

ASIAN BATTERY METALS PLC

ARBN 619 213 437

("Company")

Corporate Governance Statement

This Corporate Governance Statement sets out the Company's current compliance with the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles & Recommendations**). The ASX Principles & Recommendations are not mandatory. However, the Company will be required to provide a statement in its future annual reports or future Corporate Governance Statements disclosing the extent to which the Company has followed the ASX Principles & Recommendations.

The board of the Company (**Board**) currently has in place corporate governance policies and charters which have been posted in a dedicated corporate governance information section on the Company's website at www.asianbatterymetals.com (**Company's Website**).

The following summary sets out the position of the Company as at 23 August 2023 and has been approved by the Board.

ASX Principles & Recommendations		Compliant?	Explanation
Principle 1 – Lay solid foundations for management and oversight			
1.1	A listed entity should have and disclose a board 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	The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's website. There is a clear delineation between the Board's responsibility for the Company's strategy and management, and the day-to-day management of operations conferred upon management of the Company.
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.	Yes	The process for selection, appointment and re-appointment of directors is detailed in the Remuneration and Nomination Committee Charter, a copy of which is available on the Company's Website. Pursuant to the Remuneration and Nomination Committee Charter, the Remuneration and Nomination Committee is required to provide the Board with all material information in the Committee's possession relevant to a decision on whether or not to elect or re-elect a director of the Company, including specific

			information regarding the proposed director's suitability to be elected as a director of the Company.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment.
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.	Yes	The company secretaries are Ms Shannon Robinson (based in Australia) who reports directly to the chair of the Board, Mr Keith Coughlan. The role of the company secretaries is outlined in the Board Charter, a copy of which is available on the Company's Website.
1.5	<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> <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 and published under that Act.</p>	Partial Compliance Only	<p>The Company has adopted a Diversity Policy, a copy of which is available on the Company's Website.</p> <p>The measurable objectives set by the Company to achieve, amongst other matters, gender diversity are set out in the Diversity Policy.</p> <p>The objectives are not currently met as all of the directors are men.</p> <p>The Remuneration and Nomination Committee is responsible for reviewing the Diversity Policy and will provide the Board with an annual report on the status of diversity within the Company and the effectiveness of the Diversity Policy in achieving the objectives set out in the Diversity Policy. A copy of Diversity Policy is available on the Company's website.</p> <p>The Company will provide updates on its progress towards achieving its diversity objectives including the respective proportions of men and women on the Board, in senior executive positions and across the whole Company in its future Corporate Governance Statements.</p>

<p>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>Yes</p>	<p>Under the Board Charter, the Remuneration and Nomination Committee is required to conduct an annual performance review of the Board that:</p> <ul style="list-style-type: none"> ▪ compares the performance of the Board with the requirements of the Board Charter, the Corporations Act 2001 (Cth), the ASX Listing Rules and the ASX Corporate Governance Principles & Recommendations (as applicable); ▪ critically reviews the mix of the Board; and ▪ suggests any amendments to the Board Charter as are deemed necessary or appropriate. <p>The Company has also adopted a Performance Evaluation Policy, a copy of which is available on the Company's Website.</p> <p>Pursuant to the Performance Evaluation Policy, the Chair of the Board of the Company will:</p> <ul style="list-style-type: none"> ▪ evaluate the performance of the Board by way of ongoing review with reference to the composition of the Board and its suitability to carry out the Company's objectives. The Chair of the Board will report back to the Board as to its performance on at least an annual basis; ▪ arrange an annual performance evaluation of the Board's various committees against each respective committee's charter; and ▪ complete performance evaluations of each separate individual director on the Board. <p>The Board will ensure that an evaluation of the Board, its committees and individual directors is undertaken in accordance with the Board Charter and Performance Evaluation Policy in each financial year. The Company will disclose in its annual report or Corporate Governance Statements, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.</p> <p>A review of the board will occur in 2023.</p>
<p>1.7</p>	<p>A listed entity should:</p> <p>a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</p>	<p>Yes</p>	<p>Under the Performance Evaluation Policy, the chair of the Board is responsible for completing performance evaluations of each separate individual executive of the Company.</p>

	<p>b) disclose for each reporting period whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.</p>		<p>The Board will ensure that an evaluation of the individual executives of the Company is undertaken in accordance with the Performance Evaluation Policy every financial year.</p>
Principle 2 – Structure the board to be effective and add value			
<p>2.1</p>	<p>The board of a listed entity should:</p> <p>a) have a nomination 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: 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 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>Partial Compliance Only</p>	<p>The Board has established a Remuneration and Nomination Committee to, amongst other matters, oversee the selection, appointment, re-election and termination practices of the Company.</p> <p>The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter, which is available on the Company's Website.</p> <p>The Board carries out the duties that would ordinarily be carried out by the Remuneration and Nomination Committee under the Remuneration and Nomination Committee Charter including processes to address succession issues and to ensure 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> <p>The committee is chaired by Mr Keith Coughlan, who is an independent director for ASX purposes. The other committee members are Mr Greg Lee and Mr Mark Freeman.</p> <p>The Board of Directors will continue to periodically assess the effectiveness of this committee, including the size and the experience of the members appointed, with a view to ensuring that the committee's performance accords with the best possible practice in the context of the overall Board size and structure.</p> <p>The Remuneration and Nomination Committee Charter provides that no member of the Remuneration and Nomination Committee may participate in a review of their own performance or re-appointment.</p> <p>The Board will periodically assess the effectiveness of the Remuneration and Nomination Committee with a view to ensuring that its performance accords with best practice and provide details on the number of times the Remuneration and Nomination Committee met, however in accordance with the Remuneration and Nomination Committee Charter the Committee is expected to meet at least 2 times a year or at such other times as required.</p>

