Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Native Mineral Resources Holdings Limited

ABN/ARBN

93 643 293 716

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://nmresources.com.au/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 26 October 2026 and has been approved by the board.

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

Date:	26 October 2026
Name of authorised officer authorising lodgement:	The Board of Directors of Native Mineral Resources Holdings Limited

[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 as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[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 Diversity Policy as part of our Corporate Governance Plan and we have disclosed the information referred to in paragraph (c) under "Recommendation 1.5" in our Corporate Governance Statement available on our website at: and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement available on our website at: https://nmresources.com.au/corporate-governance/ **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
1.6	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) in our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process has been disclosed under "Recommendation 1.6" in our Corporate Governance Statement available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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) in our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process has been disclosed under "Recommendation 1.7" in our Corporate Governance Statement available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☐ and we have disclosed a copy of the charter of the Nominations and Remuneration Committee available on the website at: ☐ and the information referred in paragraph (4) and (5) has been disclosed in our Annual Report available on the website at:	☒ set out in our Corporate Governance Statement available on the website at: https://nmresources.com.au/corporate-governance/ **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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 directors considered by the board to be independent directors under "Recommendation 2.3" in our Corporate Governance Statement available on our website at: https://nmresources.com.au/corporate-governance/ ☒ and the length of service of each director has been disclosed in our Annual Report available on our website at: https://nmresources.com.au/investors/reports/	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	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.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	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.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 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 Code of Conduct as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our values Code of Conduct as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our values in Whistleblower Policy as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our values in Anti-bribery and Corruption Policy as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement

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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 Audit and Risk Committee available on our website at: ☐ and the information referred to in paragraphs (4) and (5) has been disclosed in our Annual Report available on the website at:	☒ set out in our Corporate Governance Statement available on the website at: https://nmresources.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]
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our Continuous Disclosure Policy as part of our Corporate Governance Plan on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 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 disclosed information about us and our governance as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒ in our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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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 Audit and Risk Committee available on our website at: ☐ and the information referred to in paragraphs (4) and (5) has been disclosed in our Annual Report available on the website at:	☐ set out in our Corporate Governance Statement available on the website at: https://nmresources.com.au/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.	☐	☐ set out in our Corporate Governance Statement available on the website at: https://nmresources.com.au/corporate-governance/

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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 under "Recommendation 7.3" in our Corporate Governance Statement available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
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 Annual Report available on our website at: https://nmresources.com.au/investors/reports/	☐ set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☐ and we have disclosed a copy of the charter of the Nominations and Remuneration Committee available on the website at: ☐ and the information referred in paragraph (4) and (5) has been disclosed in our Annual Report available on the website at:	☒ set out in our Corporate Governance Statement available on the website at: https://nmresources.com.au/corporate-governance/ **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Annual Report available on our website at: https://nmresources.com.au/investors/reports/	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
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 Securities Trading Policy as part of our Corporate Governance Plan available on our website at: https://nmresources.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we do not have a director in this position and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement **OR** ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

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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.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement
-	*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.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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2026 Corporate Governance Statement

Native Mineral Resources Holdings Limited

ACN 643 293 716

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This Corporate Governance Statement (**Statement**) outlines the main governance practices currently in place for Native Mineral Resources Holdings Limited (**Company**).

The Company has considered and addressed the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**) and adopted those principles to the extent it considers appropriate and outlined reasons why the Company doesn't comply, where relevant. The Company aims to assess its governance practices on an ongoing basis, and 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.

This statement is approved by the Board as at 26 October 2026 and all references to:

- the "Company's website" is to www.nmresources.com.au
- "Financial Year" is to the 2026 financial year.

The ASX Appendix 4G, which is a checklist cross referencing the ASX Recommendations to the relevant disclosures in this Statement and the 2026 Annual Report (**Annual Report**), is also available on the Company's website.

