

## European Lithium Limited

### Corporate Governance Statement

The Company is committed to implementing the highest standards of corporate governance. In determining what those high standards should involve the Company has considered the ASX Corporate Governance Council's *Principles of Good Corporate Governance and Recommendations, 3<sup>rd</sup> Edition*. In line with the above, the Board has set out the way forward for the Company in its implementation of its Principles of Good Corporate Governance and Recommendations. The approach taken by the board was to set a blueprint for the Company to follow as it introduces elements of the governance process. Due to the current size of the Company and the scale of its operations it is neither practical nor economic for the adoption of all of the recommendations approved via the board charter. Where the Company has not adhered to the recommendations it has stated that fact in this Corporate Governance Statement however has set out a mandate for future compliance when the size of the Company and the scale of its operations warrants the introduction of those recommendations. Date of last review and Board approval: 5 September 2017

As the Board currently does not have a Managing Director, all reference to a Managing Director will be assumed by the Non-Executive Chairman.

Principle / Recommendation	Compliance	Reference	Commentary
<b>Principle 1: Lay solid foundations for management and oversight</b>			
<u>Recommendation 1.1</u> A listed entity should disclose: <ol style="list-style-type: none"> <li>a) the respective roles and responsibilities of its board and management; and</li> <li>b) those matters expressly reserved to the board and those delegated to management.</li> </ol>	Yes	Board Charter Code of Conduct, Independent Professional Advice Policy Website	<p>To add value to the Company the Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties. Directors are appointed based on specific skills required by the Company and on their decision-making and judgment. The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out those delegated duties.</p> <p>In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body. The Board has the final responsibility for the successful operations of the Company. To assist the Board carry its functions, it has developed a Code of Conduct to guide the Directors.</p> <p>In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company.</p> <p>Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following.</p> <ul style="list-style-type: none"> <li>• Leadership of the Organisation: overseeing the Company and establishing codes that reflect the values of the Company and guide the conduct of the Board.</li> <li>• Strategy Formulation: to set and review the overall strategy and goals for the Company and ensure that there are policies in place to govern the operation of the Company.</li> </ul>

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			<ul style="list-style-type: none"> <li>• Overseeing Planning Activities: the development of the Company’s strategic plan.</li> <li>• Shareholder Liaison: ensuring effective communications with shareholders through an appropriate communications policy and promoting participation at general meetings of the Company as well as ensuring timely and balanced disclosures of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company’s securities.</li> <li>• Monitoring, Compliance and Risk Management: the development of the Company’s management, compliance, control and accountability systems and monitoring and directing financial and operational performance of the Company.</li> <li>• Company Finances: approving expenses and approving and monitoring acquisitions, divestitures and financial and other reporting along with ensuring the integrity of the Company’s financial and other reporting.</li> <li>• Human Resources: reviewing the performance of Executive Officers and monitoring the performance of senior management in their implementation of the Company’s strategy.</li> <li>• Ensuring the Health, Safety and Well-Being of Employees: in conjunction with the senior management team, developing, overseeing and reviewing the effectiveness of the Company’s occupational health and safety systems to ensure the well-being of all employees.</li> <li>• Delegation of Authority: delegating appropriate powers to the Managing Director to ensure effective day-to-day management of the Company.</li> <li>• Monitoring the effectiveness of the Company’s corporate governance practices.</li> </ul> <p>Full details of the Board’s and Company Secretary’s roles and responsibilities are contained in the Board Charter. The Board collectively and each Director has the right to seek independent professional advice at the Company’s expense, with the Chairman’s approval, to assist them to carry out their responsibilities.</p>
<p><u>Recommendation 1.2</u> A listed entity should:</p> <p>a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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	Director Selection Procedure Website	<p>Directors are appointed based on the specific governance skills required by the Company. Given the size of the Company and the business that it operates, the Company aims at all times to have at least one Director with experience appropriate to the Company’s operations. The Company currently has 2 out of 4 Directors that have relevant experience in the operations. In addition, Directors should have the relevant blend of personal experience in:</p> <ul style="list-style-type: none"> <li>• Accounting and financial management; and</li> <li>• Director-level business experience.</li> </ul> <p>Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.</p>

