

CORPORATE GOVERNANCE STATEMENT

Approved by the Board with effect 22 September 2023

Minerals 260 Limited ACN 650 766 911 (Company or Minerals 260) has established a corporate governance framework designed to ensure that the Company is effectively managed in an appropriate manner to meet the expectations of stakeholders and satisfy regulatory obligations.

This Corporate Governance Statement outlines the main features of our governance framework reporting against the recommendations contained in the ASX Corporate Governance Council Corporate Governance Principles and Recommendations 4th edition (Principles & Recommendations). The Company follows each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The Directors of the Company (Directors, being either Non-Executive Directors or Executive Directors) are responsible to the shareholders for the performance of the Company in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Company as a whole. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Company is properly managed.

Details of the Company's *Corporate Governance Plan, Board, Committee Charters* and related documents are available online at www.minerals260.com.au.

This announcement is authorised for release by the Board,

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ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
Principle 1 - Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The Board has adopted a formal charter that details the functions and responsibilities of the Board and management (Board Charter). As provided for in the Board Charter, the Board is responsible for all matters relating to the running of the Company, and more specifically, all matters relating to the policies, practices, management and operations of the Company. In addition to decisions requiring approval pursuant to the respective Committee Charters, the following decisions must be approved by the Board: (a) issuing shares of the Company; (b) acquiring, selling or otherwise disposing of property in excess of the amount set out in the Company's approval matrix; (c) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies, or dissolving or selling the Company's participation in other companies (including project joint ventures); (d) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company; (e) founding, dissolving or relocating branch offices or other offices, plants and facilities; (f) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities; (g) approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company; (h) taking or granting loans which exceed the amount set out in the Company's approval matrix; (i) granting securities of any type;

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		(j) granting loans to Company officers or employees and taking over guarantees for the Company's officers and employees; (k) entering into agreements for recurring, voluntary or additional social benefits, superannuation agreements or agreements for general wage and salary increases; (l) determining the total amount of bonuses and gratuities for Company officers and employees; (m) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board; and (n) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company. The detail of some board functions will be handled through Board Committees, however, the Board as a whole is responsible for determining the extent of the powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations. For the 2023 Financial Year, the Managing Director, Mr David Richards (as a delegate of the Board) was responsible for the effective leadership and day-to-day operations and administration of the Company. Effective 1 July 2023, Mr Luke McFadyen commenced as Chief Executive Officer (CEO) and assumed responsibility of these duties. Mr Richards transitioned to Technical Director and will work closely with Mr McFadyen. The responsibilities of the Board as a whole, the Chair, individual Directors and the functions delegated to Senior Management are set out in more detail in Part A of the Company's <i>Corporate Governance Plan and Board Charter</i>, which is available on the Corporate Governance page of the Company website https://minerals260.com.au/corporate-governance/.

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Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Board will consider nominations for appointment or election of Directors that may arise from time to time, having regard to the skills and experience required by the Company and procedures outlined in the Company's constitution and the <i>Corporations Act 2001</i> (Cth). The Company undertakes appropriate checks before appointing a director or senior executive, or before putting forward to shareholders a candidate for election as a Director. Candidates are assessed through interviews, meetings, background and reference checks (which may be conducted by both external consultants and by Directors) as appropriate. The Company gives shareholders all material information in its possession relevant to the decision whether or not to elect or re-elect a Director, either in the notice of meeting and explanatory statement for the relevant meeting of shareholders which addresses the election or re-election of the Director, or by including in the notice a clear reference to the location on the Company's website, Annual Report or other document lodged with ASX where the information can be found. The background checks undertaken, and the information provided to shareholders, are set out in the <i>Nomination Committee Charter</i> which is available on the Corporate Governance page of the Company website www.minerals260.com.au/corporate-governance/. As announced 26 March 2023, the Company appointed Mr Luke McFadyen as CEO and can confirm that his appointment was conducted in accordance with the above process.
Recommendation 1.3	Yes	Under Part A clause 2.4 of the Board Charter, the Company must have a written agreement with each Director and senior executive setting out the terms of their appointment.

