

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

ODESSA MINERALS LIMITED

ABN/ARBN

99 000 031 292

Financial year ended:

30 June 2026

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: [www.odessaminerals.com.au/](http://www.odessaminerals.com.au/www.odessaminerals.com.au/corporate-governance/) www.odessaminerals.com.au/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 30 September 2026 and has been approved by the board.

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

Date: 30 September 2026

Name of authorised officer authorising lodgement: Alexandra Hughes, Company Secretary

¹ "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.

² 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.

³ 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, ⁴ 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: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	☒ and we have disclosed a copy of our board charter at: www.odessaminerals.com.au/corporate-governance/	
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.	☒	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	
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.	☒	

⁴ 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 (eg “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 (eg “www.entityname.com.au/corporate governance/charters/”).

⁵ 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, ⁴ 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: ⁵
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 composition of its board should be to have not less than 30% of its directors of each gender within a specified period.		☒ set out in our Corporate Governance Statement found at: www.odessaminerals.com.au/corporate-governance/
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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Performance Evaluation Policy www.odessaminerals.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: Board Charter Performance Evaluation Policy Remuneration and Nomination Committee Charter www.odessaminerals.com.au/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement at: www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
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; (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 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: Corporate Governance Statement Remuneration and Nomination Committee Charter www.odessaminerals.com.au/corporate-governance/	
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.	☒ and we have disclosed our board skills matrix at: Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
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.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: www.odessaminerals.com.au/corporate-governance/ and, where applicable, the information referred to in paragraph (b) at: Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/ and the length of service of each director at: Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/	
2.4	A majority of the board of a listed entity should be independent directors.		☒ set out in our Corporate Governance Statement
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.		☒ set out in our Corporate Governance Statement
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.	☒	
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: Statement of Values www.odessaminerals.com.au/corporate-governance/	
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.	☒ and we have disclosed our code of conduct at: Code of Conduct www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
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.	☒ and we have disclosed our whistleblower policy at: Whistleblower Protection Policy www.odessaminerals.com.au/corporate-governance/	
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.	☒ and we have disclosed our anti-bribery and corruption policy at: Anti-Bribery & Anti-Corruption Policy www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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 (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.	☒ 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 at: Corporate Governance Statement Audit & Risk Committee Charter www.odessaminerals.com.au/corporate-governance/	
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.	☒	
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.	☒	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: Continuous Disclosure Policy www.odessaminerals.com.au/corporate-governance/	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	
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.	☒	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: www.odessaminerals.com.au/corporate-governance/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: Corporate Governance Statement Shareholder Communications Policy www.odessaminerals.com.au/corporate-governance/	
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.	☒	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
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.	☒	
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; (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.	☒ 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: Corporate Governance Statement Audit & Risk Committee Charter Risk Management Policy www.odessaminerals.com.au/corporate-governance/	
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.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ 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: Corporate Governance Statement Audit and Risk Committee Charter Risk Management Policy www.odessaminerals.com.au/corporate-governance/	
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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: 2026 Annual Report Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/ and, if we do, how we manage or intend to manage those risks at: 2026 Annual Report Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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.	☒ 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 at: Corporate Governance Statement Board Charter Remuneration and Nomination Committee Charter www.odessaminerals.com.au/corporate-governance/	
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.	☒ 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: Corporate Governance Statement www.odessaminerals.com.au/corporate-governance/ also in the Remuneration Report (which forms part of the Directors' Report) in the 2026 Annual Report.	
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.	☒ and we have disclosed our policy on this issue or a summary of it at: Corporate Governance Statement Securities Trading Policy www.odessaminerals.com.au/corporate-governance/	

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
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.		☒ we do not have a director in this position 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.		☒ we are established in Australia 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.		☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable

ODESSA MINERALS LIMITED

CORPORATE GOVERNANCE STATEMENT 2026

The Board of Odessa Minerals Limited (ACN 000 031 292) (ASX: ODE) (**Company**) is responsible for the corporate governance of the Company and its subsidiaries and has implemented policies, procedures and systems of control to provide a strong framework for ensuring good governance outcomes which meet with the expectations of all stakeholders.

