2026 Corporate Governance Statement

Introduction

This Corporate Governance Statement reports the governance processes and procedures in place at Sinclair Gold Ltd (ACN 149 126 858) ("Sinclair" or the "Company") during the financial year ended 30 June 2026 ("FY26") and has been approved by the board of the Company ("Board") as at 24 September 2026.

This Corporate Governance Statement is also provided on our website at www.sinclairgold.com, together with copies of our Board and Board Committee Charters and the Company's key corporate governance policies.

The ASX Appendix 4G, which is a checklist cross-referencing the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations ("ASX Recommendations") to the relevant disclosures in the Corporate Governance Statement and the 2026 Annual Report is also provided on that webpage.

Commitment to Good Governance

The Directors of Sinclair believe that effective corporate governance improves company performance, enhances corporate social responsibility and benefits all stakeholders. Governance practices are not a static set of principles, and the Company assesses its governance practices on an annual basis. Changes and improvements are made in a substance over form manner, which appropriately reflect the changing circumstances of the Company as it grows and evolves. Accordingly, the Board has established a number of practices and policies to ensure that these intentions are met and that shareholders are fully informed about the affairs of the Company.

Sinclair reviews all its corporate governance practices and policies on an annual basis to ensure they are appropriate for the Company's current stage of development. Sinclair's corporate governance practices and policies have been made with consideration to the ASX Recommendations.

ASX Recommendations

As set out in the Appendix 4G attached, the Company has followed all ASX Recommendations for the full financial year ended 30 June 2026, except ASX Recommendations 1.5 and 2.5. This Corporate Governance Statement explains the reasons why the Company did not follow the relevant Recommendation in full during the reporting period.

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ASX Corporate Governance Council's Principles and Recommendations (4th Edition)

Principle 1 - Lay solid foundations for management and oversight

Recommendation 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 Board of Directors is collectively responsible for the success of the Company. The conduct of the Board, as well as being governed by federal and state legislation, the ASX Listing Rules and the common law, is also regulated by the Company's Constitution, Code of Conduct and other Company policies.

The roles and responsibilities of the Board and senior management ("Executives") are set out in the Company's Board Charter, of which a copy is available on the Company's website at www.sinclairgold.com.

The Board Charter provides that the Board's key responsibilities include:

(a) providing leadership to the Company by defining the Company's purpose, approving the Company's Statement of Values and Code of Conduct, and always acting in a manner consistent with these values;

(b) overseeing the development and implementation of appropriate corporate strategy for the Company;

(c) overseeing the control and accountability systems that ensure the Company is progressing towards the goals set by the Board and in line with the Company's purpose, the agreed corporate strategy, legislative requirements and community expectations;

(d) ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy, encouraging effective participation at general meetings and, through the Chair, being the key interface between the Company and its shareholders;

(e) ensuring the integrity of the Company's accounting systems including the external audit;

(f) ensuring robust and effective risk management (for both financial and non-financial risks), compliance, continuous disclosure and control systems (including legal compliance) are in place and operating effectively;

(g) appointing, and where necessary removing and/or replacing, the Chair;

(h) being responsible for the Company's senior management and personnel including the Managing Director or chief executive officer ("MD"), Chief Financial Officer ("CFO"), Company Secretary and other senior executives;

(i) ensuring that the Company's remuneration and nomination policies are aligned with the entity's purpose, values, strategic objectives and risk appetite; and

(j) delegating appropriate powers to the MD, management and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers.

The Board has delegated responsibility for the day-to-day management of the Company to the Chief Executive Officer who is supported by the Executives. However, the Board remains ultimately responsible for the strategic direction of the Company.

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The Board Charter provides that the Chief Executive Officer's key responsibilities include:

(a) developing, in conjunction with the Board, the Company's vision, values, and goals;

(b) implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;

(c) advising the Board regarding the most effective organisational structure and overseeing its implementation;

(d) assessing business opportunities of potential benefit to the Company and sustaining competitive advantage through maximising available resources, encouraging staff commitment and strategically aligning the corporate culture with the organisation's goals and objectives;

(e) establishing and maintaining effective and positive relationships with Board members, shareholders, customers, suppliers and other government and business liaisons;

(f) undertaking the role of key Company spokesperson; and

(g) recommending policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives.

