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SOLSTICE MINERALS LIMITED

Corporate Governance Statement

2026

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Corporate Governance Statement 2026

Solstice Minerals Limited (**Company**) ABN 67 150 154 162 has established a corporate governance framework designed to ensure the Company is effectively managed, regulatory obligations are met and the Company is managed in an appropriate manner to meet the expectations of stakeholders.

This Corporate Governance Statement (**Corporate Governance Statement** or **Statement**) outlines the main features of the Company's governance framework, reporting against the recommendations contained in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition (**Principles and Recommendations**). The Company follows each recommendation where the Board considers the recommendation to be an appropriate benchmark for its corporate governance practices. The Principles and Recommendations recognise that different companies may legitimately adopt different governance practices based on a range of factors including size, complexity, history and corporate culture. In accordance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has outlined its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

This Corporate Governance Statement is for the year ended 30 June 2026 and is dated as at and approved by the Board on 21 September 2026.

At the date of this Statement, the Company has the following Board members:

Matthew Yates	Non-Executive Chairman
Nick Castleden	Managing Director
Alastair Morrison	Non-Executive Director
Michael Emery	Non-Executive Director
Meredith Campion	Non-Executive Director

Principle 1: Lay solid foundations for management and oversight

1.1 A listed entity should have and disclose a board charter setting out:

(a) the respective roles and responsibilities of its board and management; and

(b) those matters expressly reserved to the board and those delegated to management.

The role of the Board is to approve the overall strategy of the Company and its controlled entities and to provide guidance and leadership to, and monitoring of the officers and senior personnel engaged in executive roles in achieving that strategy for the benefit of the Company's shareholders, always within a framework of good corporate governance.

Given the current size and operations of the business, the Board currently undertakes an active role. The Board Charter is available on the Company's website at: https://solsticeminerals.com.au/who-we-are/corporate-governance.

The Charter sets out the respective roles and responsibilities of the Board as well as management.

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The Board has responsibility for, and has the authority to determine, all matters relating to policies, practices, management, and operations of the Company. It is required to do all things necessary to determine the objectives and the strategy, and to ensure that the strategy is carried out in order to achieve the objectives of the Company. The Managing Director (**MD**) is responsible to the Board for the day-to-day management of the Company. Specific responsibilities may be delegated by the MD to officers and senior personnel engaged in executive roles (**Executive Management**).

The Board Charter identifies those matters reserved specifically for the Board and similarly, those matters specifically delegated to the MD and Executive Management.

The Board's role and the Company's corporate governance practices will be continually reviewed and improved as required.

1.2 A listed entity should:

(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and

(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The criteria for determining the identification and appointment of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Company's scope of activities, intellectual ability to contribute to the Board's duties and physical ability to undertake the Board's duties and responsibilities.

The Remuneration and Nomination Committee (**RN Committee**) assists the Board with the selection and appointment of Directors. Before the Board appoints a new Director or puts forward a candidate for election, the RN Committee will ensure that appropriate background checks are undertaken. Candidates will be assessed through interviews, meetings and background and reference checks as appropriate. Shareholders will be provided with all material information in the Board's possession that is relevant to their decision on whether or not to elect or re-elect a Director through a number of channels, including the Notice of Meeting, and the Director details in the Directors' Report. Such information will include all interests, positions and relationships that may bear on any determination of their independence.

The Company also undertakes appropriate background checks before employing any senior executives or other employees.

1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has a written agreement with each Director setting out the terms of their appointment. The Company also has a written agreement with all permanent and casual employees of the Company, including the Managing Director and the Exploration Manager.

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1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company Secretary is directly accountable to the Board, through the Chair, on all governance matters. The Company Secretary works closely with the Chair to manage the flow of information between the Board and its Committees. The appointment and removal of the Company Secretary is subject to Board approval and all Directors have access to the advice and services provided by, the Company Secretary. The responsibilities of the Company Secretary are set out in the Board Charter.

1.5 A listed entity should:

(a) have and disclose a diversity policy;

(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and

(c) disclose in relation to each reporting period:

(1) the measurable objectives set for that period to achieve gender diversity;

(2) the entity's progress towards achieving those objectives; and

(3) either:

(1) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or

(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

The Company has adopted a Diversity & Inclusion Policy, a copy of which is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance. The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success will be the result of the quality and skills of its people. The Company is committed to workplace diversity and inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, political beliefs, religious beliefs, cultural background, socio-economic background, perspective and experience, or any other area of potential difference.

