



ASX: CXO

Corporate Governance Statement 2024

Corporate Governance Statement

About this Statement

Our corporate governance framework, policies and practices, as described in this Corporate Governance Statement, are designed to deliver our strategy and enable us to effectively manage risks and assure compliance. We are committed to doing business in accordance with high standards of corporate governance expected by our shareholders, communities, and wider society, and promote stakeholder confidence and trust.

In an environment of rising expectations about the role of companies in society, we understand the need to consider our strategy through an informed view of evolving societal trends and values. The Board has adopted a system of internal controls, a risk management framework and corporate governance policies, standards and practices, which are designed to support and promote the responsible management and conduct of Core's business.

This Corporate Governance Statement describes Core's key corporate governance policies and practices during the FY24 reporting period through to the date of this report. The work of our Board and its Committees in FY24, as discussed in the following pages, reflects our continued oversight of the integration of environmental, social and governance considerations into our strategic discussions, business decisions, risk management and governance framework.

Our governance practices are aligned with the recommendations of the ASX Corporate Governance Council's Principles and Recommendations (ASX Principles and Recommendations) available at: www.asx.com.au

Further information about Core's key governance practices and governance materials including our charters, policies and standards, are available on the Corporate Governance section of our website at: www.corelithium.com.au/about/corporate-governance

References in this statement to "reporting period" are to the financial year ended 30 June 2024.

This Corporate Governance Statement is current as at 27 September 2024 and has been approved by the Board.

Highlights

42%

Female

Total workforce gender balance during the year

29%

Female

Total workforce gender balance at 30 June 2024

93%

Directors' board meeting attendance

100%

Director independence

Company overview

Core Lithium is an Australian hard-rock lithium company that owns the Finnis Lithium Operation on the Cox Peninsula, south-west and 88km by sealed road from the Darwin Port, Northern Territory with a diverse commodity portfolio of exploration tenements. Core's mission is to create long term shareholder value through mining projects and minerals exploration, by leveraging the company's strategically located processing and mining infrastructure underpinned by strong environmental, safety, and social standards.

DARWIN ●
Finniss Lithium Operation ●

The Core Lithium Board

A highly credentialed Board with a diversity of background, skills and perspectives is essential to create an environment that enables effective support and delivery of good governance.

Core aspires to have a Board comprised of individuals appointed on merit, with diverse experience and expertise, and continues to consider the expansion of skills and diversity of its membership, as and where appropriate.

All members of Core's Board qualify as "independent" for the purpose of ASX Recommendation 2.3 and are independent of management and free of any business or other relationship which could materially interfere, or could reasonably be perceived to interfere materially with, the Director's independent exercise of their judgement.

As the business develops, changes to and/or further appointments to the Board may be warranted and the Board will consider the need to appoint additional independent directors.

The experience of the Directors is included in their biographies in the Directors' Report section of Core's FY24 Annual Report as well as on the Board and Our Leadership page on the Company website.



Greg English

Non-Executive Chair

Mr English has served as Core Lithium's Chair since 10 September 2010. He is an independent director who is not and has not previously held the role of Managing Director or CEO of the Company.



Malcolm McComas

Non-Executive Director

Mr McComas has been a Non-Executive Director at Core Lithium since 17 October 2019. He is an independent director and chair of the Audit Committee and Risk & Sustainability Committee.



Heath Hellewell

Non-Executive Director

Mr Hellewell has been a Non-Executive Director at Core Lithium since 15 September 2014. He is an independent director and chair of the Nomination and Remuneration Committee.

Our management and oversight foundations

Corporate Governance Statement

The role of the Core Lithium Board is to maintain and build Core's capacity to deliver sustainable total shareholder return in a manner consistent with its values.