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			<p>In determining candidates for the Board, the Board follows a prescribed process whereby it evaluates the of skills, experience and expertise of the existing Board. In particular, to identify the particular skills will best increase the Board's effectiveness. Consideration is also given to the balance of indeper directors. Any appointment made by the Board is subject to ratification by shareholders at the next ge meeting. Each Non-Executive Director has a written agreement with the Company that covers all aspec their appointment including term, time commitment required, remuneration, disclosure of interests that affect independence, guidance on complying with the Company's corporate governance policies and the to seek independent advice, indemnity and insurance arrangements, rights of access to the Comp information and ongoing confidentiality obligations as well as roles on the Company's committees. executive director's agreement with the Company includes the same details as the non-executive direc agreements but also includes a position description, reporting hierarchy and termination clauses.</p> <p>The Board is responsible for implementing a program to identify, assess and enhance Director competen In addition, the Board puts in place succession plans to ensure an appropriate mix of skills, experie expertise and diversity are maintained on the Board.</p>
<p><u>Recommendation 1.3</u> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	Kept at registered office, Independent Professional Advice Policy	The Board collectively and each Director has the right to seek independent professional advice a Company's expense, up to specified limits, with the Chairman's approval, to assist them to carry out responsibilities.
<p><u>Recommendation 1.4</u> 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	Board Charter Website	Full details of the Board's and Company Secretary's roles and responsibilities are contained in the E Charter.
<p><u>Recommendation 1.5</u> A listed entity should:</p> <p>a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>b) disclose that policy or a summary of it; and</p> <p>c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance</p>	Yes	Diversity Policy Website	<p>The Company recognises and respects the value of diversity at all levels of the organisation. The Com is committed to setting measurable objectives for attracting and engaging women at the Board level, in s management and across the whole organisation.</p> <p>The Diversity Policy was re-adopted during the year and the Company set the following objectives fo employment of women:</p> <ul style="list-style-type: none"> <li>• to the Board – 25% by 2018</li> <li>• to senior management (including Company Secretary) – 25% by 2018</li> <li>• to the organisation as a whole – 25% by 2018</li> </ul> <p>As at the date of this report, the Company has the following proportion of women appointed:</p> <ul style="list-style-type: none"> <li>• to the Board – 0%</li> <li>• to senior management (including Company Secretary) – 50%</li> <li>• to the organisation as a whole – 20%</li> </ul>

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<p>with the entity’s diversity policy and its progress towards achieving them, and either:</p> <ol style="list-style-type: none"> <li>1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</li> <li>2) 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.</li> </ol>			<p>The Company recognises that the mineral exploration industry is intrinsically male dominated in many operational sectors and the pool of women with appropriate skills will be limited in some instances. Company recognises that diversity extends to matters of age, disability, ethnicity, marital/family status, religious/cultural background and sexual orientation. Where possible, the Company will seek to identify suitable candidates for positions from a diverse pool.</p>
<p><b><u>Recommendation 1.6:</u></b> A listed entity should:</p> <ol style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ol>	Yes	Board & Individuals Performance Evaluation Procedure Website	<p>It is the policy of the Board to conduct evaluation of its performance. The objective of this evaluation is to provide best practice corporate governance to the Company. During the financial year an evaluation of the performance of the Board and its members was formally carried out.</p>
<p><b><u>Recommendation 1.7:</u></b> A listed entity should:</p> <ol style="list-style-type: none"> <li>a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ol>	Yes	Board & Individuals Performance Evaluation Procedure Website	<p>It is the policy of the Board to conduct evaluation of individuals’ performance. The objective of this evaluation is to provide best practice corporate governance to the Company. During the financial year the Company employed a CEO and CFO. No other senior executives were employed.</p>
<p><b>Principle 2: Structure the board to add value</b></p>			

