the management of NMG, the BBGO costs are to be calculated as:

BBGO costs = *(average processing costs * aggregate certified weight) + (capital recovery charge * aggregate certified weight) + monthly haulage charge*

We have assumed the following inputs in relation to our BBGO costs calculation:

- Average processing costs: the mid-point of the Minimum Processing Costs and the Maximum Processing Costs of $38/tonne per month.
- Capital recovery charge: 15%.
- Weight: the mid-point of the Monthly Minimum Tonnes and Monthly Maximum Tonnes of 40Kt per month, less a 5% reduction for moisture content to arrive at dry tonnage.

- Monthly haulage charge: $8.22 per wet tonne.

The forecast average monthly nominal BBGO costs are shown in the table below.

Forecast BBGO costs	2025	2026	2027
Average BBGO costs ($ 000s)	1,799	1,792	1,792

Source: Bloomberg, BDO analysis

BBGO Margin

The Model reflects the BBGO margin to be deducted from the monthly Payment to Zeus, based on the Payment Formula, which specifies the BBGO margin will be 8.5% for the first three months of the Initial Period OPA and then 17% thereafter.

Royalties

We have assumed the state royalty charge on the gold purchased to be a 2.5% payment of the royalty value of gold produced as calculated in accordance with the Mining Regulations WA 1981.

Taxation

Taxation has been applied at the notional rate of 30% which represents the current corporate tax rate in Australia.

Discount rate

To calculate the NPV of the future cash flows to be received by Zeus, we have deemed the weighted average cost of capital ('**WACC**') to be most appropriate as a discount rate to account for the risks inherent in these cash flows.

For the assessment of the value of the proposed Payment by BBGO to Zeus, we have selected a discount rate of 11%. We have used our preferred rounded midpoint to discount the post-tax cash flows in the Model.

In selecting our range of discount rates, we considered the following:

- The rate of return for comparable ASX listed gold producing mining companies operating in WA.
- The risk profile of the Payment as compared to the projects of the comparable companies identified.

A detailed consideration of how we arrived at the adopted post-tax nominal discount rate range is discussed in Appendix 3.

Sensitivity analysis

We have analysed the most material assumptions to the Model and have prepared sensitivities on the post-tax NPV. The sensitivity analysis considers the value of the Payment when applying:

- a relative change of +/- 10% to the gold price.
- a relative change of +/- 10% to the BBGO costs.
- an absolute change of +/- 1% to the rate of inflation rate assumed.
- a discount rate in the range of 10.0% to 12.0%.

Sensitivity analysis of the Payment to the gold price					
Gold price	-10.00%	-5.00%	-	5.00%	10.00%
NPV ($ 000s)	187,202	199,223	211,244	223,265	235,285

Source: BDO analysis and the Model

Sensitivity analysis of the Payment to the BBGO Costs					
BBGO costs	-10.00%	-5.00%	-	5.00%	10.00%
NPV ($ 000s)	214,152	212,698	**211,244**	209,790	208,336

Source: BDO analysis and the Model

Sensitivity analysis of the Payment to the inflation rate					
Inflation rate	-1.00%	-0.50%	-	0.50%	1.00%
NPV ($ 000s)	211,520	211,382	**211,244**	211,106	210,967

Source: BDO analysis and the Model

Sensitivity analysis of the Payment to the discount rate					
Discount rate	10.00%	10.50%	**11%**	11.50%	12.00%
NPV ($ 000s)	212,934	212,085	**211,244**	210,412	209,589

Source: BDO analysis and the Model

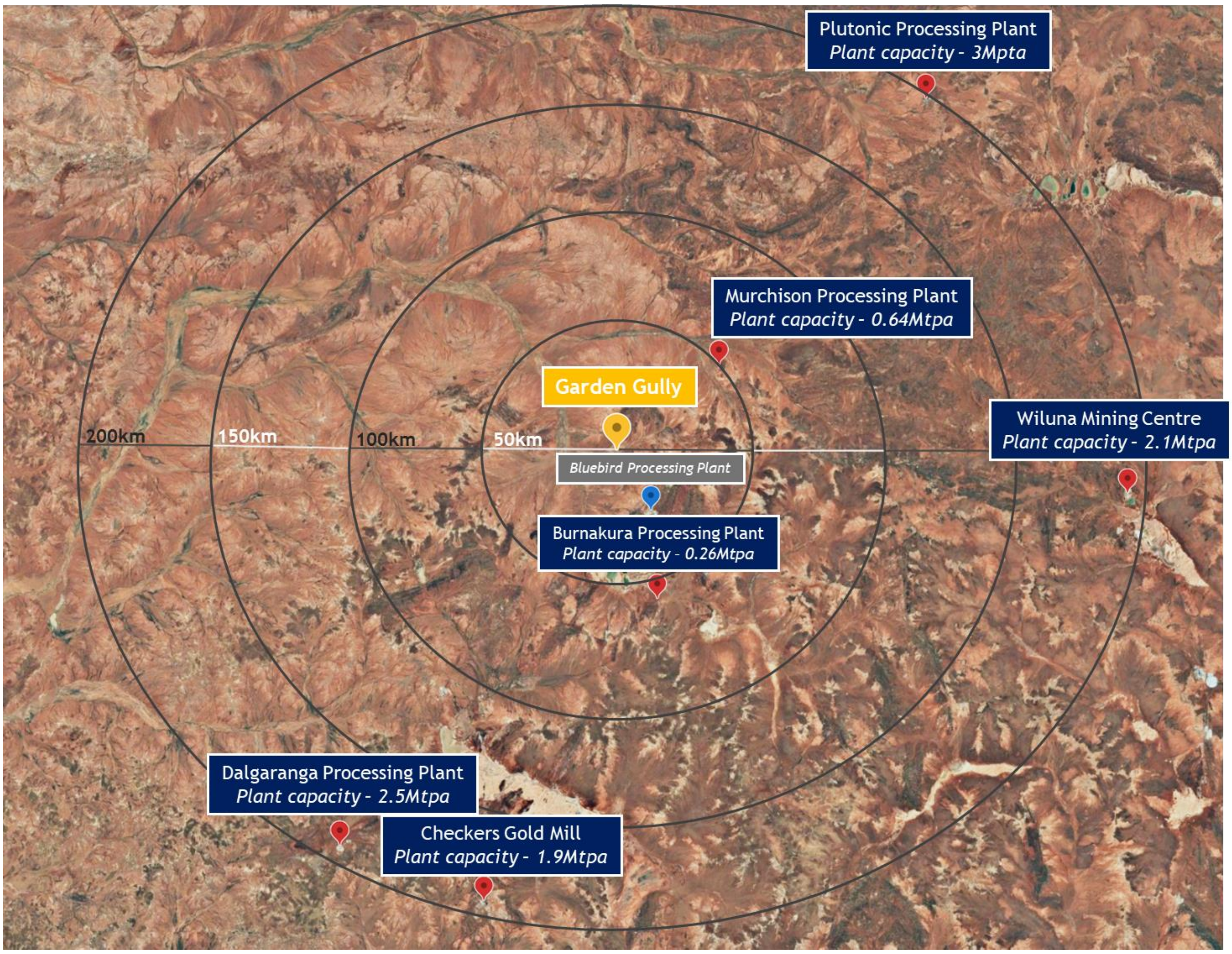
Conclusion

Based on the above, we consider the DCF value of the Payment ranges from $185 million to $235 million, with a preferred midpoint of $210 million, based primarily on the sensitivity of the gold price.

