



## Corporate Governance Statement

Sierra Nevada Gold Inc. ARBN 653 575 618 (**Company**)

Sierra Nevada Gold Inc. (ASX: **SNX**) ("**Sierra Nevada Gold**" or the "**Company**") and its Board of Directors (the "**Board**") are committed to administering, achieving and demonstrating the high standards of corporate governance with openness and integrity consistent with ASX corporate governance recommendations. The Board regularly reviews the governance framework and practices to ensure they align with the interests Company shareholders. The Company has adopted systems of control, review and accountability for the administration of corporate governance. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

This statement sets out the Company's current compliance with the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations: 4<sup>th</sup> edition* (**Principles** or **Recommendations**). The Principles are not prescriptive regarding the conduct of ASX listed companies. Rather, an ASX listed company is required to disclose the reasons why it is not complying fully with its obligations under the Principles. To the extent that they are relevant, the Company has adopted the Principles.

This Corporate Governance Statement (the "**Statement**") includes metrics for the financial year ending 31 December 2025 (the "**Reporting Period**") and discloses the extent to which Sierra Nevada Gold has (1) followed the Recommendations, (2) adopted alternative governance practices in lieu of the recommendation (if any), or (3) departed from the Recommendations with an explanation (as applicable). This Statement should be read in conjunction with the materials on our website [www.sngold.com.au](http://www.sngold.com.au), including the 2025 Annual Report.

This statement is current as at 25 March 2026 and has been approved by the Board of the Company with effect on that date.

Copies of the Company's corporate governance procedures, policies and practices are available on the Company's website at <https://sngold.com.au/company/corporate-governance/>.

The Board considers that the Company generally complies with the Principles and, where the Company does not comply, this is primarily due to the current relative size of the Company and scale of its current operations. Comments on compliance and departures are set out below.

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
<b>Principle 1- Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1:</b> A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The Board's role and responsibilities are contained in the Company's Board Charter. The Board Charter also sets out the role and responsibilities of the Chairman. The Board Charter also explains the relationship between the Board and management.</p> <p>Due to the relatively small size of the Company, and the small number of Board members, the Board has decided not to establish committees at this time. The Board may deem it appropriate in the future to establish committees to oversee certain functions, such as an Audit and Risk Committee and a Nomination and Remuneration Committee.</p> <p>A copy of the Board Charter is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 1.2:</b> A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(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.</p>	<p>(a) Yes</p> <p>(b) Yes</p>	<p>Until such time that the Board appoints a Nomination and Remuneration Committee, the Board undertakes appropriate checks, including police clearance checks, bankruptcy searches, and verification of qualifications and experience of potential Directors, before appointing a Director or putting forward to securityholders a candidate for election as a Director.</p> <p>Each year, the Board reviews the directors who are seeking for election or re-election with regards to their independence, performance, skills set so that all material information can be provided to the shareholders to assist in making a decision on whether or not to elect/re-elect a director. The Company provides to its securityholders with all material information in its possession that is relevant to the securityholder's decision on</p>

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		whether or not to elect or re-elect a Director through a number of channels, including via the notice of meeting and other information contained in the 2025 Annual Report.
<p><b>Recommendation 1.3:</b> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	Each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.
<p><b>Recommendation 1.4:</b> 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.</p>	Yes	<p>The Company Secretary is directly accountable to the Board in relation to matters of governance. The Company Secretary's role includes advising the Board and its committees on governance matters, monitoring that policies and procedures are followed, coordinating the timely completion and despatch of Board papers, ensuring that the business at Board and committee meetings is accurately captured in the minutes and helping to organise and facilitate the induction and professional development of Directors. Further description of the role of the Company Secretary is set out in the Board Charter.</p> <p>A copy of the Board Charter is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p> <p>The Company Secretary is accessible to all Directors. The Board is responsible for the appointment and removal of the Company Secretary.</p>
<p><b>Recommendation 1.5:</b> A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p>	(a) Yes	<p>The Company has a strong commitment to diversity in business which is evidenced through its Diversity Policy.</p> <p>The Diversity Policy includes requirements for the Board to set measurable objectives for achieving gender diversity and to assess</p>