This Corporate Governance Statement discloses the extent to which the Company has followed the recommendations set by the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory, however, where the Company has departed from the Recommendations the Board has provided relevant disclosure and explanations for the adoption of its own practice. The Board endeavours to ensure that any deviations from the Recommendations do not negatively impact the Company or the interest of its shareholders as a whole.

As required by the ASX Listing Rules, the Company's main corporate governance policies and practices are summarised below, with reference to the Recommendations. Details of the Company's Corporate Governance Plan and related documents are available on the Company's website at www.odessaminerals.com.au/corporate-governance/.

This Corporate Governance Statement is current as at 30 September 2026 and has been approved by the Board of the Company on that date.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
<i>Principle 1: Lay solid foundations for management and oversight</i>		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of the Board and management; and (b) those matters expressly reserved to the Board and those delegated to management.	YES	The Board has adopted a Board charter that details the functions and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management (Board Charter). The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chair and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter, is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 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.	YES	The Company has guidelines for the appointment and selection of the Board and senior executives. The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director for the first time. The Company confirms that such checks were carried out during the reporting period prior to the appointment of Mr Timothy Goldsmith and Mr Samuel Brooks. In the event of an unsatisfactory check, a Director is required to submit their resignation. Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director. A copy of the Company's Remuneration and Nomination Committee Charter is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	Under the Board Charter, the Company must have a written agreement with each Director and senior executive setting out the terms of their appointment. Each Non-Executive Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. The Company has written agreements with each of its Directors setting out the terms of their appointment. The Company Secretary and Financial Controller are engaged via consultancy agreements (through consulting entities) with the Company, setting out their roles, responsibilities and remuneration.
Recommendation 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	YES	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is currently Alexandra Hughes (appointed on 16 February 2026), whose qualifications and experience are stated in the Company's 2026 Annual Report.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION																																			
Recommendation 1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity’s progress towards achieving those objectives; and (iii) 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 the Workplace Gender Equality 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 composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	NO	During the reporting period, the Company did not have a Diversity Policy in place. However, a Diversity Policy was subsequently adopted following the end of the financial year. Due to the current size and composition of the organisation, the Board does not consider it appropriate to provide measurable objectives in relation to gender diversity. The Company is committed to ensuring that the appropriate mix of skills, expertise, and diversity are considered when employing staff at all levels of the organisation and when making new senior executive and Board appointments, and is satisfied that the composition of employees, senior executives and members of the Board is appropriate. The Company has recently adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available on the Company’s website at www.odessaminerals.com.au/corporate-governance/. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives if any have been set and the Company’s progress in achieving them. At the end of the current reporting period, no measurable objective has been set by the Company given the size and nature of the Company’s operations. At 30 June 2026, the number and proportion of men and women employees or holding office with the Company was as follows: <table><tr><th rowspan="2"></th><th colspan="2">Women</th><th colspan="2">Men</th><th>Total</th></tr><tr><th>#</th><th>%</th><th>#</th><th>%</th><th>#</th></tr><tr><td>Employees¹</td><td>1</td><td>50%</td><td>1</td><td>50%</td><td>2</td></tr><tr><td>Senior Manager²</td><td>2</td><td>100%</td><td>-</td><td>-</td><td>2</td></tr><tr><td>Board</td><td>1</td><td>25%</td><td>3</td><td>75%</td><td>4</td></tr><tr><td>Total</td><td>4</td><td>50%</td><td>4</td><td>50%</td><td>8</td></tr></table> 1. Does not include directors or senior managers. 2. Includes the Financial Controller and Company Secretary.		Women		Men		Total	#	%	#	%	#	Employees ¹	1	50%	1	50%	2	Senior Manager ²	2	100%	-	-	2	Board	1	25%	3	75%	4	Total	4	50%	4	50%	8
	Women			Men		Total																															
	#	%	#	%	#																																
Employees ¹	1	50%	1	50%	2																																
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Total	4	50%	4	50%	8																																

