

Corporate Governance Statement FY26

This corporate governance statement outlines the corporate governance framework that has been established by PDI Gold Limited (“PDI Gold” or the “Company”) and its controlled entities (“Group”) and its compliance with that framework for the reporting period from 1 July 2025 to 30 June 2026.

The Directors are cognisant of the fourth edition Corporate Governance Principles and Recommendations (“ASX Principles”) published by the ASX Corporate Governance Council and have adopted the ASX Principles where they are considered appropriate to the Company’s circumstances. Under the ASX Listing Rules, a company is required to provide a statement disclosing the extent to which it has followed all the recommendations of the ASX Principles and identify all the recommendations that have not been followed and give reasons for not following them. Unless otherwise outlined in this statement, the Board considers that the Company’s policies and practices follow the recommendations of the ASX Principles for the reporting period from 1 July 2025 to 30 June 2026.

The charters, codes and policies in respect of the Company’s corporate governance practices referred to in this statement are reviewed and updated periodically to ensure that they remain appropriate to the Company’s circumstances. The Company’s charters, codes and policies are available on PDI Gold’s website at www.pdigold.com/about/corporate-governance/

This statement is current as at 30 June 2026 and has been approved by the Board of Directors of PDI Gold.

During the reporting period, the Company underwent significant corporate changes, including the completion of the merger between PDI Gold and Robex Resources Inc. (“Robex”) on 15 April 2026. This Corporate Governance Statement provides the relevant information on the merged entity’s governance framework.

1. Principle 1: Lay Solid Foundations for Management and Oversight

1.1. Roles of the Board and Management

The Board acknowledges that it is accountable to shareholders and must ensure that the Company is properly managed and protected to enhance shareholder value by ensuring the long-term performance, governance and sustainability of PDI Gold.

PDI Gold’s Board Charter establishes the following key responsibilities and functions of the Board:

- define the Company’s purpose, values and long-term strategic direction, and oversee management’s execution of strategy;
- approve and oversee the Company’s governance framework, Code of Conduct, values and ethical standards;
- oversee Board composition, Director independence, succession planning and Board, committee and Director performance;
- approve and monitor the Company’s risk management framework and risk appetite, including financial and non-financial risks such as safety, environmental, social and community matters;
- approve budgets, major capital expenditure, acquisitions, divestitures and material mining projects;

- oversee financial reporting integrity, external audit processes, internal controls and the approval of periodic corporate reports;
- appoint, replace and monitor the performance of the CEO/Managing Director, CFO, Company Secretary and committee Chairs;
- approve remuneration frameworks aligned with the Company's purpose, values, strategy and risk appetite;
- oversee the Company's ESG strategy, standards, disclosures, sustainability performance and community engagement;
- ensure an effective regulatory compliance system across all jurisdictions in which the Group operates; and
- oversee timely and balanced disclosure of material information and the Company's market disclosure framework.

The Board has delegated the day-to-day management of the business and affairs of PDI Gold to the CEO. The Board has approved detailed delegation authority limits for the CEO and certain senior managers that may be exercised in accordance with PDI Gold's delegated authority authorisations. Financial and procedural controls are maintained by management to ensure adherence to the delegated authority limits. When considered appropriate by the Board these financial and procedural controls may be amended.

In addition to the requirements of the law, the Company's Constitution and ASX Listing Rules, the following matters (including amendments to any such matters) are reserved for approval by the Board:

- establishment of PDI Gold's overall strategic direction; business plan, including geographic expansion; and the Company's key business and financial objectives;
- approval of acquisition and disposal of assets which exceed the authority limits delegated to the CEO;
- decisions which result in a material change to the business of PDI Gold;
- various financial controls;
- changes to the Company's capital or corporate structure; and
- charging or encumbering in any way the assets of the Group or borrowing any money or obtaining any financial facility.

1.2. Procedure for the Selection and Appointment of Directors

In selecting new members for the Board, the Board Charter requires directors to have regard to the appropriate range of qualifications, experience and diversity needed by the Board as a whole and for the directors to endeavour to appoint individuals who will provide a mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Group.

