

Chrysos Corporation Ltd
ACN 613 131 141
(Company)

CORPORATE GOVERNANCE STATEMENT

The Statement has been approved by the Board and is current as at 10 August 2026.

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
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	The Company has a Board Charter which sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Board, its Chair and Company Secretaries, details of the Board's relationship with management and the matters delegated to management. A copy of the Company's Board Charter is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/
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 Company has undertaken all appropriate checks in connection with the appointment and selection of the Board and senior executive as at the date of this document. These checks form part of the Company's processes that are undertaken before appointing a person as a Director (on a casual vacancy basis) or putting forward a person to security holders a candidate for election as a Director. All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in the Notice of Meeting pursuant to which the resolution to elect or re-elect that Director will be voted on.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Board Charter provides that the Company Secretary is accountable directly to the Board, through the Chair.

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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.	Yes	The Company has a Diversity Policy that complies with paragraph (b). A copy of the Diversity Policy is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/ And has achieved greater than 30% female representation on the Board and has set targets to achieve, within the next four years, at least 30% female representation across Management within the next two years.
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.	Yes	The Company's Remuneration and Nomination Committee Charter provides for the Remuneration and Nomination Committee to oversee the implementation of policies and systems for evaluation of the performance of the Board, Board committees and directors individually, using both measurable and qualitative indicators. The Remuneration and Nomination Committee will make recommendations to the Board regarding the process for evaluating the performance of the Board, its committees and the directors. This Company's current evaluation process involves, but is not limited to, an annual review of Director performance on an individual basis including, but not limited to, input on a Director's performance from all other Board members. A review of the performance of the Board, Board committees and individual directors has been completed by the Remuneration and Nomination Committee for the financial year ended 30 June 2026.

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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.	Yes	The Company's Remuneration and Nomination Committee Charter provides for oversight and evaluation of the CEO's performance over each reporting period. The CEO is responsible for evaluating the performance of the other senior executives and is responsible for updating the Remuneration and Nomination Committee of their evaluation of those senior executives. This evaluation process was completed for the Company's senior executives (including its CEO), for their performance attributable to the financial year ended 30 June 2026.

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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.	Yes	The Company has established a Remuneration and Nomination Committee, which has responsibility for nomination matters. The Members of the Remuneration and Nomination Committee are: a. Kerry Gleeson (Chair) – Independent Director b. Eric Ford – Independent Director c. Greg Holt – Independent Director All of the Members of the Remuneration and Nomination Committee are non-executive Directors and a majority are independent Directors. The composition of the committee reflects the skills and knowledge necessary to discharge the duties under the Remuneration and Nomination Committee Charter, with the majority being independent Directors. A copy of the Committee's Charter is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/ The number of times the committee met throughout the period and the individual attendances of the members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the financial year ended 30 June 2026.
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.	Yes	A copy of the Company's board skills matrix is attached to this document as Annexure A. The Company's board skills matrix sets out the range of skills, experience, expertise and competences the Board requires to deal with current and emerging issues of the business. The Company's board skills matrix is reviewed annually by the Remuneration and Nominations Committee to ensure the prescribed qualities remain relevant to the current needs of the business. This review was completed for the financial year ended 30 June 2026.

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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.	Yes	At the date of this document, the Company has 6 Directors of which 4 are considered to be independent (both during the financial year ended 30 June 2026 and as at the date of this document). The Company's Directors, their independence status and their length of service are as follows: <table><tr><th>Name of Director</th><th>Independence status</th><th>Length of Service</th></tr><tr><td>Robert Adamson</td><td>Not independent</td><td>Director since 21 June 2016.</td></tr><tr><td>Eric Ford</td><td>Independent</td><td>Director since 12 June 2019.</td></tr><tr><td>Kerry Gleeson</td><td>Independent</td><td>Director since 16 July 2021.</td></tr><tr><td>Dirk Treasure</td><td>Not independent.</td><td>Director since 3 February 2022.</td></tr><tr><td>Greg Holt</td><td>Independent</td><td>Director since 14 June 2023.</td></tr><tr><td>Elisha Civil</td><td>Independent</td><td>Director since 15 October 2025.</td></tr></table>	Name of Director	Independence status	Length of Service	Robert Adamson	Not independent	Director since 21 June 2016.	Eric Ford	Independent	Director since 12 June 2019.	Kerry Gleeson	Independent	Director since 16 July 2021.	Dirk Treasure	Not independent.	Director since 3 February 2022.	Greg Holt	Independent	Director since 14 June 2023.	Elisha Civil	Independent	Director since 15 October 2025.
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Robert Adamson	Not independent	Director since 21 June 2016.																						
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Elisha Civil	Independent	Director since 15 October 2025.																						
2.4	A majority of the board of a listed entity should be independent directors.	Yes	4 out of 6 of the Company's Directors are considered independent. Accordingly, a majority of the Company's Directors are considered independent.																					
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.	No	The Company's Chair (Robert Adamson) is not an independent Director, however given Mr Adamson's skills, experience and expertise and level of understanding of the Company and its operations, he remains uniquely placed to act in the role of Chair. Where circumstances present that Mr Adamson is conflicted in relation to, the Company has nominated Ms Gleeson to act as Lead Independent Director.																					
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	These programs are accounted for in the Company's Remuneration and Nomination Committee Charter. The Company's Remuneration and Nomination Committee takes carriage of the induction, review and training of new and existing Directors.																					

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	Yes	The Company currently operates under following value pillars: Safety is a Non-Negotiable One United Team Delighted Customers Always Improving
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 has a Code of Conduct that applies to, amongst others, its Directors, senior executives and employees. A copy of the Code of Conduct is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/
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 a Whistleblower policy which is available on the Company's website https://chrysos.com.au/investor-centre/corporate-governance/
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Yes	The Company has an Anti-bribery and Corruption policy which is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Yes	The Company has established an Audit, Finance and Risk Committee, which has responsibility for audit matters. The Members of the Audit, Finance and Risk Committee are: a. Greg Holt (Chair) – Independent Director b. Kerry Gleeson – Independent Director c. Elisha Civil – Independent Director All of the Members of the Audit, Finance and Risk Committee are independent, non-executive Directors. The composition of the committee reflects the skills and knowledge necessary to discharge the duties under the Audit, Finance and Risk Committee Charter. The Committee members collectively have extensive experience in financial management, risk management, corporate governance and senior executive leadership. In particular, Elisha Civil is a Chartered Accountant with more than 20 years' finance experience, including senior finance and audit roles. A copy of the Audit, Finance and Risk Committee's Charter is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/ The relevant qualifications and experience of the Members of the Audit, Finance and Risk Committee is disclosed in the Director's Report contained in the Company's Annual Report for the financial year ended 30 June 2026. The number of times the Audit, Finance and Risk Committee met throughout the period and the individual attendances of the Members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the financial year ended 30 June 2026.
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	Prior to approving the Company's financial statements for a financial period, the Board receives a signed declaration from the CEO and CFO that the Company's financial statements have been prepared using properly maintained financial records, comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk 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 Board's process, with respect to verifying the integrity of any periodic unaudited corporate reports released to the market, involves a declaration as to the accuracy and integrity of any periodic unaudited corporate report from the CEO and CFO, which are to be the subject of a detailed Board paper tabled prior to the authorisation for its release.

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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.	Yes	The Company has a Disclosure and Communication Policy which is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	ASX announcements will be made when the Company's Board or executive management team become aware of information required to be disclosed to the market in accordance with the Listing Rules. Copies of all material market announcements are promptly made available to the Board once they are 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	Any new and substantive investor or analyst presentation will be released to the ASX Market Announcements Platform ahead of the presentation.
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	The Company discloses relevant information concerning its governance on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has a Disclosure and Communication Policy which is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company has a Disclosure and Communication Policy which is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/
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's Constitution is subject to the <i>Corporations Act 2001</i> (Cth) and accordingly all resolutions proposed as part of a notice of meeting must be 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	The Company has a Disclosure and Communication Policy which is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/ provides for this.

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Yes	The Company has established an Audit, Finance and Risk Committee, which has responsibility for risk matters. The Members of the Audit, Finance and Risk Committee are: a. Greg Holt (Chair) – Independent Director b. Kerry Gleeson – Independent Director c. Elisha Civil – Independent Director All of the Members of the Audit, Finance and Risk Committee are independent, non-executive Directors. The composition of the committee reflects the skills and knowledge necessary to discharge the duties under the Audit, Finance and Risk Committee Charter. A copy of the Audit, Finance and Risk Committee's Charter is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/ The number of times the Audit, Finance and Risk Committee met throughout the period and the individual attendances of the members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the financial year ended 30 June 2026.
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 Audit, Finance and Risk Committee undertakes a review of the Company's risk management framework regularly. A review of the Company's risk management framework was conducted by the Audit, Finance and Risk Committee during the financial year ended 30 June 2026.
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	Due to the current size of the Company, and taking into account cost/benefit considerations, the Board does not currently consider it necessary to have an internal audit function. The Audit, Finance and Risk Committee Charter requires the Audit, Finance and Risk Committee to oversee the evaluation and continual improvement of the effectiveness of the Company's risk management and internal control processes. The Audit, Finance and Risk Committee achieves this objective by closely monitoring these areas and requires management to review and report on risk and internal control areas. The Audit, Finance and Risk Committee will consider the use of external resources to assist as required.

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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's customer base is concentrated in the global gold mining sector and, as a result, it is indirectly exposed to environmental and social risks affecting that sector. While these risks arise at the customer level, they may impact customers' production levels, operational continuity and capital investment decisions, and consequently demand for, and adoption of, the Company's PhotonAssay™ technology and services. This may in turn affect the Company's financial performance and growth prospects. The Company monitors these exposures through ongoing analysis of customer activity and sector developments and seeks to mitigate risk through diversification across customers and geographies.
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.	Yes	The Company has established a Remuneration and Nomination Committee, which has responsibility for remuneration matters. The Members of the Remuneration and Nomination Committee are: a. Kerry Gleeson (Chair) – Independent Director b. Eric Ford – Independent Director c. Greg Holt – Independent Director A majority of the Members of Remuneration and Nomination Committee are independent Directors. The composition of the Remuneration and Nomination Committee reflects the skills and knowledge necessary to discharge the duties under the Remuneration and Nomination Committee Charter, with the majority being independent Directors. A copy of the Committee's Charter is available on the Company's website at: https://chrysos.com.au/investor-centre/corporate-governance/ The number of times the committee met throughout the period and the individual attendances of the members at those meetings is disclosed in the Director's Report contained in the Company's Annual Report for the financial year ended 30 June 2026.
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 Nomination and Remuneration Committee is responsible for reviewing and making recommendations to the Board regarding the remuneration of executive and non-executive directors and other senior executives. Further information will be provided in the remuneration reports of the Company. The Company's policies, practices and outcomes regarding the remuneration of the Directors, the CEO and the CFO is disclosed in the Company's Annual Report for the financial year ended 30 June 2026.

Corporate Governance Council recommendation		Does the Company comply?	Explanation of compliance / non-compliance
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 long and short term incentive programs can contain an element of remuneration which involves deferred share rights and performance share rights, entitling employees to shares. The Company has a Share Trading Policy which includes a policy prohibiting participants of an equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

Annexure A – Board Skills Matrix (Recommendation 2.2)

Chrysos maintains a Board Skills Matrix that sets out the skills and experience that the Board considers its directors collectively need to possess in order for the Board to effectively lead the business and discharge its duties. The Company reviews the Board Skills Matrix annually and included in the table below is a summary of where the current directors demonstrate expertise in the relevant areas of the current Board Skills Matrix.

FY26 review

Skills and experience						
	1	2	3	4	5	6
Executive or Non-Executive Director Industry Leadership Leadership expertise in high growth, industrial technology-based businesses with particular exposure to mining technologies, mining production and services in multiple jurisdictions.						
Governance and compliance Expertise in best practice governance frameworks, roles and continuous oversight spanning shareholder alignment, regulatory compliance, and corporate strategy and implementation.						
Audit, Risk & Finance Expertise in financial management and accounting, reporting and audit standards compliance, international transactions, tax management, and maintenance of adequate financial and risk controls.						
Business growth Expertise in international business development, technology optimisation, continuous improvement and contract manufacturing, and technology/IP commercialisation and partnering.						
People and culture Expertise in the development and expansion of organisational culture, policies, systems, procedures, and support of employees in a high growth environment operating across multiple jurisdictions.						
Environment, Social and Sustainability Expertise in environment and sustainability committee work, diversity and inclusion policy, and exposure to managing social and cultural sensitivities across multiple jurisdictions.						