

BIO-GENE TECHNOLOGY LIMITED ACN 071 735 950 (COMPANY)

CORPORATE GOVERNANCE STATEMENT – BIO-GENE TECHNOLOGY LIMITED

This Corporate Governance Statement is current as at 25 August 2025 and has been approved by the Board of the Company on that date.

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

The Company has adopted a Corporate Governance Charter which provides the written terms of reference for the Company's corporate governance duties.

The Company's Corporate Governance Plan is available on the Company's website at bio-gene.com.au/investors/governance/.

| RECOMMENDATIONS (4 TH EDITION) | COMPLY | EXPLANATION |
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| <i>Principle 1: Lay solid foundations for management and oversight</i> | | |
| Recommendation 1.1 A listed entity should have and disclose a charter setting out: (a) the respective roles and responsibilities of its Board and management; and (b) those matters expressly reserved to the Board and those delegated to management. | YES | <p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board and management and includes a description of those matters expressly reserved to the Board and those delegated to management. The Board Charter is available on the Company's website.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the conduct of Board meetings, the roles and responsibilities of the Chairman, the CEO/Managing Director and the Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> |

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| <p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and</p> <p>(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.</p> | YES | <p>(a) The Company has guidelines for the appointment and selection of the Board in its Board Charter. The Company's Remuneration and Nomination Committee Charter requires the Remuneration and Nomination Committee to ensure appropriate checks are undertaken before appointing a person or putting forward to security holders a candidate for election, as a Director.</p> <p>(b) Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p> |
| <p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p> | YES | The Company has entered into written agreements with each Director and its senior executives that set out the terms of their appointment. |
| <p>Recommendation 1.4</p> <p>The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> | YES | The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. |
| <p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> | PARTIALLY | <p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives (if any have been set) and the Company's progress in achieving them.</p> <p>(b) The Board has not set measurable gender diversity objectives for this financial year, because it has determined that a number of the Recommendations in respect of Diversity cannot be implemented at this point in time, including the setting of measurable gender diversity objectives, given the small size of the Company and the Board.</p> <p>If it becomes necessary to appoint any new Directors, senior executives or employees the application of the Diversity Policy as a whole would unduly limit the Company from appointing based on skills and merit. The Policy will be implemented in full at the appropriate time and the Board will review this position periodically.</p> |

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| (B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act. | | (c) The Board has not set measurable gender diversity objectives for this financial year; (1) If it becomes necessary to appoint any new Directors, senior executives or employees, the Board will consider the application of a measurable gender diversity objective |
| Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | NO | (a) The Board Charter sets out a process for performance evaluation processes. The Chair determines the evaluation criteria and process, with inputs from the Remuneration and Nomination Committee. (b) The Company completed a performance evaluation of the Board in the 2025 financial year. This process is conducted annually. |
| Recommendation 1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) Disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period. | YES | (a) The Company’s Remuneration and Nomination Committee is responsible for evaluating the performance of the Company’s senior executives on an annual basis and for evaluating the remuneration of the Company’s senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non- executive Director. The applicable processes for these evaluations can be found in the Company’s Corporate Governance charters, which are available on the Company’s website. (b) The Company’s senior executives are the CEO/Managing Director, Executive Director, Research & Development and the CFO/Company Secretary. Performance evaluations have been conducted in respect of each of the senior executives in respect of the 2025 financial year. |

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| Principle 2: Structure the Board to be effective and add value | | |
| <p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p> | YES | <p>(a) The Company's Board Charter provides for the creation of a Remuneration and Nomination Committee or, in its absence, the Board, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>The Company established a Remuneration and Nomination Committee on 30 March 2021 which operates in accordance with the Company's Remuneration and Nomination Committee Charter</p> <p>The current members of the Committee, all of whom are non-executive, independent directors are:</p> <ul style="list-style-type: none"> • Mr. Alex Ding (Committee Chair) • Mr. Andrew Guthrie • Mr. Chris Ramsey <p>Details of the Committee meetings and attendance during the financial year are disclosed in the Directors' Report which is included in the Company's 2025 Annual Report.</p> <p>(b) N/A.</p> |
| <p>Recommendation 2.2</p> <p>A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p> | YES | <p>The Company has a Board skill set matrix setting out the mix of skills and diversity that the Board is seeking to achieve which is disclosed in the Board Charter.</p> <p>The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's 2025 Annual Report.</p> |