Principle 1 - Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

The Board of directors (**Board**) is responsible for evaluating and setting the strategic direction for the Company, establishing goals for management, and monitoring the achievement of these goals.

The principal functions and the responsibilities of the Board include but are not limited to the following:

- defining the Company's purpose, providing leadership and setting the strategic direction of the Company;
- approving the Company's statement of values and the Code of Conduct;
- reviewing on an ongoing basis how the Company's strategic environment is changing, what key risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted;
- overseeing management's implementation of the Company's strategic objectives and its performance generally;
- appointing and when necessary removing:
  - the chairperson of the Board (**Chair**);
  - the Chief Executive Officer of the Company (**CEO**) and approving or ratifying the appointment of other senior executives (**Senior Executives**); and
  - the company secretary (**Company Secretary**);
- evaluating, approving and monitoring the Company's annual budgets and business plans;
- approving and monitoring the progress of major capital expenditure;
- determining the Company's dividend policy (if any) and overseeing the financing of dividend payments (if any);
- monitoring the integrity of the Company's accounting and corporate reporting systems, including the external audit;

- receiving representations and attestations from the CEO and Chief Financial Officer (**CFO**) as required by laws or the ASX Listing Rules, including that the financial records have been properly maintained;
- ensuring that the Company has in place an appropriate risk management framework;
- setting the risk appetite within which the Board expects management to operate;
- approving the Company's remuneration framework;
- monitoring the effectiveness of the Company's governance practices;
- monitoring and managing the performance of Senior Executives;
- ensuring that appropriate resources are available to Senior Executives;
- approving and managing succession plans for Board, Senior Executives and other key management positions that may be identified from time to time;
- approving and monitoring financial and other reporting to the market, security holders, employees and other stakeholders;
- reviewing and monitoring any related party transactions; and
- monitoring the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements.

Recommendation	Adopted	Reason
Recommendation 1.1	Yes	The Company has adopted a Board Charter as part of its Corporate Governance Plan, which is available on the Company's website. The Board Charter details the respective roles and responsibilities of its board and management; and those matters expressly reserved to the Board and those delegated to management.
Recommendation 1.2	Yes	The Company has established a Nomination and Remuneration Committee which oversees the process of undertaking appropriate checks before appointing a director or Senior Executive or putting someone forward for election as a director; and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.
Recommendation 1.3	Yes	Each director and Senior Executive have a formal engagement agreement setting out their roles, responsibilities, basis of remuneration and other terms of their appointment.
Recommendation 1.4	Yes	The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Chair and the Company Secretary co-ordinate the Board agenda. All directors have access to the Company Secretary.
Recommendation 1.5	Partially	The Company has adopted a Diversity Policy as part of its Corporate Governance Plan, which is available on the Company's website. The Company is committed to workplace diversity. The Board has adopted a tiered approach to the implementation of its Diversity Policy, which is relative to the size of the Company Group and its workforce. Whilst the Group's workforce remains below 50, the Board will continue to drive the Group's diversity strategies on an informal basis and will apply the initiatives contained in this Diversity Policy to the extent that the Board considers relevant and necessary.
Recommendation 1.6	Partially	The Company has disclosed a Performance Evaluation Plan dealing with the process of periodically reviewing the performance of the Board, its committees, and individual directors as part of its Corporate Governance Plan, which is available on the Company's website. The Board has established a Nomination and Remuneration Committee to oversee this process and to report to the Board. Given the present organisational structure, formal evaluations of directors and executives have not been undertaken. The performance of the executive director is periodically considered on an informal basis by the Nomination and Remuneration Committee and feedback is provided. As the Company expands, consideration will be given to adopting formal evaluation processes.
Recommendation 1.7	Partially	The Company has disclosed a Performance Evaluation dealing with the process of periodically reviewing the performance of Senior Executives as part of its Corporate

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		Governance Plan, which is available on the Company's website. The Board has established a Nomination and Remuneration Committee to oversee this process and to report to the Board. Refer additional commentary outlined in Recommendation 1.6 above.

