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Encounter Resources Limited

Corporate Governance Statement

For the Period Ended 30 June 2026

The Board is responsible for the overall corporate governance of the Company, including the establishing and monitoring of key performance goals. It is committed to attaining standards of corporate governance that are commensurate with the Company's needs. In this regard, the Board has created a framework for managing the Company, including internal controls and a business risk management process. This framework is reflected, in part, in the policies and charters described below.

The Board has adopted and endorses *The ASX Corporate Governance Council Principles and Recommendations (4th Edition)* as amended from time to time (**ASX Recommendations**) and has adopted the ASX Recommendations that are considered appropriate for the Company given its size and the scope of its proposed activities. Details of the Company's compliance with the ASX Recommendations (4th Edition) are set out below.

In light of the Company's current stage of development, the Board considers that its current composition is appropriate. As the Company's activities change in nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed and may change.

The Corporate Governance Statement, for the financial year ended 30 June 2026 has been adopted by the Board.

The Company's corporate governance policies and practices as at the date of this Report are outlined below and are available on the Company's website www.enrl.com.au.

The Corporate Governance Charter is available on the Company website www.enrl.com.au.

1.1 General

To the extent applicable, commensurate with the Company's size and nature, the Company has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (**Recommendations**). The Directors will seek, where appropriate, to provide accountability levels that meet or exceed the Recommendations, which are not prescriptions, but guidelines.

The Company's main corporate governance policies and practices are outlined below.

1.2 Board of Directors

The Board oversees the Company's business and is responsible for the overall corporate governance of the Company. It monitors the operational, financial position and performance of the Company and oversees its business strategy, including approving the strategy and performance objectives of the Company.

The Board is committed to maximising performance and generating value and financial returns for Shareholders. To further these objectives, the Board has created a framework for managing the Company, including the adoption of relevant internal controls, risk management processes and corporate governance policies and practices which the Board believes are appropriate for the business and which are designed to promote the responsible management and conduct of the Company.

A Director may seek independent advice, including legal advice, where he or she believes it is necessary to properly discharge his or her duties as a Director. The Company will pay for the reasonable cost of this advice provided that the Director has obtained prior written approval of the Chair (including the cost of the advice).

1.3 Composition of the Board

The Board is currently comprised of four Non-Executive Directors and one Executive Director. Biographies of the Directors are provided in the Annual Report.

Simon Hay	Independent Non-Executive Chairman	(Appointed 1 January 2026)
Will Robinson	Managing Director/CEO	(Appointed 30 June 2004)
Peter Bewick	Independent Non-Executive Director	(Appointed 8 October 2005)
Philip Crutchfield	Independent Non-Executive Director	(Appointed 9 October 2019)
Jon Hronsky	Independent Non-Executive Director	(Appointed 10 May 2007)

On 1 September 2026 Mr Hay transitioned from Non-executive Director to Non-executive Chairman and Mr Robinson transitioned from Executive Chairman to Managing Director/CEO.

As the Company's activities increase in size, nature and scope, the size and composition of the Board will be reviewed periodically and the optimum number of Directors required to adequately govern the Company's activities determined within the limitations imposed by the Constitution.

In assessing the independence of Directors, the Company has regard to Principle 2 of the Recommendations. The Corporate Governance Charter sets out further matters that the Board will consider when determining the independence of Directors of the Company.

Each Director has confirmed to the Company that he anticipates being available to perform his duties as a Non-Executive Director or an Executive Director, as applicable.

1.4 Remuneration and Nomination Committee

The Company has established a remuneration and nomination committee (**Remuneration and Nomination Committee**) comprising solely of its Non-Executive Directors, which operates under the guidance of the Company's Corporate Governance Charter, which can be accessed on the Company website.

The Remuneration and Nomination Committee is responsible for dealing efficiently and effectively with Board composition and succession issues, and with monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company.

The Remuneration and Nomination Committee was chaired by Mr Philip Crutchfield who is an independent director and not the Chair of the Board until 11 February 2026 and by Dr Jon Hronsky who is an independent director and not the Chair of the Board from 11 February 2026.

