CORPORATE GOVERNANCE STATEMENT

MGX Resources Limited

30 September 2026

1. The Board and Corporate Governance

The Company's Board is committed to protecting and enhancing shareholder value and conducting the Company's business ethically and in accordance with high standards of corporate governance. In determining those standards, the Company has had reference to the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th Edition) ("**ASX Recommendations**") during the reporting period. The Company believes that its practices are substantially consistent with the ASX Recommendations and will continue to adapt its governance practices to be consistent with them and make changes as appropriate, having regard to the nature and scale of the Company's business.

A description of the Company's main corporate governance practices is set out below. These practices reflect the Company's existing corporate governance policies and are current as at 30 September 2026. This statement has been approved by the Board. Copies of the relevant Charters, Codes of Conduct and policies are available in the corporate governance section of the Company's website at: https://www.mgx.com.au/our-profile/corporate-governance/. A copy of the Company's values "The MGX Way" is available athttps://www.mgx.com.au/our-profile.

2. The Role of the Board and the Board Charter

The Board operates in accordance with the broad principles set out in the Company's Board Charter. The Board is responsible for guiding and monitoring the performance of the Company on behalf of Shareholders, to whom they are accountable. Day to day management of the Company's affairs and the implementation of corporate strategies and policy initiatives are delegated by the Board to the Chief Executive Officer and the senior executives as set out in the Board Charter.

The Board Charter sets out the powers and responsibilities of the Board, including:

- charting the direction of the Company, overviewing the development of a strategic plan, formulating and adopting policies and establishing financial objectives, and ensuring appropriate resources are available to management;
- monitoring the implementation of policies and strategies, and achievement of those financial objectives and performance against the strategic plan and budgets;
- monitoring compliance with control and accountability systems, regulatory requirements and ethical standards;
- ensuring the preparation of accurate financial reports and statements; and
- encouraging a culture that promotes ethical and responsible decision-making, compliance with legal responsibilities and transparency through effective and timely disclosure.

Specific powers reserved to the Board in the Board Charter include:

- appointing, removing and monitoring the performance of the Chief Executive Officer and Company Secretary, determining their terms and conditions of employment and ratifying other key executive appointments and planning for executive succession;
- setting the risk appetite for the business, together with reviewing and approving the risk management structure and ensuring management is operating with due regard to the financial, operational and strategic risk appetite set by Board;
- reviewing and approving internal control and compliance, codes of conduct and legal compliance;
- reviewing and approving financial and other reporting;
- reviewing and approving major capital expenditure, capital management and acquisitions and divestitures; and
- approving the issue of any shares, options or other securities in the Company.

A statement on Board and management functions, which sets out those matters reserved to the Board and the roles and responsibilities of senior management, is in the Board Charter.

3. Chief Executive Officer

The Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board and implementing the policies and strategy set by the Board. In carrying out his or her responsibilities, the Chief Executive Officer must:

- report directly to the Board;
- provide prompt and full information to the Board regarding the conduct of the business of the Company;
- comply with the reasonable directions of the Board; and
- have regard to the requirements of the ASX Listing Rules and expectations of stakeholders and the wider investment community.

The specific duties of the Chief Executive Officer are set out in the Board Charter.

4. Senior Management Team

Management is responsible for:

- implementing the strategic objectives, and instilling and reinforcing the Company's values, while operating within The MGX Way, codes of conduct, budget and with due regard to the risk appetite set by the Board;

- all other aspects of the day-to-day running of the Company provided those matters do not exceed the delegated authorities as approved by the Board from time to time; and

- providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities.

5. Conflict of Interest Policy

The Board has adopted a Conflict of Interest Policy which establishes a protocol under which each Director is required to disclose certain interests and advise the Board in circumstances where a potential conflict of interest may arise. The Conflict of Interest Policy also sets out the procedures to be followed where the Chairman determines that a Director's interest in a matter may result in a conflict of interest occurring.