10.2 Assessment of alternative toll processing options in the region

In order to test the fairness of the Proposed Transaction, we have considered the feasibility and costs associated with NMG utilising an alternative toll processing facility to process the Crown Prince Ore. To establish an area to assess alternative processing plants within, we have determined a reasonable distance from the Garden Gully Project in which haulage costs to the prospective processing plants do not become prohibitively expensive.

Based on our analysis, we have determined that 200km is a reasonable distance from Garden Gully which we can consider alternate processing plants, as this is often considered the upper limit for economic feasibility based on haulage costs. We note there are multiple gold processing plants within our selected 200km radius, as outlined in the map below.



Source: S&P Capital IQ, Google Earth and BDO analysis

10.2.1. Research on alternative toll processing options

The potentially viable options are set out below, with specific consideration for the respective processing plants' proximity to Garden Gully, and whether these plants will have spare capacity available to process the Crown Prince Ore.

Meeka Metals Limited – Murchison Processing Plant

The processing plant located at Meeka Metals Limited's (**'Meeka'**) 100% owned Murchison Gold Project is located in the Murchison Gold Fields in WA, approximately 50km northeast of Garden Gully. In Meeka's definitive feasibility study (**'DFS'**) released in May 2024, the processing plant at the Murchison Gold Project had a capacity of 0.5Mtpa, while output was at 0.4Mtpa. On 15 July 2024, Meeka announced the purchase of a 750-kilowatt (**'kW'**) Ball mill, which increased the capacity of the processing plant by 30%, to 0.64Mtpa. Meeka is yet to release a re-optimisation of their production plan to utilise the increase in processing capacity, with an updated DFS targeted for the December 2024 quarter.

Meeka's growth plans, which were outlined in its September 2024 quarterly activities report, have highlighted that it intends to increase production in a way that will utilise the spare capacity in the processing plan, with open pit mining planned to commence in March 2025, the commencement of processing plant commissioning planned for June 2025, and first gold production planned for the first quarter of FY2026. As such, this plant is likely not a viable option for NMG.

Monument Mining Limited – Burnakura processing Plant

The Burnakura processing plant within the Murchison Gold Project is 100% owned by Monument Mining Limited (**'Monument'**) and has a 0.26Mtpa capacity. The Burnakura plant is located approximately 55km south of Garden Gully. The processing plant is currently on care and maintenance, and Monument has announced that it is working on reassessing the economics of a production restart.

As outlined in Section 9.3, the facility needs to be of a capacity that can process at least the Monthly Maximum Tonnes equating to 0.6Mtpa. Therefore, this is likely not a viable option for NMG.

Wiluna Mining Limited – Wiluna Mining Centre

The Wiluna Mining Centre, previously operated by Wiluna Mining Limited (**'Wiluna'**) is located approximately 190km east of Garden Gully. The Wiluna Mining Centre has a nameplate capacity of 2.1Mtpa. Wiluna entered voluntary administration in July 2022 and executed a Deed of Company Arrangement in August 2023.

This plant may be considered a viable option for NMG to process the Crown Prince Ore, however, this cannot be determined until the outcome of the administration process is known.

Catalyst Metals Limited – Plutonic Processing Plant

The Plutonic Processing Plant, 100% owned by Catalyst Metals Limited (**'Catalyst'**), is located approximately 195km northeast of Garden Gully. Catalyst acquired Superior Gold Incorporated on 29 June 2023, which held the Plutonic Gold Mine Project previously. The Plutonic Processing Plant has a nameplate processing capacity of 3Mtpa, and according to Catalyst's September 2024 quarterly report, this is underutilised. However, on 11 September 2024, Catalyst announced plans to double production at the project over the next 12-18 months, commencing production at two out of their four mines, with the other two mines already in production. Catalyst plans to feed all four of these mines' output into the processing plant.

Therefore, while proximity and capacity of the plant make the Plutonic Processing Plant a potentially viable option for NMG to process the Crown Prince Ore, the future growth plans of Catalyst will restrict the feasibility of this for NMG.

Ramelius Resources Limited – Checkers Gold Mill

The Checkers Gold Mill is part of the Mt Magnet Gold Project which is operated by Ramelius Resources Limited (**'Ramelius'**). The Checkers Gold Mill is located approximately 200km south of Garden Gully and is fed by the Mt Magnet Gold Mine, the Penny Gold Mine, and the Cue Gold Project, all of which are 100% owned by Ramelius. According to the presentation released by Ramelius on 12 March 2024, the nameplate capacity of the Checkers Gold Mill is 1.8-2.0Mtpa, while output is at 1.9Mtpa, and is forecast to continue at this level for the next two financial years.

Therefore, it can be concluded that there is no spare capacity at Checkers Gold Mill. Additionally, as raised in Section 12.1, we note that NMG advised it had engaged in preliminary discussions with Ramelius regarding toll processing for the Crown Prince Ore, although no formal offer was made by Ramelius.

Spartan Resources Limited – Dalgaranga processing plant

The Dalgaranga processing plant within the Dalgaranga Gold Project in the Murchison region is 100% owned by Spartan Resources Limited (**'Spartan'**) and is located approximately 200km southwest of Garden Gully. The processing plant is currently in care and maintenance and has a 2.5Mtpa capacity. However, on 5 December 2024, Spartan announced it had received firm commitments from investors to raise $220 million via an institutional placement, and that these proceeds will enable Spartan to accelerate A production restart at the Dalgaranga Gold Project. Specifically, Spartan intends to spend $37 million of this for mill modifications, refurbishments and optimisation work to increase the Dalgaranga processing plant's state of operational readiness.

Therefore, it appears that Spartan intend to use a substantial portion of the plant's capacity. We also note that the Dalgaranga processing plant is 200km from the Crown Prince Deposit, therefore, we assume haulage costs would exceed the haulage costs incurred by Zeus under the OPA.