Those matters expressly reserved for Board approval are also set out in the Board Charter and include:

(a) issuing, acquiring or selling shares, options, equity instruments or other equity securities in the Company;

(b) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies or dissolving or selling the Company's participation in other companies (including project joint ventures);

(c) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company;

(d) founding, dissolving or relocating branch offices or other offices, plants and facilities;

(e) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities;

(f) approving and/or altering the annual business plan;

(g) taking or granting loans which exceed the amount set out in the Company's Delegations of Authority Policies;

(h) granting securities of any type;

(i) granting loans to Company officers or employees and taking over guarantees for the Company's officers and employees;

(j) determining the total amount of bonuses and gratuities for Company officers and employees;

(k) determining the appointment, or amendment to conditions of employment of members of the Board of Directors;

(l) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company;

(m) adoption or amendment of corporate governance policies;

(n) approval of hedging activities; and

(o) any public statements which reflect significant issues of the Company's performance, policy or strategy.

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Recommendation 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.

As stipulated in the ASX Recommendations and the Company's Remuneration and Nomination Committee Charter, background checks are carried out on all new Directors and Executives prior to their appointment or submission to security holders for election. These checks may include obtaining character references, verifying qualifications and experience and checking the individual's criminal record and bankruptcy history. The Company will ensure that all material information in its possession relevant to a shareholder's decision regarding the election or re-election of a Director, including the information referred to in Recommendation 1.2, is provided to shareholders in the Company's Notice of Annual General Meeting.

Recommendation 1.3

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

Each Director and Executive of the Company has an agreement in writing with the Company which sets out the key terms and conditions of their appointment including their duties, rights and responsibilities and (to the extent applicable) the matters referred to in the commentary to Recommendation 1.3.

Recommendation 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.

As set out in the Board Charter located at www.sinclairgold.com, the Company Secretary is accountable to the Board, through the Chair, on all governance matters and matters related to the proper functioning of the Board and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary also assists with all Directors' induction and ongoing professional development.

Ms Maddison Cramer was the Company Secretary for the whole of FY26. Ms Sara van den Hoogen was appointed as a Joint Company Secretary, in addition to Ms Cramer, on 27 July 2026.

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Recommendation 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.

The Company is committed to workplace diversity through acting in fairness and without prejudice. The Company believes that decision-making is enhanced through diversity and supports and encourages diversity at all levels of the organisation in accordance with the Company's Diversity Policy, a copy of which is located at www.sinclairgold.com. In addition, the Company's Statement of Values and Code of Conduct can be located at www.sinclairgold.com.

Sinclair has adopted a Diversity Policy that includes, but is not limited to, factors such as gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio economic background, perspective and experience. A copy of the Diversity Policy is available on the Company's website.

The Diversity Policy states that the setting of any measurable objectives is the responsibility of the Board. The Board will review measurable objectives, if any, and the progress against the objectives annually. At the end of the current reporting period, no measurable objectives have been set by the Company given the size and nature of the Company's operations. Sinclair is not a "relevant employer" under the Workplace Gender Equality Act.

As at 30 June 2026, the number and proportion of women on the Board, in senior management positions and in the overall Sinclair workforce was as follows:

	Women		Men		Total
	#	%	#	%	#
Employees[1]	7	37%	12	63%	**19**
Executives[2]	2	40%	3	60%	**5**
Board	1	25%	3	75%	**4**
Total	**10**	**34%**	**18**	**66%**	**28**

1. Excludes Executives and Directors.
2. Includes the Chief Executive Officer, Chief Financial Officer, Company Secretary, Executive General Manager People and Culture and Executive General Manager Growth and Development.

Recommendation 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 Company's processes for evaluating the performance of the Board, its committees and individual Directors are set out in the Board Charter and the Company's Performance Evaluation Policy, copies of which are available on the Company's website, www.sinclairgold.com.

No formal performance evaluation of the Board or individual Directors was undertaken during the reporting period. The Company did not establish any committees of the Board during FY26.

During FY26, the Company completed the acquisition of the Mt Henry Project, representing a significant transformational transaction for the Company. In addition, the composition of the Board changed during the period, with Didier Murcia ceasing to be a Director and Ms Amber Stanton being appointed as a Non-Executive Director.

Given the significant corporate activity undertaken during the year and the changes to Board composition, the Board considered it appropriate to defer a formal performance evaluation until the reconstituted Board had operated together for a sufficient period and the integration of the Mt Henry Project acquisition had progressed. Notwithstanding the absence of a formal evaluation, the Board continued to assess its effectiveness through regular Board meetings, ongoing discussions among Directors and the review of strategic, operational and governance matters.

