

Vital Metals Limited - Corporate Governance Statement

ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th edition*
For the year ended 30 June 2024 and approved by the Board

The Company is committed to high standards of corporate governance designed to enable it to meet its performance objectives and better manage its risks.

The Company has adopted a comprehensive governance framework in the form of a formal corporate governance charter together with associated policies, protocols and related instruments.

A full copy of the Company's corporate governance charter and associated policies, protocols and related instruments is available on the Company's website under "About Us" / "Corporate Governance" – <https://vitalmetals.com.au/corporate-governance/>

The Company intends to follow the ASX Corporate Governance Council Principles and Recommendations in all respects other than as specifically provided below.

In particular, each of the recommendations of the ASX Corporate Governance Council Principles and Recommendations which will not be followed by the Company and the reasons why they respectively will not be followed, are set out below.

The Corporate Governance Statement is current as at 30 June 2024 and has been approved by the Board of Vital Metals Limited.

Recommendation	Current Practice
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.	Satisfied. The functions reserved for the Board and delegated to senior executives have been established.
1.2 A listed entity should: a. Undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate 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	Satisfied. Appropriate checks have been undertaken.
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Satisfied. Agreements are in place.

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 proper functioning of the board. Satisfied. This practice is in place.

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

The entity's Diversity Policy is available on the Company's website in the Corporate Governance Section.

To drive diversity and inclusion within the Company, the Board has set the following objectives: To increase the percentage of women in the business and more specifically, in leadership roles, and actively promote a culture that values diversity, inclusion and flexibility.

- c. disclose in relation to each reporting period:

The Company has the following appointments by gender as at 30 June 2024:

- (1) the measurable objectives set for that period to achieve gender diversity;
- (2) the entity's progress towards achieving those objectives; and
- (3) 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 and published under that Act.

Position *	Female	Male	Total
Directors	1	4	5
Senior executives **	4	1	5
Other employees***	2	-	2

* Includes personnel who contract their services to the Company

** Senior executives comprise the VP Exploration, VP Sustainability, Director of HR, Community and Government Relations, Chief Financial Officer and Company Secretary

*** All "Other employees" are located in Australia and Canada

1.6 A listed entity should:

- a. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- b. Disclose whether performance evaluations were undertaken.

Satisfied, see process in corporate governance policies.

Not satisfied. No evaluations have been undertaken in the reporting period.

1.7 A listed entity should:

- a. Have and disclose a process for periodically evaluating the performance of senior

Satisfied, see process in corporate governance policies.

management at least once every reporting period; and b. Disclose whether performance evaluations were undertaken.	Not satisfied. No evaluations have been undertaken in the reporting period, due to senior management having spent limited time in their roles to date.
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2.1 A listed entity should have a nomination committee which: - Consists of at least 3 members, a majority of whom are independent directors; - Is chaired by an independent director; And disclose: - The charter of the committee; - The members of the committee - The number of times the committee met and individual attendance at those meetings If it does not have a nomination committee disclose that fact and the process it follows to address that role.	Not satisfied The Company has a nomination committee. This committee does not comprise of a majority of directors who are independent. As the Company grows in size, the Company will consider appointing additional members.
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2.2 A listed entity should have and disclose a board skills matrix.	The Board uses a skills matrix to guide its assessment of the skills and experience of Directors, and those skills that the Board considers will complement the effective functioning of the Board. Directors as at 30 June 2024 possessed a range of professional skills, some of which are summarised in the following table:
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Industry specific knowledge and expertise	Specific experience, knowledge and expertise gained across the mining and exploration industry as well as the rare earths industry
Country specific knowledge and expertise	Specific experience, knowledge and expertise gained from regions and countries related to the Company's strategy and activities
Operational specific knowledge and expertise	Specific experience on exploration and development of rare earths
Financial acumen	Financial knowledge and experience, including an understanding of the financial statements of organisations the type and size of the Company
Strategic and commercial acumen	An ability to define strategic objectives and implement strategy using analytical and technical expertise
Risk management	An understanding of risk management, including operational, financial reporting and compliance risks
Governance and compliance	Commitment to, and knowledge of, governance (incorporating experience gained from working in publicly listed companies) and sustainability issues