The Operational Risk, Sustainability & Contracts Committee is comprised of independent Directors who oversee negotiations and disputes between the Company and its major shareholders regarding contractual matters such as offtake arrangements.

6. Board Composition

The Company has five Directors. All are Non-Executive Directors, including the Chairman.

Board composition, size and structure will be reviewed annually to ensure that the Non-Executive Directors between them bring the range of skills, knowledge and experience necessary to direct the Company. The skills, knowledge and experience which the Board considers to be particularly relevant include qualifications and experience in the areas of mining, engineering and project management, accounting and finance, commodities, mergers and acquisitions.

In September 2025 Mr Ding Rucai retired as a Non-Executive Director. Mr Ding was the former Chairman and executive Director of Shougang Fushan Resources Group Limited ("**Fushan**"), a substantial shareholder of the MGX, and part of a group of entities that held a controlling interest in a former major offtake customer of MGX. Fushan is expected to nominate a successor to Mr Ding as its representative on the Board of the Company once its internal decision-making processes are completed.

Outside of this, the Board is not considering the appointment of additional Directors at this time and considers that its current membership has an appropriate mix of the requisite skills, knowledge, experience and independence for current business needs.

The Board assesses the current skills of its Directors across a number of areas. The combined level of expertise held by the Board in relevant areas is represented in Board Skills Matrix table below.

Board Skills Matrix

= high level of expertise

= medium level of expertise

= low level of expertise

Skills	Experience level
Leadership • Managing Director or CEO equivalent leadership roles • Public listed company experience	
Governance • Understanding of corporate governance requirements of a public company • Corporate, finance and litigation related legal skills • Maintaining effective risk management and internal controls	
Operations • Exploration, mining and processing experience in commodities, including iron ore, copper, lead, zinc, gold and other based and precious metals • Project engineering related experience and delivery of small and large capital projects • Hard rock underground mining • Joint venture related operations	
Health, Safety, Community and Environment leadership responsibility • Experience with closure of major mining operations • Experience with driving safety performance improvements • Experience with environmental, heritage and community related issues in connection with mining and infrastructure arrangements	

• Understanding of climate change risks to business operations	
People • Experience with implementing strong organisational culture • Experience in people management and performance • Experience in remuneration assessment and arrangements	
Finance • Finance, accounting, risk management and audit related reporting experience • Experience in business analysis and financial forecasting • Experience in tax governance • Experience in capital market activities, including equity and debt raisings	
Sales and Marketing • Marketing and international commodity sales experience • Extensive industry knowledge of iron ore markets and relationship with China	
Business development • Mergers and acquisitions – domestic and international • Ability to develop and execute strategic plans • Investment analysis	
Systems and Innovation • Knowledge and experience with technology systems • Understanding of cyber risks and risk management	

The Board, with the assistance of the Nomination, Remuneration and Governance Committee ("**NRGC**"), regularly reviews its membership to ensure that it has the appropriate mix of skills and experience required to meet the needs of the Company. The Board operates in accordance with the principles set out in the Company's Procedure for Selection and Appointment of Non-Executive Directors.

When a Board position becomes vacant or additional Directors are required (excluding in the circumstances where a shareholder has a contractual right to appoint a nominee Director), if required external professional advisers may be engaged to assist with identifying potential candidates and to ensure that a diverse range of candidates is considered. The Company undertakes appropriate checks before appointing or putting forward a Director for election and shareholders will be provided with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a Director. This also includes in respect of any nominee Directors.

All Directors, excluding the Managing Director (if any), are required to retire and may stand for re- election by Shareholders, at the third Annual General Meeting (AGM) following their election or most recent re-election.

Details of skills, experience and relevant expertise for each Director in office, and the period for which each Director has held office, are set out in the Annual Report.

7. Director Independence

The ASX Recommendations define an independent Director as a Director who is free of any interest, position, association or relationship that might influence – or could reasonably be perceived to influence in a material respect – his or her capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party. The Board determines the independence of Directors.

