

VULCAN ENERGY RESOURCES LIMITED

ACN 624 223 132

(Company)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is for the period ended 31 December 2025 and is dated as at and approved by the Board on 26 March 2026.

This Corporate Governance Statement discloses the extent to which the Company has followed 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 were not followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Company has adopted various Corporate Governance Policies, Charters and Codes which provide the written terms of reference for the Company's corporate governance duties and are available on the Company's website at <https://v-er.eu>

FYE 31 December 2025 Corporate Governance Statement

Recommendation		Compliance	Corporate Governance Disclosure
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	(a) The Company has adopted a Board Charter that sets out the specific 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. (b) 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, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter is available on the Company's website.
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	(c) The Company has guidelines for the appointment and selection of the Board and senior executives in its Nomination Committee Charter. The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director or to appoint them as a senior executive. (d) Under the Nomination Committee Charter, 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.
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's Nomination Committee Charter requires the Nomination Committee to ensure that 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. The Company has written agreements with each of its Directors and senior executives.
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 outlines the roles, responsibilities and accountabilities of the Company Secretary. In accordance with this Charter, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Recommendation	Compliance	Corporate Governance Disclosure
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	(a) 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 and to assess annually both the objectives, if any have been set, and the Company's progress in achieving them. The Diversity Policy is available on the Company's website. (b) The Board strives to provide a safe and inclusive workplace that maintains a diverse, sustainable and high achieving workforce. The Company is committed to a workforce culture that attracts and retains employees with diverse backgrounds and skillsets and empowers them to demonstrate our values and achieve high levels of performance and sets appropriate measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally. (c) The Board has set measurable gender diversity objectives of - 40% female representation on the Board, which was exceeded in 2025. The female representation on the Board during the calendar 2025 and as at 1 January 2026 was 43%; - 40% female representation across the entire workforce, excluding the Company's drilling subsidiary Vercana, which the Company continues to work on. The female representation across the entire workforce, excluding Vercana, as at 31 December 2025 was 25%. Vercana, Vulcan's drilling company which is traditionally a male dominated sector, has 4% female representation; and - 40% female representation in senior executive positions, which the Company continues to work on. The female representation in senior executive positions as at 31 December 2025 was 33%. The Company has defined "senior executive" for these purposes as a member of the executive Key Management Personnel, being the Executive Chair, Managing Director and CEO; and Group CFO. The respective proportions of men and women on the Board and across the whole organisation for each financial year will be disclosed in both this Corporate Governance Statement and the Company's Sustainability Report.
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	(a) The Company's Nomination Committee is responsible for arranging an evaluation of the performance of the Board, its committees and individual Directors on an annual basis. The Company generally undertakes an internal evaluation process and in future years the Company intends to augment its process through the use of external independent advisors as appropriate. The Company's evaluation process is set out in the Company's Nomination Committee Charter, which is available on the Company's website. (b) The Company's Nomination Committee Charter requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company undertook a performance evaluation during the period.

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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	(a) The Company's Nomination Committee is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's People and Performance Committee is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means an executive that reports directly to the Managing Director and CEO, Group CFO or the Chair other than a non-executive Director. The applicable processes for these evaluations can be found in the Company's Nomination Committee Charter and People and Performance Committee Charter both of which are available on the Company's website. (b) The Company's Nomination Committee Charter requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company undertook a performance evaluation in the year ended 31 December 2025.