10.2.2. Conclusion on alternative toll processing options

Based on our analysis of alternate toll processing options in Section 10.2.1, we have no basis to believe that any assessed processing plants represent either a viable or superior option over the proposal for NMG to process the Crown Prince Ore at Westgold's Bluebird Plant. Therefore, based on our assessment of alternative toll processing options in the region, we consider the Proposed Transaction to be fair.

10.3 Assessment of the option for NMG to process the Ore independently

We have considered the feasibility and costs associated with the option for NMG to construct a gold processing plant at its Garden Gully Project, the Garden Gully Plant, and to process the Crown Prince Ore itself. We have assessed the fairness of this option by comparing the NPV of the Payment to the NPV of the Payment omitting the BBGO Margin in the Model, less the cost to construct the Garden Gully Plant, as Zeus would save incurring the BBGO Margin if it were to process the Ore independently, however it would still incur its own processing costs and state royalties.

In determining comparable construction costs, we have assessed the costs recently incurred by ASX listed gold producers in constructing an appropriate gold processing plant, with consideration for the following:

- The facility must be for the purpose of gold ore processing.
- The facility needs to be of a capacity that can process at least the Monthly Maximum Tonnes of 50Kt per month or 0.6Mtpa.
- The facility can process the Crown Prince Ore at its Minimum Metallurgical Requirements.
- The cost of processing per tonne of the facility in comparison to the Minimum Processing Costs and Maximum Processing Costs.

10.3.1. Determining the cost for NMG to develop its own Plant

Below we have presented our research on the estimated costs for NMG to develop its own Garden Gully Plant, based on actual costs paid by other companies to construct comparable plants.

Bellevue Gold Limited 1Mtpa plant - $88 million (2022)

In July 2022, Bellevue Gold Limited ('**Bellevue**') announced it had awarded a contract to GR Engineering Limited ('**GRE**') for the engineering, procurement and construction ('**EPC**') of a 1Mtpa gold processing plant ('**Bellevue Plant**') for a total fixed contract price of $87.8 million. The plant was designed to process gold ore at the Bellevue Gold Project, located in the Goldfields region of WA.

The plant comprises a tailings storage facility, power generation, a mine dewatering and water storage bond, a potable water bore field, accommodation camp, and other supporting infrastructure such as workshops.

In November 2022, Bellevue announced construction commenced on budget for the plant following final approvals. In October 2023, Bellevue announced construction was completed and first gold was poured.

We have considered the similarities and differences between the Bellevue Plant and the Garden Gully Plant to conclude if we can consider the cost for the Bellevue Plant in comparison to the cost of the BBGO Margin in our fairness assessment.

The purpose of the Bellevue Plant is processing gold ore in WA, similar to the Garden Gully Plant. The Bellevue Plant was designed to process 1Mtpa, which exceeds the Minimum Ore of 0.6Mtpa the Garden Gully Plant would need to process. The ore type at the Bellevue Gold Project is high grade (9+ g/t) lode-gold hosted in basalt, whereas the Crown Prince Ore is lower grade gold hosted within quartz-carbonate.

In conclusion, we consider the $87.8 million cost for the construction of the Bellevue Plant to be indicative of the cost to build the Garden Gully Plant, in our fairness assessment.

Aurenne Mt Ida Pty Ltd 1.2Mtpa plant - $74 million (2021)

In September 2021, Aurenne Mt Ida Pty Ltd (‘**Aurenne**’) appointed GRE to undertake the EPC for a 1.2Mtpa gold processing facility (‘**Mt Ida Plant**’) and associated plant infrastructure for a contract price of $74 million. The plant was designed to process gold ore at Aurenne’s Mt Ida Gold Project, approximately 220km north of Kalgoorlie and 90km north-west of Menzies in WA.

The plant consists of a single stage crushing circuit, a two-stage grinding circuit, seven stage carbon in leach circuit and a gold room with electrowinning cells and other infrastructure including tailing transfer and distribution pipework. The contract was awarded in September 2021 and construction was completed 18 months later in April 2023.

As Aurenne is a private company, there is limited public information on the specific details of the Mt Ida Plant and related project. To the extent that we can, we have considered the similarities and differences between the Mt Ida Plant and the Garden Gully Plant.

The purpose of the Mt Ida Plant is for processing gold ore in WA, like the Garden Gully Plant. The Mt Ida Plant’s capacity is double the 0.6Mtpa the Garden Gully Plant would need to process based on the Minimum Ore. The ore type at the Mt Ida Gold Project is gold hosted throughout felsic, porphyry units, quartz-biotite schists and mafic volcanics, broadly comparable to the Crown Prince Ore.

In conclusion, we consider the $74 million cost for the construction of the Bellevue Plant to be indicative of the cost to construct the Garden Gully Plant, in our fairness assessment.

Pantoro Limited 1Mtpa plant - $57 million (2021)

In February 2021, Pantoro Limited (‘**Pantoro**’) enlisted GRE to develop a 1Mtpa gold processing plant (‘**Pantoro Plant**’) for a maximum contract price of $57 million. The plant was designed to process gold ore at Pantoro’s Norseman Gold Project in the Eastern Goldfields of WA.

The plant consists of a three-stage crushing circuit, a grinding mill, gravity gold recovery circuit, carbon in leach circuit and an elution system and gold recovery plant.

The contract was awarded in February 2021, with siteworks commencing in October 2021 and construction completed in September 2022.

In line with our approach for assessing the comparability of the above processing plants, we have considered the similarities and differences between the Pantoro Plant and the Garden Gully Plant.

The purpose of the Pantoro Plant is processing gold ore in WA, the same as the Garden Gully Plant. The Pantoro Plant’s capacity is 1Mtpa, greater than the 0.6Mtpa the Garden Gully Plant would need to process based on the Minimum Ore. The ore type at the Norseman Gold Project is lode-gold hosted in narrow quartz veins within sheared mafic and ultramafic rocks, higher grade than the Crown Prince Ore although broadly comparable.

In conclusion, we consider the $57 million cost for the construction of the Pantoro Plant to be indicative of the cost to build the Garden Gully Plant, in our fairness assessment.

Processing costs

The specific processing costs per tonne for the Bellevue Plant, the Mt Ida Plant and the Pantoro Plant are not publicly disclosed. Although, based on our research, we consider the Minimum Processing Costs and Maximum Processing Costs of $30 to $45 per tonne to be in line with industry average gold processing costs. For the purposes of our analysis, we have assumed the processing costs for the comparable plants would be the same, if not less than the Garden Gully Plant, given the comparable plants are all of greater capacity than the implied 0.6Mtpa of the Garden Gully Plant based on the Monthly Maximum Tonnes.

