ASX: GGP

25 September 2025

Corporate Governance Statement

This Corporate Governance Statement outlines the key corporate governance policies and practices adopted by the Board of Directors (**Board**) of Greatland Resources Limited (**Greatland** or **Company**) and discloses the current compliance with the ASX Corporate Governance Principles and Recommendations (4th Edition) (**ASX Recommendations**).

Our approach to governance

The Board is committed to the highest standards of corporate governance appropriate for a company of its size and status. The Board has created a framework for managing the Company, including adopting corporate governance policies and practices, relevant internal controls and risk management processes that the Board considers appropriate for the Company's business and that are designed to promote the responsible management and conduct of the Company.

The Company's corporate governance policies and a copy of this Corporate Governance Statement are available at https://www.greatland.com.au/about/corporate-governance/

The Board approved this Corporate Governance Statement on 24 September 2025.

Principle and Recommendation	Comply (Yes/No)	Explanation
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.	Yes	The Company has established a Corporate Governance Charter. The Corporate Governance Charter sets out the specific responsibilities of the Board in relation to corporate governance, the role of the Board, the Board's relationship with management, the key responsibilities of the Board and management, the structure of the Board, the role of the chair, the role of Board committees and the occurrence of Board meetings. The Corporate Governance Charter is available on the Company's website.
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.	Yes	(a) The Board and the Remuneration and Nomination Committee undertake appropriate checks before appointing a director or senior executive or putting forward to security holders a candidate for election, as a Director. These include checks on that person's character, experience, education, criminal record and bankruptcy history. (b) All material information in its possession that is relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in any notice of meeting pursuant to which the resolution to elect or re-elect such Director will be voted on.
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 is a party to a written agreement with the Company (or in the case of non-Director senior executives, a wholly-owned subsidiary of the Company) which sets out the terms of that Director's or senior executive's 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.	Yes	The Corporate Governance Charter outlines the role, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board.
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:	Yes	The Company has adopted a Diversity and Inclusion Policy, which is available on its website. The Diversity and Inclusion Policy provides that the Board is responsible for setting and reviewing measurable objectives related to gender diversity on an annual basis. The Company's workforce has changed significantly in the past 12 months, with the integration of a significant number of employees (approximately 430) who transferred as part of the Telfer-Havieron acquisition. The Company has set the following measurable objectives to achieve gender diversity: • Establish a diversity, equity and inclusion working group in FY26 and develop a strategy for improved recruitment and retention for gender diversity. • A three year target (1 July 2025 to 30 June 2028) in increased female representation in the workforce to 20% (at 30 June 2025 this figure stands at 13.9%).

