

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

|                   |
|-------------------|
| Vita Resources NL |
|-------------------|

ABN/ARBN

|                |
|----------------|
| 19 147 948 883 |
|----------------|

Financial year ended:

|                  |
|------------------|
| 31 December 2025 |
|------------------|

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website:

<https://vitaresources.au/company/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 27 March 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 27 March 2026

Name of authorised officer authorising lodgement: John Ribbons, Company Secretary

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<sup>1</sup> “Corporate governance statement” is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council’s recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity’s corporate governance statement. They serve different purposes, and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes “OR” at the end of the selection and you delete the other options, you can also, if you wish, delete the “OR” at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation                             |   | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:                        | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>  |
|---|---|---|---|
| <b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b> |   |   |   |
| 1.1   | A listed entity should have and disclose a board charter setting out:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.   | <input checked="" type="checkbox"/><br>and we have disclosed a copy of our board charter at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable |
| 1.2   | A listed entity should:<br>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and<br>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable |
| 1.3   | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.   | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable |
| 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.   | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable |

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (e.g., “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (e.g., “www.entityname.com.au/corporate-governance/charters”).

<sup>5</sup> If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation   | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:   | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>  |
|---|--|---|
| <p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p> | <p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a></p> <p>and we have disclosed the information referred to in paragraph (c) at: our Corporate Governance Statement</p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p> |
| <p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees, and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>   | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> and in our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement</p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>            |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation |   | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:  | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>   |
|---|---|---|--|
| 1.7   | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> and in our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation                            | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:  | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>   |   |
|--|---|--|---|
| <b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b> |   |  |   |
| 2.1  | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence, and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Company's 2025 Annual Report at <a href="https://vitaresources.au/investors/financial-reports/">https://vitaresources.au/investors/financial-reports/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p> |
| 2.2  | <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>  | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: our Corporate Governance Statement</p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>            |
| 2.3  | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation, or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>  | <p><input checked="" type="checkbox"/></p> <p>our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement and the length of service of each director at: our Corporate Governance Statement and the Company's 2025 Annual Report at <a href="https://vitaresources.au/investors/financial-reports/">https://vitaresources.au/investors/financial-reports/</a></p>  | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p>   |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation   |   | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:                                   | Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>  |
|---|---|--|--|
| 2.4   | A majority of the board of a listed entity should be independent directors.   | <input type="checkbox"/>   | <input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable |
| 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.   | <input type="checkbox"/>   | <input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable |
| 2.6   | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | <input checked="" type="checkbox"/>  | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable            |
| <b>PRINCIPLE 3 - INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b> |   |  |  |
| 3.1   | A listed entity should articulate and disclose its values.  | <input checked="" type="checkbox"/><br>and we have disclosed our values at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>                             | <input type="checkbox"/> set out in our Corporate Governance Statement   |
| 3.2   | A listed entity should:<br>(a) have and disclose a code of conduct for its directors, senior executives, and employees; and<br>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.   | <input checked="" type="checkbox"/><br>and we have disclosed our code of conduct at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>                    | <input type="checkbox"/> set out in our Corporate Governance Statement   |
| 3.3   | A listed entity should:<br>(a) have and disclose a whistleblower policy; and<br>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.   | <input checked="" type="checkbox"/><br>and we have disclosed our whistleblower policy at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>               | <input type="checkbox"/> set out in our Corporate Governance Statement   |
| 3.4   | A listed entity should:<br>(a) have and disclose an anti-bribery and corruption policy; and<br>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.   | <input checked="" type="checkbox"/><br>and we have disclosed our anti-bribery and corruption policy at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> | <input type="checkbox"/> set out in our Corporate Governance Statement   |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation                       | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:   | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>   |  |
|---|--|--|--|
| <b>PRINCIPLE 4 - SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b> |  |  |  |
| 4.1   | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Company's 2025 Annual Report at <a href="https://vitaresources.au/investors/financial-reports/">https://vitaresources.au/investors/financial-reports/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.2   | <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>   | <p><input checked="" type="checkbox"/></p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p>            |
| 4.3   | <p>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.</p>  | <p><input checked="" type="checkbox"/></p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p>            |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|---|---|
| <b>PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE</b>    |   |   |   |
| 5.1   | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.  | <input checked="" type="checkbox"/><br>and we have disclosed our continuous disclosure compliance policy at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>                                   | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| 5.2   | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.   | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| 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. | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| <b>PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS</b> |   |   |   |
| 6.1   | A listed entity should provide information about itself and its governance to investors via its website.  | <input checked="" type="checkbox"/><br>and we have disclosed information about us and our governance on our website at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>                        | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| 6.2   | A listed entity should have an investor relations program that facilitates effective two-way communication with investors.  | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| 6.3   | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.  | <input checked="" type="checkbox"/><br>and we have disclosed how we facilitate and encourage participation at meetings of security holders at:<br><a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| 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.   | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement  |
| 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.                                  | <input checked="" type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement  |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|--|---|--|
| <b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b> |  |   |  |
| 7.1  | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Company's 2025 Annual Report at <a href="https://vitaresources.au/investors/financial-reports/">https://vitaresources.au/investors/financial-reports/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 7.2  | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>  | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>our Corporate Governance Statement</p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p>            |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation |   | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:   | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup> |
|---|---|--|--|
| 7.3   | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p> | <p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>our Corporate Governance Statement</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p>  |
| 7.4   | <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>  | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>our Corporate Governance Statement</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>our Corporate Governance Statement</p>  | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p>  |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation            | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:   | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>  |   |
|--|--|---|---|
| <b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b> |  |   |   |
| 8.1  | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(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.</p> | <p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) at: the Company's 2025 Annual Report at <a href="https://vitaresources.au/investors/financial-reports/">https://vitaresources.au/investors/financial-reports/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p> | <p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>   |
| 8.2  | <p>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.</p>  | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>the Company's 2025 Annual Report at <a href="https://vitaresources.au/investors/financial-reports/">https://vitaresources.au/investors/financial-reports/</a></p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>  |
| 8.3  | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>   | <p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a></p>   | <p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p> |

## Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation                                    |   | Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>  |
|--|---|--|---|
| <b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>             |   |  |   |
| 9.1  | A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.                         | <input type="checkbox"/><br>and we have disclosed information about the processes in place at:<br>.....<br>[insert location]   | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable  |
| 9.2  | A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.  | <input type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b><br><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable   |
| 9.3  | A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.   | <input type="checkbox"/>   | <input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b><br><input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable<br><input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable |
| <b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b> |   |  |   |
| -  | <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i><br>The responsible entity of an externally managed listed entity should disclose:<br>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and<br>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements. | <input type="checkbox"/><br>and we have disclosed the information referred to in paragraphs (a) and (b) at:<br>.....<br>[insert location]  | <input type="checkbox"/> set out in our Corporate Governance Statement  |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

This Corporate Governance Statement sets out the extent to which Vita Resources NL ACN 147 948 883 (the **Company**) has followed the 4<sup>th</sup> edition of the Corporate Governance Principles and Recommendations (**ASX Recommendations**) set by the ASX Corporate Governance Council for the 12-month reporting period to 31 December 2025. This Corporate Governance Statement is current as at 27 March 2026 and has been approved by the Board of the Company as comprised on that date of Gavin Rutherford (Non-Executive Chairman), Keith Ross (Non-Executive Director) and Raymond Muskett (Non-Executive Director). The Company's corporate governance policies are available on the Company's website at <https://vitaresources.au/company/corporate-governance/>.