The Company's policy is to recruit and manage on the basis of qualification for the position and performance, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, political beliefs, religious beliefs, cultural background, socio-economic background, perspective, experience or any other area of potential difference. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance. The Company recognises the benefits arising from its commitment to diversity and inclusion.

The Company's strategies include:

- identifying specific factors to take into account in recruitment and selection processes to encourage diversity and inclusion, thereby recruiting from a diverse pool of candidates for all

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positions, including the Board as well as members of Executive Management, while complying with local laws and regulations;
- considering programs to assist in the development of a broad and diverse pool of skilled and experienced employees;
- maintaining a remuneration framework which ensures pay equality across roles and grades of employees based on individual performance, experience, location of role and job nature;
- reviewing succession plans to ensure an appropriate focus on diversity and inclusion;
- providing flexible working arrangements across all levels of the Company, to the extent practically possible, taking into account the nature of the work performed; and
- developing a culture which takes account of domestic responsibilities of all employees.

The Board is accountable for ensuring this Policy is effectively implemented. However, supporting workplace diversity and inclusion is the responsibility of everyone engaged in activities under the Company's control.

Given the current size and stage of development of the Company, measurable objectives for achieving gender diversity have not been established and this is noted as a departure by the Company from the Principles and Recommendations. As the Company's activities increase in size, scope and/or nature, this position will be reviewed by the Board and amended as appropriate.

The Board will monitor the extent to which the level of diversity within the Company is appropriate on an ongoing basis and will periodically consider measures to improve it. The Board will further consider the establishment of objectives for achieving gender diversity as the Company develops and its circumstances change.

The Company will report the respective proportions of men and women on the Board and across the whole workforce as at the end of each reporting period. As at the date of this Statement, the Company has 3 male Non-Executive Directors and 1 female Non-Executive Director. The Company currently has 11 male employees (including the MD) and 5 female employees.

1.6 A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and

(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Board has a process for reviewing its performance and that of its individual Non-Executive Directors, Committees and Executive Management, which is set out in the Board Charter. The Board will meet annually to review the outcome of this process.

Opportunities will also be provided for Directors to give private feedback on Board effectiveness, to the Chair of the RN Committee. Further, the Chair has implemented a review system whereby each Director will complete a board evaluation assessment on an annual basis which reflects Board performance for the relevant financial period. The Board will monitor the scope and detailed procedures involved in this performance evaluation to ensure it is relevant in relation to industry and market expectations and to its peers.

During the reporting period, the Board completed a Board evaluation assessment in accordance with the disclosed process.

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1.7 A listed entity should:

(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and

(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

It is the responsibility of the RN Committee to oversee an annual performance evaluation of the Company's executive team, including the MD. The evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management personnel.

During the reporting period, the RN Committee met to review the performance of the MD.

Principle 2: Structure the board to be effective and add value

2.1 The board of a listed entity should:

(a) have a nomination committee which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director,
and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board has established an RN Committee which is comprised of the following Directors:

Name	Role	Independent?
Alastair Morrison	Chair	Yes
Michael Emery	Member	Yes
Meredith Campion	Member	Yes

The RN Committee consists of three Non-Executive Directors, all of whom are considered to be independent. The RN Committee is chaired by Alastair Morrison who is considered to be an independent Director of the Company.

Details of the members' attendance at meetings throughout the financial year are included in the Annual Report.

Details of the Directors' qualifications and experience are disclosed on the Company's website at www.solsticeminerals.com.au/who-we-are/directors-management

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The Remuneration and Nomination Committee Charter is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance.

2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The membership of the Board, its activities and composition is subject to periodic review. The Board will review the capabilities, technical skills and personal attributes of its members and maintain a Board Skills Matrix as part of its performance review processes. It will review the Board's composition against those attributes and recommend any changes in Board composition that may be required. The criteria for determining the identification and appointment of a suitable candidate for the Board shall include quality of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Company's scope of activities, intellectual ability to contribute to the Board's duties and physical ability to undertake the Board's duties and responsibilities.

