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**GLOBAL LITHIUM RESOURCES LIMITED**

**ACN 626 093 150**

**CORPORATE GOVERNANCE STATEMENT**

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**Financial Year Ended 30 June 2023**

During the year ended 30 June 2023, the Board of Directors ("Board") was responsible for the overall corporate governance of the Company, including the establishing and monitoring of key performance goals. The Board is committed to attaining standards of corporate governance that are commensurate with the Company's needs. In this regard, the Board has created a framework for managing the Company, including internal controls and a business risk management process. This framework is reflected, in part, in the policies and charters described below.

This Corporate Governance Statement discloses the extent to which the Company will follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4<sup>th</sup> 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 currently has two sub-committees - the Sustainability Committee and the Remuneration Committee and will be creating a new Audit and Risk sub-committee in the coming months. Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from further sub-committees at this stage, but will review this position as the Company grows. Under the Company's Board Charter, and in the absence of a specific committee, the duties that would ordinarily be assigned to that committee are currently carried out by the full Board under the written terms of reference for those committees.

The 2023 Corporate Governance Statement has been adopted by the Board on 29 September 2023.

The Company's corporate governance policies and practices as at the date of this Report are outlined below and are available on the Company's website (<https://www.globallithium.com.au>):

## **Board Charter**

The Board guides and monitors the business and management of the Company. Under its Charter, the Board is responsible for, amongst other things:

1. corporate governance and the strategic direction of the Company;
2. protecting and enhancing Shareholder value;
3. supervising the Company's framework of control and accountability systems;
4. reviewing performance and responsibilities within the Company to ensure division of functions are appropriate to the Company's needs and that the Company is properly managed;
5. monitoring and managing the financial performance of the Company;
6. approving the annual budget and statutory reports;
7. developing and implementing the Company's policies and procedures and assessing their adequacy;
8. monitoring and ensuring compliance with the Company's continuous disclosure obligations;
9. convening and attending general meetings of Shareholders; and
10. assessing and approving all transactions which would impact on Shareholder value and, where relevant, make recommendations to shareholders.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully informed basis. For the purposes of corporate governance reporting the Company's Managing Director Mr Ron Mitchell is identified as the Chief Executive Officer.

## **Composition of the Board**

Election of Board members is substantially the province of the Shareholders in general meeting.

As at 30 June 2023 the Board of Directors was composed as follows:

Mr Geoff Jones	- Independent Non-Executive Chair
Mr Ron Mitchell	- Managing Director
Dr Dianmin Chen	- Non-Executive Director
Mr Greg Lilleyman	- Non-Executive Director
Ms Hayley Lawrance	- Non-Executive Director
Mr Warrick Hazledine	- Non-Executive Director

Mr Warrick Hazledine (Independent Non-Executive Chair) retired on 9 August 2023.

Details of the skills and experience of Directors of the Company are included in the Directors' Report section of the 2023 Annual Financial Statements which are available on the Company's website at <https://www.globallithium.com.au>.

### **Audit and Risk Committee Charter**

The Board has adopted an Audit and Risk Committee Charter which outlines the composition of the committee, its purpose, its responsibilities and requirements of its meetings.

In summary the audit and risk committee is responsible for the following:

Audit related - ensuring the integrity of the Company's financial statements, reviewing internal financial control systems and management of the engagement and interaction with the Company's auditors, including ensuring a sufficient level of independence.

Risk related – development and management of a risk management policy framework and ongoing review of risk management within the Company.

Until the size and/or activities of the Company warrant the creation of a separate audit and risk committee, the duties of the committee will be undertaken by the full Board.

### **Remuneration Committee Charter**

The Remuneration Committee, has adopted a Remuneration Committee Charter which outlines the composition of the committee, its role, its responsibilities, its authority, and requirements of its meetings.

In summary the remuneration committee is responsible for the following:

Remuneration related - preparing and reviewing the Company's strategy with regard to remunerating, recruiting, incentivising, retaining, and where appropriate, terminating the Company's executives, non-executive directors and employees.

The Remuneration Committee consists of three members, Mr Greg Lilleyman (Independent Chair), Dr Dianmin Chen (Non-executive Director) and Ms Hayley Lawrance (Independent Non-executive Director). The Board considers this structure has a mix of skills and expertise to carry out the functions of the Remuneration Committee available to the Company and appropriate for the Company's current needs and size. The Remuneration Committee held two meeting during the period. Details of director attendance at the Remuneration Committee meeting during the reporting period is set out in the Directors' Report section of the 2023 Annual Report.