Key responsibilities

The full roles and responsibilities are set out in the Board Charter and include:

- Oversight of control and accountability systems designed to ensure appropriate health, safety, environment and community obligations and standards are met
- Appointing and removing executive management and, determining their terms and conditions of engagement including the remuneration framework
- Monitoring and assessing management's development, implementing strategies, business plans, budgets and objectives, and ensuring sufficient resources are available for those purposes
- Ensuring systems are in place to facilitate the effective management of the principal risks to the Company
- Ensuring adequate reporting systems and internal controls (both financial and operational), codes of conduct and legal compliance systems are in place, and monitoring them
- Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures
- Protecting the Company's financial position and its ability to meet its debts and other obligations
- Ensuring that the Company's accounts comply with relevant accounting standards and present a true and fair view
- Approving business plans and budgets and monitoring performance against them
- Approving and monitoring the progress of capital expenditure, capital management and material acquisitions and divestments
- Overseeing the continuous disclosure process to ensure timely and balanced disclosures and ensuring that the Company has an effective process for communicating with shareholders, other stakeholders and the public
- Approving and monitoring financial and other reporting
- Annually assessing the independence of Directors (having regard to the ASX Corporate Governance Principles and Recommendations with respect to independence)
- Approving the issue of shares or other securities in Core
- Monitoring the effectiveness of governance practices generally

Responsibilities expressly reserved to the Core Lithium Board along with the broader role of the Board are set out in our Board Charter which can be viewed on the Core Lithium website.



The Board Chair

During the reporting period, the Board was chaired by Greg English – an independent director who is not and has not previously held the role of Managing Director or CEO of the Company.

The role of the Chair is set out in the Board Charter and includes:

- Approving the agenda of matters to be considered by the Board and convening Board meetings as necessary or appropriate
- Managing the conduct, frequency and length of Board meetings so as to ensure that the Board maintains an in-depth understanding of Core's performance and the opportunities and strategic issues it faces
- Facilitating constructive and respectful communications between Directors and between the Board and management
- Annually implementing a review of the performance of the Board as a whole

Election and appointment/reappointment of Board members

Core Lithium has an established protocol to verify a potential Board member's character, including relevant experience, education, criminal record and bankruptcy history.

Before the appointment of a person as a senior executive, and before putting forward a candidate for election as a Director to shareholders, the Company undertakes a series of checks it believes are appropriate and necessary to inform its decision, and endeavours to provide shareholders with all of the relevant material information in its possession that informed its decision on the election/re-election of a Director.

In line with Core Lithium's policies and practices, the Company has and will continue to undertake relevant and appropriate checks to ensure the character, experience, education, and financial and criminal record of all future Board members are suited to its aims and purposes.

Directors' induction and professional development

All new Directors are provided with an induction including meetings with the Chief Executive Officer and senior executives/management as appropriate and provided with appropriate information including Company and Board policies and other material documents.

All Directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education and, if this involves industry seminars and approved education courses, where appropriate, this is paid for by the Company.

Individual, written agreements with directors and senior executives

Each Director and senior executive at Core Lithium has entered an individual written agreement with the Company that sets out the key terms and conditions of their appointment including their duties, rights and responsibilities.



Board committees

Corporate Governance Statement

Appointments

During the reporting period, Core Lithium did not appoint any Non-Executive Directors.

During the reporting period, Paul Brown was appointed as the Company's CEO, commencing on 4 June 2024. James Virgo was appointed as the Company's CFO, commencing on 24 June 2024. The executive appointments follow a restructure of Core's business operations following a strategic review undertaken during the year.

Company Secretary

During the reporting period, Jarek Kopias served as Company Secretary. Mr Kopias has served as Company Secretary since 2011.

The Company Secretary advises, is accountable, and has a direct line of reporting to the Company Chair. The Company Secretary supports the Chair, the Board and its committees to manage the Company's day-to-day governance, assist the Board through monitoring and ensuring applicable policies, procedures and charters are followed, and to coordinate timely completion and dissemination of Board agendas and papers.

The Company Secretary also assists with all matters related to the proper functioning of the Board - including advising on governance matters and assisting with induction and professional development of Directors.

Audit Committee

Core Lithium's Audit Committee is comprised of its three Non-Executive Directors. The committee is chaired by independent Non-Executive Director , Malcolm McComas, who is not the Board's Chair.