As at the date of this Statement, the mix of skills comprised in the Board includes:

Identified Skills	Specific Skills	General Skills	Gap Analysis
Work experience	5	0	Board has strong capability in this area
Australian operating experience	5	0	Board has strong capability in this area
Gold and base metals industry experience	4	1	No gaps identified
Directors duties	5	0	Board has strong capability in this area
Ethics and integrity	5	0	Board has strong capability in this area
Board participation	5	0	Board has strong capability in this area
Availability and dependability	5	0	Board has strong capability in this area
Compatibility	5	0	Board has strong capability in this area
Good judgement	5	0	Board has strong capability in this area
Investor relations	4	1	Board has strong capability in this area
Corporate transactions	5	0	Board has strong capability in this area
Funding mechanisms and treasury	5	0	Board has strong capability in this area
General Skills:			
Geology	3	2	No gaps identified
Engineering and processing	1	4	No gaps identified
Accounting and financial	1	4	No gaps identified
Legal	1	4	No gaps identified
Human resources	0	5	No gaps identified
Operations	1	4	No gaps identified
Business planning	2	3	No gaps identified
Corporate governance	5	0	Board has strong capability in this area
Strategic fit	5	0	Board has strong capability in this area

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Diversity	1	4	Diversity is part of the Board recruitment policy (although the Board's primary objective will be to secure the best person for the job).

2.3 A listed entity should disclose:

(a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position or relationship of the type described in Box 2.3 (factors relevant to assessing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and

(c) the length of service of each director.

The Board has followed the Principles and Recommendations when assessing the independence of the Directors and has adopted the following definition of "independent":

"*An independent Director is a Director who is free from any interest, position, or relationship that might influence – or could reasonably be perceived to influence, in a material respect – their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole (rather than in the interests of an individual securityholder or other party)*".

As at the date of this Statement, the Board consists of:

Name	Role	Independent?	Length of service
Matthew Yates	Non-Executive Chair	Yes	Appointed 27 Feb 2013
Nick Castleden	Managing Director	No	Appointed 24 Jan 2023
Alastair Morrison	Non-Executive Director	Yes	Appointed 24 Sep 2021
Michael Emery	Non-Executive Director	Yes	Appointed 1 July 2023
Meredith Campion	Non-Executive Director	Yes	Appointed 1 July 2025

The Board notes that Mr Matthew Yates has been employed in an executive capacity by the Company's former parent entity, OreCorp Limited (**OreCorp**) within the last three years. Following completion of the Company's demerger from OreCorp by way of in-specie distribution in 2022, the Board has formed the view that the Company is independent of OreCorp and that Mr Yates prior employment with OreCorp does not compromise his independence.

The Board notes that Mr Alastair Morrison has been employed in executive position with the Company within the last three years. Noting that Mr Morrison's executive employment ceased in January 2023, and was interim in nature, the Board has formed the view that Mr Morrison prior employment no longer compromises his independence.

The Board notes that the Company's Non-Executive Directors have previously been issued securities under the Company's Employee Securities Incentive Plan. Noting that a key reason for inviting directors to participate in the Company's Employee Securities Incentive Plan is to further align the interests of directors with the Company's shareholders, the Board has formed a view that the issue of securities does not interfere with each director's capacity to bring an independent

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judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

2.4 A majority of the board of a listed entity should be independent directors.

Yes. The Board has assessed the independence status of the Directors and has determined that there are currently four independent Directors, being Matthew Yates, Alastair Morrison, Michael Emery and Meredith Campion.

2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the Executive Director of the entity.

The chair of the Board is Matthew Yates, who is an independent Director of the Company. Mr Yates is not the Company's MD.

2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

New Directors will be given informal induction information where they are briefed on the Company's vision and values, strategy, financials, and governance and risk management frameworks. The RN Committee is responsible for considering, and if thought necessary, recommending appropriate continuing professional development programs for Directors.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

3.1 A listed entity should articulate and disclose its values.

The Company has a Statement of Vision, Mission and Values which is published on its website at https://solsticeminerals.com.au/who-we-are/corporate-governance.

The Company's ultimate vision is to be a Western Australian mid-tier mining company, generating superior returns for our shareholders, while providing positive benefits for our stakeholders, through exploration, acquisition, development and mining with a focus on gold and base metals.