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

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

The current board structure, skill and commitment is suitable for a mining exploration company. The Company undertakes comprehensive reference checks prior to appointing a director or putting a person forward as a candidate. This ensures the candidate is competent, experienced and would in no way impair their ability to undertake their duty as a director.

The Nomination and Remuneration Committee is responsible for the nomination and selection of directors. The Nomination and Remuneration Committee reviews the size and composition of the Board at least once a year as part of the Board evaluation process. Generally, a list of potential candidates is identified based on skills required, geographic location and diversity criteria.

Recommendation	Adopted	Reason
Recommendation 2.1	Partially	The Board has established a Nomination and Remuneration Committee and adopted a Nomination and Remuneration Committee Charter in respect of nomination and renumeration, as part of its Corporate Governance Plan, which is available on the Company's website. Due to the size of the Board, the committee has two members, both of whom are non-executive independent directors, and is chaired by an independent director. The Company has disclosed the full details of the directors and the information regarding meeting attendance at Board and Committee meetings in the Annual Reports of the Company.
Recommendation 2.2	Yes	The Company has disclosed a Skills Matrix setting out the mix of skills that the board currently has as part of its Corporate Governance Plan published on the Company's website.
Recommendation 2.3	Yes	The Company has disclosed the full details of directors, their length of service and independence in the Annual Reports of the Company.
Recommendation 2.4	Yes	The Board has reviewed the position and associations of each of the directors in office and has determined that 2 of the 3 directors, Messrs James Walker and Philip Gardner, are independent non-executive directors. Mr Blake Cannavo holds an executive position in the Company as CEO and Managing Director, and is also a major shareholder, and therefore considered not independent. In making this determination the Board has had regard to the independence criteria in the ASX Recommendations and other facts, information, and circumstances that the Board considers relevant. The Board assesses the independence of new directors upon appointment and reviews their independence, and the independence of the other directors, as appropriate.
Recommendation 2.5	Yes	The Chair is considered independent and is not the same person as the CEO.
Recommendation 2.6	Yes	The Company ensures new directors have an extensive induction into the business of the Company prior to accepting their appointment, including meetings with

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		relevant Senior Executives to gain an understanding of the Company's structure, business operations, culture and key risks. The Nomination and Remuneration Committee also ensures there is a process in place for existing directors to undertake professional development to maintain skills and knowledge needed to perform their roles as directors effectively.

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

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

The Company is an Australian company, therefore falling under the jurisdiction of the Corporations Act. All directors are required to act ethically and responsibly at law.

Recommendation	Adopted	Reason
Recommendation 3.1	Yes	The Board is committed to the establishment and maintenance of appropriate ethical standards to instil confidence in both clients and the community in the way the Company conducts its business. These standards are encapsulated in the Code of Conduct as part of its Corporate Governance Plan, which is available on the Company's website.
Recommendation 3.2	Yes	The Company has adopted a Code of Conduct as part of its Corporate Governance Plan, which is available on the Company's website. Under s16 of the Code of Conduct, Managers and Senior Executives must ensure that the Board is informed of material breaches.
Recommendation 3.3	Yes	The Board has adopted a Whistleblower Policy as part of its Corporate Governance Plan, which is available on the Company's website. Any material incidents under the Whistleblower Policy are reported to the Board in addition to any concerns of malpractice of misconduct being raised with managers or the Company Secretary.
Recommendation 3.4	Yes	The Company has adopted an Anti-Bribery and Corruption Policy as part of its Corporate Governance Plan, which is available on the Company's website. Any material breaches under the Anti-Bribery and Corruption Policy are reported to the CEO or the Company Secretary in addition to the material breaches being reported to the Board. Under s4 of the Anti-Bribery and Corruption Policy, all officers, employees, contractors and consultants of Native Mineral Resources Holdings and the Partner Firms must notify the CEO or the Company Secretary of any material breaches. All material breaches are reported to the Board

Principle 4 - Safeguard the integrity of corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

All ASX listed entities are required by the Listing Rules to report on various matters. The manner and form of reporting is governed by the ASX. All directors are obliged to make declarations as to their obligations in relation to reporting amongst other things. The external auditor provides annual reporting to the Board.