Recommendation 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.

The Company's policy is to conduct annual evaluations of the performance of Executives.

The Company's process for evaluating the performance of the Executives is set out in the Board Charter and the Company's Performance Evaluation Policy, copies of which are available on the Company's website.

No formal performance evaluations of senior executives were undertaken during the reporting period. During the period, the Company completed the acquisition of the Mt Henry Project and appointed a new executive team to oversee the Company's operations and strategic direction following completion of the transaction. As the Executives were appointed during the reporting period and had not served for a sufficient period to enable a meaningful assessment against agreed performance objectives, the Board determined to defer formal performance evaluations until the following reporting period. Management performance was instead monitored through regular Board reporting and ongoing engagement between the Board and Executives.

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

Recommendation 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 attendance 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 Company has not established a Nomination Committee due to the size and composition of the Board. It is considered that the establishment of a Nomination Committee would not be a more efficient mechanism than the full Board performing the role and responsibilities of the Nomination Committee at this time.

The Company has adopted a Remuneration and Nomination Committee Charter which is available on the Company's website. The Remuneration and Nomination Committee Charter includes details of the structure and the responsibilities of the Committee, which are currently performed by the Board. Responsibilities include the appointment of new Directors, and developing, implementing and reviewing processes to address succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to be an effective decision-making body and discharge its duties and responsibilities efficiently. The Board reviews Board succession issues, Director professional development and the Board skills matrix annually and as required.

The Remuneration and Nomination Committee Charter states that the Remuneration and Nomination Committee must meet at least twice a year. The Board confirms that it has met during the reporting period to undertake the responsibilities of the Nomination Committee.

Recommendation 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.

As detailed on the Company's website, the Directors are all professionals with a wealth of experience in different areas relevant to Sinclair's business. Sinclair is committed to ensuring the Board is comprised of Directors who possess the appropriate mix of skills, expertise and diversity to adequately discharge its responsibilities and duties.

The Company has developed a Board skills matrix which sets out the mix of skills that the Board currently has (or is looking to achieve) and this is periodically reviewed against the Directors' skills to ensure an appropriate mix of skills and expertise is present to facilitate successful strategic direction.

The mix of skills comprised in the current Board, and that the Board would look to maintain and build on, is set out in the Board Skills Matrix below. An assessment of the skills and experience of the Board is undertaken in relation to the Board Skills Matrix annually, to ensure that the Board continues to meet the current and evolving needs of the Company and the corporate landscape in which it operates.

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Ms Stanton was appointed to the Board on 9 April 2026, replacing Mr Murcia, whose resignation took effect on the same date. The Board believes that, collectively, the current Directors have a diverse and relevant range of skills, backgrounds, knowledge, and experience to ensure effective governance of Sinclair in line with its current strategy and goals. To the extent that any skills are not sufficiently represented on the Board, they are augmented through the Executive and external advisors.

Board members were asked to reflect on and rate their level of experience in each skill area as either:

Skills and Experience
3 = Very experienced
2 = Sufficient
1 = Limited/No experience

Skills and Experience	Importance	Current outcomes
Mining and Resources		
Industry knowledge Knowledge of exploration, development, processing or production of gold, base metals or other minerals.	A director's experience in the mining or resources industry assists the Sinclair board in strategic planning and risk management strategies.	
Exploration and Geology Direct experience in the technical and/or geological aspects of exploration programs.	Experience as a director or executive with large, value-add exploration programs and resources and reserves development is important to assist the Board with exploration planning and strategy.	
Mining Development Direct experience as a former or current mining executive or director in the development of a mining operation.	As Sinclair transitions from explorer to project developer, experience overseeing the development of a mining operation and/or a strong understanding of the complexities of mining engineering will ensure outcomes adhere with the Company's strategic direction, exposure to risks is mitigated and projects are executed on time, on budget and in line with industry standards.	
Finance, Risk and Governance		
Corporate Financing Experience with capital management strategies and fundraisings (including debt financing and equity capital raisings).	Relevant experience in capital management strategies assists the Board in ensuring that the Company is adequately funded to execute its strategy.	
Finance, accounting and tax Former or current CFO role, or professional experience in corporate finance, financial accounting, taxation, reporting and treasury.	Financial acumen, demonstrated by a director's experience in financial accounting and reporting, taxation, corporate finance and/or internal financial controls, provides the director with the tools to interpret financial performance, contribute to financial planning, oversee budgets and funding arrangements, apply discipline in costs control, and rigour in risk identification and mitigation.	