The Board has established guidelines for the appointment and selection of Directors. These guidelines are to ensure that the Board consists of members with a range of skills and experience to meet its primary responsibility for promoting the success of the Company in a way which ensures that the interests of shareholders and other stakeholders are promoted and protected.

1.3. Letters of Appointment

(i) Non-Executive Directors

Non-Executive Directors receive formal letters of appointment setting out the term of office, their role and responsibilities, time commitments, remuneration and expenses, outside interests, the requirement to disclose director's interests, the requirement to comply with key corporate policies, the Company's policy on when Directors may seek independent professional advice, indemnity and insurance arrangements, and confidentiality obligations.

(ii) Senior executives

The Company has entered into employment agreements with senior executives which provide the employment conditions, remuneration and entitlements for the senior executive's position with the Company. The agreement also contains an acknowledgement by the senior executive to maintain information which is confidential to the Group. All inventions, discoveries and novel designs created by the senior executive as a result of or in the course of the performance of their duties with the Group are assigned to the Company.

1.4. Company Secretary

The Company Secretary is Mr Matthew Foy, who was appointed on 15 April 2026.

The Company Secretary is accountable directly to the Board, through the Chair. Each Director is able to communicate directly with the Company Secretary and vice versa.

Mr Foy's biography is available in the Company's 2026 Annual Report.

The Company Secretary's responsibilities include:

- ensuring that the business and attendances at Board and committee (where established) meetings are captured in the minutes;
- advising the Board on governance matters;
- acting as the Company's disclosure officer to ASX and TSX; and
- monitoring that Board and committee (where established) policies and procedures are followed.

1.5. Diversity and Inclusion Policy

The Company has adopted a Diversity and Inclusion Policy which confirms PDI Gold's commitment to a diverse and inclusive workplace and recognises that diversity contributes to long-term commercial success. The Policy applies to directors, management, employees and contractors and supports a culture where individuals are treated with integrity, fairness, equity and respect, and where discrimination, harassment, bullying, vilification and victimisation are not tolerated.

The Policy supports the attraction, development and retention of people with diverse skills, backgrounds, perspectives and experience. The Board, with assistance from the Remuneration and Nomination Committee where applicable, oversees the Company's diversity and inclusion strategy and considers and, where appropriate, sets measurable objectives for diversity at Board, senior executive and workforce levels

As at 30 June 2026, of the employees employed throughout the Group in full-time, part-time and casual employment, 6.1% were women and 93.8% were men. There are no women on the Board

and one woman held a senior executive position. A senior executive position is a position which reports directly to the CEO or the Board.

The Company has set measurable diversity objectives to ensure director recruitment and succession planning consider all aspects of diversity, targeting, not less than 30% Board composition of each gender by 2030.

1.6. Board and Board Committee Performance Evaluation

The Board Charter provides that the Board is responsible for conducting annual evaluations of the Board, its committees and individual Directors. The results of the performance evaluation will be used by the Board when considering making a recommendation to shareholders regarding any Director required to stand for re-election.

A Board evaluation facilitated by an independent external provider was completed for the period ended 30 June 2026, which comprised two key components:

- Individual Director assessment: Each Director completed a 360-degree assessment of their fellow Directors as at 30 June 2026. The feedback from this process was considered by the Chair as part of the individual Director performance assessments.
- Board effectiveness assessment: Each Director and Executive KMP completed a detailed questionnaire assessing the effectiveness and performance of the Board as a whole. The assessment was broadly consistent with the approach adopted in the prior year.

The assessment outcomes were consolidated and anonymised to provide individual feedback to Directors and an overall assessment of Board effectiveness. The process also identified areas for continued focus and improvement during FY27, which will inform the Board's ongoing focus on effectiveness and continuous improvement.

1.7. Senior Executive Performance Evaluation

The Board reviews the performance of the CEO against key performance indicators on an annual basis. The CEO undertakes a formal review each year assessing the performance of senior executives who report to him.

During the 2026 financial year, performance reviews of the senior management personnel have been completed in accordance with the Company's Development Appraisal Process. Information on the performance evaluation and structure of the remuneration for the Company's key management personnel is included in the Remuneration Report contained in the 2026 Annual Report.