1.5 Identification and Management of Risk

The Company has established an audit and risk committee (**Audit and Risk Committee**), which is comprised solely of its Non-Executive Directors, to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company.

The Audit and Risk Committee is responsible for overseeing the integrity of the financial reporting process, reviewing risk management processes, reviewing and making recommendations to the Board in relation to the adequacy of the Company's processes for managing risks and developing an appropriate risk management policy framework to provide guidance to the Company's Management.

During the reporting period the Board as a whole considered matters related to risk management.

The Audit and Risk Committee was chaired by Dr Jon Hronsky, who is an independent director and not the Chair of the Board until 11 February 2026 and by Mr Philip Crutchfield who is an independent director and not the Chair of the Board from 11 February 2026.

1.6 External Audit

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Any appointment made by the Board must be ratified by Shareholders at the next annual general meeting of the Company.

The Board will be responsible for:

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(a) considering and implementing the appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor;

(b) monitoring and reviewing the external auditor's independence, objectivity, and effectiveness, taking into consideration relevant professional and regulatory requirements and the performance of the external auditor; and

(c) developing and implementing policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services.

1.7 Corporate Ethics and Continuous Disclosure Policy

The Company is committed to the establishment and maintenance of appropriate ethical standards. Accordingly, the Company has adopted a corporate ethics policy (**Corporate Ethics Policy**) and a corporate code of conduct (**Code of Conduct**). The Code of Conduct establishes the principles and responsibilities to which the Company is committed with respect to both its internal dealings with employees and consultants, and external dealings with Shareholders and the community at large.

The Code of Conduct sets out the standard which the Board, Management and employees of the Company are encouraged to comply with when dealing with each other, Shareholders and the broader community.

To assist Directors in discharging their duty to the Company in compliance with the relevant laws to which they are subject, the Company has adopted a Corporate Ethics Policy. The Corporate Ethics Policy sets out the rules binding Directors in respect of:

(a) a Director's legal duties as an officer of the Company;

(b) a Director's obligations to make disclosure to the ASX and the market generally; and

(c) dealings by Director's in shares in the Company.

Alongside the Corporate Ethics Policy, the Code of Conduct sets out the standard which the Board, Management and employees of the Company are encouraged to comply with when dealing with each other, Shareholders and the broader community.

The responsibilities contained within the Code of Conduct include:

(a) conducting business with honesty, integrity and fairness;

(b) complying with all relevant laws and regulations applicable to it;

(c) ensuring the safety and wellbeing of our representatives and other stakeholders; and

(d) respecting and caring for the environment and the wider communities in which the Company operates, in a sustainable manner.

1.8 Diversity Policy

The Company respects and values the competitive advantage of diversity and the benefit of its integration throughout the Company to enrich the Company's perspective, improve corporate performance, increase Shareholder value and maximise the probability of achievement of the Company's goals.

In accordance with Recommendation 1.5 of the Recommendations, the Company has adopted a diversity policy and will implement that Recommendation in a number of ways, including by:

(a) being attuned to diverse strategies to deliver the Company's objectives with respect to diversity;

(b) being attuned to diverse corporate, business and market opportunities;

(c) adding to, nurturing and developing the collective relevant skills, and diverse experience and attributes of personnel within the Company; and

(d) ensuring that the Company's culture and management systems are aligned with and promote the attainment of Recommendation 1.5.

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The Company, in keeping with the recommendations of the Corporate Governance Council provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2026:

	Proportion of female / total number of persons employed
Females employed in the Company as a whole	13/35
Females employed in the Company in senior executive positions*	0/0
Females appointed as a Director of the Company	0/5

*There are no individuals considered by the Board to be senior executives outside of the Company's directors.