As directed by the ASX Recommendations, the Board in assessing whether a Director is independent should take into account the following guidelines, in particular whether the Director:

- receives performance-based remuneration (including options or performance rights) from, or participates in, an employee incentive scheme of the entity;
- represents, or is or has been within the last 3 years, an officer or employee of, or professional adviser to, a substantial shareholder of the Company;
- is employed, or has previously been employed in an executive capacity by the Company or another group member, and there has not been a period of at least 3 years between ceasing such employment and serving on the Board;
- is or has been, within the last 3 years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or other group member, or is an officer of, or otherwise associated with, someone with such a relationship;

- has close personal ties with any person who falls within any of the categories described above; or

- has been a Director of the entity for such a period that his or her independence from management and substantial shareholders may have been compromised.

The Board has now determined that four of the five Directors currently in office (Jones, Dougas, and Bird, and Delfabbro) are independent. The Board notes that Mr Jones is an independent non-executive Director of Allied Group Limited which is a substantial shareholder of MGX. As a consequence of this, Mr Jones does not meet the second criteria above when assessing whether a Director is independent. The applicable ASX Recommendation provides that where any of the specific criteria are not met, but the Board still forms the view a particular Director is "independent", then the reason for forming that view should be explained. The Board does not consider that Mr Jones' role as a Director of Allied Group Limited would influence, or could reasonably be perceived to influence, in any material respect, his capacity to bring an independent judgment to the Board. In particular, the Board gives weight to the fact that Mr Jones is an independent non-executive Director of Allied Group Limited and has no financial interest in this company beyond Director fees. Furthermore, at a practical level, the independent Directors are satisfied that he has a high level of integrity when making Board decisions and that such decisions are made with independent judgment for the longer-term benefit of all shareholders and not particular substantial shareholder interests. Mr Jones is a highly valued member of the Board.

Having reference to the above factors, the Board has determined that Mr Brett Smith is not classified as independent. Mr Brett Smith, is a nominee of APAC Resources Limited, which is a substantial shareholder and holds a controlling interest in an offtake customer of MGX.

The length of service of each current Director is as follows:

- Mr Brett Smith: 18 months
- Mr Simon Bird: 14 years
- Mr Alan Jones: 20 years
- Prof. Paul Dougas: 14 years
- Ms Evian Delfabbro – 3 years

8. Chairman and Lead Independent Director

Mr Smith, a nominee of MGX's major shareholder, APAC Resources Limited, is Chairman and was appointed with the full support of the Board.

Mr Smith is considered a non-independent Director under ASX Recommendations. The ASX Recommendations suggest an independent Chair is preferable. The Board does not consider that independence of the Chair is essential in light of the objectives and current strategy of the Company and particularly where the Board has a majority of independent Directors.

However, in recognition of the ASX Recommendations, the Company has enhanced its corporate governance structure in a way consistent with ASX guidelines by appointing a Lead Independent Director. The role of the Lead Independent Director is to manage any actual or perceived conflict situations that might arise with having a non-independent Director as Chair. The Lead Independent Director currently appointed is Mr Simon Bird, who was appointed as an independent Director of MGX in February 2012 and is also Chairman of the Audit and Financial Risk Committee.

Furthermore, as discussed above in Sections 5 and 15, the Board has also established the ORS&CC which is comprised of independent Directors to oversee not only operational risk and sustainability matters but also negotiations and the resolution of disputes (if any) between the Company and its major shareholders and related entities regarding contractual matters such as offtake arrangements. This Committee oversees any contractual relationships with APAC Resources Limited.

9. Company Secretary

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 role and responsibilities of the Company Secretary are set out in the Board Charter which is available on the Company's website.

10. Terms of Appointment

The Company has signed letters of appointment with each of its Directors consistent with the ASX Recommendations. The Company has written agreements with each of its senior executives setting out the terms of their appointment. The letters of appointment set out matters such as term of appointment, remuneration and other entitlements, time commitment expectation, requirements to disclose any conflicts of interests, when Directors may seek independent professional advice at the expense of the Company, and other matters. These agreements, together with the Company's various Charters and Policies, make clear each individual's roles and responsibilities.