Conclusion

We have summarised the capacity, time from EPC contract to completion of construction, and costs of the three processing plants that we consider comparable to the Garden Gully Plant in the table below, to conclude on the cost to develop the Garden Gully Plant. We have adjusted the costs incurred for inflation, using historical CPI data released by the ABS, to arrive at a present value cost for the comparable plants.

Comparable gold processing plants	Belleveue Plant	Mt Ida Plant	Pantoro Plant
Capacity	1 Mtpa	1.2 Mtpa	1 Mtpa
Date of EPC contract	Jul-2022	Sep-2021	Feb-2021
Time to construct (years)	1.3	1.6	1.6
Cost to construct ($m)	87.80	74.00	57.00
Cost adjusted for inflation to present value ($m)	**95.25**	**85.59**	**65.93**

Source: BDO analysis

Based on our analysis we consider the cost for NMG to process the Crown Prince Ore independently by developing the Garden Gully Plant to be between $80 and $90 million.

10.3.2. Conclusion on the option for NMG to process the Ore independently

To assess the fairness of the Payment, specifically in comparison to the option for NMG to construct the Garden Gully Plant and process the Crown Prince Ore independently, we have compared the NPV of the Model to the NPV of Model without the BBGO Margin cost, less the cost for Garden Gully Plant. Our analysis is presented below.

Value of the Payment	Low ($m)	High ($m)
NPV of the Model	185	235
Value of the Payment	**185**	**235**

Source: BDO analysis and the Model

Value of the option for NMG to process the Ore independently	Low ($m)	High ($m)
NPV of the Model omitting the BBGO Margin	230	260
Less: Cost to construct the Garden Gully Plant	80	90
Value of the option for NMG to process the Ore independently	**150**	**170**

Source: BDO analysis and the Model

The value of the Payment ranges from $35 to $65 million greater than the value of the option for NMG to process the Ore independently. Based on this analysis, we consider the Proposed Transaction to be fair.

11. Is the Proposed Transaction fair?

Based on our assessment of alternative toll processing options in the region in Section 10.2, we have no basis to believe that any assessed processing plants represent a superior option over the proposal for NMG to process the Crown Prince Ore at Westgold's Bluebird Plant.

Based on our assessment of the option for NMG to process the Crown Prince Ore independently in Section 10.3, the value of the Payment to be received under the OPA ranges from $35 to $65 million greater than the value of the option for NMG to process the Crown Prince Ore independently.

Therefore, we consider the Proposed Transaction is fair for Shareholders.

12. Is the Proposed Transaction reasonable?

We have considered the analysis below, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction.
- Other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not approving the Proposed Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or an alternate proposal we consider that the Proposed Transaction is reasonable for Shareholders.

12.1 Alternative proposal

We are unaware of any alternative proposal that might offer the Shareholders of NMG a premium over the value resulting from the Proposed Transaction.

We note that NMG advised it had engaged in preliminary discussions with Ramelius regarding a potential alternative to the Westgold Proposed Transaction, although no formal offer was made by Ramelius.

12.2 Consequences of not approving the Proposed Transaction

12.3.1 Shareholders will remain exposed to a gold asset with no immediate ability to process gold ore

NMG currently holds a JORC-compliant MRE for its gold assets and intends to commence mining operations in 2025. If the Proposed Transaction is not implemented, NMG will lack the immediate capability to process gold ore due to the absence of a processing facility. Consequently, Shareholders will be unable to benefit from the potential value uplift associated with NMG mining and subsequently processing gold ore.

12.3.2 Shareholders' equity will be diluted if NMG undertakes an equity raise to fund the development of its own processing plant

If the Proposed Transaction is not implemented and NMG is unable to secure an alternative toll processor, the Company would likely need to develop its own processing plant to independently process the gold ore it anticipates mining in 2025. As set out in Section 10.3, the estimated construction cost for an appropriate processing facility would be $80 to $90 million. As of 16 January 2025, NMG's market capitalisation is $74.29 million. Consequently, to fund the development of its own plant, NMG would likely be required to undertake an equity capital raise, further diluting Shareholders' equity interests.

12.3 Advantages of approving the Proposed Transaction

We have considered the following advantages in our assessment of whether the Proposed Transaction is reasonable.

12.3.1 The Proposed Transaction is fair

As set out in Section 12, the Proposed Transaction is fair. RG 111.12 states that an offer is reasonable if it is fair.

12.3.2 The Proposed Transaction advances NMG's Garden Gully Project towards production

NMG is currently in the exploration and development phase, holding gold assets with no immediate capacity to process ore due to the absence of a processing plant. If implemented, the Proposed Transaction will facilitate NMG's progression towards the production phase by establishing a method for the sale and processing of the Crown Prince Ore, as the OPA specifies that BBGO will purchase the Crown Prince Ore from Zeus and process it at the Bluebird Plant. Shareholders will go from holding equity in a Company in the exploration phase to a Company in the production phase.

12.3.3 The Proposed Transaction allows NMG to generate future cash flows for Shareholders and to fund its operations

To date, NMG has not generated any revenue from the sale of gold. If the Proposed Transaction is implemented successfully, Zeus will sell gold ore to BBGO under the OPA and generate cash for Shareholders and the Company will have additional capital to fund its operations. As outlined in our assessment of the value of the proposed Payment in Section 10.1, NMG Shareholders will benefit from the receipt of cash inflows from the sale of gold.

Additionally, if the Proposed Transaction is not implemented, one of the alternative options is for NMG to develop its own processing plant. In Section 10.3.1 we note that this would take at least one to two years following approvals, therefore delaying the receipt of cash flows. If the Proposed Transaction is implemented, NMG Shareholders can expect cash flows to commence following the Commencement Date, being 30 September 2025. Therefore, the Proposed Transaction provides the fastest available route to generating cashflows, therefore increasing the likelihood of Shareholders receiving dividends.

12.3.4 The Proposed Transaction forms a key part of the co-operative relationship between NMG and Westgold

Following the Strategic Placement, Westgold held an 18.7% interest in NMG and as per the ASX announcement on 30 May 2024, NMG and Westgold entered into a Strategic Alliance with the primary aim of advancing the development of the Crown Prince Deposit into production. The Strategic Alliance promises further benefits to NMG, beyond the specific terms agreed in the OPA. The Strategic Alliance is likely to offer operational advantages and reduced costs for NMG that would not be available if NMG engaged a non-associated party for toll processing services.

For example, in order for NMG to commence mining operations at the Crown Prince Deposit, it will have to undertake a substantial dewatering procedure. Westgold has offered NMG the opportunity to utilise its dewatering pit, representing a cost-effective and practical solution.