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A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.		Each Non-Executive Director receives a letter formalising their appointment and outlining the material terms of their appointment. The Non-Executive Directors of the Company have not been appointed for a fixed term. Each Non-Executive Director has signed a letter of appointment. Each Executive Director and each senior executive have signed an executive service agreement or other written agreement setting out their duties, obligations and remuneration.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	As set out in Part A clause 5 of the Board Charter, the Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. Mr Clinton McGhie assumed the role of Company Secretary up until his resignation dated 4 October 2022. Mr Curtis Abbott was promoted to the joint role of CFO & Company Secretary at such time. Mr Abbott's qualifications and experience is stated on the Company website www.minerals260.com.au/board-management/.
Recommendation 1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board, set measurable objectives for achieving gender diversity in	Partially	The Company recognises the positive advantages of a diverse workplace and is committed to: (a) creating a working environment conducive to the appointment of well-qualified employees, Senior Management and Board candidates; and (b) identifying ways to promote a corporate culture which embraces diversity.

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the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) 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 the Act.		The Board has adopted a diversity policy, but due to its size and stage of development does not disclose at the end of each reporting period, the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board if it is in accordance with the entity's diversity policy and its progress. The Board monitors the extent to which the level of diversity within the Company is appropriate on an ongoing basis and periodically considers measure to improve it. The Board will further consider the establishment of objectives for achieving gender diversity as the Company develops and its circumstances change.
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and	Yes	The Charters of the Company's Board and Remuneration and Nomination Committee outline the processes to be used for evaluating the performance of, and the development and improvement of, the Board, its committees, and its individual Directors. The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result,

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(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		the Board undertakes an evaluation of Board, Committee and Director performance. The review is based on the Board, Committees and individual Directors performance against its charter, its roles and responsibilities and areas of improvement. The Board will consider the outcome of such reviews to guide such improvement. The Chair will provide each Director with confidential feedback on his or her performance. This feedback is used to develop a development plan for each Director. The Board does not endorse the reappointment of a Director who is not satisfactorily performing the role. The Remuneration and Nomination Committee will arrange for a performance evaluation of the Board, its Committees and individual Directors to be conducted on an annual basis. The Board sets a number of expectations for its Committees. These expectations are to be derived after considering the results of previous reviews if any, an assessment of the Company's current and future needs, and a review of each Committee's Charter or purpose. As a result of a review, the Board may amend or revoke a Committee's Charter. The Board will review the performance of the Committees against expectations. Based upon the review, individuals and groups will be provided with feedback on their performance. The results of the review will be a key input into the expectations set by the Board. The Company completed the performance evaluation of the Board, Committees and Individual Directors regarding the 30 June 2023 Financial Year in accordance with the above process.
Recommendation 1.7 A listed entity should:	Yes	In accordance with the Company's Corporate Governance Plan and Board Charter, all senior executives are subject to an annual performance evaluation. Each year, senior executives will establish a set of performance targets. These targets are aligned to overall business goals and the Company's requirements of the position.

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(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.		An assessment of progress and performance is carried out throughout the year following an evaluation of an executive's performance against agreed targets. This will normally occur in conjunction with goal setting for the coming year. As the Company is committed to continuous improvement and the development of its people, the results of the evaluation form the basis of the executive's development plan. Performance pay components (if any) of executives' packages are also dependent on the outcome of the evaluation. The Company completed its performance evaluation of senior executives regarding the 30 June 2023 Financial Year in accordance with the above process.
Principle 2 – Structure the board to be effective and add value		
Recommendation 2.1 The Board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and	Partially	The Board established a Remuneration and Nomination Committee (“RNC”) structured in accordance with Recommendation 2.1 in July 2021. In November 2022, Mr Craig Williams resigned as Non-Executive Director and as such, was no longer a committee member of the RNC. Following Mr Williams departure, the size and composition of the RNC was assessed as appropriate relative to the nature and size of the Company's current and near-term operations. The Company believes there is merit in retaining a RNC to discuss, facilitate, streamline and increase the effectiveness of remuneration and nomination matters noting that recommendations made by the RNC are referred to the Board for final consideration and resolution. Membership to the RNC will be reviewed again if/when there are further changes to the Board.

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(v) 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.		Members of the RNC throughout the financial year and up until the date of this report comprise the following Directors: <table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Meetings Attended</th></tr><tr><td>Anthony Cipriano</td><td>Chair</td><td>Yes</td><td>2</td></tr><tr><td>Timothy Goyder</td><td>Member</td><td>No</td><td>2</td></tr><tr><td>Craig Williams</td><td>Member</td><td>Yes</td><td>-</td></tr></table> <i>A total of 2 RNC meetings were held throughout the financial year.</i> The Board has adopted an RNC Charter which describes the role, composition, functions and responsibilities of the RNC, which is available on the Corporate Governance page of the Company website www.minerals260.com.au/corporate-governance/.	Name	Role	Independent	Meetings Attended	Anthony Cipriano	Chair	Yes	2	Timothy Goyder	Member	No	2	Craig Williams	Member	Yes	-
Name	Role	Independent	Meetings Attended															
Anthony Cipriano	Chair	Yes	2															
Timothy Goyder	Member	No	2															
Craig Williams	Member	Yes	-															
Recommendation 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.	Yes	The Board is structured to facilitate the effective discharge of its duties and to add value through its deliberations. It seeks to achieve a Board composition with a balance of diverse attributes relevant to the Company's operations and markets, including skills sets, background, gender, geography and industry experience. In addition to those general skills expected for Board membership, the Board has adopted a Board Skills Matrix which sets out the skills/experience, capability and knowledge requirements considered appropriate to implement the Company's strategy and key issues facing the Company. Each Director was asked to grade their experience, capability and knowledge in respect of each identified skill using an assessment scale of 0 to 5, with 0 being no competency and 5 being a recognised industry																

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		expert competency. A level of 3 or above indicates a ‘well developed competency’ to participate in Board level decision making. The table at Appendix A sets out the identified skills/experience, capability and knowledge requirements that comprise the Company’s Board Skills Matrix. As at the date of this report there were four Directors in total.																				
Recommendation 2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position or relationship of the type described in Box 2.3 (Factors relevant to assessing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	As at 22 September 2023, the Board consisted of: <table><tr><th>Name</th><th>Role</th><th>Independent?</th><th>Approx Length of Service</th></tr><tr><td>Anthony Cipriano</td><td>Non-Executive Chair</td><td>Yes</td><td>2.3 years</td></tr><tr><td>David Richards</td><td>Technical Director</td><td>No</td><td>2.0 years</td></tr><tr><td>Timothy Goyder</td><td>Non-Executive Director</td><td>No</td><td>2.3 years</td></tr><tr><td>Emma Scotney</td><td>Non-Executive Director</td><td>Yes</td><td>1.9 years</td></tr></table> The Board assesses the independence of Directors annually, or more frequently if circumstances require. The Board have made an annual assessment in line with that disclosed below. Anthony Cipriano and Emma Scotney are regarded as independent Non-Executive Directors. The Board made this assessment having also considered their participation in the Employee Share Incentive Plan in November 2022. The Board determined that the options granted have been structured around growing the value of the Company through share price appreciation, as such should not, or should not be reasonably seen to interfere with the Director's capacity to bring an independent judgement	Name	Role	Independent?	Approx Length of Service	Anthony Cipriano	Non-Executive Chair	Yes	2.3 years	David Richards	Technical Director	No	2.0 years	Timothy Goyder	Non-Executive Director	No	2.3 years	Emma Scotney	Non-Executive Director	Yes	1.9 years
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Anthony Cipriano	Non-Executive Chair	Yes	2.3 years																			
David Richards	Technical Director	No	2.0 years																			
Timothy Goyder	Non-Executive Director	No	2.3 years																			
Emma Scotney	Non-Executive Director	Yes	1.9 years																			

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		on issues before the Board or create a situation where Board and shareholder interests are not aligned. David Richards is not considered independent on the basis that he is Technical Director and thus employed in an executive capacity. Timothy Goyder is not considered independent on the basis that he is a substantial shareholder. Despite this, the Board believes that Mr Richards and Mr Goyder are able, and do make, quality and independent judgments in the best interest of the Company on all relevant issues before the Board. A copy of the definition of independence adopted by the Company is annexed to the Board Charter at Annexure A, available on the Company website at www.minerals260.com.au/corporate-governance/.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Partially	The Board comprised of a majority of independent directors up until the retirement of Mr Craig Williams on 22 November 2022, at which time 2 out of 4 directors were independent. The independent directors are Anthony Cipriano and Emma Scotney. Whilst the Company did not have a majority of Independent Directors for the entire period, the Board considered that given the size and scope of the Company's operations, it had the relevant experience in the exploration and mining industry and was appropriately structured to discharge its duties in a manner that was in the best interests of the Company and its shareholders from both a long-term strategic and operational perspective.
Recommendation 2.5	Yes	The Chair, Mr Anthony Cipriano, is an independent director. The roles of Chair of the Board and Managing Director/CEO are separate and distinct.

