NT MINERALS LIMITED
ACN 059 326 519
(COMPANY)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as of 30 September 2026 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company follows the recommendations set by the ASX Corporate Governance Council in its publication "Corporate Governance Principles and Recommendations" 4th edition (**Recommendations**). Where the Company has followed a Recommendation, this Corporate Governance Statement describes the governance practices adopted in accordance with that Recommendation. Where the Company has not followed a Recommendation, in compliance with the "if not, why not" reporting regime, the Company explains the reasons for departing from the Recommendation and what (if any) alternative governance practices adopted.

The Company has adopted a Corporate Governance Plan that provides the written terms of reference for the Company's corporate governance duties, it's charters, policies and other governance documents referred to in this Corporate Governance Statement that is available on the Company's website at www.ntminerals.com.au.

Corporate Governance Council Recommendation		Comply? (Yes/No)	Explanation
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 adopted a Board Charter that sets out the respective roles and responsibilities of the Board and management, including those matters expressly reserved to the Board and those delegated to management. The Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person or senior executive or putting 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 undertakes appropriate checks before appointing a person or putting forward a person for election as a Director and also for the appointment of senior management positions. Shareholders are provided with all material information relevant to a decision whether to elect or re-elect a Director in the relevant Notice of Meeting.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has a written agreement with each Director and senior executive setting out the terms of their appointment.

Corporate Governance Council Recommendation		Comply? (Yes/No)	Explanation
1.4	The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the Board.	Yes	The Company Secretary is accountable directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board.
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 organisation (including how the entity has defined "senior executive" for these purposes); or B. if 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."	No	(a) The Company has adopted a Diversity Policy which is available on its website. (b) Due to the size and composition of the Company and its workforce, the Board has not set measurable gender diversity objectives for the reporting period. The Board continues to consider diversity as part of its appointment and recruitment processes, having regard to the skills and experience required for each role. (c) At 30 June 2026, women represented: o 0% of the Board o 25% of senior executives o 20% of the whole organisation For these purposes, the Company defines "senior executives" as the Executive Directors, Chief Financial Officer and Company Secretary.
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation was undertaken in	Yes	(a) The Company has a process for evaluating the performance of the Board, its committees (if any) and individual Directors, as set out in its Corporate Governance Plan, which is available on the Company's website. (b) The Company has evaluated the performance of the Board and, subject to the status of the Company, will evaluate again upon reinstatement to trading on the ASX.

Corporate Governance Council Recommendation		Comply? (Yes/No)	Explanation
	accordance with process during or in respect of that period.		
1.7	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	The Company has a process for periodically evaluating the performance of its senior executives, as set out in its Corporate Governance Plan, which is available on the Company's website. For these purposes, senior executive means a member of key management personnel (as defined in the Corporations Act) other than a non-executive Director. The Company has evaluated the performance of senior executives and, subject to the status of the Company, will evaluate again upon reinstatement to trading on the ASX.
PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE			
2.1	The Board of a listed entity should have a nomination committee. 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.	No	The Company does not have a separate Nomination Committee., having regard to the current size and composition of the Board and the Company's operations. Under the Company's Corporate Governance Plan, the Board as a whole performs the functions that would ordinarily be undertaken by a Nomination Committee, including considering Board succession and the appropriate balance of skills, experience, independence, and diversity required on the Board.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	No	Given the Company's current size, limited operations and the size of the Bord, the Board does not presently consider a formal skills matrix necessary. Details of the experience and qualifications of each Director are set out on the Annual Report and on the Company's website.
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 or relationship of the type as described in Box 2.3 of the Recommendations (Factors relevant to assessing independence) but the board is of the opinion that it does not compromise the independence of the director, nature of the	Yes	(a) None of the current directors is considered to be independent. Malcolm James and Rodney Illingworth are executive directors. Roy Jansan is not considered independent due to his association with Reforme Resources Pty Ltd, which provided a convertible note facility to the Company within the last three years. (b) N/A (c) The length of service of each Director is: Malcolm James Appointed 3 March 2023