Recommendation	Adopted	Reason
Recommendation 4.1	Partially	The Board has established an Audit and Risk Committee, which, due to the size of the Board, has 2 members, both of whom are non-executive independent directors

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		and is chaired by an independent director. The Company has adopted an Audit and Risk Committee Charter as part of its Corporate Governance Plan, which is available on the Company's website. The Company has disclosed the full details of the directors and the information regarding meeting attendance at Board and Committee meetings in the Annual Reports of the Company.
Recommendation 4.2	Yes	The CEO and CFO provide a written declaration pursuant to S295A of the Corporations Act 2001 (Cth) for half and full year financial reports. The CEO and CFO also provide this declaration for quarterly reporting required under Chapter 5 of the Listing Rules.
Recommendation 4.3	Yes	The process by which the Company verifies information disclosed in periodic corporate reports is set out in its Audit and Risk Committee Charter as part of its Corporate Governance Plan, which is available on the Company's website.

Principle 5 - Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

The Board has designated the Company Secretary as the person responsible for communication with the ASX. The Board is responsible for ensuring all Company announcements are made in a timely manner, that announcements are factual and do not omit any material information required to be disclosed under the ASX Listing Rules or Corporations Act 2001 (Cth) and that Company announcements are expressed in a clear and objective manner.

Recommendation	Adopted	Reason
Recommendation 5.1	Yes	The Company has a Continuous Disclosure Policy as part of its Corporate Governance Plan, which is available on the Company's website. The overarching principle of this policy is governed by Listing Rule 3.1, which requires the Company to immediately notify the ASX of any information that a reasonable person would expect to have a material effect on the price or value of the Company's quoted securities, provided the information does not fall within the exception to disclosure under the ASX Listing Rules.
Recommendation 5.2	Yes	The Company's Continuous Disclosure Policy provides that the Board receives copies of all material market announcements promptly after the announcement has been made.
Recommendation 5.3	Yes	The Company's Continuous Disclosure Policy provides that any new and substantive investor or analyst presentations be released to the ASX Markets Announcements Platform ahead of the presentation.

Principle 6 - Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

The Company, being a listed entity, provides all security holders with a medium for access to all appropriate information. The services of the Company Secretary also ensure security holders have direct contact with the Company at all times.

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The Company recognises the value of providing current, relevant and objective information to its security holders. The Company is committed to communicating effectively with security holders, through releases to the market via the ASX and General Meetings.

The Company makes available relevant contact details in the Company for security holders to make enquiries.

Recommendation	Adopted	Reason
Recommendation 6.1	Yes	All policies and charters of the Company form part of its Corporate Governance Plan, which is available to investors on the Company's website. The Company also includes links to its prospectus, reports, and all presentations and announcements made through the ASX on its website.
Recommendation 6.2	Yes	The Company has adopted a Shareholder Communications Strategy as part of its Corporate Governance Plan, which is available on the Company's website, and makes available relevant areas of contact for security holders to make enquiries of the Company.
Recommendation 6.3	Yes	Security holders are informed of their rights and encouraged to participate at meetings of security holders.
Recommendation 6.4	Yes	The Company ensures that all substantive resolutions at a meeting of security holders are decided by poll rather than by a show of hands.
Recommendation 6.5	Yes	The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically.

Principle 7 - Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

The Board has established the Audit and Risk Committee which is responsible for the risk management of the Company.

The Audit and Risk Committee is committed to the identification, assessment, and management of risk throughout the Company's activities. The level of risk processes in place to mitigate any risk and the management of any such issues are of utmost importance and are regularly reviewed.