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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.		
Recommendation 2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	It is the policy of the Board to ensure that the Directors and Senior Management of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively and that individual and collective performance is regularly and fairly reviewed. Whilst there were no additional directors appointed during the 2023 financial year, as referred to in Part D of the Board Charter, new directors go through an induction process which includes meeting with key executives, tours of the premises, an induction package and presentations. The Company also expects all Directors and the Managing Director to commit to at least 2 days of professional development each year and encourages Directors to participate in training and development programs. Other executives and senior management typically conduct professional development through meeting professional membership criteria required for their profession at a minimum. The annual review of Director/Committee/Board performance did not identify a need for any member to undertake additional professional development to maintain their skills and knowledge to perform their roles as Directors effectively.
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The Board has approved a statement of values and charges the Directors with the responsibility of inculcating those values across the Company.

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		A copy of the Company's <i>Statement of Values</i> is available on the Company website, www.minerals260.com.au/corporate-governance/ .
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.	Yes	The Company seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen of the countries where it operates and an employer which personnel enjoy working for. The Company has established a Code of Conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standards of behaviour expected from its Directors and employees. The Code of Conduct sets out policies in relation to various corporate and personal behaviour including safety, discrimination, respecting the law, anti-corruption, interpersonal conduct and conflict of interest. While the Code of Conduct seeks to prescribe standards of behaviour for all Company personnel to observe, it does not, and understandably cannot, identify every ethical issue that an individual might face. The Code of Conduct's objective is to provide a framework for decisions and actions in relation to ethical conduct in employment, to safeguard the Company's reputation and to make clear the consequences of breaching the Code of Conduct. A copy of the Company's <i>Code of Conduct</i> is available on the Company website, www.minerals260.com.au/corporate-governance/.
Recommendation 3.3 A listed entity should:	Yes	The Board has adopted a whistleblower protection policy to ensure concerns regarding unacceptable conduct including breaches of the Company's code of conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this

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(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.		policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk. A copy of the Company's whistleblower policy is available on the Company website, www.minerals260.com.au/corporate-governance/.
Recommendation 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 Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The Board has adopted an anti-bribery and anti-corruption policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption providing information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues. A copy of the Company's anti-bribery and corruption policy is available on the Company website, www.minerals260.com.au/corporate-governance/.
Principle 4 – Safeguard the integrity of corporate reports		
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	Partially	The Audit and Risk Committee (“ARC”) was formed in July 2021 and operates under the <i>Audit and Risk Committee Charter</i>, which is available on the Company website, www.minerals260.com.au/corporate-governance/. The ARC was operating in accordance with <i>Recommendation 4.1</i> up until the resignation of Mr Williams dated 22 November 2022. Following Mr Williams departure, the size and composition of the ARC was assessed as appropriate relative to the nature and size of the Company's current and near-term operations. The Company believes there is merit in retaining an ARC to discuss, facilitate, streamline and increase the

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(ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) 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.		effectiveness of audit and risk related matters noting that recommendations made by the ARC are referred to the Board for final consideration and resolution. Membership to the ARC will be reviewed again if/when there are further changes to the Board. Members of the ARC throughout the financial year and up until the date of this report comprise the following Non-Executive Directors: <table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Meetings Attended</th></tr><tr><td>Emma Scotney</td><td>Chair*</td><td>Yes</td><td>3</td></tr><tr><td>Anthony Cipriano</td><td>Member</td><td>Yes</td><td>3</td></tr><tr><td>Craig Williams</td><td>Member</td><td>Yes</td><td>1</td></tr></table> A total of 3 ARC meetings were held throughout the financial year. The qualifications and experience of the members of the ARC are disclosed on the Company website, www.minerals260.com.au/board-management/. The ARC can be found on the Company website www.minerals260.com.au/corporate-governance/.	Name	Role	Independent	Meetings Attended	Emma Scotney	Chair*	Yes	3	Anthony Cipriano	Member	Yes	3	Craig Williams	Member	Yes	1
Name	Role	Independent	Meetings Attended															
Emma Scotney	Chair*	Yes	3															
Anthony Cipriano	Member	Yes	3															
Craig Williams	Member	Yes	1															

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Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	Before the Board approves the Company's financial statements for the half years ended 31 December, full-years ended 30 June and the consolidated statements of cash flows for each quarter ending 30 September, 31 December, 31 March and 30 June, it will receive from the Managing Director or CEO and the Chief Financial Officer a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. The Company has satisfied this recommendation for all financial statement periods within the 2023 Financial Year.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	All periodic financial reports released to the market were reviewed/audited by the external auditor.
Principle 5 – Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.	Yes	The Company has established a Continuous Disclosure Policy which is designed to guide compliance with ASX Listing Rule disclosure requirements, and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Continuous Disclosure Policy is available on the Company website, www.minerals260.com.au/corporate-governance/.