Measurable Objectives

The recommendations of the Corporate Governance Council relating to reporting require a Board to set measurable objectives for achieving diversity within the organisation, and to report against them on an annual basis. The Company has implemented measurable objectives as follows:

Measurable Objective	**Objective Satisfied**	**Comment**
Adoption and promotion of a Formal Diversity Policy	Yes	The Company has adopted a formal diversity policy which has been made publicly available via the ASX and the Company's website.
To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy	Yes	The Company's selection, remuneration and promotion practices are consistent with the goals of the Company's Diversity Policy.
To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.	Yes	The Company will, where considered reasonable and where compatible with the Company's operations, accommodate requests for flexible working arrangements.
To implement clear and transparent policies governing reward and recognition practices.	Yes	The Company grants reward and promotion based on merit and responsibility as part of its ongoing review processes.
To provide relevant and challenging professional development and training opportunities for all employees.	Yes	The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.

The Company has not at this time implemented specific measurable objectives regarding the proportion of females to be employed within the organisation or implement requirements for a proportion of female candidates for employment and Board positions. The Board may consider when more appropriate to the size and nature of the Company's operations.

1.9 Anti-Bribery and Corruption Policy

The Company has adopted an Anti-bribery and Corruption Policy to establish controls to ensure compliance with all applicable anti-corruption laws and regulations, and to ensure that the Company conducts business in a socially responsible manner.

The Company and the Board take a zero-tolerance approach to corruption and are committed to acting professionally, ethically and with integrity in all of the Company's business dealings and relationships. This extends to implementing and enforcing effective systems to counter Corruption.

1.10 Share Trading Policy

The Company has adopted a Trading Policy which is intended to ensure that persons who are discharging managerial responsibilities including but not limited to Directors, do not abuse, and do not place themselves under suspicion of abusing inside information that they may be thought to have, especially in periods leading up to an announcement of the Company.

Under the terms of the trading policy, a Restricted Person must not deal with Securities of the Company unless a clearance to deal is obtained in accordance with the Trading Policy or the dealing is an Excluded Dealing. Further, a Restricted Person must not deal with Securities of the Company if such a dealing would involve:

(a) use of inside information;

(b) short-term trading

(c) short selling; or

(d) hedging transactions.

1.11 Related Party Policy

The Company has adopted a Related Party Policy to record the Company's commitment to complying with all related party transaction requirements under the Corporations Act and the Listing Rules, set out a framework for obtaining approvals for all related party transactions and establish a clear process to comply with the Company's related party transaction obligations.

Related party transactions not on arm's length terms must be approved by the Company's Shareholders.

1.12 Whistleblower Policy

The Company is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance across the Company. As part of that commitment, the Company has adopted a Whistleblower Policy, in compliance with applicable laws and practices.

In supporting the Company's corporate governance practices, the Whistleblower Policy has various objectives and purposes, including to:

(a) encourage disclosures of wrongdoing;

(b) help deter wrongdoing, in line with the Company's risk management and governance framework; and

(c) provide transparency around the Company's framework for receiving, handling and investigating disclosures.

The Whistleblower Policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, the Company's Corporate Code of Conduct and Anti-Bribery and Corruption Policy.

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1.13 ASX Corporate Governance - Compliance with Recommendations

The table below summarises how the Company complies with the Recommendations, and, in the case of non-compliance, why not. The Board is of the view that with the exception of the departures from the Recommendations noted below it otherwise complies with all of the Recommendations.

Principle Number	Best Practice Recommendation	Compliance (Yes/No)	Explanation
1	***Lay solid foundations for management and oversight***		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of the Board and Management; and (b) those matters expressly reserved to the Board and those delegated to Management.	Yes	The Company's Corporate Governance Charter sets out (amongst other things): (a) the roles and responsibilities of the Board and of management; and (b) the matters expressly reserved to the Board and those delegated to management. A copy of the Corporate Governance Charter is available on the Company website.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a Director or senior executive or putting forward someone forward for election as a Director; and (b) provide security holders with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director.	Yes	Prior to the appointment of a person as a Director or putting forward to Shareholders a candidate for election as a Director, the Company undertakes checks which it believes are appropriate to verify a Director's character, experience, education, criminal record and bankruptcy history (including for new Directors). The Company will ensure that all material information in its possession relevant to a Shareholder's decision whether to elect or re-elect a Director, including the information referred to in Recommendation 1.2, is provided to Shareholders in any notice of annual or extraordinary general meeting.
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Yes	Each Director and senior 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.
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.	Yes	The responsibilities of the Company Secretary are set out in the Corporate Governance Charter. The Company Secretary has a direct line of reporting to the Chair and is responsible for: (a) advising and supporting the Board and its committees to manage the day to day