### **Nomination Committee Charter**

The Board has adopted a Nomination Committee Charter which outlines the composition of the committee, its role, its responsibilities, its authority, and requirements of its meetings.

In summary the nomination committee is responsible for the following:

Nomination related – assessing skill requirements, reviewing board composition, establishing processes for the identification of board appointments and the review of the performance of the existing members.

Until the size and / or activities of the Company warrant the creation of a separate nomination committee, the duties of the committee will be undertaken by the full Board.

## **Sustainability Committee Charter**

The Sustainability Committee has adopted a Sustainability Committee Charter which outlines the composition of the committee, its role, its responsibilities, its authority, and requirements of its meetings.

In summary the sustainability committee is responsible for the following:

Reviewing and making recommendations regarding the Company's strategies, policies and standards in respect of sustainability and environmental, social and governance (ESG) matters as well as monitoring developments in corporate governance.

The Sustainability Committee consists of two members, Ms Hayley Lawrance (Independent Non-executive Director) and Mr Ron Mitchell (Managing Director). The Board considers this structure has a mix of skills and expertise to carry out the functions of the Sustainability Committee. The Sustainability Committee held four meetings during the period. Details of director attendance at the Sustainability Committee meeting during the reporting period is set out in the Directors' Report section of the 2023 Annual Report.

## **Code of Conduct for Directors, Senior Executives and Employees**

The Board has adopted a Code of Conduct for Directors, senior executives and employees to promote ethical and responsible decision making and execution of their roles and responsibilities. The code is based on a code of conduct prepared by the Australian Institute of Company Directors.

## **Share Trading Policy**

The Company has adopted a Share Trading Policy to maintain investor confidence in the integrity of the Company's internal controls and procedures, and to provide guidance on avoiding any breach of insider trading laws.

Under the policy, Relevant Persons (Key Management Personnel, Employees and their Connected Persons) must not, except in exceptional circumstances, deal in securities of the Company during the following periods: (a) two weeks prior to, and 24 hours after the release of the Company's Annual Report; (b) two weeks prior to, and 24 hours after the release of the Half Year Report of the Company; and (c) two weeks prior to, and 24 hours after the release of the Company's quarterly reports (if applicable), (together the Closed Periods).

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Relevant Persons either before or during the Closed Periods.

If a Relevant Person is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time they are in possession of such information, even if a trading window is open.

In addition, any Key Management Personnel who wishes to trade in the Company's securities must first obtain the consent of the Chair.

In accordance with the Company's policy review schedule, this policy was reviewed during the 2023 financial year to ensure its relevance and applicability to the business and the policy was updated as required.

## **Shareholder Communications Policy**

This policy details how the Company is committed to keeping Shareholders apprised of the Company's activities, including by providing regular communications that are balanced and understandable, ensuring information is easily accessible, and facilitating Shareholder participation in the Company's general meetings.

## Continuous Disclosure Policy

The Company is, subject to the exceptions contained in the Listing Rules, required to disclose to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material impact on the price or value of Shares.

The Company is committed to observing its disclosure obligations under the Corporations Act and the Listing Rules. The policy encourages a culture of openness which is conducive to fulfilment of the Company's disclosure obligations and creates clear lines of communication and authority with regard to the dissemination of information and continuous disclosure issues. In accordance with this policy, all information provided to ASX is made available on the Company's website (<https://www.globallithium.com.au>).

In accordance with the Company's policy review schedule, this policy was reviewed during the 2023 financial year to ensure its relevance and applicability to the business and the policy was updated as required.

## Risk Management Policy

The Chief Executive Officer is primarily responsible for administering this policy, which sets out the way in which various types of risk are to be managed, including by reviews of internal controls, financial reporting, operational activities, investment proposals, environmental and safety risks and continuous improvement.

In accordance with the Company's policy review schedule, this policy was reviewed during the 2023 financial year to ensure its relevance and applicability to the business and the policy was updated as required.

## Diversity policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled Board and workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, and a work environment that values and utilises the contributions of all employees, irrespective of gender, culture, disability, age or religion.

The Company employs new employees and promotes current employees on the basis of performance, ability and attitude. The Board is continually reviewing its practices with a focus on ensuring that the selection process at all levels within the organisation is formal and transparent and that the workplace environment is open, fair and tolerant.