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	The Charters of the Company's Board and Remuneration and Nomination Committee outline the processes to be used for evaluating the performance of, and the development and improvement of, the Board, its committees and its individual Directors. The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Performance Evaluation Policy, which is available on the Company's website at www.odessaminerals.com.au/corporate-governance/. The Company's Performance Evaluation Policy requires the Company to disclose whether performance evaluations were conducted during the relevant reporting period. Performance evaluations were not undertaken during the reporting period.
Recommendation 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.	YES	As set out in the Company's Performance Evaluation Policy, available on the Company's website at www.odessaminerals.com.au/corporate-governance/, it is the Company's policy that performance evaluations of senior executives are undertaken on an annual basis. No formal performance evaluations of senior executives were undertaken during the reporting period, as the Company Secretary and Financial Controller were newly appointed during the reporting period and engaged under consultancy agreements.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 2: Structure the Board to be effective and add value		
Recommendation 2.1 The Board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	YES	(a) The Company does not have a Nomination Committee. The Company's Remuneration and Nomination Committee Charter provides for the creation of a Remuneration and Nomination Committee as and when it is required, with at least three members with the majority being independent directors, and which must be chaired by an independent Director. (b) The Company does not have a Nomination Committee due to the current size of the Board. The current Board members carry out the duties that would otherwise be carried out by the Remuneration and Nomination Committee under the Remuneration and Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively: (i) regularly evaluate the mix of skills, experience, expertise and diversity of the existing Board and review succession plans with a view maintaining an appropriate balance of skills and experience on the Board; and (ii) all Board members being involved in the process to identify and recommend Board candidates and ensuring that 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 standard of corporate governance.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	YES	Under the Board Charter and Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee (or, in its absence, the Board) is required to regularly evaluate the Company's Board skills to ensure the appropriate mix of skills, expertise and diversity to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company has developed a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. The mix of skills comprised in the current Board, and that the Board would like to maintain and build on, is set out in the Board Skills Matrix at Annexure A. Details as to each Director's relevant skills and experience are available in the Company's 2026 Annual Report. The Board believes that, collectively, the Directors have a diverse and relevant range of skills, backgrounds, knowledge, and experience to ensure effective governance of the Company in line with its current strategy and goals. The Board may also look to augment its skills through the executive management team, external advisors and additional professional development. The Board structure and composition will continue to be reviewed annually, and as and when the Company's strategic direction and activities change. The Company will only recommend the appointment of additional directors to the Board where it believes the expertise and value added outweighs the additional cost.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION																				
Recommendation 2.3 A listed entity should disclose: (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position or relationship of the type described in Box 2.3 (factors relevant to assessing the independence of a director), 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.	YES	As at 30 June 2026, the Board consists of: <table><tr><th>Name</th><th>Role</th><th>Independent?</th><th>Date appointed</th></tr><tr><td>Timothy Goldsmith</td><td>Non-Executive Chair</td><td>Yes</td><td>14 October 2025</td></tr><tr><td>Zane Lewis</td><td>Non-Executive Director</td><td>No</td><td>21 November 2019</td></tr><tr><td>Maddison Cramer</td><td>Non-Executive Director</td><td>Yes</td><td>14 April 2025</td></tr><tr><td>Samuel Brooks</td><td>Non-Executive Director</td><td>Yes</td><td>6 May 2026</td></tr></table> Non-Executive Chair Timothy Goldsmith and Non-Executive Directors Maddison Cramer and Samuel Brooks are considered to be independent directors, notwithstanding they hold performance rights or options in the Company. The performance rights vest subject to the achievement of Company performance hurdles (namely, share price growth), rather than individual achievements. Belltree Corporate, of which Ms Cramer is sole director and shareholder, currently provides company secretarial consultancy services to the Company. Mr Brooks also provides consultancy services to the Company. Neither consultancy arrangement is considered to be material. Non-Executive Director Zane Lewis is not considered to be an independent director due to his substantial shareholding in the Company. In addition, SmallCap Corporate Pty Ltd, of which he is a director and shareholder, previously provided company secretarial and financial management services to the Company within the past three years. Previous Non-Executive Director Thomas Bahen was not considered to be independent due to his substantial shareholding in the Company. The Board assesses the independence of Directors annually, or more frequently if circumstances require. The Company's Annual Report discloses the length of service of each Director. A copy of the definition of independence adopted by the Company, which aligns with the Recommendations, is annexed to the Board Charter. The Board Charter is available on the Company's website at: www.odessaminerals.com.au/corporate-governance/.	Name	Role	Independent?	Date appointed	Timothy Goldsmith	Non-Executive Chair	Yes	14 October 2025	Zane Lewis	Non-Executive Director	No	21 November 2019	Maddison Cramer	Non-Executive Director	Yes	14 April 2025	Samuel Brooks	Non-Executive Director	Yes	6 May 2026
Name	Role	Independent?	Date appointed																			
Timothy Goldsmith	Non-Executive Chair	Yes	14 October 2025																			
Zane Lewis	Non-Executive Director	No	21 November 2019																			
Maddison Cramer	Non-Executive Director	Yes	14 April 2025																			
Samuel Brooks	Non-Executive Director	Yes	6 May 2026																			