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Principle Number	Best Practice Recommendation	Compliance (Yes/No)	Explanation
			governance framework of the Company; (b) assisting with Board effectiveness by monitoring whether applicable Board and committee policies, procedures and charters are followed and coordinating timely completion and despatch of Board agendas and papers; and (c) assisting with all matters to do with the proper functioning of the Board including advising on governance matters and assisting with induction and professional development of Directors.
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 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, if the Company is a relevant employer" under the *Workplace Gender Equality Act 2012 (Cth)*, the Company's most recent "Gender Equality Indicators", as defined in and	Yes	The Company seeks to treat everyone with fairness and respect which includes valuing diversity and difference and acting 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 the Diversity Policy is available on the Company website. The Board may develop measurable objectives for achieving gender diversity and annually review any such objectives and the Company's progress towards achieving them. The Board reports annually in its Corporate Governance Statement on the relative proportion of women and men appointed or employed within the Company group. The Diversity Policy outlines requirements for the Board to develop measurable objectives for achieving diversity as appropriate for the relevant stage of the Company's development, and annually report both the objectives and the progress in achieving those objectives. Disclosure of measurable objectives, progress and respective proportions will be disclosed in the Corporate Governance Statement.

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Principle Number	Best Practice Recommendation	Compliance (Yes/No)	Explanation
	published under that Act.		
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 was undertaken in accordance with that process during or in respect of that period.	No	The Company's Corporate Governance Charter details the Company's commitment, responsibility and process to evaluate the performance of the Board, individual Directors, the Chair and Committees of the Board. The Corporate Governance Charter is available on the Company website. The Board has not conducted a Board performance evaluation during the last 12 months. The Company believes that the small size of the executive team and the current scale of the Company's activities makes the establishment of a formal performance evaluation procedure unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board. In the normal course of events the Board reviews performance of the Management, Directors and the Board as a whole. Achievement of goals, business development and compliance issues are evaluated regularly on an informal basis.
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.	Yes	The Remuneration and Nomination Committee assesses the performance of executive director(s) on an annual basis. Actual performance is assessed against pre-determined criteria (which are aligned with the Company's strategic goals) set by the committee at the outset of the respective measurement period. Further details of the measurement criteria and performance achieved for respective measurement periods are included in the Company's remuneration report. The Company believes that the small size of the executive team and the current scale of the Company's activities make the adoption of a more formal performance evaluation procedure unnecessary. In the normal course of events the Board reviews performance of the Management, Directors and the Board as a whole. Achievement of goals, business development and compliance issues are evaluated regularly on an informal basis.

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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.	Yes	The Board operates a Remuneration and Nomination Committee, comprising of a majority of independent directors The Remuneration and Nomination Committee was chaired by Mr Philip Crutchfield from 1 July 2025 to 11 February 2026 and by Dr Jon Hronsky from 11 February 2026 to 30 June 2026. Both Mr Crutchfield and Dr Hronsky are directors who are considered to be Independent Directors and who are not the Chair of the Board. The Remuneration and Nomination Committee Charter is available on the Company website. The Committee's members (who are also Directors of the Company) and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings are set out in each Annual Report. From 11 February 2026 the Remuneration and Nomination Committee comprised Dr Jon Hronsky (Chair), Mr Peter Bewick and Mr Simon Hay.
2.2	A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	No	The Board evaluates the mix of skills, experience and diversity at Board level. The Board believes that a highly credentialed Board, with a diversity of background, skills and perspectives, will be effective in supporting and enabling delivery of good governance for the Company and value for the Company's Shareholders. At the date of this report, the Board comprises four Directors from diverse