The Company, in keeping with the recommendations of the Corporate Governance Council provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2023:

	<b>Proportion of female / total number of persons employed</b>
Females employed in the Company as a whole	5 / 17
Females employed in the Company in senior executive positions*	0 / 3
Females appointed as a Director of the Company	1 / 5

The recommendations of the Corporate Governance Council relating to reporting require a Board to set measurable objectives for achieving diversity within the organisation, and to report against them on an annual basis. The Company has implemented measurable objectives as follows:

Measurable Objective	Objective Satisfied?	Comment
Adoption and promotion of a Formal Diversity Policy	Yes	The Company has adopted a formal diversity policy which has been made publicly available via the ASX and the Company's website.
To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy	Yes	The Company's selection, remuneration and promotion practices are merit based and as such are consistent with the goals of the Company's Diversity Policy.
To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.	Yes	The Company will, where considered reasonable and where compatible with the Company's operations, accommodate requests for flexible working arrangements.
To implement clear and transparent policies governing reward and recognition practices.	Yes	The Company grants reward and promotion based on merit and responsibility as part of its annual and ongoing review processes.
To provide relevant and challenging professional development and training opportunities for all employees.	Yes	The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.

While gender balance at both Board and operations levels is discussed by the Board from time to time, the Company has not yet implemented specific measurable objectives regarding the proportion of females to be employed within the organisation or implement requirements for a proportion of female candidates for employment and Board positions. The Board considers that the setting of quantitative gender based measurable targets is not necessarily consistent with the merit and ability-based policies currently implemented by the Company, taken in the context of the current nature of the Company's operations, the stage of its development and the small size of its workforce.

The Board will consider the future implementation of gender-based diversity measurable objectives when more appropriate to the size and nature of the Company's operations and workforce.

### Whistleblower policy

The Company has adopted a formal Whistleblower policy which is made available on the Company's website (<https://www.globallithium.com.au>).

This policy applies to all directors, officers, employees, consultants and contractors of Global Lithium Resources Limited (Personnel). This policy also applies, as far as is reasonably achievable, to Global Lithium Resources Limited's service providers, suppliers and third-party contractors.

The purpose of this policy is to encourage the persons to whom the policy applies to raise any concerns or report instances of any potential breach of law, any violations (or suspected violations) of the Company's Code of Conduct or any other legal or ethical concern without the fear of detriment.

**Anti-bribery and corruption policy**

The Company has adopted a formal Anti-bribery and corruption policy in recognition that bribery and corruption act to undermine legitimate business activities, distort competition and may expose the Company, its employees and other stakeholders to significant risks.

The Company provides a safe mechanism pursuant to its Whistleblower Policy to enable and encourage the reporting of any actual, alleged, or perceived, instances of bribery or corruption by any individual to which this policy applies.

A copy of the Anti-bribery and corruption policy is made available on the Company's website (<https://www.globallithium.com.au>).

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>(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.</p>	YES	<p>The Company has adopted a Board Charter which discloses the roles and responsibilities of the Board, the Chairman, Directors and senior management. A copy of the Board Charter is available for review on the Company's website.</p> <p>The Board assumes ultimate responsibility for providing leadership and setting the strategic objectives of the Company. The Board delegates responsibility for the day-to-day operations and administration of the Company to the Managing Director, under delegated authority levels as approved by the Board.</p>
<p><b>Recommendation 1.2</b></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 and senior executives in its Nomination Committee Charter. The 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.</p> <p>(b) 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.</p>
<p><b>Recommendation 1.3</b></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	<p>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.</p> <p>The Company has had written agreements with each of its directors and senior executives for the past financial year.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 1.4</b></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	<p>The Company Secretary attends all board and shareholder meetings, and provides advice as required on governance matters. In addition, each individual Director is able to communicate directly with the Company Secretary, or vice versa, as required.</p>
<p><b>Recommendation 1.5</b></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>	PARTIALLY	<p>The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available, on the Company's website.</p> <p>The Board has not yet set measurable gender diversity objectives regarding the proportion of women to be employed within the Company or implemented requirements for a proportion of women for senior executive and Board positions. The Board will commence implementing gender-based diversity measurable objectives when the scale of the Company's operations materially increases.</p> <p>The Company and its consolidated entities have 5 female employees which is approximately 29% of the total number of employees, executives and/or board members of the Consolidated Group.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 1.6</b> 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>	YES	<p>(a) The Company's Board, in the absence of the Nomination Committee) is responsible for evaluating the performance of the Board, its committees and individual directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Performance Evaluation Policy, which is available on the Company's website.</p> <p>(b) During the year ended 30 June 2023, an evaluation of the Board's performance was conducted with each Board member anonymously completing an online survey, the results of which were discussed at a subsequent Board meeting.</p>
<p><b>Recommendation 1.7</b> 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>	YES	<p>(a) The Company's Board (in the absence, of the Nomination Committee) is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's Remuneration Committee is responsible for evaluating the remuneration of the Company's senior executives on an annual basis.</p> <p>The applicable processes for these evaluations can be found in the Company's Performance Evaluation Policy, which is available on the Company's website.</p> <p>(b) At 30 June 2023, formal performance evaluations were undertaken for senior executives.</p>
<b>Principle 2: Structure the Board to be effective and add value</b>		
<p><b>Recommendation 2.1</b> The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p style="padding-left: 20px;">(i) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 20px;">(ii) is chaired by an independent director, and disclose:</p> <p style="padding-left: 20px;">(iii) the charter of the committee;</p> <p style="padding-left: 20px;">(iv) the members of the committee; and</p>	YES	<p>(a) The Company's Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent directors, and which must be chaired by an independent director.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<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 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>(b) The Company does not have a Nomination Committee as the Board does not consider the Company would benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following 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> <ul style="list-style-type: none"> <li>(i) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and</li> <li>(ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</li> </ul>
<p><b>Recommendation 2.2</b></p> <p>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>YES</p>	<p>Under the Nomination Committee Charter, the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues.</p> <p>The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each director's relevant qualifications and experience are made available in the Company's Annual Report and on the Company's website.</p> <p>Each director has assessed their skill level ranking it from 1 (low level of experience) to a 5 (high level of experience). The average skill level for the Board is shown below.</p>

**RECOMMENDATIONS (4<sup>TH</sup> EDITION)**

**COMPLY**

**EXPLANATION**

**Board Skills Matrix 2023**



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION																					
<p><b>Recommendation 2.3</b></p> <p>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>YES</p>	<p>(a) The Board Charter requires the disclosure of the names of directors considered by the Board to be independent. The Board considers the Chair, Geoff Jones, and non-executive directors Greg Lilleyman and Hayley Lawrance to be independent.</p> <p>(b) Greg Lilleyman and Hayley Lawrance, as part of their remuneration have been issued 300,000 performance rights each. Geoffrey Jones has been issued 500,000 options as part of his remuneration.</p> <p>The Board is of the view that as at 30 June 2023 the directors' interest in performance based remuneration is not material and will not interfere with their capacity to bring an independent judgement to bear on matters brought to the Board. The materiality of the value of performance based rights and options is subject to market price volatility. The Board will continue to review the materiality of directors' interests in assessing the Directors independence going forward.</p> <p>(c) The independence and length of service for each director as at the end of the 2023 financial year, is as follows:</p> <table border="1" data-bbox="1238 885 1989 1284"> <thead> <tr> <th>Director</th> <th>Independent?</th> <th>Appointed</th> </tr> </thead> <tbody> <tr> <td>Geoff Jones</td> <td>Yes</td> <td>15 May 2023</td> </tr> <tr> <td>Ron Mitchell</td> <td>No</td> <td>1 March 2022</td> </tr> <tr> <td>Dianmin Chen</td> <td>No</td> <td>26 June 2018</td> </tr> <tr> <td>Greg Lilleyman</td> <td>Yes</td> <td>12 January 2022</td> </tr> <tr> <td>Hayley Lawrance</td> <td>Yes</td> <td>14 February 2022</td> </tr> <tr> <td>Warrick Hazeldine</td> <td>Yes</td> <td>1 February 2021</td> </tr> </tbody> </table>	Director	Independent?	Appointed	Geoff Jones	Yes	15 May 2023	Ron Mitchell	No	1 March 2022	Dianmin Chen	No	26 June 2018	Greg Lilleyman	Yes	12 January 2022	Hayley Lawrance	Yes	14 February 2022	Warrick Hazeldine	Yes	1 February 2021
Director	Independent?	Appointed																					
Geoff Jones	Yes	15 May 2023																					
Ron Mitchell	No	1 March 2022																					
Dianmin Chen	No	26 June 2018																					
Greg Lilleyman	Yes	12 January 2022																					
Hayley Lawrance	Yes	14 February 2022																					
Warrick Hazeldine	Yes	1 February 2021																					
<p><b>Recommendation 2.4</b></p>	<p>YES</p>	<p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p>																					

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
A majority of the Board of a listed entity should be independent directors.		The Board currently comprises a total of five directors, of whom three are considered to be independent.
<p><b>Recommendation 2.5</b></p> <p>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>	YES	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent director and should not be the CEO/Managing director.</p> <p>Different directors fulfil the Chair and CEO/Managing Director roles within the Company and the Chair is considered by the Board to be independent.</p>
<p><b>Recommendation 2.6</b></p> <p>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>	PARTIALLY	<p>The Board does not have a formal written program for the induction of new directors. Upon appointment new Directors are provided with sufficient knowledge of the entity and its operating environment to enable them to fulfill their role effectively.</p> <p>Familiarity with the entity's operations by the directors is encouraged and facilitated by regular board meetings, technical presentations, site visits and direct contact with the company secretary and senior staff members.</p> <p>The Company will provide resources to directors to enable them to improve on their skills and knowledge base to enable them to carry out their duties as directors effectively.</p>
<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>		
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	YES	<p>The Company is 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.</p> <p>The Company's values are set out in its Code of Conduct and are available on the Company's website. All employees will be given appropriate training on the Company's values and senior executives will continually reference such values.</p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p>	YES	<p>(a) The Company's Corporate Code of Conduct applies to the Company's directors, senior executives and employees.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.		(b) The Company's Corporate Code of Conduct is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Board.
<p><b>Recommendation 3.3</b> 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>	YES	<p>(a) The Company's Whistleblower Protection Policy is available on the Company's website.</p> <p>(b) Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or the Company Secretary.</p>
<p><b>Recommendation 3.4</b> 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>	YES	<p>(a) The Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website.</p> <p>(b) Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board.</p>
<b>Principle 4: Safeguard the integrity of corporate reports</b>		
<p><b>Recommendation 4.1</b> The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p style="margin-left: 20px;">(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p style="margin-left: 20px;">(ii) is chaired by an independent director, who is not the Chair of the Board,</p> <p>and disclose:</p> <p style="margin-left: 20px;">(iii) the charter of the committee;</p> <p style="margin-left: 20px;">(iv) the relevant qualifications and experience of the members of the committee; and</p> <p style="margin-left: 20px;">(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>	YES	<p>(a) Given the size and stage of its operations, the Company did not have an Audit Committee for the year ended 30 June 2023. During the year, the Board carried out the duties that would ordinarily be carried out by the Audit Committee under the Audit and Risk Committee Charter including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p style="margin-left: 20px;">(i) the Board devotes time at meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<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>(ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.</p> <p>However, due to the Company's current stage of operations and its expected growth, it is the intention of the Board to appoint an Audit and Risk Committee at some point during the financial year ended 30 June 2024.</p>
<p><b>Recommendation 4.2</b></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>YES</p>	<p>The Managing Director and CFO provide a declaration to the Board in accordance with section 295A of the Corporations Act specifically in respect of the half year and annual financial statements. Such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.</p> <p>The above declarations have been provided for the 2023 reporting period.</p>
<p><b>Recommendation 4.3</b></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>YES</p>	<p>Periodic corporate reports that are not subject to audit or review by the Company's auditors (which include, but not limited to, quarterly activities and cash flow reports, directors' reports and any information included in the Company's annual report other than the audited financial statements) are compiled and verified by executive management before being reviewed by the board before release to the market.</p>
<p><b>Principle 5: Make timely and balanced disclosure</b></p>		
<p><b>Recommendation 5.1</b></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>YES</p>	<p>The Company's Continuous Disclosure policy is available on the Company's website.</p> <p>Matters of continuous disclosure and ASX listing rule compliance are considered on an ongoing basis and are also considered at each meeting of the Board.</p>



RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 5.2</b></p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	YES	All material market announcements are provided to the Board for review and comment prior to release to the ASX Market Announcement Platform.
<p><b>Recommendation 5.3</b></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>	YES	All substantive investor or analyst presentations are released on the ASX Markets Announcement Platform ahead of such presentations.
<b>Principle 6: Respect the rights of security holders</b>		
<p><b>Recommendation 6.1</b></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	YES	Information about the Company's Board, management, projects and other information relevant to investors and prospective investors is updated regularly on the Company's website. Corporate governance policies and charters can be found on the Company's website.
<p><b>Recommendation 6.2</b></p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website.
<p><b>Recommendation 6.3</b></p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	YES	<p>The Shareholder Communication Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of security holders.</p> <p>The Company provides meeting documents in a timely manner and seeks to hold meetings that may be attended by security holders in convenient locations and at times considered to be reasonable. The Company provides for security holders to be able to vote on AGM and general meeting matters electronically if they are unable to attend the meeting. Security holders attending such meetings are encouraged to participate, both during and after the formal notified business.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 6.4</b></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>	YES	<p>All substantive resolutions at securityholder meetings are decided by a poll rather than a show of hands.</p> <p>Where considered appropriate, the Company will engage the services of an independent third party, such as its share registry, to undertake the poll.</p>
<p><b>Recommendation 6.5</b></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>	YES	<p>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.</p> <p>Security holders may contact the Company electronically by emailing <a href="mailto:info@globallithium.com.au">info@globallithium.com.au</a> or by filling in an online enquiry form on the Company's website.</p>
<b>Principle 7: Recognise and manage risk</b>		
<p><b>Recommendation 7.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose:</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(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</li> </ul> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the</p>	YES	<p>(a) Given the size and stage of its operations, the Company did not have a separate Risk Committee for the year ended 30 June 2023.</p> <p>(b) In accordance with the Company's Board Charter, the full Board carried out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following process to oversee the entity's risk management framework:</p> <ul style="list-style-type: none"> <li>(i) the Board will devote time at Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.</li> </ul> <p>However, due to the Company's current stage of operations and its expected growth, it is the intention of the Board to appoint an Audit and Risk Committee at some point during the financial year ended 30 June 2024.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p>process it employs for overseeing the entity's risk management framework.</p>		
<p><b>Recommendation 7.2</b> 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>YES</p>	<p>(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>(b) The Company's Board aims to complete a review of the Company's risk management framework annually. During the reporting period a review of the Company's risk management framework was undertaken.</p>
<p><b>Recommendation 7.3</b> 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>YES</p>	<p>The Board does not consider that the Company's operations are of a size or complexity to require a dedicated internal audit function and that processes and inherent risks are sufficiently transparent as to be identified by Board members.</p> <p>Board members have a direct reporting line to management to request any information regarding the Company's internal control processes</p>
<p><b>Recommendation 7.4</b> 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>YES</p>	<p>The Company is subject to a number of economic, environmental, social sustainability and occupational health and safety risks typical of those associated with a publicly listed entity engaged in the mineral exploration industry.</p> <p>The Sustainability Committee helps manage these risks as it assists the Board in its oversight of the Company's sustainability strategy, plans, policies and reporting in the areas of health, safety, environment and community (HSEC) and broader environmental, social and governance matters. During the reporting period the Committee consisted of two members – Ms Hayley Lawrance (Chair) and Mr Ron Mitchell – Ms Lawrance is considered independent. The Sustainability Committee met four times during the reporting period and all members were in attendance.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p>		

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 8.1</b></p> <p>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, 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; 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>	YES	<p>(a) The Company has a Remuneration Committee that operates under the Company's Remuneration Committee Charter. The Charter includes the process to set the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive</p> <p>(b) During the reporting period the Remuneration Committee consisted of three members – Mr Greg Lilleyman (Chair), Mr Dianmin Chen and Ms Hayley Lawrance – Mr Lilleyman and Ms Lawrance are considered independent. The Remuneration Committee met twice during the reporting period and all members were in attendance.</p>
<p><b>Recommendation 8.2</b></p> <p>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>	YES	<p>The Company's annual remuneration report, which is published in the Annual Report, provides information regarding the remuneration of the Managing Director, Non-executive Directors and other key management personnel. The Annual Reports are available for review on the Company's website.</p>
<p><b>Recommendation 8.3</b></p> <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 adopted an Incentive Performance Rights and Options Plan in November 2021 and has a Securities Trading Policy which is available on the Company's website.</p> <p>The policy prohibits Relevant Persons from entering into transactions or arrangements which limit the economic risk of participating in invested entitlements under any equity based remuneration scheme.</p> <p>A prohibition into entering into such arrangements is also provided for in the Corporations Act</p>