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Skills and Experience	Importance	Current outcomes
M&A / Joint Ventures Experience with assessing capital projects, investments and merger and acquisition opportunities and joint ventures, and their financing and performance.	Relevant experience in merger and acquisition transactions and joint venture transactions informs the Board as to complex financial, regulatory and operational issues.	
Legal Knowledge of relevant laws and regulatory frameworks, and an ability to identify and oversee the Company's management of its legal and contractual obligations and compliance management.	A director's relevant legal knowledge assists in ensuring Company compliance with laws and regulations applicable to listed resources entities, including financial and corporate business activities. Such experience also contributes to contractual negotiations and the Board's understanding of the role of directors and the Board's legal responsibilities.	
Corporate Governance Experience in the development and maintenance of corporate governance systems and/or responsibility for the oversight of corporate governance systems.	A director with experience in governance in ASX-listed and other complex organisations, with commitment to ensuring effective governance structures and maintaining effective risk management and internal controls, assists in setting the framework for and regulating the Company's decision-making practices.	
Risk Management Direct involvement in risk management and insurances.	Maintaining effective risk identification, management and internal controls, and having appropriate levels of insurance cover in place, are a cornerstone of Sinclair's audit and risk management processes.	
Strategic Planning Identifying and critically assessing strategic opportunities and threats to the organisation and implementing successful strategies in the context of an organisation's policies and business objectives.	A director's experience in developing and implementing successful strategy, and the ability to provide oversight of management for the delivery of strategic objectives is a key responsibility of the Board.	
ASX Experience Director or Executive experience in ASX listed company(s).	A director with experience navigating ASX regulations and compliance is critical to ensuring Sinclair operates in a transparent and accountable manner, maintaining integrity and investor confidence.	
Environment and People		
Health, Safety, Environment and Community (HSEC) Experience in integrating HSEC principles into decision making, management of workplace safety and physical and psychological health, and proactive identification and prevention of HSEC risk.	Experience of a director related to workplace environmental, health and safety compliance, and community relations and governance affairs, is integral to the critical evaluation of frameworks and processes designed to ensure that all regulatory obligations are met and Sinclair's social licence to operate in the communities in which it operates, is earned and further developed.	

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Skills and Experience	Importance	Current outcomes
Human Resource and Leadership Senior executive leadership experience with demonstrated ability to evaluate executive and Board performance, setting executive remuneration frameworks that attract and retain talent, succession planning, and to influence organisational culture.	A director's ability to draw on executive experience in attracting, leading and retaining a high performing team to deliver on the Company's strategic objectives, ensuring long-term success and sustainability of the business through talent development and executive succession planning, remuneration benchmarking and incentive structures, and understanding/influencing organisational culture, is integral to Sinclair developing and sustaining its financial and operational results and people management.	
Stakeholder relations Experience in stakeholder relations at national, regional and local levels, including shareholders, government and community liaison.	A track record of overseeing successful engagement with a range of key stakeholders at national, regional and local levels, including community relations, government affairs, non-government organisations and investor relations, and contributing to a communication strategy with stakeholders is essential for members of the Board.	

Recommendation 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 is currently comprised of four Directors, three of whom are considered to be independent:

Director	Role	Profession	Independent	Date of appt	In office (years)
Ray Shorrocks	Non-Executive Chair	Finance/Stockbroking	No	7 Aug 2020	6
Amber Stanton	Non-Executive Director	Lawyer	Yes	9 April 2026	<1
Russell Curtin	Non-Executive Director	Finance/Audit	Yes	20 June 2024	2
Duncan Grieve	Non-Executive Director	Geologist	Yes	20 June 2024	2

The commentary to Recommendation 2.3 of the ASX Recommendations notes that examples of interests, positions and relationships that might raise issues about the independence of a director include if the director:

(a) is, or has been within the last three years, an executive of the entity;

(b) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the entity;

(c) is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;

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(d) is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder; or

(e) has been a director of the entity for such a period that their independence from management and substantial holders may have been compromised.

The Board has undertaken an assessment of the independence of each Director having regard to the materiality of the interests, positions or relationships described above and whether any such matter might interfere, or might reasonably be perceived to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole.

