CATALYST METALS LIMITED
ACN 118 912 495
(Company)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 14 October 2025 and has been approved by the Board on that date.

This Corporate Governance Statement discloses the extent to which the Company has, as at 30 June 2025 followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4th edition) (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

The Company's Corporate Governance Policies is available on the Company's website at **https://catalystmetals.com.au/corporate-governance/**

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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	YES	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and Board Committees and includes a description of those matters expressly reserved for the Board and those delegated to management. The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Directors, Chairman and Company Secretary,

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(b) those matters expressly reserved to the board and those delegated to management.		the establishment, operation and management of Board Committees, Directors' access to Company records and information and details of the Board's performance review. A copy of the Company's Board Charter is available on the Company's website.
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director.	YES	Prior to a candidate being considered for appointment as a director of the Company, appropriate enquiries are made as to the person's character, experience, education, criminal record and bankruptcy history. Shareholders are provided with relevant information on any directors standing for re-election at a general meeting of the Company, including relevant qualifications and experience.
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	The Company has entered into written agreements with all senior executives. It has also entered into letters of appointment with each of its non-executive Directors, setting out the key terms and conditions of their appointments.
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 Board Charter outlines the roles, responsibilities and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, for all matters related to the proper functioning of the Board.
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	NO	The Company has adopted a Diversity Policy, which allows the Board, subject to the size and operations of the Company, to set measurable objectives to assist the Company in achieving gender diversity. The Board will review the Company's progress in meeting these objectives and the effectiveness of these objectives annually.

<table>
<tr><th>RECOMMENDATIONS (4TH EDITION)</th><th>COMPLY</th><th>EXPLANATION</th></tr>
<tr><td>composition of its board, senior executives and workforce generally; and

(c) disclose as at the end of 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.31</td><td></td><td>The Nomination & Remuneration Committee (NRC) is responsible for recommending measurable objectives to the Board, in line with the Company's general personnel selection policy, and reporting to the Board on the Company's progress towards achieving these objectives annually.

The Diversity Policy is available on the Company's website:
(https://catalystmetals.com.au/corporate-governance/)

The Board did not set measurable gender diversity objectives for the year ended 30 June 2025.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation as at 30 June 2025 is detailed below:

<table><tr><th>Level</th><th>2025</th></tr><tr><td>Women on the Board</td><td>0%</td></tr><tr><td>Women in senior management roles</td><td>17%</td></tr><tr><td>Women employees in the Group (excluding senior management roles)</td><td>12%</td></tr></table>
Following the end of the financial year, the Board established a measurable objective to achieve gender diversity in its Board composition, aiming for a target of at least 30% representation of each gender on the Board. The Board also appointed an additional female Director, with Board composition now 20% female and 80% male.

The Board will continue to monitor this measurable objective actively and also seek to improve its female representation in senior management roles and employees.</td></tr>
<tr><td>Recommendation 1.6</td><td></td><td>The NRC Charter outlines the process for reviewing and evaluating the performance of the Board, which requires the Board to meet</td></tr>
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RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	YES	annually with the specific purpose of reviewing the role of the Board and assessing its performance over the past year, including assessing ways to assist the Board in performing its duties more effectively. The Board also annually reviews the performance of the Managing Director based on individual performance as well as a range of business and company-specific performance measures, which are set at the commencement of the financial year. The performance evaluation of individual directors are undertaken by the Chair, considering their performance and contribution to the Board throughout the year. The above performance evaluations have been undertaken for the 2025 financial year.
Recommendation 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 Managing Director is responsible for assessing the performance of key executives within the Company at least once every reporting period. This is carried out through a formal process involving a formal meeting with each senior executive. Senior executives are evaluated based on agreed individual, team and group performance measures. Performance reviews for the senior executives for the 2025 financial year were conducted.
Principle 2: Structure the Board to add value		
Recommendation 2.1 The Board of a listed entity should: (a) have a nomination 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:	NO	The Company has an established Nomination and Remuneration Committee. The Committee Charter is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**). During the financial year ended 30 June 2025, the Nomination and Remuneration Committee comprised two non-executive directors, who were both re-assessed as being independent directors during the year:

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(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 (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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.		• David Jones; and • Robin Scrimgeour. For the majority of the financial year, the Company also engaged an independent third party to act as Chair of the Committee, as the Board's composition did not allow for the appointment of a third independent director to the Committee. As at the date of this statement, the Committee comprises three members, being: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). Accordingly, the Committee is now chaired by an independent director and consists of a majority of independent directors. Details of Board Committee meetings and member attendance are provided in the Directors' Report in the Annual Report.

