



ASX Corporate Governance Statement of Atlantic Lithium Limited ACN 127 215 132

This Corporate Governance Statement (**CGS**) sets out Atlantic Lithium Limited's (**Atlantic** or the **Company**) compliance with the ASX Corporate Governance Council's Principles and Recommendations, 4th edition (the **Recommendations**).

The Company's Board is committed to a high standard of corporate governance practices, ensuring that the Company complies with the *Corporations Act 2001* (Cth), ASX Listing Rules, Company Constitution and other applicable laws and regulations.

The Company fully complies with most of the Recommendations. Where the Company's corporate governance practices depart from those set out in a Recommendation, after due consideration, the Board has offered full disclosure and reason for adoption of its own practice.

The Company is listed on ASX, AIM and GSE.

This CGS was approved by the Board of Atlantic Lithium Limited on 11 September 2025 and is effective as at 11 September 2025 and is in addition to the Company's Appendix 4G.

Principle		Compliance (Yes/No)	Disclosure
1.	Lay solid foundations for management and oversight	Yes	The Company has adopted a Board Charter, which sets out the respective roles and responsibilities of its board and management and those matters expressly reserved to the Board and those delegated to management.
1.1	A listed entity should have and disclose a board charter setting out: (1) the respective roles and responsibilities of its board and management; and (2) those matters expressly reserved to the board and those delegated to management.		A copy of the Company's Board Charter is available on the Company's website.
1.2	A listed entity should: (1) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (2) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	The Company has a Nomination and Remuneration Committee and has available on its website, the Charter of the Nomination and Remuneration Committee, the current members of which are: • Jonathan Henry (Chair of the Committee) • Neil Herbert; and • Kieran Daly. The Nomination and Remuneration Committee is responsible for identifying suitable candidates from diverse backgrounds for appointment to the Board, Management or senior executive positions and undertaking appropriate checks on candidates for Board or senior executive positions, including as to the person's character, experience, education, criminal history and bankruptcy. All information relevant to a decision to elect or re-elect a Director is provided to security holders in a notice of meeting pursuant to which a resolution to elect or re-elect a Director is to be voted upon. A full description of responsibilities is contained within Section 8 of the Charter.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has written agreements in place with each of its current directors and executives setting out the terms of their appointment.

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1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The responsibilities of the Company Secretary are set out in the Board Charter. The role of the Company Secretary is to support the effectiveness of the Board and the Committees. The Company Secretary is accountable directly to the Board in the performance of this role.
1.5	A listed entity should: (1) have and disclose a diversity policy; (2) through its board or committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (3) disclose in relation to each reporting period: (1) the measurable objectives for achieving gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either the respective proportions of men and women on the board, in senior executive positions and across the whole organization (including how the entity has defined "senior executive" for these purposes); or (4) 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.	No	The Board recognises the importance of diversity in the workplace. The Company has adopted a Diversity Policy. In accordance with this policy management will develop for approval by the Board, as appropriate, measurable objectives for achieving gender diversity. Due to the current small size of the Company's staff and the limited scope of its operations, the Company has not developed measurable objectives or made formal disclosures in accordance with Recommendation 1.5.

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1.6	A listed entity should: (1) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (2) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	No	The Board will continue to regularly review and monitor its composition and performance having regard to the evolving complexity of the Company's activities and operations and make changes as appropriate. The Board updated the Board skills matrix in the prior year and also undertook a self-assessment process to identify areas of expertise on the Board and additional areas that the Board could consider in relation to future appointments. No self-assessment process was conducted in the current year given the composition of the Board is largely unchanged from the prior year. As the Company moves towards development and operations the manner and frequency by which the performance and effectiveness of the Board and its committees is assessed will continue to be reviewed.
1.7	A listed entity should: (1) have and disclose a process for periodically evaluating the performance of its senior executives; and (2) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	The Company has a Nomination and Remuneration Committee and has available on its website, the Charter of the Nomination and Remuneration Committee, the current members of which are: • Jonathan Henry (Chair of the Committee) • Neil Herbert; and • Kieran Daly. The Nomination and Remuneration Committee reviews the performance of senior executives on at least an annual basis in conjunction with the recommendation of annual bonuses and any changes to remuneration. The Committee also determines and agrees with the Board the framework or broad policy for the remuneration of the Company's Chief Executive, the Chairman of the Company, the Company's executive directors, the Company Secretary and such other members of senior management as it is designated to consider.
2.	Structure the Board to add value	No	As noted above, the Company has a Nomination and Remuneration Committee.
2.1	The board of a listed entity should:		