11. Directors' Access to Independent Advice

The Company recognises that, from time to time, a Director may need to obtain independent expert advice in order to discharge that Director's duties. Any reasonable expenses incurred in obtaining that advice will be met by the Company, provided advance approval is obtained in accordance with the Board Charter. This approval is not to be unreasonably withheld.

12. Professional Development of Board Members

The Company has put in place induction procedures for new Directors of the Company and its controlled entities (see Induction Procedures for New Board Appointees). A copy of the induction procedures is available on the Company's Website. In addition to these procedures, the Company provides appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

13. Language Differences

Any Board member who is not fluent in English is able to use the services of a translator to assist with Board communications. Where necessary, all Board papers and relevant periodic reports are

provided to the translator at the same time as the relevant Board member so that the papers can be translated prior to the Board meeting for the Board member's benefit. The translator is invited to attend the Board meeting and communicate the Board member's comments, suggestions and decisions as needed.

14. Board Meetings

The Board meets at least 6 times each year, and full Board meetings are usually held every 2 months. Meetings are convened outside the scheduled dates to consider issues of importance that arise from time to time. Board members are encouraged to visit MGX's operations at least once per year. The Board has established a number of Committees to support the Board function.

Directors' attendances at Board and Committee meetings are detailed in the Annual Report.

15. Board Committees

The Board has established an Audit and Financial Risk Committee, a Nomination, Remuneration and Governance Committee, and an Operational Risk, Sustainability and Contracts Committee.

Audit and Financial Risk Committee ("AFRC")

The AFRC is governed by the Audit and Financial Risk Committee Charter. The AFRC is currently comprised of Mr Simon Bird, Mr Alan Jones and Ms Delfabbro. Mr Bird is currently the Chair of the AFRC. The AFRC usually meets 4 times during a financial year. Committee members' attendance at AFRC meetings is detailed in the Annual Report.

The AFRC's overall role is to assist the Board in fulfilling its responsibilities for the Company's financial reporting and audit, internal control and financial risks.

The AFRC's specific responsibilities include:

- Assisting the Board to meet its oversight responsibilities in relation to:

  (i) the Company's financial reporting obligations;

  (ii) compliance with legal and regulatory requirements in relation to financial matters, including accounting standards;

  (iii) financial internal control structure;

  (iv) financial risk management procedures;

  (v) ensure management is operating with due regard to the financial risk appetite set by the Board;

  (vi) the internal audit function where operational; and

  (vii) external audit functions.

- Oversee the Company's relationship with the internal and external auditors (as applicable) and those audit functions generally;
- Oversee the preparation of the financial statements and reports to ensure that they are fair and accurate and comply with the requirements of the Corporations Act and the applicable accounting standards;
- Monitor the Company's financial controls and systems to ensure that they are in place and operating effectively; and
- Manage the Company's processes of identifying and managing financial risk and review the Company's effectiveness in doing so.

The Chief Executive Officer, Chief Financial Officer, internal and external auditor (as applicable) normally attend AFRC meetings however there are occasions where there are meetings just between the auditor and Committee members.

Information on the procedures for selection and appointment of the external auditor, and for the rotation of external audit engagement partners, is set out in the Company's External Audit Policy.

Nomination, Remuneration and Governance Committee ("NRGC")

The NRGC is governed by the Nomination, Remuneration and Governance Committee Charter. The NRGC is currently comprised of Mr Alan Jones, Professor Paul Dougas and Mr Smith. Mr Jones is currently the Chair of this Committee.

The NRGC has a formal charter and usually meets at least 4 times during a financial year. A copy of the Charter is located on the Company's website. Committee members' attendance at NRGC meetings is detailed in the Annual Report.