Similarly, a potential synergy exists through Westgold offering part of its camp facilities to accommodate NMG employees during the OPA Term.

Therefore, Shareholders can benefit from any cost savings and increases in operational efficiency arising from the established relationship between Westgold and NMG.

12.4 Disadvantages of approving the Proposed Transaction

We have considered the following disadvantages in our assessment of whether the Proposed Transaction is reasonable.

12.4.1. Zeus must transfer title in the Ore to BBGO and pay the BBGO Margin and will lose the benefit of any future increase in the value of the Ore

Zeus is required to transfer title in the Crown Prince Ore (NMG's primary producing asset) to BBGO under the OPA. Zeus must pay a margin to BBGO, the BBGO Margin (which ranges from 8.5% to 17% of the gold purchased) from the aggregate gold payment. This reduces the realisable value from gold sales, thereby diminishing the overall benefit to Shareholders if the Proposed Transaction is implemented.

Therefore, the Company's asset base will be reduced under the OPA and the Company loses benefit from any future increase in the value of the Crown Prince Ore once title transfers to BBGO.

By contrast, if NMG was to undertake the processing of its gold independently, the additional margin would not apply, allowing Shareholders to retain a greater proportion of the value derived from gold sales, assuming all other costs are comparable.

12.4.2. Committing to selling the Ore to BBGO removes the ability of the Company to attract new potential customers

By Zeus and BBGO executing the OPA, Zeus must sell the Crown Prince Ore to BBGO. This removes the ability of the Company to attract new potential customers wishing to enter into an offtake agreement for the Ore, which could potentially represent a superior deal to the OPA. This limits the Company's ability to take advantage of new customers.

12.4.3. The OPA will terminate

If the Proposed Transaction is implemented, NMG will sell the Crown Prince Ore to Westgold for processing from the Commencement Date, for at least the Initial Period and then until the OPA terminates. Conversely, if the Proposed Transaction does not proceed and NMG successfully funds and constructs its own processing facility, the Company would be positioned to process the Ore independently, beyond termination of the OPA, likely for its entire life of mine, without incurring the BBGO costs.

The ability of NMG to process its ore beyond termination of the OPA represents an additional benefit for Shareholders which we have not captured in our fairness assessment in Section 10.3, as we have only compared the value of the Garden Gully Plant to the value of the Payment over the OPA Term.

13. Conclusion

We have considered the terms of the Proposed Transaction as outlined in the body of this report and have concluded that the Proposed Transaction is fair and reasonable to the Shareholders of NMG.

14. Sources of information

This report has been based on the following information:

- Draft Notice of General Meeting and Explanatory Statement on or about the date of this report
- Audited financial statements of NMG for the years ended 30 September 2024, 30 September 2023 and 30 September 2022
- Audited financial statements of Westgold for the years ended 30 June 2024, 30 June 2023 and 30 June 2022
- Ore Purchase Agreement (OPA)
- Share registry information of NMG as at 9 January 2025
- Reserve Bank of Australia
- S&P Capital IQ
- Bloomberg
- Google Earth
- IBISWorld
- U.S. Geological Survey
- Consensus Economics
- Reuter
- Goldsecure.com.au
- The Australian
- News.com.au
- Information available in the public domain
- Discussions with directors and management of NMG

15. Independence

BDO Corporate Finance Australia Pty Ltd is entitled to receive a fee of $30,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance Australia Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance Australia Pty Ltd has been indemnified by NMG in respect of any claim arising from BDO Corporate Finance Australia Pty Ltd's reliance on information provided by NMG, including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance Australia Pty Ltd has considered its independence with respect to NMG and Westgold and any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance Australia Pty Ltd's opinion it is independent of NMG and Westgold, and their respective associates.

A draft of this report was provided to NMG and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

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16. Qualifications

BDO Corporate Finance Australia Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance Australia Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investments Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Sherif Andrawes and Adam Myers of BDO Corporate Finance Australia Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of Chartered Accountants Australia & New Zealand. He has over 35 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 700 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. These expert's reports cover a wide range of industries in Australia with a focus on companies in the natural resources sector. Sherif Andrawes is the Corporate Finance Practice Group Leader of BDO in Western Australia, the Natural Resources & Energy Leader for BDO and a former Chairman of BDO in Western Australia.

Adam Myers is a Fellow of Chartered Accountants Australia & New Zealand and a member of the Joint Ore Reserves Committee. Adam's career spans over 25 years in the audit and corporate finance areas. Adam is a CA BV Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

17. Disclaimers and consents

This report has been prepared at the request of NMG for inclusion in the Notice of Meeting which will be sent to all NMG Shareholders. NMG engaged BDO Corporate Finance Australia Pty Ltd to prepare an independent expert's report to consider the Proposed Transaction as the OPA represents a significant transaction between a listed entity and an associate of an entity who holds more than 10% of the voting shares in NMG, which requires the approval of the non-associated shareholders of NMG under ASX's Listing Rule 10.1.

BDO Corporate Finance Australia Pty Ltd hereby consents to this report accompanying the above Notice of Meeting. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement, or letter without the prior written consent of BDO Corporate Finance Australia Pty Ltd.

BDO Corporate Finance Australia Pty Ltd takes no responsibility for the contents of the Notice of Meeting other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance Australia Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The Directors of the Company are responsible for conducting appropriate due diligence in relation to NMG. BDO Corporate Finance Australia Pty Ltd provides no warranty as to the adequacy, effectiveness, or completeness of the due diligence process.

The opinion of BDO Corporate Finance Australia Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Proposed Transaction, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the shareholders of NMG, or any other party.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance Australia Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and prior to the date of the meeting or during the offer period.

Yours faithfully

BDO CORPORATE FINANCE AUSTRALIA PTY LTD

Sherif Andrawes
Director

Adam Myers
Director

Appendix 1 – Glossary of Terms

Reference	Definition
$	Australian Dollars
A$	Australian Dollars
AGB	Abbotts Greenstone Belt
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
AUD	Australian Dollars
Aurenne	Aurenne Mt Ida Pty Ltd
BBGO	Big Bell Gold Operations Pty Ltd
BBGO Margin	8.5% for the first 3 months then 17% for the remaining OPA Term of gold purchased
BDO	BDO Corporate Finance Australia Pty Ltd
Bellevue	Bellevue Gold Limited
Bellevue Plant	Bellevue's 1Mtpa gold processing plant
Bluebird Plant	Westgold's Bluebird Processing Plant located at its Meekatharra Project
CAPM	Capital asset pricing model
Catalyst	Catalyst Metals Limited
Commencement Date	30-Sep-25
CPI	Consumer Price Index
Crown Prince Grade	4.5 g/t
Crown Prince Ore	Gold ore to be mined at the Crown Prince Deposit
DCF	Discounted Cash Flow
DFS	Definitive feasibility study
EPC	Engineering, procurement and construction
FME	Future Maintainable Earnings
FSG	Financial Services Guide
G/t	Grams per tonne
Garden Gully	The Garden Gully Gold Project
Garden Gully Plant	The option for NMG to construct a processing plant at Garden Gully and process the Ore
GDP	Gross domestic product
GFL	Gold Fields Limited
GRE	GR Engineering Limited
Initial Period	From the Commencement Date and subsequent two years
JORC	Joint Ore Reserves Committee
Karora	Karora Resources Inc
Km^2	Square kilometre
Koz	Thousand ounces
Kozpa	Thousand ounces per annum
Kt	Thousand tonnes
Ktpa	Thousand tonnes per annum
Kw	kilowatt
m	Metre

