



CORPORATE GOVERNANCE STATEMENT 2023

The Board of Battery Minerals Limited ("Board") is committed to ensuring that the Company's obligations and responsibilities to its various stakeholders are fulfilled through its corporate governance practices. The directors of the Company ("Directors", being either "Non-Executive Directors" or Executive Directors") undertake to perform their duties with honesty, integrity, care and due diligence, to act in good faith in the best interests of the Company in a manner that reflects the highest standards of corporate governance.

The 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.

In March 2022, the Board considered and approved amendments to the Company's Corporate Governance Plan in line with the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations, being the latest edition published by the ASX Corporate Governance Council and best practice. The updated Corporate Governance Plan has been up on the Company's website since March 2022.

Corporate Governance Compliance

The Company has followed the 4th edition of the ASX Corporate Governance Council's Principles and Recommendations ("Principles and Recommendations") where the Board has considered the recommendations to be an appropriate benchmark for its corporate governance practices.

Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for adoption of its own practice, in compliance with the "if not, why not" regime.

This statement was approved by the Board on 28 March 2023.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
Principle 1:	Lay solid foundations for management and oversight		
1.1	A listed entity should have and disclose a board charter setting out: a) the respective roles and responsibilities of its board and management; and b) those matters expressly reserved to the board and those delegated to management.	Y	The Board Charter details the functions and responsibilities of the Board and management, including matters reserved for the Board. The Board Charter is included in the Corporate Governance Plan on the Company's website.
1.2	A listed entity should: a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	Y	The full Board undertakes the duties that fall to the nomination committee under the Company's Nomination Committee Charter, which is included in the Corporate Governance Plan on the Company's website. The role of the Nomination Committee is to identify and recommend candidates to fill casual vacancies and to determine the appropriateness of director nominees for election to the Board. The Nomination Committee Charter requires the Board to make appropriate background checks prior to recommending a candidate for election or re-election as a director. The Board must identify and recommend candidates only after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after an assessment of how the candidate can contribute to the strategic direction of the Company All material information relevant to whether or not to elect or re-elect a director is provided to the Company's shareholders as part of the Notice of Meeting and explanatory memorandum for the relevant meeting of shareholders which addresses the election or re-election of a director.
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Y	The Remuneration Committee Charter, which is included in the Corporate Governance Plan on the Company's website, requires the Company to have a written agreement with each Director and senior executive setting out the terms of their engagement. Each Non-Executive Director has signed a letter of appointment. Each Executive Director has signed an executive service agreement.
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.	Y	The Company Secretary is accountable to the Board, through the Chairman, on all governance matters and reports directly to the Chairman as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. Details are contained in the Board Charter which is included in the Corporate Governance Plan on the Company's website.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	N	The Company has adopted a Diversity Policy which is included in the Corporate Governance Plan on the Company's website. The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. The Company does not think that it is appropriate to state measurable objectives for achieving gender diversity due to its size and stage of development. The proportion of women in the whole organisation is ~50% (excluding directors). There is currently two woman in senior executive positions. There are currently no women on the Board. The Company was not in the S&P / ASX 300 Index at the commencement of the reporting period.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
1.6	A listed entity should: a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Y	The Board Charter, which is included in the Corporate Governance Plan on the Company's website, details the process for evaluating the Board, its Committees and individual Directors. The assessment process which may be used by the Board is that each director completes a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board and its members. An independent third-party consultant may be used to facilitate the assessment. Board performance review was conducted in February 2023.
1.7	A listed entity should: a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Y Y	Formal performance evaluation of staff members is undertaken by the Managing Director/Executive Chairman on an annual basis. Staff performance reviews were undertaken in the 2022 calendar year. Some senior executives of the Company are Board members, with performance evaluation procedures noted in section 1.6 above.
Principle 2:	Structure the board to add value		