2.3	A listed entity should disclose: - The names of the directors considered by the board to be independent directors - If a director has an interest / association / relationship that meets the factors of assessing independence, but the board is of the opinion that it does not compromise the independence of the director, state the reasons - Length of service of each director	Satisfied. As at 30 June 2024 the following directors were in office:
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Name	Status	Appointment Date	Length of Service
Richard Crookes	Not independent	10/08/2022	2 years
Lisa Riley	Independent	02/12/2022	1.5 years
Paul Quirk	Not Independent	10/08/2022	2 years
Mike Brook	Independent	08/05/2024	2 months
Geordie Mark	Not Independent	16/10/2023	8.5 months

2.4	A majority of the board should be independent directors.	Not satisfied. As at 30 June 2024, 3 of the 5 directors are not considered independent.
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2.5	The chair should be an independent director. The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	Not satisfied
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2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need to undertake professional development.	Satisfied The Company will provide induction material for any new directors and, depending on specific requirements, will provide appropriate professional development opportunities for directors.
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3.1	A listed entity should articulate and disclose its values.	Satisfied Our core values are as follows: (a) Integrity – we act honestly and with integrity in all dealings, both internally and externally. We commit to only dealing with business partners who demonstrate similar ethical and responsible business policies. (b) Respect – we respect all people, their ideas and cultures and our words and actions must reflect this respect. (c) Safety – we are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultant contractors, customers, suppliers and other persons who visit our workplace, work site or project sites, or who we work with, as required by law. (d) Community Standards – we act in a manner consistent with reasonable expectations of our investors and the broader community. (e) Invested – we are invested in achieving positive outcomes for all stakeholders. We are committed to exploring opportunities to create and sustain value.
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		In line with the above values, we have a zero-tolerance approach toward bribery and corruption, and we encourage our personnel to uphold these values and report any unacceptable conduct that is not consistent with these values. Please refer to our Anti-Bribery and Anti-Corruption Policy and our Whistleblower Protection Policy.
3.2	A listed entity should: <ul style="list-style-type: none"> - have a code of conduct; and - ensure the board or a committee is informed of any material breaches of the code. 	Satisfied. The Code of Conduct is available on the Company's website in the Corporate Governance Section. Any material breached of the Code of Conduct are reported to the Board.
3.3	A listed entity should: <ul style="list-style-type: none"> - have and disclose a whistleblower policy; and - ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Satisfied The Company's Whistleblower Protection Policy is available on the Company's website. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.
3.4	A listed entity should: <ul style="list-style-type: none"> - have and disclose an anti-bribery and corruption policy; and - ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Satisfied The Company's Anti-Bribery and Anti-Corruption is available on the Company's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.
4.1	The board of a listed entity should have an audit committee which: <ul style="list-style-type: none"> - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. Disclose: <ul style="list-style-type: none"> - The charter of the committee; - The relevant member qualifications; - The number of times the committee met and individual attendance at those meetings Or 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	Not satisfied The Company has established an audit and risk committee This committee does not currently consist of a majority of directors who are independent. As the Company grows in size, the Company will consider appointing additional members. The external auditor attends the Annual General Meeting to answer any questions concerning the audit and the content of the Auditor's Report. The Audit Committee Charter is available on the Company's website in the Corporate Governance Section.

	external auditor and the rotation of the audit engagement partner.	
4.2	The board should receive declarations for CEO & CFO in accordance with S.295A of corporations act before approving financial statements.	Satisfied.
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.	<p>Satisfied.</p> <p>All periodic corporate reports released to the ASX, including Quarterly Reports, are prepared and reviewed by senior managers and subject matter experts, reviewed and approved by the Managing Director, CFO and Company Secretary, and finally reviewed and authorised for release to the market by the Board.</p> <p>In addition, reports such as the Half year and Annual financial reports (and certain performance reports) are audited by our external auditors in accordance with relevant regulations and good governance.</p>
5.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> - Have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rules; and - disclosure that policy or a summary of it. 	<p>Satisfied.</p> <p>Continuous Disclosure Policy is available on the Company's website in the Corporate Governance Section.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	The Board receives copies of all material market announcements prior to release.
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.	The Company adheres to this policy.
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>Satisfied.</p> <p>See the Company's website including the Corporate Governance Section.</p>
6.2	A listed entity should have an investor relations program that facilitates	Satisfied. See the Company's website in the Corporate Governance Section.

effective two-way communication with investors.