Maximum Processing Costs	$45/dry tonne
Meeka	Meeka Metals Limited
Minimum Grade	1.5 g/t
Minimum Processing Costs	$30/dry tonne
Monthly Maximum Tonnes	50Kt per month
Monthly Minimum Tonnes	30Kt per month
Monument	Monument Mining Limited
MRE	Mineral Resource Estimate
Mt	Million tonnes
Mt Ida Plant	Mt Ida's 1.2Mtpa gold processing facility
Mtpa	Million tonnes per annum
NBIO	Non-binding indicative offer
NMG	New Murchison Gold Limited (previously Ora Gold Limited)
NPV	Net present value
OPA	Ore Purchase Agreement
OPA Term	The Initial Period
ORE	ORE Reserve Statement
OTCQX	OTCQX Best Market
our Report	This Independent Expert's Report prepared by BDO
Pantoro	Pantoro Limited
Pantoro Plant	Pantoro's 1Mtpa gold processing plant
Payment Formula	Monthly Payment due to Zeus = Aggregate Gold Payment – BBGO Costs – BBGO Margin – Relevant State Royalty
Proposed Transaction	Zeus and BBGO to enter into an OPA for BBGO to purchase Crown Prince Ore for a monthly Payment
Ramelius	Ramelius Resources Limited
RBA	Reserve Bank of Australia
RC drilling	Reverse circulation drilling
RCF	Revolving Corporate Facility
RG 111	Content of expert reports (March 2011)
RG 112	Independence of experts (March 2011)
RG 76	Related party transactions
Shareholders	Shareholders of NMG not associated with the Proposed Transaction
Sipa	Sipa Resources Limited
Spartan	Spartan Resources Limited
Strategic Alliance	Alliance between Westgold and NMG, announced on 30 May 2024, with the primary aim of advancing the development of the Crown Prince Deposit into production
Strategic Placement	The issue of 1,335,158,170 new fully paid ordinary shares in NMG at an issue price of $0.0045 per New Share to Westgold
the Company	New Murchison Gold Limited
the Model	Discounted cash flow model valuing the Payment
the Ore	Gold ore to be mined at the Crown Prince Deposit
the Payment	Payment of a monthly fee by BBGO to Zeus for the sale of Crown Prince Ore
TSX	Toronto Stock Exchange
US	United States
USD	US Dollars
USGS	United States Geological Survey

WA	Western Australia
WACC	Weighted Average Cost of Capital
Westgold	Westgold Resources Limited
Wiluna	Wiluna Mining Limited
Zeus	Zeus Mining Pty Ltd

The Directors
BDO Corporate Finance Australia Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth, WA 6000
Australia

Appendix 2 – Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted market price basis*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax or earnings before interest, tax, depreciation and amortisation. The capitalisation rate or ‘earnings multiple’ is adjusted to reflect which base is being used for FME.

4 *Discounted future cash flows*

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 *Market-based assessment*

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

Appendix 3 – Discount Rate for the Payment

Determining an appropriate discount rate, or cost of capital, for a project requires the identification and consideration of a number of factors that affect the returns and risks of a project, as well as the application of widely accepted methodologies for determining the returns of a project.

The discount rate applied to the forecast cash flows from a project represents the financial return that will be required before an investor would be prepared to acquire (or invest in) the project.

In our assessment of the appropriate discount rate to be adopted in the Model, we consider the most appropriate discount rate to be the post-tax WACC. This is because we are discounting the cash flows at the project level prior to any financing considerations.

Our adopted discount rate reflects the WACC of a hypothetical market acquirer of Garden Gully. In our initial assessment of the appropriate discount rate, we have considered comparable ASX-listed gold companies that were in the production phase of the mining life cycle as at the Valuation Date.

Cost of equity and CAPM

The capital asset pricing model ('**CAPM**') is commonly used in determining the market rates of return for equity type investments and project evaluations. In determining a business' WACC, the CAPM results are combined with the cost of debt funding. WACC represents the return required on the business, whilst CAPM provides the required return on an equity investment.

CAPM is based on the theory that a rational investor would price an investment so that the expected return is equal to the risk-free rate of return plus an appropriate premium for risk. CAPM assumes that there is a positive relationship between risk and return, that is, investors are risk averse and demand a higher return for accepting a higher level of risk.

CAPM calculates the cost of equity and is calculated as follows:

CAPM	
K_e	$= R_f + ß \times (R_m - R_f)$
Where:	
K_e	= expected equity investment return or cost of equity in nominal terms
R_f	= risk free rate of return
R_m	= expected market return
$R_m - R_f$	= market risk premium
ß	= equity beta

The individual components of CAPM are discussed below.

Risk-free rate (R_f)

The risk-free rate is typically approximated by reference to a forecast long term government bond rate with a maturity approximately equivalent to the timeframe over which the returns from the assets are expected to be received.