|  | ASX Recommendation  | Compliance             | Further information / explanation  |
|--|---|------------------------|--|
| <b>Principle 1 - Lay solid foundations for management and oversight</b>  |   |                        |  |
| A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance. |   |                        |  |
| <b>1.1</b>   | A listed entity should have and disclose a board charter setting out:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.   | (a) Yes<br><br>(b) Yes | The Board Charter details the functions and responsibilities of the Board and management, including matters reserved for the Board. The Board Charter is included in the Corporate Governance section on the Company's website here, <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> .   |
| <b>1.2</b>   | A listed entity should:<br>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and<br>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | (a) Yes<br><br>(b) Yes | During the year the Company has constituted separate Nomination and Remuneration Committees to fulfil the roles stipulated in the Nomination, Remuneration and Human Resources Committee Charter, which is included in the Corporate Governance section on the Company's website.<br><br>The role of the Nomination Committee is to identify and recommend candidates to fill casual vacancies and to determine the appropriateness of director nominees for election to the Board.<br><br>The Nomination, Remuneration and Human Resources Committee Charter requires the Nomination Committee to make appropriate background checks prior to appointment as a director and to consider relevant factors before recommending a candidate for election or re-election as a director. The Nomination Committee must identify and recommend candidates only after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidate can contribute to the strategic direction of the Company.<br><br>All material information relevant to whether or not to elect or re-elect a director is provided to the Company's shareholders as part of the Notice of Meeting and explanatory statement for the relevant meeting of shareholders which addresses the election or re-election of a director. Such information includes the individuals' professional biography and whether the Board supports the appointment or re-election of the person. |
| <b>1.3</b>   | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.   | Yes                    | In accordance with the Board Charter, the appointment of any new director of the Company and each senior executive will be made by, and in accordance with, a formal letter of appointment or services agreement setting out the key terms and conditions relevant to that appointment.  |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

|     | ASX Recommendation  | Compliance                                 | Further information / explanation   |
|-----|---|--|---|
|     |   |  | Each Non-Executive Director has signed a letter of appointment. Each Executive Director has signed an executive service agreement, which is updated to reflect current industry practices where required.   |
| 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  | <p>The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.</p> <p>Details of the Company Secretary's duties and responsibilities are contained in Clause 8 of the Board Charter.</p> <p>The advice and services of the Company Secretary is available to all Directors and Committees.</p>   |
| 1.5 | <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p style="margin-left: 20px;">(i) the measurable objectives set for that period to achieve gender diversity;</p> <p style="margin-left: 20px;">(ii) the entity's progress towards achieving those objectives; and</p> <p style="margin-left: 20px;">(iii) either:</p> <p style="margin-left: 40px;">(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</p> <p style="margin-left: 40px;">(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.</p> <p>If the entity was in the S&amp;P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p> | <p>(a) Yes</p> <p>(b) No</p> <p>(c) No</p> | <p>The Company has adopted a Diversity Policy which is included in the Corporate Governance section on the Company's website.</p> <p>The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. The Board has not yet adopted any measurable objectives for achieving general diversity at the Company but will review the need for measurable objectives on a regular basis.</p> <p>The Company currently has no employees (excluding directors), hence the proportion of women employees is not applicable.</p> <p>There are currently no women in senior executive positions or on the Board.</p> |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

|  |  |   |   |
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| <b>1.6</b>   | A listed entity should:<br><br>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and<br><br>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process during or in respect of that period.  | <br><br>(a) Yes<br><br>(b) Yes                            | The Company has a Performance Evaluation Policy, which is available on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> . This policy sets out the Company's process for evaluating the performance of the board, its committees, and individual directors.<br><br>The formal assessment processes may consist of using a questionnaire, an individual meeting with the Chair, or the use of an independent third-party consultant to facilitate the assessment.<br><br>A formal board performance review was not undertaken in the reporting period.   |
| <b>1.7</b>   | A listed entity should:<br><br>(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and<br><br>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.  | <br><br>(a) Yes<br><br>(b) Yes                            | The Company has a Performance Evaluation Policy, which is available on the Company's website. This policy sets out the Company's process for evaluating the performance of its senior executives.<br><br>Employee numbers during the 2025 financial year were limited to less than 5 and at most times during the year were 1 (including the Executive Director).<br><br>Given the limited employee numbers, performance evaluation is a process undertaken informally. Staff matters (including performance) are discussed at each board meeting.  |
| <b>Principle 2 - Structure the board to be effective and add value</b>   |  |   |   |
| The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value. |  |   |   |
| <b>2.1</b>   | The board of a listed entity should:<br><br>(a) have a nomination committee which:<br><br>(i) has at least three members, a majority of whom are independent directors; and<br><br>(ii) is chaired by an independent director;<br><br>and disclose:<br><br>(iii) the charter of the committee;<br><br>(iv) the members of the committee; and<br><br>(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<br><br>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. | <br><br>(a)(i) No<br><br>(a)(ii) No<br><br>Yes<br><br>N/A | At the beginning of the reporting period the Company had a Nomination, Remuneration and Human Resources Committee, governed by the Nomination, Remuneration and Human Resources Committee Charter. A copy of the Committee Charter is available on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> .<br><br>The Committee was comprised of Committee-Chair Sam El-Rahim (independent director), David Nolan and Ross Landles (both considered not independent) until 6 May 2025 when Messrs El-Rahim and Nolan resigned and the Company did not have a Committee during the period of management changeover. On 16 September 2025 a new Nomination Committee was constituted consisting of Committee-Chair Raymond Muskett, and fellow non-executive directors Gavin Rutherford and Keith Ross. No members of the new Committee are considered independent directors.<br><br>Given the Board only has 3 members and no management team, it is satisfied that, at this stage of the Company's size, operations and complexity, the composition of the Committee has reflected an appropriate balance of independence, skills, and experience for the Company however this will continue to be reviewed.<br><br>The qualifications, experience, and attendance of the members of the Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report). |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

