Corporate Governance Statement.

1. Approach to Corporate Governance

Genmin Limited ACN 141 425 292 (**Company** or **Genmin**) has established a corporate governance framework, the key features of which are set out in this statement.

In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th Edition)* (**Principles & Recommendations**). The Company is committed to the highest level of ethics and governance and has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices.

Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at https://www.genmingroup.com/company/corporate-governance/.

This statement was approved by a resolution of the Board on 26 March 2026.

2. Charters

- Board Charter
- Audit & Risk Management Committee Charter
- Remuneration & Nomination Committee Charter

3. Policies

- Anti-Bribery and Corruption Policy
- Board Performance Evaluation Policy
- Code of Conduct
- Code of Conduct for Directors
- Communications Policy
- Continuous Disclosure Policy
- Diversity Policy
- Donations & Community Investments Policy
- External Auditor Policy
- Privacy Policy
- Securities Dealing Policy
- Social Responsibility Policy
- Whistleblower Policy

Recommendations (4th Edition)	Comply	Disclosure
Principle 1 – Lay solid foundations for management and oversight		
Recommendation 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** **YES**	The Company has established the respective roles and responsibilities of its Board and executive management, those matters expressly reserved to the Board and those delegated to executive management. This information is available to view in the *Board Charter* on our website.
Recommendation 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** **YES**	The Board is and has been responsible for undertaking appropriate checks on Directors prior to appointment and ensuring the Board is comprised of Directors with the appropriate skill sets and experience. The process for appointing Directors may include undertaking checks as to character, experience, education, criminal record and bankruptcy history. These checks have been undertaken in relation to all current Board members and will be undertaken prior to the appointment or election of any new Board members. For future appointments, the Board will select and appoint Directors with the assistance of the Remuneration & Nomination Committee. Management undertakes appropriate checks before appointing senior executives. The Company will provide all relevant information in the notice of meeting for all appointed Directors seeking re-election at each annual general meeting.
Recommendation 1.3 *A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.*	**YES**	Each Non-Executive Director's individual responsibilities are set out in an appointment letter. The Executive Chair's responsibilities are set out in an appointment letter. The Chief Executive Officer (**CEO**) and each senior executive are engaged under written agreements, which include formal job descriptions.
Recommendation 1.4 *The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.*	**YES**	The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The advice and services of the Company Secretary are available to all Directors and Committees.
Recommendation 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:* *i. the respective proportions of men and women on the board,*	**YES** **NO** **NO**	The Company places value on diversity and inclusion and acknowledges the enhanced business performance this brings. The Company has adopted a Diversity Policy, which provides for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. The Company aims to attract and retain a diverse range of talented people to work in all levels of its business and all locations and understands that a wide array of experiences and perspectives resulting from diversity in all areas of potential difference promotes innovation and business success. Measurable objectives were not set by the Board for the reporting period. As at the reporting date, the Company had no female Directors; the two person C-Suite included no females; the six person head office team included three females; and the seven person Libreville team included four females.