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.	PARTIAL	The Company's Board Charter provides that the majority of Directors should be independent, non-executive Directors at a time when the size of the Company and its activities warrant such a structure. The Board currently comprises four directors, of whom three are considered to be independent. As such, independent directors currently comprise the majority (75%) of the Board. The Company acknowledges that prior to the appointment of Mr Goldsmith in October 2025, the Board was not comprised of a majority of independent directors, as only one (Ms Cramer) of three directors (including Mr Lewis and Mr Bahen) were considered independent.
Recommendation 2.5 The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	PARTIAL	The Board Charter provides that, to the extent possible, the Chair of the Board should be an independent Director and is not the same person as the Managing Director. The Chair of the Company is Mr Timothy Goldsmith, an independent Non-Executive Director, who is not the CEO of the Company. Prior to Mr Goldsmith's appointment, Mr Lewis was Non-Executive Chair but was not considered to be independent.
Recommendation 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.	YES	In accordance with the Company's Board Charter and the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company is committed to continuing development of its Directors and Directors are encouraged to participate in relevant training and development programs at the Company's expense.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	The Company's values and commitments are reflected and documented in a range of policies and associated procedures, including the Statement of Values, which underpin the way in which the Company operates and which are communicated to all employees and other relevant persons. The Company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules, and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. The Company's values are set out in its Statement of Values, which is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.
Recommendation 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.	YES	The Company has established a Code of Conduct that sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standards of behaviour expected from the Board, management and employees. While the Code of Conduct seeks to prescribe standards of behaviour for all Company personnel to observe, it does not, and understandably cannot, identify every ethical issue that an individual might face. The Code of Conduct's objective is to provide a framework for decisions and actions in relation to ethical conduct in employment, to safeguard the Company's reputation and to make clear the consequences of breaching the Code of Conduct. Material breaches of the Code of Conduct must be reported to the Board. A copy of the Company's Code of Conduct is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	YES	The Board has adopted a Whistleblower Protection Policy to ensure concerns regarding unacceptable conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistleblowing about issues where the interests of others, including the public, or of the Company itself, are at risk. Material incidents reported under the Whistleblower Protection Policy will be reported to the Board. A copy of the Company's Whistleblower Protection Policy is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.
Recommendation 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.	YES	The Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The Board has adopted an Anti-Bribery and Anti-Corruption Policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption and provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues. Any material breaches reported under the policy are reported to the Board. A copy of the Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 4: <i>Safeguard the integrity of corporate reports</i>		
Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	YES	The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having a separate audit committee. In accordance with the Company's Board Charter, Audit and Risk Committee Charter including its policy on Selection, Appointment and Rotation of External Auditors, the Board carries out the duties that would ordinarily be carried out by an Audit and Risk Committee including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: (a) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and (b) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting. A copy of the Company's Audit and Risk Committee Charter is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	YES	In accordance with the Company's Risk Management Policy, before the Board approves the Company's financial statements for each financial period it will receive from the Chief Executive Officer and the Chief Financial Officer (or equivalents) a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated 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. A copy of the Company's Risk Management Policy is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	In accordance with the Company's Continuous Disclosure Policy, before a material announcement is released to ASX, the Company must ensure that the Competent Person has completed its review (as required), the Company Secretary has completed its review process, the announcement has been circulated to the Board for view and the Board has authorised the release of the announcement. The Company produces a number of periodic reports, including its Annual Report, Half year financial report and quarterly activity and cash flow reports. The Company has in place processes to review and confirm the accuracy and reasonableness of the disclosures contained in these reports at both management and Board level, including where a corporate report of this type is not subject to audit or review by an external auditor. Management prepares the disclosures in these reports whereby subject matter experts and the relevant executives review and approve the disclosures. The disclosures are reviewed by the Company's continuous disclosure committee, comprised of the Chair, Managing Director and Company Secretary, before being approved by the Board when considered necessary. In the event further legal or financial review is required, the proposed disclosure is run past the Company's advisors, lawyers or auditors (as appropriate) for review.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Company has established a Continuous Disclosure Policy which is designed to guide compliance with ASX Listing Rule disclosure requirements, and to ensure that all Directors, senior executives and employees of the Company understand their responsibilities under the policy. The Company's Continuous Disclosure Policy is available on the Company's website at www.odessaminerals.com.au/corporate-governance/. The Company's Continuous Disclosure Policy provides that the Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules. The Company has designated the Company Secretary and Managing Director (or in the absence of a Managing Director, the Chair) as the persons primarily responsible for ensuring that the Continuous Disclosure Policy is implemented, and that all relevant information is disclosed as required. In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is also posted to the Company's website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Company's Continuous Disclosure Policy, all members of the Board receive material market announcements promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	YES	The Board has appointed the Company Secretary as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company Secretary ensures any substantive presentations are released to the ASX Market Announcements Platform ahead of the presentation and in accordance with the Continuous Disclosure Policy of the Company, a copy of which is available on the Company's website at: www.odessaminerals.com.au/corporate-governance/ .

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	The Board aims to ensure that the Company's shareholders are informed of all major developments affecting the Company's state of affairs. The Company keeps investors informed through its website www.odessaminerals.com.au/ , which contains information on the Company, the Board and the corporate governance policies and procedures of the Company. Through its website, investors can access copies of the Company's annual, half-yearly and quarterly reports (for at least three historical years), announcements to the ASX, notices of meeting, presentations and key media coverage, as well as this Corporate Governance Statement and the Company's corporate governance policies and procedures.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has a Shareholder Communication Policy which is available on the Company's website at: www.odessaminerals.com.au/corporate-governance/ . The Shareholder Communication Policy encourages shareholder participation and engagement with the Company. Information is communicated to shareholders through: continuous disclosure to relevant security exchanges of all material information; periodic disclosure through the annual, half year and quarterly financial reports; notices of meetings and explanatory material; investor presentations; the annual general meeting; and the Company's website. The Company makes available a telephone number and email address for shareholders to make enquiries. The Company's website is updated with material announcements released to the ASX as soon as practicable after confirmation of release. In addition, shareholders can be notified by email of all material announcements by subscribing to the Company's mailing list (this is done via the Company's website). Shareholders are also provided an opportunity to ask questions at the Company's AGM, which is also attended by the Company's external auditor (who is available to answer questions about the annual audit).

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	The Shareholder Communications Policy encourages shareholder participation at shareholders' meetings. Shareholders are provided with all notices of meeting the Chair's address prior to meetings. The Company's lead auditor is also made available for questions at the annual general meeting. Shareholders are also always given the opportunity to ask questions of the Directors and management, both during and after meetings. The Company's Shareholder Communication Policy is disclosed on the Company's website at www.odessaminerals.com.au/corporate-governance/.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	YES	In line with the Recommendations, the Company has adopted the practice of ensuring all resolutions at securityholder meetings are decided by a poll rather than a show of hands.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	YES	The Shareholder Communication Policy provides that security holders can register with the Company's share registry to receive communications from the Company electronically. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders' queries should be referred to the Company Secretary at first instance.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 7: Recognise and manage risk		
Recommendation 7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	YES	The Company does not have a Risk Management Committee as the Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify having a separate risk committee. The Board is ultimately responsible for risk oversight and risk management in accordance with the Company's Risk Management Policy and Audit and Risk Committee Charter, with a copy of each available on the Company's website at www.odessaminerals.com.au/corporate-governance/. In conjunction with the other corporate governance policies, the Company's Risk Management Policy is designed to assist the Company to identify, assess, monitor and manage its business risks, including any material changes to its risk profile. The Board devotes time during Board meetings to ensuring that the Company maintains effective risk management and internal control systems and processes.
Recommendation 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.	YES	The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Company's Risk Management Policy requires the Company to disclose at least annually whether such a review of the Company's risk management framework has taken place. The Board has not completed a review of the Company's risk management framework in the past financial year, but intends to undertake a review of the Company's risk management framework in relation to the reporting period prior to the end of the calendar year.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	YES	The Company does not currently have, and does not intend to implement, an internal audit function. In conjunction with the other corporate governance policies, the Company has adopted an Audit and Risk Committee Charter and Risk Management Policy which are designed to assist the Board to identify, evaluate, monitor and continually improve the effectiveness of the Company's governance, risk management and internal control processes.
Recommendation 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.	YES	The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the Company's website at: www.odessaminerals.com.au/corporate-governance/. As a minerals exploration company, the Company faces inherent risks in its activities, including environmental and social risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. A summary of the Company's material business risks is set out in the 2026 Annual Report. The Company has, and continues to, undertake various organisation wide risk reviews to identify potential business risks. The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	YES	The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify having a separate Remuneration Committee. In accordance with the Remuneration and Nomination Committee Charter, the Board as a whole performs the function of the Remuneration Committee which includes setting the Company's remuneration structure, determining eligibilities to incentive schemes, assessing performance and remuneration of senior management and determining the remuneration and incentives of the Board (and ensuring such remuneration is appropriate and not excessive). The Board may obtain external advice from independent consultants in determining the Company's remuneration practices, including remuneration levels, where considered appropriate.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.	YES	The Company's policies and practices regarding the remuneration of Directors and senior executives are set out in the Board Charter and Remuneration and Nomination Committee Charter which are available on the Company's website at www.odessaminerals.com.au/corporate-governance/. Non-Executive Directors are paid a fixed annual fee for their service to the Company as Non-Executive Directors. Executive Directors of the Company typically receive remuneration comprising a base salary component and equity-based remuneration incentive. Directors and senior executives are entitled to participate in the Company's equity-based incentive plan, having regard to their role, experience, and contribution to the Company. Details of the remuneration of the Directors and other executives in respect of the 2026 year are set out in the Remuneration Report (which forms part of the Director's Report) contained in the Company's 2026 Annual Report.

RECOMMENDATIONS (4 TH EDITION)	COMPLY	EXPLANATION
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	YES	The Company has an equity-based remuneration scheme and has adopted a Securities Trading Policy, both of which provide that participants must not engage in hedging arrangements, deal in derivatives, or enter into other arrangements which vary economic risk related to the Company's securities. The Company's Securities Trading Policy, is available on the Company's website at www.odessaminerals.com.au/corporate-governance/.
Additional recommendations that apply only in certain cases		
Recommendation 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
Recommendation 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
Recommendation 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.		Not applicable

SCHEDULE A – Board Skills Matrix

Board members were asked to reflect and rate their level of experience in each skill area as:

Skills and Experience
5 = Very experienced
4 = Experienced
3 = Sufficient
2 = Limited experience
1 = No experience

Skills and Experience	Importance	Current outcomes
Industry knowledge Experience in exploration, development, processing or production of base or battery metals or other minerals.	A director's experience in the mining or resources industry assists the Odessa Minerals' board in strategic planning and risk management strategies.	
Board of Director Experience A Director or Senior Executive with experience sitting on or interacting directly with a Board and dealing with all areas of corporate governance and strategic direction.	A Director or Senior Executive with experience identifying and assessing strategic opportunities and threats, implementing successful strategies and overseeing the management of a company is expected to utilise their previous experience to ensure the company operates in the best interests of the stakeholders. Skills and experiences include executive leadership, industry expertise, delivery of strategic objectives, financial acumen, governance and compliance, and stakeholder management.	
Exploration and Geology Direct experience in the operational and technical aspects of exploration programs and project development.	Experience as a director or executive with value-add exploration projects, resources and reserves development and development of mining operations, is important to assist the Board with exploration planning and strategy.	
Project Delivery Been a former or current mining executive with project delivery experience.	Experience overseeing the execution of mining exploration projects and a strong understanding of the complexities of project management, control and delivery will ensure outcomes adhere with the Company's strategic direction, mitigating exposure to risk and executing projects on time, on budget and in line with industry best practice standards.	
Equity Capital Markets Experience with capital management strategies and fundraisings (including debt financing and capital raisings).	Relevant experience in capital management strategies informs the Board as to complex financial, regulatory and operational issues.	
M&A / Joint Ventures Experience with assessing capital projects, investments and merger and acquisition opportunities and joint ventures, and their financing and performance.	Relevant experience in merger and acquisition transactions and joint venture transactions informs the Board as to complex financial, regulatory and operational issues.	

Skills and Experience	Importance	Current outcomes
Financial and accounting Former or current CFO role, or professional experience in corporate finance, financial accounting, reporting and treasury.	Financial acumen, demonstrated by a director's experience in financial accounting and reporting, corporate finance and internal financial controls, provides the director with the tools to interpret financial performance, contribute to financial planning, oversee budgets and funding arrangements, apply discipline in costs control, and rigour in risk identification and mitigation.	
Legal and governance Knowledge of relevant laws and regulatory frameworks, and an ability to identify and oversee the Company's management of its legal and contractual obligations and compliance management.	A director's relevant legal knowledge and ability to implement high standards of governance assist in ensuring Company compliance with laws and navigating ASX rules and regulations applicable to listed resources entities, including mining, financial and corporate business activities. Such experience also contributes to the Board's understanding of the role of directors and the Board's legal responsibilities.	
Human Resources and Leadership Senior executive experience and the ability to evaluate executive and Board performance, executive remuneration, and succession planning, and to influence organisational culture.	A director's ability to draw on executive experience in attracting, leading and retaining a high performing team to deliver on the Company's strategic objectives, ensuring long-term success and sustainability of the business through talent development and executive succession planning, remuneration benchmarking and incentive structures, and understanding/influencing organisational culture, is integral to Odessa Minerals developing and sustaining its financial and operational results and people management.	
Stakeholder relations Experience in stakeholder relations including shareholders, traditional owners, government and community liaison.	A track record of overseeing successful engagement with a range of key stakeholders at national, regional and local levels, including community relations, government affairs, non-government organisations and investor relations, and contributing to a communication strategy with stakeholders is essential for members of the Board.	
Health, Safety, Environment and Community (HSEC) Experience in integrating HSEC principles into decision making and proactive identification and prevention of HSEC risk.	Experience of a director related to workplace environmental compliance, and community relations and governance affairs, is integral to the critical evaluation of frameworks and processes designed to ensure that all regulatory obligations are met and Odessa Minerals' social licence to operate in the communities in which it operates, is earned and further developed.	