KSN KINGSTON RESOURCES LIMITED

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Kingston Resources Limited
Corporate Governance Statement
30 June 2026

The Board of Directors of Kingston Resources Limited ("Kingston" or "the Company") is responsible for the corporate governance of the Company. The Board (in conjunction with management) guides and monitors the business and affairs of Kingston on behalf of the shareholders by whom it is elected and to whom it is accountable.

The Company, as a listed entity, must comply with the *Corporations Act 2001* and the Australian Securities Exchange Limited ("ASX") Listing Rules. The ASX Listing Rules require the Company to report on the extent to which it has followed the Corporate Governance Recommendations published by the ASX Corporate Governance Council.

Given the size and structure of the Company, the nature of its business activities, the stage of its development and the cost of strict and detailed compliance with all of the recommendations, Kingston has continued to adopt a range of modified systems, procedures and practices which it considers meet the principles of good corporate governance.

This Corporate Governance Statement provides a summary of the Company's compliance with the ASX Corporate Governance Council's Principles and Recommendations (*Fourth Edition, 2019)* in accordance with ASX Listing Rule 4.10.3. The Company's Corporate Governance Policy which sets out its main governance policies is available on the Company's website: www.kingstonresources.com.au

Recommendations		Compliance	Reference
PRINCIPLE 1 – Lay solid foundations for management and oversight **A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.**			
1.1	A listed entity should disclose: 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	Page 9 of this Corporate Governance Statement. See Board Charter at page 1 of the Corporate Governance Policy at https://kingstonresources.com.au/our-company/corporate-governance/
1.2	A listed entity should: a) undertake appropriate checks before appointing a person, 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) Page 9-10 of this Corporate Governance Statement (b) Page 10 of this Corporate Governance Statement

1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	Page 10 of this Corporate Governance Statement
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 proper functioning of the Board.	Yes	Page 10 of this Corporate Governance Statement
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.	Partially complies	Page 10 of this Corporate Governance Statement. See Diversity Policy at https://kingstonresources.com.au/our-company/corporate-governance/
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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	Page 11 of this Corporate Governance Statement

1.7	A listed entity should: a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	Page 11 of this Corporate Governance Statement
PRINCIPLE 2 – Structure the Board to add value **A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.**			
2.1	The Board of a listed entity should: a) have a nomination 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: 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 that meeting; or	Yes	Page 11-12 of this Corporate Governance Statement. Also refer to the Company's Nomination Committee Charter at https://kingstonresources.com.au/our-company/corporate-governance/
	b) if it does not have a nomination committee, disclose the 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.		
2.2	A listed company 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	Page 12 and 20 of this Corporate Governance Statement
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	Page 12 – 13 of this Corporate Governance Statement

2.4	A majority of the Board of a listed company should be independent directors.	Yes	Page 12 of this Corporate Governance Statement
2.5	The chair of the Board of a listed company should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	Page 13 of this Corporate Governance Statement
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	Page 11 of this Corporate Governance Statement
PRINCIPLE 3 – Act ethically and responsibly **A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.**			
3.1	A listed entity should articulate and disclose its values	Yes	Page 14 of this Corporate Governance Statement See our values at: https://kingstonresources.com.au/our-company/ksn-values/ and the Statement of Values at: https://kingstonresources.com.au/our-company/corporate-governance/
3.2	A listed entity should: a) have a code of conduct for its directors, senior executive and employees; and b) disclose that code or a summary of it.	Yes	Page 13-14 of this Corporate Governance Statement. See Code of Conduct Policy at https://kingstonresources.com.au/our-company/corporate-governance/
3.3	A listed entity should: a) have and disclose a whistleblower policy; b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	Yes	Page 14 of this Corporate Governance Statement. See Whistleblower Policy at https://kingstonresources.com.au/our-company/corporate-governance/

3.4	A listed entity should: a) have and disclose an anti-bribery and corruption policy; b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.	Yes	Page 14 of this Corporate Governance Statement. See Anti-Bribery and Corruption Policy at https://kingstonresources.com.au/our-company/corporate-governance/
PRINCIPLE 4 – Safeguard integrity in corporate reporting **A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.**			
4.1	The Board of a listed entity should: a) have an audit committee which: i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and ii) is chaired by an independent director, who is not the chair of the Board, and disclose iii) the charter of the committee; iv) the relevant qualifications and experience of the members of the committee; and v) in relation to each reporting period, the number of times the committee met during 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.	Yes	Page 14 of this Corporate Governance Statement. See Audit Committee Charter at https://kingstonresources.com.au/our-company/corporate-governance/
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.	Yes	Page 14-15 of this 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.	Yes	Page 15 of this Corporate Governance Statement.

PRINCIPLE 5 – Make timely and balance 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.**			
5.1	A listed entity should: a) have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1	Yes	Page 15 of this Corporate Governance Statement. See Continuous Disclosure and Communication Policy https://kingstonresources.com.au/our-company/corporate-governance/
5.2	A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Yes	Page 15 of this 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.	Yes	Page 15-16 of this Corporate Governance Statement.
PRINCIPLE 6 – Respect the rights of security holders **A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.**			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Page 16 of this Corporate Governance Statement.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	Page 16 of this Corporate Governance Statement. See Continuous Disclosure and Communication Policy at https://kingstonresources.com.au/our-company/corporate-governance/
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Page 16 of this Corporate Governance Statement. See Continuous Disclosure and Communication Policy at https://kingstonresources.com.au/our-company/corporate-governance/

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.	Yes	Page 16 of this 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.	Yes	Page 17 of this Corporate Governance Statement.
PRINCIPLE 7 – Recognise and manage risk **A listed entity should establish a sound risk management framework and periodically review the effectivness of that framework.**			
7.1	The Board of a listed entity should: a) have a committee or committee 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 has met throughout the period and the individual attendances 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.	Yes	Page 17 of this Corporate Governance Statement. See Risk Committee Charter at https://kingstonresources.com.au/our-company/corporate-governance/
7.2	The Board or 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	Page 17 of this Corporate Governance Statement. The Company's Risk Management Framework was/was note reviewed during the reporting period.
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.	Yes	Page 17 of this 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.	Yes	Page 18 of this Corporate Governance Statement.

PRINCIPLE 8 – Remunerate fairly and responsibly **A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.**			
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: 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 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.	Yes	Page 19 of this Corporate Governance Statement. See Remuneration Committee Charter at https://kingstonresources.com.au/our-company/corporate-governance/
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	Page 19 of this Corporate Governance Statement. See Remuneration Report within the Annual Report at https://kingstonresources.com.au/investor-centre/annual-interim-reports/
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	Page 19 of this Corporate Governance Statement.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Roles and Responsibilities of the Board and Management

The Board has adopted a written Charter to provide a framework for the effective operation of the Board. The Charter outlines the Board composition, its roles and responsibilities, relationship with management and delegation of authority to Board committees and management. The Charter may be viewed in full at https://kingstonresources.com.au/our-company/corporate-governance/.

Under the Board Charter, the Board is responsible for the overall operation and stewardship of the Company and its subsidiaries and, in particular, is responsible for:

(a) establishing the Company's corporate level and business level goals and monitoring and implementing strategies to achieve these goals;
(b) setting the strategic direction and financial objectives of the Company and ensuring appropriate resources are available;
(c) monitoring and implementation of the entity's policies and strategies and the achievement of those financial objectives;
(d) reviewing the performance of all Board members and overseeing succession plans for the senior executive team;
(e) ensuring that the Company has appropriate corporate governance structures in place including standards of ethical behaviour and a culture of corporate and social responsibility and monitoring the effectiveness of the entity's governance practices;
(f) ensuring that effective audit, risk and controls are in place to protect the Company's assets;
(g) monitor the risk management process and strategies;
(h) to set specific limits of authority for the executive management to commit to new expenditure and enter into new contracts without prior Board approval;
(i) ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company;
(j) monitoring compliance with regulatory requirements (including continuous disclosure);
(k) review the Board succession plans;
(l) monitoring ASX and regulatory disclosure requirements;
(m) monitoring the integrity of reporting including ensuring the preparation of accurate financial reports and statements;
(n) ensuring effective and timely reporting to various stakeholders; and
(o) ensuring that the shareholders are informed of all major developments affecting the Company's state of affairs.

Implementation of the strategic objectives is undertaken by the senior management under the supervision of the Managing Director and the Board.

1.2 (a) Background checks on Directors

One of the responsibilities of the Board is identifying and assessing the necessary and desirable competencies and characteristics for Board membership. The process may include undertaking checks as to character, experience, education and bankruptcy history. Appropriate background checks were carried out prior to the appointment of each director.

In respect of any future Directors, the Company will continue to conduct specific and appropriate checks of candidates prior to their appointment or nomination for election by shareholders. The Company does not propose to conduct specific checks prior to nominating an existing Director for re-election by shareholders at a general meeting on the basis that this is not considered necessary in the Company's circumstances.

(b) Information to be given for election or re-election of Directors

As a matter of practice, the Company includes in each Notice of Meeting a brief biography of each Director who is standing for election or re-election. The biography sets out the relevant qualifications and professional experience of the nominated Director for consideration by shareholders.

1.3 Written contracts of appointment

The Board recognises the benefits for Directors and senior executives to have clearly defined roles and responsibilities. Each Director and senior executive have been and, in accordance with the Company's appointment and remuneration policies, will be appointed by way of written agreement setting out terms of their appointment, including role, responsibilities and remuneration. Such agreements are with the director and senior executive directly rather than with the entity supplying their services.

1.4 Company Secretary

Each Director is able to communicate directly with the Company Secretary and vice versa. The Company Secretary reports directly, and is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

1.5 Diversity

The Company has adopted a Diversity Policy a copy of which can be found on the Company's website: https://kingstonresources.com.au/our-company/corporate-governance/ .

The Company is committed to ensuring that recruitment and selection practices at all levels consider a diverse range of candidates and guards against any conscious and unconscious bias that might discriminate against certain candidates. Appointments are made on ability and availability, not necessarily on gender. The Company has not fully complied with recommendation 1.5 in setting measurable objectives for achieving gender diversity. However, the Board understands that promotion of gender diversity can broaden the pool for the recruitment of high-quality employees, enhance employee retention and improve corporate image and reputation. As at 30 June 2026, 40% of the senior management were female. The Board continues to monitor diversity across the organisation, however, due to the current size of the Company, its level of activity and its small number of employees, did not consider it appropriate during FY26 to formally set measurable objectives for gender diversity.

As at 30 June 2026, the percentage of women at each of the following levels with Kingston was:

Level	June 2026
Directors and Officers (including Managing Director)	0%
Senior Management (excluding Managing Director)	40%
All employees	14%

The Company is committed to increasing diversity in the workplace and to increase the participation of women in the Company in order to broaden the talent pipeline from where future leaders can be drawn.

1.6, 2.6 Board Reviews, Induction and professional development

The Board acknowledges the benefits of evaluating its performance on an individual and collective basis and intends to implement a formal process for self and peer evaluation. However, due to the size of the Board and the nature of its activities, it has not been deemed necessary at this point in time to institute a formal documented performance review program of individuals. Performance evaluation is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of the management, Directors, any applicable Board Committees and the Board as a whole via discussions on an ongoing basis with the Chair. The Board as a whole is responsible for evaluating the Chair. Independent external advice is sought from remuneration consultants when required.

The evaluation of the Managing Director is undertaken via a review process which occurs annually or more frequently, at the Board's discretion. An informal evaluation of the Board, the Committees, the Chair and individual directors was undertaken during the year.

The Company has a formal induction program for new Directors.

The Company does not currently have a formal professional development program for existing Directors, but Kingston supports ongoing professional development of Directors both through opportunities within the Company and through external education.

All Directors are generally experienced in exploration and mining company operations and have different particular expertise (e.g. operations, finance, legal etc). Some of the current Directors are also involved, or have been involved, in other listed companies. The Board seeks to ensure all of its members understand the Company's operations, including where practical site visits. Directors may attend on behalf of the Company and otherwise, technical and commercial seminars and industry conferences which enable them to maintain their understanding of industry matters and technical advancements.

1.7 Management Reviews

The Company has developed senior executive performance plans and undertakes formal reviews of its senior executive on an annual basis, with informal reviews conducted as and when required. During the reporting period, reviews were conducted by the Managing Director, and the Board in the case of the Managing Director. The reviews assessed the performance of the senior executive against their performance plan, which may encompass key performance indicators, including operational performance, the Company's strategic objectives and personal objectives.

PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

2.1 Nomination Committee

The Board has established a Remuneration and Nomination Committee. The committee has three members, all of whom are independent. The Committee is chaired by an independent director. The functions include Board renewal, succession planning, induction and evaluation. The Committee Charter may be viewed in full at https://kingstonresources.com.au/our-company/corporate-governance/ . The Charter details the main responsibilities of the Remuneration and Nomination Committee.

The members of the Remuneration and Nomination Committee are Anthony Wehby, Stuart Rechner and Mick Wilkes. The number of Committee meetings held during the year and confirmation of member attendance at the meetings can be found in page 20 of the 2026 Annual Report.

The composition of the Board is reviewed by the Committee on an on-going basis to determine if additional core strengths are required to be added to the Board in light of the nature of the Company's businesses and its activities.

2.2 Board skills

The Company recognises that having a diverse range of skills, backgrounds and experience among its directors is important for dependable decision-making and the effective governance of Kingston.

The Remuneration and Nomination Committee, which is responsible for selecting and appointing directors to the Board, will regularly review the core skills and experience which would be important for Kingston Board members to have in order for the Board to fulfil its responsibilities. The Committee aims to achieve a balanced mix of skills, experience, independence and diversity appropriate for Kingston's size, complexity and circumstances when appointing new Board members. The skills matrix attached as Appendix 1 outlines the Board's current skills mix. Directors have been selected for their extensive relevant experience and expertise and bring to the Board a variety of skills and experience, including industry and business knowledge, financial management and accounting experience. The Board has considered and is satisfied that the composition of the Board reflects an appropriate range of skills and experience for the Company as at the date of this report. The experience and expertise of each of the Directors and their length of service is set out in the Directors' Report in the Annual Report for the year ended 30 June 2026.

2.3, 2.4, 2.5 Director Independence

The current Board consists of 4 Directors and names of the directors of the company in the office at the date of this report and their length of service are as follows:

M Wilkes	Non-Executive Chair (appointed Non-Executive Director 6 July 2018, appointed Non-Executive Chair 1 December 2020)
A Corbett	Managing Director (appointed 4 July 2016)
A Wehby	Non-Executive Director (appointed Non-Executive Chair 4 July 2016, Non-Executive Director 1 December 2020)
S Rechner	Non-Executive Director (appointed as Executive Director on 23 February 2015, appointed Non-Executive Director on 4 July 2016)

Having regard to the factors relevant to assessing independence set out in Recommendation 2.3 of the ASX Recommendations, the Company considers Mr Wilkes, Mr Wehby and Mr Rechner as independent Directors. The Board therefore consists of a majority of independent directors.

This recommendation notes that one factor in assessing the independence of a director is whether they receive performance-based remuneration (including options and performance rights) from the Company or participate in the employee incentive scheme. During the reporting period, the independent directors held long term incentive service fee options without performance hurdles in lieu of additional cash fees as part of their respective remuneration packages. However, the Board is of the opinion that long term incentives service fee options over ordinary shares of the Company promote continuity of employment, conserves Company cash and provide additional incentives to recipients to increase shareholder wealth. Service fee options are only issued to directors subject to approval from shareholders in general meeting. The Board is of the opinion that providing such incentives does not interfere with the director's capacity to bring independent judgement to bear on issues before the Board and to act in the best interest of the entity as a whole.

The recommendation also states that an Independent Director should not be or have been employed in an executive capacity by the Company and there has not been a period of at least three years between ceasing such employment and serving on the Board.

The Board considers that Mr Corbett is not independent at the date of this report considering his executive position. Mr Rechner held an executive role in the Company more than three years ago.

Given the nature and size of the Company, its business interests and the stage of development, the Board considers that its composition is an appropriate blend of skills and expertise relevant to the Company's operations. The Board ensures that conflicts of interest are adequately disclosed in accordance with the Company's Code of Conduct. Directors abstain from voting on matters where they have, or are perceived to have, a beneficial interest in the outcome of the matters.

The Board Charter provides that where practical the Company will continue to endeavour to ensure that it has a majority of independent directors at all times.

Mr Wilkes, an independent non-executive director, holds the office of Chair. The roles of Chair and CEO are not held by the same individuals.

PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

3.1 Statement of Values

The Company's Statement of Values and how the Company seeks to manage its business and make decision consistent with its values is available at https://kingstonresources.com.au/our-company/ksn-values/.

3.2 Code of Conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal Code of Conduct to be followed by all directors, officers, employees and consultants of the Company. The Code of Conduct sets out Kingston's policies on various matters including ethical conduct, business conduct, compliance, privacy, security of information, integrity and conflicts of interest and is available at https://kingstonresources.com.au/our-company/corporate-governance/ .

Directors, officers, employees and consultants to the Company are required to observe high standards of behaviour and business ethics in conducting business on behalf of the Company and they are required to maintain a reputation of integrity on the part of both the Company and themselves. The Company does not contract with or otherwise engage any person or party where it considers integrity may be compromised.

The Code sets out the Company's policies on various matters, including the following:

(a) conflicts of interest – in accordance with the Corporations Act and the Constitution, each Director is required to keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company, and where the Board believes a significant conflict exists, the Director concerned will not be present at the Board meeting whilst the matter is being considered;
(b) fair trading and dealing;
(c) health, safety and environment;
(d) employment practices; and
(e) bribes and facilitation payments.

The Code also outlines the procedure for reporting any breaches of the Code.

In addition to their obligations under the Corporations Act in relation to inside information, all directors, employees and consultants have a duty of confidentiality to the Company in relation to confidential information they possess.

In fulfilling their duties, each director dealing with corporate governance matters may obtain independent professional advice at the Company's expense, subject to prior approval of the Chair, whose approval will not be unreasonably withheld.

3.3 **Whistleblower Policy**

The Board recognises that improper conduct should be managed through appropriate channels and individuals who report improper conduct are protected. The Company has adopted a Whistleblower Policy a copy of which can be found on the Company's website: https://kingstonresources.com.au/our-company/corporate-governance/ . The policy also details the process to be followed to inform the Board of any material incidents, as they may be indicative of issues within the culture of the organisation.

3.4 **Anti-Bribery and Corruption Policy**

The company is committed to a culture of corporate compliance and ethical behaviour and therefore has adopted an anti-bribery and corruption policy, a copy of which can be found on the Company's website: https://kingstonresources.com.au/our-company/corporate-governance/ . The policy also details the process to be followed to inform the Managing Director or a Whistleblower Protection Officer (one of whom is an independent Non-Executive Director of the Company) of any material incidents. Any material breaches will be reported to the Board.

PRINCIPLE 4: SAFEGUARDING INTEGRITY IN CORPORATE REPORTING

4.1 Audit Committee

The Board has established an Audit and Risk Management Committee, consisting of three members, all of whom are Non-Executive Directors and are independent Directors. The Chair of the Audit and Risk Management Committee is an independent Director who is not the Chair of the Board. The Company has an Audit and Risk Management Committee Charter. The key responsibilities contained within the Charter include assessing any significant estimates or judgements in Kingston's financial reports, reviewing all half yearly and annual reports with management, advisers and the external auditors (as appropriate) and adopting same, overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficiency of those systems, approving the terms of engagement with the external auditor at the beginning of each financial year, approving policies and procedures for appointing or removing an external auditor and for external audit engagement partner rotation.

The members of the Audit and Risk Management Committee as at the date of the statement are Mick Wilkes, Tony Wehby and Stuart Rechner. Their qualifications and experience are detailed in the Directors' Report in the Company's 2026 Annual Report. The number of Committee meetings held during the year and confirmation of member attendance at the meetings can be found in page 20 of the 2026 Annual Report.

The Committee Charter may be viewed in full at https://kingstonresources.com.au/our-company/corporate-governance/ .

4.2 CEO and CFO certification of financial statements

During the reporting period, the Board received from the CEO and the CFO (or the person performing the equivalent function) a written declaration under section 295A of the *Corporations Act 2001 (Cth)* that, in their opinion, the financial records of the Company 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 Company. In respect of the information disclosed in the consolidated entity

disclosure statement, the Board received from the CEO and the CFO (or the person performing the equivalent function) a written declaration confirming that the information disclosed in the consolidated entity disclosure statement is true and correct. The CEO and the CFO (or the person performing the equivalent function) have each given a written assurance to the Board that the opinion forming the basis for the declaration was made by each of them and was formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.3 Process to verify the integrity of any unaudited periodic corporate report released to the market

From time to time, the Company releases periodic corporate reports which are not subject to review or audit by Kingston's external auditors, such as Appendix 5B - Quarterly Cash Flow Reports. Any such reports are reviewed by the Managing Director and CFO (or the person performing the equivalent function), and subsequently reviewed and approved by the Board before they are released to the market.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

5.1 Disclosure Policy

The Company is committed to observing its disclosure obligations under the Listing Rules and the *Corporations Act 2001 (Cth).* Subject to the exceptions contained in the Listing Rules, the Company is required to disclose to the ASX any information concerning the Company that is not generally available and which a reasonable person would expect to have a material effect on the price or value of the shares.

The Company has established a Communications and Continuous Disclosure Policy which established processes and procedures designed to ensure compliance with, and Board and employee responsibilities and accountabilities for its continuous disclosure obligations under the Listing Rules and the *Corporations Act 2001 (Cth).* The aim of the policy is to ensure all investors have equal and timely access to material information concerning the Company.

The Board will use the external auditor and legal counsel in an advisory capacity where appropriate, however maintains overriding authority in relation to continuous disclosure and, in relation to major matters, the Board must consider and approve any announcement to be made to the ASX by the Company. The Company is responsible for the administration of the Policy and is responsible for ensuring that announcements are communicated to the relevant stock exchanges in accordance with applicable laws, listing rules and regulations. The Company is responsible for ensuring that officers and employees of the Company are aware of, and understand, the Company's continuous disclosure obligations, their responsibilities in relation to these obligations and to protect the confidentiality of information.

The Communications and Continuous Disclosure Policy may be viewed at https://kingstonresources.com.au/our-company/corporate-governance/ . Announcements are available on the Company's website under the heading "ASX Announcements".

5.2 Prompt Board receipt of material market announcements

All ASX announcements are provided to the Board as soon as they are released on the ASX platform irrespective of whether the announcements are material or not.

5.3 **Investor or Analyst Presentation**

The Board ensures that all investor and analyst presentations are first released to the ASX before the commencement of the investor presentation or distribution of the presentation to investors. Company policy on Analyst and Investors' briefings is summarised under section 4.4 of Continuous Disclosure and Communication policy clause which may be viewed at https://kingstonresources.com.au/our-company/corporate-governance/

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1 Information on website

The Board's aim is to ensure that shareholders are provided with sufficient information to assess the performance of the Company and are informed of all major developments affecting the affairs of the Company in accordance with all applicable laws.

The Company has a website, www.kingstonresources.com.au, within which there is a "Corporate Governance" section where all relevant corporate governance policies can be accessed. The information available on the website includes the Company's Communications and Continuous Disclosure Policy, which supports the Company's commitment to effective communication with shareholders and encourages participation by shareholders at general meetings, among other things.

The Company's website also contains other information about the Company, including:

a) the Board;
b) key Policies and the Charters of the Board and its committees;
c) ASX announcements;
d) Annual, half yearly and quarterly reports;
e) notices of meetings; and
f) media releases.

6.2 Investor Relations Program

The Company has adopted a Communications and Continuous Disclosure Policy, the purpose of which is to facilitate effective two-way communication with investors, with the aim of allowing shareholders and other financial market participants to gain a greater understanding if the Company's operations, governance, financial performance and prospects. The Company encourages shareholder participation at annual and/or general meetings, and welcomes shareholder and investor enquiries.

A copy of the Communications and Continuous Disclosure Policy is available at https://kingstonresources.com.au/our-company/corporate-governance/

6.3 Facilitating participation at meetings of security holders

In accordance with the Communications and Continuous Disclosure Policy, the Company supports shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation. As a matter of practice, as outlined in the Company's notices of meetings, the Company encourages those shareholders who cannot attend general meetings in person to appoint proxies on their behalf and encourages shareholders to submit questions in advance of shareholder meetings. Questions are also welcomed at the meeting.

The Company's Communications and Continuous Disclosure Policy sets out the Company's procedures in relation to shareholder participation. Mechanisms for encouraging and facilitating shareholder participation will be reviewed regularly to encourage the highest level of shareholder participation.

6.4 Substantive resolutions at a securityholder meeting are decided by a poll

The Company's practice at security holder meetings, including the AGM, is that all resolutions be decided by a poll rather than by a show of hands.

6.5 Facilitating electronic communication

The Company encourages shareholders to register for electronic communications with the Company and the Company's Share Registry, for reasons of speed, convenience, cost and environmental considerations.

Shareholders may elect to receive notices of meetings and other relevant documents electronically by altering their communication preferences with the Company's Share Registry.

Annual Reports are provided electronically on the Company's website, unless a shareholder elects to receive a printed copy. Announcements made by the Company to the ASX are made available on the website under the heading "ASX Announcements".

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

7.1 Risk Management Framework

The Board has established an Audit and Risk Management Committee. The members of the committee are Mick Wilkes, Tony Wehby and Stuart Rechner, all of whom are independent directors. It is chaired by an independent director, Tony Wehby. The Committee Charter may be viewed in full at https://kingstonresources.com.au/our-company/corporate-governance/ .

The Board notes that key operational risks and their management will be recurring items for deliberation at both Audit and Risk Management Committee and Board meetings. The number of Committee meetings held during the year and confirmation of member attendance at the meetings can be found in page 20 of the 2026 Annual Report.

It is the intention that the Audit and Risk Management Committee will review assessments of the effectiveness of risk management and internal compliance and control on an annual basis.

7.2 Review the entity's risk management framework; Risk Review

The Audit and Risk Management Committee has responsibility for the monitoring of risk management however, the key material risk of the business and how they are managed were reviewed and are summarised in the company's annual report which is then presented to the Board. The Board and Audit and Risk Management Committee believe that the Consolidated Group has to date effectively communicated its significant and material risks to the Board and its affairs are not of sufficient complexity to justify the implementation of a more formal system for identifying, assessing, monitoring and managing risk in the Company. Notwithstanding the above, during the reporting period the Company's risk matrix was reviewed by the Board.

7.3 Internal Audit

The Company does not have an internal audit function given the current size and scope of the Company's operations. The Board believes that specific responsibilities for risk management are clearly communicated, understood and managed by it and senior management. The reporting obligations of management ensure that the Board and Audit and Risk Management Committee are regularly informed of material risk management issues and actions.

The Company will employ the following process for evaluating and continually improving the effectiveness of its risk management and internal control processes:

- the Board will monitor the need for an internal audit function having regard to the size, location and complexity of the Company's operations;
- the Board will periodically undertake an internal review of financial systems and processes where systems are considered to require improvement these are developed; and

- the Board will review risk management and internal compliance procedures at each Board meeting and will monitor the quality of the accounting function.

7.4 Material Environmental and Social Risks

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. Such impact can give rise to substantial costs for environmental rehabilitation, damage, control and losses. The Company aims to conduct its activities to the highest environmental standards, including full compliance with all environmental laws.

The Company is subject to laws and regulations governing its exploration, mining, and processing activities, this includes regulations governing waste disposal, worker safety, water management, and mine development. Real and perceived events associated with the Company's activities (or those of other mining companies) that detrimentally impact the environment, human health and safety, or the surrounding communities may result in penalties, including delays in obtaining or failure to obtain government permits and approvals. This may adversely affect the Company's operations including its ability to continue operations. The Company has implemented health, safety, and community initiatives at its operations to help ensure the safety of workers, contractors, and members of the community.

The Company has operations near established communities. Active community engagement and a proactive outlook and approach to local community stakeholder concerns and expectation is a key priority. The Company recognises that building respectful relationships with the communities in which it operates, creates a shared value that is mutually beneficial. Community relations initiatives such as community forums, community development programmes, donations and sponsorships are coordinated to ensure active community engagement.

The Group's current exploration operations are exposed to a low to moderate level of environmental and social risks, which are subject to intense oversight from management and the Board through the Audit and Risk Committee. In the lead-up to development of, and production from, new projects the exposure to environmental, and social risks will increase. To mitigate these risks, experienced employees and reputable consultants with local knowledge are engaged to plan and manage exploration activities, obtain external approvals, and complete management and statutory reporting. Environmental and social protocols are also communicated to employees and contractors.

Environmental risks associated with proposed operations and exploration activities are assessed in respect of applicable legislation and regulations. The Company carefully monitors and assess all environmental risks within all its operations. In relation to social risks, the Company maintains open communication with the communities surrounding the proposed operations and exploration activities of its Project to reduce any foreseeable negative impacts on those communities and to promote socio-economic benefits.

The Company acknowledges the potential for climate change to impact the business and is committed to understanding and proactively managing the impact of climate related risks to our business and environment. Sustainable environmental considerations, such as energy sources and usage are being built into the planning and decision making processes of our operations and future developments.

Further details on the Company's risks are provided in the Prospectus dated 25 June 2026 and in the Annual Report. Any new risks will be managed and, where possible, mitigated in accordance with the Audit and Risk Committee Charter.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

8.1 Remuneration Committee

The Company has established a Remuneration and Nomination Committee consisting of three members, all of whom are independent. The Committee is chaired by Stuart Rechner. The Committee Charter may be viewed in full at https://kingstonresources.com.au/our-company/corporate-governance/

The members of the remuneration committee are Tony Wehby, Mick Wilkes and Stuart Rechner, the Non-Executive Directors. The number of Committee meetings held during the year and confirmation of member attendance at the meetings can be found in page 20 of the 2026 Annual Report.

The Company sets out the remuneration paid or provided to Directors and key management personnel annually in the remuneration report contained within the Company's annual report to shareholders. The maximum aggregate remuneration payable to Non-Executive Directors is $500,000, which was approved by the shareholders at the 2021 Annual General Meeting in accordance with the Company's Constitution and the ASX Listing Rules.

8.2 Remuneration Policy

Details of the Company's remuneration policies and practices are included in the "Remuneration Report" within the Annual Report. Details of compensation for Directors and senior management are also disclosed within the "Remuneration Report". The structure of remuneration for Non-Executive Directors is clearly distinguished from that of Executive Directors and senior management, including in relation to termination entitlements. The Company does not currently have any schemes for retirement benefits for Non-Executive Directors, other than the compulsory superannuation guarantee levy.

Recommendation 8.2 notes "*it is generally acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with the interests of other security holders. However, non-executive directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity*." Given this, the Company's preference is for non-executive directors to receive securities without performance hurdles.

8.3 Policies on hedging equity incentive schemes

The Company has an equity-based remuneration scheme. The Company's Securities Trading Policy prohibits employees from entering into transactions or arrangements which could have the effect of limiting their risk relating to an element of their remuneration that has not vested.

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Appendix 1: Skills Matrix