Recommendations (4th Edition)	Comply	Disclosure
in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or *ii. 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.*		
Recommendation 1.6 *A listed entity should:* *a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and* *b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*	**YES** **YES**	The Company has adopted a *Board Performance Evaluation Policy* to ensure individual Directors and the Board as a whole work efficiently and effectively in achieving their functions. The assessment process which may be used by the Board, through the Remuneration & Nomination Committee, includes: a) the Chair will meet with each Non-Executive Director separately to discuss individual performance and ideas for improvement; b) each individual Director's performance is appraised in a meeting that is led by the Chair that is held with another Director. In a meeting led by the chair of the Audit & Risk Management Committee and held with another Director, the Chair's performance is assessed; and c) the Board as a whole will discuss and analyse its own performance during the year including suggestions for change or improvement. An independent third-party consultant may be used to facilitate the assessment. A Board performance assessment was not undertaken during the reporting period. The Board reviewed the Company's Board and management skills during the reporting period and made a number of changes to broaden and reposition board and management skills as the Company transitions to a mining operations entity, as announced to the market on 31 January 2025, 17 March 2025, 3 June 2025 and 5 November 2025.
Recommendation 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** **YES**	The Company has adopted a *Board Performance Evaluation Policy* under which the Remuneration & Nomination Committee is responsible for overseeing the performance evaluation of the executive team. This evaluation is based on specific criteria, including the performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel. Evaluations of the performance of the Company's senior executives were not conducted during the reporting period.
Principle 2 – Structure the board to be effective and add value		
Recommendation 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*	**NO**	The Company has established a combined Remuneration & Nomination Committee. For the period 1 January 2025 to 30 January 2025, the Committee was comprised of Mr Michael Arnett (chair of the Committee) and Non-Executive Directors Mr Greg Lilleyman and Mr John Hodder. For the balance of the reporting period, the

<table>
<tr><th>Recommendations (4th Edition)</th><th>Comply</th><th>Disclosure</th></tr>
<tr><td>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>NO
YES
YES
YES
N/A</td><td>Committee was comprised of Mr Greg Lilleyman (chair), Mr Salvatore Amico and Mr John Hodder.
The Remuneration & Nomination Committee Charter is included in the Corporate Governance section of the Company's website.
The qualifications, experience, and attendance of the members of the Remuneration & Nomination Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).</td></tr>
<tr><td><u>Recommendation 2.2</u>
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.</td><td>NO</td><td>The Company does not have and does not disclose a formal board skill matrix setting out the mix of skills and diversity for the Board composition. In accordance with the Board Charter, the Board will from time to time review the skills, experience, expertise, and diversity represented by Directors on the Board and determine whether the composition and mix remain appropriate for the Company's strategy and cover the skills needed to address existing and emerging business and governance issues relevant to the Company. Additionally, the Remuneration & Nomination Committee will assist the Board with the review and assessment of the Board composition in accordance with Remuneration & Nomination Committee Charter. The Board undertook such a review during the reporting period, as detailed in Recommendation 1.6.</td></tr>
<tr><td><u>Recommendation 2.3</u>
A listed entity should disclose:
a) the names of the directors considered by the board to be independent;
b) if a director has an interest, position 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>YES
N/A
YES</td><td>At 31 December 2025, the Board consisted of:
<table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Date Appointed</th></tr><tr><td>Mr G Lilleyman</td><td>Executive Chair</td><td>No</td><td>11 July 2024</td></tr><tr><td>Mr G Ariti</td><td>Non-Executive Director</td><td>No</td><td>11 January 2010</td></tr><tr><td>Mr J Hodder</td><td>Non-Executive Director</td><td>No</td><td>22 May 2014</td></tr><tr><td>Mr S Amico</td><td>Non-Executive Director</td><td>Yes</td><td>1 May 2019</td></tr></table>
Mr Lilleyman transitioned to an executive role (Executive Chair) on 5 November 2025, so was not considered by the Board to be an independent Director in 2025.
Mr Amico (with Mr Ariti and Mr Lilleyman) was appointed to an interim management Board committee which was active from 23 December 2024 to 17 March 2025 (the date of the commencement of the Company's new CEO). The Board considered the independence of Mr Amico and concluded that his independence from management</td></tr>
</table>