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<p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives, and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined 'senior executive' for these purposes); or</p> <p>(B) if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as defined in and published under that Act.</p>	<p>(b) Does not currently comply</p> <p>(c) Complies as far as is practicable</p>	<p>annually both the objectives and the Company's progress in achieving them.</p> <p>A copy of the Diversity Policy is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p> <p>Given that the Company's Board and workforce is still relatively small, the Board does not believe it is currently practicable to set measurable objectives for achieving gender diversity targets. Therefore, these were not set for the reporting period ended 31 December 2025 and it is therefore not practicable to report progress in achieving such objectives.</p> <p>Should such objectives become appropriate for the Company in the future due to increases in size of the Board or organisation, the Company will review and set appropriate objectives at that time.</p> <p>The Company currently has no female board members, no female in a senior executive role (where senior executives are those persons reporting directly to the CEO) and no females in its workforce.</p>
<p><b>Recommendation 1.6:</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p>	<p>(a) Yes</p>	<p>Until such time that the Board appoints a Nomination and Remuneration Committee, the Board oversees the process of appointment, performance and remuneration of the Directors and other executives.</p>

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<p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that reporting period.</p>	<p>(b) Yes</p>	<p>A copy of the Nomination and Remuneration Committee Charter, which forms the basis of the Board's oversight in these matters, is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p> <p>The Board is committed to formally evaluating its performance, the performance of its committees (if applicable) and individual Directors, as well as the governance processes supporting the Board. The Board does this through a periodical assessment process. The periodical performance review and assessment process involves Board members, including self-evaluation and peer review through completing a set of structured questionnaires and collective review of results analysis and discussion.</p> <p>A review in accordance with this periodical assessment process was not undertaken during or in respect of the reporting period due to recent changes in Board composition. It is considered more appropriate to conduct a review after the Board has had sufficient time to operate in its current form.</p>
<p><b>Recommendation 1.7:</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>(a) Yes</p> <p>(b) Yes</p>	<p>Until such time that the Board appoints a Nomination and Remuneration Committee, the Board oversees the process of appointment, performance and remuneration of senior executives and employees of the Company.</p> <p>A copy of the Nomination and Remuneration Committee Charter, which forms the basis of the Board's oversight in these matters, is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>

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		During the reporting period, oversight of senior executives' performance is exercised by the Board, with reviews undertaken on a periodic basis and as circumstances require.
<b>Principle 2 – Structure the board to add value</b>		
<p><b>Recommendation 2.1:</b> The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p style="padding-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 20px;">(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 20px;">(iii) the charter of the committee;</p> <p style="padding-left: 20px;">(iv) the members of the committee; and</p> <p style="padding-left: 20px;">(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a 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,</p>	Yes	<p>Due to the relatively small size of the Company, and the small number of Board members, the Board has decided not to establish a nomination committee at this time. The Board's view is that it is able 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 by employing the following processes:</p> <p style="padding-left: 20px;">(a) developing a thorough understanding of the skill and experience requirements of the Board in light of the Company's industry sector, strategy and operations;</p> <p style="padding-left: 20px;">(b) regularly review the Board's skills, experience and knowledge levels by reference to the Board skills matrix and benchmark it against similar organisations (and identify any areas which may need to be addressed);</p> <p style="padding-left: 20px;">(c) including these matters in the annual Board calendar;</p> <p style="padding-left: 20px;">(d) maintaining a knowledge base of potential new Board candidates; and</p> <p style="padding-left: 20px;">(e) where necessary, engage external consultants to assess/review the Board's skill base and advise on potential appointees.</p>

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independence and diversity to enable it to discharge its duties and responsibilities effectively.		A copy of the Nomination and Remuneration Committee Charter, which forms the basis of the Board's oversight in these matters, is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a> .												
<b>Recommendation 2.2:</b> A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes	<p>The Board has developed a matrix to consider the mix of appropriate skills, experience, expertise and diversity for Board membership.</p> <p>A copy of the Company's Board skills matrix is contained in the Board Charter, a copy of which is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>												
<p><b>Recommendation 2.3:</b> A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 of the Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Company considers a Director to be independent if the Director is independent of management and free of any business or other relationship that could materially interfere, or be perceived as interfering, with the exercise of an unfettered and independent judgment in relation to matters concerning the Company.</p> <p>The Board's assessment of each current Director is set out below:</p> <table border="1" data-bbox="1294 1142 2040 1388"> <thead> <tr> <th data-bbox="1294 1142 1480 1214">Director</th> <th data-bbox="1480 1142 1666 1214">Length of Service</th> <th data-bbox="1666 1142 1852 1214">Position</th> <th data-bbox="1852 1142 2040 1214">Independence Status</th> </tr> </thead> <tbody> <tr> <td data-bbox="1294 1214 1480 1321">Simon Lill</td> <td data-bbox="1480 1214 1666 1321">Since September 2025</td> <td data-bbox="1666 1214 1852 1321">Non-Executive Chairman</td> <td data-bbox="1852 1214 2040 1321">Independent</td> </tr> <tr> <td data-bbox="1294 1321 1480 1388">Peter Moore</td> <td data-bbox="1480 1321 1666 1388">Since March 2011</td> <td data-bbox="1666 1321 1852 1388">Executive Director</td> <td data-bbox="1852 1321 2040 1388">Not independent</td> </tr> </tbody> </table>	Director	Length of Service	Position	Independence Status	Simon Lill	Since September 2025	Non-Executive Chairman	Independent	Peter Moore	Since March 2011	Executive Director	Not independent
Director	Length of Service	Position	Independence Status											
Simon Lill	Since September 2025	Non-Executive Chairman	Independent											
Peter Moore	Since March 2011	Executive Director	Not independent											

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		Robert Gray	Since December 2021	Non-Executive Director	Independent
		Brett Butlin	Since September 2024	Executive Director	Not independent
		<p>The Board also notes:</p> <p>(a) Robert Gray and Simon Lill, who are the Non-Executive Directors of the Company, have been granted with performance shares (<b>NED Holdings</b>) pursuant to the Company's Equity Incentive Plan (<b>EIP</b>); and</p> <p>(b) This is an interest of a type described in box 2.3 of the Recommendations as the directors have received performance-based remuneration and have participated in an employee incentive scheme of the Company.</p> <p>The Board is of the view that these NED Holdings do not compromise the independence of the Non-Executive Director as a Director of the Company as:</p> <ul style="list-style-type: none"> <li>• the NED Holdings are not material;</li> <li>• the NED Holdings contain service and/or performance conditions that align the interests of the Non-Executive Directors with the interests of the Company's securityholders as a whole; and</li> <li>• the NED Holdings and participation in the EIP do not, and are unlikely to, interfere with the Non-Executive Directors' ability or capacity to bring independent judgement to bear on issues before the Board and to act</li> </ul>			

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		<p>in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.</p>
<p><b>Recommendation 2.4:</b> A majority of the board of a listed entity should be independent directors.</p>	<p>No</p>	<p>As at the date of this statement, the Board has four Directors in total, comprising two Executive Directors and two Non-Executive Director (including Non-Executive Chairman, Simon Lill).</p> <p>The Non-Executive Directors are considered independent.</p> <p>The Company did not follow Recommendation 2.4 during the whole of the reporting period. While the Board is not currently comprised of a majority of independent directors, its composition reflects an appropriate balance of skills, experience and expertise to meet the Company's needs at this stage of its development. The Board continues to regularly review its composition and remains committed to increasing the level of independence through the appointment of additional independent directors at an appropriate time.</p>
<p><b>Recommendation 2.5:</b> 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.</p>	<p>Partial</p>	<p>During the reporting period, the following persons carry out the role of Chairperson of the Board:</p> <ul style="list-style-type: none"> <li>• Peter Moore – start of the reporting period until 25 September 2025;</li> <li>• Simon Lill – 25 September until present.</li> </ul> <p>Mr Peter Moore served as Chair of the Board until 25 September 2025. During this period, Mr Moore was not considered independent and he also performed the functions equivalent to the CEO of the Company. Given Mr Moore's in-depth knowledge of</p>

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		<p>the Company and the stage of the Company's development at that time, the Board considered it appropriate for Mr Moore to hold the role of Chair.</p> <p>While the Board recognises that the Chair should be an independent director and should not exercise executive functions, the Company appointed Mr Simon Lill to the Board on 25 September 2025 and as Chair of the Board. Mr Lill is considered to be an independent director. The Company expects to comply with this requirement going forward.</p>
<p><b>Recommendation 2.6:</b> 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.</p>	<p>Yes</p>	<p>The Nomination and Remuneration Committee Charter and Board Charter demonstrate the Company's compliance with this Recommendation.</p> <p>The Board is responsible for the induction program for new Directors and the development of a professional development program for Directors. It may delegate this task to the Company Secretary.</p>
<p><b>Principle 3 – Act ethically and responsibly</b></p>		
<p><b>Recommendation 3.1:</b> A listed entity should articulate and disclose its values.</p>	<p>Yes</p>	<p>The Board has established and adopted a Statement of Values.</p> <p>A copy of the Statement of Values is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>

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<p><b>Recommendation 3.2:</b> A listed entity should:</p> <p>(a) Have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Board has established and adopted a Code of Conduct.</p> <p>The Code of Conduct sets out the Company's commitment to making positive economic, social and environmental contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with the Company's foundational principles of honesty, integrity, fairness and respect.</p> <p>A copy of the Code of Conduct is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 3.3:</b> A listed entity should:</p> <p>(a) Have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Board has established and adopted a Whistleblower Policy which complies with the Recommendations.</p> <p>A copy of the Whistleblower Policy is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 3.4:</b> A listed entity should:</p> <p>(a) Have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Board has established and adopted an Anti-bribery and Corruption Policy which complies with the Recommendations.</p> <p>A copy of the Anti-bribery and Corruption Policy is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>

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<b>Principle 4 – Safeguard integrity in corporate reporting</b>		
<p><b>Recommendation 4.1:</b> The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Yes	<p>Due to the relatively small size of the Company, and the small number of Board members, the Board has decided not to establish an audit committee at this time. The Board’s view is that it is able to 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, by employing the following processes:</p> <p>(a) developing and maintaining an understanding of the major reporting responsibilities, accounting policies and major risk areas in relation to the Company’s accounting and reporting matters;</p> <p>(b) requiring management to regularly report on compliance with financial reporting requirements;</p> <p>(c) assessing the need for cost-effective controls to support reliable financial reporting and requiring management to report on compliance with those controls;</p> <p>(d) meeting with external auditors on a regular basis, at least twice a year, to review matters in relation to:</p> <p>(i) the external auditor’s reviews of the Company’s financial reports and supporting systems; and</p> <p>(ii) reviewing of the external auditor’s performance, including the audit engagement partner, including independence matters;</p> <p>(f) including these matters in the annual Board calendar; and</p> <p>(e) where necessary, engaging external consultants with relevant skills and expertise to assist the Board in the above matters.</p>

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		<p>A copy of the Audit and Risk Committee Charter, which forms the basis of the Board's oversight in these matters, is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 4.2:</b> The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Partial</p>	<p>The Company is a Nevada corporation, that is registered with the Australian Securities and Investments Commission as a foreign company. Accordingly, the Company is not subject to certain aspects of Australian company law including, without limitation, the financial reporting requirements as set out in Chapter 2N of the <i>Corporations Act 2001</i> (Cth). Notwithstanding this, the Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Company's financial position and prospects.</p> <p>The Board reviews the Company's half yearly and annual financial statements. The Company does not currently have a CFO. Accordingly, Mr Peter Moore (who carries out the role that is equivalent to a CEO) provides the declaration for the relevant reporting periods to the Board stating in writing that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>Copies of each of the Board Charter and the Audit and Risk Committee Charter are available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>

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<p><b>Recommendation 4.3:</b> A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>Any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor is reviewed and approved by the Board so that it is satisfied the report in question is materially correct, balanced and provides investors with appropriate information to make an informed investment decision. Following review by the Board of Directors the report is formally approved prior to release.</p>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p>		
<p><b>Recommendation 5.1:</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	<p>The Company has adopted a Continuous Disclosure Policy. This policy sets out, amongst other matters, the manner in which the Board ensures compliance with the disclosure requirements of the ASX Listing Rules.</p> <p>A copy of the Continuous Disclosure Policy is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 5.2:</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>The Company has external notifications set up so that all Board members receive a notification from ASX as soon as an announcement has been released. The Company also circulates all announcements to the Board ahead of the release being made.</p>
<p><b>Recommendation 5.3</b> A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	Yes	<p>In accordance with this Recommendation, the Company ensures that all substantive presentations are released to the market before giving the presentation.</p>

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		The Company also maintains a separate investor page on the Company's website to provide securityholders with links to annual and interim reports, ASX announcements, presentations, and other key information.
<b>Principle 6 – Respect the rights of security holders</b>		
<p><b>Recommendation 6.1:</b> A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	<p>A page on the Company's website, <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>, is dedicated to corporate governance.</p> <p>The Company's website also includes in the corporate governance section links to:</p> <ul style="list-style-type: none"> <li>(a) the names and brief biographical information for each of its Directors;</li> <li>(b) its Constitution, Board Charter, Audit and Risk Committee Charter and Nomination and Remuneration Committee Charter; and</li> <li>(c) copies of the Code of Conduct, Diversity Policy, Share Trading Policy and Continuous Disclosure Policy.</li> </ul> <p>The Company's website also includes in the Investor Information Section links to:</p> <ul style="list-style-type: none"> <li>(d) copies of its annual reports and financial statements;</li> <li>(e) copies of its announcements to the ASX; and</li> </ul>

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		<p>(f) copies of notices of meetings of securityholders and any accompanying documents.</p> <p>The Company's website also includes:</p> <p>(g) an overview of the Company's business;</p> <p>(h) a summary of the Company's history;</p> <p>(i) historical information about the market prices of the Company's securities;</p> <p>(j) copies of media releases the Company makes;</p> <p>(k) contact details for enquiries from securityholders, analysts or the media; and</p> <p>(l) contact details for the Company's Share/CDI Registry.</p>
<p><b>Recommendation 6.2:</b> A listed entity should have an investor relations program to facilitate effective two-way communication with investors.</p>	<p>Yes</p>	<p>The Company has adopted a Continuous Disclosure Policy which sets out, amongst other things, the manner in which the Company promotes effective communication with securityholders and encourage their participation at general meetings and respond to securityholder enquiries.</p> <p>A copy of the Continuous Disclosure Policy is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 6.3:</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Yes</p>	<p>Security holders are forwarded the Company's Annual Report, if requested (it is otherwise made available on the Company's website), and documents relating to each general meeting, being</p>

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		<p>the notice of meeting, any explanatory memorandum and a proxy form and security holders are invited to attend these meetings.</p> <p>The Board regards each general meeting as an important opportunity to communicate with members and it provides a key forum for the members to ask questions about the Company, its strategy and performance. At shareholder meetings, the Company provides an opportunity for members and other stakeholders to hear from and put questions to the Board, management and, if applicable, our external auditor.</p>
<p><b>Recommendation 6.4:</b> A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	<p>Yes</p>	<p>All resolutions at securityholder meetings are decided by a poll rather than by a show of hands.</p>
<p><b>Recommendation 6.5:</b> A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Yes</p>	<p>The Company gives its securityholders the opportunity to give and receive communications to and from both the Company and security registry electronically. Electronic communications to the Company may be sent via email to <a href="mailto:info@sngold.com.au">info@sngold.com.au</a>.</p> <p>Investors can also communicate with the Company's registry electronically by emailing the registry or via the registry's website. The Company encourages its securityholders to receive company information electronically by registering their email address online with the Company's share registry.</p>
<p><b>Principle 7 – Recognise and manage risk</b></p>		
<p><b>Recommendation 7.1:</b> The board of a listed entity should:</p>	<p>Yes</p>	<p>Due to the relatively small size of the Company, and the small number of Board members, the Board has decided not to establish</p>

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<p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(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</li> </ul> <p>(b) if it does not have a risk committee or committees that satisfy paragraph (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>a risk committee at this time. The Board's view is that it is able to oversee the Company's risk management framework by employing the following processes:</p> <ul style="list-style-type: none"> <li>(a) developing and maintaining an understanding of the major risk areas in relation to the Company's activities, operations and responsibilities;</li> <li>(b) developing a formal risk management program, tailored to the Company's activities and risk profile which identifies risks and documents procedures to manage them in accordance with the Company's risk appetite;</li> <li>(c) within the risk management program, directing management to develop, implement and carry out appropriate risk management policies and procedures, and to report regularly to the Board on these matters;</li> <li>(d) requiring management implement an appropriate insurance program for the Company and regularly report to the Board on this matter;</li> <li>(g) including these matters in the annual Board calendar;</li> <li>(e) where necessary, engaging external consultants with relevant skills and expertise to assist the Board in the above matters.</li> </ul> <p>A copy of the Audit and Risk Committee Charter, which forms the basis of the Board's oversight in these matters, is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 7.2:</b> The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and</p>	Yes	The Audit and Risk Committee, or in the absence of such a committee, the Board, is responsible for the review of the Company's risk management program.

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<p>that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>		<p>A copy of the Audit and Risk Committee Charter, which forms the basis of the Board's oversight in these matters, is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p> <p>The Board has reviewed the Company's risk management framework during the reporting period.</p>
<p><b>Recommendation 7.3:</b> A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Yes	<p>Due to the current size of the Company, and taking into account cost/benefit considerations, the Board does not currently consider it necessary to have an internal audit function. The Audit and Risk Committee Charter requires the Committee (or in its absence the Board) to oversee the evaluation and continual improvement of the effectiveness of the Company's risk management and internal control processes. The Committee (or in its absence the Board) achieves this objective by closely monitoring these areas and requires management to review and report on risk and internal control areas. The Committee (or in its absence the Board) may consider the use of external resources to assist as required.</p> <p>The Board considers these departures from the ASX Recommendation are justified given the maturity of the Company, its relatively small size and the need to preserve funds as an early-stage business. If in future an internal audit function is warranted, then the Board will give due regard to the Recommendations and the establishment of an internal audit function.</p>
<p><b>Recommendation 7.4:</b> A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p><i>Environmental risks</i></p> <p>As is typical of most exploration projects globally, the Company's mineral exploration activities may have an impact on the local environment of operation, particularly if advanced exploration or</p>

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		<p>mine development proceeds. Such impact can give rise to substantial costs for environmental rehabilitation, damage, control and losses.</p> <p>The operations and activities of the Company are subject to State and Federal laws and regulations of the United States concerning the environment. The Consolidated Entity ensures that it complies with relevant laws relating to its exploration operations and, where applicable, undertakes any required rehabilitation processes.</p> <p>To the extent to which the Company has a material exposure to environmental risks due to its mineral exploration activities, it manages those risks by undertaking processes in compliance with the relevant laws and regulations.</p> <p><i>Social risks</i></p> <p>The Company does not have any material exposure to social risks.</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p>		

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<p><b>Recommendation 8.1:</b> The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p style="padding-left: 40px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 40px;">(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 40px;">(iii) the charter of the committee;</p> <p style="padding-left: 40px;">(iv) the members of the committee; and</p> <p style="padding-left: 40px;">(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Yes</p>	<p>Due to the relatively small size of the Company, and the small number of Board members, the Board has decided not to establish a remuneration committee at this time. The Board's view is that it is able to address remuneration issues, including the setting of the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive, by employing the following processes:</p> <p style="padding-left: 40px;">(a) regularly reviewing Board and senior executive remuneration levels, including share-based payments;</p> <p style="padding-left: 40px;">(b) regularly benchmarking Board and senior executive remuneration levels against comparative companies in the exploration sector, and the broader ASX listed companies sector;</p> <p style="padding-left: 40px;">(c) including these matters in the annual Board calendar;</p> <p style="padding-left: 40px;">(d) ensuring that an executive Director is not present during consideration of that particular executive Director's remuneration; and</p> <p style="padding-left: 40px;">(e) where necessary, engaging external consultants with relevant skills and expertise to assist the Board in the above matters.</p> <p>A copy of the Nomination and Remuneration Committee Charter, which forms the basis of the Board's oversight in these matters, is available on the Company's website at <a href="https://sngold.com.au/company/corporate-governance/">https://sngold.com.au/company/corporate-governance/</a>.</p>
<p><b>Recommendation 8.2:</b> 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</p>	<p>Yes</p>	<p>The Company distinguishes the structure of Non-executive Directors' remuneration from that of Executive Directors and</p>

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senior executives.		senior executives in compliance with Recommendation 8.2.  Details of remuneration, including the Company's policy on remuneration, are included in the Remuneration Report, which forms part of the Annual Report.
<p><b>Recommendation 8.3:</b> A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	The Company's Securities Trading Policy prohibits relevant persons (i.e., directors, officers, employees and their family members or controlled entities) from entering into a transaction that operates or is intended to operate to limit the economic risk or holdings of unvested securities of the Company or vested securities of the Company which are subject to holding locks.
<b>Additional recommendations that apply only in certain cases</b>		
<p><b>Recommendation 9.1:</b> 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.</p>	N/A	The Company does not have a director in this position and this recommendation is therefore not applicable
<p><b>Recommendation 9.2:</b> A listed entity established outside Australia should ensure that meetings of security holders are held at a</p>	Yes	The Company holds its meetings of security holders via the format of virtual and/or hybrid method to encourage attendance. The Company ensures that meetings are scheduled at appropriate

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reasonable place and time.		hours for the Company's security holders located in different time zones.
<p><b>Recommendation 9.3:</b> 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.</p>	Yes	The Company's external auditor is invited to attend the Company's AGM.