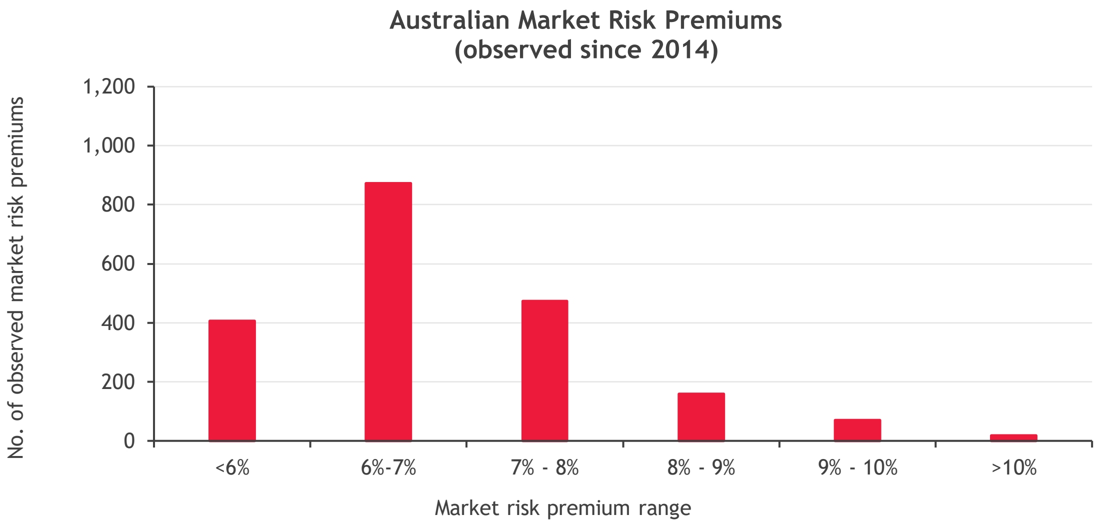
In determining an appropriate 3-year bond rate to use as a proxy for the risk-free rate, we have considered the 3-year Australian Government bond rate and projections of the 3-year Australian Government bond rate, based on forecasts sourced from Bloomberg as at the Valuation Date. We have considered the Australian Government bond rate as a proxy for the risk-free rate as the Model forecasts cash flows generated in Australian dollars.

Based on our analysis, we have used a risk-free rate ranging of 4.216% in our discount rate assessment.

Market risk premium (R_m - R_f)

The market risk premium represents the additional return that investors expect from an investment in a well-diversified portfolio of assets. It is common to use a historical risk premium, as expectations are not observable in practice. In order to determine an appropriate market risk premium in Australia, we have analysed historical data. Our sample of data included the daily historical market risk premiums in Australia over the last ten years.

The market risk premium is derived on the basis of capital weighted average return of all members of the S&P/ASX 200 Index minus the risk free rate, which is dependent on the 10-year Australian Government Bond rate.



Source: Bloomberg and BDO analysis

The graph above illustrates the frequency of observations of the Australian market risk premium over the past ten years. The graph indicates that a high proportion of the sample data for Australian market risk premiums lie in the range of 6% to 8%. This is supported by the long term historical average market risk premium of between 6% and 8%, which is commonly used in practice.

In addition to the above historical analysis, we maintain a database of market risk premiums adopted by other valuation practitioners. This database indicates that 6% is the median market risk premium adopted by reputable valuation practitioners in Australia, with the mean being 6.1%.

Based on the above analysis and our professional judgement, we have used a market risk premium of 6% in our assessment.

Equity beta

Beta is a measure of volatility or systematic risk of an investment relative to the market. A beta greater than one implies that an investment's return will outperform the market's average return in a bullish market and underperform the market's average return in a bearish market. On the other hand, a beta less than one implies that the business will underperform the market's average return in a bullish market and outperform the market's average return in a bearish market.

Equity betas are normally estimated using either an historical beta or an adjusted beta. The historical beta is obtained from the linear regression of a stock's historical data and is based on the observed relationship between the security's return and the returns on an index. An adjusted beta is calculated based on the assumption that the relative risk of the past will continue into the future, and is hence derived from historical data. It is then modified by the assumption that a stock will move towards the market over time, taking into consideration the industry risk factors, which make the operating risk of the company greater or less risky than comparable listed companies.

It is important to note that it is not possible to compare the equity betas of different companies without having regard to their gearing levels. It is generally accepted that a more valid analysis of betas can be achieved by 'ungearing' the equity beta to derive an asset beta (ßa) by applying the following formula:

Asset beta ($ß_a$)	
$ß_a$	= ß / (1+(D/E x (1-t))
Where:	
$ß_a$	= ungeared or asset beta
ß	= equity beta
D	= value of debt
E	= value of equity
t	= corporate tax rate

Selected equity beta (ß)

In order to assess the appropriate equity beta for Garden Gully, we have had regard to the equity beta of comparable listed entities that are producing gold. The ASX-listed companies identified have similar projects to Garden Gully, in respect of commodity type, location and industry exposure.

The betas below have been assessed over a 3-year period using weekly returns, against the ASX All Ordinaries Index.

The list of comparable companies we selected are set out below:

Company	Market cap. as at 20-Nov-24 (A$m)	Geared Beta (ß)	Gross Debt/Equity (%)	Ungeared Beta (ßa)	R^2
Catalyst Metals Limited	637.30	0.71	13%	0.65	0.01
Horizon Gold Limited	71.00	0.58	0%	0.58	0.01
Meeka Metals Limited	161.50	1.12	8%	1.06	0.04
Northern Star Resources Limited	19,412.80	1.18	15%	1.06	0.16
Odyssey Gold Limited	18.00	1.36	0%	1.36	0.07
Ora Banda Mining Limited	1,427.10	1.71	32%	1.40	0.09
Ramelius Resources Limited	2,379.30	1.14	1%	1.14	0.09
Spartan Resources Limited	1,368.70	1.21	6%	1.16	0.06
Westgold Resources Limited	2,603.00	1.48	8%	1.40	0.11
Mean	3,119.86	1.17	0.09	1.09	0.07

Company	Market cap. as at 20-Nov-24 (A$m)	Geared Beta (ß)	Gross Debt/Equity (%)	Ungeared Beta (ßa)	R^2
Median	1,368.70	1.18	0.08	1.14	0.07
Mean (excluding outliers)	**3,910.06**	**1.31**	**0.10**	**1.22**	**0.09**
Median (excluding outliers)	**1,427.10**	**1.21**	**0.08**	**1.16**	**0.09**

Source: Bloomberg and BDO analysis

Descriptions of the identified comparable companies are provided at the end of this appendix.

In selecting an appropriate equity beta for Garden Gully, we have considered the similarities and differences of Garden Gully compared to the set of comparable companies as set out above. The similarities and differences noted are:

- The comparable companies are all exposed to the gold industry
- The comparable companies are all listed on the ASX
- The flagship assets of the comparable companies are located in Australia
- Although not all companies on the list have similar metrics across each of the assessed factors, we still consider them to be comparable companies as they have sufficient similarities on an overall basis.

In selecting an appropriate ungeared beta for Garden Gully, we have considered the ungeared betas of the comparable companies along with the above factors. As set out in the table above, the ungeared beta for the list of comparable companies, based on the three-year period and excluding outliers, ranges from 1.06 to 1.40, with a mean of 1.22 and a median of 1.16.

Based on our analysis, we consider an appropriate ungeared equity beta to be in the range of 1.15 to 1.25 for Garden Gully.

Gearing

The discount rate assessment requires an assessment of the proportion of funding provided by debt and equity (i.e. gearing ratio) over the forecast period.

