CORPORATE GOVERNANCE STATEMENT

22 September 2025



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.

This Corporate Governance Statement is current as at 22 September 2025 and has been approved by the Board of the Company on that date.

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.

Princip	Principle 1: Lay solid foundations for management and oversight		
Recommendation		Premier1 Lithium Limited Current Practice	
Recommendation 1.1		Adopted.	
(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.	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		Adopted.	
A listed entity should:			
(a)	undertake appropriate checks before appointing a director or senior executive	The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan.	
(b)	or putting someone forward for election as a Director; and 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.	The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation.	
		Under the 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.	



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's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.

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.

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 Chairperson, on all matters to do with the proper functioning of the Board.

Recommendation 1.5

A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
 - the measurable objectives set for that period to achieve gender diversity;
 - (ii) the entity's progress towards achieving those objectives; and
 - (iii) either:
 - (A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
 - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.

If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

Partially.

 a) 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/corporategovernance/

- b) The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives if any have been set and the Company's progress in achieving them.
- c) The Board has not presently set measurable gender diversity objectives in the reporting period and does not presently intend to set measurable gender diversity objectives in the coming year because
 - (i) the Board does not anticipate there will be a need to appoint a large number of senior executives or new Directors or senior executives due to the limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans;
 - (ii) if it becomes necessary to appoint any new Directors or senior executives, the Board will consider the application of the measurable diversity objectives and determined whether, given the small size of the Company and the Board, requiring specified objectives to be met will unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing the best person for the job; and
 - (iii) the Company's general policy when choosing Employees and Board members is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background.



		The Company makes the following disclosures regarding the proportion of women employed in the organisation: • Women on Board: 33%
		Women in Senior Management: 40%
		Women in whole organisation: 33%
		Senior management includes executives, directors and the CFO.
		Due to the size of the Company's workforce, the Company is not a 'relevant employer' under the Workplace Gender Equality Act.
Recommendation 1.6		Partially.
A listed	entity should:	
(a)	have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and	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:
(b)	disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that	https://premier1lithium.com.au/company/corporate-governance/ The Company has not completed a formal evaluation of the performance of the Board, individual Directors and Committees of
	period.	the Board during the reporting period.
Recom	mendation 1.7	Partially.
A listed	entity should:	
(a)	have and disclose a process for evaluating the performance of its senior	The process for evaluating the performance of senior executives is contained within the Company's Performance Evaluation Policy.
	executives at least once every reporting period; and	A copy of which is part of the Company's Corporate Governance Plan, and is available on the Company's website:
(b)	disclose for each reporting period whether a performance evaluation has	https://premier1lithium.com.au/company/corporate-governance/
	been undertaken in accordance with that process during or in respect of that period.	The Company has not completed a formal evaluation of senior executives during the reporting period.



Principle 2: Structure the Board to be effective and add value			
Recommendation			Premier1 Lithium Limited Current Practice
Recommendation 2.1			Partially.
The Boar	d of a liste	ed entity should:	
(a)	(i)	nomination committee which: has at least three members, a majority of whom are independent Directors; and	The Company does not currently have a nomination committee as the Board considers that the Company will not currently benefit from its establishment. 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
a.	(ii) and disc	is chaired by an independent Director,	size and resources available to the Company, it is not considered that a separate nomination committee would add any substance to
a.	(iii)	the charter of the committee;	this process.
	(iv) (v)	the members of the committee; and as at the end of each	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
		reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	Plan, is available on the Company's website: https://premier1lithium.com.au/company/corporate-governance/
(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.		ee, disclose that fact and the es it employs to address Board ion issues and to ensure that the as the appropriate balance of knowledge, experience, dence and diversity to enable it scharge its duties and	
Recomm	endation	2.2	Not Adopted.
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.			The Board regularly evaluates the mix of skills, experience and diversity at Board level. However, a formal Board skills matrix is not prepared or disclosed.
			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/



Recommendation 2.3

A listed entity should disclose:

- (a) the names of the Directors considered by the Board to be independent Directors;
- (b) if a Director has an interest, position 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
- (c) the length of service of each Director

Adopted.