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		The Continuous Disclosure Policy: (a) raises awareness of the Company's obligations under the continuous disclosure regime; (b) establishes a process to ensure that information about the Company which may be market sensitive and which may require disclosure is brought to the attention of the Non-Executive Chairman, being the person/s primarily responsible for ensuring the Company complies with its continuous disclosure obligations, in a timely manner and is kept confidential; and (c) sets out the obligation of Directors, officers and employees of the Company to ensure that the Company complies with its continuous disclosure obligations. For the 2023 Financial Year, the Board designated the Continuous Disclosure Committee, comprising the Company Secretary, Managing Director and Chair as the officers primarily responsible for ensuring that the Continuous Disclosure Policy is implemented and that all relevant information is disclosed as required. In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is also posted to the Company's website.
Recommendation 5.2 A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Yes	The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures that the Board are aware of when any announcement is due to go

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		out and when the confirmation of release is received by the ASX, the Company Secretary promptly forwards this to the Board. The Continuous Disclosure Policy of the Company is available on the Company website, https://minerals260.com.au/corporate-governance/.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures any substantive presentations are released to the ASX Market Announcements Platform ahead of the presentation and in accordance with the Continuous Disclosure Policy of the Company, a copy of which is available on the Company website, https://minerals260.com.au/corporate-governance/.
Principle 6 – Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs. The Company keeps investors informed through its website www.minerals260.com.au which contains information on the Company, the Board and the corporate governance policies and procedures of the Company. Through its website and registrations for news, investors can access copies of the Company's annual, half-yearly and quarterly reports (for at least three historical years), announcements to the ASX, company updates, notices of meeting, presentations and key media coverage.
Recommendation 6.2	Yes	The Company has a Shareholder Communication Strategy which is available on the Company website www.minerals260.com.au/corporate-governance/. The Shareholder Communication Strategy encourages

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A listed entity should have an investor relations program that facilitates effective two-way communications with investors.		shareholder participation and engagement with the Company. This strategy also facilitates communication directly between shareholders and the Company, with any shareholder queries coordinated through the Company Secretary.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Shareholder Communications Policy encourages shareholder participation at shareholders' meetings. Shareholders will be provided with all notices of meeting prior to meetings. The Company's lead auditor will be also made available for questions at the annual general meeting. Shareholders are also always given the opportunity to ask questions of the Directors and management, either during or after shareholders' meetings.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company will conduct a poll at meetings of security holders to decide each resolution.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Security holders are given the option and are encouraged to receive communications from, and send communications to, the Company and its share registry, Automic, electronically. The Company provides security holders the option to receive communications from, and send communications to, the Company and its share registry electronically by registering their email address online with the Company's share registry, Automic at https://investor.automic.com.au/#/home Security holders and other stakeholders can register on the Company's website to receive information updates about the Company at www.minerals260.com.au.
Principle 7 – Recognise and manage risk		

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not																
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 paragraph (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Partially	The Audit and Risk Committee (“ARC”) was formed in July 2021 and operates under the <i>Audit and Risk Committee Charter</i>, which is available on the Company website, www.minerals260.com.au/corporate-governance/. The ARC was operating in accordance with <i>Recommendation 4.1</i> up until the resignation of Mr Williams dated 22 November 2022. Following Mr Williams departure, the size and composition of the ARC was assessed as appropriate relative to the nature and size of the Company’s current and near-term operations. The Company believes there is merit in retaining an ARC to discuss, facilitate, streamline and increase the effectiveness of audit and risk related matters noting that recommendations made by the ARC are referred to the Board for final consideration and resolution. Membership to the ARC will be reviewed again if/when there are further changes to the Board. Members of the ARC throughout the financial year and up until the date of this report comprise the following Non-Executive Directors: <table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Meetings Attended</th></tr><tr><td>Emma Scotney</td><td>Chair*</td><td>Yes</td><td>3</td></tr><tr><td>Anthony Cipriano</td><td>Member</td><td>Yes</td><td>3</td></tr><tr><td>Craig Williams</td><td>Member</td><td>Yes</td><td>1</td></tr></table> <i>A total of 3 ARC meetings were held throughout the financial year.</i>	Name	Role	Independent	Meetings Attended	Emma Scotney	Chair*	Yes	3	Anthony Cipriano	Member	Yes	3	Craig Williams	Member	Yes	1
Name	Role	Independent	Meetings Attended															
Emma Scotney	Chair*	Yes	3															
Anthony Cipriano	Member	Yes	3															
Craig Williams	Member	Yes	1															

