ORBIT RESOURCES LIMITED ABN 13 633 779 950

Corporate Governance Statement

Unless disclosed below, all the best practice recommendations of the ASX Corporate Governance Council[1] have been applied. Orbit Resources Limited ABN 13 633 779 950 (**Company**) is a small company with limited operations. Accordingly, the Board considers that many of the corporate governance guidelines intended to apply to larger companies are not practical for the Company.

Unless non-compliance is reported, the Board believes that the governance policies and practices adopted by the Company during the reporting period for the year ended 30 June 2026 follow the recommendations contained in the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles).

Where reported that the Company has not complied with the ASX Corporate Governance Council Principles and Recommendations, these were not followed, and alternative practices were adopted.

The Corporate Governance Statement is dated 22 September 2026 and was approved on 22 September 2026 by the Company's Directors.

Corporate Governance Council recommendation		**Compliance**	**Details**	**Disclosure Requirement for Non-Compliance**
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Complies	The Board is accountable to shareholders for the performance of the Company and has overall responsibility for its operations. Further details of the role of the Board are included in the Company's Board Charter. See Corporate Governance • Orbit Resources Limited Management of the business of the Company is conducted by officers and employees to whom the management function is delegated by the Board. Further details of the role of the Management are included in the Company's Board Charter. See Corporate Governance • Orbit Resources Limited	Not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Complies	The Company has undertaken checks of the person's character, experience, education, criminal record and bankruptcy history when appointing a person. The Company provides security holders with material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director.	Not applicable

[1] Corporate Governance Principles and Recommendations 4th Edition 2019 ASX Corporate Governance Council.

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	The Company has a written agreement with each director and senior executive setting out the terms of their appointment.	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.	Complies	Details of the role of the Company Secretary are included in the Company's Board Charter. See Corporate Governance • Orbit Resources Limited	Not applicable
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the	Complies	The Company has a diversity policy. For a copy of the Diversity Policy, see Corporate Governance • Orbit Resources Limited 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): Women % 40% Men % 60% The above proportions represent all Directors plus the CFO/Company Secretary. The Company is not a "relevant employer" under the *Workplace Gender Equality Act 2012* (Cth). The Company was not in the S&P / ASX 300 Index at the commencement of the reporting period, so the measurable objective of not less than 30% of its directors being of each gender is not a recommended best practice for the Company. Notwithstanding the measurable objective is not recommended for the Company, for the reporting period the Company has achieved not less than 30% of its Directors being each gender.	Not applicable

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
	composition of its board should be to have not less than 30% of its directors of each gender within a specified period.			
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complies	The Company's Remuneration and Nomination Committee evaluates performance of directors. For a copy of the Remuneration and Nomination Committee Charter, see Corporate Governance • Orbit Resources Limited The Company has a Performance Evaluation Policy. For a copy of the Performance Evaluation Policy, see Corporate Governance • Orbit Resources Limited A performance evaluation was undertaken in September 2024 and September 2026.	Not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complies	The Company's Remuneration and Nomination Committee evaluates performance of senior executives. For a copy of the Remuneration and Nomination Committee Charter, see Corporate Governance • Orbit Resources Limited A performance review will be undertaken in the 2026/2027 year.	Not applicable
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee;	Complies	For a copy of the Remuneration and Nomination Committee Charter, see Corporate Governance • Orbit Resources Limited The Remuneration and Nomination Committee did not convene separately during the year; all remuneration and nomination matters were considered by the full Board.	The Company's Corporate Governance Plan includes a Board Charter and Remuneration and Nomination Committee Charter, describing the processes to be employed to address board succession issues and ensure that the board has the appropriate balance of skills, knowledge, experience, independence

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
	(4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.			and diversity to enable it to discharge its duties and responsibilities effectively. The Board Charter and Remuneration and Nomination Committee Charter are available on the Corporate Governance page of the Company's website. The primary purpose of the Remuneration and Nomination Committee is to support and advise the Board in maintaining a Board with an appropriate mix of skills and experience and ensuring the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance. The role and functions of a Remuneration and Nomination Committee are undertaken by the full Board. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Remuneration and Nomination Committee.
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.	Complies	In the opinion of the Board, all Directors should bring specific skills and experience that add value to the Company. When considering the potential reappointment of an existing director, the Board will take into account its skills matrix which sets out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. When considering vacancies, the Board will take into account a candidate's capacity to enhance the skills matrix and experience	Not applicable

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
			of the Board. Each director's background and skills are reported in the Company's annual report. Further details of the role of the Board for reviewing capabilities, technical skills and personal attributes of its directors are included in the Company's Board Charter. See Corporate Governance • Orbit Resources Limited	
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, 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 (c) the length of service of each director.	Complies	The Board consists of: (i) Three Non-Executive Directors: a. Mr Jeremy Read appointed 1 May 2020, b. Mr Christopher Gibbs appointed 14 October 2024; and c. Ms Amanda Sparks appointed 9 June 2023; and (ii) One Managing Director, Ms Jeneta Owens appointed 7 June 2021. Ms Jeneta Owens is Managing Director and not independent. Messrs Read and Gibbs, and Ms Sparks, may consult to the Company from time to time. Any consulting by Messrs Read and Gibbs, and Ms Sparks, is not expected to be material. They are not substantial shareholders. Messrs Read and Gibbs, and Ms Sparks, are independent.	
2.4	A majority of the board of a listed entity should be independent directors.	Complies	The majority of the board are independent directors.	
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.	Complies	Mr Jeremy Read is Chair of the Board and independent. The CEO is the Managing Director Ms Jeneta Owens	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	Complies	The Company has a program for inducting new directors and their continuing development. Further details are included in the Company's Board Charter. See Corporate Governance • Orbit Resources Limited	Not applicable

Orbit Resources Limited Corporate Governance Statement (continued)

	Corporate Governance Council recommendation	Compliance	Details	Disclosure Requirement for Non-Compliance
	development to maintain the skills and knowledge needed to perform their role as directors effectively.			
3.1	A listed entity should articulate and disclose its values.	Complies	The Company has statement of values. For a copy can be found on the website, see https://www.orbitresources.au/esg	Not applicable
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Complies	The Company has a Code of Conduct. For a copy of the Code of Conduct, see Corporate Governance • Orbit Resources Limited The Code of Conduct states that: *"Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution."*	Not applicable
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Complies	The Company has a Whistle Blower Policy. For a copy of the Whistle Blower Policy, see Corporate Governance • Orbit Resources Limited	Not applicable
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Complies	The Company has an Anti-Bribery and Corruption Policy. For a copy of the Anti-Bribery and Corruption Policy, see Corporate Governance • Orbit Resources Limited	Not applicable
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	Complies	The Company's Audit Committee comprises the Company's three non-executive directors (Messrs Christopher Gibbs and Jeremy Read and Ms Amanda Sparks). The Chair of the Audit Committee is Amanda Sparks, who is not chair of the board.	Not applicable

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
	(2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		Messrs Gibbs and Read, and Ms Sparks, are independent directors. The Committee has an Audit and Risk Committee Charter. For a copy of the Audit and Risk Committee Charter, see Corporate Governance • Orbit Resources Limited Relevant qualifications and experience of the members of the committee are disclosed by the Company's annual report. The number of times the committee met throughout the period and the individual attendances of the members at those meetings are disclosed in the Company's annual report.	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complies	As is required by section 295A of the *Corporations Act 2001* (Cth), the CEO and CFO make 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. The Company extended the section 295A declaration to include the declaration that: (a) The opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively; and (b) It is in respect of the Company's financial statements for any financial period.	Not applicable

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Complies	All periodic corporate reports the Company releases to the market that are not audited, or reviewed by an external auditor, are distributed to all Directors, relevant senior executives and consultants for review and confirmation before release.	Not applicable
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complies	Security holders are informed of all material developments that impact on the Company. A detailed continuous disclosure policy is intended to maintain the market integrity and market efficiency of the Company's shares listed on the ASX. Management is required to report any matter that may require disclosure under the Company's continuous disclosure obligations. The Company has a Continuous Disclosure Policy. For a copy of the Continuous Disclosure Policy, see Corporate Governance • Orbit Resources Limited	Not applicable
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complies	Each Director automatically receives an emailed copy of the Company's market announcements.	Not applicable
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.	Complies	Materials for new or substantive investor presentations are lodged on the ASX Market Announcements Platform ahead of the presentation.	Not applicable
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complies	The Company's website provides information about itself and its governance for investors. The Company aims to convey to its shareholders pertinent information in a factual, timely, regular and detailed manner. The Board ensures that the annual report includes relevant information about the operations of the Company during the period, and changes in the state of affairs of the Company, in	Not applicable

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
			addition to the other disclosures required by the *Corporations Act 2001* (Cth). Information is communicated to shareholders by the Company through: (a) Placement of market announcements on the Company's website Announcements • Orbit Resources Limited; (b) The annual and interim financial reports (for those shareholders who have requested a copy); (c) Disclosures to the Australian Securities Exchange and the Australian Securities & Investments Commission; (d) Notices and explanatory memoranda of annual general meetings; and (e) The Invitation to attend and raise questions at the Annual General Meeting. All shareholders are welcome to communicate directly with the Company. All queries will be answered to the maximum extent possible (with consideration given to commercially sensitive information, privacy requirements and the Company's disclosure obligations) and in a timely fashion. The Company has a Shareholder Communications Policy. For a copy of the Shareholder Communications Policy, see Corporate Governance • Orbit Resources Limited	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	Refer Recommendation 6.1 above.	Not applicable
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	Refer Recommendation 6.1 above.	Not applicable

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
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.	Complies	The Company's Constitution states that if a poll is effectively demanded: (a) it must be taken in the manner and at the date and time directed by the chair and the result of the poll is a resolution of the meeting at which the poll was demanded; (b) on the election of a chair or on a question of adjournment, it must be taken immediately; (c) the demand may be withdrawn; (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded; and (e) the result of the poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) that the chair considers appropriate. The Company is complying with section 10 of ASX Guidance Note 35, that all ASX Listing Rule resolutions are to be decided by a poll rather than by a show of hands.	Not applicable
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.	Complies	The Company places significant importance on effective communication with shareholders and is continually encouraging Shareholders to elect electronic communications. Refer Recommendation 6.1 above.	Not applicable
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee;	Complies	The Company has a Risk Committee. During the year ended 30 June 2024, the Company's Audit and Risk Committee was separated into two separate Committees (Audit and Risk). The Audit Committee's structure and Charter of the Audit and Risk Committee have not changed. Refer Recommendation 4.1 above. The Risk Committee comprises Ms Jeneta Owens (Chair and Managing Director), Mr Jeremy Read (Independent Director) and Mr Craig McPherson (Company Secretary).	The Company's Board has separated oversight of audit and risk. This is an improved process, as it separately focuses on audit and risk rather than combining that oversight. The small size of the Company is not considered to require a Risk Committee with the structure recommended by Recommendation 7.1.

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
	(4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		The Risk Committee did not convene separately during the year; all risk-related matters were considered by the full Board..	The Company's Board receives reports from the Risk Committee and still oversees the Company's risk management framework.
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Complies	The Company's Risk Committee is required to review the Company's risk management framework. Further details are in the Audit and Risk Committee Charter. For a copy of the Audit and Risk Committee Charter, see Corporate Governance • Orbit Resources Limited The Company has a separate Risk Committee. Refer Recommendation 7.1 above. The Board discusses on a regular basis the operating activities of the Company. As part of this, all risks are considered including but not limited to strategic, operational, legal, reputation and financial risks. This is an on-going process rather than a formal annual review. During the year ended 30 June 2026, a formal review of the Company's risk management framework was not undertaken by the Risk Committee. The Board manages the Company's material business risks. Material Business Risks are disclosed in the Directors' Report in the Annual Report.	Not applicable
7.3	A listed entity should disclose:	Complies	The Company does not have an internal audit function.	Not applicable

Orbit Resources Limited Corporate Governance Statement (continued)

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
	(a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.		The Company does not have a formal internal audit function. However, the Board oversee the effectiveness of internal controls. The Board actively encourages the external auditor to raise internal control issues.	
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Complies	Refer Recommendation 7.1 and 7.2 above. Refer to the Review of Operations in the Company's 2026 Annual Report.	Not applicable
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Complies	Refer Recommendation 2.1 above.	Not applicable

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Complies	Refer Recommendation 8.1 above. Refer to the Company's 2026 Annual Report.	Not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Complies	The Company's Trading Policy prohibits the use of derivatives for unvested equity instruments and the Company's vested securities subject to disposal restrictions. Derivatives may be used in relation to vested positions which are not subject to disposal restrictions subject to compliance with the law and the other provisions of the Company's Trade Policy. Margin loan arrangements or using the Company's securities as security for a margin loan, by the Company's designated persons are prohibited. For a copy of the Trading Policy, see Corporate Governance • Orbit Resources Limited	Not applicable
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.	Not applicable	English is the language in which board and security holder meetings are held and key corporate documents are written. All Directors and senior executives are fluent in written and spoken English.	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.	Not applicable	The Company is established solely in Australia.	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	Not applicable	The Company is established solely in Australia.	Not applicable

Orbit Resources Limited Corporate Governance Statement (continued)

Corporate Governance Council recommendation		Compliance	Details	Disclosure Requirement for Non-Compliance
	and is available to answer questions from security holders relevant to the audit.			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	Not applicable		Not applicable
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not applicable		Not applicable