Each Director holds performance rights granted pursuant to the Company's remuneration framework. The grant of performance rights reflects the Company's current stage of development and is intended to support the attraction and retention of Directors and align their interests with the interests of shareholders. The Board does not consider that the performance rights held by the Non-Executive Directors compromises their independence.

Mr Grieve has previously, and Mr Curtin has previously and currently provides, consultancy services to the Company. The Board has considered the nature and quantum of those arrangements and determined that they do not compromise their independence.

While Mr Shorrocks was considered an independent Director prior to his appointment as Interim Executive Chair on 20 June 2024, the Board no longer regards him as independent due to his service in an executive role with the Company between 20 June 2024 and 2 February 2026.

During FY26, Mr Didier Murcia served as a Non-Executive Director until his resignation on 9 April 2026. Mr Murcia served as a Director for ~13 years. Notwithstanding the length of his tenure and the performance rights he held in the Company, Mr Murcia was considered to be an independent Director by the Board until his resignation.

Recommendation 2.4

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

The Board has determined that Mr Murcia was an independent Director until his resignation as a Director. The Board has also determined that Ms Stanton, Mr Curtin and Mr Grieve are independent Directors. Accordingly, at all times during the reporting period, three of the Company's four Directors were considered independent and, a majority of the Board was comprised of independent Directors.

Recommendation 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.

Mr Raymond Shorrocks transitioned from Interim Executive Chair to Non-Executive Chairman on 2 February 2026. Although not considered independent for the reasons set out in relation to Recommendation 2.3 above, the Board considers Mr Shorrocks' appointment as Non-Executive Chair to be in the best interests of the Company, given its current size and stage of development. The Company appointed a Chief Executive Officer effective from 2 February 2026.

Recommendation 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.

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In accordance with the Board Charter, new Directors undergo an induction process in which they will be given a full briefing on the Company, including meeting with key Executives, an induction package and presentations. New Directors are provided with the Company's Charters, Policies and other information that will ensure that they are aware of the Company's operations and management. The new Director appointed during FY26 (Ms Stanton) was inducted in accordance with the program set out in the Board Charter. A review of the professional development needs of Directors was conducted during the reporting period. The Company supports the continuing development of Directors and provides adequate opportunities as required.

Principle 3 - Instil a culture of acting Lawfully, Ethically and Responsibly

Recommendation 3.1

A listed entity should articulate and disclose its values.

Sinclair instils and reinforces a culture across the Company of acting lawfully, ethically and responsibly. Sinclair has adopted a Statement of Values to express the standards and behaviours it expects from its Directors, Executives and employees to fulfil its purpose and meet its goals. This is available on the Company's website at www.sinclairgold.com. The Company seeks to operate in line with the Statement of Values and to ensure Directors, Executives and employees work to reinforce these values. The Company's Executives have the responsibility of instilling the values across the Company including ensuring that all employees receive appropriate training on the values and referencing and reinforcing the values in interactions with employees.

Recommendation 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.

The Company seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen of the countries where it operates and an employer which personnel enjoy working for. Accordingly, the Company has established a Code of Conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standards of behaviour expected from its Directors, Executives and employees. The Code of Conduct sets out policies in relation to various corporate and personal behaviour including safety, discrimination, respecting the law, anti-corruption, interpersonal conduct and conflict of interest. A copy of the Code of Conduct is located at www.sinclairgold.com.

Any material breaches of the Code of Conduct must be reported to the Board.

Recommendation 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 Board has adopted a Whistleblower Protection Policy to ensure concerns regarding unacceptable conduct including breaches of the Company's code of conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistleblowing about issues where the interests of others, including the public, or of the organisation itself, are at risk. A copy of this document is located at www.sinclairgold.com.

All material incidents reported under the policy must be reported to the Board.

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Recommendation 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.

The Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. To reinforce this commitment, the Board has adopted an Anti-Bribery and Anti-Corruption Policy. This policy outlines the responsibilities for observing and upholding the Company's position on bribery and corruption and provides information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues. A copy of this document is located at www.sinclairgold.com.

Any material breaches reported under the policy must be reported to the Board.

Principle 4 - Safeguard the integrity of corporate reports

Recommendation 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 of those meetings; or

b) if it does not have an audit committee, disclose the fact and the process 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.