The Audit Committee was previously constituted as the Company's Audit & Risk Committee and was established as the Audit Committee following formation of the Risk and Sustainability Committee during the year.

Audit Committee

Number of meetings: 4

Individual Director attendance	
Heath Hellewell	4 of 4
Greg English	4 of 4
Malcolm McComas	4 of 4
Andrea Hall	4 of 4

Roles and responsibilities of the Audit Committee include:

- Assisting the Board in its oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements and corporate policies and controls, the process for the external auditor's selection, retention, qualifications, objectivity and independence
- Assisting the Board by reviewing the financial information that will be provided to the shareholders and others, the systems of internal controls that management and the Board have established, and the audit process

Nomination and Remuneration Committee

The Board's Nomination and Remuneration Committee is chaired by independent Non-Executive Director Heath Hellewell and is comprised of the Board's other independent Non-Executive Directors.

Nomination and Remuneration Committee

Number of meetings: 2

Individual Director attendance	
Heath Hellewell	2 of 2
Greg English	2 of 2
Malcolm McComas	2 of 2
Andrea Hall	2 of 2

The Committee carries out reviews to determine appropriate remuneration levels across the Company. The Committee seeks to retain professional services as it requires, at reasonable market rates, and seeks external advice and market comparisons where necessary.

The Company's policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives is set out in the Remuneration Report contained in the 2024 Annual Report.

The Company has an equity-based remuneration scheme. The Company's Securities Trading Policy provides that participants in the scheme must not enter into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested equity interest.

Risk and Sustainability Committee

The Risk and Sustainability Committee was chaired by independent Non-Executive Director Andrea Hall until her departure from the Board and is now chaired by independent Non-Executive Director Malcolm McComas and is comprised of the board's other independent Non-Executive Directors. The committee was established during the reporting period.

Risk and Sustainability Committee

Number of meetings: 1

Individual Director attendance	
Heath Hellewell	1 of 1
Greg English	1 of 1
Malcolm McComas	1 of 1
Andrea Hall	1 of 1



Board, committee and individual director performance

Corporate Governance Statement

Core Lithium is committed to the responsible evaluation of the Board's, its committees and individual director's performance.

Annual self-assessment evaluations are conducted and managed by the Company Secretary at the direction of the Chair.

From time to time, and as deemed necessary, the Company, at the direction of the Chair, may undertake to have its performance evaluation process facilitated externally by an appropriately qualified service provider.

The review of the Board's performance also addresses the ability for Directors to access continuing education to update and enhance their skills and knowledge as they relate to the Company's strategy and objectives.

During the reporting period the Board undertook an evaluation of its membership, developed a new skills matrix. The Directors continue to assess Board composition and may recruit additional independent Non-Executive Directors as appropriate.

Assessing senior executive performance

The Board recognises the need for flexibility in defining performance objectives to reflect the current status of the Company as a lithium developer and explorer. Where appropriate, the Board sets performance benchmarks and assesses the achievement of individual performance objectives.

The Chief Executive Officer reviews the performance of the senior executives on a regular basis, and at least once annually, to assess criteria such as achievement and performance towards the Company's objectives.

The right skillset and experience
The Board regularly evaluates the mix of skills, experience and diversity at the Board level. Core Lithium established a new skills matrix in FY23 to assess the demonstrable skills and experience of the directors across several criteria deemed relevant to their position on the board.

1 Knowledgeable

A Director has knowledge and an understanding of the area, and as part of their Non-Executive and/or current or past Executive roles has experience delivering objectives.

2 Skilled

A Director has expertise and knowledge in the area with some level of responsibility and oversight in the area as part of their current or past executive roles.

3 Highly skilled

A Director has deep expertise and knowledge in the area and has a track record of successfully delivering objectives in the area as part of their current or past executive roles with full responsibility and oversight.