<table>
<tr><th colspan="2">Principle and Recommendation</th><th>Comply (Yes/No)</th><th>Explanation</th></tr>
<tr><td></td><td>(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.</td><td></td><td>The Company provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2025:
<table>
<tr><th>Category</th><th>Proportion of female / total number of persons employed[1]</th></tr>
<tr><td>Females employed in the Company as a whole</td><td>13.9% (60/433)</td></tr>
<tr><td>Females employed in the Company in senior executive positions[2]</td><td>33.3% (2/6)</td></tr>
<tr><td>Females appointed as a Director of the Company</td><td>25% (2/8)</td></tr>
</table>
1. This number represents Greatland permanent employees and does not include contractors.
2. Senior executives means members of management who report to the Managing Director.
The Board will continue to give consideration to diversity (amongst other factors) in future appointments to the Board and to senior executive positions.</td></tr>
<tr><td>1.6</td><td>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.</td><td>Yes</td><td>The process for evaluating Board performance is detailed in the Corporate Governance Charter, a copy of which is available on the Company’s website.
The Company carried out an internal review of the performance of the Board, its Committees and individual Directors during FY25.</td></tr>
<tr><td>1.7</td><td>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.</td><td>Yes</td><td>The process for evaluating the performance of senior executives is detailed in the Corporate Governance Charter, a copy of which is available on the Company’s website.
The Chairman of the Board and Chair of the Remuneration and Nomination Committee conducted an annual performance appraisal of the Managing Director in relation to FY25.
The Managing Director conducted annual performance appraisal meetings with senior executives during FY25.</td></tr>
<tr><td>2.</td><td colspan="3">STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</td></tr>
<tr><td>2.1</td><td>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</td><td>Yes</td><td>The Remuneration and Nomination Committee comprises Yasmin Broughton (Chair), Elizabeth Gaines and Paul Hallam, all of whom are independent Non-executive Directors.
The Committee Charter is available on the Company’s website.</td></tr>
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<table>
<tr><th>Principle and Recommendation</th><th>Comply (Yes/No)</th><th>Explanation</th></tr>
<tr><td>(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.</td><td></td><td>Details of attendance at Committee meetings and the number of meetings held during the reporting period is disclosed in the Company’s 2025 Annual Report.</td></tr>
<tr><td>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.</td><td>Yes</td><td>The Corporate Governance Charter provides that the Board will periodically undertake and/or review a “board skills matrix” (or similar exercise) to ensure the skills and experience of the Board reasonably cover those skills and experience that the Board believes are needed to address existing and emerging business and governance issues relevant to it.
The Board reviewed its skills matrix during FY25 to ensure the appropriate mix of skills and experience is represented on the Board. The Board Skills Matrix below, illustrates that the Board has a diverse set of skills and experience. Any gaps in skills or experience is addressed through the expertise of the executive management team and external advisors, and continuing Board education and training sessions.
The relevant experience and skills of the Board are outlined below:
<table>
<tr><th>Skill/Experience</th><th>Very Experienced</th><th>Sufficient Experience</th><th>Limited Experience</th></tr>
<tr><td>Governance</td><td>7</td><td>1</td><td>-</td></tr>
<tr><td>Executive Leadership</td><td>8</td><td>-</td><td>-</td></tr>
<tr><td>Strategy</td><td>7</td><td>8</td><td>-</td></tr>
<tr><td>Human Resources and Remuneration</td><td>5</td><td>3</td><td>-</td></tr>
<tr><td>Audit and Corporate Finance</td><td>6</td><td>1</td><td>1</td></tr>
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<tr><th colspan="2">Principle and Recommendation</th><th>Comply (Yes/No)</th><th>Explanation</th></tr>
<tr><td></td><td></td><td></td><td>
<table>
<tr><td>Legal and Regulatory</td><td>5</td><td>2</td><td>1</td></tr>
<tr><td>Financing and M&A</td><td>7</td><td>-</td><td>1</td></tr>
<tr><td>Risk Management</td><td>7</td><td>1</td><td>-</td></tr>
<tr><td>Stakeholder Relations</td><td>6</td><td>2</td><td>-</td></tr>
<tr><td>Safety</td><td>3</td><td>5</td><td>-</td></tr>
<tr><td>ESG</td><td>4</td><td>4</td><td>-</td></tr>
<tr><td>Mining Industry Knowledge</td><td>7</td><td>1</td><td>-</td></tr>
<tr><td>Exploration</td><td>1</td><td>6</td><td>1</td></tr>
<tr><td>Mining Development</td><td>4</td><td>3</td><td>1</td></tr>
<tr><td>Technical Operations</td><td>4</td><td>2</td><td>2</td></tr>
<tr><td>Technology & Data</td><td>2</td><td>5</td><td>1</td></tr>
<tr><td>Innovation & Disruption</td><td>2</td><td>5</td><td>1</td></tr>
</table>
</td></tr>
<tr><td>2.3</td><td>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.</td><td>Yes</td><td>The Board has assessed the independence of each director against its adopted principles set out in the Company’s Corporate Governance Charter and the ASX Principles and Recommendations and has determined that Non-executive Directors Mark Barnaba, Elizabeth Gaines, Alex Borrelli, Yasmin Broughton, Paul Hallam and Clive Latcham are independent and accordingly a majority of the Company’s Directors.
Jimmy Wilson is not considered an independent director on the basis that he was an Executive Director of Greatland Gold plc until March 2024.
Shaun Day is not considered an independent director given his role as Managing Director of the Company.
The length of service of each director is disclosed in the 2025 Annual Report.</td></tr>
<tr><td>2.4</td><td>A majority of the board of a listed entity should be independent directors.</td><td>Yes</td><td>Six of eight Directors are considered by the Board to be independent.</td></tr>
<tr><td>2.5</td><td>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.</td><td>Yes</td><td>Mark Barnaba is the independent Non-executive Chairman.</td></tr>
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Principle and Recommendation		Comply (Yes/No)	Explanation
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.	Yes	The Remuneration and Nomination Committee has oversight for the induction of directors. All Directors are encouraged to undergo continual professional development. New directors will be provided with an induction program to assist them in becoming familiar with the Company, its managers and its business following their appointment. Directors may, with the approval of the Chairman, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	Yes	The Greatland Values statement is available on the Company's 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's Code of Conduct applies to all directors, executives and employees, and is available on the Company's website. The Code of Conduct provides that the Managing Director is responsible for reporting to the Board (or the appropriate Board Committee) on material breaches of the Code.
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's Speak Up Policy is available on the Company's website. The Audit and Risk Committee has delegated responsibility to receive reports from management on material incidents, oversee the Company's response, and escalate to other Board Committees and/or the full Board as appropriate.
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.	Yes	The Company's Anti-Bribery and Corruption Policy is available on the Company's website. The Audit and Risk Committee has delegated responsibility to receive reports from management on material breaches, oversee the Company's response, and escalate to other Board Committees and/or the full Board as appropriate.
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;	Yes	The Audit and Risk Committee comprises Elizabeth Gaines (Chair), Alex Borrelli and Yasmin Broughton, all of whom are independent Non-executive Directors. The Committee Charter is available on the Company's website. The relevant qualifications and experience of the members of the Committee are disclosed in the Company's 2025 Annual Report. Details of attendance at Committee meetings and the number of meetings held during the reporting period are also disclosed in the Company's 2025 Annual Report.