- (a) The Board considers Mr Hugh Thomas is independent.
- (b) The Company will disclose in its annual report and the company's website any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered independent.
- (c) Hugh Thomas appointed on 1 June 2024

 Jason Froud appointed on 1 June 2024

 Anja Ehser appointed on 19 January 2024

Recommendation 2.4

A majority of the Board of a listed entity should be independent Directors.

Not Adopted.

The Company's Board Charter required that, where practical, the majority of the Board should be independent.

The Board currently comprises of a total of three directors, of whom one is considered to be independent. As such, independent directors currently do not comprise the majority of the Board.

The Board does not currently consider an independent majority of the Board to be appropriate given the nature of the Company's business, and its scale of activities.

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.

Adopted.

The Chair of the Company is an independent Director and is not the CEO/Managing Director.

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.

Adopted.

In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) 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. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and other applicable laws relevant to the Company.



Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation		Premier1 Lithium Limited Current Practice
Recommendation 3.1 A listed entity should articulate and disclose its values.		The Company and its subsidiary companies (if any) are committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. The Company's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Company's website: https://premier1lithium.com.au/company/corporate-governance/ All employees are given appropriate training on the Company's values and senior executives will continually reference such values.
Recommendation 3.2 A listed entity should:		Adopted.
(a)	have and disclose a code of conduct for its Directors, senior executives and employees; and	The Corporate Code of Conduct, which is part of the Company's Corporate Governance Plan, is available on the Company's website:
(b)	ensure that the Board or a committee of the Board is informed of any material breaches of that code.	https://premier1lithium.com.au/company/corporate-governance/
		The Board is informed of any material breaches under the policy.
	nendation 3.3 entity should:	Adopted.
(a)	have and disclose a whistleblower policy; and	The Whistleblower Protection Policy which is part of the Company's Corporate Governance Plan, is available on the Company's website:
(a)	ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	https://premier1lithium.com.au/company/corporate-governance/
		The Board is informed of any material breaches under the policy.
	nendation 3.4 entity should:	Adopted.
(a)	have and disclose an anti-bribery and corruption policy; and	The Anti-bribery and Anti-Corruption Policy, which is part of the Company's Corporate Governance Plan, is available on the
(b)	ensure that the Board or committee of the Board is informed of any material breaches of that policy.	Company's website: https://premier1lithium.com.au/company/corporate-governance/
		Any material breaches reported under that policy are reported to the Board.



Principle 4: Safeguard the integrity of corporate reports			
Recommendation			Premier1 Lithium Limited Current Practice
Recommendation 4.1			Partially.
The Boar	The Board of a listed entity should:		
(a)	have an	audit committee which: has at least three members, all of whom are non- executive Directors and a majority of whom are independent Directors; and	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.
	(ii)	is chaired by an independent Director, who is not the Chair of the Board,	The Company has an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee with at
	and disc	close:	least three members, all to be non-executive Directors, and majority be independent Directors.
	(iii)	the charter of the committee;	be independent birectors.
	(iv)	the relevant qualifications and experience of the members of the committee; and	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/
	(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	
(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.		that fact and the processes it that independently verify and rd the integrity of its corporate g, including the processes for pointment and removal of the auditor and the rotation of the	
Recommendation 4.2			Adopted.
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.			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. The Company has obtained the sign off on these terms.



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.

Adopted.

All periodic corporate reports released to the ASX, including Quarterly Reports, are reviewed and approved by the Managing Director/CEO (if appointed), CFO and Company Secretary, and finally reviewed and authorised for release to the market by the Board.

In addition, reports such as the Half Year and Annual financial reports (and certain performance reports) are audited by the Company's external auditors in accordance with relevant regulations and good governance.

Pursuant to the Board Charter, all Directors have the ability to seek external advice on the content of periodic corporate reports if considered necessary.

Principle 5: Make timely and balanced disclosure		
Recommendation	Premier1 Lithium Limited Current Practice	
Recommendation 5.1	Adopted.	
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	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/	
Recommendation 5.2	Adopted.	
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Under the Company's Continuous Disclosure Policy, which is part of the Company's Corporate Governance Plan, members of the Board will receive material market announcements promptly after they have been made.	
Recommendation 5.3	Adopted.	
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.	All substantive investor or analyst presentations is intended to be released on the ASX Markets Announcement Platform ahead of such presentations.	

