



ACN 009 217 154

Corporate Governance Statement

This Corporate Governance Statement reflects the corporate governance practices in place as at the date of re-listing of Xstate Resources Limited ("**the Company**") on the ASX and was approved by the Board on 9 September 2025.

This Corporate Governance Statement discloses the extent to which the Company, as at re-listing, is following the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what, if any, alternative governance practices were adopted in lieu of the recommendation during that period.

The Company's Corporate Governance Policies are available on the Company's website at www.xstateresources.com.au.

Recommendations (4th Edition)	Comply	Explanation
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	Yes	The Company has adopted a Board Charter that sets out the functions of the Board including specific roles and responsibilities of the Board and its committees (when established), the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management. The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chair and Company Secretary, Directors' access to Company Records and information, details of the Board's relationship with management and details of the Board's performance review. A copy of the Company's Board Charter is available in the Corporate Governance section on the Company's website.
Recommendation 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 relevant to a decision on whether or not to elect or re- elect a Director.	Yes	(a) The Company has adopted a Remuneration and Nomination Committee Charter, as well as an Appointment and Selection of Directors Policy that provides guidelines for the selection, appointment and remuneration of the Board, Senior Management and employees and the provision of relevant information to shareholders. The Remuneration and Nomination Committee Charter requires that prior to appointing a director or recommending a new candidate for election as a director, that appropriate checks are undertaken as to the person's character, experience, education, criminal record and bankruptcy history. The Company has undertaken, and will continue to undertake these checks as part of the process of appointing a director or recommending a new candidate for election as a director. The People and Remuneration Committee Charter also requires that prior to recruitment of Senior Management, similar checks are undertaken. (b) The Board Charter requires that all material information relevant to a decision on whether or not to elect or re- elect a director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a director. The Company will ensure that such information will be provided to security holders.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Yes	The Company has written agreements with each of its directors and senior management.
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	The Company has adopted a Board Charter that outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary reports to the Board through the Chair and is responsible for monitoring the extent that Board policy and procedures are followed, and coordinating the timely completion and dispatch of Board agenda and briefing material. All directors have access to the Company Secretary.

Recommendations (4th Edition)	Comply	Explanation												
Recommendation 1.5 A listed entity should: (a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period: (i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and (ii) either: (A) 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 (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 the Workplace Gender Equality Act.	Partially	The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, when considered appropriate, and to assess annually both the objectives, if any have been set, and the Company's progress in achieving them. A copy of the Company's Diversity Policy is available in the Corporate Governance section on the Company's website. The Board did not set measurable gender diversity objectives for the past financial year due to the size and nature of the Company. The respective proportions of men and women on the Board, as Senior Executives (KMP), and across the whole organisation for the past financial year is disclosed below: <table> <tr> <th></th><th>Female</th><th>Male</th></tr> <tr> <td>Board</td><td>0%</td><td>100%</td></tr> <tr> <td>Senior Executives</td><td>0%</td><td>100%</td></tr> <tr> <td>Whole organisation</td><td>0%</td><td>100%</td></tr> </table> The Company was not a "relevant employer" under the <i>Workplace Gender Equality Act</i> as it did not have 100 or more employees in the past financial year.		Female	Male	Board	0%	100%	Senior Executives	0%	100%	Whole organisation	0%	100%
	Female	Male												
Board	0%	100%												
Senior Executives	0%	100%												
Whole organisation	0%	100%												
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 (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	(a) As set out in the Board Charter, the Board will regularly review the performance of the Board, its committees and each Director, using where necessary an external consultant, against appropriate measures. Each year, the Company will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period. Each year, the Board intends to review the performance of the Managing Director and any senior executives. Each year, the Company discloses in its corporate governance statement whether such a performance evaluation has been undertaken during or in respect of that period. (b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. Details of the performance evaluations conducted will be provided in the Company's Annual Reports.												

Recommendations (4th Edition)	Comply	Explanation
Recommendation 1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	(a) The Board Charter defines responsibility for evaluating the performance of the Company's Managing Director and for approving changes to the remuneration or contract terms of the Managing Director. (b) The Board is responsible for the evaluation of the performance of senior executives in accordance with the Board Charter. The Board has not yet completed a formal performance evaluation in respect of the Managing Director as he was appointed during the current financial year.

