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Cobre Limited (ACN 626 241 067) ("Company")

FY2026 CORPORATE GOVERNANCE STATEMENT

Cobre Limited (**Cobre** or **Company**) is committed to conducting its business activities and governing the Company in accordance with the ASX Corporate Governance Council's (**Council**) Corporate Governance Principles and Recommendations (**Recommendations**) to the extent appropriate to the size and nature of the Company's operations. This Corporate Governance Statement (**Statement**), provided pursuant to ASX Listing Rule 4.10.3, details the extent to which the Company has followed the ASX Council's Recommendations across the 2026 Financial Year (**FY2026**) and up to the date of approval of this Statement.

The Company's corporate governance practices are structured with reference to the fourth edition of the Recommendations including the 8 principles and 35 specific recommendations included therein.

While listed entities are entitled not to adopt the Recommendations in whole or in part, the ASX requires that an entity explain why it has not adopted any particular recommendation on an "if not, why not" basis. The table set out below identifies which Recommendations the Company follows and which it does not and provides reasons for not following those Recommendations as well as alternate governance practices (if any) the Company intends to adopt, or has adopted, instead of those Recommendations.

The Company's corporate governance policies together with a copy of this Statement are all available on the Investor section of the Company's website at www.cobre.com.au (**Website**). This Statement was approved by a resolution of the Board of the Company dated 29 September, 2026 and is effective as at the same date and is in addition to and supplements the Company's Appendix 4G and Annual Report to Shareholders.

All corporate governance policies have been adopted by the Company. All references to "the **Board**" below are references to the board of the Company. All references to "**Shareholders**" below are references to shareholders of the Company.

	Principle 1: Lay Solid Foundations for Management and Oversight	A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.
	Recommendations	
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.	The Company complies with this recommendation. (a) The Company's Corporate Governance Plan includes a Board Charter which sets out the principles for the operation of the Board and describes the functions of the Board and the functions delegated to management of the Company. (b) Clause 3 of the Board Charter sets out the responsibilities and functions of the Board

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		including those functions which the Board delegates to the "*…Managing Director (**MD**) or equivalent…*" under clause 8. Clause 8 sets out the responsibilities delegated to the MD and management and clause 5.2 sets out the responsibilities delegated to the Company Secretary. The Company does not have a MD, however the most equivalent role within the Company to MD is the role of Chief Executive Officer (**CEO**) which has been held by Mr Adam Wooldridge since 8 December 2022. (*Any references to "MD" in this CGS or the Company's policies should be read as a reference to "CEO").*
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 securityholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	The Company complies with this recommendation. (a) All of the Company's directors, CEO and Chief Financial officer (**CFO**) underwent bankruptcy and police checks either prior to the Company's Admission to the ASX or, for any subsequent appointments since the Company's listing, prior to their respective appointment. In the event of the appointment of any future directors or senior executives, the Board will continue to ensure that bankruptcy and criminal history checks, as well as any other checks the Board considers relevant (such as with respect to character, experience and education), will be undertaken prior to the appointment of that person, as required under clause 4.3 of the Board Charter . (b) Clause 4.3 states that the Board will ensure that the Company provides shareholders with all material information relevant to enable shareholders to make an informed decision on whether or not to elect or re-elect a director. Clause 4.3 of the Board Charter provides that the names of candidates submitted for election or re-election as a director should be accompanied by all, material information including, in part: - *"… biographical details (including relevant qualifications, skills and experience)";* - *"… a statement whether the board does or does not support the election or re-election of the individual";* - *"… details of other material directorships held by the individual"*; and