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<p><u>Recommendation 2.1</u> The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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>	No	Board, Independent Professional Advice Policy Website	<p>Due to the Company’s current size and stage of development, the Directors do not consider it appropriate to establish a Nomination Committee.</p> <p>The Directors understand the need to achieve a structured Board that adds value to the Company by ensuring an appropriate mix of skills are present in Directors on the Board at all times.</p> <p>The responsibilities of the Board of Directors includes devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individual nomination as Directors for review by the Board. The Board also oversees management succession planning including the Managing Director and his/her direct reports and evaluates their own performance and makes recommendations for the appointment and removal of Directors. Matters such as remuneration, expectations, the procedures for dealing with conflicts of interest and the availability of independent professional advice are clearly understood by all Directors, who are experienced public company Directors. The Board acts collectively and each Director has the right to seek independent professional advice at the Company’s expense, up to specified limits, with the Chairman’s approval, to assist them to carry out their responsibilities.</p>
<p><u>Recommendation 2.2</u> 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>	Yes	Website	<p>The Company has reviewed the skill set of its Board to determine where the skills lie and any relevant skills shortages. The Company is working towards filling these gaps through professional development initiatives as well as seeking to identify suitable Board candidates for positions from a diverse pool.</p>

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### Board skills matrix

	Chairman	Non-Executive Director	Non-Executive Director
Strategy	X	X	X
Communication	X	X	X
Fundraising	X	X	X
Mining Industry	X	X	
Risk	X	X	X
Governance	X	X	X
OH & S	X	X	
Environmental		X	
Accounting and Legal	X	X	

<p><u>Recommendation 2.3</u> 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, association 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, association 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>	Yes	Board Charter, Independence of Directors Assessment Website	<p>The Company recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer. An Independent Director:</p> <ol style="list-style-type: none"> <li>1. is a Non-Executive Director and;</li> <li>2. is not a substantial shareholder of the Company or an officer of, or otherwise associated director with, a substantial shareholder of the Company;</li> <li>3. within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;</li> <li>4. within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;</li> <li>5. is not a material supplier or customer of the Company or another group member, or an officer otherwise associated directly or indirectly with a material supplier or customer;</li> <li>6. has no material contractual relationship with the Company or other group member other than as a Director of the Company;</li> <li>7. has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and</li> <li>8. is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.</li> </ol> <p>Materiality for the purposes of points 1 to 8 above is determined on the basis of both quantitative and qualitative aspects with regard to the independence of Directors. An amount over 5% of the Company's expenditure or 25% of the particular Director's annual gross income is considered to be material. A period of more than six years as a Director would be considered material when assessing independence.</p> <ul style="list-style-type: none"> <li>• Paul Lloyd (appointed 4 October 2013) is a Non-Executive Director of the Company and does</li> </ul>
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			<p>the Company's criteria for independence.</p> <ul style="list-style-type: none"> <li>Malcom Day (appointed 2 July 2012) is a Non-Executive Director of the Company and shareholder and therefore does not meet the Company's criteria for independence. His experience and knowledge of the Company makes his contribution to the Board such that it is appropriate for him to remain on the Board and in his position as a Non-Executive Director.</li> <li>Antony Sage (appointed 9 September 2016) is a Non-Executive Chairman of the Company substantial shareholder and does not meet the Company's criteria for independence. His experience and knowledge of the Company makes his contribution to the Board such that it is appropriate for him to remain on the Board and in his position as a Non-Executive Chairman.</li> </ul>
<p><b>Recommendation 2.4</b> A majority of the board of a listed entity should be independent directors.</p>	No	Independence of Directors Assessment Website	The Board has a majority of Directors who are not independent. The Board are considering the appointment of additional independent Directors as the Company develops.
<p><b>Recommendation 2.5</b> 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>	No	Independence of Directors Assessment Website	The Chairperson is not an independent Director. The Board will consider the independence of the Chairman as the company develops and has access to greater resources with the view to obtaining an independent Chairman.
<p><b>Recommendation 2.6</b> A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	Yes	Director Induction Program, Ongoing Education Framework Website	<p>It is the policy of the Company that each new Director undergoes an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package and presentations. Information conveyed to new Directors include:</p> <ul style="list-style-type: none"> <li>details of the roles and responsibilities of a Director;</li> <li>formal policies on Director appointment as well as conduct and contribution expectations;</li> <li>a copy of the Corporate Governance Statement, Charters, Policies and Memos and</li> <li>a copy of the Constitution of the Company.</li> </ul> <p>In order to achieve continuing improvement in Board performance, all Directors are encouraged to undertake continual professional development. The Board has implemented an Ongoing Education Framework.</p>
<p><b>Principle 3: Act ethically and responsibly</b></p>			
<p><b>Recommendation 3.1</b> A listed entity should: a) have a code of conduct for its directors, senior executives and employees; and b) disclose that code or a summary of it.</p>	Yes	Code of Conduct Website	As part of its commitment to recognising the legitimate interests of stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate stakeholders. These stakeholders include employees, clients, customers, government authorities, creditors and the community as a whole.
<p><b>Principle 4: Safeguard integrity in corporate reporting</b></p>			
<p><b>Recommendation 4.1</b> The board of a listed entity should: (a) have an audit committee which:</p>	No	Board Website	The Board of Directors do not consider it appropriate to establish an Audit Committee given the Company's current size and stage of development. All the functions of an Audit Committee can be carried out by the Board of Directors.