2. Principle 2: Structure the Board to Add Value

2.1. Remuneration and Nomination Committee

The Remuneration and Nomination Committee comprises Simon Jackson (Chair), Steven Michael and Howard Golden.

The committee met 3 times during the period.

The role of the committee includes:

- review Board composition, skills, experience, independence and diversity;
- oversee recruitment processes for new Directors, including role requirements, candidate identification and appropriate checks;
- assess Director independence at least annually and when relevant changes arise;
- review the Board skills matrix and assist with Board, CEO and executive succession planning;
- review the process for evaluating the performance of the Board, committees and individual Directors;
- oversee Director induction, professional development and time commitment expectations.
- review remuneration frameworks for Directors, senior executives and employees;
- review senior executive remuneration packages, STI and LTI structures and equity-based remuneration plans;
- consider whether remuneration outcomes are aligned with financial, operational, ESG and safety measures and are free from inappropriate bias;
- oversee restrictions on hedging unvested equity or restricted equity and related compliance arrangements;
- monitor organisational culture, workforce safety engagement and leadership pipeline indicators; and
- review remuneration, governance and committee-related disclosures for inclusion in the Company's annual reporting.

2.2. Board Skills Matrix

Collectively, the Board has an extensive range of commercial skills and other relevant experience required for effective management of the Company's business. A board skills matrix is provided in the Directors' Report contained in the 2026 Annual Report.

The Board considers that its current members have an appropriate mix of skills that enable the Board to discharge its responsibilities and deliver the Company's strategy and corporate objectives.

2.3. Composition of the Board

The Board is responsible for the overall operation and stewardship of the Group and for the overall success and long-term growth in a way which ensures that the interests of shareholders are promoted and protected.

The information in this Statement regarding the Directors, the Board and committee membership is current as at the date of this statement.

The Directors and the date of their appointment as at the date of this Corporate Governance Statement are:

Director	Independence	Appointment date
Mr Andrew Pardey – Non-Executive Chair ¹	Not Independent	22 March 2021
Mr Matthew Wilcox - CEO & Managing Director	Not Independent	15 April 2026
Mr Alain William - Executive Director	Not Independent	15 April 2026

¹ Mr Pardey transitioned from the role of Managing Director on 15 April 2026

Mr Simon Jackson – Non-Executive Director ² (Lead Independent Director) ³	Independent	19 October 2021
Mr Steven Michael – Non-Executive Director	Independent	18 December 2019
Mr Alberto Lavandeira - Non-Executive Director	Independent	17 June 2024
Mr Howard Golden - Non-Executive Director	Independent	15 April 2026
Ms Sandra Bates – Executive Director ⁴	Not Independent	7 June 2022

Details of the respective Director's biographies setting out their skills, experience, directorships of other listed companies and other responsibilities are included in the Directors' Report contained in the 2026 Annual Report.

2.4. Director Independence

As at the date of this report, the Board comprises 4 independent Non-Executive Directors, being the majority of the Board (57%)

The Company has adopted guidelines based on the factors set out in the ASX Principles in assessing the independent status of a director. These guidelines are set out in the Board Charter.

The Board considers that each of Simon Jackson, Steven Michael, Alberto Lavandeira and Howard Golden are independent Non-Executive Directors for the purpose of the ASX Principles.

2.5. Chair

The Board considers Mr Pardey to be the most appropriate Director to lead the Board as Non-Executive Chair. In the Board's view, Mr Pardey brings sound judgement, business acumen and extensive experience to matters within the scope of the Chair's role, and the Company benefits from his knowledge and contribution in that capacity.

2.6. Induction program

The Board has established induction arrangements for new Directors and senior executives. The program covers PDI Gold's business, strategy, operations, governance framework, Board and committee charters, directors' duties, conflicts management, disclosure obligations, financial reporting, risk management, health, safety, environmental and social responsibilities, ethical standards and whistleblowing arrangements.