6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders

Satisfied. See Shareholder Communication Policy on the Company's website in the Corporate Governance Section.

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.

Satisfied

6.5 A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.

Satisfied. See welcome pack to investors.

7.1 The board of a listed entity should have a committee to oversee risk, which:

- Has at least three members all of whom are non-executive directors and a majority of independent directors; and
- Is chaired by an independent chair, who is not chair of the board.

Disclose:

- The charter of the committee;
- The members of the committee; and
- The number of times the committee met and individual attendance at those meetings

If it does not have a risk committee disclose that fact and the process it follows to address that role.

Not satisfied

The Company has established an audit and risk committee. This committee does not currently consist of a majority of directors who are independent. As the Company grows in size, the Company will consider appointing additional members.

The Company has established policies for the oversight and management of material business risks.

The Company's Risk Management Policy is available on the Company's website in the Corporate Governance Section.

7.2 The board or a committee of the board should:

- Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that it operates with due regard to the risk appetite set by the board; and
- Disclose whether such a review has taken place.

The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the entity's risk profile through its Risk Management Policy. This includes assessing, monitoring (as a standard Board item) and managing operational, financial reporting and compliance risks for the entity. The entity is not of a size nor are its affairs of such complexity to justify the establishment of a formal system for reporting risk management and associated compliance and controls.

The Managing Director, in accordance with Company policy, approves expenditure, is intimately acquainted with all operations and reports all relevant issues to the other Directors at the directors' meetings.

Before approving the entity's yearly financial statements, the Chief Financial Officer and Managing Director declare to the Board that the Company's financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

7.3 A listed entity should disclose:

- If has an internal audit function, how the function is structured and what role it performs;
- If it does not have an internal audit function, disclose that fact and the process it follows to address that function.

The entity does not have an internal audit function. The function is undertaken by the Board in accordance with the internal controls and risk management procedures previously mentioned.

7.4 The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages those risks.

The entity undertakes minerals exploration and mining development and, as such, faces risks inherent to its business, including economic, environmental and social sustainability risks, which may materially impact the entity's ability to create or preserve value for security holders over the short, medium or long term.

The entity views sustainable and responsible business practices as an important long term driver of performance and shareholder value and is committed to transparency, fair dealing, responsible treatment of employees and partners and positive interaction with the community.

The entity has in place policies and procedures, including a risk management framework (as described in the Company's Risk Management Policy), which is developed and updated to help manage these risks. The Risk Management Policy is located on the Company's website.

8.1 The board of a listed entity should:

- have a remuneration committee which has at least three members all of whom are non-executive directors and a majority of independent directors; and
- Is chaired by an independent director; and

Disclose:

- The charter of the committee;
- The members of the committee; and
- The number of times the committee met and individual attendance at those meetings

Not satisfied

The Company has a remuneration and nominations committee. This committee does not consist of a majority of directors who are independent. As the Company grows in size, the Company will consider appointing additional members.

The Remuneration Committee Charter is available on the Company's website in the Corporate Governance Section.

If it does not have a remuneration committee disclose that fact and the process it follows to address that role.

8.2 Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.

Satisfied.

The structure of Directors' remuneration is disclosed in the remuneration report section of the annual report.

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 which limit the economic risk of participating in the scheme;
- Disclose that policy or a summary of it.

The Company does not have an equity-based remuneration scheme.

Further information about the Company's corporate governance practices is set out on the Company's website at <http://vitalmetals.com.au>