Recommendations (4th Edition)	Comply	Disclosure
		and substantial holders was not compromised in the reporting period and that he was an independent Director in 2025.
Recommendation 2.4 *A majority of the board of a listed entity should be independent directors.*	**NO**	A majority of the Board as at 31 December 2025 are not independent Directors as noted in the table at Recommendation 2.3. Mr Hodder and Mr Ariti are not considered to be independent Directors as Mr Hodder represents a substantial shareholder in the Company and Mr Ariti was employed by the Company in an executive capacity within the past three years. Mr Lilleyman transitioned to an executive role (Executive Chair) on 5 November 2025 and so is not considered to be an independent Director. The Company believes that the current Directors have the expertise and experience to support the Company's business strategy in line with the Principles & Recommendations.
Recommendation 2.5 *The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.*	**NO**	Mr Lilleyman was considered to be an independent Non-Executive Director up until his transition to an executive role (Executive Chair) on 5 November 2025. The Board considers the appointment of Mr Lilleyman as Executive Chair enables the Company to fully leverage his skills, experience, and credentials to achieve a final investment decision for the Company's Baniaka iron ore project and warrants not following this recommendation. Mr Lilleyman's term as Executive Chair is initially until FID is achieved, and to be reviewed by the Board thereafter in relation to ongoing executive responsibilities. Mr Lilleyman does not perform the role of CEO of the Company.
Recommendation 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 *Board Charter*, the Company provides any new Directors with an induction process. The assessment of professional development opportunities for Directors and senior executives is part of the annual performance review process.
Principle 3 – Instil a culture of acting lawfully, ethically, and responsibly		
Recommendation 3.1 *A listed entity should articulate and disclose its values.*	**YES**	The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a *Code of Conduct* that outlines Genmin's values and guiding principles for its employees' and Directors' behaviour and conduct in the workplace, community, and host nations it works in. These values appear on the Company's website at https://www.genmingroup.com/company/our-core-values/.
Recommendation 3.2 *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** **YES**	In addition to the Company's *Code of Conduct*, the Board has established a *Code of Conduct for Directors* to be followed by Directors of the Company and its subsidiaries. The objective of the *Code of Conduct for Directors* is to promote ethical and responsible decision-making by Directors. All employees are required to report any breach (or grounds to suspect a breach) of the *Code of Conduct* in accordance with the Company's *Whistleblower Policy*. The Board receives information on reports made under the *Whistleblower Policy* and any material incidents raised.
Recommendation 3.3 *A listed entity should:*	**YES**	The Company is committed to the highest standards of conduct and ethical behaviour in all business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate

Recommendations (4th Edition)	Comply	Disclosure
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**	compliance, and good corporate governance and has formulated a *Whistleblower Policy* which is disclosed on the Company's website. The Board is to be notified of any material incidents reported under the *Whistleblower Policy*.
Recommendation 3.4 *A listed entity should:* *a) have and disclose an anti-bribery and corruption policy; and* *b) ensure that the board or a committee of the board is informed of any material breaches of that policy.*	**YES** **YES**	Genmin is committed to conducting its business and activities with integrity and prohibits bribery and corruption in any form and has established an *Anti-Bribery and Corruption Policy*, which is disclosed on the Company's website. All employees are required to report any breach (or grounds to suspect a breach) of the *Anti-Bribery and Corruption Policy* to the Board in accordance with the Company's *Whistleblower Policy*. The Board receives information on reports made under the *Whistleblower Policy* and any material incidents raised.
Principle 4 – Safeguard the integrity of corporate reports		
Recommendation 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.*	**NO** **YES** **YES** **YES** **YES** **N/A**	The Company has established a combined Audit & Risk Management Committee. For the period 1 January 2025 to 30 January 2025, the Committee was comprised of Mr Greg Lilleyman (chair of the Committee) and Non-Executive Directors Mr Michael Arnett and Mr Salvatore Amico. For the balance of the reporting period, the Committee was comprised of Mr Salvatore Amico (chair), Mr Greg Lilleyman and Mr Giuseppe Ariti. The *Audit & Risk Management Committee Charter* is included in the Corporate Governance section of the Company's website. The qualifications, experience, and attendance of the members of the Audit & Risk Management Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).
Recommendation 4.2 *The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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*	**YES**	Prior to approving the Company's financial statements the Board receives from its CEO and the Chief Financial Officer (**CFO**) a written declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated 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.