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		The ARC can be found on the Company website www.minerals260.com.au/corporate-governance/ .
Recommendation 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	The Company is committed to the identification, monitoring and management of risks associated with its business activities and has established policies in relation to the implementation of practical and effective control systems. The Company has established a Risk Management Policy, which is available on the Company website, www.minerals260.com.au/corporate-governance/. Under the Company's Risk Management Policy, the Board reviews all major strategies and purchases for their impact on the risks facing the Company and makes appropriate recommendations. The Company also undertakes an annual review of operations to update its risk profile, which normally occurs in conjunction with the strategic planning process. The Company reviewed its Risk Management framework in March 2023.
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Yes	The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function in the manner disclosed below, the expense of an independent internal auditor is not considered to be appropriate. The Board performs all key elements of an internal audit function, including: (a) evaluating and seeking and obtaining reasonable assurance that risk management, control and governance systems are functioning as intended and will enable the Company's objectives and goals to be met;

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		(b) evaluating information security and associated risk exposures; (c) evaluating regulatory compliance programs with consultation from internal and external legal counsel; (d) evaluating the Company's preparedness in case of business interruption; and (e) providing oversight of the Company's anti-fraud programs. The Board delegates to one or more appropriate senior executives the authority to implement any non-strategic amendments to risk management systems required as a result of changed circumstances, or where the potential for improvement has been identified; reporting all such matters to the Board for consideration at its next meeting. The Board may also seek recommendations from appropriate senior executives where strategic changes to risk management and internal control processes are required.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	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, www.minerals260.com.au/corporate-governance/. The Company has, and continues to, undertake various organisation wide risk reviews to identify potential business risks. The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented.

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		As a mineral exploration company, there are a number of material environmental or social sustainability risks that could adversely affect the Company and the achievement of the Company's strategic objectives. The Company believes that a strong focus on Environmental, Social, and Governance (ESG) matters are integral to how the Company operates and its overall business strategy. Environmental: The Company is subject to, and responsible for, ensuring compliance with various regulations, licenses, approvals and standards so that its activities do not cause unauthorised environmental harm. Through its ongoing management of environmental activities, the Company expects to be able to operate in an environmentally sustainable and responsible manner. Social: The Company recognises that a failure to manage stakeholder expectations may lead to disruption to the Company's operations. The Company works closely with the various stakeholders in the region in which it operates. In addition, the Company manages these risks through its annual review of its Risk Management Framework.
Principle 8 – Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which:	Partially	The Board established a Remuneration and Nomination Committee ("RNC") structured in accordance with Recommendation 2.1 in July 2021. In November 2022, Mr Craig Williams resigned as Non-Executive Director and as such, was no longer a committee member of the RNC. Following Mr Williams departure, the size and composition of the RNC was assessed as appropriate relative to the nature and size of the Company's current

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not																
(i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 near-term operations. The Company believes there is merit in retaining a RNC to discuss, facilitate, streamline and increase the effectiveness of remuneration and nomination matters noting that recommendations made by the RNC are referred to the Board for final consideration and resolution. Membership to the RNC will be reviewed again if/when there are further changes to the Board. Members of the RNC throughout the financial year and up until the date of this report comprise the following Directors: <table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Meetings Attended</th></tr><tr><td>Anthony Cipriano</td><td>Chair</td><td>Yes</td><td>2</td></tr><tr><td>Timothy Goyder</td><td>Member</td><td>No</td><td>2</td></tr><tr><td>Craig Williams</td><td>Member</td><td>Yes</td><td>-</td></tr></table> A total of 2 RNC meetings were held throughout the financial year. The Board has adopted an RNC Charter which describes the role, composition, functions and responsibilities of the RNC, which is available on the Corporate Governance page of the Company's website www.minerals260.com.au/corporate-governance/.	Name	Role	Independent	Meetings Attended	Anthony Cipriano	Chair	Yes	2	Timothy Goyder	Member	No	2	Craig Williams	Member	Yes	-
Name	Role	Independent	Meetings Attended															
Anthony Cipriano	Chair	Yes	2															
Timothy Goyder	Member	No	2															
Craig Williams	Member	Yes	-															
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The <i>Board Charter</i> sets out the policies and practices of the remuneration of Non-Executive Directors, Executive Directors and other senior executives. Messrs Cipriano, Goyder and Ms Scotney are paid a fixed annual fee for their service to the Company as Non-Executive Directors.																

