Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Duketon Mining Limited

ABN/ARBN

76 159 084 107

Financial year ended:

30 June 2026

Our corporate governance statement[1] for the period above can be found at:[2]

☒ Attached to this Appendix 4G after the Annexure

☒ This URL on our website: https://duketonmining.com.au/about/corporate-governance/

The Corporate Governance Statement is accurate and up to date as at 7 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:	7 September 2026
Name of authorised officer authorising lodgement:	John Ribbons Company Secretary

[1] "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

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

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

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

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

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

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

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

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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://duketonmining.com.au/about/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.

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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]
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://duketonmining.com.au/about/corporate-governance/ and we have disclosed the information referred to in paragraph (c) at: our Corporate Governance Statement and 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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://duketonmining.com.au/about/corporate-governance/ and in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **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]**
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: https://duketonmining.com.au/about/corporate-governance/ and in our Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://duketonmining.com.au/about/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: …… [*insert location*] *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: our Corporate Governance Statement	☒ 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: our Corporate Governance Statement	☐ 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: our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement and the length of service of each director at: our Corporate Governance Statement and the Company's 2026 Annual Report at https://duketonmining.com.au/investor-3/reports/	☐ set out in our Corporate Governance Statement

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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://duketonmining.com.au/about/corporate-governance/	☐ 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://duketonmining.com.au/about/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://duketonmining.com.au/about/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://duketonmining.com.au/about/corporate-governance/	☐ set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://duketonmining.com.au/about/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: the Company's 2026 Annual Report at https://duketonmining.com.au/investor-3/reports/ *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: …… [*insert location*]	☒ 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

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://duketonmining.com.au/about/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://duketonmining.com.au	☐ 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://duketonmining.com.au/about/corporate-governance/ and in our Corporate Governance Statement	☐ 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

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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.	☐ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://duketonmining.com.au/about/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: …… [*insert location*]	☒ 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.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed how our internal audit function is structured and what role it performs at: …… [*insert location*] *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement
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: our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: our Corporate Governance Statement	☐ set out in our Corporate Governance Statement

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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.	☒ *[If the entity complies with paragraph (a):]* and we have disclosed a copy of the charter of the committee at: https://duketonmining.com.au/about/corporate-governance/ and the information referred to in paragraphs (4) and (5) at: the Company's 2026 Annual Report at https://duketonmining.com.au/investor-3/reports/ *[If the entity complies with paragraph (b):]* and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: …… [*insert location*]	☐ 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: the Company's 2026 Annual Report at https://duketonmining.com.au/investor-3/reports/	☐ 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.	☒ and we have disclosed our policy on this issue or a summary of it at: https://duketonmining.com.au/about/corporate-governance/	☐ 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

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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.	☐ and we have disclosed information about the processes in place at: …… [*insert location*]	☐ 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.	☐	☐ 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.	☐	☐ 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			
-	*Alternative to Recommendation 1.1 for externally managed listed entities:* The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: …… [*insert location*]	☐ set out in our Corporate Governance Statement

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]**
-	*Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:* An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: …….. [*insert location*]	☐ set out in our Corporate Governance Statement

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ACN 159 084 107
(**Duketon** or the **Company**)

CORPORATE GOVERNANCE STATEMENT

FOR THE FINANCIAL YEAR ENDING 30 JUNE 2026

The Board of Duketon Mining Ltd (**Board**) is committed to ensuring that the Company's obligations and responsibilities to its various stakeholders are fulfilled through its corporate governance practices.

The directors of the Company (**Directors**) undertake to perform their duties with honesty, integrity, care and due diligence, to act in good faith in the best interests of the Company in a manner that reflects the highest standards of corporate governance.

The Company's Board are committed to a high standard of corporate governance practices, ensuring that the Company complies with the *Corporations Act 2001* (Cth), ASX Listing Rules, the Company's Constitution and other applicable laws and regulations.

Corporate Governance Compliance

For the year ended 30 June 2026, the Company has followed the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations (**Principles and Recommendations**) where the Board has considered the recommendations to be an appropriate benchmark for its corporate governance practices.

Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for adoption of its own practice, in compliance with the "if not, why not" regime.

This statement was approved by the Board on 7 September 2026.