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| Recommendation 2.3 A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director | YES | <ul style="list-style-type: none"> (a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers Alex Ding, Andrew Guthrie and Chris Ramsey to be independent. (b) There are no independent Directors who fall into this category. (c) The Company's Annual Report discloses the length of service of each Director as at the end of each financial year. |
| Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors. | YES | <p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>There are five directors on the Board, three of whom are independent. Messrs Tim Grogan and Peter May are not considered independent as they are both employed in an executive capacity by the Company.</p> |
| Recommendation 2.5 The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity. | YES | <p>The Chair of the Company is Alex Ding, an independent Director who is not the CEO or Managing Director of the Company.</p> |
| Recommendation 2.6 A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as a Director effectively. | YES | <p>In accordance with the Company's Board Charter, the Remuneration and Nominations Committee is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.</p> <p>The Company Secretary is responsible for facilitating inductions and professional development pursuant to the Company's Board Charter.</p> |

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| Principle 3: Instil a culture of acting lawfully, ethically and responsibly | | |
| Recommendation 3.1 A listed entity should articulate and disclose its values. | YES | The Company has adopted a Statement of Values which is available on the Company's website. |
| Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a Code of Conduct for its Directors, senior executives and employees; and (b) ensure that the Board or a Committee of the Board is informed of any material breaches of that code. | YES | <ul style="list-style-type: none"> (a) The Company's Code of Conduct applies to the Company's Directors, senior executives and employees and is available on the Company's website. (b) The Company encourages Directors, senior executives and employees to report breaches of the Code to the Company Secretary who will ensure that the Board is informed of any material breaches. |
| Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a Whistleblower Policy; and (b) ensure that the Board or a Committee of the Board is informed of any material incident reported under that Policy. | YES | <ul style="list-style-type: none"> (a) The Company has adopted a Whistleblower Policy which is available on the Company's website. (b) The Company encourages Directors, senior executives and employees to report any incidents to the Company Secretary who will ensure that the Board is informed of any material incidents. |
| Recommendation 3.4 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose an Anti-bribery and Corruption Policy; and (b) ensure that the Board or a Committee of the Board is informed of any material breaches of that Policy. | YES | <ul style="list-style-type: none"> (a) The Company has adopted an Anti-bribery and Corruption Policy which is available on the Company's website. (b) The Company encourages Directors, senior executives and employees to report breaches of the Policy to the Company Secretary who will ensure that the Board is informed of any material breaches. |

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| Principle 4: Safeguard the integrity of corporate reports | | |
| Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (2) is chaired by an independent Director, who is not the Chair of the Board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner. | YES | <p>(a) The Company's Board Charter provides for the creation of an Audit and Risk Committee or, in its absence, the Board, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director who is not the Chair of the Board.</p> <p>The Company established an Audit and Risk Committee on 30 March 2021, which operates in accordance with the Company's Audit and Risk Committee Charter</p> <p>The current members of the Committee, all of whom are non-executive, independent directors are:</p> <ul style="list-style-type: none"> • Mr. Andrew Guthrie (Current Committee Chair) • Mr. Alex Ding • Mr Chris Ramsey <p>Details of the Committee meetings and attendance during the financial year and the relevant skills and experience of the Committee members are disclosed in the Directors' Report which is included in the Company's 2025 Annual Report.</p> <p>(b) N/A</p> |
| Recommendation 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that 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 | <p>The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.</p> <p>The Company has obtained a sign off on these terms for each of its financial statements in the past financial year.</p> |
| Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor. | YES | <p>The Company is required to release a Cash Flow Report on a quarterly basis to the ASX. This report is prepared by the Chief Financial Officer and reviewed by the Managing Director/CEO, Chair of the Audit and Risk Committee and the Chair of the Company prior to release.</p> |

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| Principle 5: Make timely and balanced disclosure | | |
| Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | YES | The Communication and Disclosure Policy provides details of the Company's disclosure policy. In addition, the Board Charter details the Company's disclosure requirements as required by the ASX Listing Rules and other relevant legislation. The Communication and Disclosure Policy and the Board Charter are available on the Company website. |
| Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made | YES | In accordance with the Board Charter and Communication and Disclosure Policy the Company Secretary ensures that all announcements are provided to all Directors immediately prior to, or shortly after, release to the market. |
| Recommendation 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 | In accordance with the Communication and Disclosure Policy the Company Secretary ensures that all substantive investor or analyst presentations are released to the market prior to presentation. |

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| Principle 6: <i>Respect the rights of security holders</i> | | |
| Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website. | YES | Information about the Company and its governance is available in the Governance section of the Company's website. |
| Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | YES | The Company has adopted a Communication and Disclosure Policy which aims to promote and facilitate effective two-way communication with investors. The policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website. |
| Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | YES | Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting. |
| Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | YES | All substantive resolutions at a meeting of Shareholders are conducted by poll. |
| Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | YES | <p>The Shareholder Communication Strategy, which is outlined in the Communication and Disclosure Policy, provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders queries should be referred to the Company Secretary at first instance.</p> |

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| Principle 7: Recognise and manage risk | | |
| Recommendation 7.1 The Board of a listed entity should: <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p> | YES | <p>(a) The Company's Board Charter provides for the creation of an Audit and Risk Committee or, in its absence, the Board, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director who is not the Chair of the Board.</p> <p>The Company established an Audit and Risk Committee on 30 March 2021, which operates in accordance with the Company's Audit and Risk Committee Charter</p> <p>The current members of the Committee, all of whom are non-executive, independent directors are:</p> <ul style="list-style-type: none"> • Mr. Andrew Guthrie (Committee Chair) • Mr. Chris Ramsey • Mr. Alex Ding <p>Details of the Committee meetings and attendance during the financial year are disclosed in the Directors' Report which is included in the Company's 2025 Annual Report.</p> <p>(b) N/A.</p> |
| Recommendation 7.2 The Board or a committee of the Board should: <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p> | YES | <p>(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee should, at least annually, satisfy itself that the Company's risk management framework continues to be sound.</p> <p>(b) The Board has reviewed the Company's risk management framework, during this reporting period.</p> |

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| <p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p> | YES | <p>(a) The Company does not have an internal audit function at this time.</p> <p>(b) The Company does not have an internal audit function. The Company employed the following process for evaluating and continually improving the effectiveness of its risk management and internal control processes:</p> <p>(i) the Board monitors the need for an internal audit function having regard to the size, location and complexity of the Company's operations;</p> <p>(ii) the Board periodically undertakes an internal review of financial systems and processes where systems are considered to require improvement these systems are developed; and</p> <p>(iii) The Board reviews risk management and internal compliance procedures at each Board meeting and monitors the quality of the accounting function.</p> |
| <p>Recommendation 7.4</p> <p>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.</p> | YES | <p>The Audit and Risk Committee Charter requires the Audit and Risk Committee to assist management determine whether the Company has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p> <p>The Charter requires the Company to disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks. The Company discloses this information in its Annual Report as part of its continuous disclosure obligations.</p> <p>The Company's operations are not subject to any significant environmental regulations under Commonwealth or State legislation.</p> <p>While the Company has exposure to elements of risk relevant to the industry in which it operates the Company does not consider, given the nature of its business, that it has any specific extraordinary exposure to environmental or social risks.</p> |

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| Principle 8: Remunerate fairly and responsibly | | |
| Recommendation 8.1 The Board of a listed entity should: <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director, and disclose: <ol style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(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.</p> | YES | <p>(a) The Company's Board Charter provides for the creation of a Remuneration and Nomination Committee or, in its absence, the Board, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>The Company established a Remuneration and Nomination Committee on 30 March 2021, which operates in accordance with the Company's Remuneration and Nomination Committee Charter</p> <p>The current members of the Committee, all of whom are non-executive, independent directors are:</p> <ul style="list-style-type: none"> • Mr. Alex Ding (Committee Chair) • Mr. Andrew Guthrie • Mr. Chris Ramsey <p>Details of the Committee meetings and attendance during the financial year are disclosed in the Directors' Report which is included in the Company's 2025 Annual Report.</p> <p>(b) N/A.</p> |
| Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives. | YES | <p>The Company's Corporate Governance charters require the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives.</p> <p>This Remuneration Report (which is included in the 2025 Annual Report) for the year ended 30 June 2025 outlines the remuneration arrangements in place for Directors and other senior executives.</p> |
| Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: <p>(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</p> <p>(b) disclose that policy or a summary of it.</p> | YES | <p>The Company has an equity-based remuneration scheme in place. The details of the scheme are outlined in the Remuneration Report (which is included in the 2025 Annual Report) for the year ended 30 June 2025.</p> |