Recommendations (4th Edition)	Comply	Explanation
Principle 2: Structure the Board to 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 (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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.	Partially	(a) The Remuneration and Nomination Committee Charter provides that the Committee should be comprised of at least two Non-Executive Directors. The Committee currently comprises two Non-Executive Directors. It does not have three members due to the size and nature of the existing Board, and the magnitude of the Company's operations. (b) The Remuneration and Nomination Committee Charter requires the chairperson to be an independent Director. The current Chair, Mr Andrew Childs, is considered to be an independent Director. (c) A copy of the Remuneration and Nomination Committee Charter is available in the Corporate Governance section on the Company's website. (d) The Remuneration and Nomination Committee currently comprises Messrs Andrew Childs and Greg Channon, whom are independent Directors (e) As per the Remuneration and Nomination Committee Charter, the membership of the Remuneration and Nomination Committee, and details of number of meetings and attendances are disclosed as part of the annual report.
Recommendation 2.2 A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Partially	Under the Remuneration and Nomination Committee Charter the Board, the Committee is required to review the current skills and diversity of the Board at least annually. The Committee is also responsible for developing plans aimed at assessing and enhancing Director competencies. The Board has not published a Board skills matrix for the last financial year due to it not being considered necessary given the size and nature of the existing Board, and the magnitude of the Company's operations, but intends to publish one shortly on the Company's website.
Recommendation 2.3 A listed entity should disclose: (a) the names of the Directors considered	Yes	Under the Board Charter, the Company is required to disclose in its annual report the names of directors considered by the Board to be independent. The Company's Non-Executive Directors are Messrs Andrew Childs and Greg

by the Board to be independent Directors; (b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation, but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director.		Channon who are both considered to be independent directors. (a) Under the Board Charter, the Company is required to disclose in its annual report if a director has an interest, position or relationship which may be perceived to compromise a director's independence. (b) The Company's Non-Executive Chair, Mr Childs, is considered to be independent. (c) The Company's Managing Director, Mr Bald is not considered independent due to his management responsibility for the business. (d) Non-executive Director, Mr Channon is considered independent. (e) Under the Board Charter, the Company is required to disclose in its annual report the length of service of each director and does so.
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.	Yes	The Company's Board Charter requires that, where practical, the majority of the Board should be independent. The Board has an independent majority as at the date of this Corporate Governance Statement. The Board considers the composition of the Board is appropriate in the context of the size of the Board and the Company and the scope and scale of the Company's operations.
Recommendation 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 Company's Board Charter provides that, where practical, the Chair of the Board should be an independent director and should not be the Chief Executive Officer. The current Chair, Mr Childs, is not the Chief Executive Officer of the Company and is considered to be independent.
Recommendation 2.6 A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.	Yes	The Company Secretary with the assistance of the Board, shall organise the induction of new directors and facilitate ongoing professional development training for directors. The Board is responsible for the establishment of an induction program for new directors and the periodic review and facilitation of ongoing professional development for directors.

Recommendations (4th Edition)	Comply	Explanation
Principle 3: Act ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	A copy of the Company's Values Statement is available in the Corporate Governance section on the Company's website.
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 by a director or senior executive.	Yes	(a) The Company has a Code of Conduct that applies to everyone including all employees, contractors, consultants, managers, directors, temporary employees and contractors. A copy of the Company's Code of Conduct is available in the Corporate Governance section on the Company's website. (b) Any Employee who knows or suspects on reasonable grounds a breach of this Code either has occurred, is occurring or might occur should report that information to an officer or senior manager, a member of the board of directors; or a Whistleblower Protection Officer in accordance with the Company's Whistleblower Policy,

		which is available in the “Corporate Governance” section of the Company’s website.
Recommendation 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	(a) The Company has adopted a Whistleblower Policy. A copy of the policy is available in the Corporate Governance section of the Company’s website. (b) Under the Whistleblower Policy, the Whistleblower Protection Officer (who is the Company Secretary) must provide the Board information on all active whistleblower matters at the next board meeting.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Yes	(a) The Company has adopted an Anti-Bribery and Corruption Policy. A copy of the policy is available in the Corporate Governance section on the Company’s website. (b) Under the Anti-Bribery and Corruption Policy, any material breaches of the policy must be reported to the Managing Director, the Company Secretary or the Whistleblower Protection Officer.