<p>2.2</p>	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The Company's Remuneration and Nomination Committee has established a board skills matrix to outline those skills and mix of diversity that the Board aims to achieve in its membership. (Matrix). A copy of the Matrix is set out in Annexure E of the Corporate Governance Plan.</p>
<p>2.3</p>	<p>A listed entity should disclose:</p> <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. 	<p>Yes</p>	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in the ASX Corporate Governance Principles & Recommendations (4th edition) Box 2.3.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p>Mr Keith Coughlan and Mr Mark Freeman are directors considered by the Board to be independent for ASX purposes.</p> <p>Mr Greg Lee is not considered independent due to his executive position as Technical Director with the Company.</p> <p>The length of service of each director on the Board is as follows:</p> <ul style="list-style-type: none"> ▪ Keith Coughlan: appointed 19 June 2019 ▪ Greg Lee: appointed 29 September 2017 ▪ Mark Freeman: appointed 25 May 2022

2.4	A majority of the board of a listed entity should be independent directors.	Yes	<p>The Company has three directors with two being currently considered independent for ASX purposes.</p> <p>The Board believes that the current mix of directors is appropriate for the Company's business and circumstances and is in the best interests of the Company's shareholders as a whole. Further, the Board believes that the Board as a whole is not hindered in its ability to exercise independent view and judgement.</p>
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 Board is Mr Keith Coughlan, who is considered an independent director for ASX purposes.</p> <p>The Company does not have a CEO or managing director. The three directors carry out the most important roles required by the Company at this stage of its development.</p>
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.	Yes	<p>The Company's Remuneration and Nomination Committee is responsible for reviewing and making recommendations to the Board with respect to succession planning for the Board, director induction programs and continuing development.</p> <p>Pursuant to the Remuneration and Nomination Committee Charter, the Company's Remuneration and Nomination Committee is also responsible for developing director induction programs that are undertaken by each new director and reviewing the effectiveness of the induction program.</p>

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly			
3.1	a) A listed entity should articulate and disclose its values.	Yes	The Company has disclosed its purpose, value and strategy and this is available in the Code of Conduct available on the Company's Website.
3.2	A listed entity should: (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	The Company has adopted a Code of Conduct which applies to all directors, officers, employees, contractors and consultants of the Company as well as a Securities Trading Policy. Each of these policies has been prepared having regard to the ASX Corporate Governance Principles & Recommendations and is available on the Company's Website.
3.3	A listed entity should: (a) have and disclose a whistle-blower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has adopted a whistle-blower policy which applies to all directors, officers, employees, contractors and consultants of the Company. This policy has been prepared having regard to the ASX Corporate Governance Principles & Recommendations and is available on the Company's Website.
3.4	A listed entity should: (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	The Company has adopted an anti-bribery and corruption policy which applies to all directors, officers, employees, contractors and consultants of the Company. This policy has been prepared having regard to the ASX Corporate Governance Principles & Recommendations and is available on the Company's Website.
Principle 4 – Safeguard the integrity of corporate reports			
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	Partial Compliance Only	The Company has established an Audit and Risk Committee to assist the Board in fulfilling its responsibilities with respect to overseeing the Company's financial reporting, compliance with legal and regulatory requirements, setting of risk parameters of the Company and overseeing the Company's systems of internal control and its risk management framework.

	<p>2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>3) the charter of the committee;</p> <p>4) the relevant qualifications and experience of the members of the committee; and</p> <p>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</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>The Audit and Risk Committee is chaired by Mr Mark Freeman, the Non-Executive Director, who is independent for ASX purposes. Mr Keith Coughlan, the Non-Executive Chairman, and Mr Greg Lee are also members on the committee. As a result of the committee having an executive member, the Company was not fully compliant with recommendation 2.1 for the 2022 reporting period. The Board of Directors will continue to periodically assess the effectiveness of this committee, including the size and the experience of the members appointed, with a view to ensuring that the committee's performance accords with the best possible practice in the context of the overall Board size and structure.</p> <p>The Board believes that the composition and skills of the members of the Audit and Risk Committee are appropriate for the Company.</p> <p>The Audit and Risk Committee is governed by an Audit and Risk Committee Charter, a copy of which is available on the Company's Website.</p> <p>The Company will provide details as to the relevant qualifications and experience of the members of the committee, the number of times the committee met and the individual attendances of the members at those meetings in its future annual reports, however in accordance with the Audit and Risk Committee Charter the Committee is expected to meet at least 2 times a year.</p> <p>The Company's Audit and Risk Committee met once during the year.</p>
4.2	<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, in their opinion, 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</p>	Yes	<p>The Company's Audit and Risk Committee Charter requires the MD and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.</p> <p>The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.</p>