Recommendation	Compliance	Corporate Governance Disclosure
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 (a) The Company had a Nomination Committee during the period which: (1) consisted of Angus Barker (Chair), Dr Günter Hilken and Josephine Bush; (2) consisted of entirely independent directors; (3) is chaired by an independent Director; (4) has its charter located on the Company's website; and (5) reports the number of times the committee met throughout the period and the individual attendances of the members at those meetings in the Annual Report. (b) N/A – the Company does have a Nomination Committee. The Board and Nomination Committee aim to ensure that leadership transitions occur in an orderly manner and that the Company maintains appropriate capability and stability during periods of change. The Committee reports to the Board on succession planning activities and any material changes to the succession planning. The succession planning is intended to maintain corporate governance, ensuring strategic continuity, and preserving investor confidence during periods of change. The Board recognises that effective succession planning is essential to maintaining strong leadership, ensuring continuity, and supporting the long-term strategic objectives of the Company. The Board, through the Nomination Committee, maintains a structured succession planning process for Executive and Non-Executive Directors and other key management roles.
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 Under the Nomination Committee Charter, the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction. The Board has developed a formal board skills matrix. Gaps in the collective skills of the Board are regularly reviewed by the Board as a whole, with the Board proposing candidates for directorships having regard to the desired skills and experience required by the Company as well as the proposed candidates' diversity of background. The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director's relevant skills and experience, which have been aggregated to show low/medium/high, are available in the Company's Annual Report and on the Company's website.

Recommendation		Compliance	Corporate Governance Disclosure
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	(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Company discloses those Directors it considers to be independent in its Annual Report and on its ASX website. The Board considers Angus Barker, Dr. Heidi Grön, Josephine Bush and Dr. Günter Hilken as independent directors as at 31 December 2025. (b) For the year ended 31 December 2025, there were no fees paid to Directors, nor did any director have an interest, position, affiliation or relevant relationship which would be perceived to compromise their independence. The securities issued to the independent Directors are based on service and were approved by shareholders. The Company discloses in its Annual Report (and on the ASX) any interests of Directors in the Company. (c) The Company's Annual Report discloses the length of service of each Director, as at the end of each financial year.
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. During the financial year, the Board was comprised of 7 directors 4 of whom were considered to be independent. As at the date of this Corporate Governance Statement there are 7 directors of which 4 are considered independent. As such, independent directors do currently and during the relevant period did, form a majority of the Board.
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.	PARTIALLY	The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director. The Chair of the Board, Dr Wedin, is not an independent Director as he is both an executive director and one of the Company's substantial shareholders; however, he is not the CEO/Managing Director. The roles of Chair and CEO/Managing Director are separate.
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	YES	In accordance with the Company's Board Charter, the Nominations Committee is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.

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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 Board believes in and supports lawful, ethical and responsible decision making. The Company's values are contained in the Corporate Code of Conduct & Ethics.
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	(a) The Company's Corporate Code of Conduct & Ethics applies to the Company's Directors, senior executives and employees. The Company's Corporate Code of Conduct & Ethics is available on the Company's website. (b) Material breaches of the Corporate Code of Conduct & Ethics need to be reported to the Board.
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	YES	(a) The Company's Whistleblower Policy is available on the Company's website. (b) All material incidents are communicated to the Audit, Risk and ESG Committee or 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.	YES	(a) The Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website. (b) All material incidents are communicated to the Audit, Risk and ESG Committee or the Board.

Recommendation	Compliance	Corporate Governance Disclosure
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	(a) The Company's Audit, Risk and ESG Committee contains three members, all of which are independent and is chaired by an independent Director who is not the Chair of the Board. Its members during the period were Josephine Bush (Chair), Angus Barker and Dr Heidi Grön. (b) The Audit, Risk and ESG Committee Charter is contained on the Company's website and the relevant qualifications and experience of the members of the committee and the number of times the committee met throughout the period and the individual attendances of the members at those meetings is contained in the Annual Report.
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	The Company's Audit, and Risk and ESG Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Company currently obtains and intends to obtain a sign off on these terms for each of its financial statements in each financial year.
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	Quarterly Cashflow Reports are circulated to the Board for review along with the Quarterly Activities report.

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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 Board Charter provides details of the Company's disclosure policy. In addition, the Company's Continuous Disclosure Policy details the Company's disclosure requirements as required by the ASX Listing Rules and other relevant legislation. Both documents are available on the Company website.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Both the Managing Director & Chief Executive Officer, and Executive Chair on behalf of the Board, are aware of all market announcements. The Executive Chair then provides material announcements to the Board.
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	Confirmed.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available on the Company's website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website. The Company also has an internal public and investor relations team.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general shareholder meetings (including AGMs) of the Company and such participation is facilitated by the share registry. The Company is pleased to provide Shareholders with the opportunity to attend and participate in virtual meetings through an online meeting platform, where shareholders are able to watch, listen and vote online or attend in person. In order to maximise participation, the Company did not hold any online only meetings during the reporting period and intends to continue this approach. Upon the despatch of any Notice of Meeting to Shareholders, the Company Secretary sends out material stating that all Shareholders are encouraged to participate at the meeting.
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 shareholder resolutions are decided by a poll rather than a show of hands and the Company enlists its share registry to assist with this process.

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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 Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholder queries are managed by the Head of Investor Relations, the Head of Communications or the Company Secretary.
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	(a) During the reporting period, the Company's Audit, Risk and ESG Committee contained three members, all of which were independent and was chaired by an independent Director, qualified and experienced in accounting and financial matters and who is not the Board Chair. (b) The Audit, Risk and ESG Committee Charter is contained on the Company's website and the relevant qualifications and experience of the members of the committee and the number of times the committee met throughout the period and the individual attendances of the members at those meetings is contained in the Annual Report.
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	(a) As per the Audit, Risk and ESG Committee Charter, during FY25 the Audit, Risk and ESG Committee satisfied itself that the Company's risk management framework continued to be sound. (b) The Company's Audit, Risk and ESG Charter requires the Company to disclose at least annually whether such a review of the company's risk management framework has taken place. A review of the company's risk management framework was undertaken during the financial year.

Recommendation		Compliance	Corporate Governance Disclosure
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.	PARTIALLY	(a) The Company does not have an internal audit function due to the stage of development of the Company. However, it has an Audit, Risk and ESG Committee and the Audit, Risk and ESG Committee Charter provides for the Audit, Risk and ESG Committee to monitor the need for an internal audit function. (b) The Board, in conjunction with the Audit, Risk and ESG Committee is responsible for overseeing the establishment and implementation of effective risk management and internal control systems to manage the Company's material business risks and for reviewing and monitoring the Company's application of those systems. Vulcan's enterprise-wide risk management framework is aligned to AS/NZS ISO 31000:2018 (with supporting alignment to IEC 31010, the IIA Three Lines Model, and ASX Corporate Governance Principles). Implementation is led by management, with framework effectiveness and risk reporting reviewed by the Audit, Risk & ESG Committee and overseen by the Board. The Audit, Risk and ESG Committee devotes time at its meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.
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 Audit, Risk and ESG Committee Charter requires the Board, in conjunction with the Audit, Risk and ESG Committee to determine whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

Recommendation	Compliance	Corporate Governance Disclosure
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's People and Performance Committee Charter incorporate the functions of a remuneration committee. During the period, the People and Performance Committee consisted of three members, Angus Barker, (Chair), Josephine Bush and Dr Gunter Hilken, all of which are independent and was chaired by an independent Director who is not the Board Chair. The Company's People and Performance Committee Charter is contained on the Company's website and the relevant qualifications and experience of the members of the committee and the number of times the committee met throughout the period and the individual attendances of the members at those meetings is contained in the Annual Report.
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 Company's People and Performance Committee reviews and discloses its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed on the Company's website. These recommendations are then approved by the Board. Remuneration of Directors and Key Management Personnel is provided in the 31 December 2025 Annual Report.
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 has an equity-based remuneration scheme which is reviewed by the People and Performance Committee; none of the independent directors have received any equity-based remuneration with performance hurdles under this scheme. The People and Performance Committee is responsible for the recommendation of incentive arrangements for participants and of the determination of their satisfaction as reflected in the remuneration outcomes for each participant. The terms of the Company's Incentive Awards Plan expressly prohibits participants from hedging or otherwise entering into arrangements that limit the economic risk of participating in such awards. The Company also has a Trading Policy which is available on its website.

Recommendation		Compliance	Corporate Governance Disclosure
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	