To derive the debt-to-equity ratio of Garden Gully, we have considered the funding structures of the peer group of comparable companies. Based on our analysis, we concluded that a 15% debt-to-equity ratio would be most appropriate for Garden Gully based on the mean debt to equity ratio of the comparable companies.

Regeared beta

We have regeared our adopted ungeared beta range based on the adopted gearing ratio, which derived a regeared beta range of between 1.22 and 1.33.

Cost of equity

We have assessed the cost of equity of a hypothetical acquirer of Garden Gully to be in the range of 11.51% to 12.17%.

Input	Value adopted	
	Low	High
Risk free rate of return	4.22%	4.22%
Equity market risk premium	6.00%	6.00%
Beta (regeared)	1.22	1.33

Cost of Equity	11.51%	12.17%

Source: Bloomberg and BDO analysis

Cost of debt

We have considered the cost of debt of the above comparable companies, and consider a cost of debt range of 10% to 11% to be appropriate.

Tax rate

We have adopted an effective tax rate of 30%, based on the Australian corporate tax rate.

WACC

The WACC represents the market return required on the assets by debt and equity providers. The WACC is used to assess the appropriate commercial rate of return on the capital invested in the business, acknowledging that normally funds invested consist of a mixture of debt and equity funds. Accordingly, the discount rate should reflect the proportionate levels of debt and equity relative to the level of security and risk attributable to the investment.

The commonly used WACC formula is detailed in the below table:

WACC	
WACC	$= \frac{E}{E+D} Ke + \frac{D}{D+E} Kd$
Where:	
Ke	= expected return or discount rate on equity
Kd	= interest rate on debt (pre-tax)
T	= corporate tax rate
E	= market value of equity
D	= market value of debt

Having consideration for the inputs set out above, we have calculated the WACC to be:

Using the inputs discussed above results in a WACC in the range of 10.92% to 11.59%, as set out in the table below.

WACC	Value adopted	
	Low	High
Cost of equity (Ke)	11.51%	12.17%
Cost of debt (Kd)	10.00%	11.00%
Proportion of equity (E/(E+D)	86.96%	86.96%
Proportion of debt (D/(E+D)	13.04%	13.04%
WACC	**10.92%**	**11.59%**

Source: Bloomberg, BDO analysis

Based on the rounded midpoint of this range, we consider a WACC of 11% to be appropriate for the purpose of our valuation of Garden Gully.

Set out below are the company descriptions of the companies we considered in our comparable company analysis.

Company Name	Business Description
Catalyst Metals Limited (ASX:CYL)	Catalyst Metals Limited explores and evaluates mineral properties in Australia. It explores for gold and silver deposits. Catalyst Metals Limited was incorporated in 2006 and is headquartered in West Perth, Australia.
Horizon Gold Limited (ASX:HRN)	Horizon Gold Limited engages in the exploration, evaluation, development, and production of gold deposits in Australia. Its flagship project is the 100% owned Gum Creek gold project covering an area of approximately 663 square kilometres located within the Southern Cross Province of the Youanmi Terrane in Western Australia. The company was incorporated in 2016 and is based in West Perth, Australia. Horizon Gold Limited is a subsidiary of Zeta Resources Limited.
Meeka Metals Limited (ASX:MEK)	Meeka Metals Limited engages in the exploration and development of gold properties in Western Australia. Its flagship property is the 100% owned Murchison Gold project that covers an area of approximately 281 square kilometres located in the prolific Murchison Gold Fields, Western Australia. The company was formerly known as Meeka Gold Limited and changed its name to Meeka Metals Limited in July 2022. Meeka Metals Limited was incorporated in 1997 and is based in West Perth, Australia.
Northern Star Resources Limited (ASX:NST)	Northern Star Resources Limited engages in the exploration, development, mining, and processing of gold deposits. The company also sells refined gold. It operates in Western Australia, the Northern Territory, and Alaska. The company was incorporated in 2000 and is headquartered in Subiaco, Australia.
Odyssey Gold Limited (ASX:ODY)	Odyssey Gold Limited engages in the exploration and development of mineral resource properties in Western Australia. It primarily explores for gold. The company holds an agreement to acquire 80% interests in the Tuckanarra and Stakewell gold projects located between Meekatharra and Mount Magnet. The company was formerly known as Odyssey Energy Limited and changed its name to Odyssey Gold Limited in November 2020. Odyssey Gold Limited was incorporated in 2005 and is based in Perth, Australia.
Ora Banda Mining Limited (ASX:OBM)	Ora Banda Mining Limited engages in the exploration, operation, and development of mineral properties in Australia. It primarily explores for gold, nickel, copper, lithium, and base metal deposits, as well as sells gold. The company was formerly known as Eastern Goldfields Limited and changed its name to Ora Banda Mining Limited in June 2019. Ora Banda Mining Limited was incorporated in 2002 and is based in Subiaco, Australia.
Ramelius Resources Limited (ASX:RMS)	Ramelius Resources Limited engages in the exploration, evaluation, mine development and operation, production, and sale of gold. The company operates through three segments: Mt Magnet, Edna May, and Exploration. It holds a portfolio of projects in Australia. The company was incorporated in 1979 and is based in East Perth, Australia.

Company Name	Business Description
Spartan Resources Limited (ASX:SPR)	Spartan Resources Limited engages in the exploration, evaluation, and development of gold projects in Australia. The company's flagship project is the Dalgaranga gold project, which covers an area of 500 square kilometres located to the north-west of Mt Magnet in Western Australia. The company was formerly known as Gascoyne Resources Limited and changed its name to Spartan Resources Limited in August 2023. Spartan Resources Limited was incorporated in 2009 and is headquartered in West Perth, Australia.
Westgold Resources Limited (ASX/TSX:WGX)	Westgold is an ASX listed company focused on gold exploration, development and production across WA. The company has three major projects in the Murchison region being Fortnum, Meekatharra and Cue and two projects in the Southern Goldfields region being Beta Hunt and Higginsville. Westgold was incorporated in 1987 and is based in Perth, WA.

Source: S&P Capital IQ and BDO analysis

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NMG
New Murchison Gold Limited

ACN 085 782 994

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+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 26 February 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184703

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of New Murchison Gold Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** ______

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of New Murchison Gold Limited to be held at Quest Kings Park, Kings Park Room, Level 1, 54 Kings Park Road, West Perth, WA 6005 on Friday, 28 February 2025 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Remuneration Report	☐	☐	☐
2	Re-election of Mr Rick Crabb as Director	☐	☐	☐
3	Approval of Ore Purchase Agreement	☐	☐	☐
4	Approval of 10% Placement Facility	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

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