3. Principle 3: Instil a Culture of Acting Lawfully, Ethically and Responsibly

3.1. Statement of Values

The Company recognises that its reputation is a valuable asset which is based largely on the ethical behaviour of the people who represent the Company. PDI Gold has identified the following values as intrinsic to business conduct, culture and decision making:

- **Safety by Choice**

We never compromise on wellbeing

² Mr Jackson transitioned from the role of Non-Executive Chair on 15 April 2026

³ Mr Jackson has been appointed Lead Independent Director in accordance with Clause 2.1 of the Board Charter

⁴ Ms Bates resigned on 15 April 2026

- **Act with Integrity**
We do what's right, especially when it's hard
- **Stronger Together**
One team, shared success
- **Own the Outcome**
Accountability without blame
- **Stewardship for the Future**
Decisions today, responsibility tomorrow

3.2. Code of Conduct

The Board has established a Code of Conduct which sets the standards of behaviour expected of all Directors, officers, employees and consultants who act for or represent the Company. The Code is intended to support lawful, ethical and consistent decision-making across the Group, protect PDI Gold's people and communities, uphold its reputation and ensure personnel act with integrity, respect and accountability. The objectives of the Code of Conduct are:

- provide a clear framework for professional, ethical and lawful behaviour across the Company;
- support consistent decision-making and compliance with applicable laws, regulations and Company policies;
- protect PDI Gold's business reputation, people, communities and stakeholder relationships; and
- make personnel aware of their obligations and the consequences of breaching the Code.

Any breach of the Code of Conduct is treated as a serious matter and may give rise to disciplinary action including termination of employment.

3.3. Whistleblowing

PDI Gold recognises that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include, as a fundamental cornerstone, a mechanism whereby stakeholders can report their concerns freely and without fear of repercussion.

PDI Gold's Whistleblower Policy provides channels for reporting suspected unethical, illegal, fraudulent or improper conduct, including anonymous reporting options. Reports may be made to eligible recipients, Whistleblower Officers or designated reporting channels, and are required to be handled confidentially, fairly and in accordance with applicable whistleblower protections.

3.4. Anti-Bribery & Anti-Corruption Policy

PDI Gold's Anti-Bribery and Anti-Corruption Policy adopts a zero-tolerance approach to bribery, corruption and improper influence, including facilitation payments, kickbacks and improper advantages offered or received directly or indirectly.

Gifts, entertainment and hospitality may only be offered or accepted where reasonable, proportionate, lawful, recorded where required and not intended to improperly influence a business decision.

Charitable or political contributions must not be used as a cover for bribery and require

appropriate approval and due diligence.

4. Principle 4: Safeguard Integrity of Corporate Reporting

4.1. Audit and Risk Committee

The Audit and Risk committee comprises Steven Michael (Chair), Simon Jackson and Alberto Lavandeira. All members are Independent Non-Executive Directors.

The committee met twice during the year; once during the period prior to the completion of the merger with Robex and again following completion of the merger.

The role of the committee includes:

- review the adequacy of corporate reporting processes, financial reporting, accounting policies and internal controls;
- oversee external audit arrangements, auditor independence, audit quality, non-audit services, audit tender processes and audit partner rotation;
- monitor the Company's risk management framework, risk appetite, internal compliance and control systems, and material incidents or remediation plans;
- oversee verification processes for unaudited periodic corporate reports and relevant non-financial sustainability and climate-related metrics;
- monitor disclosure controls for technical reporting, including coordination of NI 43-101 and JORC-related disclosure processes; and
- review relevant corporate governance, risk and audit disclosures.

4.2. CEO and CFO Affirmation

The Board has received assurance from the CEO and the Chief Financial Officer in respect of the 2026 financial statements, that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial report risks.

4.3. Integrity of reporting

Any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor is prepared by management and reviewed by the full board before being released.

5. Principle 5: Making Timely and Balanced Disclosure

5.1. Continuous Disclosure Policy

The Company has adopted a Continuous Disclosure Policy to ensure PDI Gold is able to:

- identify and escalate potentially price-sensitive information promptly;
- ensure material information is assessed by the Disclosure Committee (defined as the Board Chair, the CEO, the CFO and the Company Secretary) and, where appropriate, the full Board;
- support compliance with the Corporations Act, ASX Listing Rules, Canadian securities laws and TSX requirements; and

- maintain confidentiality where disclosure is deferred and consider trading halts where required to maintain an informed market.

The rules set out in the policy are designed to ensure that announcements made by the Company:

- are made promptly and without delay where disclosure is required;
- are accurate, balanced and not misleading;
- do not omit material information needed to assess the announcement properly;
- are released to the relevant securities exchanges before being published more broadly; and
- are expressed clearly so that shareholders and the market can assess the impact of the information when making investment decisions.

The policy applies to Directors and members of senior management who are most likely to be in possession of, or become aware of, the relevant information. All PDI Gold employees are made aware of the existence of the policy so that they can assist with reporting of potentially sensitive information to the appropriate persons within the Company.

PDI Gold is committed to:

- complying with continuous disclosure obligations in each relevant jurisdiction;
- preventing selective or inadvertent disclosure of market sensitive information;
- providing shareholders and the market with timely, balanced and equal access to material information; and
- ensuring external communications, analyst briefings and presentation materials are managed through approved disclosure controls.

The Company Secretary has been appointed as PDI Gold's disclosure officer and is responsible for preparing and lodging market announcements and for communicating with ASX and other relevant securities exchanges in relation to continuous disclosure matters. The Disclosure Committee is responsible for determining what information can or should be disclosed to the market, subject to those matters reserved for Board approval.

The Disclosure Committee is responsible for administering the Continuous Disclosure Policy and monitoring its effectiveness. The Board has overall responsibility for overseeing the policy and reviewing its effectiveness, with the Company Secretary managing the continuous disclosure framework and coordinating education and training on disclosure obligations.

The Disclosure Committee, supported by the Company Secretary, is responsible for implementing reporting processes and materiality guidelines to assist Directors, officers and employees to identify and promptly escalate information that may be price sensitive.

5.2. Circulation of material market announcements

The Company Secretary ensures that the Board receives copies of all material market announcements promptly after they have been made.

5.3. Investor and Analyst Presentations

The Disclosure Committee also ensures that a copy of a new and substantive investor or analyst presentation is released on the ASX Market Announcements Platform ahead of the presentation.

6. Principle 6: Respect the Rights of Security Holders

6.1. Provide Information

PDI Gold recognises that shareholders and the broader investment community should have timely, balanced and accessible information about the Company, consistent with its continuous disclosure obligations. PDI Gold's website includes information about the Company, market announcements, reports, Board and management details, contact information and corporate governance documents. The website is maintained to assist shareholders and interested parties to access relevant information.

6.2. Investor Relations

PDI Gold has adopted a Shareholder Communication Policy which operates together with the Company's Continuous Disclosure Policy and Securities Trading Policy. The policy is designed to support transparent, accessible and timely two-way communication, promote investor confidence and ensure all investors have equal access to material information.

The Company communicates with shareholders through ASX and TSX announcements, its website, direct communications, shareholder meetings including the AGM, investor presentations and briefings, and communications through the Company's share registry.

6.3. Participation at Shareholder Meetings

The Shareholder Communication Policy commits PDI Gold to facilitating shareholder participation in general meetings, including by providing clear and timely notices, explanatory materials, voting instructions and, where appropriate, technology to support participation. PDI Gold also aims to respond promptly to shareholder queries and concerns.

The Company holds its Annual General Meeting ("AGM") in Perth, Australia, to which all shareholders are invited. Shareholders who are unable to attend in person are able to attend virtually and can appoint a proxy to attend and vote at the meeting and can register questions in advance of the AGM either online or by submitting a question form provided in the AGM mail out. Questions are collated before and during the meeting. The Chair seeks to address as many of the more frequently raised topics as possible.

6.4. Poll

The Company Secretary ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

6.5. Electronic Communication Options

Shareholders are encouraged to receive communications electronically providing an efficient way of distributing information in a timely and convenient manner. Shareholders can also elect to receive communications, including notices of meeting and annual reports, from the Company's share registry electronically and may update their communication preferences, contact details and preferred elections, by contacting the Company's share registry directly.