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<p>a) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>1) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>2) the charter of the committee;</p> <p>3) the relevant qualifications and</p> <p>4) 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><u>Recommendation 4.2</u> 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 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>Kept at registered office</p>	<p>The Chairman provides a declaration to the Board in accordance with section 295A of the Corporation: for each financial report and assure the Board that such declaration is founded on a sound system of management and internal control and that the system is operating effectively in all material respect relation to financial reporting risks.</p>

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<p><u>Recommendation 4.3</u> A 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.</p>	Yes	AGM	The external auditor is invited to attend every AGM for the purpose of answering questions from security holders relevant to the audit.
<p><b>Principle 5: Make timely and balanced disclosure</b></p>			
<p><u>Recommendation 5.1</u> A listed entity should: a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and b) disclose that policy or a summary of it.</p>	Yes	Continuous Disclosure Policy Website	<p>The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with the Listing Rules the Company immediately notifies the ASX of information:</p> <ol style="list-style-type: none"> <li>1. concerning the Company that a reasonable person would expect to have a material effect on price or value of the Company's securities; and</li> <li>2. that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.</li> </ol>
<p><b>Principle 6: Respect the rights of security holders</b></p>			
<p><u>Recommendation 6.1</u> A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes	Website Disclosure Policy Website	<p>The Company's website includes the following:</p> <ul style="list-style-type: none"> <li>• Corporate Governance policies, procedures, charters, programs, assessments, codes and frameworks</li> <li>• Names and biographical details of each of its directors and senior executives</li> <li>• Constitution</li> <li>• Copies of annual, half yearly and quarterly reports</li> <li>• ASX announcements</li> <li>• Copies of notices of meetings of security holders</li> <li>• Overview of the Company's current business, structure and history</li> <li>• Contact details for the share registry</li> </ul>
<p><u>Recommendation 6.2</u> A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes	Shareholder Communication Policy, Social Media Policy Website	<p>The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:</p> <ul style="list-style-type: none"> <li>• communicating effectively with shareholders through releases to the market via ASX, information mailed to shareholders and the general meetings of the Company;</li> <li>• giving shareholders ready access to balanced and understandable information about the Company and corporate proposals;</li> <li>• requesting the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report of future Annual Reports.</li> </ul> <p>The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company.</p>