The Company did not have a separate Audit Committee during FY26. Given the size of the Board it was decided that there were no efficiencies to be gained from forming a separate audit committee at that time. The current board members carried out the roles that would otherwise be undertaken by an Audit Committee. The procedures detailed in the Audit and Risk Management Committee Charter continued to be relevant and outlined the process employed by the board of Directors to 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. A copy of the previous Audit and Risk Management Committee Charter is available at www.sinclairgold.com.

Following the Company's inclusion in the S&P All Ordinaries Index, the Company established an Audit Committee for FY27 to comply with ASX Listing Rule 12.7 and reviewed and updated its Audit Committee Charter. The Audit Committee is composed of three non-executive Directors (Mr Curtin, Mr Grieve and Ms Stanton), all of whom are independent and is chaired by an independent non-executive Director, Mr Curtin, who is not the chair of the Board.

Recommendation 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.

The Interim Executive Chair or CEO (as relevant during the period) and CFO provided the Board with declarations in accordance with section 295A of the *Corporations Act 2001* (Cth) (the "Corporations Act") during and in respect of FY26 that, in their opinion, all financial records of the Company had been properly maintained and that the financial statements complied with the appropriate accounting standards and gave a true and fair view of the financial position and performance of the entity and that the opinion had been formed on the basis of a sound system of risk management and internal control which was operating effectively.

Recommendation 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.

As set out in the Company's Continuous Disclosure Policy, the relevant contents of reports released by Sinclair via the ASX Market Announcements Platform are verified by the appropriate person having primary responsibility and expertise in the area. For reports relating to:

(a) financial matters, Sinclair's CFO signs off on such reports in conjunction with the CEO;

(b) new exploration results, Mineral Resources or Ore Reserves, a Competent Person (as defined in the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves) signs off on such reports; and

(c) matters outside these areas, typically are reviewed by the CEO and other relevant members of management having primary responsibility and/or expertise in the area. Where appropriate, Sinclair may engage with its external lawyers, auditors, technical consultants and/or other advisers as to the form and content of the relevant disclosure.

All reports released via the ASX Market Announcements Platform are subject to approval by the Sinclair Directors.

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Principle 5 - Make timely and balanced disclosure

Recommendation 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 has a Continuous Disclosure Policy. This policy outlines the disclosure obligations of the Company and its subsidiaries as required under the Corporations Act and the ASX Listing Rules. This policy is designed to ensure that Sinclair complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules such that:

- all investors have equal and timely access to material information; and
- Sinclair's announcements are factual and presented in a clear and balanced manner.

The purpose of the Policy is to summarise the Company's disclosure obligations in accordance with the Listing Rules and the Corporations Act, explain what type of information needs to be disclosed, identify who is responsible for disclosure, and explain how individuals at the Company can contribute. All Sinclair Directors, officers and employees are required to observe the requirements set out in the Policy.

Under the Continuous Disclosure Policy, the Board has established a continuous disclosure committee comprising the Chair, the Chief Executive Officer, and Company Secretary to review and approve proposed external announcements, or refer them to the Board for approval. A copy of the Continuous Disclosure Policy is available from the corporate governance section of the Company's website at www.sinclairgold.com

Recommendation 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 Company's Continuous Disclosure Policy, Sinclair's Company Secretaries (or, in their absence, the Chief Executive Officer) ensure that Sinclair Directors are sent a copy (generally via email) of all material ASX disclosures and media releases, before and promptly after they have been made by Sinclair.

Recommendation 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 Company's Continuous Disclosure Policy, if any new and substantive investor or analyst presentations are made, Sinclair releases a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

Principle 6 - Respect the rights of security holders

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

Information about the Company and its operations is located at: www.sinclairgold.com

Information about the Company's corporate governance (including links to the Company's corporate governance policies and charters) is also located on the Company's website.

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Recommendation 6.2

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

Sinclair recognises the value of providing current and relevant information to its shareholders. The Shareholder Communications Policy is available on the Company's website and sets out how the Company communicates relevant information to its shareholders. The Shareholder Communication Policy also encourages shareholder participation and engagement with the Company, facilitating communication directly between shareholders and the Company, with shareholder queries coordinated through the Company Secretary.

The Chief Executive Officer and Company Secretary have the primary responsibility for communicating with shareholders.

Information is communicated to shareholders through:

(a) periodic disclosure through the annual report on the financial and operational performance of the Company;

(b) notices of general meetings and explanatory material;

(c) general meetings;

(d) periodic newsletters or letters from the Chairman;

(e) the Company's website at www.sinclairgold.com; and

(f) the Company's social media platforms.

Through the Company's share registry, all shareholders are given the option to receive communications from the Company electronically.

Recommendation 6.3

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

The Shareholder Communications Policy encourages shareholder participation at shareholders' meetings. Shareholders are provided with all notices of meeting prior to meetings.

Shareholders are given the opportunity to participate and to ask questions of the Directors and management - both during and after meetings. Shareholders who are unable to attend the AGM or a general meeting may submit questions and comments before the meeting to the Company or to the auditor (in the case of the AGM).

A copy of the Shareholder Communications Policy is located at www.sinclairgold.com

Recommendation 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.

In line with best practice as recommended by the ASX Recommendations, the Company has adopted the practice of ensuring that all substantive resolutions presented at general meetings of shareholders will be decided by a poll as outlined in its Shareholder Communication Policy. For each such resolution, the Company will record the number of securities voted for the resolution, the number of securities voted against the resolution and the number of securities in respect of which abstentions from voting apply. The results of the poll will be notified to ASX and released as an announcement immediately after the meeting has been held.

Recommendation 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.

The Company welcomes electronic communications from its Shareholders via its website and its publicised email address info@sinclairgold.com.

Upon admission onto the Company's share register, the Company's security registry provides shareholders with the option to receive communications from, and send communications to, the Company's security registry electronically, including the Annual Report and Notice of Meeting and electronic voting.

Principle 7 - Recognise and manage risk

Recommendation 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 Company does not have a separate Risk Management Committee. Given the current size of the Company and Board, the Directors believe there are no efficiencies in forming a separate committee and the Board as a whole performs this role. However, the Company had an Audit and Risk Management Committee Charter setting out the processes employed for overseeing the Company's risk management framework, a copy of which is available on the Company's website at www.sinclairgold.com. The Board has also approved a Risk Management Policy, available on the Company's website, and a risk management framework for identifying, analysing and appropriately treating all major sources of opportunity and harm to the Company.

Following the end of FY26, the Board adopted a separate Audit Committee Charter and Risk Management Committee Charter, copies of which are available on the Company's website.

The Company engages external risk management consultants for assistance with risk management and its insurance broking firm assists with the Company's annual assessment of coverage for insured assets and risks. The results of all the various reviews and insurances are reported to the Board at least annually.

The integrity of Sinclair's financial reporting relies upon a sound system of risk management and control. Accordingly, to ensure management accountability the Chief Executive Officer (or equivalent) and Chief Financial Officer are required to provide a statement in writing to the Board that the financial reports of Sinclair are based upon a sound risk management policy.

The Board believes that it has a thorough understanding of the Company's key risks and is managing them appropriately.

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Recommendation 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 Company engages a risk management consultant who assists with the Company's risk management framework and maintenance of its risk register covering all aspects of the Company's business. Reporting on Company risk management occurs on an ongoing basis and is reported to the Board of Directors by the Chief Executive Officer and Company Secretary. Business risks are periodically assessed (at least annually) by the Board in accordance with the Company's risk management and internal control policy. A Board review of the Company's risk management framework took place during the reporting period.

Recommendation 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.

Given the Company's current size and level of activity, the Board does not deem it necessary or appropriate to create an internal audit function or engage an external advisor to complete this function. Through external audit procedures and internal risk management policies and procedures, the Board considers there to be sufficient processes in place for evaluating and continually improving the effectiveness of its risk management and internal control processes. A copy of the Company's Audit and Risk Management Committee Charter is available on the Company's website at www.sinclairgold.com

The Executives and Board perform all key elements of an internal audit function, including:

(a) evaluating, seeking and obtaining reasonable assurance that risk management, control and governance systems are functioning as intended and will enable the Company's objectives and goals to be met;

(b) evaluating information security and associated risk exposures;

(c) evaluating regulatory compliance programs with consultation from internal and external legal counsel, and the Company's preparedness in case of business interruption; and

(d) providing oversight of the Company's anti-fraud programs.

Recommendation 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 Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, a copy of which is available on the Company's website. The Company has, and continues to, undertake various risk reviews to identify potential business risks.

The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented. The Company's material exposure to environmental and social risks, and the processes it has adopted to manage those risks, are set out in the 2026 Annual Report.