	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.		
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	The Company will 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.
Principle 5 – Make timely and balanced disclosure			
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	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with its ASX Listing Rules disclosure obligations. A copy of the Company's Continuous Disclosure Policy is available on the Company's Website. Pursuant to the Continuous Disclosure Policy, the Company has appointed the Company Secretary to be responsible for overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders and providing guidance to directors and employees on disclosure requirements and procedures with respect to the continuous disclosure obligations.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	The Company Secretary is responsible for distributing all material market announcements electronically to the Board promptly after they have made.
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	All slides and presentations used for briefings and analyst presentations are released and uploaded to ASX prior to the briefing to the market. Further details are set out in the Company's Continuous Disclosure Policy.

Principle 6 – Respect the rights of security holders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>Yes</p> <p>The Company provides investors with comprehensive and timely access to information about itself and its governance on the Company's Website, including copies of the Company's Articles of Association, Board and committee charters and key corporate governance policies, copies of all material information lodged with a relevant stock exchange, copies of all press releases or announcements made by the Company, the Company's annual reports and notices of shareholder meetings. Further details are set out in the Company's Shareholder Communications Policy.</p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<p>Yes</p> <p>The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board.</p> <p>The Company seeks to utilise numerous modes of communication, including electronic communication to ensure that its communication with shareholders is timely, accessible and clear.</p> <p>The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's Website. Shareholder queries should be referred to the Company Secretary in the first instance whose details are available all market releases which are available on the Company's Website.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<p>Yes</p> <p>All shareholders of the Company are invited to attend and participate in the Company's annual general meetings either in person or by representative. For those shareholders that are unable to attend an annual meeting they are encouraged to submit any questions to the Company Secretary prior to the meeting to put to the Chair of the meeting on their behalf.</p>

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 resolutions which are to be voted on at a meeting of shareholders will be decided by a poll, rather than by a show of hands, to enable all shareholders and proxyholders who cast their proxies to be included in the voting process.
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	The Company encourages shareholders to provide their email addresses, so that the Company can communicate important information electronically.
Principle 7 – Recognise and manage risk			
7.1	<p>The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of 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: 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	Partial Compliance Only	See 4.1.
7.2	<p>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>	Yes	A primary role of the Company’s Audit and Risk Committee is to regularly review and evaluate the effectiveness of the Company’s risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.

	b) disclose, in relation to each reporting period, whether such a review has taken place.		The main responsibilities of the Company's Audit and Risk Committee with respect to the Company's risk management framework are set out in the Company's Audit and Risk Committee Charter.
7.3	A listed entity should disclose: a) if it has an internal audit function, how the function is structured and what role it performs; or 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.	Yes	The Company does not have an internal audit function however the company's Audit and Risk Committee Charter states that the role of the risk committee will include assisting the board in the effective discharge of its governance and oversight responsibilities in relation to various matters including internal and external audit functions.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental or social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company's primary exposures to material economic, environmental and social sustainability risks are set out in the 2022 Annual report. The Board is responsible for undertaking and assessing risk management and internal control effectiveness. The Board is required to assess risk management and associated internal compliance and control procedures and report back to the Audit and Risk Committee at least annually. A series of key risk factors that the Company faces are detailed in our Annual Report.
Principle 8 – Remunerate fairly and responsibly			
8.1	The board of a listed entity should: a) have a remuneration committee which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and	Partial Compliance Only	See 2.1.

	<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 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>		
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 role of the Remuneration and Nomination Committee is to review and make recommendations to the Board in relation to the overall remuneration policy for the Company and, specifically:</p> <ul style="list-style-type: none"> ▪ non-executive director remuneration; and ▪ executive director and senior executive remuneration.
8.3	<p>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>	Yes	<p>The Company does not currently have a formal equity-based remuneration scheme, however the Company has adopted a Securities Trading Policy which sets out the policies of the Company in relation to the sale and purchase of securities in the Company and any associated entities. Pursuant to the Securities Trading Policy, participants must not, without prior written approval by the relevant person specified in the Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities.</p> <p>A copy of the Company's Securities Trading Policy is available on the Company's Website.</p>
Principle 9 – Additional recommendations			
9.1	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.	N/A	The Company is an entity established in the United Kingdom, where English is the common language used both in written and verbal communications. All meetings and key corporate documents are conducted and prepared in English. All the directors converse and communicate well in English.

9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Yes	The Company ensures meetings with security holders are conducted and held at a reasonable place and time, given significant security holders reside outside United Kingdom.
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.	Yes	The Company encourages the external auditor to be present at the AGM.