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
		All Executive Directors of the Company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their respective employment agreements with the Company and potentially the ability to participate in the Company's short term and long term incentive plans. Further information can be found in the Company's Remuneration Report contained within the 2023 Annual Report which can be found at www.minerals260.com.au.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company's Trading Policy prohibits the hedging of unvested performance share rights and vested securities that are subject to disposal restrictions at all times, irrespective of trading windows. This is in line with the requirements of the <i>Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011</i> (Cth), and is intended to prevent transactions which could have the effect of distorting the proper functioning of performance hurdles or reducing the intended alignment between management's and shareholders' interests. For the purposes of this policy, hedging includes the entry into any derivative transaction within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars) and any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities. The Trading Policy is available on the Company's website, www.minerals260.com.au/corporate-governance/.

Appendix A – Board Skills Matrix

The following table of skills and experience has been identified by the Board as the key skills and other attributes of Board members which are believed to be required for robust decision-making and the effective governance of the Company.

The table is to be reviewed and updated periodically to ensure that it covers the attributes needed to address existing and emerging business and governance issues relevant to the Company.

Each Director was asked to grade their experience, capability and knowledge in respect of each identified skill using an assessment scale of 0 to 5, with 0 being no competency and 5 being a recognised industry expert competency. A level of 3 or above indicates a 'well developed competency' to participate in Board level decision making. As at the date of this report there were four Directors in total.

Category	Experience, capability and knowledge requirements	Number of Directors with a competency level of three or above.
Leadership and People Management	Significant Board and/or Executive experience in a publicly listed company or large organisation, with a proven track record of effective leadership and management of multi-disciplined teams.	4
Strategic Planning, Business Development and Commercial	Formulating, assessing and executing strategic vision, objectives, business models and relevant financial metrics. Knowledge of industry competitive landscape, key risks, capability requirements and strategic planning processes.	4
Corporate Transactions	Planning and execution of equity or debt capital raisings, mergers, acquisitions, joint ventures, de-mergers and takeover defence.	4
Financial	Evaluating financial statements, understanding key financial drivers of a business, corporate finance (including debt and equity capital markets) and assessment of financial risks and controls.	4
Governance and Compliance	Formulating, implementing and overseeing of organisation-wide governance and compliance systems, processes, policies and frameworks. Knowledge of governance issues, including the legal, compliance and regulatory environment applicable to publicly listed entities.	4
People, Culture and Remuneration	Establishing and overseeing organisation-wide capabilities, remuneration frameworks, performance assessment, people management and company culture, mindsets and behaviours.	4
Investor Relations	Drafting and delivery of public announcements, other shareholder communications, market research / analysis and presentations at industry events / conferences.	4

Category	Experience, capability and knowledge requirements	Number of Directors with a competency level of three or above.
Risk Management	Formulating risk management frameworks and controls, setting appropriate risk appetite, identifying and providing oversight of key business risks (both financial and nonfinancial).	4
Health and Safety	Formulating and implementing health and safety management systems, risk identification and mitigation processes, performance monitoring and governance.	4
Sustainability and Environment	Formulating and managing environment and sustainability policies, standards, practices and implementation of environmental impact mitigations for mining projects.	4
Community and Government Relations	Formulating and implementing stakeholder engagement and management strategies. Local, State and Federal Government and regulatory management.	4
Geology and Exploration Targeting	Base, precious and rare metal mineral systems, geology and targeting. Design, planning and execution of mineral exploration programs.	2
Exploration and Resources Definition	Base, precious and rare metal geology, resource and reserve measurement and classifications. Design, planning and execution of resource definition drilling programs and related activities.	2
Metallurgy and Mineral Processing	Base, precious and rare metal mineralogy, metallurgy and marketing. Design, testing and optimisation of metallurgical flowsheet, processing facility and offtake.	1
Project Studies and Engineering	Formulation and execution of mining scoping and feasibility studies to define and assess project scope, economic potential, financing options and risk factors.	3

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

MINERALS 260 LIMITED

ABN/ARBN

34650766911

Financial year ended:

30 June 2023

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://minerals260.com.au/wp-content/uploads/MI6-Corporate-Governance-Statement.pdf>

The Corporate Governance Statement is accurate and up to date as at 22 September 2023 and has been approved by the board.

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

Date: 22 September 2023

Name of authorised officer
authorising lodgement:

Curtis Abbott – 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.

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.	☒ Refer Corporate Governance Statement and we have disclosed a copy of our board charter at: https://minerals260.com.au/corporate-governance/ (see Corporate Governance Plan and Board Charter)	☐ 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.	☒ Refer 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.	☒ Refer 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.	☒ Refer 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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☐ And we have disclosed a copy of our Diversity Policy at: https://minerals260.com.au/corporate-governance/ and we have disclosed the information pertaining to paragraph (c) in our Corporate Governance Statement. We were not included in the S&P / ASX 300 Index at the commencement of the reporting period.	☒ set out in our Corporate Governance Statement.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ And we have disclosed the evaluation process referred to in paragraph (a): at https://minerals260.com.au/corporate-governance/ (see Corporate Governance Plan and Board Charter and the Remuneration and Nomination Committee Charter) and whether a performance evaluation was undertaken for the reporting period in accordance with that process 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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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.	... the evaluation process referred to in paragraph (a): ☒ at https://minerals260.com.au/corporate-governance/ (see Corporate Governance Plan and Board Charter) and whether a performance evaluation was undertaken for the reporting period in accordance with that process 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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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.	☐ We have disclosed the fact that we have a nomination committee that complies with paragraphs (1) and (2) in our Corporate Governance Statement. and a copy of the charter of the committee at https://minerals260.com.au/corporate-governance/ (see Remuneration and Nomination Committee Charter and the information referred to in paragraphs (4) and (5) 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
2.2	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 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
2.3	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. and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement and the length of service of each director in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ as set out in our Corporate Governance Statement.

Key to Disclosures Corporate Governance Council Principles and Recommendations

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.	☒ as set out 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.	☒ As set out 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
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://minerals260.com.au/corporate-governance/ (see Statement of Values)	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at: https://minerals260.com.au/corporate-governance/ (see Code of Conduct)	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at: https://minerals260.com.au/corporate-governance/ (see Whistleblower Policy)	☐ set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at: https://minerals260.com.au/corporate-governance/ (see Anti Bribery and Anti-Corruption Policy)	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☐ and we have disclosed a copy of the charter of the committee at: https://minerals260.com.au/corporate-governance/ (See Audit and Risk Committee Charter) and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement and the Directors' Report contained within the 2023 Annual Report at pages 4-7.	☒ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒ set out in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒ set out in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://minerals260.com.au/corporate-governance/ (See Continuous Disclosure Policy)	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒ set out in our Corporate Governance Statement and at: https://minerals260.com.au/corporate-governance/ (See Continuous Disclosure Policy).	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒ set out in our Corporate Governance Statement and at: https://minerals260.com.au/corporate-governance/ (See Continuous Disclosure Policy).	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://minerals260.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.	☒ set out 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://minerals260.com.au/corporate-governance/ (see Shareholder Communications Policy)	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒ set out in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒ set out in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
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.	☐ we have disclosed a copy of the charter of the committee at: https://minerals260.com.au/corporate-governance/ (see Audit and Risk Committee Charter) and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement.	☒ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ If the entity complies with paragraph (b): 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	
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.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☐ If the entity complies with paragraph (a): we have disclosed a copy of the charter of the committee at: https://minerals260.com.au/corporate-governance/ (See Remuneration and Nomination Committee Charter) and the information referred to in paragraphs (4) and (5) 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
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: https://minerals260.com.au/corporate-governance/ (See Corporate Governance Plan and Board Charter) and 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
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://minerals260.com.au/corporate-governance/ (See Security Trading Policy)	☐ 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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: [insert location]	☐ set out in our Corporate Governance Statement OR ☐ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☐ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> 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

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> 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
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> 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: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement