2026
CORPORATE GOVERNANCE STATEMENT

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GENESIS
MINERALS LIMITED

This statement outlines the Corporate Governance Practices adopted by the Board of Directors for the financial year ended 30 June 2026

This statement is current as at 20 August 2026 and has been approved by the Board.

This statement explains how Genesis addresses the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition ("ASX Principles or Recommendations").

In addition to the information contained in this statement, copies of the Company's key corporate governance policies and procedures referred to in this Corporate Governance Statement, are provided on the Company's website at www.genesisminerals.com.au/sustainability/corporate-governance/.

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.	Information about the respective roles and responsibilities of our Board and management (including those matters expressly reserved to the Board and those delegated to management) is found in the Company's Board Charter, a copy of which can be found on the Company's website at https://genesisminerals.com.au/sustainability/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.	The Board oversees arrangements (following recommendations from the People & Culture Committee) for the effective appointment of new directors and senior executives which includes identifying candidates to fill vacancies and to determine the appropriateness of director nominees as well as undertaking appropriate checks before appointing a person to the Board (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) or appointing a candidate to a senior executive position. The Board recognises the benefits arising from diversity across the entire business and aims to promote an environment conducive to the appointment of well-qualified Board candidates to maximise the achievement of corporate goals. As required under the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**), election or re-election of Directors is a resolution put to members at each Annual General Meeting. The Notice of Meeting contains all material information relevant to a decision on whether to elect or not elect/re-elect a Director.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	The Company's Executive Chair, Executive Director, CEO and other senior executives are employed pursuant to a written employment agreement with the Company, and each Non-Executive Director is engaged under a Letter of 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.	The roles, responsibilities, and accountability of the Company Secretary is detailed in the Company's Board Charter. The Board Charter provides that the Company Secretary reports directly to the Board through the Chair, or the Lead Independent Director (**LID**) (where the Chair is unable to act in that capacity) on all matters to do with the proper function of the Board and is accessible to all Directors.
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	The Company has a Diversity Policy which can be found on its website at https://genesisminerals.com.au/sustainability/corporate-governance/. The Company is committed to establishing a workplace (employees and Board) which demonstrates diversity and equal opportunity. The Company recognises that a diverse and talented workforce provides a competitive advantage and that the Company's success is the result of the quality and skills of its people. Our policy is to recruit and manage based on qualifications for the position and performance, regardless of gender, age,

<table>
<tr>
<td></td>
<td>(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.</td>
<td>nationality, race, religious beliefs, cultural background, sexuality or physical ability. It is essential that the Company employs the appropriate person for each job and that each person strives for a high level of performance. Management monitors and reports on the status of the Company’s workplace diversity progress at each meeting of the People & Culture Committee and the Board.
The Company has set an internal measurable objective for achieving gender diversity in the composition of the Board (~30% of females appointed as a director). The Company achieved 29% female representation of directors appointed at 30 June 2026 (FY25: 29%).
The Company provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2026:
<table>
<tr><th>Diversity Measure</th><th>Proportion of female / total number of persons employed</th></tr>
<tr><td>Females employed in the Company as a whole</td><td>21.9% (175/799)</td></tr>
<tr><td>Females appointed as a Director of the Company</td><td>29% (2/7)</td></tr>
<tr><td>Females employed in the Company in senior executive positions*</td><td>17.6% (3/17)</td></tr>
<tr><td>Females employed in the Company in Superintendent (or equivalent) positions or above</td><td>17.1% (21/123)</td></tr>
</table>
*Senior executives means members of management who report to the Executive Chair, Chief Executive Officer, Executive Director, or the Chief Financial Officer.</td>
</tr>
<tr>
<td>1.6</td>
<td>A listed entity should:
(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</td>
<td>The process for evaluating Board performance is detailed in the Company’s Board Charter, a copy of which is available on the Company’s website at https://genesisminerals.com.au/sustainability/corporate-governance/
The Company engaged an independent and appropriately qualified external provider to undertake a review of individual director and Board performance in relation to FY26.</td>
</tr>
<tr>
<td>1.7</td>
<td>A listed entity should:
(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</td>
<td>The Company has a process for evaluating the performance of its senior executives at least once a year.
The Executive Chair, Chief Executive Officer, Executive Director, and the Chief Executive Officer conducted annual performance appraisal meetings with senior executives during the year.</td>
</tr>
</table>

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:	The Company has a People & Culture Committee. The role of the Committee, amongst other things, is to oversee succession planning (including nomination responsibilities) for the Board, Executive Key Management

<table>
<tr>
<td></td>
<td>(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.</td>
<td>Personnel, and Senior Management.
The Committee comprises three non-executive directors each of whom are considered to be independent. The membership and attendance of the People & Culture Committee during the year ended 30 June 2026 is as follows:
<table>
<tr><th rowspan="2">Committee</th><th rowspan="2">Position</th><th colspan="3">Meeting Dates & Attendance</th></tr>
<tr><th>14 Aug 2025</th><th>22 April 2026</th><th>Total</th></tr>
<tr><td>Michael Bowen</td><td>Chair</td><td>✓</td><td>✓</td><td>2</td></tr>
<tr><td>Anthony Kiernan AM</td><td>Member</td><td>✓</td><td>✓</td><td>2</td></tr>
<tr><td>Gerard Kaczmarek</td><td>Member</td><td>✓</td><td>✓</td><td>2</td></tr>
</table>
The People & Culture Committee Charter is available on the Company's website at https://genesisminerals.com.au/sustainability/corporate-governance/.</td>
</tr>
<tr>
<td>2.2</td>
<td>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</td>
<td>The Company has identified the appropriate mix of skills and diversity required of its members on the Board to operate effectively as an ASX 100, Western Australian-focused gold producer and developer.
The Board Skills matrix for the current Board is set out in detail in the Company's FY26 Annual Report.</td>
</tr>
<tr>
<td>2.3</td>
<td>A listed entity should disclose:
(a) the names of the directors considered by the board to be independent directors;
(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
(c) the length of service of each director.</td>
<td>The Company considers Anthony Kiernan AM, Gerard Kaczmarek, Michael Bowen, Jacqueline Murray and Jane Macey to be independent directors.
In accordance with the Company's Board Charter, the board assesses the independence of each director on an annual basis.
The length of service of each director is tabled below:
<table>
<tr><th>Director</th><th>Appointment Date</th><th>Length of Service</th></tr>
<tr><td>Anthony Kiernan AM</td><td>1 October 2022</td><td>3 years and 10 months</td></tr>
<tr><td>Raleigh Finlayson</td><td>21 February 2022</td><td>4 years and 5 months</td></tr>
<tr><td>Duncan Coutts</td><td>26 May 2025</td><td>1 year and 2 months</td></tr>
<tr><td>Gerard Kaczmarek</td><td>20 March 2018</td><td>8 years and 5 months</td></tr>
<tr><td>Michael Bowen</td><td>19 November 2021</td><td>4 years and 9 months</td></tr>
<tr><td>Jacqueline Murray</td><td>1 July 2023</td><td>3 years and 1 month</td></tr>
<tr><td>Jane Macey</td><td>17 June 2025</td><td>1 year and 2 months</td></tr>
</table></td>
</tr>
<tr>
<td>2.4</td>
<td>A majority of the board of a listed entity should be independent directors.</td>
<td>The majority of the Company's directors are independent directors.</td>
</tr>
<tr>
<td>2.5</td>
<td>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</td>
<td>Raleigh Finlayson is the Executive Chair of the Board and is not an independent director. Anthony Kiernan AM is the LID of the Board and is an independent director. The LID will take over the role of the Chair when the Chair is unable to act in that capacity or where the Chair is unable to remain independent. The CEO of the Company is Matthew Nixon. The Company's Board Charter details the roles and responsibilities for the Chair and the LID, a copy of which is available on the Company's website.</td>
</tr>
</table>

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.	The Company provides induction material for new directors and, depending on specific requirements, provides appropriate professional development opportunities for directors.