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			backgrounds with a range of business experience and skills. Details of the current Directors, their skills, experience and qualifications, plus a record of attendance at meetings, are set out in the Directors' Report in the Annual Report.
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 that might cause doubts about 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.	Yes	During the year the Board comprised the following Directors: (a) Mr Will Robinson (Executive Chairman) is not considered an independent Director as he holds an executive role with the Company and is a substantial shareholder. Mr Robinson was appointed as Director on 30 June 2004. (b) Mr Peter Bewick (Independent Non-Executive Director). Mr Bewick was appointed as Director on 8 October 2005. (c) Dr Jon Hronsky (Independent Non-Executive Director) appointed as Non-Executive Director on 10 May 2007. (d) Mr Philip Crutchfield (Independent Non-Executive Director) appointed as Non-Executive Director on 9 October 2019. (e) Mr Simon Hay (Independent Non-Executive Director) appointed as Non-Executive Director on 1 January 2026. On 1 September 2026 Mr Hay transitioned from Non-executive Director to Non-executive Chairman and Mr Robinson transitioned from Executive Chairman to Managing Director/CEO. The Board does not consider that the abovementioned independent directors are subject to any relationship or matter that has interfered, or might reasonably be seen to interfere, with their 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 rather than in the interests of an individual security holder or other party.
2.4	The majority of the Board should be independent Directors.	Yes	The Company considers that the Board did consist of a majority of independent Directors for the entire reporting period.

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2.5	The chair of the Board should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	No	The Chair of the Board during the year was the CEO of the Company and not an independent director. On 1 September 2026 Mr Hay, an independent director, was appointed as the chair of the Board.
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 opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.	Yes	Under the Company's Corporate Governance Charter, all new Directors are offered induction training and an opportunity to gain an understanding of the Company's structure, business operations, culture and key risks.
3	***Instil a culture of acting lawfully, ethically and responsibly***		
3.1	A listed entity should articulate and disclose its values.	Yes	The Company's Corporate Governance Charter and Code of Conduct articulates and discloses its values. The Company's Corporate Governance Charter and Code of Conduct is available on the Company website.
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.	Yes	The Company has a Code of Conduct that sets out the standards of behaviour expected of all its employees, Directors, officers, contractors and consultants. The Code of Conduct is available on the Company website. Any breach of compliance with the Code of Conduct is to be reported directly to the Executive Chair or an independent director, as appropriate.
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.	Yes	The Company has a Whistleblower Policy available on the Company website. Any material incidents reported under that policy are reported to the Board unless the Company Chair or the chair of a committee direct otherwise.
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.	Yes	The Company has an Anti-bribery and Corruption Policy available on the Company website. Any material incidents reported under that policy are reported to the Board. Under the Anti-bribery and Corruption Policy, all Company Personnel must report any or suspected improper conduct or other violation of this policy to the relevant person identified in this policy, being the Board or their manager.

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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 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.	Yes	The Board has established an Audit and Risk Management Committee comprised of the Non-Executive Directors. The Audit and Risk Management Committee was chaired by Dr Jon Hronsky from 1 July 2025 to 11 February 2026 and by Mr Philip Crutchfield from 11 February 2026 to 30 June 2026. Both Mr Crutchfield and Dr Hronsky are directors who are considered to be Independent Directors and who are not the Chair of the Board. The majority of Committee members are considered to be independent directors. The Audit and Risk Committee Charter is available on the Company website. The Committee's members (who are also Directors of the Company) and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings are set out in each Annual Report. From 11 February 2026 the Audit and Risk Committee comprised Mr Philip Crutchfield (Chair), Mr Peter Bewick and Dr Jon Hronsky.
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	Yes	The Board has received declarations in the form set out in Recommendation 4.2 from its Chief Executive Officer and Chief Financial Officer in relation to the financial statements. The Audit and Risk Committee is responsible for reviewing and making recommendations to the Board in relation to the appropriateness of the accounting judgments or choices exercised by the

