SOUTHERN CROSS GOLD CONSOLIDATED LTD
ARBN 681 229 854
(COMPANY)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at 25 August 2026 and has been approved by the Board of the Company.

This Corporate Governance Statement discloses the extent to which the Company has followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4th edition) (**Recommendations**). The Recommendations are not mandatory, however, the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the Recommendation.

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. To balance corporate governance acumen with the Company's needs, the Board is committed to establishing clear ethical frameworks, fostering strategic oversight that integrates stakeholder interests, and maintaining transparency to ensure all decisions align with long-term value creation, stakeholder well-being, and strategic goals. The Company's corporate governance policies are available on the Company's website at https://www.southerncrossgold.com.au/corporate/corporate-governance

Principles and Recommendations	Comply (Yes/No)	Explanation
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
Recommendation 1.1 A listed entity should 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.	YES	The Company has established a Board Charter. The Board Charter sets out the specific responsibilities of the Board in relation to corporate governance, the role of the Board, the Board's relationship with management, the key responsibilities of the Board, the structure of the Board, the role of the chair, the role of Board committees and the occurrence of Board meetings. A copy of the Company's Board Charter is available on the Company's website at Corporate Governance Pack.
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	YES	(a) The Board has established a Remuneration & Nomination Committee comprised of independent Directors that is responsible for identifying, assessing, including undertaking appropriate background checks, and recommending qualified candidates for board positions before appointing a person, or putting forward to security holders a candidate for election, as a Director. (b) All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in any notice of meeting pursuant to which the resolution to elect or re-elect such Director will be voted on.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	YES	Each Director and senior executive is party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. The Company has entered into a written agreement with each Director and senior executive setting out the terms of their appointment.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	YES	The Corporate Secretary (Canada) and the Company Secretary (Australia) both are accountable directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board.

Principles and Recommendations	Comply (Yes/No)	Explanation
Recommendation 1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender	NO	The Company has a diversity policy committed to ensuring people of all backgrounds have no barriers to employment or advancement. The diversity policy does not require the board or a relevant committee to set measurable objectives for achieving gender diversity. Due to the current size and composition of the organisation, the Board does not consider it appropriate to provide measurable objectives in relation to gender diversity. The Company is committed to ensuring that the appropriate mix of skills, expertise and diversity is considered when employing staff at all levels of the organisation and when making new senior executive and Board appointments and is satisfied that the composition of employees, senior executives and members of the Board is appropriate. At present, one of the Company's five directors is a woman and two of ten executives or officers who report to the Company's President and CEO are women. In addition, the Company has 36.1% of women on staff as full-time, part-time and casual employees within the Company's operations at the Sunday Creek Project.

Principles and Recommendations	Comply (Yes/No)	Explanation
Equality Indicators", as defined in and published under that Act.		
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	(a) The Board has established a Corporate Governance Committee, comprised of independent directors, responsible for evaluating the performance of the Board and individual Directors on an annual basis, with the aid of an independent advisor, if deemed required. (b) The Company has undertaken a performance evaluation with respect to the Board, its committees and individual Directors and the process was disclosed in the fiscal year ended May 31, 2025 Notice of Annual General Meeting and Information Circular.
Recommendation 1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	In consultation with the Corporate Governance Committee, the Board reviews the performance of its senior executives and officers on an annual basis to ensure alignment with the Company's corporate objectives. A review of the senior executives was conducted during the financial year.
PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
Recommendation 2.1 The board of a listed entity should: (a) have a nomination committee which:	YES	The Company has established a Remuneration and Nomination Committee comprised of three independent directors and has approved a Charter for this Committee which is available on the Company's website. The members of the Committee are: Georgina Carnegie (Chair), Tom Eadie and David Henstridge. During fiscal year ended May 31, 2026, the Committee met twice, with all members attending both meetings.

Principles and Recommendations	Comply (Yes/No)	Explanation
(i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (c) 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.		
Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	YES	The Board is satisfied that it currently possesses the appropriate mix of desired skills in the areas of geology, exploration and development of mining projects, mergers and acquisitions, regulatory compliance, permitting, geopolitics, ESG and finance. The Corporate Governance Charter provides that the Board will periodically undertake and/or review the skills and experience of the Board and address existing and emerging business and governance issues. A review of the skills matrix was undertaken during fiscal year ended May 31, 2026, to ensure the appropriate mix of skills and experience is represented on the Board. The relevant experience and skills of the Board are outlined in

Principles and Recommendations	Comply (Yes/No)	Explanation
		the Board Charter which forms part of the Company's Corporate Governance Pack found on the Company's website at Corporate Governance Pack.
Recommendation 2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association 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, 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.	YES	The Company discloses in its Annual Management Information Circular those Directors it considers independent Directors and the considerations given in determining independence. The Annual Management Information Circular also includes the length of service of each Director.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	YES	Four of the five Directors, namely Tom Eadie, David Henstridge, Georgina Carnegie and Ian Smith, are considered to be independent.
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	YES	Tom Eadie is the Company's Chair. He is not the CEO and is considered to be an independent Director.
Recommendation 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	YES	In accordance with the Company's Board Charter, the Board is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Corporate Governance Committee, in consultation with the Corporate Secretary (Canada) and the Company Secretary (Australia), is responsible for facilitating inductions and professional development.

Principles and Recommendations	Comply (Yes/No)	Explanation
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	The Board has approved a statement of values and charges the senior executives and officers with the responsibility of articulating those values across the Company. Details of the Company's values can be found 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.	YES	The Company has adopted a Code of Conduct for Company directors, senior executives and employees that promote the highest standards of ethics and integrity in carrying out their duties to the Company. The Code of Conduct can be found on the Company's website.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	YES	The Board has adopted a whistleblower protection policy to ensure concerns regarding unacceptable conduct including breaches of the Company's code of conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistleblowing about issues where the interests of others, including the public, or of the organisation itself are at risk.
Recommendation 3.4 (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.	YES	The Board has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings. The Board has adopted an anti-bribery and anti-corruption policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption and to provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

Principles and Recommendations	Comply (Yes/No)	Explanation
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (b) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (c) is chaired by an independent director, who is not the chair of the board, and disclose: (d) the charter of the committee; (e) the relevant qualifications and experience of the members of the committee; and 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 (f) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	YES	The Company's Audit & Risk Committee consists of three independent directors who are appointed by the Board: David Henstridge (Chair) Tom Eadie Georgina Carnegie Only non-executive, independent directors may become members of the Audit & Risk Committee. The Audit & Risk Committee is chaired by an independent director, who is not the Chair of the Board. The Corporate Secretary (Canada) acts as Secretary to the Audit & Risk Committee. The Charter of the Audit & Risk Committee is available on the Company's website. During fiscal year ended May 31, 2026, the Audit & Risk Committee met four times and all members attended the meetings.
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	YES	The Board relies on management accountability for the Company's financial statements and reports for a financial period and requires the CEO and CFO, to provide declarations that in their opinion, the financial records and reports have been properly maintained and presented and comply with appropriate accounting standards, giving a true and fair view, in all material respects, of the financial

Principles and Recommendations	Comply (Yes/No)	Explanation
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.		position and performance of the Company and its entities.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	When preparing reports for release to the market including the Company's management discussion and analysis reports (MD&A reports), these reports shall be prepared and reviewed by the CEO and CFO before being presented to the Board for review and approval. Such reports shall not be released to market without this review and approval process by executive management and the Board. The CEO and CFO also provide certifications for all quarterly financial reports released to the market.
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	(a) The Company has adopted a Communication & Disclosure Policy which details the Company's disclosure requirements as required by the Listing Rules and other relevant legislation. (b) The Communication & Disclosure Policy is available 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.	YES	The Board has appointed the Corporate Secretary (Canada) and the Company Secretary (Australia) as the persons responsible for communicating with the relevant securities exchanges and overseeing and coordinating the timely disclosure of information to TSX and ASX, subject to prior review of all announcements by the members of the Board or any person with appropriate delegated authority. The Corporate Secretary (Canada) and the Company Secretary (Australia) ensure that the Board is aware of when any announcement is due to go out and when the confirmation of release is received, the Corporate Secretary (Canada) and the Company Secretary (Australia) promptly forwards this to the Board.
Recommendation 5.3	YES	The Board has appointed the Company Secretary (Australia) as the person responsible for communicating with ASX and overseeing and coordinating the timely disclosure of information to ASX, subject to prior review and approval of all announcements by the Directors. The Company

Principles and Recommendations	Comply (Yes/No)	Explanation
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.		Secretary (Australia) will ensure any substantive presentations are released to the ASX Market Announcements Platform ahead of the presentation and in accordance with the Communication & Disclosure Policy of the Company.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its corporate governance policies is available on the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program to facilitate effective two-way communication with investors.	YES	The Company has adopted a Communication & Disclosure Policy which aims to promote and facilitate effective two-way communication with investors. The Communication & Disclosure Policy outlines a range of ways in which information is communicated to Shareholders. The Communication & Disclosure Policy is available on the Company's website.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	As per the Company's Communication & Disclosure Policy, Shareholders will be encouraged to participate at all EGMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting. CDI Holders will also be encouraged to attend the meeting, however, CDI Holders cannot vote in person and must direct CHESS Depositary Nominees how to vote in advance of the meeting.
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 a show of hands.	YES	The Company may conduct a poll at meetings of security holders to decide each resolution.
Recommendation 6.5	YES	The Company is committed to maintaining a Company website with general information about the Company and its operations and information specifically targeted at keeping the Company's Shareholders informed about the Company. Regular reports are released through the TSX and ASX as

Principles and Recommendations	Comply (Yes/No)	Explanation
A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.		well as the media. Notices of all meetings of Shareholders, annual reports, quarterly reports and TSX announcements are posted on SEDAR+ (www.sedarplus.ca) as well as on the Company's website. Shareholders are invited via the corporate website to opt-in to receive electronic communications. The Company proposes to use the Notice-and-Access procedure permitted by Canadian securities laws for the delivery to shareholders of the Information Circular, the management's discussion and analysis, the consolidated financial statements of the Company and the auditor's report for the fiscal year ended May 31, 2026, and other related materials for the Annual General Meeting (collectively, the "Proxy Materials"). Under the Notice-and-Access procedures, instead of receiving paper copies of the Proxy Materials, shareholders receive a Notice (which includes information on how to access copies of the Proxy Materials electronically, how to request a paper copy of the Proxy Materials and details about the Annual General Meeting) and a form of proxy or voting instruction form, as applicable.
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual	YES	The Board has established an Audit & Risk Committee. The Audit & Risk Committee is ultimately responsible for risk oversight and risk management. Discussions on the recognition and management of risks are considered by the Board, based on the recommendation of the Audit & Risk Committee.

Principles and Recommendations	Comply (Yes/No)	Explanation
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		
Recommendation 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	YES	The Company is committed to the identification, monitoring and management of risks associated with its business activities and has established policies in relation to the implementation of practical and effective control systems. The Company has established a Risk Management Policy and framework which is reviewed by the Audit & Risk Committee periodically and is available on the "Corporate Governance" page, under corporate governance pack documents of the Company's website.
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	NO	The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function in the manner disclosed below (in Recommendation 7.4), the expense of an independent internal auditor is not considered to be appropriate.
Recommendation 7.4	YES	The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Policy, which is available on the "Corporate Governance" page, in the corporate governance pack documents, of the Company's website. The Company has, and

Principles and Recommendations	Comply (Yes/No)	Explanation
A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.		continues to, undertake various organisation wide risk reviews to identify potential business risks. The effectiveness of the controls in place to address each risk is reviewed on a regular basis and, where the residual risk is considered outside of acceptable limits, further controls and risk mitigation measures are developed and implemented. The Company provides a detailed discussion of risk factors in its Annual Information Form filed with its Annual Financial Statements.
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (i) the charter of the committee; (ii) the members of the committee; and (iii) 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	YES	The Board has established a Remuneration & Nomination Committee which includes setting the Company's remuneration structure, determining eligibilities to incentive schemes, assessing performance and remuneration of senior management and determining the remuneration and incentives of the Board. All members of the Remuneration & Nomination Committee are independent. The Charter is available on the Company's website. The members are: Georgina Carnegie (Chair), David Henstridge and Tom Eadie. During fiscal year ended May 31, 2026, the Remuneration & Nomination Committee met twice and all members attended both meetings.

Principles and Recommendations	Comply (Yes/No)	Explanation
ensuring that such remuneration is appropriate and not excessive.		
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	YES	All Directors of the Company typically receive remuneration comprising a base salary component and other fixed benefits based on the terms of their respective employment agreements with the Company or its subsidiaries, and potentially the ability to participate in the Company's incentive plans. Details of the remuneration of the Directors and other executives are set out in the Company's Management Information Circular for Annual General Meetings.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	YES	The Company has adopted a corporate policy prohibiting the hedging of the Company's securities at all times, irrespective of trading windows. Prohibited transactions include the purchase of financial instruments, including, without limitation, prepaid variable forward contracts, equity swaps, collars, units of exchange funds, puts, calls or other derivative securities that are designed to hedge or offset a decrease in market value of equity securities of the Company. This is intended to prevent transactions which could have the effect of distorting the proper functioning of performance hurdles or reducing the intended alignment between management's and Shareholders' interests.
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	N/A
Recommendation 9.2	YES	The Company may hold its annual general meetings in British Columbia, or outside British Columbia, if approved by the directors.

Principles and Recommendations	Comply (Yes/No)	Explanation
A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		
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.	YES	The Company may hold its annual general meeting in British Columbia. The Company may hold its annual general meeting outside of British Columbia if approved by the directors. Under *The Business Corporations Act* (British Columbia), the auditor is not required to attend an annual general meeting, unless a registered shareholder requires the auditor's attendance by written notice given to the Company at least five days prior to the annual general meeting.

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Substantial Registered Shareholder

To the best of the Company's knowledge based on the available information, as at August 25, 2026, the persons who (together with their associates) have a relevant interest in 5% or more of the Common Shares on issue are as follows:

Name	Number of Common Shares Held	% of Total Shares Issued
Darren J Morcombe	31,368,201	11.64%

The above information is based upon information provided in the Company's shareholder registry maintained by Computershare Investor Services Inc. and on insider report filings made by Shareholders pursuant to applicable securities laws. The Company has no reason to believe that such information is false or misleading in any material respect. However, the information cannot be verified with complete certainty due to limits on the availability and reliability of information, the voluntary nature of the information gathering process and other limitations and uncertainties. No representation can therefore be given as to the accuracy of any of the information.

Number of Holders in Each Class of Equity Securities

Common Shares

There are 38 registered holders of Common Shares and 269,653,562 Common Shares issued as at August 25, 2026.

Voting Rights

The holders of the Common Shares have the right to one (1) vote per share at any meeting of the Shareholders of the Company.

CDIs

CDI holders hold the beneficial ownership and economic benefits in the Common Shares instead of legal title.

The legal title to the CDIs is held on behalf of the CDI holders by CHESS Depositary Nominees Pty Limited ("CDN"), a subsidiary of ASX. If holders of CDls wish to attend the Company's general meetings, they will be able to do so, however, they are unable to vote in person at meetings. In order to vote at Shareholders' meetings, CDI holders must instruct CDN, as the legal owner, to vote the Common Shares underlying their CDls in a particular manner by completing a voting instruction form or CDI holders must convert their CDIs into a holding of Common Shares and voting these at the meeting. In order to vote in person, the conversion must be completed prior to the record date for the meeting.

CDI Holders are entitled to give instructions for one vote for every underlying Common Share held by CDN.

CDI holders may at any time convert their holding of CDIs (tradeable on ASX) to Common Shares by:

- in the case of CDIs held through the issuer sponsored sub-register, contacting the Australian Share Registry directly to obtain the applicable request form; or

- in the case of CDIs held on the CHESS sub-register, contacting their controlling participant (generally a stockbroker), who will liaise with the Australian Share Registry to obtain and complete the request form.

Upon receipt of a request form, the relevant number of CDIs will be cancelled and Common Shares will be transferred from CDN into the name of the CDI holder and issued in book-entry or certificated form in accordance with instructions in the request. This will cause the Common Shares to be registered in the holder's name on the register of Shareholders and trading will no longer be possible on ASX.

A holder of Common Shares may also convert their Common Shares to CDIs by contacting the Canadian Share Registry if the Shares held are registered directly in their name or their stockbroker (or applicable controlling participant) if the Common Shares are held on their behalf in the Canadian Central Security Depository. In each case, the Common Shares will be transferred from the Shareholder's name into the name of CDN and a holding statement will be issued to the person who converted their Common Shares to CDIs in respect of the CDIs that have been issued. The CDIs are tradeable on ASX.

Unquoted Options

There are 7 holders of unquoted options and 850,000 unquoted options on issue as at August 25, 2026. There are no voting rights attached to the unquoted options. The 850,000 unquoted options, if exercised, will convert into 850,000 Common Shares. The unquoted options currently on issue have the following exercise price and expiry dates:

Number of Holders	Number of Unquoted Options	Exercise Price	Expiry Date
3	250,000	A$0.30	May 5, 2027
4	600,000	C$3.38	March 10, 2028
7	**850,000**		

Unquoted Warrants

There are no unquoted warrants on issue as at August 25, 2026.

Unquoted Restricted Share Units (RSUs)

There are 7 holders of unquoted RSUs and 163,499 unquoted RSUs on issue as at August 25, 2026. There are no voting rights attached to the unquoted RSUs. The 163,499 unquoted RSUs, if exercised, will convert into 163,499 Common Shares. All 163,499 RSUs are subject to vesting.

Number of Holders	Number of Unquoted RSUs	Exercise Price ($)	Vesting Date
1	10,411	Nil	Vest in equal parts on March 1, 2027 and March 1, 2028
1	12,500	Nil	Vest in equal parts on April 22, 2027 and on April 27, 2028

Number of Holders	Number of Unquoted RSUs	Exercise Price ($)	Vesting Date
1	10,973	Nil	Vest in equal parts on June 1, 2027 and on June 1, 2028
1	54,744	Nil	Vest in equal parts on July 14, 2027 and on July 14, 2028
1	9,577	Nil	Vest in 1/3 equal parts on July 30, 2026, July 30, 2027 and July 30, 2028
1	10,181	Nil	Vest in 1/3 equal parts on November 3, 2026, November 3, 2027 and November 3, 2028
1	55,113	Nil	Vest in 1/3 equal parts on December 4, 2026, December 4, 2027 and December 4, 2028

Distribution of Registered Shareholders and CDI Holders

The below table represents the distribution of Shareholders based only on the registered holdings of the Company's share register as of August 25, 2026, including those holdings held under CDS & Co. and CHESS Depository Nominees Pty Limited, which are both nominee accounts holding Common Shares on behalf of beneficiaries. CHESS Depository Nominees Pty Limited holds the legal title to the underlying Common Shares for which the beneficial ownership is held by CDI holders.

Spread of Holdings	Number of Shareholders	Number of Shares	%
1 -1,000	4	1,090	0.00
1,001 – 5,000	7	17,710	0.00
5,001 – 10,000	9	56,795	0.02
10,001 – 100,000	8	325,764	0.12
Over 100,001	10	269,252,203	99.86
Total:	**38**	**269,653,562***	**100.00**

* Includes holdings held under CHESS Depository Nominees Pty Limited. The distribution of CDIs is explained in further detail in the table below.

Distribution of CDI holders as of August 25, 2026

Spread of Holdings	Number of Shareholders	Number of CDIs	%
1 -1,000	1,635	602,141	0.39
1,001 – 5,000	827	2,007,984	1.29
5,001 – 10,000	291	2,194,773	1.41
10,001 – 100,000	465	14,651,444	9.39
Over 100,001	79	136,547,086	87.53
Total:	**3,297**	**156,003,428**	**100.00**

Unmarketable Parcels

There were 62 holders of less than a marketable parcel of issued CDIs, based on the closing price of A$12.46 as of August 25, 2026.

Twenty largest CDI holders

The names of the twenty largest security holders of quoted CDI securities are listed below:

Name	Number of CDIs Held	% of Total CDIs Issued
HSBC Custody Nominees (Australia) Limited	46,848,956	30.03
Citicorp Nominees Pty Limited	26,471,850	16.97
BNP Paribas Noms Pty Ltd	15,982,379	10.24
Bell Potter Nominees Ltd <BB Nominees A/C>	8,305,273	5.32
J P Morgan Nominees Australia Pty Limited	7,288,259	4.67
Thea Management Pty Ltd <Thea Family A/C>	2,306,668	1.48
Ms Georgina Margaret Carnegie	1,778,711	1.14
Springtide Capital Pty Ltd <Cockatoo Valley Invest A/C>	1,765,000	1.13
BNP Paribas Nominees Pty Ltd <Clearstream>	1,589,022	1.02
BNP Paribas Nominees Pty Ltd <IB Au Noms Retailclient>	1,324,827	0.85
Tintern (VIC) Pty Ltd <A & P Miller Family A/C>	1,311,181	0.84
Mr David Alan Henstridge	1,170,263	0.75
Mr Michael Robert Hudson + Mrs Debra Janette Hudson <Elwood Partners Disc A/C>	1,000,000	0.64
Lien Pty Ltd <The Neil Pension Fund A/C>	790,128	0.51
Mr Sean John Sandilands	766,617	0.49
RL & JE Investments Pty Ltd <RW Developments S/F A/C>	719,422	0.46
Netwealth Investments Limited <Wrap Services A/C>	693,518	0.44
Lisa Michelle Gibbons	686,500	0.44
HSBC Custody Nominees (Australia) Limited - A/C 2	676,063	0.43
Gaucho Holdings Pty Ltd	534,678	0.34
Total	122,009,315	78.21

Restricted securities

There are no restricted securities on issue.

On market buy-back

There is no current on-market buy-back of securities.

Consistency with Business Objectives - ASX Listing Rule 4.10.19

In accordance with ASX Listing Rule 4.10.19, the Company states that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives. The business objectives are maximising performance, generating appropriate levels of shareholder value and financial return, and sustaining the growth and success of the Company through the exploration and development of mineral deposits.

Tenements

Description	Location	% of Interest Owned
EL 6163 – Sunday Creek	Victoria, Australia	100.00%
EL 7232 – Sunday Creek	Victoria, Australia	100.00%
RL 6040 – Sunday Creek	Victoria, Australia	100.00%
EL 5546 - Redcastle	Victoria, Australia	100.00%
EL 7498 – Redcastle	Victoria, Australia	100.00%
EL 7499 – Redcastle	Victoria, Australia	100.00%

Corporate/Company Secretary

- The name of the Corporate Secretary (Canada) is Mariana Bermudez
- The name of the Company Secretary (Australia) is Justin Mouchacca

Address and Details of the Company's Registered Office and Principal Place of Business

- Registered and Head Office (Canada) - Suite 1305, 1090 West Georgia Street
Vancouver, BC V6E 3V7 Canada

- Registered Office (Australia) - C/- JM Corporate Services
Level 21, 459 Collins Street
Melbourne, VIC 3000

Address and Telephone Details of the Office at Which the Company's Register of Shareholders is Kept

Canadian Share Registry Details
Computershare Investor Services Inc.
510 Burrard Street, 3rd Floor
Vancouver, B.C. V6C 3B9
T: +1 604 661 9400

Australian Share Registry Details
Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street, Abbotsford, VIC, Australia, 3067
T: 03 9415 4000

Stock Exchange on Which the Company's Securities are Quoted

- TSX under the symbol SXGC
- ASX under the symbol SX2
- OTCQX operated by OTC Market Group in the United States under the symbol SXGCF