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<p><u>Recommendation 6.3</u> A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	Yes	Shareholder Communication Policy Website	The Company respects the rights of its shareholders and to facilitate the effective exercise of those right Company is committed to making it easy for shareholders to participate in shareholder meetings o Company. The Company also makes available a telephone number and email address for shareholde make enquiries of the Company.
<p><u>Recommendation 6.4</u> 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	Shareholder Communication Policy Website	Shareholders are regularly given the opportunity to receive communications electronically.
<b>Principle 7: Recognise and manage risk</b>			
<p><u>Recommendation 7.1</u> 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"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose:</li> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> <li>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</li> </ol> <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>	No	Risk Management Policy Website	The Board has not established a separate Risk Committee, and therefore it is not structured in accord with Recommendation 7.1. Given the current size and composition of the Board, the Board believes there would be no efficiencies gained by establishing a separate Risk Committee. Accordingly, the E performs the role of Risk Committee. Items that are usually required to be discussed by a Risk Commr are discussed at a separate meeting when required. When the Board convenes as the Risk Committ carries out those functions which are delegated to it in the Company's Risk Committee Charter. The E deals with any conflicts of interest that may occur when convening in the capacity of the Risk Committ ensuring that the Director with conflicting interests is not party to the relevant discussions. The Board whole did not meet as the Risk Committee during the year. Risk identification and risk manage discussions occurred at several Board meetings throughout the year. To assist the Board to fulfil its fun as the Risk Committee, the Company has adopted a Risk Management Policy.
<p><u>Recommendation 7.2</u> 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</p>	Yes	Risk Management Policy Website	<p>The Company's Risk Management Policy states that the Board as a whole is responsible for the oversig the Company's risk management and control framework. The objectives of the Company's Management Strategy are to:</p> <ul style="list-style-type: none"> <li>• identify risks to the Company;</li> <li>• balance risk to reward;</li> <li>• ensure regulatory compliance is achieved; and</li> <li>• ensure senior executives, the Board and investors understand the risk profile of the Company.</li> </ul> <p>The Board monitors risk through various arrangements including:</p>

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<p>b) disclose, in relation to each reporting period, whether such a review has taken place.</p>			<ul style="list-style-type: none"> <li>• regular Board meetings;</li> <li>• share price monitoring;</li> <li>• market monitoring; and</li> <li>• regular review of financial position and operations.</li> </ul> <p>The Company has developed a Risk Register in order to assist with the risk management of the Company. The Company's Risk Management Policy is considered a sound strategy for addressing and managing risk. During the year, management regularly reported to the Board on the following categories of risks affecting the Company as part of the Company's systems and processes for managing material business risks: operational, financial reporting, sovereignty and market-related risks.</p>
<p><u>Recommendation 7.3</u> 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 risk management and internal control processes.</p>	Yes	Board Website	<p>The Board performs the role of the Audit Committee. When the Board convenes it carries various functions which include overseeing the establishment and implementation by management of a system for identifying, assessing, monitoring and managing material risk throughout the Company, which includes the Company's internal compliance and control systems. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function, the expense of an independent internal auditor is not considered to be appropriate.</p>
<p><u>Recommendation 7.4</u> A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	Corporate Governance Statement	<p>The Company has considered its economic, environmental and social sustainability risks by way of internal review and has concluded that it is not subject to material economic, environmental and social sustainability risks.</p>
<p><b>Principle 8: Remunerate fairly and responsibly</b></p>			
<p><u>Recommendation 8.1</u> The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>1) has at least three members, a majority of whom are independent directors; and</li> <li>2) is chaired by an independent director, and disclose: <ol style="list-style-type: none"> <li>3) the charter of the committee;</li> <li>4) the members of the committee; and</li> </ol> </li> </ol>	No	Board, Independent Professional Advice Policy Website	<p>The role of a Remuneration Committee is carried out by the Board given the current size of the Company and its stage of development. The Board responsibilities include setting policies for senior officer remuneration, setting the terms and conditions of employment for the Managing Director (if applicable), reviewing the Company's incentive schemes and superannuation arrangements, reviewing the remuneration of both Executive and Non-Executive Directors, recommendations for remuneration by gender and making recommendations on any proposed changes and undertaking reviews of the Managing Director's performance, including, setting with the Managing Director (if applicable) goals and reviewing progress towards achieving those goals. The Board collectively and each Director has the right to seek independent professional advice at the Company's expense, up to specified limits, with Chairman's approval, to enable them to carry out their responsibilities.</p>

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<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>			
<p><u>Recommendation 8.2</u> 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	Remuneration Policy Website	Non-Executive Directors are to be paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive Directors. Managing Director (if applicable) remuneration is set by the Board with the executive director in question not present. Full details regarding the remuneration of Directors has been included in the Remuneration Report within the Annual Report.
<p><u>Recommendation 8.3</u> 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	Remuneration Policy Website	Executives and Non-Executive Directors are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.