The values of the Company identified in the Statement are as follows:

- Teamwork – collaborating and working safely and responsibly in partnership with all stakeholders
- Integrity – acting lawfully, ethically and responsibly with fairness and transparency
- Respect – valuing diversity and inclusiveness, treating others with care and dignity
- Innovation – encouraging innovation and entrepreneurship
- Commitment – giving our all to all that we do
- Delivery – doing what we say we will do

3.2 A listed entity should:

(a) have and disclose a code of conduct for its directors, senior executives and employees; and

(b) ensure that the board or a committee of the board is informed of any material breaches of that code.

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The Board acknowledges the need for continued maintenance of the highest standard of corporate governance practice and ethical conduct by all Directors and employees of the Company.

The Company has implemented a Code of Conduct which is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance, which provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. A summary of the Code is provided below.

All employees and Directors are expected to:

- act in accordance with the Company's values and in the best interests of the Company;
- behave honestly and with personal integrity, treating other employees and all stakeholders with respect;
- use their authority in a fair and equitable manner;
- act ethically and responsibly;
- carry out their work with diligence and to a high standard;
- operate within the law at all times;
- comply with the spirit as well as the letter of the codes of conduct (if any) that apply to their profession;
- abide by all of the policies of the Company and follow procedures, instructions and lawful directions that relate to their employment and duties;
- not take advantage of their position or the opportunities arising therefrom for personal gain; and
- promote the interests of the Company and act in a manner that does not reflect negatively on the Company or harm its reputation.

An employee that breaches the Code of Conduct may face disciplinary action. If an employee suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the Company Secretary. Any material breaches will be reported by the Company Secretary to the Board. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.

3.3 A listed entity should:

(a) have and disclose a whistleblower policy; and

(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Company is committed to the highest standards of conduct and ethical behaviour in all our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. The Company has a Whistleblower Policy which is published on its website at https://solsticeminerals.com.au/who-we-are/corporate-governance.

The Policy encourages disclosures of wrongdoing, in line with the Company's risk management and governance framework and establishes a process whereby individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported. All matters reported under the Policy are investigated, although the process of

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investigation and whether the investigation is carried out internally or externally, may vary depending on the nature of the disclosure. The outcome of an investigation will be documented and as considered appropriate, reported to the Audit and Risk Committee (**AR Committee**) and/or the Board.

3.4 A listed entity should:

(a) have and disclose an anti-bribery and corruption policy; and

(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The objectives of the Company's Anti-Bribery and Anti-Corruption Policy, which is published on it's website at https://solsticeminerals.com.au/who-we-are/corporate-governance, are to:

- set out the responsibilities in observing and upholding the Company's position on bribery and corruption;
- further reinforce the Company's values as set out in its Statement of Vision, Mission and Values; and
- provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

The Policy applies to all employees, including Executive Management, suppliers, consultants, customers, joint venture partners (where they agree to be bound by the Policy) as well as temporary and contract staff (including subcontractors) of the Company and any of its controlled entities. Any such person who becomes aware of any actual or suspected breach of the Policy is required to report this and processes are in place to ensure that such complaints are investigated and appropriate action taken.

Principle 4: Safeguard the integrity of corporate reports

4.1 The board of a listed entity should:

(a) have an audit committee which:

(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and

(2) is chaired by an independent director, who is not the chair of the board, and disclose:

(3) the charter of the committee;

(4) the relevant qualifications and experience of the members of the committee; and

(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting,

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including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The AR Committee operates under the Audit and Risk Committee Charter which is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance.

The AR Committee is chaired by Michael Emery, an independent Non-Executive Director, who is not the Chair of the Board.

The AR Committee consists of the following Directors:

Name	Role	Independent?
Michael Emery	Chair	Yes
Matthew Yates	Member	Yes
Alastair Morrison	Member	Yes

Details of their attendance at meetings throughout the financial year are included in the Annual Report. Details of the Directors' qualifications and experience are disclosed on the Company's website at www.solsticeminerals.com.au/who-we-are/directors-management.

4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

In relation to all material financial reports, the Board receives a written assurance from the CEO and the CFO in the manner detailed above.

4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

Where a periodic corporate report is not required to be audited or reviewed by an external auditor, the Company will internally verify the integrity of the report and ensure the content is presented accurately. This process will involve a review by the relevant internal stakeholder(s) together with internal sign-off(s) that the section of the report to which they have contributed is accurate prior to receiving approval by the Board.

