CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 13 October 2026 and has been approved by the Board on that date.

This Corporate Governance Statement discloses the extent to which Catalyst Metals Limited (**Company**) has for the year ended 30 June 2026 followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4th edition). The Recommendations are not mandatory; however, where a Recommendation has not been followed for any part of the reporting period, this has been identified below together with the reasons for not following it and any alternative governance practices adopted during that period.

The Company's Corporate Governance Policies are 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 (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 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, 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	a) 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. These checks were undertaken prior to the appointments of Ms Anna Shave and Mr Mark Connelly during the year. b) 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.

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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. Material variations to these agreements are disclosed to the ASX to the extent required by the ASX Listing Rules.
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 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	PARTIALLY	a) 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. The Company is committed to establishing a workplace which demonstrates diversity and equal opportunity as a means of enhancing the Company's performance and organisational capabilities by recognising and utilising the contribution of the diverse skills and talents of its directors, officers and employees. Diversity may result from a range of factors including age, gender, ethnicity, cultural background or other personal factors. The Company values the differences between its people and the contribution these differences can make to the success of the Company.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(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		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. b) The Diversity Policy is available on the Company's website: (**https://catalystmetals.com.au/corporate-governance/**) c) Following the end of FY25 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 Company achieved 20% female representation of directors during FY26 (FY25: 0%) The NRC and Board will continue to monitor this measurable objective actively and also seek to improve its female representation in senior management roles and employees. The Board did not set any other measurable gender diversity objectives for the year ended 30 June 2026. The respective proportions of gender diversity on the Board, in senior management positions and across the whole organisation as at 30 June 2026 is detailed below. **Level** | **30 June 2026** Females on the Board | 20% Females in senior management roles* | 14%

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		<table><tr><td>Female employees in the Group (excluding senior management roles*)</td><td>15%</td></tr></table> * Senior management roles refer to the Managing Director and all senior personnel reporting to the Managing Director of to the Plutonic General Manager.
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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	YES	The NRC Charter outlines the process for reviewing and evaluating the performance of the Board, which requires the Board to meet 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 Chairman and the Board regularly review the performance and composition of the Board considering issues or concerns as they arise. This internal process is conducted informally and relies on regular discussion between the Chairman and all Board members. 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. Furthermore, the Chair meets regularly with the Managing Director to review and discuss operational and performance related matters The performance evaluations 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 2026 financial year.
Recommendation 1.7 A listed entity should:	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

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(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.		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 2026 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: (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.	PARTIALLY	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/**). From 30 June 2025 to 7 September 2025, the Nomination and Remuneration Committee comprised two non-executive directors, both of whom were assessed as independent directors during the year and one non-executive director who was not assessed as an independent director as outlined below. Given the composition of the Board at this time there was not another independent Director to be appointed to the Committee. • Robin Scrimgeour (Committee Chair and Independent Non-Executive Director) • David Jones (Independent Non-Executive Director); and • Bruce Kay (Non-Independent Non-Executive Director) From 8 September 2025 to 2 March 2026, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director).

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		From 2 March 2026 to the date of this statement, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • Mark Connelly (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 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.	YES	A board skills matrix has been developed and will be regularly reviewed by the Board to ensure it has an appropriate mix of skills, experience and diversity to conduct its operations in an effective manner. The 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; (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 (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the	YES	The Board has assessed the independence of each director in accordance with the ASX Corporate Governance Principles and Recommendations. The independent directors during the financial year were: • Mr Mark Connelly – Independent Non-executive Chairperson (appointed 2 March 2026); • Mr David Jones – Independent Non-executive Chairperson (resigned 2 March 2026); • Mr Robin Scrimgeour – Independent Non-executive Director; and

<table>
<tr><th>RECOMMENDATIONS (4TH EDITION)</th><th>COMPLY</th><th>EXPLANATION</th></tr>
<tr><td>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</td><td></td><td>• Ms Anna Shave – Independent Non-executive 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.