| 2.2                  | A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.  | Yes  | <p>Collectively, the Board has an extensive range of commercial skills and other relevant experience which are vital for the effective management of the business. Board members, all of whom are directors of other ASX-listed companies, together have a combination of experience in the following business areas:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Commercial</td> <td>Business development</td> </tr> <tr> <td>Corporate Governance</td> <td>Risk management</td> </tr> <tr> <td>Legal</td> <td>Mineral exploration</td> </tr> <tr> <td>Investor relations</td> <td>Geographic experience</td> </tr> <tr> <td>Capital raising</td> <td>Mineral development</td> </tr> <tr> <td>Corporate strategy</td> <td>Regulatory framework</td> </tr> <tr> <td>Leadership</td> <td>Accounting</td> </tr> </table> | Commercial | Business development | Corporate Governance | Risk management | Legal            | Mineral exploration | Investor relations | Geographic experience | Capital raising | Mineral development    | Corporate strategy | Regulatory framework | Leadership      | Accounting             |    |                   |
|----------------------|--|--|--|------------|----------------------|----------------------|-----------------|------------------|---------------------|--------------------|-----------------------|-----------------|------------------------|--------------------|----------------------|-----------------|------------------------|----|-------------------|
| Commercial           | Business development   |  |  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Corporate Governance | Risk management  |  |  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Legal                | Mineral exploration  |  |  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Investor relations   | Geographic experience  |  |  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Capital raising      | Mineral development  |  |  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Corporate strategy   | Regulatory framework   |  |  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Leadership           | Accounting   |  |  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| 2.3                  | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association, or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p>(a) Yes</p> <p>(b) N/A</p> <p>(c) Yes</p> | <p>As at 31 December 2025 the Board consisted of:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">Name</th> <th style="width: 25%;">Role</th> <th style="width: 15%;">Independent</th> <th style="width: 35%;">Date appointed</th> </tr> </thead> <tbody> <tr> <td>Gavin Rutherford</td> <td>Non-Executive Chair</td> <td>No</td> <td>6 May 2025</td> </tr> <tr> <td>Keith Ross</td> <td>Non-Executive Director</td> <td>No</td> <td>6 May 2025</td> </tr> <tr> <td>Raymond Muskett</td> <td>Non-Executive Director</td> <td>No</td> <td>12 September 2025</td> </tr> </tbody> </table>  | Name       | Role                 | Independent          | Date appointed  | Gavin Rutherford | Non-Executive Chair | No                 | 6 May 2025            | Keith Ross      | Non-Executive Director | No                 | 6 May 2025           | Raymond Muskett | Non-Executive Director | No | 12 September 2025 |
| Name                 | Role   | Independent                                  | Date appointed   |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Gavin Rutherford     | Non-Executive Chair  | No   | 6 May 2025   |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Keith Ross           | Non-Executive Director   | No   | 6 May 2025   |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| Raymond Muskett      | Non-Executive Director   | No   | 12 September 2025  |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| 2.4                  | A majority of the board of a listed entity should be independent directors.  | No   | <p>There are three Directors on the Board at 31 December 2025, none of whom are independent.</p> <p>The composition of the Board is considered appropriate at this time as it will ensure continuity in relation to the Company's business and affairs. The Board will continue to periodically review the need to appoint additional directors in the future, after considering its objectives, the nature and extent of its actual and proposed operations and any skills gap.</p>   |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| 2.5                  | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.  | No   | <p>The Non-Executive Chair of the Board is Gavin Rutherford, who is not an independent director.</p> <p>Although the Company briefly had a CEO between the period of February to April 2025, the Company does not currently have a CEO, and the CEO function is deemed to be performed by Gavin Rutherford in his capacity as Chair.</p> <p>The composition of the Board is considered appropriate at this time as it will ensure continuity in relation to the Company's business and affairs. The Board will continue to periodically review the need to appoint additional directors in the future, after considering its objectives, the nature and extent of its actual and proposed operations and any skills gap.</p>   |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |
| 2.6                  | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to   | Yes  | In accordance with the Nomination, Remuneration and Human Resources Committee Charter, the Nomination Committee is responsible for developing, implementing, and   |            |                      |                      |                 |                  |                     |                    |                       |                 |                        |                    |                      |                 |                        |    |                   |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