Principle 5: Make timely and balanced disclosure

5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

The Company must comply with its continuous disclose obligations by disclosing "Material Information" to the market in accordance with the Corporations Act and the ASX Listing Rules. "Material Information" is information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

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The Company is committed to complying with its continuous disclosure obligations to facilitate a fair and well-informed market and to ensure all its stakeholders and the investment community have timely and equal access to information provided by the Company.

The Company has adopted a Continuous Disclosure Policy which is published on its website at https://solsticeminerals.com.au/who-we-are/corporate-governance. The purpose of the Policy is to:

- raise awareness of the Company's obligations under the continuous disclosure regime;
- establish a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the relevant person in a timely manner and is kept confidential; and
- set out obligations of Directors, officers, and employees of the Company to ensure that the Company complies with its continuous disclosure obligations.

5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

In accordance with the Continuous Disclosure Policy, the Board receives a copy of all material ASX announcements prior to release for review and comment and is also advised promptly after release by the Company Secretary.

5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

In accordance with the Continuous Disclosure Policy:

- price sensitive information will not be discussed with analysts and institutional investors unless that particular information has been formally disclosed to the market via an announcement;
- slides and investor presentations used in briefings will also be released prior to any briefing to the market; and
- if any new price sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholder queries, written materials containing such information will be released to the market prior to the briefing commencing.

Principle 6: Respect the rights of security holders

6.1 A listed entity should provide information about itself and its governance to investors via its website.

The Company's Shareholder Communications Policy recognises the value of engaging with shareholders and providing them with current and relevant information.

Information is communicated to shareholders through:

- periodic disclosure through quarterly, half-year and annual reports on the financial and operational performance of the Company;
- notices of general meetings and explanatory material;

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- general meetings;
- verbal communication via the MD meeting directly with shareholders;
- announcements released through the ASX platform;
- the Company's website; and
- the email distribution list through which all material ASX announcements are provided to shareholders who have elected to receive such communications.

The Company believes that communicating with shareholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner. As part of the Company's commitment to improving securityholder value, the Company encourages shareholders to elect to receive all securityholder communications electronically.

The Company posts all reports, ASX and media releases and copies of significant business presentations on the Company's website at www.solsticeminerals.com.au. This is done shortly after being released by the ASX.

The Company's website includes all relevant information regarding the Company, including a "corporate governance" landing page from where all relevant corporate governance policies can be accessed. All website information is regularly reviewed and updated to ensure that information is current, or appropriately dated and archived.

6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company's Shareholder Communications Policy is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance.

In accordance with the Policy, the Company facilitates communication directly between shareholders and the Company, including by:

- issuing regular written shareholder communications such as quarterly activities reporting and an annual report which address the Company's strategy and performance;
- sending and receiving shareholder communications electronically, both from the Company and its share registry;
- maintaining the Board and governance section and investor and media centre on the Company website including posting all announcements immediately after they have been disclosed to the market;
- engaging in a program of scheduled interactions with institutional investors;
- promoting two-way interaction with shareholders, by supporting shareholder participation in the AGM; and
- ensuring that continuous disclosure obligations are understood and complied with throughout the Company.

6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company's Shareholder Communications Policy identifies the means by which the Company recognises the rights of shareholders and encourages the effective exercise of those rights at general meetings. Shareholders will be provided with all notices of meetings, or notification on how they can be accessed, prior to meetings. The Company's auditor will also be made available

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for questions at the annual general meeting. Shareholders will be given the opportunity to ask questions of the Board and management, either before or during shareholder meetings.

6.4 A listed entity should ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.

The Company ensures that all resolutions at any meeting of its shareholders are decided by a poll.

6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Electronic communications with shareholders include electronic mail, the Company website, the internet and the relevant online ASX announcement platform. Security holders are encouraged to communicate electronically with the Company and with its share registry, by signing up to receive electronic communications.

Principle 7: Recognise and manage risk

7.1 The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director,

and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The AR Committee operates under the Audit and Risk Committee Charter which is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance.

The AR Committee is chaired by Michael Emery, an independent Non-Executive Director, who is not the Chair of the Board.

The AR Committee consists of the following Directors:

Name	Role	Independent?
Michael Emery	Chair	Yes
Matthew Yates	Member	Yes
Alastair Morrison	Member	Yes

Details of their attendance at meetings throughout the financial year are included in the Company's Annual Report.