Recommendations (4th Edition)	Comply	Disclosure
sound system of risk management and internal control which is operating effectively.		
Recommendation 4.3 *A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.*	**YES**	The Company provides interim (currently quarterly) updates of the Company's progress across all areas of the business, including select financial information. The Executive Chair of the Board has responsibility for reviewing and recommending for approval to the full Board, non-audited or non-externally reviewed periodic corporate reports released to the market. In forming his recommendation, the Chair receives confirmation from the CEO and CFO that, to the best of their knowledge, the financial information is correct, and is in accordance with relevant legislation and regulation, and that appropriate financial controls are in place within the Company.
Principle 5 – Make timely and balance disclosure		
Recommendation 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 adopted a *Continuous Disclosure Policy* to ensure timely and balanced disclosure of information in line with ASX Listing Rule disclosure requirements, the ASX continuous disclosure guidelines and the Corporations Act. The *Continuous Disclosure Policy* provides communication protocols for the administration of all continuous disclosure procedures and structure to consider all matters that potentially require disclosure to the ASX and to ensure that all appropriate and price sensitive information is brought before the Board or the disclosure committee for discussion.
Recommendation 5.2 *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*	**YES**	The Company's *Continuous Disclosure Policy* states that all ASX announcements will be immediately circulated to Directors after they have been made. Also, each Board member receives an acknowledgement directly from the ASX at the time an announcement is lodged.
Recommendation 5.3 *A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.*	**YES**	As described in the Company's *Communications Policy*, which is disclosed on the Company's website, copies of corporate presentation materials provided to investors and analysts which contain new information are released on the ASX market announcements platform prior to the presentation and are posted on the Company's website.
Principle 6 – Respect the rights of security holders		
Recommendation 6.1 *A listed entity should provide information about itself and its governance to investors via its website.*	**YES**	The Company provides information about itself and its governance to investors via its website at www.genmingroup.com as set out in its *Communications Policy*. The Company's website provides information about the Company, its projects, its Board and management and governance. It is a platform to disclose official ASX releases of material information and periodic reports, press releases, notices and presentations as well as a mechanism for shareholders to contact the Company via email.
Recommendation 6.2 *A listed entity should have an investor relations program that facilitates effective two-way communication with investors.*	**YES**	The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's *Communications Policy*.
Recommendation 6.3 *A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*	**YES**	The Company has a *Communications Policy*, which is included on the Company's website. The Policy specifically encourages full participation of shareholders at its annual general meeting and outlines the various ways in which the Company communicates with shareholders.

Recommendations (4th Edition)	Comply	Disclosure
Recommendation 6.4 *A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.*	**YES**	All resolutions at shareholders meetings held during the reporting period were voted on by way of poll.
Recommendation 6.5 *A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*	**YES**	Shareholders can register with the Company to receive email notifications of when an announcement is made to ASX, including the release of annual, half-yearly and quarterly reports. Further, the Company provides information through its website enabling security holders to email the Company. The share registry also provides the ability to email the share registry and to receive documents by email from the share registry.
Principle 7 – Recognise and manage risk		
Recommendation 7.1 *The board of a listed entity should:* *a) have a committee or committees to oversee risk, each of which:* *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.*	**NO** **YES** **YES** **YES** **YES** **N/A**	The Company has established a combined Audit & Risk Management Committee. For the period 1 January 2025 to 30 January 2025, the Committee was comprised of Mr Greg Lilleyman (chair of the Committee) and Non-Executive Directors Mr Michael Arnett and Mr Salvatore Amico. For the balance of the reporting period, the Committee was comprised of Mr Salvatore Amico (chair), Mr Greg Lilleyman and Mr Giuseppe Ariti. The *Audit & Risk Management Committee Charter* is included in the Corporate Governance section of the Company's website. The qualifications, experience, and attendance of the members of the Audit & Risk Management Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).
Recommendation 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.*	**NO** **YES**	The Audit & Risk Management Committee is responsible for maintaining a risk register and management plans, with the top 20 risks and achievement of the management plans to be reported to the Board on a quarterly basis. The Board is responsible for reviewing the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Board did not undertake a formal risk management framework review during the reporting period. The Executive Chair and the Board discuss risk matters on a regular basis and risk management culture is encouraged amongst employees and contractors.
Recommendation 7.3 *A listed entity should disclose:* *a) if it has an internal audit function, how the function is structured and what role it performs; or*	**N/A** **YES**	The Company does not have an internal audit function. Refer to Recommendation 7.2 above. The Audit & Risk Committee responsibilities include reviewing the adequacy and effectiveness of the Company's internal control framework.

Recommendations (4th Edition)	Comply	Disclosure
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.		
Recommendation 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 has exposure to a range of environmental and social risks, including exposure to natural events, climate change, and changes in environmental, social and governance legislation. These risks will increase to a material level in the event that the Company commences mining and production operations. Genmin aims to avoid or, where this is not possible, minimise its impacts on the environment while contributing to lasting environmental and social benefits across the regions where it operates. The Company is committed to complying with all legislative and common law requirements which affect its business, particularly environmental regulations, health and safety, and cultural and community development laws. The Company engages with its communities and stakeholders to develop a mutual understanding of environmental issues and takes their perspectives and knowledge into account in its decision-making. As part of the application process for the large scale, 20 year mining permit for the Company's flagship Baniaka project (granted in December 2023), the Company undertook a comprehensive social and environmental impact assessment (**SEIA**) which addressed many of the environmental and social risks associated with commencement of operations at Baniaka. The SEIA received final approval from the Minister of Environment in Gabon in August 2023. The Company also undertook the Digbee ESG™ reporting framework process to assess and disclose its ESG metrics and to assist the Company's risk management process. The Company was awarded an updated ESG certification for the Company's corporate activities and Baniaka by Digbee in Q4 2024. The Company published its inaugural *Social Responsibility Policy* during 2022 to provide guidelines in relation to its commitment to social responsibility and support a culture committed to the health and safety of its people, the environment, and the communities in which it operates. The material risks set out in the 2025 Annual Report include disclosures related to social risks.
Principle 8 – Remunerate fairly and responsibly		
Recommendation 8.1 *The board of a listed entity should:* *a) have a remunerate 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*	 **NO** **NO** **YES** **YES** **YES**	The Company has established a combined Remuneration & Nomination Committee. For the period 1 January 2025 to 30 January 2025, the Committee was comprised of Mr Michael Arnett (chair of the Committee) and Non-Executive Directors Mr Greg Lilleyman and Mr John Hodder. For the balance of the reporting period, the Committee was comprised of Mr Greg Lilleyman (chair), Mr Salvatore Amico and Mr John Hodder. The *Remuneration & Nomination Committee Charter* is included in the Corporate Governance section of the Company's website. The qualifications, experience, and attendance of the members of the Remuneration & Nomination Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).

Recommendations (4th Edition)	Comply	Disclosure
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.*	**N/A**	
Recommendation 8.2 *A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*	**YES**	Details of the Company's policies and practices regarding the remuneration of Directors and other senior management are set out in the Remuneration Report as disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).
Recommendation 8.3 *A listed entity which has an equity-based remuneration scheme should:* a) *have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and* b) *disclose that policy or a summary of it.*	**YES** **YES**	The Company has a shareholder approved equity-based remuneration scheme. The Company's *Securities Dealing Policy* specifically prohibits equity-based incentive holders from hedging their securities prior to vesting and while they are subject to a holding lock or restriction on dealing. The *Securities Dealing Policy* can be found on the Company's website at www.genmingroup.com.
Principle 9 – Additional Recommendations that apply only in certain cases		
Recommendation 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**	N/A
Recommendation 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**	N/A
Recommendation 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**	N/A