|   |  |           |  |
|---|--|-----------|--|
|   | undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. |           | <p>reviewing director induction programs and director competencies and to update and enhance directors' continuing education measures to enhance knowledge and skills in order to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p> <p>Induction documents are provided with a written engagement letter, and the Company Secretary is available to assist with the process of new Directors familiarising themselves with the Company. Professional development requirements are addressed as circumstances require.</p> |
| <b>Principle 3 - Instil a culture of acting lawfully, ethically, and responsibly</b>  |  |           |  |
| A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically, and responsibly. |  |           |  |
| <b>3.1</b>  | A listed entity should articulate and disclose its values.   | Yes       | The Company's core values are set out in the Company's Code of Conduct, which is included in the Corporate Governance section on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> .  |
| <b>3.2</b>  | A listed entity should:  |           |  |
|   | (d) have and disclose a code of conduct for its directors, senior executives, and employees; and                               | (a) Yes   | The Company has adopted a Code of Conduct, a copy of which is available on the Company's website. The Code of Conduct applies to all personnel of the Company and its subsidiaries (including all directors, senior executives, employees, contractors, and consultants). Any material reports of unacceptable behaviour will be reviewed by the Company Secretary and reported to the Board.  |
|   | (e) ensure that the board or a committee of the board is informed of any material breaches of that code.                       | (b) Yes   |  |
| <b>3.3</b>  | A listed entity should:  |           |  |
|   | (a) have and disclose a whistleblower policy; and  | (a) Yes   | The Company has adopted a Whistleblower Policy, a copy of which is available on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> .<br>The Company will ensure that the Board is informed of any material incidents reported under the Whistleblower Policy.  |
|   | (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.        | (b) Yes   |  |
| <b>3.4</b>  | A listed entity should:  |           |  |
|   | (a) have and disclose an anti-bribery and corruption policy; and   | (a) Yes   | The Company has adopted an Anti-bribery and Corruption Policy, a copy of which is available on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> .<br>The Company will ensure that the Board is informed of any material breaches of the Anti-bribery and Corruption Policy.  |
|   | (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.                     | (b) Yes   |  |
| <b>Principle 4 - Safeguard the integrity of corporate reports</b>   |  |           |  |
| A listed entity should have appropriate processes to verify the integrity of its corporate reports.                                       |  |           |  |
| <b>4.1</b>  | The board of a listed entity should:   |           |  |
|   | (a) have an audit committee which:   |           | At the beginning of the reporting period the Company had an Audit and Risk Committee, governed by the Audit and Risk Committee Charter. A copy of the Committee Charter is available on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a> .   |
|   | (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and  | (a)(i) No |  |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

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|   | <p>(ii) is chaired by an independent director, who is not the chair of the board,<br/>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p>(a)(ii) No</p> <p>Yes</p> <p>N/A</p> | <p>The Committee was comprised of Committee-Chair David Nolan (not an independent director) and Sam El-Rahim (independent director) until 6 May 2025 when Messrs El-Rahim and Nolan resigned and the Company did not have a Committee during the period of management changeover. On 16 September 2025 a new Committee was constituted consisting of Committee-Chair Keith Ross, and fellow non-executive directors Gavin Rutherford and Raymond Muskett. No members of the new Committee are considered independent directors.</p> <p>Given the Board only has 3 members and no management team, it is satisfied that, at this stage of the Company's size, operations and complexity, the composition of the Committee has reflected an appropriate balance of independence, skills, and experience for the Company however this will continue to be reviewed.</p> <p>The qualifications, experience, and attendance of the members of the Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).</p> |
| 4.2   | <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>   | Yes                                     | <p>The Board receives the required CEO and CFO declaration for each financial period.</p>  |
| 4.3   | <p>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.</p>  | Yes                                     | <p>The Company's financial reports for the half-year ended 30 June and the full year ended 31 December are respectively reviewed and audited by Pitcher Partners, the Company's external auditor.</p> <p>The Company's Quarterly Reports throughout the financial year ended 31 December 2025 have not been reviewed or audited by the external auditor but they are subject to a detailed review by the by the Board and CFO prior to approval and release to ASX.</p>  |
| <p><b>Principle 5 - Make timely and balanced disclosure</b></p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p> |  |   |  |
| 5.1   | <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>  | Yes                                     | <p>The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules.</p> <p>The Company's Continuous Disclosure Policy is included in the Corporate Governance section on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>.</p>  |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

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| <b>5.2</b>  | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.   | Yes | Each director automatically receives a copy of each ASX Announcement directly from the ASX Market Announcements Platform as soon as it has been released by ASX.   |
| <b>5.3</b>  | 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 has established a Continuous Disclosure Policy which is included in the Corporate Governance section on the Company's website.<br><br>This policy requires investor or analyst presentations to be available on the Company website and released to the market.  |
| <b>Principle 6 - Respect the rights of security holders</b>   |   |     |  |
| A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively. |   |     |  |
| <b>6.1</b>  | A listed entity should provide information about itself and its governance to investors via its website.  | Yes | The Company's website, <a href="https://vitaresources.au/">https://vitaresources.au/</a> , provides information about the Company, its projects, its Board and management and governance. It is a platform to disclose official ASX releases of material information and periodic reports, press releases, notices and presentations as well as a mechanism for shareholders to contact the Company via email.   |
| <b>6.2</b>  | A listed entity should have an investor relations program that facilitates effective two-way communication with investors.  | Yes | The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's Shareholder Communication Policy which is included in the Corporate Governance section on the Company's website.  |
| <b>6.3</b>  | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.  | Yes | The Company has a Shareholder Communication Policy, which is included in the Corporate Governance section on the Company's website. The Policy specifically encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals and outlines the various ways in which the Company communicates with shareholders.   |
| <b>6.4</b>  | 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 | In accordance with ASX guidance, all Listing Rule resolutions and all substantive resolutions are decided by a poll rather than by a show of hands.  |
| <b>6.5</b>  | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.                                  | Yes | Shareholders can register with the Company's share registrar to receive an email notification when an announcement is made by the Company to ASX, including the release of annual, half-yearly and quarterly reports. Further, the Company provides information through its website enabling security holders to email the Company. The share registrar also provides the ability to email the share registrar and to receive documents by email from the share registrar. |
| <b>Principle 7 - Recognise and manage risk</b>  |   |     |  |
| A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.   |   |     |  |
| <b>7.1</b>  | The board of a listed entity should:<br><br>(a) have a committee or committees to oversee risk, each of which:  |     | At the beginning of the reporting period the Company had an Audit and Risk Committee, governed by the Audit and Risk Committee Charter. A copy of the Committee Charter is   |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

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|  | <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director; and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p>(a)(i) No</p> <p>(a)(ii) No</p> <p>(a)(iii) Yes</p> <p>(a)(iv) Yes</p> <p>(a)(v) Yes</p> <p>(b) N/A</p> | <p>available on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>.</p> <p>The Committee was comprised of Committee-Chair David Nolan (not an independent director) and Sam El-Rahim (independent director) until 6 May 2025 when Messrs El-Rahim and Nolan resigned and the Company did not have a Committee during the period of management changeover. On 16 September 2025 a new Committee was constituted consisting of Committee-Chair Keith Ross, and fellow non-executive directors Gavin Rutherford and Raymond Muskett. No members of the new Committee are considered independent directors.</p> <p>Given the Board only has 3 members and no management team, it is satisfied that, at this stage of the Company's size, operations and complexity, the composition of the Committee has reflected an appropriate balance of independence, skills, and experience for the Company however this will continue to be reviewed.</p> <p>The qualifications, experience, and attendance of the members of the Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).</p> |
| <b>7.2</b>   | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>  | Yes  | <p>The Audit and Risk Committee is required, at least annually, to review the Company's risk management framework and make recommendations to the Board, to ensure that the framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>A formal review of the Company's risk management framework was not undertaken by the Audit and Risk Committee during the reporting period.</p>   |
| <b>7.3</b>   | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>  | Yes  | <p>The Company does not have an internal audit function.</p> <p>Under the Company's Risk Management Policy, the responsibility for undertaking and assessing risk management and internal control effectiveness is assumed by the full Board.</p>  |
| <b>7.4</b>   | <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>   | Yes  | <p>The Company does not have any material exposure to these risks. As an exploration company rather than an economic producer there is no material exposure to economic or social sustainability risk.</p>   |
| <b>Principle 8 - Remunerate fairly and responsibly</b>   |  |  |  |
| <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interest with the creation of value for security holders and with the entity's values and risk appetite.</p> |  |  |  |
| <b>8.1</b>   | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p>  | <p>(a)(i) No</p>   | <p>At the beginning of the reporting period the Company had a Nomination, Remuneration and Human Resources Committee, governed by the Nomination, Remuneration and Human Resources Committee Charter. A copy of the Committee Charter is available on the Company's website at <a href="https://vitaresources.au/company/corporate-governance/">https://vitaresources.au/company/corporate-governance/</a>.</p>  |

**Vita Resources NL**  
**Corporate Governance Statement**  
**for the reporting period to 31 December 2025**

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|                   | <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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</p> <p>(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.</p> | <p>(a)(ii) No</p> <p>(a)(iii) Yes</p> <p>(a)(iv) Yes</p> <p>(a)(v) Yes</p> <p>(b) N/A</p> | <p>The Committee was comprised of Committee-Chair Sam El-Rahim (independent director), David Nolan and Ross Landles (both considered not independent) until 6 May 2025 when Messrs El-Rahim and Nolan resigned and the Company did not have a Committee during the period of management changeover. On 16 September 2025 a new Remuneration Committee was constituted consisting of Committee-Chair Keith Ross, and fellow non-executive directors Gavin Rutherford and Raymond Muskett. No members of the new Committee are considered independent directors.</p> <p>Given the Board only has 3 members and no management team, it is satisfied that, at this stage of the Company's size, operations and complexity, the composition of the Committee has reflected an appropriate balance of independence, skills, and experience for the Company however this will continue to be reviewed.</p> <p>The qualifications, experience, and attendance of the members of the Committee are disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).</p> |
| <p><b>8.2</b></p> | <p>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.</p>   | <p>Yes</p>  | <p>Details of the Company's policies and practices regarding the remuneration of Directors and other senior management is set out in the Remuneration Report as disclosed in the Company's Directors' Report (contained in the 2025 Annual Report).</p>   |
| <p><b>8.3</b></p> | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>  | <p>(a) Yes</p> <p>(b) Yes</p>   | <p>The Company has established an equity-based remuneration scheme.</p> <p>Under the Securities Trading Policy, a copy of which is available on the Company's website, all directors, and senior executives of the Company (and any other persons identified by the Board or the Company Secretary from time to time) are prohibited from entering into any transaction that operates to limit the economic risk of their security holding in the Company.</p>  |