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Recommendations (4th Edition)	Conform (Y/N)	Disclosure
Principle 1: Lay solid foundations for management and oversight		
Recommendation 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.*	Y	The Board Charter details the functions and responsibilities of the Board and management, including matters reserved for the Board. The Board Charter is included in the *Corporate Governance Manual* on the Company's website here, https://duketonmining.com.au/about/corporate-governance/.
Recommendation 1.2 *A listed entity should:* *a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and* *b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.*	Y	The full Board undertakes the duties that fall to the nomination committee under the Company's Nomination Committee Charter, which is included in the *Corporate Governance Manual* on the Company's website. The role of the Nomination Committee is to identify and recommend candidates to fill casual vacancies and to determine the appropriateness of director nominees for election to the Board. The Nomination Committee Charter requires the Board to make appropriate background checks prior to appointment as a director and to consider relevant factors before recommending a candidate for election or re-election as a director. The Board must identify and recommend candidates only after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidate can contribute to the strategic direction of the Company. All material information relevant to whether or not to elect or re-elect a director is provided to the Company's shareholders as part of the Notice of Meeting and explanatory statement for the relevant meeting of shareholders which addresses the election or re-election of a director. Such information includes the individuals' professional biography and whether the Board supports the appointment or re-election of the person.
Recommendation 1.3 *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*	Y	The Remuneration Committee Charter, which is included in the *Corporate Governance Manual* on the Company's website, requires the Company to have a written agreement with each Director and senior executive setting out the terms of their engagement. Each Non-Executive Director has signed a letter of appointment. Each Executive Director has signed an executive service agreement, which is updated to reflect current industry practices where required.

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Recommendations (4th Edition)	Conform (Y/N)	Disclosure
Recommendation 1.4 *The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.*	Y	The Company Secretary is accountable to the Board, through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. Details of the Company Secretary's duties and responsibilities are contained in Clause 4 of the Board Charter of the *Corporate Governance Manual* on the Company's website. The advice and services of the Company Secretary is available to all Directors and Committees.
Recommendation 1.5 *A listed entity should:* *a) have and disclose a diversity policy;* *b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives, and workforce generally; and* *c) disclose in relation to each reporting period:* *1) the measurable objectives set for that period to achieve gender diversity;* *2) the entity's progress towards achieving those objectives; and* *3) either:* *i. 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* *ii. 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.*	N	The Company has adopted a Diversity Policy which is included in the *Corporate Governance Manual* on the Company's website. The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. The Board has not yet adopted any measurable objectives for achieving general diversity at the Company but will review the need for measurable objectives on a regular basis. The proportion of women employees in the whole organisation is 100% (two employees, excluding directors). There are currently no women in senior executive positions or on the Board.
Recommendation 1.6 *A listed entity should:* *a) have and disclose a process for periodically evaluating the performance of the board, its committees, and individual directors; and* *b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*	Y	The Board Charter, which is included in the *Corporate Governance Manual* on the Company's website, details the process for evaluating the Board, its committees, and individual Directors. The formal assessment processes may consist of using a questionnaire, an individual meeting with the Chair, or the use of an independent third-party consultant to facilitate the assessment. A formal board performance review was undertaken in the reporting period.

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Recommendations (4th Edition)	Conform (Y/N)	Disclosure
Recommendation 1.7 *A listed entity should:* *a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and* *b) Disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*	Y	Employee numbers during the 2026 financial year were limited to less than 5 and at most times during the year were 3 (including the Managing Director). Given the limited employee numbers, performance evaluation is a process undertaken informally. Staff matters (including performance) are discussed at each board meeting and included in the Managing Director's regular Operation Reports distributed to all Board members.
Principle 2: Structure the board to add value		
Recommendation 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 bard 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.*	N Y	Due to the small size of the Board and the Company's current level of operations, the Company does not have a separate Nomination Committee. The role of the Nomination Committee is undertaken by the full Board. The Board has decided that no efficiencies will be achieved by establishing a separate nomination committee. The Board carries out the duties that would otherwise be undertaken by the nomination committee, in accordance with the Nomination Committee Charter, which is included in the *Corporate Governance Manual* on the Company's website.

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<table>
<tr><th>Recommendations
(4th Edition)</th><th>Conform
(Y/N)</th><th>Disclosure</th></tr>
<tr><td><u>Recommendation 2.2</u>
A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</td><td>Y</td><td>Collectively, the Board has an extensive range of commercial skills and other relevant experience which are vital for the effective management of the business. Board members, all of whom are directors of other ASX-listed companies, together have a combination of experience in the following business areas:
Commercial — Business development
Corporate Governance — Risk management
Legal — Mineral exploration
Investor relations — Geographic experience
Capital raising — Mineral development
Corporate strategy — Regulatory framework
Leadership — Accounting</td></tr>
<tr><td><u>Recommendation 2.3</u>
A listed entity should disclose:
a) The names of the directors considered by the board to be independent;
b) If a director has an interest, position, association or relationship of the type described in Box 2.3 (Factors relevant to addressing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
c) The length of service of each director.</td><td>Y</td><td>As at 30 June 2026 the Board consisted of:<table><tr><th>Name</th><th>Role</th><th>Independent</th><th>Date appointed</th></tr><tr><td>Seamus Cornelius</td><td>Non-Executive Chair</td><td>Yes</td><td>8 Feb 2013</td></tr><tr><td>Stuart Fogarty</td><td>Managing Director</td><td>No</td><td>30 Oct 2013</td></tr><tr><td>Richard Bevan</td><td>Non-Executive Director</td><td>Yes</td><td>19 March 2026</td></tr></table></td></tr>
<tr><td><u>Recommendation 2.4</u>
A majority of the board of a listed entity should be independent.</td><td>Y</td><td>There are three Directors on the Board, and a majority of the Board was independent during the Reporting Period. Mr Fogarty is an executive and managing director and therefore not independent.
The composition of the Board is considered appropriate at this time as it will ensure continuity in relation to the Company’s business and affairs. The Board will continue to periodically review the need to appoint additional directors in the future, after considering its objectives, the nature and extent of its actual and proposed operations and any skills gap.</td></tr>
</table>

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Recommendations (4th Edition)	Conform (Y/N)	Disclosure
Recommendation 2.5 *The chair of the board of a listed entity should be an independent director, and in particular, should not be the same person as the CEO of the entity.*	Y	Seamus Cornelius, who was appointed as Chair in February 2013, is an independent Non-Executive Director. He does not perform the role of CEO of the Company (which position is currently held by Stuart Fogarty).
Recommendation 2.6 *A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.*	Y	Induction and professional development form part of the responsibilities of the Nomination Committee as noted in the Nomination Committee Charter, which is included in the *Corporate Governance Manual* on the Company's website. Induction documents are provided with a written engagement letter, and the Company Secretary is available to assist with the process of new Directors familiarising themselves with the Company. Professional development requirements are addressed as circumstances require.
Principle 3: Act ethically and responsibly		
Recommendation 3.1 *A listed entity should articulate and disclose its values.*	Y	The Company has formulated Core Values, a general Code of Conduct and a Code of Conduct for Directors and Executives which all employees and directors are expected, at a minimum, to follow. The Core Values and Codes are included in the *Corporate Governance Manual* on the Company's website.
Recommendation 3.2 *A listed entity should:* *a) have and disclose a code of conduct for its directors, senior executives, and employees; and* *b) ensure that the board or a committee of the board is informed of any material breaches of that code.*	Y	The Company has formulated a general Code of Conduct and Code of Conduct for Directors and Executives which all employees and directors are expected, at a minimum, to follow. The Codes are included in the *Corporate Governance Manual* on the Company's website. The Codes state that any breach of the Codes is to be reported directly to the Managing Director or under the Whistleblower Policy, as appropriate, with any material breach to be reported to the full Board.
Recommendation 3.3 *A listed entity should:* *a) have and disclose a whistleblower policy; and* *b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*	Y	The Company has formulated a Whistleblower Policy, which is included in the *Corporate Governance Manual* on the Company's website. The Company Secretary is responsible for carrying out the processes under the policy. The Audit Committee is responsible for implementing the Whistleblower Policy, with all reports under the Whistleblower Policy to be directed to the Audit Committee.

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Recommendation 3.4 *A listed entity should:* *a) have and disclose an anti-bribery and corruption policy; and* *b) ensure that the board or a committee of the board is informed of any material breaches of that policy.*	Y	The Company has established an Anti-bribery and Corruption (ABC) Policy which is included in the *Corporate Governance Manual* on the Company's website. Any material breaches of the ABC policy are reported to the full Board.
Principle 4: Safeguard integrity in financial reporting		
Recommendation 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.*	N Y Y Y Y	The Company has established an Audit Committee which is comprised of the full Board. There are two non-executive directors on the Board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing potential benefits. The Chair of the committee is Richard Bevan, an independent director who is not Chair of the Board. Heath Hellewell, who was an independent director and not Chair of the Board, was Chair of the committee until his resignation on 19 March 2026. The Audit Committee Charter is included in the *Corporate Governance Manual* on the Company's website. The qualifications, experience, and attendance of the members of the Audit Committee are disclosed in the Company's Directors' Report (contained in the 2026 Annual Report).
Recommendation 4.2 *The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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.*	Y	The Board receives the required CEO and CFO declaration for each financial period.

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Recommendations (4th Edition)	Conform (Y/N)	Disclosure
Recommendation 4.3 *A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.*	Y	The Company has established a Continuous Disclosure Policy which is included in the *Corporate Governance Manual* on the Company's website. This policy details the verification process for periodic corporate reports that are not reviewed or audited by the Company's external auditor.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 *A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.*	Y	The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. The Company's Continuous Disclosure Policy is included in the *Corporate Governance Manual* on the Company's website.
Recommendation 5.2 *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*	Y	The Company has established a Continuous Disclosure Policy which is included in the *Corporate Governance Manual* on the Company's website. This policy states that all material market announcements are promptly provided to directors.
Recommendation 5.3 *A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.*	Y	The Company has established a Continuous Disclosure Policy which is included in the *Corporate Governance Manual* on the Company's website. This policy requires the investor presentation to be available on the Company website and released to the market.
Principle 6: Respect the rights of security holders		
Recommendation 6.1 *A listed entity should provide information about itself and its governance to investors via its website.*	Y	The Company's website, www.duketonmining.com.au, provides information about the Company, its projects, its Board and management and governance. It is a platform to disclose official ASX releases of material information and periodic reports, press releases, notices and presentations as well as a mechanism for shareholders to contact the Company via email.
Recommendation 6.2 *A listed entity should have an investor relations program that facilitates effective two-way communication with investors.*	Y	The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's Shareholder Communication Policy which is included in the *Corporate Governance Manual* on the Company's website.

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Recommendation 6.3 *A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*	Y	The Company has a Shareholder Communication Policy, which is included in the *Corporate Governance Manual* on the Company's website. The Policy specifically encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals and outlines the various ways in which the Company communicates with shareholders.
Recommendation 6.4 *A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.*	Y	In accordance with ASX guidance, all Listing Rule resolutions and all substantive resolutions are decided by a poll rather than by a show of hands.
Recommendation 6.5 *A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*	Y	Shareholders can register with the Company's share registrar to receive an email notification when an announcement is made by the Company to ASX, including the release of annual, half-yearly and quarterly reports. Further, the Company provides information through its website enabling security holders to email the Company. The share registrar also provides the ability to email the share registrar and to receive documents by email from the share registrar.
Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: *a) Have a committee or committees to oversee risk, each of which:* *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.*	N Y Y Y Y	The Company has established a Risk Committee which is comprised of the full Board alongside the Company's Exploration Manager. There are two non-executive directors on the Board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing potential benefits. The Chair of the committee is Richard Bevan, an independent director. Heath Hellewell, who was an independent director, was Chair of the committee until his resignation on 19 March 2026. The Risk Management Policy is included in the *Corporate Governance Manual* on the Company's website. The qualifications, experience, and attendance of the members of the Risk Committee are disclosed in the Company's Directors' Report (contained in the 2026 Annual Report).

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Recommendation 7.2 The board or a committee of the board should: *a) Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, and that the entity is operating with due regard to the risk appetite set by the board; and* *b) Disclose, in relation to each reporting period, whether such a review has taken place.*	Y	The Board determines the Company's 'risk profile' and is responsible for overseeing and approving risk management strategy and policies, internal compliance and non-financial internal control. The Board has reviewed the Company's risk profile during the 2026 financial year and updated the Company's internal Risk Assessment Matrix to reflect current and future operations. Additionally, this issue is regularly reviewed at Board meetings and risk management culture is encouraged amongst employees and contractors.
Recommendation 7.3 *A listed entity should disclose:* *a) If it has an internal audit function, how the function is structured and what role it performs; or* *b) If it does not have an internal audit function, disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.*	Y	The Company does not have an internal audit function. Under the Company's Risk Management Policy, the responsibility for undertaking and assessing risk management and internal control effectiveness is assumed by the full Board.
Recommendation 7.4 *A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.*	Y	The Company does not have any material exposure to these risks. As an exploration company rather than an economic producer there is no material exposure to economic or social sustainability risk. Whilst not materially exposed to environmental sustainability risk, the Company has an Environmental Policy, which is included in the *Corporate Governance Manual* on the Company's website. Whilst not materially exposed to social sustainability risk, the Company has an Environmental Policy, which is included in the *Corporate Governance Manual* on the Company's website, to provide for the effective involvement of communities in decisions that affect them.

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Principle 8: Remunerate fairly and responsibly		
Recommendation 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.*	Y Y Y Y Y	The Company has established a Remuneration Committee which is comprised of the full Board. There are two non-executive directors on the Board, thereby comprising a majority. The Chair of the committee is Richard Bevan, an independent director. Heath Hellewell, who was an independent director, was Chair of the committee until his resignation on 19 March 2026. The Remuneration Committee Charter is included in the *Corporate Governance Manual* on the Company's website. The qualifications, experience and attendance of the members of the Remuneration Committee are disclosed in the Company's Directors' Report (contained in the 2026 Annual Report).
Recommendations 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.*	Y	Details of the Company's policies and practices regarding the remuneration of Directors and other senior management is set out in the Remuneration Report as disclosed in the Company's Directors' Report (contained in the 2026 Annual Report).
Recommendations 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.*	Y	The Company's Securities Trading Policy specifically prevents employees engaging in margin lending or otherwise leveraging securities without the fully informed consent of the board. The Securities Trading Policy is included in the *Corporate Governance Manual* on the Company's website.

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Additional recommendations that apply only in certain cases		
Recommendation 9.1 *A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.*		N/A
Recommendation 9.2 *A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.*		N/A
Recommendation 9.3 *A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.*		N/A