The NRGC's specific responsibilities include:

- reviewing and recommending to the Board the size and composition of the Board;
- reviewing and recommending succession plans to the Board;
- recommending prospective candidates for appointment to the Board;
- recommending and assisting in the implementation of the process for Board and Director evaluation;
- making recommendations to the Board on remuneration of Directors and senior executives;
- ensuring the performance of the Chief Executive Officer is reviewed by the Chairman as provided in the Remuneration Policy;
- developing the Company's Diversity Policy and related targets and objectives; and

- review and implementation of corporate governance policies.

Details of the structure of Directors' and senior executives' remuneration are set out in the Directors' Report.

Operational Risk, Sustainability and Contracts Committee (***"ORS&CC"***)

The ORS&CC is comprised of independent Directors. This includes Professor Paul Dougas, Mr Simon Bird, and Ms Evian Delfabbro. Professor Dougas is the Chair of this Committee.

The ORS&CC has a formal charter and usually meets at least 4 times during a financial year depending upon operational requirements. Committee members' attendance at ORS&CC meetings is detailed in the Annual Report.

The ORS&CC's specific responsibilities include:

- assisting the Board to monitor and understand the Company's business and operations so as to assess whether operating risks and sustainability actions are being managed;
- monitoring operational risks and sustainable performance associated with occupational health and safety, environment, climate change, development, community and stakeholder relationships, modern slavery, human resources management and optimisation, legal and regulatory compliance, geological resources and reserves, mining, geotechnical, transport and infrastructure, marketing and business risk, and cyber-security risks;
- reviewing and reporting to the Board as to whether the risk management program is operating effectively, including identification of risk, management of risks, remedial actions for areas of weakness, and auditing processes;
- ensuring management is operating with due regard to the operational risk appetite set by the Board;
- overseeing the work of management in managing and resolving major contract negotiations and disputes, in particular regarding sales agreement matters arising as between the Company and substantial shareholders, and other relevant entities where the Board considers a conflict of interest may arise;
- engaging with substantial shareholders to ensure there is a common understanding of the relationship and business dealings; and
- handling all matters in a balanced and sensitive manner with proper regard to the overall best interests of the Company and all shareholders.

16. Corporate Reporting

The Chief Executive Officer and Chief Financial Officer have made the following declarations to the Board with respect to the FY2026 accounts:

- that the financial records of the Company have been properly maintained;
- that the financial statements and notes give a true and fair view of the financial position and performance of the Company and consolidated group and comply with the Corporations Act 2001 and relevant accounting standards; and
- that the above statements are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

These declarations are also given in respect of half yearly reports.

17. Integrity of Reporting

The Chief Executive Officer, in conjunction with the senior management team and Company's auditors as required, has primary responsibility to review and verify the accuracy and integrity of all Company periodic reports prior to release to the market. Final approval for release of all periodic reports ultimately rests with the Board.

18. Securities Dealing Policy

The Company has a policy imposing restraints on Directors and Key Management Personnel dealing in the Company's securities (see Policy on Key Management Personnel Dealing in Securities). The policy is aimed at minimising the risk of Directors and Key Management Personnel contravening insider trading laws, ensuring the Company is able to meet its reporting obligations under the ASX Listing Rules and increasing transparency with respect to trading in the Company's securities by Directors and Key Management Personnel.

Under the policy, Key Management Personnel must not at any time engage in short-term trading in securities of the Company. Executives are also prohibited from entering into arrangements to protect the value of unvested entitlements under equity-based remuneration plans.

19. Indemnities

The Company has entered into deeds of access, indemnity and insurance with each Director and Executive. These deeds provide:

- rights of access to Company documentation;
- rights of indemnification against liability arising from conduct of the Company's business; and
- commitments that the Company will provide Directors' and officers' liability insurance coverage,

subject in all cases to limitations imposed by law.

20. Directors' and Senior Executives' Performance Evaluation and Remuneration

During the reporting period the Board continued its formal process for evaluating the performance of the Board, its Committees and individual Directors. The performance evaluation process is normally completed by September each year. The process for review involved Board members responding to a series of questions and those answers being compiled into a report so as to identify areas of strength and weakness with the objective of improving the overall performance of the Board. The evaluation process involved questions directed at both individual and Board performance. The review for 2025/2026 commenced during September 2026 and the outcome of review inputs to be discussed at the next Board meeting in November 2026.

In conjunction with the Chief Executive Officer, the NRGC annually evaluates the performance of senior executives against both financial and non-financial, corporate and individual performance measures. For the reporting period, the NRGC undertook a review of the Chief Executive Officer and all the senior executives against these performance measures. The review for 2025/2026 was completed in June 2026. Further information about the performance measures are detailed in the remuneration report contained within the Annual Report.

The Company's Remuneration Policy sets out the Company's policies and practices regarding remuneration of Directors and senior executives.

21. Continuous Disclosure, Shareholder Communications and Investor Relations

The Company has established a Continuous Disclosure and ASX Announcements policy, identifying the procedure for executives to manage disclosure of material price sensitive information and reporting that information to the Company Secretary for review. The Company Secretary, together with support from the senior management, has primary responsibility for ensuring that all ASX disclosure requirements are met. Board members are given an opportunity to review and approve material ASX announcements prior to release and after release the relevant announcement is circulated to the Board.

The Company releases all new and substantive investor analyst presentations onto the ASX ahead of the presentation.

The Company has also adopted a Shareholder Communications policy in order to promote effective communication with shareholders and encourage participation at the Company's annual general meeting. Separately, senior management undertake investor relations activities to ensure effective two-way communications with existing and potential future investors. Such communications are managed in way that is consistent with the Company's ASX disclosure obligations.

Shareholders may elect to receive Company reports by mail or e-mail, and similar options exist for communications with the Company's share registry, Computershare. Shareholders can send communications to the Company and share registry electronically.

The Company has adopted a practice of requiring all substantive shareholder resolutions to be decided by a poll rather than by a show of hands.

22. Risk Management

The Company recognises that there are multiple risks inherent in everything it does, including financial, operational, safety, legal and compliance, geotechnical, and environmental risks, including loss of opportunities, all of which may impact the success of the business.

The Company is committed to developing and maintaining a risk management system that effectively identifies and controls all areas of substantial risk to the business.

The Company is committed to ensuring risk management is integrated across the business. This risk management extends to considering contemporary risks such as unethical or unlawful behaviour, digital disruption, cyber-security risk, privacy and data breaches, sustainability, climate change and modern slavery.

The key elements of the Company's Risk Management Policy include:

- identifying and ranking key business risks based on approved risk ranking criteria;
- developing policies and procedures to identify, manage, control and report key risks;
- acknowledging that due regard must be had to the risk appetite set by the Board;
- providing for remedial action and auditing process;
- having adequate crisis management and business continuity plans;
- insurance programs to transfer residual risk; and
- reporting to the Board of high-level risks.

The Board has delegated responsibility to the AFRC (financial risks) and ORS&CC (operational and other risks) to review and report to the Board that:

- the Company's ongoing risk management program has effectively identified all areas of material business risk during the financial year;
- adequate policies and procedures have been designed and implemented to manage identified risks;
- management is operating with due regard to the risk appetite set by the Board:
- a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and
- proper remedial action is undertaken to redress areas of weakness.

The relevant committees have reviewed the Company's risk management framework and have reported on the above periodically during the current financial year.

The Company has in place specific policies and programs addressing certain strategic, financial, operational and compliance risks. Comprehensive reports addressing each of these areas are provided regularly to management and the Board. Controls are in place to ensure that the Company's risks are managed effectively, and the integrity of its financial reporting is preserved, including:

- an annual budgeting process with at least monthly reporting against performance targets;
- Board-approved delegated authority limits that set out authority levels for expenditure and commitments for different levels of management within the Company;
- a Financial Risk Management Policy and an Investment Policy, which establish a risk management framework and procedures for the effective management of the Company's financial risks, including management of investment of surplus cash and foreign currency;
- a capital approval process that controls the authorisation of capital expenditure and investments; and
- a crisis and emergency management system designed to address emergencies at any of the Company's operating sites.

The Board reviewed the risk management system during the 2026 reporting period and has satisfied itself that the risk management system continues to be sound and that the business is operating with due regard to the risk appetite set by the Board.

23. Environmental and Social Risks

The Company publishes a detailed annual Sustainability Report which is available on the Company's website. The 2026 Sustainability Report will be available in November 2026 and will provide a high-level overview of the Company's different environmental and social risks and how the Company manages those particular risks and the resources dedicated to doing so.

Environmental risks

MGX faces a number of environmental risks with its mining operations. Key environmental risks arise with ensuring effective implementation of closure and rehabilitation plans, controls over land clearing, prevention of fuel spills, marine damage, and controls over dust emissions, noise emissions, effluent and waste. Management plans and controls are in place to manage each of these risks.

Climate change

Looking forward, MGX recognises that the climate is changing, and this will be an important risk to consider as its business grows. MGX is committed to contributing to global efforts to combat climate change.

MGX accepts the scientific consensus expressed by the Intergovernmental Panel on Climate Change that continued emissions of greenhouse gases resulting in warming above 2° Celsius, relative to the pre-industrial period, could lead to catastrophic economic and social consequences. MGX supports the intent of the Paris Agreement to limit global warming to less than 2° Celsius above pre-industrial levels and the more recent 2021 Glasgow Climate Pact to limit global warming to less than 1.5° Celsius above pre-industrial levels.

MGX acknowledges that the response to climate change threats will require engagement and collaboration with Government, the community and industry, to develop economically sustainable measures in reducing global carbon emissions to internationally agreed levels.

MGX has undertaken a risk review of the transitional and physical risks arising from climate change impacting its business, focussing on risks connected to regulatory changes, changes in product demand, reputational damage, directors duties, increased operating costs, impact of severe weather events and rising sea levels.

Within the time frame of MGX's remaining involvement at Koolan Island and longer term involvement in the Central Tanami Gold Project, MGX considers that it may potentially be exposed to the introduction of carbon taxes, but in terms of physical risks it does not anticipate any substantial increase to the climate change risks it already faces and has factored into its operations adaptation to climate changes, particularly to increased cyclonic weather. The impact of climate change risks remains an important consideration with any growth strategy beyond existing operations.

More detailed discussion of MGX's response to climate change risks are provided in its 2025 Sustainability Report and will be updated in MGX's 2026 Sustainability Report.

Social risks

MGX recognises that mining operations may impact local communities as well as the health and safety of its employees and contractors. In addition, it is recognised that the mining industry, although heavily regulated, remains exposed to risks associated with modern slavery whether in existing mining operations or those of suppliers, and other conduct that may lead to human conflict, crime or corruption, mistreating employees, customers or suppliers.

MGX manages these risks through its various codes of conduct, policies and procedures guiding employees and contractors to act responsibly in accordance with the MGX Way in respect of matters relating to workforce health and safety, the environment and local communities. MGX has an active program of education, training and reporting within its business. More extensive disclosure on social and sustainability risks, and MGX's response to those risks, is provided in the 2025 Sustainability Report and will be updated in the 2026 Sustainability Report to be released later in the year. Management of risks around modern slavery are detailed in its Modern Slavery Policy and its updated Modern Slavery Statement due to be lodged by the end of 2026.

24. Auditors

The external auditor attends the annual general meeting and is available to answer shareholder questions about the conduct of the audit, the preparation and content of the auditor's report and the independence of the auditor in relation to the conduct of the audit.

Shareholders also have a right to submit written questions to the external auditor (via the Company) in advance of the annual general meeting, in relation to the contents of the audit report or the conduct of the audit for the relevant year.