Mr Robin Scrimgeour has served on the Board since 1 September 2009. The Board (excluding Mr Scrimgeour) has considered his length of tenure and remains of the view that Mr Scrimgeour continues to exercise objective and independent judgement, is not influenced by management, and that his extensive knowledge of the Company's operations enhances the effectiveness of the Board. The Board will continue to assess Mr Scrimgeour's independence annually.

The length of service of each director is set out below, and disclosed in its Annual Report:

<table>
<tr><th>Director</th><th>Appointment date</th></tr>
<tr><td>Mr Mark Connelly</td><td>2 March 2026</td></tr>
<tr><td>Mr David Jones</td><td>1 October 2023
(resigned 2 March 2026)</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>
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RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		Mr James Champion de Crespigny — 12 November 2021 Ms Anna Shave — 8 September 2025
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.	PARTIALLY	From 1 July 2025 to 7 September 2025 the Board comprised four directors, of whom two were independent directors. Following the appointment of Anna Shave on 8 September 2025 the Board has a comprised 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.
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 Mark Connelly (appointed 2 March 2026), is considered an independent director, and he does not hold the role of CEO. Prior to Mr Connelly's appointment, the Chair was David Jones (resigned 2 March 2026) who was also an independent director and did 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

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		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: (**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/**)

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		Material breaches of the Code are required to be reported to the Board. No breaches have been reported in the financial year ended 30 June 2026.
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 financial year ended 30 June 2026.
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/**) 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 financial year ended 30 June 2026.
Principle 4*: Safeguard integrity in financial reporting*		
Recommendation 4.1 The Board of a listed entity should:	PARTIALLY	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/**). From 30 June 2025 to 7 September 2025, the Audit & Risk Committee

(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.		comprised two non-executive directors, both of whom were assessed as independent directors during the year and one non-executive director who was not assessed as an independent director as outlined below. Given the composition of the Board at this time there was not another independent Director to be appointed to the Committee. • Robin Scrimgeour (Committee Chair and Independent Non-Executive Director) • David Jones (Independent Non-Executive Director); and • Bruce Kay (Non-Independent Non-Executive Director) From 8 September 2025 to 2 March 2026, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). From 2 March 2026 to the date of this statement, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • Mark Connelly (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). Accordingly, the Committee is 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. The relevant qualifications and experience of the members of the Committee are set out 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. Before approving the Company's financial statements for the half-year ended 31 December 2025 and the financial year ended 30 June 2026, the Board received declarations from the Managing Director and the Chief Financial Officer in accordance with Recommendation 4.2.
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 has practices in place to verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed market decisions. 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. In the event further legal or financial review is required, the proposed disclosure is run past the Company's advisors, lawyers, or auditors (as appropriate) for review.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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/**)
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.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		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 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. All resolutions at the 2025 AGM were decided on a 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	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 are 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:	PARTIALLY	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/**). From 30 June 2025 to 7 September 2025, the Audit & Risk Committee comprised two non-executive directors, both of whom were assessed as independent directors during the year and one non-

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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 risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.		executive director who was not assessed as an independent director as outlined below. Given the composition of the Board at this time there was not another independent Director to be appointed to the Committee. • Robin Scrimgeour (Committee Chair and Independent Non-Executive Director) • David Jones (Independent Non-Executive Director); and • Bruce Kay (Non-Independent Non-Executive Director) From 8 September 2025 to 2 March 2026, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). From 2 March 2026 to the date of this statement, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • Mark Connelly (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). Accordingly, the Committee is 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 7.2 The Board or a committee of the Board should:	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

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(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.		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 has undertaken a review of the risk framework and risk register during the financial year. The Board and executive management regularly consider and evaluate material risks facing the business and mitigation strategies to address these risks at Board meetings.
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. through the Audit and Risk Committee oversees and monitors the effectiveness of these processes.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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 environmental and social sustainability include mining and operational risks, health and safety, community and environmental risks, climate-related risks (both physical and transition), water management, tailings storage, mine closure and rehabilitation obligations, Aboriginal cultural heritage, 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. Further details in regard to environmental and social sustainability risks are outlined in the Company's Sustainability Report included in the 2026 Annual Report.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1		The Company has an established Nomination and Remuneration Committee. The Committee Charter is available on the Company's

