COMPLIANCE WITH ASX CORPORATE GOVERNANCE PRINCIPLES AND GUIDELINES

REGENER8 RESOURCES NL - Corporate Governance Statement

ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th edition

For the year ended 30 June 2026 and approved by the Board.

This Corporate Governance Statement is current as at 30 September 2026.

The Company is committed to high standards of corporate governance designed to enable the Company to meet its performance objectives and better manage its risks.

The Company has adopted a comprehensive governance framework in the form of a formal corporate governance charter together with associated policies, protocols and related instruments.

A full copy of the Company's corporate governance charter and associated policies, protocols and related instruments is available on the Company's website under its "Corporate Governance" heading – https://www.regener8resources.com.au/corporate-governance

The Company intends to follow the ASX CGC P&R in all respects other than as specifically provided below.

In particular, each of the recommendations of the ASX CGC P&R which will not be followed by the Company and the reasons why they respectively will not be followed, are set out below. The independent directors of the Company are Mr Robert Boston and Mr Petar Tomasevic. When determining the independent status of a Director the Board used the Guidelines detailed in the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.

Principle	ASX Recommendation	Comply	Comments
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.	Yes	Regener8 has adopted a Board Charter that discloses the role and responsibilities of the Board. Under the Board Charter, the Board is responsible for the overall operation and stewardship of the Company and, in particular, is responsible for: • ensuring compliance with the Corporations Act / ASX Listing Rules (where appropriate) and all other relevant laws; • providing leadership and developing, implementing and monitoring strategic operational and financial objectives for the Company; • ensuring appropriate financial and risk management controls are implemented; • monitoring Management's implementation of strategy and performance generally, and ensuring appropriate resources are available to Management; and

Principle	ASX Recommendation	Comply	Comments
			• monitoring the effectiveness of the Company's governance practices. Management's role is to implement the policies and strategies set by the Board and is responsible for the day-to-day operations of the Company, including all exploration and development activities, matters of government liaison, shareholder and market relations, finance and statutory compliance and matters ancillary thereto. A copy of the Board Charter is contained in the Company's Corporate Governance Manual which can be found on the Company's website.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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 Charter outlines the procedure for evaluating the Board's performance and the consideration of the appointment of new Directors, including undertaking appropriate checks prior to the appointment of a Director by the Board or recommending a candidate for appointment by Shareholders at a general meeting, to ensure that the person possesses necessary or desirable attributes and would not be impaired from undertaking their duties as a Director. Where appropriate, the Company seeks advice from external advisors in connection with the suitability of applicants for appointment and provides shareholders with information relevant to their consideration of any appointment of a Director, including whether the Board (other than the nominee where applicable) supports an appointment or re-election. As a matter of practice, Regener8 refers in its notices of meeting to the location of a brief biography and other material information in relation to each Director who stands for election or re-election, including relevant qualifications and professional experience of the nominated Director for consideration by Shareholders.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Agreements are in place with each director and senior executive setting out the terms of their appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary reports directly, and is accountable, to the Board through the Chairperson of the Board (**Chairperson**) in relation to all governance matters. The Company Secretary also advises and supports the Board to implement adopted governance procedures and co-ordinates the circulation of meeting agendas and papers.

Principle	ASX Recommendation	Comply	Comments
1.5	A listed entity should:	Partially	The Company has a Diversity Policy, however due to the nature of operations at present, the Company will select the best available officers and staff for each relevant position in a non-discriminatory manner based on merit. Notwithstanding this, the Board respects and values the benefits that diversity (e.g. gender, age, ethnicity, cultural background, disability and marital/family status etc) brings in relation to expanding the Company's perspective and thereby improving corporate performance, increasing Shareholder value and maximising the probability of achieving the Company's objectives. The Board is committed to developing a diverse workplace where appointments or advancements are made on a fair and equitable basis.

