

CORPORATE GOVERNANCE STATEMENT

30 September 2024



The Board of Premier1 Lithium Limited (ASX: PLC) ("the Company") is responsible for the corporate governance of the Company. The Board has reviewed its current practices in light of the ASX Corporate Governance Principles and Recommendations 4th Edition ("Recommendations") with a view to making amendments where applicable after considering the Company's size and the resources it has available. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of any additional formal corporate governance committees will be given further consideration.

Premier1's Corporate Governance Statement can also be found in the 'Company – Corporate Governance' section of its website at <https://premier1lithium.com.au/company/corporate-governance/>

The Board sets out below its "if not why not" report in relation to those matters of corporate governance where the Company's practices depart from the Recommendations.

Principle 1: Lay solid foundations for management and oversight	
Recommendation	Premier1 Lithium Limited Current Practice
Recommendation 1.1 (a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	Adopted. The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management. A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website: https://premier1lithium.com.au/company/corporate-governance/
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	Adopted. Material information in relation to a Director up for re-election is provided in the Notice of Meeting for each Annual General Meeting ('AGM') including background, other material Directorships, term and the Board's consideration of them as independent or non-independent director and the Board's consideration of them as independent director, and the Board statement as to whether it supports the election or re-election of the candidate. The Company undertakes appropriate checks on directors and senior executives before they are appointed or employed.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Adopted. The Company has written agreements with each of its Directors and senior executives.
Recommendation 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	Adopted. As detailed in the Company's Board Charter.

Premier1 Lithium

Level 2, 22 Mount Street, Perth WA 6000, Australia

info@premier1lithium.com | + 61 8 6188 8181

premier1lithium.com.au

<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>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) 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> <p>(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.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>Adopted.</p> <p>A copy of the Diversity Policy, which is part of the Company's Corporate Governance Plan, is available on the Company's website: https://premier1lithium.com.au/company/corporate-governance/</p> <p>The Company makes the following disclosures regarding the proportion of women employed in the organisation:</p> <ul style="list-style-type: none"> • Women on Board: 25% • Women in Senior Management: 29% • Women in whole organisation: 30% <p>Senior management includes executives, directors and the CFO.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Adopted.</p> <p>The Company has a Performance Evaluation Policy, which covers the evaluation of the Board, Directors and committees. A copy of which is part of the Company's Corporate Governance Plan, and is available on the Company's website: https://premier1lithium.com.au/company/corporate-governance/</p> <p>The Company has not completed an evaluation of the performance of the Board, individual Directors and Committees of the Board during the reporting period.</p>

<p>Recommendation 1.7 A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Adopted.</p> <p>Contained within its Performance Evaluation Policy, the Company has provided that it is required to undertake annual performance review measures for Senior Executives. However, no review has taken place in the reporting period.</p>
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Principle 2: Structure the Board to be effective and add value	
Recommendation	Premier1 Lithium Limited Current Practice
<p>Recommendation 2.1 The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>a. and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</p> <p>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, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Not Adopted.</p> <p>The Board has no formal nomination committee. Acting in its ordinary capacity from time to time as required, the Board carries out the process of determining the need for, screening and appointing new Directors. In view of the size and resources available to the Company, it is not considered that a separate nomination committee would add any substance to this process.</p> <p>The Company has a Nomination Committee Charter which sets out the processes the Company employs as regards to appointments to the Board and matters regarding successions. The Nomination Charter which is part of the Company's Corporate Governance Plan, is available on the Company's website: https://premier1lithium.com.au/company/corporate-governance/</p>
<p>Recommendation 2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	<p>Not Adopted.</p> <p>The Board regularly evaluates the mix of skills, experience and diversity at Board level.</p> <p>The Board currently comprises three Directors from diverse backgrounds with a range of business experience, skills and attributes. Biographical information on each Director is contained in the Annual Report and on the Company's website: https://premier1lithium.com.au/investors/financial-reports/</p>

<p>Recommendation 2.3 A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), 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</p> <p>(c) the length of service of each Director</p>	<p>Adopted.</p> <p>(a) Hugh Thomas – Independent (b) N/A (c) Hugh Thomas – appointed on 1 June 2024 – 4 months Jason Froud – appointed on 1 June 2024 – 4 months Anja Esher – appointed on 19 January 2024 – 9 months Richard Taylor – appointed on 20 January 2020 – 4 years and 9 months</p>
<p>Recommendation 2.4 A majority of the Board of a listed entity should be independent Directors.</p>	<p>Not Adopted.</p>
<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.</p>	<p>Adopted.</p> <p>The Chair of the Company is an independent Director and is not the CEO/Managing Director.</p>
<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 Directors effectively.</p>	<p>Adopted.</p>

Principle 3: Instil a culture of acting lawfully, ethically and responsibly	
Recommendation	Premier1 Lithium Limited Current Practice
<p>Recommendation 3.1 A listed entity should articulate and disclose its values.</p>	<p>Not Adopted</p> <p>The Company intends to develop and articulate its values within the short term.</p>
<p>Recommendation 3.2 A listed entity should:</p> <p>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	<p>Adopted.</p> <p>The Corporate Code of Conduct, which is part of the Company's Corporate Governance Plan, is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p> <p>The Board is informed of any material incidences under the policy. There have been no incidents reported under this policy during the reporting period.</p>

<p>Recommendation 3.3 A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	<p>Adopted.</p> <p>The Whistleblower Protection Policy which is part of the Company's Corporate Governance Plan, is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p> <p>The Board is informed of any material incidences under the policy. There have been no incidents reported under this policy during the reporting period.</p>
<p>Recommendation 3.4 A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.</p>	<p>Adopted.</p> <p>The Anti-bribery and Anti-Corruption Policy, which is part of the Company's Corporate Governance Plan, is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p> <p>Any material incidents reported under that policy are reported to the Board. There have been no incidents reported under this policy during the reporting period.</p>
<p>Principle 4: Safeguard the integrity of corporate reports</p>	
<p>Recommendation</p>	<p>Premier1 Lithium Limited Current Practice</p>
<p>Recommendation 4.1 The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, who is not the Chair of the Board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Not Adopted.</p> <p>The Board has not established a separate audit committee due to the current size of the Board. The Board therefore carries out the process of an audit committee to independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> <p>The Company has an Audit and Risk Committee Charter which sets out the processes the Company employs acting as the audit committee, a copy of this charter, which is part of the Company's Corporate Governance Plan, and is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p>

<p>Recommendation 4.2</p> <p>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.</p>	<p>Adopted.</p> <p>The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.</p>
<p>Recommendation 4.3</p> <p>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.</p>	<p>Adopted.</p> <p>The Company ensures that any periodic corporate report it releases to the market that is not audited or reviewed benefits from several layers of review and checking.</p>

Principle 5: Make timely and balanced disclosure	
Recommendation	Premier1 Lithium Limited Current Practice
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Adopted.</p> <p>The Company has a Continuous Disclosure Policy, which is part of the Company's Corporate Governance Plan, and is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Adopted.</p>
<p>Recommendation 5.3</p> <p>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.</p>	<p>Adopted.</p>

Principle 6: Respect the rights of security holders	
Recommendation	Premier1 Lithium Limited Current Practice
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Adopted.</p> <p>Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p>

<p>Recommendation 6.2</p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>Adopted.</p> <p>The Company has a Continuous Disclosure Policy that outlines the processes followed by the Company to ensure communication with shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure.</p> <p>The Continuous Disclosure Policy, which is part of the Company's Corporate Governance Plan, is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Adopted.</p> <p>The Company encourages participation at General Meetings upon the dispatch of its Notice of Meeting and advises security holders that they may submit questions they would like to be asked at the meeting to the Board and to the Company's auditors.</p>
<p>Recommendation 6.4</p> <p>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.</p>	<p>Adopted.</p> <p>All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.</p>
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Adopted</p>
<p>Principle 7: Recognise and manage risk</p>	
<p>Recommendation</p>	<p>Premier1 Lithium Limited Current Practice</p>
<p>Recommendation 7.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p>	<p>Not Adopted.</p> <p>See 4.1 above.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company website https://premier1lithium.com.au/company/corporate-governance/</p>

<p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</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>	
<p>Recommendation 7.2 The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>Not Adopted.</p> <p>The Board has not completed a structured review of the Company's risk management framework and key corporate risk in accordance with the Audit and Risk Committee Charter.</p> <p>The Board as a whole addresses individual risks as required on an ongoing basis.</p>
<p>Recommendation 7.3 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 governance, risk management and internal control processes.</p>	<p>Not Adopted</p> <p>The Company does not have a structured formalised internal audit function, however historically the Board has reviewed the internal control systems and risk management policies on an annual basis. Internal controls are reviewed on an annual basis during the annual audit process.</p>
<p>Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Adopted.</p> <p>The Company currently does not have any material exposure to environmental or social risks.</p> <p>The Environmental, Social and Governance Committee Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p>

Principle 8: Remunerate fairly and responsibly	
Recommendation	Premier1 Lithium Limited Current Practice
<p>Recommendation 8.1 The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</p> <p>or</p> <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>	<p>Not Adopted.</p> <p>The Board is of the view that the Company is not currently of the size to justify the formation of a separate remuneration committee. The Board currently performs the functions of a remuneration committee and where necessary will seek the advice of external advisors in relation to this role.</p>
<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.</p>	<p>Adopted.</p> <p>This information is contained within the Remuneration Report of the Annual Report.</p> <p>Setting remuneration for executives is set out in the Remuneration and Nomination Committee Charter.</p>
<p>Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should:</p> <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>	<p>Adopted.</p> <p>The Company has an equity-based remuneration scheme comprising an Employee Incentive Securities Plan. The Trading policy, which is part of the Company's Corporate Governance Plan, is available on the Company's website https://premier1lithium.com.au/company/corporate-governance/</p>

Corporate Governance Statement dated 30 June 2024
Approved by the Board 30 September 2024