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Recommendation 2.2 A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	NO	The Nomination and Remuneration Committee Charter sets out the procedures for selecting and appointing Directors, including a commitment to ensuring a balance of skill and experience necessary for the conduct of the Company's activities. The Board reviews its membership, proposing new candidates for directorships/executives, having regard to the desired skills and experience required by the Company as its operations grow, as well as the proposed candidates' diversity of background. With the significant growth in the Company's operations over the last financial year and its inclusion in the S&P/ASX 300 Index (and subsequently in the S&P/ASX 200 Index in September), the Board considered it would be beneficial to appoint an additional independent non-executive director. An executive search was conducted to identify an appropriate candidate having regard to the desired skills, experience and diversity to further support the Company's growth. Following the end of the financial year, Ms Anna Shave was appointed as an independent non-executive director. Following the end of the financial year, the Board has also developed a formal Board skills matrix to simplify the process for identifying any 'gaps' in the Board's skills, expertise and experience moving forward. The board skills matrix is **attached** in Annexure 1. Details of each of the Director's skills and experience are also outlined in the Company's Annual Report.
Recommendation 2.3 A listed entity should disclose: (a) the names of the Directors considered by the Board to be independent Directors;	YES	During the financial year, the Company undertook an annual independence assessment, and the Board reassessed Mr David Jones and Mr Robin Scrimgeour to be independent directors. Both Messrs Jones and Scrimgeour were formally reclassified as independent directors effective from 13 April 2025.

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(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director		Mr James Champion de Crespigny is not considered an independent director by virtue of his position as Managing Director of the Company. Mr Bruce Kay is not considered an independent director, as he provides regular consultancy services to the Company. As part of its annual independence assessment, the Board considered the independence criteria set out in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition) and notes: • Mr David Jones participated in the Company's 2023 Incentive Plan, under which he was issued unlisted options. The Board (excluding Mr Jones) determined that Mr Jones should be considered independent on the basis that the options did not include performance hurdles, were immaterial relative to his overall financial interests, and were unlikely to influence his capacity to exercise independent judgment or act in the best interests of the Company; and • Mr Robin Scrimgeour was appointed to the Board on 1 September 2009 and was a substantial shareholder of the Company until 24 February 2023. The Board (excluding Mr Scrimgeour) determined that Mr Scrimgeour should be considered independent as he has not been a substantial shareholder for over two years, and continues to exercise objective and independent judgment. Even with his extended tenure as a director, Mr Scrimgeour is not influenced by management, and his extensive knowledge of the Company's operations enhances Board effectiveness. • For both Mr David Jones and Mr Robin Scrimgeour, the Board's review of their independence included receiving a legal review and opinion from outside counsel of relevant laws, regulations, listing rules and corporate governance practices as they relate to director independence.

<table>
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<tr><td></td><td></td><td>Following the end of the financial year, the Board appointed an additional non-executive director, Ms Anna Shave, who is considered an independent director.

The Company discloses in its Annual Report the length of service of each director and notes below each director's appointment dates:

<table><tr><th>Director</th><th>Appointment date</th></tr><tr><td>Mr David Jones</td><td>1 October 2023</td></tr><tr><td>Mr Robin Scrimgeour</td><td>1 September 2009</td></tr><tr><td>Mr Bruce Kay</td><td>9 February 2011</td></tr><tr><td>Mr James Champion de Crespigny</td><td>12 November 2021</td></tr><tr><td>Ms Anna Shave</td><td>8 September 2025</td></tr></table></td></tr>
<tr><td>Recommendation 2.4
A majority of the Board of a listed entity should be independent Directors.</td><td>NO</td><td>During the financial year ended 30 June 2025, the Board did not comprise a majority of independent directors, with two independent and two non-independent directors.

Following the Company's inclusion in the S&P/ASX 300 Index (and later into the S&P/ASX 200 Index), and as part of its ongoing commitment to strengthening corporate governance practices, the Board appointed an additional independent non-executive director following the end of the financial year. As of the date of this statement, the Board has a majority of independent directors. The Board will continue to evaluate and consider future additions to the Board having regard to the required skills, experience and diversity required by the Company to support its continued growth.</td></tr>
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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.	YES	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 Company's Chair, Mr David Jones, is considered an independent director following an annual independent assessment, and he does not hold the role of CEO.
Recommendation 2.6 A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.	YES	New directors are provided with an induction including comprehensive briefings with the Chair and Managing Director, provision of material information on the Company, including Company and Board policies. All directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake professional development programs and training to develop and maintain the skills and knowledge needed to perform their role as directors of the Company, which is reviewed annually.
Principle 3: Act ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	The Company's values are: • Safety: the health, safety and welfare of our employees and the community is of paramount importance; • Balance: achieving a balance between economic development, maintenance of the environment and social responsibility; • Recognition: recognising, valuing and rewarding the individual contribution of each employee; • Respect: acting fairly and with respect, maintaining good relationships; and • Integrity: acting honestly, lawfully and ethically. The Company's values are available in the Code of Conduct, which is published on the Company's website:

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		(**https://catalystmetals.com.au/corporate-governance/**)
Recommendation 3.2 A listed entity should: (a) have a code of conduct for its Directors, senior executives and employees; and (b) disclose that code or a summary of it.	YES	The Company's Code of Conduct sets out a statement of the Company's identity, purpose and commitment to values, including the Company's primary objective of maximising shareholder returns through the exploration and mining of minerals whilst acting lawfully, ethically and responsibly. A copy of the Code of Conduct is available at the Company's website: (**https://catalystmetals.com.au/corporate-governance/**) Material breaches of the Code are required to be reported to the Board. No breaches have been reported in the current financial year.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	YES	The Company has a Whistleblower Policy which provides an independent mechanism for the legitimate reporting of illegal or unethical practices by company employees. A copy of the Whistleblower Policy is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**) The Authorised Officers will report to the Board any material incidents reported under the Whistleblower Policy. No incidents have been reported in the current financial year.
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	The Company has established an Anti-Bribery and Corruption Policy to provide a framework for the Company to conduct its business activities fairly, honestly and with integrity and in compliance with all applicable laws, rules and regulations. A copy of the Anti-Bribery and Corruption Policy is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**)

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		Material breaches of the Anti-Bribery and Corruption Policy should be reported to the Board by the Compliance Officer. No breaches have been reported in the current financial year.
Principle 4: *Safeguard integrity in financial reporting*		
Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (i) has at least three 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 members 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 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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	NO	The Company has an established Audit and Risk Committee. The Committee Charter is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**). During the financial year ended 30 June 2025, the Committee comprised two non-executive directors who were both reassessed as being independent directors during the year, being: • David Jones; and • Robin Scrimgeour. For the majority of the financial year, the Company also engaged an independent third party with accounting and financial experience and qualifications to act as Chair of the Committee, given that the composition of the Board did not allow for a third independent director with the relevant skills to be appointed to the Committee. As at the date of this statement, the Committee comprises three members, being: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). Accordingly, the Committee is now chaired by an independent director with financial services experience and has a majority of independent directors. Details of Board Committee meetings and member attendance are provided in the Directors' Report in the Annual Report.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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 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 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 obtains sign-off on its financial accounts.
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 Audit and Risk Committee oversees procedures for the preparation of periodic corporate reports, including those not subject to audit and monitors the review and approval of such reports. Material non-audited periodic reports are prepared by, or under the supervision of, subject-matter experts from senior management before being reviewed and approved by the Managing Director, Chief Financial Officer, Investor Relations Manager, Company Secretary and Competent Person, as applicable and then finally reviewed and authorised for release to the market by the Board.
Principle 5: Make timely and balanced 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 a formal written policy for the continuous disclosure of any price sensitive information concerning the Company, which is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**)

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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	Market announcements are circulated to the Board for review prior to release, and the proposed date for lodgement is noted. The Board receives confirmation of the lodgement of material announcements after they have been made.
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	The Company's Continuous Disclosure Policy requires that any new and substantive investor presentations be lodged with ASX prior to the investor briefing commencing.
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	Information about the Company, its mining projects and its corporate governance, including copies of the Company's various corporate governance policies and charters, are available on its website.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate 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. A copy of the Shareholders Communication Policy is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**)
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 Shareholders Communication Policy referred to above, includes measures designed to facilitate and encourage shareholder participation at meetings. The Company's website provides links to all announcements released to the ASX. Shareholders are encouraged to attend and actively participate in all shareholder

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		meetings, including raising questions to the Board and management.
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	The Company intends to ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
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	The Company's share register is currently maintained by Automic Registry Services. Shareholders have the option of receiving shareholder communications from the Company and Automic electronically, unless an original signature or documents is required.
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: (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	NO	The Company has an established Audit and Risk Committee. The Committee Charter is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**). During the financial year ended 30 June 2025, the Committee comprised two non-executive directors, who were both reassessed as being independent directors during the year, being: • David Jones; and • Robin Scrimgeour. For the majority of the financial year, the Company also engaged an independent third party to act as Chair of the Committee, as the Board's composition did not allow for the appointment of a third independent director to the Committee. As at the date of this statement, the Committee comprises three members, being: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and