7. Principle 7: Recognise and Manage Risk

7.1 Audit and Risk Committee

The Audit and Risk committee comprises Steven Michael (Chair), Simon Jackson and Alberto Lavandeira. All members are Independent Non-Executive Directors.

The committee met twice during the year; once during the period prior to the completion of the merger with Robex and again following completion of the merger.

PDI Gold's risk management framework is designed to support the identification, assessment, monitoring and management of risks across the Company's activities. Risk management forms part of the Company's strategic planning, business planning, internal control and project assessment processes, with the objective of supporting sustainable long-term value creation.

The Board is ultimately responsible for approving the Company's risk management framework and risk appetite, including financial and non-financial risks such as environmental, social, safety and community matters. The Board is supported by the Audit and Risk Committee, which monitors management's performance against the risk management framework and whether the Company is operating within the risk appetite set by the Board.

Management is responsible for implementing risk management processes, controls and mitigation measures, and for reporting to the Audit and Risk Committee on risk matters. The Audit & Risk Committee reviews management's annual assessment of the effectiveness of the Company's risk management, internal compliance and control systems, receives reports on new and emerging risks and material incidents, and reviews remediation plans and action closure where required.

7.2 Risk Review

Following completion of the merger with Robex during the period, the Company reviewed and updated its Risk Management Policy and considers that it remains sound.

7.3 Internal Audit Function

The Company maintains an internal audit function performed by an external specialist consultant engaged following the completion of the merger with Robex. The consultant provides advisory and assurance services, assisting in the establishment and evaluation of the financial control framework and providing independent assurance over the effectiveness of risk mitigation measures. During the period an internal audit programme covering financial processes, payroll, Information Systems (cyber) and procurement was undertaken.

7.4 Material Exposure to Environmental or Social Risks

Due to the nature of the Company's operations in Guinea and Mali, the Company has material exposures to social risks. The Company's management of these risks is disclosed in the Company's Annual Sustainability Report that is made available on the Company's website.

8. Principle 8: Remunerate Fairly and Responsibly

8.1. Remuneration and Nomination Committee

As noted previously, the Remuneration and Nomination Committee comprises Simon Jackson (Chair), Steven Michael and Howard Golden. All the members are independent Non-Executive Directors.

The Remuneration, Nomination and Governance Committee Charter is published on PDI Gold's website. The committee met 3 times during the period.

8.2. Remuneration Policies and Practices

(i) Non-Executive Directors

The maximum aggregate fees that can be paid to Non-Executive Directors was established in the Company's Constitution as A\$500,000 per annum. This amount was varied by shareholders to A\$1,000,000 at the Annual General Meeting held on 26 November 2025.

The amount paid to each Non-Executive Director is a fixed annual amount as agreed by the Board and does not include a commission or percentage of profits or income of the Company.

Non-Executive Directors are not eligible to receive retirement benefits (other than statutory superannuation) and do not participate in any equity-based payment or incentive plans.

The details of the remuneration paid to each Non-Executive Director during the financial year are included in the Remuneration Report contained in the 2026 Annual Report.

(ii) Executives

The Company has entered into an agreement with the CEO and other senior executives within a remuneration and reward framework. The agreements are designed to provide a base salary with the addition of short- and long-term incentive rewards to attract and retain a strong candidate and promote financial performance and growth, while also encouraging long-term shareholder value. Short-term and long-term incentives are subject to the achievement of qualitative non-financial performance indicators and the achievement of key financial metric targets.

8.3. Equity Incentive Schemes

The Company has incentive arrangements in place for its employees as summarised in plans lodged with ASX. All equity-based remuneration awards are issued pursuant to the Company's incentive plans (approved by the Company's Shareholders on 21 August 2026), which contain provisions that prohibit the disposal of the awards or entering into derivative arrangements in relation to the awards except in special circumstances and with the consent of the Board. Where a participant contravenes these provisions, the Board may determine that their awards have lapsed.

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