Recommendations (4th Edition)	Comply	Explanation
Principle 4: Safeguard integrity in financial reporting		
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 (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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Partially	(a) The Company has an Audit and Risk Management Committee Charter that provides for the creation of an Audit and Risk Management Committee, with at least two Non-Executive members, all of whom must be non-executive directors. The Committee currently comprises two Non-Executive Directors. It does not have three members due to the size and nature of the existing Board, and the magnitude of the Company’s operations. (b) The Audit and Risk Management Committee Charter requires, where possible, the chairperson to be an independent Director and not the Chair of the Company. The current Chair, Mr Andrew Childs, is considered to be an independent Director but is currently the Chair of the Company. (c) A copy of the Audit and Risk Management Committee Charter is available in the Corporate Governance section of the Company’s website. (d) The Audit and Risk Management Committee currently comprises Messrs Andrew Childs and Greg Channon, whom are independent Directors. (e) As per the Audit and Risk Management Charter, the membership of the Audit and Risk Management Committee, and details of qualifications and experience of members, number of meetings and attendances are disclosed as part of the annual report.
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 the financial records of the entity have been properly	Yes	The Company has obtained a sign off on these terms for each of its financial statements during the past financial year.

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.		
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	The Company has a process where the reports are prepared by the Senior Financial Accountant, reviewed by the Managing Director as well as the Company Secretary before the Board approves the release to the ASX.

Recommendations (4th Edition)	Comply	Explanation
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	(a) The Company has adopted a Continuous Disclosure Policy to ensure its compliance with continuous disclosure obligations. (b) A copy of the Disclosure Policy is available in the Corporate Governance section of the Company's website. (c) The Disclosure Policy provides for the establishment of a Disclosure Committee and the position of Disclosure Officer. This Committee was established upon adoption of the Disclosure Policy.
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	All ASX releases that are drafted by the Company are reviewed by the Managing Director and Company Secretary, and all material or price sensitive releases are circulated to the Board for approval. Following review and approval by all directors (where material or price sensitive), the Company Secretary lodges the release with the ASX and circulates a final version to Directors.
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	Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials is released to ASX (even if the information in the presentation would not otherwise require market disclosure) following approval as discussed in 5.2.

Recommendations (4th Edition)	Comply	Explanation
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	Information about the Company and its governance including its Values Statement, Corporate Governance Policies, Board Skills Matrix and the Corporate Governance Statement is available in the Corporate Governance section of the Company's website at www.xstateresources.com.au
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communication Policy to ensure effective communication with shareholders and other stakeholders. The Shareholder Communication Policy states that the Board is committed to dealing with shareholder enquiries promptly and courteously and takes measures to ensure that its

		registry, Automic Registry Services also does so. Disclosure of information and other communication is made as appropriate by mail or email. Security holders are given the option to receive communication from, and send communications to, the Board and its security registry electronically. The Company's security holder communications strategy aims to promote effective communication with shareholders and other stakeholders, and to encourage and facilitate participation at general meetings, and dealing promptly with the enquiries of shareholders and other stakeholders. The Shareholder Communication Policy outlines a range of ways in which information is communicated to shareholders and other stakeholders and is available in the Corporate Governance section of the Company's website.
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	The Shareholder Communication Policy states that the Annual General Meeting is an important opportunity for the Company to provide information to shareholders. Shareholders are encouraged to participate at all general meetings and Annual General Meetings of the Company.
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	All resolutions dealing with ASX listing rule issues will be decided based on a poll.
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	The Shareholder Communication Policy provides security holders with the option to receive communication from, and send communications to, the Board and its share registry electronically. The Company encourages shareholders to receive company information electronically by registering their email address online with the Company's share registry. All information provided to the ASX is immediately posted to the Company's website. Shareholder queries are referred to the Managing Director in the first instance.

Recommendations (4th Edition)	Comply	Explanation
Principle 7: Recognise and manage risk		
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	Partially	(a) The Company has an Audit and Risk Management Committee Charter that provides for the creation of an Audit and Risk Management Committee, with at least two Non-Executive members, all of whom must be non-executive directors. The Committee currently comprises two Non-Executive Directors. It does not have three members due to the size and nature of the existing Board, and the magnitude of the Company's operations. (b) The Audit and Risk Management Committee Charter requires, where possible, the chairperson to be an independent Director and not the Chair of the Company. The current Chair, Mr Andrew Childs, is considered to be an independent Director but is currently the Chair of the Company. (c) A copy of the Audit and Risk Management Committee Charter is available in the Corporate Governance section of the Company's website. (d) The Audit and Risk Management Committee currently

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 process it employs for overseeing the entity's risk management framework.		comprises Messrs Andrew Childs and Greg Channon, whom are independent Directors. (e) As per the Audit and Risk Management Charter, the membership of the Audit and Risk Management Committee and number of meetings and attendances is disclosed as part of the annual report.
Recommendation 7.2 The Board or a committee of the Board should: (a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and (b) disclose in relation to each reporting period, whether such a review has taken place.	Partially	(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound. Although a review was not undertaken in the previous year, the Board has satisfied itself that the risk management of the Company is appropriately undertaken. (b) The Company's Corporate Governance Plan requires the Company to disclose at least annually whether such a review of the Company's risk management framework has taken place. The Company intends to complete a risk management framework review during 2025 as a result of changing operational conditions.
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 risk management and internal control processes.	Yes	(a) The Board believes it is not of a size to justify having an internal audit function for efficiency purposes but will monitor the need for an internal audit function as the Company and its operations grow having regard to the size, location and complexity of the Company's operations. (b) The Board is responsible for establishing and reviewing the Company's policies on risk profile, oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control. In addition, the Board reviews the Company's risk management framework including in relation to internal controls, economic, cultural heritage, environmental and social risk at least annually and monitors the quality of the accounting function.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company's Audit and Risk Management Committee Charter requires disclosure of any material exposure to economic, cultural heritage, environmental and social risks and how the Company intends to manage those risks. The Company discloses this information in its annual report and on its website as part of its continuous disclosure obligations.

Recommendations (4th Edition)	Comply	Explanation
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (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:	Partially	(a) The Remuneration and Nomination Committee Charter provides that the Committee should be comprised of at least two Non-Executive Directors. The Committee currently comprises two Non-Executive Directors. It does not have three members due to the size and nature of the existing Board, and the magnitude of the Company's operations. (b) The Remuneration and Nomination Committee Charter requires the chairperson to be an independent Director. The current Chair, Mr Andrew Childs, is considered to be

Recommendations (4th Edition)	Comply	Explanation
(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.		an independent Director. (c) A copy of the Remuneration and Nomination Committee Charter is available in the Corporate Governance section on the Company's website. (d) The Remuneration and Nomination Committee currently comprises Messrs Andrew Childs and Greg Channon, whom are independent Directors (e) As per the Remuneration and Nomination Committee Charter, the membership of the Remuneration and Nomination Committee, and details of number of meetings and attendances are disclosed as part of the annual report
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 and ensure that the different roles and responsibilities of non-executive Directors compared to executive Directors and other senior executives are reflected in the level and composition of their remuneration.	Yes	The Company's Board Charter requires the Board evaluate and approve the remuneration of directors and senior management. The Company will disclose its policies and practices regarding the remuneration of directors and senior executives in the remuneration report contained in the Company's annual report.
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	(a) The Company does not have an equity based incentive remuneration scheme at present. (b) The Company's Securities Trading Policy prohibits hedging arrangements, dealing in derivatives and any other arrangements that limit the economic risk related to the Company's securities. This includes hedging or arrangements that have the effect of limiting the economic risk in connection with unvested securities issued under equity-based remuneration schemes.