	Principle	Compliance (Yes/No)	Disclosure
	(1) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (2) 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.		The Company discloses that it does not, at this time satisfy Principle 2.1. The Company presently has one independent director and accordingly the majority of the members of the Nomination and Remuneration Committee cannot be independent directors. The number of times the Committee met throughout the reporting period and the individual attendance of the Committee's members at the meetings is set out in the Company's annual report. The Company website provides a copy of the Charter of the Nomination and Remuneration Committee which lists out the duties of the committee members.
2.2	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.	Yes	Maintaining a balance of experience and skills is an important factor in the Company's Board composition. The Board is currently comprised of seasoned industry professionals with combined qualifications, skills, and experience. During the prior year the Board reviewed and updated the Company's board skills matrix to reflect the collective skills required as the Company moves from exploration to development and production.

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			The Company discloses the current board skills matrix in the Board Charter which is available on the Company website. The Board of Atlantic is mindful of the need to review its skills and capabilities as the Company continues to expand and grow its operations and will consider adding further relevant skills to the Board in due course via training and / or the appointment of additional Directors.
2.3	A listed entity should disclose: (1) the names of the directors considered by the board to be independent directors; (2) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (3) the length of service of each director.	Yes	The Company reports that Mr Jonathan Henry (appointed 19 December 2023) is considered to be an independent director. The Board considers that Mr Henry is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of his judgement and that Mr Henry is able to fulfil the role of independent Director for the purpose of the ASX Recommendations. The Company has in place, a Policy for assessing the independence of Directors. The Policy lists examples of interests, positions, associations, and relationships that might cause doubts about the independence of a Director. The Policy notes that on a case by case basis, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the Company and its security holders generally. The length of service of each director who was a director for the 2025 financial year is as follows: - Neil Herbert - appointed on 12 February 2015. - Keith Muller – appointed 31 May 2023. - Amanda Harsas - appointed on 11 March 2022.

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		- Kieran Daly - appointed on 9 April 2019. - Christelle van der Merwe - appointed on 30 November 2020. - Edward Koranteng – appointed on 15 May 2024 and resigned on 24 January 2024.
2.4 A majority of the board of a listed entity should be independent directors.	No	The Board does not consist of a majority of independent Directors. The Board of Atlantic consists of: - Neil Herbert – Non-Executive Chairman - Keith Muller – Chief Executive Officer (Executive Director) - Amanda Harsas - Finance Director and Company Secretary (Executive Director) - Jonathan Henry – Non-Executive Director - Kieran Daly - Non-Executive Director - Christelle van der Merwe - Non-Executive Director Jonathan Henry is considered to be an independent Director. The Board believe that the individuals on the Board can and do make quality and independent judgements in the best interests of the Company and other stakeholders notwithstanding that the majority are not independent directors in accordance with the criteria in the recommendations. The Board considers that its composition is appropriate to the Company's current size and operational structure, the Directors' experience and their collective knowledge of the Company's assets and non-compliance by the Company with this recommendation will not be detrimental to the Company or its Shareholders.

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			Given the imminent changes to the Company's operations as it moves from being an exploration company to a development company and ultimately to commercial production the Company will look to identify additional suitable candidates for appointment as independent directors.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Company discloses that it does not, at this time, align to Principle 2.5. Mr Neil Herbert was originally appointed as the Non-Executive Chairman of the Company and was later appointed to the role of Executive Chairman on 22 April 2022. His role changed again to Non-Executive Chairman on 1 July 2025. He is therefore not considered an independent director. Mr Herbert is not the current CEO or previous CEO of the Company.
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Nomination and Remuneration Committee is responsible implementing a program for inducting new Directors and providing appropriate professional development opportunities for Directors to develop and maintain the skill and knowledge required to perform their roles effectively. Additionally, the Company encourages and recommends each of its Directors' to attend relevant external seminars, conferences and educational programs for expanding their knowledge base and professional skills. Where practical, Directors are also encouraged to attend international resource conferences where the Company has a presence or is presenting. In this way Directors are available to meet with any shareholders, potential investors, business partners, governmental officials, other industry participants and follow any relevant regulatory, technological and / or commercial developments.
3.	Instil a culture of acting lawfully, ethically and responsibly	Yes	The Company's Code of Conduct sets out the standard which the Board, management and employees of Atlantic are encouraged to comply with when dealing with each other, shareholders, and the broader community.
3.1	A listed entity should articulate and disclose its values;		