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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 (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.	PARTIALLY	website: (**https://catalystmetals.com.au/corporate-governance/**). From 30 June 2025 to 7 September 2025, the Nomination and Remuneration Committee comprised two non-executive directors, both of whom were assessed as independent directors during the year and one non-executive director who was not assessed as an independent director as outlined below. Given the composition of the Board at this time there was not another independent Director to be appointed to the Committee. • Robin Scrimgeour (Committee Chair and Independent Non-Executive Director) • David Jones (Independent Non-Executive Director); and • Bruce Kay (Non-Independent Non-Executive Director) From 8 September 2025 to 2 March 2026, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • David Jones (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). From 2 March 2026 to the date of this statement, the Committee comprised three members: • Anna Shave (Committee Chair and Independent Non-Executive Director); • Mark Connelly (Independent Non-Executive Director); and • Robin Scrimgeour (Independent Non-Executive Director). Accordingly, the Committee is chaired by an independent director and consists of a majority of independent directors.

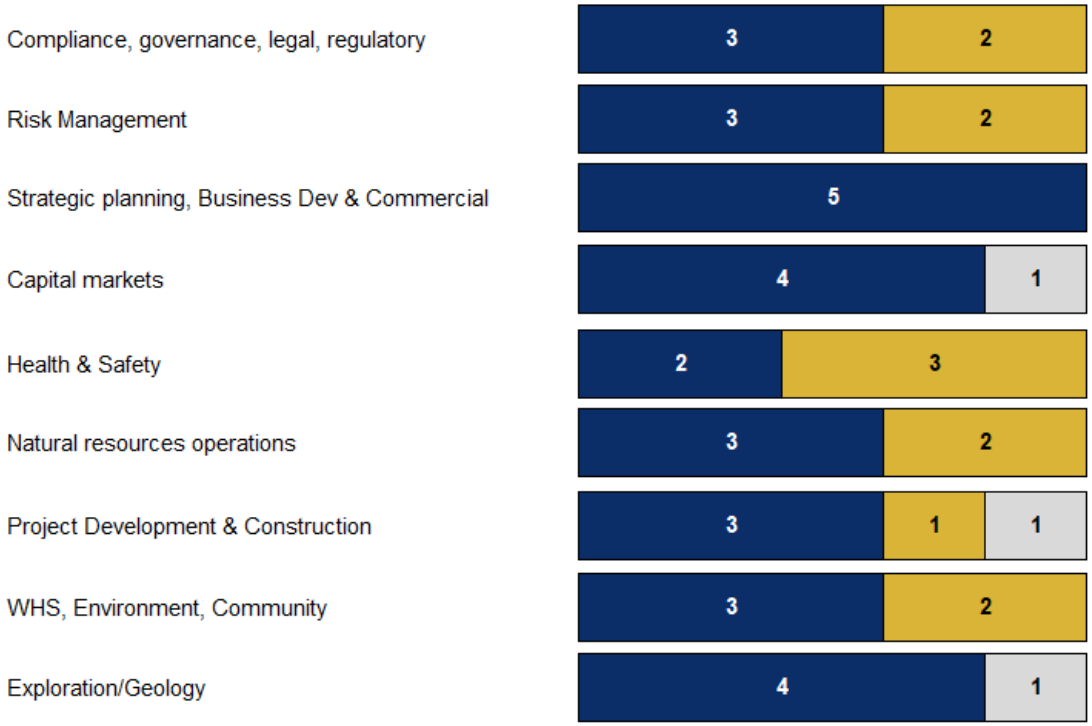
RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		Details of Board Committee meetings and member attendance are provided in the Directors' Report in the Annual Report.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive 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 makes specific recommendations in relation to compensation arrangements for executive and non-executive directors including with respect to all equity-based remuneration plans. The structure for the remuneration of non-executive directors and senior executives is separate and distinct. Non-executive directors are remunerated by way of fixed fees within the aggregate fee pool approved by shareholders and do not receive performance-based remuneration. Details of the Company's remuneration policies are set out in the Remuneration Report section of the 2026 Annual Report.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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