Principle and Recommendation		Comply (Yes/No)	Explanation
	(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.		
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.	Yes	This is provided for by the Corporate Governance Charter, available on the Company's website.
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	This is provided for by the Corporate Governance Charter, available on the Company's website.
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.	Yes	The Company's Continuous Disclosure Policy is available on the Company's 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	This is provided for by the Corporate Governance Charter and Continuous Disclosure Policy, both available on the Company's website.
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	This is provided for by the Corporate Governance Charter and Continuous Disclosure Policy, both available on the Company's website.

Principle and Recommendation		Comply (Yes/No)	Explanation
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	Company and corporate governance information is available on the Company's website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company is committed to open and honest communication with its security holders and stakeholders. The Company's Continuous Disclosure Policy and Communications and Social Media Policy, both available on its website, are designed to facilitate two-way communication and ensure that the Company provides timely and accurate information equally to security holders and market participants.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	As provided for by the Corporate Governance Charter, available on the Company's website, the Company will take a number of steps to seek to maximise security holders' ability to participate in the annual general meeting (**AGM**) process by: • making Directors, members of the executive, and the external auditor available at the AGM; • allowing security holders in attendance at the AGM a reasonable opportunity to ask questions regarding the items of business, including questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report; and • enabling participation of security holders: o through use of technology as appropriate; and o for those who are unable to attend meetings, providing an opportunity to submit questions ahead of the AGM.
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 Corporate Governance Charter provides that without intruding upon the discretion of the Chair (acting in good faith in the performance of their office), it is the expressed intent that all substantive resolutions at meetings of security-holders are to be decided by a poll rather than 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.	Yes	The Company has put in place arrangements so that security holders have the option to receive and send communications to the Company and/or its share registry electronically.
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:	Yes	The Audit and Risk Committee comprises Elizabeth Gaines (Chair), Alex Borrelli and Yasmin Broughton, all of whom are independent non-executive directors. The Committee Charter is available on the Company's website. Details of attendance at Committee meetings and the number of meetings held during the reporting period are disclosed in the Company's 2025 Annual Report.

Principle and Recommendation	Comply (Yes/No)	Explanation
(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.	Yes	The Board has established an Audit & Risk Committee that is responsible for overseeing and monitoring the Company's systems of risk management, operational risk policies and internal controls. The review of the Company's risk management framework has been delegated to and is therefore the responsibility of the Audit and Risk Committee. The Board (through its Audit & Risk Committee) will review the Company's risk management framework at least once each reporting period to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Audit & Risk Committee reviewed the Company's risk management framework during the reporting period.
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.	Yes	The internal audit function has been outsourced to an external audit provider to monitor the effectiveness of risk management and internal control systems, which reports through the Audit & Risk Committee to the Board. This structure will be reassessed annually to determine its suitability. The Company has a formal control hierarchy in place to enable the systematic design and implementation of fit-for-purpose controls. A control monitoring and assurance process is integrated within the risk management and internal control system to enable management to provide reasonable assurance to the Board and executives that material risks are being effectively managed. The internal auditor will attend Audit & Risk Committee Meetings to report on their findings or to provide updates as required. The purpose of internal audit is to provide independent, objective assurance and consulting services designed to evaluate and improve the effectiveness of risk management, internal controls and governance processes. An internal audit plan is formulated based on a review of Greatland's material risks and other considerations, and a defined set of risk management processes are selected for audit. This plan is reviewed on an annual basis.

Principle and Recommendation		Comply (Yes/No)	Explanation
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	Material exposure to risks related to the environment, native title, aboriginal heritage, and landowner and access risks can be found in the Company's 2025 Annual Report. The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the Company's website. Any material exposure to risk has been disclosed in the Company's 2025 Annual Report, and/or otherwise as required by the ASX Listing Rules.
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 Remuneration and Nomination Committee comprises Yasmin Broughton (Chair), Elizabeth Gaines and Paul Hallam, all of whom are independent Non-executive Directors. The Committee Charter is available on the Company's website. Details of attendance at Committee meetings and the number of meetings held during the reporting period are set out in the Company's 2025 Annual Report.
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.	Yes	The structure of Non-executive Directors' remuneration is clearly distinguished from that of executive Directors and senior executives. The Company's remuneration policies and practices currently in place are set out in the Company's remuneration report within its 2025 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 the use of derivatives or	Yes	The Company has a Securities Dealing Policy which prohibits directors, officers, and employees from entering into transactions or arrangements which limit the economic risk of their security holding in the Company. The Securities Dealing Policy is available on the Company's website.

Principle and Recommendation		Comply (Yes/No)	Explanation
	otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.		
9.	**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.	n/a	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.	Yes	Even though the Company is not established outside Australia, due to the Company's cross listing on the AIM Market of the London Stock Exchange, security holder meetings are held at a reasonable time.
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.	n/a	Not applicable