Principle 6: Respect the rights of security holders		
Recommendation	Premier1 Lithium Limited Current Practice	
Recommendation 6.1	Adopted.	
A listed entity should provide information about itself and its governance to investors via its website.	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/	



Recommendation 6.2	Adopted.
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	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. 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/
Recommendation 6.3	Adopted.
A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	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.
Recommendation 6.4	Adopted.
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.	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 6.5	Adopted.
A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	The Shareholder Communication Strategy 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.



Principle 7: Recognise and manage risk			
Recommendation		Premier1 Lithium Limited Current Practice	
Recomn	nendation 7.1	Partially.	
The Boa	rd of a listed entity should:		
(a)	have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent Directors; and	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	
	(ii) is chaired by an independent Director,	and the rotation of the audit engagement partner.	
	and disclose:	The Company has an Audit and Risk Committee Charter that	
	(iii) the charter of the committee;	provides for the creation of an Audit and Risk Committee with at least three members, all to be non-executive Directors, and majority	
	(iv) the members of the committee; and	be independent Directors.	
	(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	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/	
(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.		
Recomn	nendation 7.2	Adopted.	
The Boa	rd or a committee of the Board should:		
(a)	review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and	The Board has completed a structured review of the Company's risk management framework and key corporate risk in accordance with the Audit and Risk Committee Charter. The Board addresses individual risks as required on an ongoing	
(b)	disclose in relation to each reporting period, whether such a review has taken place.	basis and reviews the risk management framework annually.	
Recomn	nendation 7.3	Adopted.	
A listed e	entity should disclose:		
(a)	if it has an internal audit function, how the function is structured and what role it performs; or	The Audit and Risk Committee Charter provides for the Audit and Risk Committee (or, in its absence, the Board) to monitor and periodically review the need for an internal audit function, as well as	
(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.	assessing the performance and objectivity of any internal audit procedures that may be in place. The Company will not have an internal audit function until the Company's operations are of a sufficient number and magnitude to be of benefit to the Company. In the meantime, senior management	
		with the involvement and oversight of the full Board will carry out the duties that would be ordinarily assigned to that function.	



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.

Adopted.

The Audit and Risk Committee (or, in its absence, the Board) assists management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks.

The Company's Corporate Governance Plan requires the Company to disclose whether it has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks

The Company's risks are set out in the Directors Report section of the Annual Report. The Company has some exposure to these risks through its exploration activities, and will regularly monitor the materiality of these risks, particularly if there are changes to the scale and nature of its activities.

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/

Principle 8: Remunerate fairly and responsibly

Recommendation

Recommendation 8.1

The Board of a listed entity should:

- (a) have a remuneration committee which:
 - (i) has at least three members, a majority of whom are independent Directors; and
 - (ii) is chaired by an independent Director.

and disclose:

- (iii) the charter of the committee;
- (iv) the members of the committee; and
- (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Premier1 Lithium Limited Current Practice

Partially.

The Company's Remuneration Committee Charter provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of independent Directors, and be chaired by an independent Director. The members of the Remuneration Committee, the number of times the committee meets during each financial year, and the individual attendances of the members, will be disclosed in the Annual Reports.

The Company does not have a Remuneration Committee as the Board is of the view that the Company is not currently of the size to justify the formation of a separate remuneration committee.

In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter. The Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executives.



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.

Adopted.

This information is contained within the Remuneration Report of the Annual Report.

Setting remuneration for executives is set out in the Remuneration 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/

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- (b) disclose that policy or a summary of it.

Adopted.

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/

Principle 9: Additional recommendations that apply only in certain cases

Recommendation Recommendation 9.1 A listed entity with a director who does not speak

A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.

As set out in the Company's Board Charter (which forms part of the Corporate Governance Plan), should the Company have a non-English speaking Director, the Company will translate all key corporate documents into their respective language(s) for the benefit of the Director. In addition, a translator would be present for all Board and Shareholder meetings.

Recommendation 9.2

A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

Not Applicable.

Not applicable however, it is noted that all Shareholder meetings will be held at a reasonable place and time for shareholders.

Recommendation 9.3

A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Not Applicable.

Not applicable however, it is noted that the Auditor will attend the Company's Annual General Meeting and will be available to answer questions from Shareholders in respect of the Company's audit.