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			Via the Code of Conduct, the Company advocates the following principles be adopted and followed by all of its personnel: (a) to conduct business with honesty, integrity, and fairness; and (b) to comply with all relevant laws and regulations applicable to it.
3.2	A listed entity should: (1) Have and disclose a code of conduct for its directors, senior executives and employees; and (2) ensure that the board or a committee of the board is informed of any material breaches of that code	Yes	The Company's Code of Conduct is contained within its Board Charter Corporate Governance Policy and is available on its website. The Company's Code of Conduct applies to all members of the Board, management and employees of Atlantic. Any breach of compliance with the Code is to be reported to the Chief Executive Officer, Managing Director or Chairperson, as appropriate.
3.3	A listed entity should: (1) have and disclose a whistleblower policy; and (2) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has a Whistleblower Policy available on its website. Any material incidents reported under the Policy are reported to the Board.
3.4	A listed entity should: (1) have and disclose an anti-bribery and corruption policy; and (2) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	The Company has an Anti-bribery and Corruption Policy available on its website. Any material incidents reported under the Policy are reported to the Board as soon as possible. The Policy applies to all members of the Company Group and covers all laws relevant to countering bribery and corruption in all jurisdictions in which the Company Group operates.
4.	Safeguard integrity in financial reporting	No	The Company discloses that it does not, at this time, align to Principle 4.1. As there is presently one independent director not all directors of the Audit & Risk Committee can be independent directors.
4.1	The board of a listed entity should: (1) have an audit committee which: (1) has at least three members, all of		The Charter of the Audit and Risk Committee does however stipulate that the members of

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	whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not chair of the board, and disclose: (3) the charter of the committee (4) the relevant qualifications and experience of the members of the committee; and (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 (2) If it does not have an audit committee, disclose the fact that 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.		the committee should ideally, so far as is practicable given the size and the nature of the operations of the Company, comprise of non-executive directors who are a majority independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgement. The committee comprises: (a) Kieran Daly (Chairman of the Committee) (b) Neil Herbert; and (c) Jonathan Henry. The Audit and Risk Committee is Chaired by Mr Kieran Daly. The Charter of the Audit and Risk Committee is available on the Company Website. The relevant qualifications and experience of the members of the committee are disclosed on the Company website. The number of times the Committee met throughout the reporting period and the individual attendance of the Committee's members at the meetings is set out in the Company's annual report.
4.2	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	Yes	The Board relies on Management accountability for the Company's financial statements and reports for a financial period and requires the CEO/CFO/Company Secretary to provide declarations that in their opinion, the financial records and reports have been properly maintained and presented and comply with appropriate accounting standards, giving a true and fair view, in all material respects of the financial

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	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.		position and performance of the Company and its entities.
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	As per the Audit and Risk Committee Charter, the Audit Committee's functions include ensuring that any periodic corporate reports that are not audited are materially accurate, balanced and provide investors with appropriate information to make informed investment decisions.
5.	Make timely and balanced disclosure	Yes	The Company has an Ethics and Continuous Disclosure Policy that outlines the processes to be followed by the Company to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its communications to the market. The Continuous Disclosure Policy is available on the Company's website.
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.		
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Under the Company's Ethics and Continuous Disclosure Policy, the Chairperson, Managing Director or CEO and Company Secretary are responsible for overseeing the continuous disclosure process to ensure timely and balanced disclosures and that the Company has an effective process for communicating with shareholders, other stakeholders and the public. The Company ensures that its board receives copies of all material market announcements promptly after they have been made.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company will release a copy of presentation materials on the ASX Market Announcements Platform prior to giving a new and substantive investor or analyst presentation.
6.	Respect the rights of security holders	Yes	Information about the Company and its operations is available on the Company website. Information about the Company's corporate governance (including links to the Company's corporate governance policies
6.1	A listed entity should provide information about itself and its governance to investors via its		

Principle		Compliance (Yes/No)	Disclosure
website.			and charters) can be accessed from the Company website.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company has undertaken a number of beneficial shareholder searches in order to understand the make-up of its register for communication and engagement purposes. The Company engages with its shareholder base (and other interested parties) via social media, attending investor conferences and regular reporting. The Company has a Corporate Ethics and Continuous Disclosure Policy that outlines the processes followed by the Company to ensure communication with shareholders and the investment community is effective, consistent and adheres to the principles of continuous disclosure. The Corporate Ethics and Continuous Disclosure Policy is available on the Company Website.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholders are encouraged to participate at all annual general meetings (AGM) and other general meetings of the Company. Shareholders are given the option to attend, appoint a proxy to attend or record their votes in a proxy form sent to the Company Secretary. The Company uses its AGM as an opportunity to further engage with its shareholders and seek their input on the management of the Company. The Company will undertake a number of steps to seek to maximise shareholders' ability to participate in the AGM process by: a) making Directors, members of Management and the external auditor available at the AGM; b) allowing shareholders in attendance at the AGM a reasonable opportunity to ask questions regarding the items of business, including questions to the external auditor regarding the conduct of the audit and the preparation and content of the auditor's report; and c) providing shareholders who are unable to attend the AGM with an opportunity

Principle		Compliance (Yes/No)	Disclosure
			to submit questions in advance of the AGM.
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company's Constitution provides flexibility for substantive resolutions to be decided by a poll. It states that every question to be decided by any Meeting shall be decided by a majority on a show of hands by persons present who are Members, or proxies or attorneys or Corporate Representatives entitled to act pursuant to this Constitution, unless immediately on the declaration of the result of the show of hands a poll be directed by the Chairman of the Meeting. The Company considers that these requirements adequately protect the interests of shareholders.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company is committed to maintaining its website with general information about the Company and its operations and information specifically targeted at keeping the Company's Shareholders informed about the Company. The Company gives Shareholders the option to receive communications from, and send communications to, the Company and its Share Registry electronically.
7.	Recognise and manage risk	No	The Company discloses that it does not, at this time, align to Principle 7.1. There is presently one independent director and accordingly the majority of the members of the Audit and Risk Committee cannot be independent directors. The Company's Audit and Risk Committee consists of three members, all of whom whom are non-executive Directors. The committee comprises: (a) Mr Kieran Daly – Non-Executive Director (Chairman of the Committee); (b) Mr Neil Herbert – Non-Executive Chairman; and
7.1	The board of a listed entity should: (1) Have a committee or committees to oversee risk, each of which: (1) Has at least three members, a majority of whom are independent directors; and (2) Is chaired by an independent director, and disclose: (3) The charter of the committee; (4) The members of the committee; and (5) As at the end of each reporting period, the number of times the		

	Principle	Compliance (Yes/No)	Disclosure
	committee met throughout the period and the individual attendances of the members at those meetings; or (2) 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.		(c) Mr Jonathan Henry – Independent Non-Executive Director. The Charter of the Audit Committee is available on the Company Website. The relevant qualifications and experience of the members of the committee are disclosed on the Company website. The number of times the Committee met throughout the reporting period and the individual attendance of the Committee's members at the meetings is set out in the Company's annual report.
7.2	The board or a committee of the board should: (1) 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 (2) Disclose, in relation to each reporting period, whether such a review has taken place.	Yes	The Board and the Company's management adopt a conservative approach to the management of the risks facing the Company, having regard to the present size and scale of its operations. The Company's Audit and Risk Committee is responsible for reviewing the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Company's Audit and Risk Committee is also responsible for ensuring the development and maintenance of an appropriate risk management policy framework that will provide guidance to Management in implementing appropriate risk management practices throughout the Company's operations, practices and systems and overseeing this framework.
7.3	A listed entity should disclose: (1) If it has an internal audit function, how the function is structured and what role it performs; or (2) 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	Yes	Given its current size and operational structure the Company does not have an internal audit function. The Company's Audit and Risk Committee is responsible for monitoring and reviewing the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system.

Principle		Compliance (Yes/No)	Disclosure
processes.			
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company has adopted an Environmental, Social and Governance or “ESG” Policy. The Company is committed to managing its impact on the environment and its resources, as well as developing and maintaining strong relationships with the communities in which it operates. Atlantic recognises that all of the Company’s stakeholders, inclusive of its employees, local communities and others, have a right to expect the Company commit to delivering on its ESG responsibilities. Accordingly, the Company has set out in its ESG policies the environmental, social and governance responsibilities which it will strive to achieve.
8.	Remunerate fairly and responsibly	No	The Company discloses that it does not, at this time, align to Principle 8.1. There is presently one independent director and accordingly the majority of on the members of the Nomination and Remuneration Committee cannot be independent directors.
8.1	The board of a listed entity should: (1) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (2) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and		The Company’s Nomination and Remuneration committee consists of: • Jonathan Henry (Chair of the Committee) • Neil Herbert; and • Kieran Daly. The number of times the Committee met throughout the reporting period and the individual attendance of the Committee’s members at the meetings is set out in the Company’s annual report. The Company website provides a copy of the Charter of the Nomination and Remuneration Committee which lists out the duties of the committee members.

	Principle	Compliance (Yes/No)	Disclosure
	composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company's Nomination and Remuneration Policy sets out the process for remuneration of non-executive directors and the remuneration of executive directors and other senior executives.
8.3	A listed entity which has an equity-based remuneration scheme should: (1) 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 (2) disclose that policy or a summary of it.	Yes	The Company has a Rights Plan and an Employee Share and Option Plan pursuant to which employees, including executives, have been issued performance rights and options respectively. The Board has adopted a Trading Policy that governs whether a transaction is permitted by any Director or executive.