The Board requires management to design and implement a risk management and internal compliance and control system to manage the Company's material business risks. The Company's process of risk management and internal compliance and control is focused on:

- Formulating risk management strategies;
- Identifying and measuring risks that impact upon the achievement of the Company's direction and objectives; and
- Monitoring the business environment for emerging factors and trends that affect those risks.

The Company has adopted a Charter in respect of Audit and Risks. Senior management, the Audit and Risk Committee and the Board are aware of the risks as disclosed on the Company's website and will continue to develop and implement a risk management framework.

Recommendation	Adopted	Reason
Recommendation 7.1	Partially	The Board has established an Audit and Risk Committee, which, due to the size of the Board, has 2 members, both of whom are non-executive independent directors and is chaired by an independent director. The Audit and Risk Committee Charter forms part of its Corporate Governance Plan, which is available on the Company's website.

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		The Company has disclosed the full details of the directors and the information regarding meeting attendance at Board and Committee members in the Annual Reports.
Recommendation 7.2	Partially	The Board reviews and approves the Risk Management Policy as part of the Corporate Governance Plan available on the Company's Website, at least annually to satisfy itself that the policy (and any accompanying framework) continues to be sound, and that the entity is operating with due regard to the risk appetite set by the Board.
Recommendation 7.3	Yes	The Board has not yet formed an internal audit function as it considers that this is not currently feasible given the size of the Company and the relatively small management and employee team. The Audit and Risk Committee reviews and monitors the parameters under which risks will be managed. Management accounts will be prepared and reviewed with the Company Secretary and presented at subsequent Board meetings. Budgets are prepared and continually compared against actual results.
Recommendation 7.4	Yes	Any material exposure to environmental or social risks, and intended management of those risks, where relevant, are disclosed in the Annual Report and on the Company's website.

Principle 8 - Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

The Company has set the non-executive's maximum aggregate remuneration at $500,000. While there is a greater reliance on senior management for developing the business, remuneration of the managers at this stage is of greatest importance to ensure the sustainability and growth of the current business.

As the Company further increases its activity, the remuneration of the directors and senior managers will be assessed by the Nomination and Remuneration Committee and a recommendation made to the Board as a whole. The Board has adopted a Nomination and Remuneration Charter.

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Recommendation	Adopted	Reason
Recommendation 8.1	Partially	The Board has established a Nomination and Remuneration Committee, which, due to the size of the Board, has 2 members, both of whom are non-executive independent directors and is chaired by an independent director. The Nomination and Remuneration Committee Charter forms part of its Corporate Governance Plan, which is available on the Company's website. The Company has disclosed the full details of the directors and the information regarding meeting attendance at Board and Committee meetings in the Annual Reports.
Recommendation 8.2	Yes	Remuneration of all directors and the Senior Executive is disclosed in the Company's Annual Report, a copy of which is available on the Company's website. Non-executive director, executive director and senior management remuneration policies and practices are set out in the Company's Remuneration Policy which is part of the Company's Corporate Governance Plan, a copy of which is available on the Company's website. Remuneration of non-executive directors comply with ASX Listing Rules, including that: • fees payable to non-executive directors must be by way of a fixed sum, and not by way of commission on or a percentage of profits or operating revenue; • the total fees payable to non-executive directors must not be increased without the prior approval of members in general meeting. • Remuneration of executive directors comply with the ASX Listing Rules and the terms of any agreement entered into.
Recommendation 8.3	Yes	The Board has adopted a Securities Trading Policy, an Executive Incentive Plan and an Employee Option Plan. A copy of the Company's Securities Trading Policy is part of the Company's Corporate Governance Plan, a copy of which is available on the Company's website. The Employee Option Plan was adopted in August 2020, prior to the Company's listing on the ASX. The Company has also adopted an Executive Incentive Plan, the details of which are set out in the Company's 2024 Notice of Annual General Meeting.

Recommendations 9.1 through 9.3 do not apply to Native Mineral Resources Holdings Limited.

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