Principle 8 – Remunerate fairly and responsibly

Recommendation 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.

The Company has not established a separate remuneration committee. Given the current size of the Company and Board, the Directors believe there are no efficiencies in forming a separate committee and the Board as a whole performs this role. The Board of Directors reviews and approves recommendations in terms of compensation and incentive plan arrangements for Directors and Executives, having regard to market conditions and the performance of individuals and the consolidated entity. The procedures detailed in the Remuneration and Nomination Committee Charter outline the process employed by the Board for setting the level and composition of remuneration for Directors and Executives and ensuring that such remuneration is appropriate and not excessive. A copy of this policy is available from the corporate governance section of the Company's website at www.sinclairgold.com

Recommendation 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 Company's policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other Executives are set out in the Company's Board Charter, Remuneration and Nomination Committee Charter, and Remuneration Report contained in the 2026 Annual Report. The Remuneration and Nomination Committee Charter is available from the corporate governance section of the Company's website at www.sinclairgold.com

Recommendation 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 economic risk of participating in the scheme; and

b) disclose that policy or a summary of it.

The Company has an equity-based remuneration scheme. Under the Company's Securities Trading Policy, the Company prohibits the use of Derivatives in relation to unvested equity instruments, including performance rights, and vested Company securities that are subject to disposal restrictions, such as a holding lock. This is in line with the requirements of the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), and is intended to prevent transactions which could have the effect of distorting the

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proper functioning of performance hurdles or reducing the intended alignment between management's and shareholders' interests.

For the purposes of this policy, hedging includes the entry into any derivative transaction within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars) and any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities.

The Securities Trading Policy is available on the Company's website at www.sinclairgold.com

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Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Sinclair Gold Limited

ABN/ARBN

81 149 126 858

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: www.sinclairgold.com/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 24 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:	24 September 2026
Name of authorised officer authorising lodgement:	Maddison Cramer, Joint Company Secretary

[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://www.sinclairgold.com/corporate-governance/	
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.	☒	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	
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.	☒	

[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.		☒set out in our Corporate Governance Statement found: https://www.sinclairgold.com/corporate-governance/ and we have disclosed a copy of our diversity policy at: https://www.sinclairgold.com/corporate-governance/
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: Board Charter https://www.sinclairgold.com/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement: https://www.sinclairgold.com/corporate-governance/	

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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) Board Charter: https://www.sinclairgold.com/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement: https://www.sinclairgold.com/corporate-governance/	

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.sinclairgold.com/corporate-governance/ and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: Corporate Governance Statement: https://www.sinclairgold.com/corporate-governance/ https://www.sinclairgold.com/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.	☒ and we have disclosed our board skills matrix at: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	

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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]
2.3	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: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/ and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/ and the length of service of each director at: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	
2.4	A majority of the board of a listed entity should be independent directors.	☒	
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 found: https://www.sinclairgold.com/corporate-governance/
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.	☒	

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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 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 in our Statement of Values at: https://www.sinclairgold.com/corporate-governance/	
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://www.sinclairgold.com/corporate-governance/	
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://www.sinclairgold.com/corporate-governance/	
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 Anti-Corruption Policy at: https://www.sinclairgold.com/corporate-governance/	

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.sinclairgold.com/corporate-governance/ and we have disclosed the fact that we did not have an audit committee during FY26 and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	
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.	☒	
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.	☒	

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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]
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://www.sinclairgold.com/corporate-governance/	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
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.	☒	
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://www.sinclairgold.com/corporate-governance/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
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: Corporate Governance Statement and Shareholder Communication Policy https://www.sinclairgold.com/corporate-governance/	
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.	☒	
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.	☒	

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.sinclairgold.com/corporate-governance/ and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	
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: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	

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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]
7.3	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.	☒ 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: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	
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: Annual Report 2026 Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/and, if we do, how we manage or intend to manage those risks at: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	

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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.	☒ and we have disclosed a copy of the charter of the committee at: https://www.sinclairgold.com/corporate-governance/ and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: Corporate Governance Statement https://www.sinclairgold.com/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.	☒ 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: Board Charter Remuneration and Nomination Committee Charter https://www.sinclairgold.com/corporate-governance/	
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: Corporate Governance Statement https://www.sinclairgold.com/corporate-governance/	

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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.		☒ we do not have a director in this position 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.		☒ we are established in Australia 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.		☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.		N/A
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.		N/A

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