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(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.		• Robin Scrimgeour (Independent Non-Executive Director). Accordingly, the Committee is now chaired by an independent director and has a majority of independent directors. Details of Board Committee meetings and member attendance are provided in the Directors' Report in the Annual Report
Recommendation 7.2 The Board or a committee of the Board should: (a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and (b) disclose in relation to each reporting period, whether such a review has taken place.	YES	The Audit and Risk Committee is responsible for assisting the Board in overseeing the Company's risk management and internal control framework. While responsibility for internal controls and risk management is delegated to the appropriate levels of management, the Managing Director holds ultimate accountability to the Board for the effectiveness of the risk management and control framework. The Committee works closely with management to identify and manage operational, financial, and compliance risks that may impact the Company's ability to achieve its objectives. The Board undertakes an annual review of the risk management framework to ensure it remains sound and aligned with the Company's risk appetite.
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 (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 a separate internal audit function, as the Board believes that existing internal controls and management systems provide sufficient assurance that the Company's risk management, governance and internal control processes operate effectively. The Company will continue to review this assessment as the level of business operations evolve and grow. Operational, financial, legal, compliance and strategic risks are managed as part of the day-to-day management of the Company's affairs with the support of relevant external professional advisers as required. Management is further responsible for undertaking and assessing the effectiveness of risk management and internal control. The Board

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		assumes the responsibility of establishing and implementing effective management and internal control processes.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company undertakes mining and mineral exploration activities and recognises that there are inherent risks in conducting its business operations. Material risks related to economic, environmental and social sustainability include mining and operational risks, health and safety, community and environmental risks, mineral resource and ore reserve estimates, metal prices and exchange rate fluctuations, financing and working capital requirements, and compliance and regulatory risks. While some of these risks are outside the Company's direct control and require mitigation strategies, others are managed through established operational and management systems. The systems and processes implemented to manage material risks include monthly operations and financial reporting; regular reports to the Board by management and/or independent advisers outlining the nature of particular risks and related risk mitigation measures; clearly defined management responsibilities and organisational structure; delegated limits of authority; treasury and accounting controls and reconciliations; introduction of comprehensive management reporting systems; budgeting and strategic planning processes; segregation of duties and supervision; appropriate policies and procedures that are widely disseminated to employees; development of integrated management systems; and specific health and safety policies and procedures.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (a) have a remuneration committee which:	NO	The Company has an established Nomination and Remuneration Committee. The Committee Charter is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**).

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(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 (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.		During the financial year ended 30 June 2025, the Nomination and Remuneration Committee comprised two non-executive directors, who were both reassessed as being independent directors during the year, being: • David Jones; and • Robin Scrimgeour. For the majority of the financial year, the Company also engaged an independent third party to act as Chair of the Committee, given that the composition of the Board did not allow for a third independent director to be appointed to the Committee. As at the date of this statement, the Committee comprises three members, being: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). Accordingly, the Committee is now chaired by an independent director and consists of a majority of independent directors. Details of Board Committee meetings and member attendance are provided in the Directors' Report in the Annual Report
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	The Nomination and Remuneration Committee (**NRC**) Charter provides that the NRC is responsible for establishing the policies and practices of the Company regarding the remuneration of directors and other senior executives and reviewing all components of the remuneration framework, advising the Board on the composition of the Board and its committees, reviewing the performance of the Board, its committees and the individual directors, ensuring the proper succession plans are in place and advising the Board in respect of the effectiveness of its corporate governance policies and developments in corporate governance. The NRC advises the Board on remuneration and incentive policies

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		and practices, and makes specific recommendations in relation to compensation arrangements for executive and non-executive directors. It also makes recommendations regarding the compensation arrangements of executive and non-executive directors, as well as with respect to all equity-based remuneration plans. The NRC also sets the budget for any annual salary increases for the Company. The structure for the remuneration of non-executive directors and senior executives is separate and distinct. Details of the Company's remuneration policies are set out in the Remuneration Report section of 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	Where the Company grants securities under an equity-based remuneration scheme, participants are prohibited from entering into arrangements for the hedging, or otherwise limiting their exposure to risk in relation to unvested shares, options or rights issued or acquired under the scheme. Any person who is covered under the Company's Share Trading Policy is prohibited from entering into any transaction to hedge securities held in the Company or from entering into margin loans against their shareholdings in the Company.

Annexure 1 – Skills Matrix

Skills Matrix

The following matrix summarises the skills and attributes of the Board:

Where: Highly Skilled Directors | Skilled Directors | Directors with awareness

Industry experience