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	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.		Chief Financial Officer in preparing the financial statements.
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.	Yes	The Company ensures that any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor undergoes review by the Reporting Group (being the Directors, Executive Chairman, Chief Financial Officer and Company Secretary). The Reporting Group is responsible for reviewing, assessing and recommending release to the Board for all financial statements and reports which are required to be publicly released.
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 ASX Listing Rule 3.1.	Yes	The Company has a Continuous Disclosure Policy that outlines the processes to be followed by the Company to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its communications to the market. The Continuous Disclosure Policy is available on the Company website.
5.2	A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Yes	Under the Company's Corporate Governance Charter, the Board is responsible for overseeing the continuous disclosure process to ensure timely and balanced disclosures and ensuring that the Company has an effective process for communicating with Shareholders, other stakeholders and the public.
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.	Yes	Under the Company's Continuous Disclosure Policy, any substantive materials distributed at analyst and media briefings will be lodged with ASX at prior to the briefing, and at investor meetings, the Company will not disclose any information that a reasonable person might regard as being price sensitive unless such information has previously been released to the market through the ASX or is otherwise already in the public domain.
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.	Yes	Information about the Company and its operations is available on the Company website. Information about the Company's corporate governance (including links to the Company's

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			corporate governance policies and charters) can be accessed from the Company website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has a Corporate Ethics and Continuous Disclosure Policy that outlines the processes followed by the Company to ensure communication with Shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure. The Corporate Ethics and Continuous Disclosure Policy is available on the Company website.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Corporate Governance Charter sets out the processes the Company has in place to facilitate and encourage participation at annual general meetings of the Company.
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.	Yes	The Company does ensure that all substantive resolutions are decided upon by a poll of shareholder votes, which is compliant with the requirements of the ASX Listing Rules.
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.	Yes	The Company gives Shareholders the option to receive communications from, and send communications to, the Company and its Share Registry electronically, as provided for in the Company's Principles of Corporate Governance Policy.
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	Yes	The Board has established an Audit and Risk Management Committee comprised of the Non-Executive Directors. The Audit and Risk Management Committee was chaired by Dr Jon Hronsky from 1 July 2025 to 11 February 2026 and by Mr Philip Crutchfield from 11 February 2026 to 30 June 2026. Both Mr Crutchfield and Dr Hronsky are directors who are considered to be Independent Directors and who are not the Chair of the Board. The majority of Committee members are considered to be independent directors. The Audit and Risk Committee Charter is available on the Company website. The Committee's members (who are also Directors of the Company) and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members

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Principle Number	Best Practice Recommendation	Compliance (Yes/No)	Explanation
	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.		at those meetings are set out in each Annual Report. From 11 February 2026 the Audit and Risk Committee comprised Mr Philip Crutchfield (Chair), Mr Peter Bewick and Dr Jon Hronsky. During the reporting period the Board as a whole considered matters related to risk 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'	Yes	The Company's Audit and Risk Management Committee Charter provides for the review of the Company's risk management framework at least annually. During the period the Board has completed a review of the Company's risk management framework in accordance with the Audit and Risk Committee Charter. The Company operates a risk assessment and management program in respect of its operational activities, which is updated on an ongoing basis as risks and hazards identified and mitigating processes and procedures implemented.
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 evaluation and continually improving the effectiveness of its governance, risk management and internal control processes.	Yes	The Company is committed to understanding and managing risk and to establishing an organisational culture that ensures risk management is included in all activities, decision making and business processes. The Company does not have a formal internal audit function due to its size and business needs. Under the Company's Audit and Risk Committee Charter, the Audit and Risk Committee is charged with the review of the Company's internal controls and monitoring the need for a formal internal audit function. A copy of the Company's Audit and Risk Committee Charter and the Risk Management Policy is available on the Company website.
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.	Yes	The Company's Risk Management Policy acknowledges that it has an obligation to Shareholders, employees, contractors, and other stakeholders to oversee the establishment and implementation of a risk management strategy, and monitor, review and evaluate the risk management