Skills and Experience	Includes		
Leadership and Governance			
Board of Director Experience	Held a non-executive director role in a listed and/or medium-sized complex organisation.	3	
Leadership	Held a senior executive role in a large/medium sized complex organisation.	3	
Governance, Legal and Regulatory	Experience in governance of listed and/or mining organisations, legal and regulatory compliance, and stakeholder management.	3	
Industry			
Mining and resources	Experience in managing exploration, development and operations (including underground mining and/or capital projects) in the mining and resources industry or professional qualifications in geology, metallurgy, mining and/or engineering.	2	1
Capital projects	Experience in delivering both greenfields and brownfields capital projects.	2	1
Marketing/Commodity	Experience in marketing, commercial management, markets and commercial relationships.	2	1
Commercial Capability			
Corporate Strategy	Experience in executing strategic business outcomes.	3	
Corporate Development	Experience in business development, investment decisions and corporate transactions.	3	
Transformation	Personal capabilities in managing organisations through change and periods of challenge. This includes experience in constructive challenge to new ideas and coaching executives to achieve more ambitious outcomes (aligned to the corporate strategy or corporate goals). Experience in designing and embedding enterprise systems of work and new operating models.	3	
Risk Management	Experience in identifying, assessing and managing systemic, existing and emerging financial and non-financial risks, and understanding, implementing and overseeing risk management frameworks and controls.	1	2
Finance			
Financial Acumen/Capital Management	Proficiency in financial accounting and reporting, corporate finance and capital management/markets, internal controls, treasury and associated risk management and understanding the key financial drivers of the business.	1	2
Accounting and Audit	Professional qualifications in accounting and finance disciplines and/or experience in overseeing a corporate finance function.	1	2
People and Culture			
People and Remuneration	Experience in overseeing people management, workplace culture and remuneration frameworks.	3	
Health and Safety	Experience in complex workplace health and safety (physical, mental and psycho-social) risks and management.	1	2
Sustainability			
Social Responsibility	Experience in managing the social impact of the business on communities, including local communities, traditional owners and pastoralists.	3	
Environmental and Climate Change	Experience in managing the environmental impacts of the business and climate change threats and opportunities, including low-carbon transition.	3	

A culture underpinned by lawful, ethical and responsible action

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Sustainable and responsible business practices are an important long-term driver of performance and shareholder value. The Company has in place an ongoing review of its safety and environmental risks and reports on this aspect to the Board on a monthly basis.

Core purpose

To be a safe, responsible miner and operator, and long-term partner of the communities in which we operate.

Core vision

Core Lithium's vision is to become a leading Australian hard rock lithium miner and producer, delivering long-term shareholder value through the production and sale of spodumene concentrate needed for the global decarbonisation effort.

Core values

People

Our people are our greatest asset.

Safety

The safety and health of our people, the environment and community come first.

Community

We are proud members of the communities in which we operate.

Integrity

We are committed to acting with integrity, transparency and the responsible treatment of employees.

Partnership

We are committed to fair dealing with partners and contractors, and positive interaction with the community

Core Lithium's Code of Conduct sets out the standards of behaviour expected of all its employees, directors, officers, contractors and consultants.

Core Lithium has a Whistleblower Policy. Any material incidents reported under that policy are reported to the board.

Core Lithium has an Anti-bribery and Corruption Policy. Any material incidents reported under that policy are reported to the Board.

The Directors continue to assess Board composition and may recruit additional independent Non-Executive Directors as appropriate.



Inclusion and Diversity

Corporate Governance Statement

Core Lithium believes that decision-making is enhanced through diversity and supports and encourages diversity at all levels of the organisation. The Company values diversity and difference and prioritises acting without prejudice and treatment of all people with fairness and respect.

Achieving a workplace where people can bring different ideas and perspectives to solve business challenges is fundamental to Core Lithium's ability to perform at its best and deliver on commitments to shareholder value.

Gender diversity

Core Lithium strives to provide the best possible opportunities for current and prospective employees of all backgrounds, across all levels of the business, and in a way that reflects the values, principles and spirit of our Diversity Policy while contributing to overall shareholder value.

The Board reviews, at least annually, the relative proportion of women and men appointed or employed within the Company group against key metrics, and has set, measurable gender diversity objectives aligned with Core Lithium's size and status as lithium developer and explorer.

Gender diversity report – total roles during the year

	Total positions	Held by women
Board	4	1
Senior executives	9	2
Other employees	105	46
Total organisation	118	49

Gender diversity report – at 30 June 2024

	Total positions	Held by women
Board	3	0
Senior executives	4	0
Other employees	31	11
Total organisation	38	11

Objective 1

25%

Minimum female Board representation at all times by 30 June 2025 – at least one of four directors.

FY24 female board representation: 25% for part of the year and 0% at 30 June 2024 following resignation of Non-Executive Director Andrea Hall.

Objective 2

20%

Minimum female representation across total workforce by 30 June 2025

FY24 female workforce: 42% during the year and 29% at 30 June 2024.

Shareholder communications

Corporate Governance Statement

Timely and balanced disclosure

The Company uses the facility in ASX Online to automatically disseminate all lodged announcements.

The Company ensures that investor presentations are released on the ASX Market Announcements Platform ahead of each market presentation.

Core Lithium's Continuous Disclosure and Communications Policy outlines the processes it follows to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its communications to the market.

Integrity of financial reports

Before approving financial statements for a financial period, the CEO and CFO must declare to the Board that, in their opinion, financial records have been properly maintained, and that statements comply with accounting standards and give a true and fair view of the Company's financial position and performance.

Any periodic corporate report released to the market by the Company that is not reviewed or audited by an external auditor undergoes a review by the Company's CFO.

Communicating with shareholders

The Investor Centre on Core Lithium's website www.corelithium.com.au is the primary way in which the Company communicates rapidly with shareholders, and the source of meaningful current information.

The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically, as provided for in the Company's Shareholder Communications Policy.

Core Lithium encourages shareholders to communicate with the Company via email.

The Continuous Disclosure and Communication Policy also sets out the Company's policies and processes in order to facilitate and encourage participation at meetings of security holders.

- The Company encourages shareholders to cast their proxies prior to a General Meeting if they are unable to attend the meeting
- The Company ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands
- The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically, as provided for in the Company's Shareholder Communications Policy

The Continuous Disclosure and Communication Policy sets out the policies and processes the Company has in place to facilitate and encourage participation at meetings of security holders. The Company encourages shareholders to cast their proxies prior to a General Meeting if they are unable to attend the meeting.

The Continuous Disclosure and Communications Policy 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.

Taking and managing risks are central to any successful business building shareholder value.

Core Lithium undertakes mineral exploration, development and production activities and, as such, faces risks inherent to its business, including economic, environmental and social sustainability risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term.

Core is committed to understanding and managing risk and establishing an organisational culture that ensures risk management is included in all activities, decision making and business processes.

The Board is responsible for the identification of significant areas of business risk, and for implementing procedures to assess, monitor and manage such risks.

The Board's policies regarding the establishment and maintenance of appropriate ethical standards were developed to:

- Ensure compliance in legal, statutory and ethical matters
- Monitor the business environment, identify potential opportunities and risk areas therein
- Monitor systems established to ensure prompt and appropriate responses to Stakeholder complaints and/or enquiries

In the previous reporting period, the Company commenced production at the Finnis Lithium Operation and established risk management processes appropriate for the business's transition from developer to miner and producer. The Board addresses individual risks as required on an ongoing basis.

Due to its size and current status as a lithium developer and explorer, the Company does not have a formal internal risk audit function. However, the Board meets on a regular basis and reviews and monitors the parameters under which such risks will be managed.

The Company's Risk Management Policy sets the framework for risk management and review of the risk management framework, and the Company has in place an ongoing review of its safety and environmental risks and reports on this aspect to the Board monthly.

The ongoing mitigation and management of key business risks is addressed by the Board as a whole.

Operational, financial, legal, compliance, strategic and reputational risks continue to be managed primarily by the CEO and the CFO as a part of the day-to-day management of the Company's affairs. Where appropriate, these risks are managed with the support of relevant external professional advisers.