The Company uses the services of separate external professionals for the provision of independent advice in respect of taxation, stamp duty and treasury investment matters. When the internal audit function has been operational, the Company has used the services of an audit group that is independent to the external auditor.

Internal Audit function

The Company's internal audit function is currently suspended. The Company reviews risks related to its governance and internal controls, on an "as needed" basis, with changes to governance, internal processes and controls being made by management as appropriate. From a financial and accounting perspective, controls are reviewed on an ongoing basis, and are focussed primarily on those areas including daily movement of cash balances and cash investments, sales receivables and letters of credit, inventory control systems for ore stockpiles and consumables, authorisation controls around asset purchases, registers and maintenance procedures, annual impairment testing of stockpiles and mine properties, use of external tax advisors and updating of tax-effect accounting entries at each balance date, accounting systems to track and manage trade creditors and accruals, monthly reconciliation of equipment hire leases, periodic tracking of provisions for employee entitlements and rehabilitation, and ongoing legal review of major contracts.

25. Ethical Standards and Conduct

The Company has developed and published a statement of values known as "The MGX Way" and an Employee Code of Conduct providing a framework of principles for conducting business and dealing with stakeholders. Employees are required to perform and act with integrity, fairness and in accordance with the law and to avoid real or apparent conflicts of interest. In addition, the Company has also established a Board Code of Conduct for Directors, which establishes guidelines for their conduct in carrying out their duties. Copies of The MGX Way and Codes of Conduct are located on governance section of the Company's website. In addition to these Codes, the Company has a Whistleblower Policy and an Anti-Bribery and Corruption Policy that enhances the focus on fair and ethical behaviour. The Company has introduced an independent online reporting platform known as Safe2Say to support the Whistleblower policy and enable people to report unacceptable behaviour safely and anonymously.

26. Diversity

The Company wishes to be recognised as an organisation that welcomes diversity and is committed to equality at all levels. The Company has an established a Diversity policy that extends to include, diversity in gender, age, ethnicity, cultural backgrounds, sexual orientation, gender identity, disabilities, religious beliefs, marital or family status, socio-economic background, perspective and experience.

The Board has set measurable objectives for achieving gender diversity during the period in accordance with the diversity policy and these are provided in the table below, together with performance.

Gender Diversity Targets - Measurable objectives

Measurable Objective	Target FY2026	Actual FY2026	Comments
Female employees in MGX	25%	29.2% (FY2025 – 29.08%)	Above MGX target. Result is above the reported mining industry average of 22% as reported by WGEA in respect of metal ore mining companies of similar size. The result is below the mining industry average of 30% for all sizes of employers in the industry, (based on WGEA website data as at 8 June 2026)
Female employees in executive and senior management* roles	25%	37.5% (FY2025 – 32.14%)	Above MGX target. Result is above the reported mining industry average for Key Management Personnel and Senior Managers of 31% reported by WGEA in respect of metal ore mining companies of similar size. The result is also above the mining industry average of 28% for all sizes of employers in the industry, (based on WGEA website data as at 8 June 2026)
Female members on the Board	1	1 (FY2025 – 1)	MGX's diversity level of 20% is below the level for all employers for all sizes in the industry, which was 35% (based on WGEA website data as at 8 June 2026)

** Senior management - includes all managers with responsibility for decisions that impact the business at a safety, environmental, operational, financial, or legal level.*

The Board recognises that under the ASX Recommendations it is recommended that the Board set a 30% gender diversity target over a specified period for ASX300 companies, albeit MGX is not an ASX 300 company at this time. The Board understands the importance and benefits of diversity and in August 2023 appointed Ms Delfabbro to the Board, a highly experienced female executive in the commercial property, mining and construction sectors, and professional qualifications in engineering, commerce and law. Ms Delfabbro's appointment adds to the diversity of the Board but equally importantly expands the level of commercial experience on the Board and input towards the strategic direction of the Company.