Corporate Governance Council Recommendation		Comply? (Yes/No)	Explanation
	interest, position or relationship in questions and an explanation of why the board is of that opinion; and (c) the length of service of each director.		Rodney Illingworth Appointed 7 December 2024 Roy Jansan Appointed 3 March 2023
2.4	A majority of the Board of a listed entity should be independent directors.	No	The Board currently comprises three Directors, none of whom is considered independent. The Company does not currently have a majority of independent Directors, having regard to its current size and limited operations.
2.5	The Chair of a 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 Chair of the Company, Malcolm James, is an Executive Director and is therefore not considered independent. Given the Company's current size and limited operations, the Board has not appointed an independent Chair.
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	The Company's Corporate Governance Plan provides for the induction and ongoing professional development of Directors as considered appropriate.
PRINCIPLE 3 – PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING			
3.1	A listed entity should articulate and disclose its values.	Yes	The Company's Code of Conduct articulates the values and standards of behaviour expected within the Company, including integrity, honesty, fair dealing and compliance with applicable laws. The Code of Conduct is available on the Company's website.
3.2	A listed entity should have and disclose a code of conduct for its directors, senior executives and employees; and ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	The Company has adopted a Code of Conduct which sets out the standards of behaviour expected of its Directors, senior executives and employees and is available on the Company's website. The Code provides for breaches and other matters of concern to be reported internally as appropriate.
3.3	A listed entity should have and disclose a Whistleblower policy; and ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has adopted a Whistleblower Policy, which is available on its website. The Policy provides for the Board or relevant Board committee to be informed of serious misconduct and other significant matters reported under the Policy.
3.4	A listed entity should have and disclose an anti-bribery and corruption policy; and ensure that the	Yes	The Company has adopted an Anti-Bribery and Anti-Corruption Policy, which is available on its website. The policy requires material breaches to be reported to the Board or a committee of the Board.

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	board or a committee of the board is informed of any material incidents reported under that policy.		No material breaches of the Anti-Bribery and Anti-Corruption Policy were reported during the reporting period.
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN FINANCIAL REPORTING			
4.1	The board of a listed entity should: (a) have an audit committee which: (i) has at least 3 members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board; And disclose: (iii) the charter of the committee (iv) the relevant qualifications and experience of the member of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the member at those meetings; or 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.	No	The Company does not currently have a separate Audit Committee, having regard to the current size of the Board and the Company's limited operations. The Board as a whole performs the functions that would otherwise be undertaken by an Audit Committee, including reviewing the Company's financial reports and engaging directly with the external auditor. The Board also oversees the appointment and removal of the external auditor and the rotation of the audit engagement partner.
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	Yes	Before approving the financial statements for the year ended 30 June 2026, the Board received the required declaration from the persons fulfilling the Chief Executive Officer and Chief Financial Officer functions in accordance with Recommendation 4.2.

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	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.		
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	Any periodic corporate report released to the market that is not audited or reviewed by an external auditor undergoes review by the Board prior to its release.
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 the listing rule 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy which sets out the Company's procedures for complying with its continuous disclosure requirements under the ASX Listing Rules. The Policy is available on the Company website.
5.2	A listed entity should ensure that its board receives a copy of all material market announcements promptly after they have been made.	Yes	The Board receives copies of all material market announcements promptly after release.
5.3	A listed entity that gives new 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 materials are released to the ASX Market Announcements Platform before the presentation is given.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SHAREHOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company, its operations and corporate governance framework, including its corporate governance policies and charters, is available on the Company's website.
6.2	A listed entity should have an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Strategy to facilitate communication with shareholders. Shareholders may access information through the Company's website and ASX announcements and may direct queries to the Company, which are responded to by the Executive Chairman and/or Company Secretary as appropriate.
6.3	A listed entity should disclose that it facilitates and encourages participation at meetings of security holders.	Yes	The Company facilitates and encourages shareholders participation at all general meetings, including providing relevant meeting materials and information to shareholders in advance of each meeting. And enabling shareholder to attend, vote and ask questions.

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6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.	Yes	All substantive resolutions at meetings of shareholders are decided by 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	Shareholders may elect to receive communications from the Company electronically and may communicate electronically with the Company and its share registry. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.
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: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 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.	No	The Company does not have a separate Risk Committee, having regard to the current size of the Board and the Company's limited operations. The Board as a whole is responsible for overseeing the Company's risk management framework, and consideration of the key risks relevant to the Company's operations.
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 regards to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	The Board reviews the Company's risk management framework at least annually to satisfy itself that it remains sound. A review was undertaken during the reporting period.

Corporate Governance Council Recommendation		Comply? (Yes/No)	Explanation
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Yes	The Company does not have an internal audit function, having regard to its current size and limited operations. The Board oversees the effectiveness of the Company's risk management and internal control processes through its review of the Company's risk register, financial and operational reporting, and matters raised by management and the external auditor. The Board also periodically considers whether an internal audit function is required.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company identifies and manages its material economic, environmental and social sustainability risks and discloses those risks, and how they are managed, in its Annual Report and other market disclosures as appropriate.
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or 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.	No	The Company does not have a separate Remuneration Committee, having regard to the current size of the Board and the Company's limited operations. The Board as a whole is responsible for setting and reviewing the remuneration of Directors and senior executives and ensuring that remuneration is appropriate having regard to the Company's circumstances.

Corporate Governance Council Recommendation		Comply? (Yes/No)	Explanation
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 remuneration policies and practices for non-executive Directors, executive Directors and senior executives are disclosed in the Remuneration Report contained in the 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 disclose that policy or a summary of it.	No	The Company has adopted an Incentive Awards Plan. However, the Company does not currently have a disclosed policy regarding whether participants may enter into transactions that limit the economic risk of participating in the Plan.