

CORPORATE GOVERNANCE STATEMENT

2026

The Board of BOA Resources Ltd ACN 149 582 687 (**BOA** or the **Company**) recognises the importance of good corporate governance to its shareholders and all other stakeholders.

The Board conducts an annual review of the Company's governance framework to ensure its effectiveness. Updated copies of the Company's policies and charters are lodged with the ASX and accessible on the Company's website: <https://boaresources.com/company/corporate-governance/>.

The directors and management of BOA are dedicated to conducting the Company's business in alignment with best practice corporate governance standards, tailored to the Company's size and corporate structure.

The Board affirms that, BOA followed the 4th edition of the ASX Corporate Governance Council Principles and Recommendations (**ASX Principles and Recommendations**) during the reporting period except where otherwise disclosed in this Statement and Appendix 4G.

This Corporate Governance Statement has been approved by the Board of Directors and reflects the Company's governance practices as at the date of its release.

RESPONSIBILITY OF THE BOARD

The Board has adopted a Board Charter that sets out its responsibilities, structure and governance requirements.

The Board is entrusted with promoting the success of the Company by directing and overseeing its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interests of the Company. The Directors understand their collective and individual responsibilities to all shareholders concerning the management, control and operation of the Company's affairs.

The Board has a collective responsibility for the management of the Company. Clear segregation of roles and responsibilities among Directors ensures a balanced distribution of power and authority.

Independent Non-Executive Directors do not engage in the day-to-day management of the Company or any business dealings or relationships with the Company. This independence allows them to exercise objective judgment while acting in the best interest of the Company, its stakeholders and shareholders, including minority shareholders.

BOARD COMPOSITION AND CONDUCT

The Board is currently composed of three Directors, one executive and two non-executives. The Company has an elected Chair.

All Board members are expected to demonstrate good stewardship and act in a professional manner, and uphold the core value of integrity, with due regard to their fiduciary duties and responsibilities.

The Company's Constitution permits the Board to appoint directors to fill vacancies and to elect the Chair. One third of directors (excluding the Managing Director and a director appointed to fill a vacancy, rounded up to the nearest whole number) must retire at each annual general meeting (AGM). Except for the Managing Director, no director may remain in office for more than three years without resigning and standing for re-election. Any director appointed by the Board must stand for election at the next AGM of security holders.

The Board believes that a diverse range of skills, background, knowledge and experience is essential for effective governance of the Company. The Board members have a broad and diverse range of skills and

experience across various business areas. The Board continuously identifies the skills and experience required for the effective management of the business, both current and in the future. These key attributes are vital inputs to the annual Board review, development, succession planning and recruitment of new directors.

At least annually, the Board conducts a review and assessment of skills, diversity, personal qualities and behavioural attributes.

The key Board skills and experience as contained in the Board's skills matrix are detailed below:

Professional Director Skills	Industry Specific Skills
Governance Qualification	Minerals Exploration
Risk & Compliance	Business Development
Financial & Audit	Capital
Strategy	Mergers and Acquisitions
Policy Development	Turnaround
Technology	Change Management
Executive Management	Resource Project Valuation

Board support for directors retiring and seeking re-election is not automatic. Before each AGM, the Board assesses whether it will recommend that security holders vote in favour of re-electing each director standing for election on a rotational basis. The Company provides security holders with all relevant information in its possession to inform their decision on whether or not to elect or re-elect a director in the AGM Notice of Meeting.

The Board conducts at least six (6) scheduled meetings annually, with additional meetings convened as and when necessary. All Directors receive performance and progress reports in a timely manner before the scheduled Board meetings. The Board regularly reviews the Charter, and revisions are made as needed to align with shareholder expectations and industry best practices.

The Company Secretary is directly accountable to the Board, through the Chair, for all matters related to the proper functioning of the Board. This includes managing the agenda, Board papers and minutes, ensuring compliance with Board and Committee policies and procedures and handling communications with regulatory bodies, the ASX and statutory filings.

BOARD COMMITTEES

To assist the Board in fulfilling its responsibilities, the Board has approved the following Board Committee Charters:

- Audit and Risk Committee
- Nomination and Remuneration Committee

Given the current size and scale of the Company's operations, these Committees have not yet been constituted. Instead, their functions and responsibilities have been assumed by the Board.

Each Committee Charter sets out its specific functions and responsibilities, member composition and terms of appointment. Other Committees may be established as needed with specific responsibilities delegated by the Board.

When the size and nature of the Company's operations warrant the establishment of Board sub-committees, these Committees will make recommendations to the Board but will have no decision-making authority unless expressly authorised by the Board. The relevant qualifications and experience of individual Committee members will be set out in the Director's Report within the Annual Report.

EXECUTIVE PERFORMANCE AND REMUNERATION

BOA's Remuneration Policy is designed to recognise the competitive environment in which the Company operates and emphasises the need to attract and retain high calibre talent to achieve sustained performance.

The primary objective of the Remuneration Policy is to ensure that an individual's remuneration package reflects their experience, level of responsibility, individual performance and the performance of the Company.

In accordance with the policy, senior management performance and remuneration are evaluated annually by the Managing Director. The Board conducts an annual evaluation of the Managing Director's performance and remuneration. Performance reviews of the Managing Director and senior management were conducted during the financial year in accordance with this process.

Further details are disclosed in the Remuneration Report within the Company's Annual Report. The rules regarding share trading are contained in the Securities Trading Policy, available on the Company's website: <https://boaresources.com/company/corporate-governance/>.

POLICIES

The Company has adopted the following policies, each prepared in accordance with the ASX Principles and Recommendations. These policies are available on the Company's website: <https://boaresources.com/company/corporate-governance/>.

- Anti-Bribery and Corruption Policy
- Code of Conduct
- Communication and Disclosure Policy
- Diversity Policy
- Risk Management Policy
- Securities Trading Policy
- Whistleblowing Policy

DIVERSITY AND INCLUSION

The Company respects and values the benefits of a diverse and inclusive workforce that reflects the communities in which we operate and embraces diverse perspectives. We believe that to be a high performing, agile and innovative organisation we must leverage the full potential of all our people. Diversity in this context includes experience, gender, age, caring responsibilities, cultural identity, disability, ethnicity, religious beliefs, education, family and relationship status, gender identity and sexual orientation. Relevant policies are in place and are made available to all employees at commencement of employment and continuously to support a diverse and inclusive team.

The Company's Diversity Policy is available at: <https://boaresources.com/company/corporate-governance/>.

At the Board level, the Company seeks to ensure that each director contributes a broad mix of skills, including resource-specific, operational, fiduciary, human resources and strategic expertise.

The Board values and is committed to gender diversity at the Board level and throughout the organisation.

The Board does not have specific and measurable objectives to achieve this goal. The Company has adopted a Diversity Policy and recognises the importance of promoting diversity and inclusion across the organisation.

The Company has not adopted a specific numerical target for gender diversity. The Board considers that a numerical target would not be meaningful or appropriate in the Company's circumstances, having regard to the size and composition of the organisation, the relatively limited number of employment opportunities that arise from time to time, and the potential for changes in workforce composition resulting from individual appointments or departures to materially affect the relevant percentages.

The Company instead seeks to promote gender diversity through merit-based recruitment and selection processes, with appropriately qualified and experienced candidates considered for available positions without discrimination. The Board monitors the Company's workforce composition and will review the appropriateness of its diversity objectives and approach on an annual basis.

Accordingly, the Company does not currently set a numerical target for gender diversity and does not adopt the measurable objectives contemplated by Recommendation 1.5. The Board considers this approach appropriate having regard to the Company's particular circumstances.

Progress: Ms Wynne was appointed Company Secretary during the financial year. The Board remains comprised of one third females.

Objective: Increase the proportion of women in senior management roles as vacancies and circumstances permit.

	Female	Male	Gender Mix % (F:M)
Board	1	2	33% : 67%
Senior Management (excluding Board)	1	2	33% : 67%
Employees and Permanent Contractors (excluding Senior Management and Board)	2	3	40% : 60%
TOTAL	4	7	36% : 64%

INTEGRITY OF REPORTING

The Company has established controls to ensure the integrity of its financial reporting and compliance with all regulatory requirements.

The Board is responsible for the Company's overall system of internal financial control. The Board has received certifications from the Managing Director and Financial Controller regarding the financial statements for the reporting period. These certifications, in accordance with Section 295A of the Corporations Act 2001 (Cth), affirm the integrity of the financial statements and confirm that opinions are based on a sound system of risk management and internal control which is functioning effectively.

The Board has also established a framework for the relationship between the Company and the external auditor to ensure:

- Recommendations made by the external auditor and independent advisors are critically evaluated and, where appropriate, implemented;
- The external auditor's ability to perform their statutory audit is not impaired;
- Consideration is given to any non-audit services provided by the auditors;
- Any non-audit services provided by the auditors are approved and monitored; and

- The Company has defined policies and procedures in place as appropriate internal controls to manage risk effectively.

The external auditor is invited to attend the Company's Annual General Meeting to answer any shareholder questions related to the audit.

CONTINUOUS DISCLOSURE AND SHAREHOLDER COMMUNICATION

The Company has adopted specific governance policies regarding its continuous disclosure obligations and shareholder communications, available on the Company's website:
<https://boaresources.com/company/corporate-governance/>.

These policies provide procedures and guidelines to ensure the Company complies with all applicable legal and regulatory requirements, including ASX Listing Rules. Subject to recognised exceptions, this ensures the timely disclosure to the ASX of any information that is not generally available and could have a material effect on the price or value of the Company's securities.

The Board has committed to fostering effective two-way communication with investors. Security holders are encouraged to elect to receive communications from BOA and the Company's share registry electronically.

RISK ASSESSMENT AND MANAGEMENT

The Board is committed to identifying, assessing and managing of risks throughout BOA's business activities. The Company has established policies for the oversight and management of material business risks. The overarching Risk Management Policy is available on the Company's website:
<https://boaresources.com/company/corporate-governance/>.

The Board receives regular updates on specific business areas where significant risks or exposures may exist. Management reports to the Board on the effectiveness of BOA's risk management on a quarterly basis, with review of the Company's risk register being a standing agenda item at Board meetings.

The following is a summary of the most significant risks facing the Company, along with examples of mitigation strategies.

Risk	Mitigation
Financial risk The Company is exposed to various financial and economic sustainability risks, including access to sufficient capital	 The Board closely monitors the financial position of the Company, in particular the structured process to ensure it has sufficient capital to fund its activities. The Company raised capital during the year and the Board continues to closely monitor cash requirements, expenditure commitments and future funding options. The funding requirements of the Company are continually being assessed as each project evolves.
Operations risk The Company is exposed to a number of risks that have the potential to materially impact operations or result in business interruption. This includes workplace health & safety.	 The Company has in place business continuity and disaster recovery plans. We have a robust approach to health and safety, and staff continue to work either onsite or remotely.

Key person risk The Company is reliant on key external contractors and consultants to assist with delivering the Company's work program.	The Company has longstanding, documented agreements in place with key external contractors and consultants. These are documented in the Risk and Contract Registers, with review of these Registers being a standing Board agenda item, including assessment of performance and alternate suppliers of such services.
Environmental risk The Company recognizes that exploration activities may have an impact on the environment and the communities that live there, including traditional owners.	The Company's exploration activities are conducted in accordance with regulatory requirements, with relevant native title heritage and access agreements in place.
Delivery of strategic priorities There are risks associated with the Company being able to deliver on its strategic objectives.	The Company has a strategic annual work program. Progress against key deliverables are assessed at each monthly Board meeting as a standing agenda item.

CORPORATE GOVERNANCE

The Board's primary responsibility is to represent and advance shareholders' interests while protecting the interests of all stakeholders. To fulfil this role, the Board oversees the Company's overall corporate governance including its strategic direction, goal-setting for management and monitoring the achievement of these goals.

The Company is committed to good corporate governance, which promotes the long-term interests of shareholders, strengthens Board and management accountability and helps build public trust in the Company. The Board is elected by the shareholders to oversee the long-term health, success and financial strength of the business. The Board serves as the ultimate decision-making body of the Company, except for matters reserved for or shared with the shareholders. The Board selects and oversees senior management, who are responsible for conducting the business of the Company.

Disclosure of these corporate governance practices will be given in accordance with the ASX Listing Rules. The Board has assessed BOA's current practices against the Guidelines and provides its assessment in the Appendix 4G.

This Corporate Governance Statement is current as at 30 September 2026 and was approved by the Board on 30 September 2026.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

BOA Resources Limited

ABN/ARBN

29 149 582 687

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: <https://boaresources.com/company/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: Lisa Wynne

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 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 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: https://boaresources.com/company/corporate-governance/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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.	☒ and we have disclosed a copy of our diversity policy at: https://boaresources.com/company/corporate-governance/ and we have disclosed the information referred to in paragraph (c) at: https://boaresources.com/company/corporate-governance/ If we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☐ A performance evaluation was not undertaken for the reporting period in accordance with that process at: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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.	☐ We have disclosed the evaluation process referred to in paragraph (a) at https://boaresources.com/company/corporate-governance/ No performance evaluation was undertaken for the reporting period.	☒ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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
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.	☐ 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: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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: https://boaresources.com/company/corporate-governance/ and, where applicable, the information referred to in paragraph (b) at: https://boaresources.com/company/corporate-governance/ and the length of service of each director at: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☐	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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: https://boaresources.com/wp-content/uploads/BOA-Statement-of-Values.pdf	☐ set out in our Corporate Governance Statement
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: https://boaresources.com/company/corporate-governance/	☐ set out in our Corporate Governance Statement
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: https://boaresources.com/company/corporate-governance/	☐ set out in our Corporate Governance Statement
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: https://boaresources.com/company/corporate-governance/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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 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.	☐ We have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement
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.	☒	☐ set out in our Corporate Governance Statement
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.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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 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: https://boaresources.com/company/corporate-governance/	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
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: https://boaresources.com/company/corporate-governance/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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 7 – RECOGNISE AND MANAGE RISK			
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.	☐ We have disclosed the fact that we do not have a risk committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement
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.	☒	☐ set out in our Corporate Governance Statement
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.	☐ The Company does not have an internal audit function. 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: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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
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: https://boaresources.com/company/corporate-governance/ and, if we do, how we manage or intend to manage those risks at: https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, 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.	☐ 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. https://boaresources.com/company/corporate-governance/	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
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: [insert location]	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore 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.	☐ We do not have an equity-based remuneration scheme and this recommendation is therefore not applicable. An equity-based remuneration scheme is proposed to Shareholders for approval at the General Meeting of Shareholders to be held 12 October 2026.	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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
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.	☐ Not Applicable	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐ Not Applicable	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐ Not Applicable	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> 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.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: Not Applicable	☐ set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: Not Applicable	☐ set out in our Corporate Governance Statement