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Principle Number	Best Practice Recommendation	Compliance (Yes/No)	Explanation
			and internal control systems for the Company. The Company may be exposed to such health, safety and environmental risks typical of those matters faced by an exploration company. The Company predominantly operates in Australia, which is a mature and well-regulated mining jurisdiction. As part of the Company's mining development approvals process, the Company must adhere to strict environmental and social regulations.
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.	Yes	The Board operates a Remuneration and Nomination Committee, comprising of a majority of independent directors The Remuneration and Nomination Committee was chaired by Mr Philip Crutchfield from 1 July 2025 to 11 February 2026 and by Dr Jon Hronsky from 11 February 2026 to 30 June 2026. Both Mr Crutchfield and Dr Hronsky are directors who are considered to be Independent Directors and who are not the Chair of the Board. The Remuneration and Nomination Committee Charter is available on the Company website. The Committee's members (who are also Directors of the Company) and their relevant qualifications and experience, the number of times the Committee met throughout the reporting period and the attendance of the Committee's members at those meetings are set out in each Annual Report. From 11 February 2026 the Remuneration and Nomination Committee comprised Dr Jon Hronsky (Chair), Mr Peter Bewick and Mr Simon Hay.
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the	Yes	The remuneration of the Directors of the Company is set out in the Remuneration

Principle Number	Best Practice Recommendation	Compliance (Yes/No)	Explanation
	remuneration of executive Directors and other senior executives.		Report, included in the Directors' Report section of the Annual Report. The Company's policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of executive Directors and other senior executives will be set out in the Remuneration Report contained in each Annual 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 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.	Yes	The Company's Trading Policy contains a "hedging transactions" section, in which it is noted that Key Management Personnel and their closely related parties should not deal in securities in the Company or enter into hedging transactions to limit their exposure in respect of any unvested entitlement to Securities they receive under any equity-based remuneration scheme of the Company. The Company has an equity-based remuneration scheme comprising an Employee Share Option Plan. The Trading Policy is available on the Company website.

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Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Encounter Resources Limited

ABN/ARBN

47 109 815 796

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://www.encounterresources.com.au/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at *30 June 2026* and has been approved by the board.

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

Date: 27 October 2026

Name of authorised officer authorising lodgement: Dan Travers (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 in the Corporate Governance Charter at: https://www.encounterresources.com.au/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.	☒ and we have disclosed a copy of our diversity policy in the Corporate Governance Charter at: https://www.encounterresources.com.au/corporate-governance/ and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement at: https://www.encounterresources.com.au/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.	☐	☒

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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 whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: https://www.encounterresources.com.au/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 in the Corporate Governance Charter at: https://www.encounterresources.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) in the Director's Report section of the Company's Annual Report.at: https://www.encounterresources.com.au/investors/reports/	☒
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.	☐	☒ set out in our Corporate Governance Statement
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 in our Corporate Governance Statement at: https://www.encounterresources.com.au/corporate-governance/ and the length of service of each director in our Corporate Governance Statement at: https://www.encounterresources.com.au/corporate-governance/	☐
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐

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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]
2.5	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
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.	☒	☐
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 Corporate Governance Statement at: https://www.encounterresources.com.au/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 in the Corporate Governance Charter at: https://www.encounterresources.com.au/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 in the Corporate Governance Charter at: https://www.encounterresources.com.au/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 corruption policy in the Corporate Governance Charter at: https://www.encounterresources.com.au/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 in the Corporate Governance Charter at: https://www.encounterresources.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) in the Director's Report section of the Company's Annual Report.at: https://www.encounterresources.com.au/investors/reports/	☐
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]
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.	☒	☐
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.enrl.com.au and https://www.encounterresources.com.au/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 in our Corporate Governance Statement at: https://www.encounterresources.com.au/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.	☒	☐
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.	☒	☐
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 in our Corporate Governance Statement at: https://www.encounterresources.com.au/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]**
7.4	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 in our Corporate Governance Statement at: https://www.encounterresources.com.au/corporate-governance/and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement at: https://www.encounterresources.com.au/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 in the Corporate Governance Charter at: https://www.encounterresources.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) in the Director's Report section of the Company's Annual Report.at: https://www.encounterresources.com.au/investors/reports/	☐
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 in the Remuneration Report section of our Annual Report at: https://www.encounterresources.com.au/investors/reports/	☐
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 a copy of the security trading policy in the Corporate Governance Charter at: https://www.encounterresources.com.au/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.	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.	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.	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.	Not Applicable	
-	*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.	Not Applicable	

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