PRINCIPLE 3 – INSTILL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

3.1	A listed entity should articulate and disclose its values.	The Company is committed to conducting its business in line with its ASPIRE 500 Strategic Plan which requires it to operate: ▶ with honesty, fairness, and integrity; ▶ in compliance with all applicable laws, rules, and regulations; ▶ safely to ensure the wellbeing of its people, representatives and stakeholders; and ▶ sustainably, and with respect and care for the environment and the wider communities in which it operates. The Company's Vision and Values can be found on its website at https://genesisminerals.com.au/about-us/vision-and-values and are set out in further detail in the Company's FY26 Annual Report.
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.	The Company has a Code of Conduct. The Code of Conduct sets out the principles and standards which the Board, management and employees of the Company are encouraged to strive to abide by when dealing with each other, shareholders and the broader community. Breach of compliance with the Code of Conduct is to be reported to the Chair, or if the Chair is the subject of the breach, then the Lead Independent Director. The Company's Code of Conduct can be found on its website at https://genesisminerals.com.au/sustainability/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.	The Company has a Whistleblower Policy which can be found on its website at https://genesisminerals.com.au/sustainability/corporate-governance/. In conjunction with the Whistleblower Policy, the Company has engaged an external independent provider ("Your Call") which enables any Whistleblower report to be made anonymously and reported appropriately All reports of alleged violations under the Policy are reported to the Board.
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.	The Company has an Anti-Bribery and Corruption Policy which can be found on its website at https://genesisminerals.com.au/sustainability/corporate-governance/. The relevant Board Committee, Risk & Sustainability, People & Culture or Audit & Finance and the Board are notified of any actual or suspected bribery and corruption for investigation, as soon as possible after the matter has been reported.

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	The Company has an Audit & Finance Committee. The Committee is comprised of three non-executive directors each of whom are considered to be independent. The membership of the Committee is as follows: ▶ Chair – Gerard Kaczmarek. Mr Kaczmarek is a qualified accountant and CPA and has extensive experience working predominantly in the resource sector and specialising in accounting and finance

<table>
<tr>
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<td>(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.</td>
<td>and company management with several emerging and leading mid-tier Australian gold companies. He was Chief Financial Officer and Company Secretary for Saracen Mineral Holdings Limited from 2012 to 2016. He served as Chief Financial Officer and Company Secretary at Troy Resources Limited from 1998 to 2008 and from 2017 to 2019. Earlier in his career, he held a range of positions with the CRA/Rio Tinto group and was Chief Financial Officer for a number of other mid-tier and junior Mining Companies.
▶ Member – Michael Bowen. Mr Bowen is an experienced corporate lawyer and a qualified accountant (CPA), with a deep knowledge of the Australian resources sector and the regulatory regimes relevant to mine development and operation. Mr Bowen is highly regarded for his financial acumen, advisory expertise on a broad range of domestic and cross-border transactions including mergers and acquisitions, capital raisings, re-constructions, risk management, due diligence and general commercial and corporate law. He is the Non-Executive Chair of Lotus Resources Limited (ASX:LOT) and a Non-Executive Director of Emerald Resources NL (ASX:EMR).
▶ Member – Anthony Kiernan AM. Mr Kiernan AM is a former solicitor with extensive experience as a company director, and in the management and operation of listed public companies. As both a lawyer and general consultant, he has practiced and advised extensively in the fields of resources and business generally. Mr Kiernan AM is a Member of the Order of Australia. He is currently a Non-Executive Director of Endura Mining Pty Ltd, a private Australian incorporated company developing the Snowy River Gold Mine in New Zealand and Non-Executive Chair of Lachlan Star Limited (ASX:LSA).
The membership and attendance of the Audit Committee during the year ended 30 June 2026 is as follows:
<table>
<tr><th rowspan="2">Committee</th><th rowspan="2">Position</th><th colspan="2">Meeting Dates & Attendance</th><th rowspan="2">Total</th></tr>
<tr><th>20 Aug 25</th><th>18 Feb 26</th></tr>
<tr><td>Gerard Kaczmarek</td><td>Chair</td><td>✓</td><td>✓</td><td>2</td></tr>
<tr><td>Anthony Kiernan AM</td><td>Member</td><td>✓</td><td>✓</td><td>2</td></tr>
<tr><td>Michael Bowen</td><td>Member</td><td>✓</td><td>✓</td><td>2</td></tr>
</table>
A copy of the Company’s Audit & Finance Committee Charter is available on the Company’s website at https://genesisminerals.com.au/sustainability/corporate-governance/.</td>
</tr>
<tr>
<td>4.2</td>
<td>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.</td>
<td>The CEO and CFO provide a declaration in relation to the Company’s full year and half year statutory financial reports during the reporting period in accordance with section 295A of the Corporations Act.</td>
</tr>
<tr>
<td>4.3</td>
<td>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.</td>
<td>The Company has in place processes to review and confirm the accuracy and reasonableness of the disclosures contained in the reports at management, senior executive and Board level, including where a corporate report of this type is not subject to audit or review by an external auditor. In the event further legal or financial review is required, advice is sought from the Company’s advisors, lawyers or auditors (as appropriate).</td>
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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.	The Company's Continuous Disclosure Policy is available on the Company's website at https://genesisminerals.com.au/sustainability/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.	Material market announcements are provided to the Board prior to release. All Board members receive Genesis material market announcements after 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.	All new investor presentations are released to the ASX 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.	The Company's website provides information on the Company including its background, objectives, projects and contact details. The Company's website at https://genesisminerals.com.au/ provides access to key policies, codes, and charters of the Company including the latest Corporate Governance Statement. ASX announcements, Company reports and presentations are uploaded to the website following release to the ASX and editorial content is updated on a regular basis.
6.2	A listed entity should design and implement an investor relations program that facilitates effective two-way communication with investors.	The Company has a Shareholder Communication Policy to facilitate two-way communication with its shareholders and potential investors. The policy details the Company's obligations to maintain a website which contains regular and up to date information on the Company's activities. Shareholders are also encouraged to attend all the general meetings of the Company and the Constitution allows to Company to conduct "hybrid meetings" if appropriate to encourage maximum shareholder participation. A copy of the Company's Shareholder Communication Policy is available on the Company's website at https://genesisminerals.com.au/sustainability/corporate-governance/.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	As noted in Recommendation 6.2, the Company encourages shareholders to attend all general meetings of the Company and sets the format, time and place of each meeting to promote maximum attendance by Shareholders. The Company encourages Shareholders to submit questions in advance of a general meeting, and for the responses to these questions to be addressed through disclosure relating to that meeting. A copy of the Company's Shareholder Communication Policy is available on the Company's website https://genesisminerals.com.au/sustainability/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.	All meeting resolutions 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.	Shareholders may elect to receive all shareholder communications by e-mail. The Company provides a printed copy of the Annual Report and Notice of Meetings to those shareholders who have elected to receive a printed copy. All announcements made to the ASX are available to shareholders by e-mail notification where a shareholder provides the Company with an e-mail address and elects to be notified electronically of all Company ASX announcements (Refer to Genesis webpage at https://genesisminerals.com.au/contact-us/email-alerts/).

		The Company's Share Register is managed and maintained by Automic Pty Ltd. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), via the Automic website at: https://www.automicgroup.com.au/

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

<table>
<tr>
<td>7.1</td>
<td>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.</td>
<td>The Company has a Risk & Sustainability Committee. The Committee is comprised of three non-executive directors, each of whom are considered to be independent. The membership and attendance of the Committee during the year ended 30 June 2026 is as follows:
<table>
<tr><th rowspan="2">Committee</th><th rowspan="2">Position</th><th rowspan="2">Period</th><th colspan="3">Meeting Dates & Attendance</th></tr>
<tr><th>18 Sept 25</th><th>19 Mar 26</th><th>Total</th></tr>
<tr><td rowspan="2">Gerard Kaczmarek</td><td>Chair</td><td>1 Jul 25 to 19 Mar 26</td><td>✓</td><td></td><td rowspan="2">2</td></tr>
<tr><td>Member</td><td>20 Mar 26 to 30 Jun 26</td><td>-</td><td>✓</td></tr>
<tr><td>Jacqueline Murray</td><td>Member</td><td>1 Jul 25 to 30 Jun 26</td><td>✓</td><td>✓</td><td>2</td></tr>
<tr><td rowspan="2">Jane Macey</td><td>Member</td><td>1 Jul 25 to 19 Mar 26</td><td>✓</td><td></td><td rowspan="2">2</td></tr>
<tr><td>Chair</td><td>20 Mar 26 to 30 Jun 26</td><td>-</td><td>✓</td></tr>
</table>
A copy of the Risk & Sustainability Charter is available on the Company's website at https://genesisminerals.com.au/sustainability/corporate-governance/.The Company has continued to recognise cyber security as a material risk, with regular reporting occurring on this topic. The Company recently held a Risk & Sustainability Committee meeting which include a "deep dive" on cyber security and the Company's approach to managing this risk. In addition, the Company is supported by a third-party subject matter expert on cyber security and is provided regular reports on this important area.</td>
</tr>
<tr>
<td>7.2</td>
<td>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.</td>
<td>The Risk & Sustainability Committee reviewed the Company's risk management framework during the year.</td>
</tr>
<tr>
<td>7.3</td>
<td>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.</td>
<td>The Company does not have an internal audit function due to its current size and stage of development of operations.
The Board considers that the external financial audits (undertaken half yearly and annually by BDO Audit), together with Board and management regular reviews of risks and internal control processes have been sufficient for the company during the year.
The Company recognises it has sustained a period of rapid growth in 2026 and continues to assess and monitor the internal audit function requirement as it delivers on its growth plans.</td>
</tr>
<tr>
<td>7.4</td>
<td>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</td>
<td>The Company is subject to a number of environmental and occupational health and safety risks, typical of those associated with a publicly listed entity engaged as a Western Australian gold producer. The Company is not aware</td>
</tr>
</table>

	manage those risks.	of any material environmental or social risks in the local communities in which it operates. All business risks are managed by the Board and the CEO with the support of employees and consultants, where appropriate. Potential and actual material risks identified are reported on and considered by the Risk & Sustainability Committee which in turn reports to the Board. Sustainability (including climate) related risks and the management of them, are also covered in detail in the Company's FY26 Sustainability Report included in its FY26 Annual Report.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

<table>
<tr>
<td>8.1</td>
<td>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.</td>
<td>The Company has a People & Culture Committee. The Committee is comprised of three non-executive directors each of whom are considered to be independent. The membership and attendance of the Committee during the year ended 30 June 2026 is as follows:
<table>
<tr><th rowspan="2">Committee</th><th rowspan="2">Position</th><th colspan="3">Meeting Dates & Attendance</th></tr>
<tr><th>14 Aug 25</th><th>22 Apr 26</th><th>Total</th></tr>
<tr><td>Michael Bowen</td><td>Chair</td><td>✓</td><td>✓</td><td>2</td></tr>
<tr><td>Anthony Kiernan AM</td><td>Member</td><td>✓</td><td>✓</td><td>2</td></tr>
<tr><td>Gerard Kaczmarek</td><td>Member</td><td>✓</td><td>✓</td><td>2</td></tr>
</table>
A copy of the People & Culture Committee Charter is available on the Company's website at: https://genesisminerals.com.au/sustainability/corporate-governance/</td>
</tr>
<tr>
<td>8.2</td>
<td>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.</td>
<td>The Company's remuneration structure distinguishes between Non-Executive Directors and that of the Executive Chair, Executive Director, CEO and senior executives.
A Remuneration Report required under Section 300A(1) of the Corporations Act is provided in the Directors' Report of the Company's Annual Report.</td>
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<tr>
<td>8.3</td>
<td>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.</td>
<td>In accordance with the Company's Securities Trading Policy which is available on the Company's website at https://genesisminerals.com.au/sustainability/corporate-governance/, all participants in equity-based incentive plans are prohibited from entering into transactions which limit the risk of participating in unvested entitlements in Genesis shares.</td>
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