	(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: (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. (d) disclose as 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 in accordance with the entity's diversity policy and its progress towards achieving them, and either: (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or		

Principle	ASX Recommendation	Comply	Comments
	(ii) 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.		
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Partially	The Board Charter outlines the process for reviewing and making recommendations in relation to the appointment of new Directors (both Executive and Non-Executive) and, senior executives. It also stipulates that the Chairperson is responsible for the evaluation of the Board's performance. The Remuneration Committee Charter provides the process for reviewing and making recommendations in relation to the structure of remuneration packages to attract and motivate its employees and the design of any equity-based initiative plans or other employee benefit programs implemented from time to time. As at the date of this Statement, no formal performance evaluation has yet been undertaken.
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Partially	The Board is responsible for monitoring the performance of executive officers. The Board has established policies to ensure that Regener8 remunerates fairly and responsibly. The Company designed its remuneration policy to ensure that the level and composition of remuneration is competitive, reasonable and appropriate to attract and maintain Directors with the requisite skills and experience to guide the Company towards achieving its objectives. As at the date of this Statement, no formal performance evaluation has yet been undertaken.
Principle 2 – Structure the board to be effective and add value			
2.1	The board of a listed entity should:	Partially	(a) The Company's Remuneration and Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. (b) The Company did not have a Nomination Committee for the past financial period as the Board did not consider the Company would benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the

Principle	ASX Recommendation	Comply	Comments
	(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: (A) the charter of the committee; (B) the members of the committee; and (C) 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.		appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively: (i) devoting time at least annually to discuss Board succession issues and updating the Company's current Board skills; and (ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.
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.	Partially	The Board Charter provides that the Board is responsible for developing and implementing a skills matrix setting out the mix of skills and diversity that the Board has or is looking to achieve in its membership. The Board considers the current mix of skills and experience of members of the Board and its senior management is sufficient to meet the requirements of the Company. Although the skills, experience and expertise of each Director is set out in the Directors' Report section of the Company's Annual Report, the Company does not have a formal board skills matrix for the year ended 30 June 2026.
2.3	A listed entity should disclose:	Yes	Non-Executive Chairman Robert Boston and Non-Executive Director Mr Petar Tomasevic are considered to be independent directors as defined in ASX guidelines. Length of service as at September 2026: Robert Boston: Appointed 22 March 2022 (4 years, 6 months) Petar Tomasevic: Appointed 22 June 2022 (4 years, 3 months)

Principle	ASX Recommendation	Comply	Comments
	(a) the names of the directors considered by the board to be independent directors; (b) if the director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that is does not compromise the independence of the director, the nature of 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.		Dave (Dejvi) Malesic: Appointed 1 September 2026 (1 month) Stephen Foley: Appointed 24 November 2021, Resigned (16 September 2026) (4 years, 10 months)
2.4	A majority of the board of a listed entity should be independent directors.	Yes	A majority of the Board are independent Directors. The Company considers Robert Boston and Petar Tomasevic as independent Directors. The Company does not consider Stephen Foley (Resigned 16 September 2026) or Dave (Dejvi) Malesic (Appointed 1 September 2026) as independent because they were employed in an executive capacity, as the Company's Managing Director. The Company believes that the current structure of the Board is the most appropriate given the size and current operations of the Company.
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.	Yes	The Chair, Robert Boston is currently considered to be independent (as that term is applied in the Principles and Recommendations) and he is not the Chief Executive Officer of the Company.
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	In accordance with the Board Charter, Directors will have the benefit of an induction program aimed at deepening their understanding of the Company, its activities and the business, environment and markets in which the Company operates. As part of the induction process, where appropriate, new Directors may complete a self-assessment of their capabilities and competencies to determine areas where further development will assist in their contributing to the Board's performance. In addition, Directors are expected to keep themselves abreast of changes and trends in the business and in the Company's environment and markets and to keep abreast of changes and trends in the economic, political, social and legal climate generally. Directors are expected to have an appropriate base level of understanding on accounting matters.

Principle	ASX Recommendation	Comply	Comments
Principle 3 – Instil a Culture of Acting Lawfully, Ethically and Responsibly			
3.1	A listed entity should articulate and disclose its values.	Yes	Regener8 instils the below values: • to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and other stakeholders; • to comply with systems of control and accountability which the Company has implemented; and • to act lawfully, ethically and responsibly. The Statement of Values is included in the Company's Code of Conduct and is available on the Company's website at the Corporate Governance Section.
3.2	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The Company has adopted a Code of Conduct which outlines the Company's values, guiding principles, the expectations of the Directors, employees and contractors, the legal obligations of the Company and the responsibility of investigating and reporting unethical practices. The Code of Conduct is contained in the Company's Corporate Governance Manual which is available on the Company's website and requires that any breach of the Code of Conduct be reported to a member of the Board (or a committee of the Board).
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has adopted a Whistleblower Policy which requires that the Board (or a committee of the Board) be informed of any material incidents reported pursuant to the Whistleblower Policy. The Whistleblower Policy is contained in the Company's Corporate Governance Manual which is available on the Company's website.
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company has adopted an Anti-Bribery and Corruption Policy which requires that the Board (or a committee of the Board) be informed of any material incidents reported pursuant to the Anti-Bribery and Corruption Policy. The Anti-Bribery and Corruption Policy is contained in the Company's Corporate Governance Manual which is available on the Company's website.
Principle 4 – Safeguard the Integrity of Corporate Reports			

Principle	ASX Recommendation	Comply	Comments
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 (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.	Partially	The Company has adopted an Audit and Risk Committee Charter, however it does not have a formal Audit and Risk Committee. In view of the size and resources available to the Company, it is not considered that a separate Audit and Risk Committee would add any substance to this process. Acting in its ordinary capacity from time to time as required, the Board carries out the processes that would be undertaken by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: • through the Board devoting time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and • through all members of the Board being involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting. As the Company's operations evolve, the Board will reconsider the appropriateness of forming a formal Audit and Risk Committee.
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	Yes	Satisfied. Regener8 obtains declarations from its Managing Director and CFO substantially in the form referred to in Recommendation 4.2 before approving its financial statements.

Principle	ASX Recommendation	Comply	Comments
	management and internal control which is operating effectively.		
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Managing Director and Company Secretary are responsible for reviewing all communications to the market to ensure they are full and accurate and comply with the Company's obligations.
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 ASX Listing Rule 3.1.	Yes	Regener8 has adopted a Continuous Disclosure Policy. Regener8 is a "disclosing entity" pursuant to section 111AR of the Corporations Act and, as such, is required to comply with the continuous disclosure requirements of Chapter 3 of the Listing Rules and section 674 of the Corporations Act. The Company is committed to observing its disclosure obligations under the Corporations Act and its obligations under the Listing Rules. The Company will post all announcements provided to ASX on its website. A copy of the Continuous Disclosure Policy is contained in the Company's Corporate Governance Manual which 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	The Company's Continuous Disclosure Policy requires that the Board receives copies of all material market announcements after they have been released.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Under the Company's Continuous Disclosure Policy, any written materials containing new price sensitive information to be used in investor presentations are lodged with ASX prior to the presentation commencing. Upon confirmation of receipt by ASX, the material is posted to the Company's website.
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.	Yes	Information about Regener8 and its corporate governance, including copies of the Company's various corporate governance policies and charters, are available on its 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 the promotion of investor confidence through the below information: • continuous disclosure of all material information

Principle	ASX Recommendation	Comply	Comments
			• periodic disclosures through annual, half-year and quarterly reports; and • briefings with the domestic and international investment community. In addition, significant announcements and reports submitted to the ASX will be posted on the Company's website and shareholders are also able to submit questions to the Company via email to: hello@regener8resources.com.au
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Regener8 supports Shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation, including by ensuring that meetings are held at convenient times and places and where permitted, virtually, to encourage Shareholder participation. In preparing for general meetings, Regener8 drafts the notice of meeting and related explanatory information so that they provide all of the information that is relevant to Shareholders in making decisions on matters to be voted on by them at the meeting. This information is presented clearly and concisely so that it is easy to understand and not ambiguous. Regener8 uses general meetings as a tool to effectively communicate with Shareholders and allow Shareholders a reasonable opportunity to ask questions of the Board of Directors and to participate in the meeting. Mechanisms for encouraging and facilitating Shareholder participation are reviewed regularly to encourage the highest level of Shareholder participation.
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	Shareholders are able to vote on resolutions via the Share Registry Platform, or by submitting proxy forms as outlined in the Notice of Meeting. Voting on all resolutions at meetings of shareholders are decided by a poll.
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	Regener8 considers that communicating with Shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner. Regener8 provides new Shareholders with the option to receive communications from the Company electronically and encourages them to do so. Shareholders are also encouraged to request communications electronically. Regener8 will provide all Shareholders that have opted to receive communications electronically with notifications when it uploads an announcement or other communication (including annual reports and notice of meeting) to the ASX announcements platform.
Principle 7 – Recognise and manage risk			
7.1	The board of a listed entity should:	Partially	Regener8 does not have a separate risk management committee. The Board as a whole is broadly responsible for risk management, including the review of any risk management system or series of systems that may be

Principle	ASX Recommendation	Comply	Comments
	(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 (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		implemented by management on a per-project basis. The Audit and Risk Committee (or the Board acting in its place) is responsible for the management of financial risk. The Board considers that, given the Company's current scope of operations and the fact that only Mr Foley (Resigned 16 September 2026) and Mr Dave (Dejvi) Malesic (Appointed 1 September 2026) held/holds an executive position, efficiencies or other benefits would not be gained by establishing a separate risk management committee at present. As the Company's operations evolve, the Board will reconsider the appropriateness of forming a separate risk management committee. The Board has responsibility 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 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 responsibility for the monitoring of risk management and reviews the Company's risk management framework on an annual basis to ensure that the framework continues to be effective. The risk committee, comprising the full board has reviewed the entity's risk framework during the 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 risk management and internal control processes.	Yes	Regener8 does not currently have an internal audit function. This function is undertaken by relevant staff under the direction of the Board. The Company has adopted internal control procedures, including the following: • the Company has authorisation limits in place for expenditure and payments; • a Director or senior manager must not approve a payment to themselves or a related party, other than standard salary/directors' fees in accordance with their Board approved remuneration; • the Company prepares cash flow forecasts which include materiality thresholds, and which are regularly reviewed; and • the Company regularly reviews its other financial materiality thresholds.

Principle	ASX Recommendation	Comply	Comments
			The Board and senior management are charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis. The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations. As the Company's operations evolve, the Board will reconsider the appropriateness of adopting an internal audit function.
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	Regener8's primary business is the development of its exploration projects. The Company is exposed, but not limited to, the following key risks: • fluctuations in the price of commodity prices; • fluctuations in third party contractor costs; • any reduction in the global demand for commodities; • risks arising from exploration activities on site; • economic, political or social instability in Australia and Foreign Jurisdictions that may affect operations or profits; and • a range of other economic, environmental and social sustainability risks faced by all other mining industry companies in an open economy. The Company has management systems, practices and procedures to manage key risks.
Principle 8 – Remunerate fairly and responsibly			
8.1	The board of a listed entity should	Partially	The Board considers that the Company is not currently of a sufficient size to justify the formation of a separate Remuneration Committee. As the Board as a whole performs the role of a Remuneration Committee (save that the Remuneration Committee Charter prohibits a Director voting on his or her own remuneration), the Company does not currently satisfy paragraph (a) of this recommendation. The Company does, however, have a remuneration framework, which has an objective of ensuring reward for performance is competitive and appropriate to the results delivered. The Company seeks to align executive reward with the creation of value for shareholders.

Principle	ASX Recommendation	Comply	Comments
	(a) have a remuneration 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 (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.		
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	Regener8's policies and practices regarding the remuneration of executive and non-executive Directors and other senior executives will be set out in the remuneration report contained in Regener8's annual report for each financial year. Furthermore, Regener8's remuneration policies and practices are subject to review by the Board, as set out in the Company's Remuneration Committee Charter.
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 Share Trading Policy prohibits Directors or Employees from entering into transactions which limit the economic risk of participating in unvested entitlements, such as unvested options. A copy of the Company's Share Trading Policy is contained in the Company's Corporate Governance Manual which is available on the Company's website.