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Details of the Directors' qualifications and experience are disclosed on the company's website at www.solsticeminerals.com.au/who-we-are/directors-management.

7.2 The board or a committee of the board should:

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and

(b) disclose, in relation to each reporting period, whether such a review has taken place.

The AR Committee is responsible for monitoring management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board. The AR Committee reports on its activities to the Board. During the reporting period, the AR Committee undertook a review of the Company's risk management framework.

7.3 A listed entity should disclose:

(a) if it has an internal audit function, how the function is structured and what role it performs; or

(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

The Company does not have a separate internal audit function. The Board considers that the current size and nature of the Company's operations does not currently necessitate the need for an internal audit function. Under the direction of the AR Committee, the Board as a whole will review the overall risk profile for the Company and receive reports from management on the effectiveness of the Company's management of its material business risks. On this basis, and given the current nature and size of the Company's operations an internal audit function is not yet considered appropriate. In accordance with the Company's Audit and Risk Committee Charter, the Committee will advise the Board if, and when, it considers the appointment of an internal auditor is appropriate and compliance with control procedures is reviewed by the external auditor.

7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

The identification and effective management of risk, including calculated risk-taking, is viewed as an essential part of the Company's approach to creating long-term shareholder value. The Board has adopted an overarching Risk Management Policy which is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance. This Policy identifies the risk management framework adopted by the Company to ensure that risks are identified, understood, managed and minimised to the extent relevant to the sector in which it operates. This framework is designed to ensure that strategic, operational, legal, reputation, financial and business risks are identified, assessed, monitored and managed to produce better performance outcomes.

Strategic and operational risks are reviewed at least annually as part of the annual strategic planning, business planning, forecasting and budgeting process. Risks are managed by setting

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appropriate levels and areas for risk retention and, where appropriate, through the use of insurance or other forms of risk mitigation or transfer, and by setting policies or procedures to cover management accounting, financial reporting, project appraisal and approval, environment, health and safety, information technology, security, compliance and other key risk areas.

The Company has identified a series of operational risks which the Company believes to be inherent in the industry in which the Company operates having regard to the Company's circumstances (including financial resources, prospects and size). These are identified in the Risk Management Policy and include environmental, social and governance risks. As a mineral exploration company, there are a number of material environmental or social sustainability risks that could adversely affect the Company and the achievement of its strategic objectives, such as the various environmental laws and regulations which the Company is required to comply with. These are detailed in the risk register maintained by the Company and specific risk management policies will be developed in due course as the business identifies a need for them.

Risk Management Roles and Responsibilities

The AR Committee is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system. The Committee will report to the Board bi-annually, or more frequently as required, on the Company's key risks and the extent to which it believes these risks are being managed.

The Board is responsible for reviewing and approving the Company's risk management and internal control system and satisfying itself bi-annually, or more frequently if required, that the Company has developed and implemented a sound system of risk management and internal control.

Principle 8: Remunerate fairly and responsibly

8.1 The board of a listed entity should:

- **(a) have a remuneration committee which:**
  - **(1) has at least three members, a majority of whom are independent directors; and**
  - **(2) is chaired by an independent director,**
    and disclose:
  - **(3) the charter of the committee;**
  - **(4) the members of the committee; and**
  - **(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- **(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.**

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The RN Committee consist of the following Directors:

Name	Role	Independent?
Alastair Morrison	Chair	Yes
Meredith Campion	Member	Yes
Michael Emery	Member	Yes

The RN Committee consists of three non-executive directors, all of whom are independent Directors.

The RN Committee is chaired by Alastair Morrison who is considered to be an independent Director of the Company.

Details of the members' attendance at meetings throughout the financial year are included in the Annual Report.

Details of the Directors' qualifications and experience are disclosed on the Company's website at www.solsticeminerals.com.au/who-we-are/directors-management.

The Remuneration and Nomination Committee Charter is available on the Company's website at https://solsticeminerals.com.au/who-we-are/corporate-governance.

8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The role of the RN Committee is to review and make recommendations to the Board in respect of all remuneration matters, including the following:

- the Company's overall remuneration strategy;
- proposed remuneration (including incentive awards, equity awards and service contracts) of the MD and other members of Executive Management;
- cash-based executive incentive plans and equity-based incentive plans;
- remuneration of Non-Executive Directors;
- superannuation arrangements for Executive Management and other employees;
- the recruitment, retention and termination policies and procedures for Executive Management;
- the annual Remuneration Report for inclusion in the Company's Annual Report;
- the annual performance evaluation of the Company's entire executive team; and
- the annual performance evaluation of the Board, its Committees and individual Directors.

The Board's policy is for fees to Non-Executive Directors to be no greater than market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, options or other equity securities may be used to attract and retain Non-Executive Directors. The Board determines payments to the Non-Executive Directors and will review their remuneration annually, based on market practice, duties and accountability. Independent external advice may be sought when required. Further details of the remuneration of the Company's Non-Executive Directors are included in the (audited) Remuneration Report.

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Executive remuneration consists of fixed remuneration, being base salaries, as well as employer contributions to superannuation funds and other non-cash benefits, plus performance-based remuneration. Further details of the remuneration of the Company's executives is included in the (audited) Remuneration Report.

8.3 A listed entity which has an equity-based remuneration scheme should:

(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

(b) disclose that policy or a summary of it.

The Company has adopted a long-term incentive plan for employees and contractors (**Incentive Plan**).

The Company has issued options and performance rights pursuant to the Incentive Plan in order to attract and retain the services of its key employees and to provide an incentive linked to the performance of the Company. The Incentive Plan is administered by the Directors.

The Company's Securities Trading Policy reflects its prohibition on participants "hedging" the value of their entitlements and/or entering into any other transactions for unvested entitlements which limit the economic risk of participating in the scheme. The Policy notes as follows:

- Entitlements under the Company's equity-based incentive plans may be subject to the satisfaction of various time and/or performance hurdles to ensure alignment of employee rewards with the Company's objectives and performance. Transactions which hedge the value of entitlements could distort the proper functioning of these hurdles and reduce the intended alignment with shareholder interests.
- Those participating in an equity-based incentive plan are prohibited from entering into any transaction or arrangement which operates to limit the economic risk of their security holding in the Company without first obtaining prior written clearance from the Company.
- Similarly, there is a prohibition on participants from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes.

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COMPLIANCE WITH AND DEPARTURES FROM ASX CORPORATE GOVERNANCE RECOMMENDATIONS

The Company complies with the Principles and Recommendations other than in relation to the matters specified below.

Recommendation Ref	Notification of Departure	Explanation for Departure
1.5 (b) and (c)	The Company has not set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally in accordance with Recommendation 1.5(b). Accordingly, the relevant disclosure has not been made in accordance with Recommendation 1.5(c).	The Company has adopted a Diversity & Inclusion Policy, but the Board considers that the Company is not currently of a size to justify setting measurable objectives regarding gender diversity. As the Company's activities increase in size, scope and/or nature, this position will be reviewed by the Board and amended as considered appropriate. The Company will report the respective proportions of men and women on the Board and across the whole workforce as at the end of each reporting period (refer page 5 of this Statement).

The Company's Corporate Governance Statement is available on the Company's website at www.solsticeminerals.com.au.

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Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Solstice Minerals Limited

ABN/ARBN

67 150 154 162

Financial year ended:

30 June 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://solsticeminerals.com.au/who-we-are/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 21 September 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Date:	21 September 2026
Name of authorised officer authorising lodgement:	James Doyle

[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

[2] Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

[3] Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

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ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://solsticeminerals.com.au/who-we-are/corporate-governance	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

[5] If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

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Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☐ and we have disclosed a copy of our diversity policy at:	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://solsticeminerals.com.au/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at: Page 37 of our Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: Our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: Our Corporate Governance Statement and the length of service of each director at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://solsticeminerals.com.au/who-we-are/corporate-governance	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://solsticeminerals.com.au/who-we-are/corporate-governance	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://solsticeminerals.com.au/who-we-are/corporate-governance	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://solsticeminerals.com.au/who-we-are/corporate-governance	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://solsticeminerals.com.au/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at: Pages 30-32 and 37 of our Annual Report	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://solsticeminerals.com.au/who-we-are/corporate-governance	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://solsticeminerals.com.au/who-we-are/corporate-governance	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://solsticeminerals.com.au/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at: Page 37 of our Annual Report	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: Our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://solsticeminerals.com.au/who-we-are/corporate-governance and the information referred to in paragraphs (4) and (5) at: Page 37 of our Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Pages 38-40 of our Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: Our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: …… [*insert location*]	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

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