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		- *"... a statement whether the Board considers the individual is an independent director".*
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	The Company complies with this recommendation. The Company has a written agreement in place with each director and senior executive setting out the terms of their appointment, as required under clause 4.5 of the Board Charter.
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.	The Company complies with this recommendation. Clause 5.2 of the Board Charter provides that the Secretary is accountable to the Board on all matters to do with the proper functioning of the Board and any committee, when established. The Secretary is generally responsible for carrying out the administrative and legislative requirements of the Board. The Secretary holds primary responsibility for ensuring that the Board processes, procedures and policies run efficiently and effectively.
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	The Company complies with this recommendation. The Company has a Diversity Policy which applies to the directors of the Company. Clause 2.2 of the Diversity Policy provides that the Board is responsible for setting measurable objectives to promote gender diversity and the Company's progress in achieving them. The Diversity Policy's effectiveness is measured at least annually. At this stage, the Company has made only one appointment to the Board and one senior executive since the introduction of the Policy and has not yet set any measurable objectives under the Policy given the small team involved in the Company at this stage of its operations. The Diversity Policy is disclosed on the Company's website. Clause 2.4 of the Diversity Policy provides that the Objectives set for a reporting period and the progress towards achievement of those Objectives will be disclosed annually. This will include disclosure of (i) the respective proportions of men and women on the board, in senior executive positions and across the

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	(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.	whole workforce of the Company and (ii) where the entity is a "relevant employer", the additional information required thereunder. Currently, all 4 Board members, the CEO and CFO are all male. The Company engages a number of females in consultancy roles in the business and this will continue to be reviewed as the Company grows. The Company is not a "relevant employer".
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.	The Company complies with this recommendation. (a) Clause 3.4 of the Board Charter provides that the Board will regularly carry out a formal review of its performance, its committees and each director. (b) The Board will disclose in relation to each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process. Subsequent to the end of FY2026, the Board commenced a process evaluating the Board's skill set and its skill requirements which are needed overall. Due to the recent number of significant transformative events in FY2025 and FY2026, in particular, the partnerships with BHP and Sinomine for two of Cobre's Botswana projects and the acquisition of the Sierra Atacama Copper Mine in Chile, this process of Board evaluation and renewal remains ongoing as the Board formally assesses and seeks to engage the right level of skill dynamic required to execute major project developments. It is anticipated the process may result in changes to the Board in the foreseeable future when appropriate top tier candidates are identified. Given the significant change in the size and complexity of the Company and its operations over the past 18 months, the Board foreshadows that there may potentially be a number of Board changes and also the appointment of additional senior executives, many with localised experience in jurisdictions in which the Company operates.
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	The Company complies with this recommendation. (a) Clause 3.4 of the Board Charter provides that the Board will regularly carry out a formal review of the performance of its senior executives as required.

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	been undertaken in accordance with that process during or in respect of that period.	(b) Each year the Board will disclose confirmation that this review has taken place in the reporting period in accordance with that process. In addition to the CFO who was only appointed in April 2026, the Company's only other senior executive is the CEO, Adam Wooldridge. The Board review and evaluation process referred to in the response to 1.6 herein also includes a review of the performance of Mr Wooldridge as his role is considered in an evaluation of the skills needed at a Board level as well as a senior executive level.
	Principle 2: Structure the Board to be effective and add value	The Board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively, and to add value.
	Recommendations	
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.	The Company does not currently comply with this recommendation. As per (b), the Board does not have a nomination committee at present and will consider establishing such a committee when the Company's Board, size, complexity and operations warrant the establishment of a committee. As part of its ongoing review of its performance, the Board will review and assess the skill set on the Board and whether the skill set at that time is appropriate for the company or whether there are any gaps in skill sets that need to be filled to enable the Board to discharge its operations and obligations more effectively.
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.	The Company complies with this recommendation. Clause 3.4 (a) of the Board Charter sets out the aim of the Board to have an appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's duties and responsibilities.

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		The Company's board skills matrix is disclosed in the Company's annual report and on the Company's website which contains the biography of each director.
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position or relationship of the type described in Box 2.3 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.	The Company complies with this recommendation. (a) The Board currently considers Michael Addison and Andrew Sissian to be independent directors; (b) The Board does not consider that Mr Addison or Mr Sissian have an interest, position, association or relationship of the type described in Box 2.3. The Company will disclose in future annual corporate governance statements any circumstances which the board is of the opinion compromise the independence of Mr Addison, Mr Sissian or any director, including the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and (c) Mr Holland and Mr Sissian were appointed to the Board on 18 May 2018, Mr McNeilly on 6 November 2019 and Mr Addison on 25 November 2019.
2.4	A majority of the board of a listed entity should be independent directors.	The Company does not strictly comply with this recommendation at present as Mr Addison and Mr Sissian are the only independent directors of the Company's 4 directors, comprising 50% of the Board.
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.	The Company does not comply with this recommendation as Mr Holland is the Executive Chairman and is not considered independent.
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.	The Company complies with this recommendation. Clause 4.5 of the Board Charter provides that directors are expected to participate in induction or orientation programs upon their election or appointment, and any continuing education or training arranged by the Company for them from time to time. Upon being appointed to the Board, all directors are provided with copies of the Company's policies, Constitution, insurances, previous Board minutes and any other documents requested by the individual required to fulfil their duties as a director of the Company.

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	Principle 3: Instil a culture of acting lawfully, ethically and responsibly	A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.
	Recommendations	
3.1	A listed entity should articulate and disclose its values.	Cobre's statement of Values is clearly displayed on the 'Corporate Governance' page of the Company's website and states: *"Cobre Limited is committed to building respectful, inclusive relationships with stakeholders and the communities in which the Company operates. Cobre strives to conduct its business in the most ethical, socially responsible, sustainable and transparent manner possible, at all times acting with integrity and respect for all of its stakeholders. Health and safety of staff and stakeholders, positive and proactive community engagement and best-practice environmental awareness are essential to a successful, sustainable business and value creation in all aspects of Cobre's exploration."*
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.	The Company complies with this recommendation. (a) The Company has a Code of Conduct which applies to directors, advisors, officers, employees, consultants and contractors of the Company. A copy of the Company's Code of Conduct is disclosed on its website. (b) The Board are informed of any material breaches of the code.
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.	The Company complies with this recommendation. (a) The Company has a whistleblower policy. A copy of the policy is disclosed on its website. (b) The Board are informed of any material incidents reported under the policy.
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.	The Company complies with this recommendation. (a) The Company has an anti-bribery and corruption policy. A copy of the policy is disclosed on its website.

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		(b) The Board are informed of any material breaches of the policy.
	Principle 4: **Safeguard the integrity of corporate reports**	**A listed entity should have appropriate processes to verify the integrity of its corporate reports.**
	Recommendations	
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.	The Company does not currently comply with this recommendation. As per 4.1 (b), the Board does not have an audit committee at present and believes that the Company's size, complexity and stage of operations now warrant the establishment of a committee. The Board expects to establish an audit committee during the course of the current (FY2027) financial year. The Company has a newly appointed independent CFO and two additional members of the finance team, who are involved to independently verify and safeguard the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner with recommendations to the Board and to also manage the oversight and segregation of the Company's payment processes. The Board will consider the engagement of an external consultant to advise upon the appointment and removal of the external auditor and the rotation of the audit engagement partner, if required, at the appropriate time, which is not presently contemplated.
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.	The Company complies with this recommendation. The Board reviews the Company's financial statements with its external auditor before approving the statements. The Board is responsible for ensuring that appropriate processes are in place to form the basis upon which the CFO provides the recommended declarations in relation to the Company's financial statements. The Board also ensures that it receives the appropriate declarations and assurances including a declaration from the CFO that the Company's accounts have been kept in accordance with section 295A of

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		the *Corporations Act 2001 (Cth.)* for the financial year.
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.	The Company ensures that a copy of every announcement to the market is sent to every Board member, Company Secretary, CFO and CEO, as appropriate, for review and comment prior to release to the ASX which includes the Company's Quarterly Activities Report and Appendix 5B every quarter. The Board is of the view that having each announcement reviewed provides an appropriate and necessary level of oversight of all statements made to the market. The circulation of announcements in accordance with this process is subject to the Company's continuous disclosure obligations where time permits. Where an immediate response is required, this is delegated to the Company's Executive Chairman or CEO for approval.
	Principle 5: Make Timely and Balanced Disclosure	A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.
	Recommendations:	
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	The Company complies with this recommendation. The Company has in place a Continuous Disclosure Policy designed to ensure compliance with the ASX Listing Rules on continuous disclosure and to ensure accountability at a Board and senior executive level for compliance and factual presentation of the Company's position.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	The Company Secretary ensures that a copy of every market announcement is provided to the Board either immediately before or immediately after release to the ASX noting that the Board is also given the opportunity to provide input on each market announcement prior to its release where time permits subject to the Company's continuous disclosure obligations. Where an immediate response is required, this is delegated to the Company's Executive Chairman or CEO for approval.
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	As stated in the responses to 4.3 and 5.2, the Company ensures that a copy of every announcement to the market is sent to every Board member, Company Secretary, CEO and

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	Announcements Platform ahead of the presentation.	CFO, as appropriate, for review and comment prior to release to the ASX, which includes any new and substantive investor presentation. The Company Secretary also ensures that a copy of any investor presentation is provided to the Board either immediately before or immediately after release to the ASX.
	Principle 6: Respect the Rights of Security Holders	A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.
	Recommendations:	
6.1	A listed entity should provide information about itself and its governance to investors via its website.	The Company complies with this recommendation. The Company provides the necessary information about itself and its governance on its website pursuant to its Shareholder Communication Policy. The Company's website has a separate tab relating to corporate governance in which a copy of all the Company's corporate governance policies and the Appendix 4G are located, along with the latest Board approved Corporate Governance Statement.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	The Company complies with this recommendation. The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication: - through the Company's AGM, where shareholder participation is actively encouraged and facilitated; and - by providing shareholders with information via the investor section of the Company's website and the option to receive email communications and send email communications directly to the Company and to the Company's share registry.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	The Company complies with this recommendation. The Company has in place a Shareholder Communication Policy, a copy of which is disclosed on its website. The Company encourages questions from shareholders at its AGM not only during the course of the AGM

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		itself but also in advance by notification to the Company Secretary which is detailed in the Company's AGM Notice each year. In the event the Company is required to hold any virtual meetings of shareholders in the future, the Company ensures that shareholders can ask questions of the Board during the course of the meeting by either submitting a question in writing or by audio directly to the Board.
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.	The Company complies with this 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.	The Company has such a practice already in place for all shareholders. The Company's Shareholder Communication Policy provides that securityholders are given the option to receive and send electronic communications directly to the Company and to the Company's share registry.
	Principle 7: Recognise and Manage Risk	A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework
	Recommendations	
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.	The Company does not currently comply with this recommendation. As per 7.1 (b), the Board does not have a risk committee at present and believes that the Company's size, complexity and stage of operations now warrant the establishment of a committee. The Board expects to establish a risk committee in conjunction with and as part of an audit committee during the course of the current (FY2027) financial year. The Company has adopted a Risk Management Policy which provides a framework to enable it to identify and manage risk on a continual basis. This Board has established this Policy to ensure the Company has appropriate processes in place to manage risk and establish the Board's responsibility for managing risk.
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	The Company complies with this recommendation. (a) The Company recognises that risks may change over time and effective

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	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.	risk management requires ongoing attention. The Company will, twice annually, review the Risk Management Framework to ensure it continues to be sound, and will disclose, in relation to each reporting period, whether such a review has taken place. (b) The Company has, and will continue to, ensure that a review of the Company's top risks is on the agenda for, and discussed at, each Board meeting.
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; <u>OR</u> (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	The Company complies with this recommendation. (a) The Company does not have an internal audit function. (b) While the Company does not have an internal audit function, the Company has a CFO and two additional members of the finance team. The CFO is responsible for the review and reporting to the Board (twice annually in conjunction with the Company's half year review and full year audit, along with the Company's auditor) on the effectiveness of the Company's risk management and internal control processes.
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.	The Company complies with this recommendation. The Company discloses through its investor presentations, annual report and other ASX reporting and announcements, whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.
	<u>Principle 8:</u> Remunerate Fairly and Responsibly	A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.
	<u>Recommendations</u>	
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,	The Company does <u>not</u> currently comply with this recommendation. As per (b), the Board does not have a remuneration committee at present and will consider establishing such a committee when

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	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.	the Company's Board, size, complexity and operations warrant the establishment of a committee. This is likely to be a joint nomination and remuneration committee when established. As part of its ongoing review of its performance, the Board regularly reviews 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.
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.	The Company complies with this recommendation. Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management is disclosed in the Company's remuneration report contained within its annual report lodged together with this Statement.
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.	The Company does not currently have a formal equity-based remuneration scheme.
	Principle 9:	
	Recommendations:	
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 process it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable.