Marmota Limited Corporate Governance Statement

The following statement sets out a summary of the Company's corporate governance practices that were in place during the financial year ended 30 June 2026 and how those practices relate to the revised 4th Edition of the Corporate Governance Principles and Recommendations issued by the Australian Stock Exchange Corporate Governance Council ("ASX Recommendations").

These recommendations are not intended to be prescriptions to be followed by all ASX listed companies, but rather guidelines that are likely to achieve good governance outcomes and meet the reasonable expectations of most investors in most situations. The Corporate Governance Council has recognised that different entities may legitimately adopt different governance practices, based on a range of factors, including their size, complexity, history and corporate culture. A company may consider that a recommendation is inappropriate to its particular circumstances and has flexibility not to adopt it and explain why.

In ensuring the highest standard of ethical behaviour and accountability, the Board has included in its corporate governance policies those matters contained in the ASX Recommendations where applicable. However, the Board also recognises that full adoption of the ASX Recommendations may not be practical nor provide the optimal result given the particular circumstances and structure of the Company. The Board is, nevertheless, committed to ensuring that appropriate Corporate Governance practices are in place for the proper direction and management of the Company. This statement outlines the main Corporate Governance practices of the Company disclosed under the ASX Recommendations, including those that comply with best practice and which, unless otherwise disclosed, were in place during the whole of the financial year ended 30 June 2026.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.1
The Board is governed by the Corporations Act 2001, ASX Listing Rules and a formal constitution adopted by the company in 2006 (amended in 2011 and 2017).

The role of the Board is to provide leadership for and supervision over the Company's affairs, so to enhance long-term shareholder value. The Board takes responsibility for the overall Corporate Governance of the Company including its strategic direction, management goal setting and monitoring, internal control, risk management and financial reporting.

The Board is satisfied there is in place an appropriate and established framework for the management of the entity including a system of internal control, a business risk management process and appropriate ethical standards. In fulfilling its responsibilities, the Board is supported by an Audit Governance and Remuneration Committee to deal with internal control, ethical standards and financial reporting and to monitor the composition of the Board and review the compensation of the Company's Executive Directors and senior management with the overall objective of motivating and appropriately rewarding performance, whilst ensuring alignment with the purpose, values, strategic objectives and risk appetite of the Company.

The Board appoints Executive Directors who are responsible for the day to day management of the Company including management of financial, physical and human resources, development and implementation of risk management, internal control and regulatory compliance policies and procedures, recommending strategic direction and planning for the operations of the business and the provision of relevant information to the Board.

The Board has not adopted a formal statement of matters reserved to them or a formal board charter that details their functions and responsibilities nor a formal statement of the areas of authority delegated to senior executives.

Recommendation 1.2
The Board carefully considers the character, experience, education and skillset, as well as interests and associations of potential candidates for appointment to the Board and conducts appropriate checks to verify the suitability of the candidate, prior to their election. The Company has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a director, is disclosed in the notice of meeting provided to shareholders.

Recommendation 1.3
The Company has written agreements in place with each Director and senior executive which set out the terms of their appointment.

Recommendation 1.4
The Company Secretary is accountable to the Board for facilitating the Company's corporate governance processes and the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary.

In accordance with the Company's Constitution, the appointment or removal of the Company Secretary is a matter for the Board as a whole. Details of the Company Secretary's experience and qualifications are set out in the Annual Report.

Recommendation 1.5
The Company is committed to creating a diverse working environment and promoting a culture that embraces diversity.

Given the size of the Company and scale of its operations, however, the Board is of the view that a written diversity policy with measurable objectives for achieving gender diversity is not required at this time. Further, as the Company has not established measureable objectives for achieving gender diversity, the Company has not reported on progress towards achieving them.

The following table provides details of the proportion of women employees in the Company and in senior executive positions and on the Board.

	Women	**Total**	**Proportion of women**
Organisation	2	3	66%
Senior executives	1	1	100%
Directors	0	3	0%

Recommendation 1.6
The Board recognises that as a result of the Company's size and the stage of the entity's life as a publicly listed junior exploration company, the assessment of the Board's overall performance and its own succession plan is conducted on an informal basis. Whilst this is at variance with the ASX Recommendations, for the financial year ended June 2026, the Directors consider that at the date of this report an appropriate and adequate process for the evaluation of Directors is in place. A more formal process of Board assessment will be considered in the future as the Company develops.

Recommendation 1.7
The Audit, Governance and Remuneration Committee meets at least annually and recommendations are made in line with the Company's present circumstances and goals to ensure maximum shareholder benefits from the attraction and retention of a high quality Board and senior management team. During the financial year, the Board considered and reviewed the performance of, and recommended appropriate remuneration for, Executive Directors and senior management, including any equity participation by such Executive Directors and senior management. The Board further encourages continuing professional development on an internal basis.

Principle 2 – Structure the board to be effective and add value

Recommendation 2.1
As a result of the Company's size and the stage of the entity's life as a publicly listed junior exploration company and given the size of the Board at present (there are only 3 Directors), a Nomination Committee has not been established. The Board meets as a whole to consider matters referred to in this Recommendation. The Board from time to time reviews the skill mix required for the Board and, where gaps are identified, embarks on a process to fill those gaps. This is undertaken on an informal basis.

Recommendation 2.2
The details of the skill set of the current Board members are set out in the description of each Director in the Annual Report and on the Company's website – www.marmota.com.au/corporate/directors
The Board believes that the current skill mix is appropriate given the Company's size and the stage of the entity's life as a publicly listed junior exploration company.

Recommendation 2.3
During the 2026 financial year, the Board comprised three directors one of whom is a non-executive and independent director. The Chairman is considered not to be an Independent Director as he is a substantial shareholder of the Company. Information regarding the names, relevant qualifications, skills, experience and expertise of the Directors of the Company is included in the 2026 Annual Report, as is the period each current Director was in office.

Recommendation 2.4
As noted under Recommendation 2.3, the Board comprises three Directors of whom one is considered to be an Independent Director. The Board is of the opinion that the current structure of the Board is appropriate given the size and nature of the Company. Whilst this is at variance to the ASX Recommendations that the majority composition of the Board comprise Independent Directors, the Board considers that all Directors bring an independent judgement to bear on Board decisions and that the Board's expertise and experience adds considerable value to the Company.

Recommendation 2.5
The Chairman, Dr Rose, is not an Independent Director due to being a substantial shareholder. The Chairman became an executive director on 5 June 2017.

The Board recognises that as a result of the Company's size and the stage of the entity's life as a publicly listed junior exploration company and the availability of time to perform the role of Chairman, coupled with the view that, where possible, the CEO should not be the Chairman, it is not possible to meet this recommendation in relation to the independence of the Chairman.

Dr Rose's role as Executive Chairman of the Board is separate from that of the Executive Director (Exploration) who is responsible for the Company's exploration operations. The Board is of the opinion that the position of the Chairman is not compromised with the day-to-day role as an Executive.

Recommendation 2.6
The Board recognises that as a result of the Company's size and the stage of the entity's life as a publicly listed junior exploration company, the Board has not put in place a formal program for inducting new directors. However, it does provide a package of background information on commencement and provides ready interaction with the Company's personnel to gain a stronger understanding of the business. Similarly, the Company does not at this stage provide professional development opportunities for Directors. More formal processes for both of these areas will be considered in the future as the Company develops.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1
The Company discloses its goals and values on its website. The Company Code of Conduct sets out the standards and behaviour expected of all its employees, management and Directors. The Board's vision is guided by strong guiding principles and values in the pursuit of its goals. The Company is committed to conducting business with honesty and integrity and with the highest standards of conduct and ethical behaviour.

Recommendation 3.2
The Company requires all its directors and employees to abide by the standards of behaviour and business ethics in accordance with the law. In discharging their duties, Directors of the Company are required to:

- act in good faith and in the best interests of the Company;
- exercise the care and diligence that a reasonable person in that role would exercise;
- exercise their powers in good faith for a proper purpose and in the best interests of the Company;
- not improperly use their position or information obtained through their position to gain a personal advantage or for the advantage of another person to the detriment of the Company;
- disclose material personal interests and avoid actual or potential conflicts of interests;
- keep themselves informed of relevant Company matters;
- keep confidential the business of all directors' meetings; and
- observe and support the Board's Corporate Governance practices and procedures.

All directors have signed deeds with the Company which require them to comply with all the obligations of a director under the Corporations Act 2001. Directors also are required to provide the Company with details of all securities registered in the director's name or an entity in which the director has a relevant interest within the meaning of section 9 of the Corporations Act 2001 and details of all contracts, other than contracts to which the Company is a party, to which the director is a party or under which the director is entitled to a benefit, and that confer a right to call for or deliver shares in the Company and the nature of the director's interest under the contract.

Directors are required to disclose to the Board any material contract in which they may have an interest. In accordance with Section 195 of the Corporations Act 2001, a director having a material personal interest in any matter to be dealt with by the Board, will not be present when that matter is considered by the Board and will not vote on that matter, subject to the discretion of the Board.

Recommendation 3.3
The Company has a formal Whistleblower Policy disclosed on its web site. The policy requires the Board to be informed of any incidents reported under this policy. No incidents were reported during the financial year.

Recommendation 3.4
The Company does not have a formal bribery and corruption policy. The Company's Code of Conduct sets out the standards and behaviour expected of all its employees, management and Directors including dealing with bribery and corruption.

Principle 4 – Safeguard integrity of corporate reports

Recommendation 4.1
Marmota was not a Company required by ASX Listing Rule 12.7 to have an Audit Committee although it is included in the ASX Recommendations. Notwithstanding this, an Audit, Governance and Remuneration Committee ("Committee") has been established to oversee, amongst other things, corporate governance, internal controls, ethical standards, financial reporting, and external accounting and compliance procedures.

The responsibilities of the Committee include:

- reviewing, assessing and making recommendations to the Board on the annual and half year financial reports;
- overseeing establishment, maintenance and reviewing the effectiveness of the Company's internal controls and ensuring efficacy and efficiency of operations, reliability of financial reporting and compliance with applicable Accounting Standards and ASX Listing Rules;
- liaising with and reviewing reports of the external auditor; and
- reviewing the performance and independence of the external auditor and where necessary making recommendations for appointment and removal of the Company's auditor.

During the 2026 Financial Year, the Committee consisted of Dr Rose as the Chair of the Committee and Mr Bergin. Dr Rose was appointed Executive Chairman on 5 June 2017, and as his role is separate from the Executive Director (Exploration) who is responsible for the Company's exploration operations, the Board believes that it is appropriate for an executive director to be a member of the Audit Committee. Marmota is not in full compliance with the ASX Recommendation that all audit committee members must be non-executives and majority are independent. The Board believes that given the size of the Company and the stage of the entity's life as a publicly listed junior exploration company and the current board structure the establishment of an audit committee in line with ASX Recommendation 4.1 cannot be justified by the perceived benefits of doing so. The existing composition of the Committee is such that review and authorisation of the integrity of the Company's financial reporting and the independence of the external auditor is via the exercise of independent and informed judgement.

The Board has adopted a formal Charter for the audit and governance activities of the Committee. The Charter details the Committee's role and responsibilities, composition and membership requirement.

Details of the Committee members' qualifications and attendance at meetings are set out in the Directors' Report section of the Annual Report of the Company.

The Committee meets at least twice per annum and reports to the Board. The Executive Director, Company Secretary and external auditor may, by invitation, attend meetings at the discretion of the Committee.

Recommendation 4.2
In accordance with ASX Recommendation 4.2, the Chief Executive Officer (or their equivalent) and Chief Financial Officer (or their equivalent) are required to provide assurances that the written declarations under s295A of the Corporations Act (and for the purposes of ASX Recommendation 4.2) are founded on a sound framework of risk management and internal control and that the framework is operating effectively in all material respects in relation to financial reporting risks. Both the Chief Executive Officer and Chief Financial Officer provide such assurances at the time the s295A declarations are provided to the Board.

Recommendation 4.3
The Board and Company Secretary are responsible the approval and accuracy of all corporate reports which are not required to be audited or reviewed by an external auditor. The Company conducts an internal verification process to ensure the information included is complete, reliable and appropriate for investors to make informed investment decisions.

Principle 5 – Make timely and balanced disclosure

Recommendation 5.1
The Company operates under the continuous disclosure requirements of the ASX Listing Rules and ensures that all information which may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company. The information is made publicly available on the Company's website following release to the ASX.

Due to the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, the Board does not believe a formal policy for continuous disclosure is required. A summary describing how the Company will ensure its compliance with continuous disclosure requirements is posted on the Company's website www.marmota.com.au

Recommendation 5.2
The Board, prior to the announcement being made to the ASX, receives all market announcements.

Recommendation 5.3
As per ASX Listing Rule requirements on Continuous Disclosure, all presentations are released to the ASX prior to any presentation being made.

Principle 6 – Respect the rights of security holders

Recommendation 6.1
The Company keeps investors informed of its corporate governance, financial performance and prospects via its website – www.marmota.com.au. Investors can access copies of announcements to the ASX, notices of meetings, annual reports and financial statements, and Investor presentations via the 'Investors' tab and can access general information regarding the Company and the structure of its business under the 'Corporate' and 'Projects' tabs.

Recommendation 6.2
The Board aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. In accordance with the ASX Recommendations, information is communicated to shareholders as follows:

- the annual financial report which includes relevant information about the operations of the Company during the year, changes in the state of affairs of the entity and details of future developments, in addition to the other disclosures required by the Corporations Act 2001;
- the half yearly financial report lodged with the Australian Stock Exchange and Australian Securities and Investments Commission and sent to all shareholders who request it;
- notifications relating to any proposed major changes in the Company which may impact on share ownership rights that are submitted to a vote of shareholders;
- notices of all meetings of shareholders;
- publicly released documents including full text of notices of meetings and explanatory material made available on the Company's website at www.marmota.com.au; and
- disclosure of the Company's Corporate Governance practices and communications strategy on the entity's website.

Due to the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, the Board does not believe a formal policy for shareholder communication is required. However, a summary describing how the Company will communicate with its shareholders is posted on the Company's website www.marmota.com.au.

Recommendation 6.3
The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions. The external auditor of the Company is also invited to the Annual General Meeting of shareholders and is available to answer any questions concerning the conduct, preparation and content of the auditor's report. Pursuant to section 249K of the Corporations Act 2001, the external auditor is provided with a copy of the notice of meeting and related communications received by shareholders.

Recommendation 6.4
All substantive resolutions at a meeting of the Company's security holders are decided by a poll of "one security one vote."

Recommendation 6.5
The Company provides its investors the option to receive communications from and send communications to the Company and the share registry electronically.

Principle 7 – Recognise and manage risk

Recommendation 7.1
The Company's Audit, Governance & Remuneration Committee ('Committee') oversees the process for identifying and managing material risks in the Company in accordance with the Charter of the Committee.

Due to the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, and the inherent risks associated with the industry it operates in, the Board does not believe formal policies for oversight and management of risk are required. The Board, with the assistance of the Committee, conducts a formal review of the risk profile of the Company annually and monitors risk informally throughout the year.

Recommendation 7.2
The Board recognises that there are inherent risks associated with the Company's operations, including mineral exploration and mining, environmental, heritage and native title, legal and other operational risks. The Board endeavours to mitigate such risks by continually reviewing the activities of the Company in order to identify key business and operational risks and ensuring that they are appropriately assessed and managed. No formal report in relation to the Company's management of its material business risks is presented to the Board.
The Board with the assistance of the Audit, Governance and Remuneration Committee ('Committee') conducts a formal review of the risk profile of the Company annually and monitors risk informally throughout the year.

Recommendation 7.3
The Company does not have an internal audit function. This is the case due to the size of the Company and the stage of life of the entity as a publicly listed junior exploration company. The objectives of having such a function are achieved by the close monitoring of risk management by the Board with the assistance of the Audit, Governance & Remuneration Committee as outlined in relation to ASX Recommendations 7.1 and 7.2 above.

Recommendation 7.4
As outlined above in relation to ASX Recommendations, the Company constantly monitors and reviews the key risks that affect the Company and the management of those risks. They include economic, environment and sustainability risks. The risks which the Company has identified that it has a material exposure to are its ability to raise funds within an acceptable time frame and on terms acceptable to it ("Capital Risk"); that its existing projects, or any other projects or tenements that it may acquire in the future, will result in the discovery of significant resources or be able to be economically exploited ("Exploration Risk"); the inability to obtain land access on satisfactory terms or within acceptable timeframes ("Access Risk"); and resource activities can be environmentally sensitive and can give rise to substantial costs for environmental rehabilitation, damage control and losses ("Environment Risk").

The manner in which the Company manages those risks is, in the case of Capital Risk, to monitor the market and investment appetite and to raise further required capital in a timely manner such that the Company's operations are adequately funded; in the case of Exploration Risk, to adopt a diversified portfolio approach and to adopt a focused approach using modern exploration techniques and seeking to lay off risk where possible; in the case of Access Risk, to conduct exploration activities at best practices standards so as to lessen the impact on the party from whom access is required, coupled with an active communication and interaction approach; and in the case of Environment Risk, to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1
The Company has established a single Audit, Governance and Remuneration Committee ("Committee"). The Committee is responsible for the monitoring of the composition of the Board and reviewing the compensation of the Company's Executive Directors and senior management with the overall objective of motivating and appropriately rewarding performance. The Committee makes recommendations to the Board who is ultimately responsible for the Company's remuneration policy.

Due to the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, the Committee comprises of two members, only one of which is a non-executive and independent. Details regarding the Committee are provided in the response to ASX Recommendation 4.1. The Board believes that given the size of the Company and the stage of the entity's life as a publicly listed junior exploration company that the cost of establishing a formal remuneration and nomination committee charter cannot be justified by the perceived benefits of doing so.

Recommendation 8.2
In accordance with ASX Recommendation 8.2, the Company's remuneration practices are set out as follows. The Company's Constitution specifies that the total amount of remuneration of non-executive directors shall be fixed from time to time by a general meeting. The current maximum aggregate remuneration of non-executive directors has been set at $400,000 per annum. Directors may apportion any amount up to this maximum amount amongst the non-executive directors as they determine. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in performing their duties as directors. Non-executive directors do not receive bonus payments and are not provided with retirement benefits other than salary sacrifice and statutory superannuation.

The remuneration of the Executive Director is determined by the Board on the recommendation of the Audit, Governance and Remuneration Committee ("Committee") as part of the terms and conditions of his employment which are subject to review from time to time. The remuneration of employees is determined subject to the approval of the Board. The Company's remuneration structure is based on a number of factors, including the particular experience and performance of the individual in meeting key objectives of the Company. The Committee is responsible for assessing relevant employment market conditions and achieving the overall, long term objective of maximising shareholder benefits, through the retention of high quality personnel. From time to time, the responsibility for conducting the review of the composition of the Board and the compensation of the executive directors and senior management is undertaken solely by the Board.

The Company does not presently emphasise payment for results through the provision of cash bonus schemes or other incentive payments based on key performance indicators of the Company given the nature of the Company's business as a publicly listed mineral exploration entity and the current status of its activities. However, the Board may approve the payment of cash bonuses from time to time in order to reward individual executive performance in achieving key objectives as considered appropriate by the Board.

From time to time, the Company may grant retention rights as considered appropriate by the Committee and the Board, as a long term incentive for Key Management Personnel. These rights are subject to shareholder approval at the Annual General Meeting. The intention of this remuneration is to facilitate the retention of Key Management Personnel in order that the goals of the business and shareholders can be met. Under the terms of the issue of retention rights, the rights will vest over a period of time, with a proportion of the rights vesting each year.

The Company also has a Director & Employee Share Option Plan ("Plan") approved by shareholders that enables the Board to offer eligible participants options to acquire ordinary fully paid shares in the Company. Under the terms of the Plan, options to acquire ordinary fully paid shares may be offered to the Company's eligible participants at no cost unless otherwise determined by the Board in accordance with the terms and conditions of the Plan. The objective of the Plan is to align the interests of employees and shareholders by providing employees of the Company with the opportunity to participate in the equity of the Company as an incentive to achieve greater success and profitability for the Company and to maximise the long term performance of the Company. Details of options and retention rights issued to employees and/or directors during the Financial Year, together with details of the terms of the Plan, are always disclosed in the Annual Report.

The employment conditions of the Executive Directors are formalised in contracts of employment and may be terminated at any time by mutual agreement or without notice in instances of serious misconduct. The details of Directors' and Executives Officers' remuneration, superannuation and retirement payments are set out in the Remuneration Report section of the Directors' Report in the Annual Report.

Recommendation 8.3
At present, neither the Company's Share Trading Policy nor the Director & Employee Share Option Plan ("Plan") contain any specific restriction on entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan. Given the nature of the Plan and the size of the Company and the stage of life of the entity as a publicly listed junior exploration company, the Board has determined that it is not necessary to specify any such restrictions over and above the provisions of the Corporations Act 2001.