2.1	The board of a listed entity should: a) Have a nomination committee which: - Has at least three members, a majority of whom are independent directors; and - Is chaired by an independent director, And disclose: - The charter of the committee; - The members of the committee; and - 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 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.	N Y	The Company does not currently have a nomination committee. The Board has decided that no efficiencies will be achieved by establishing a separate nomination committee. The Board carries out the duties that would otherwise be undertaken by the nomination committee, in accordance with the Nomination Committee Charter, which is included in the Corporate Governance Plan on the Company's website. The Board intends to reconsider the requirement for, and benefits of, a separate nomination committee as the Company's operations grow and evolve. As a matter of practice, potential candidates for the office of Director are assessed to ensure they possess the relevant skills, experience, personal attributes and capability to devote the necessary time and commitment to the role in order to discharge duties both responsibly and effectively.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure																				
2.2	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.	Y	Refer Appendix A – skills matrix.																				
2.3	A listed entity should disclose: a) The names of the directors considered by the board to be independent; b) If a director has an interest, position, association or relationship of the type described in Box 2.3 (Factors relevant to addressing the independence of a director) 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 c) The length of service of each director.	Y	As at 31 December 2022 the Board consisted of: <table> <tr> <th>Name</th><th>Role</th><th>Independent</th><th>Date appointed</th></tr> <tr> <td>Peter Duerden</td><td>Managing Director</td><td>No</td><td>January 2022</td></tr> <tr> <td>David Flanagan</td><td>Non-Executive Chairman *</td><td>No</td><td>October 2016</td></tr> <tr> <td>Jeff Dowling</td><td>Non-Executive Director</td><td>Yes</td><td>January 2018</td></tr> <tr> <td>Darryl Clarke</td><td>Non-Executive Director</td><td>No</td><td>October 2020</td></tr> </table> * Retired as Executive Chairman on 10 January 2022 when Mr Peter Duerden was appointed Managing Director.	Name	Role	Independent	Date appointed	Peter Duerden	Managing Director	No	January 2022	David Flanagan	Non-Executive Chairman *	No	October 2016	Jeff Dowling	Non-Executive Director	Yes	January 2018	Darryl Clarke	Non-Executive Director	No	October 2020
Name	Role	Independent	Date appointed																				
Peter Duerden	Managing Director	No	January 2022																				
David Flanagan	Non-Executive Chairman *	No	October 2016																				
Jeff Dowling	Non-Executive Director	Yes	January 2018																				
Darryl Clarke	Non-Executive Director	No	October 2020																				
2.4	A majority of the board of a listed entity should be independent.	N	As at 31 December 2022 there were four Directors on the Board, three of whom (David Flanagan, Peter Duerden and Darryl Clark) are not independent. Jeff Dowling considers himself to be an independent director as he is not part of the management team and regards himself as being free of any relationship (other than that of shareholder of the Company) that could materially interfere with the independent exercise of his judgement. Given all the circumstances attendant upon the Company (including its objectives, the nature and extent of its actual and proposed operations, its capital base and other resources, the costs associated with a board comprised of more than the current number and the need for a board comprised of persons with a blend and diversity of traits, skills, gender, experience, expertise, entrepreneurialism, innovation, tenacity, vision and dedication in order to enliven the prospects of creating value for shareholders) it is thought by the Board that to appoint further directors (whose perceived independence is beyond doubt) or to procure the departure of one of the existing directors is unnecessary.																				

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
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.	N	David Flanagan is a past Managing Director, and past Executive Chairman, and is therefore not considered an independent director. Jeff Dowling is an independent Non-Executive Director and is considered as the Lead Independent Director. Jeff Dowling does not perform the role of 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.	Y	Induction and professional development form part of the responsibilities of the Nomination Committee as noted in the Nomination Committee Charter, which is included in the Corporate Governance Plan on the Company's website. Induction documents are provided with a written engagement letter and the Company Secretary is available to assist with the process of new Directors familiarising themselves with the Company. Professional development requirements are addressed as circumstances require. The Board periodically reviews 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. The latest review occurred in the 2022 calendar year.
Principle 3:	Act ethically and responsibly		
3.1	A listed entity should articulate and disclose its values.	Y	The Company's Code of Conduct has set a minimum standard for the Company and its personnel. Full details of the standards are set out in the Code of Conduct published on the Company's website in the Corporate Governance section. In April 2021 the Company developed and articulated its values. The Company reviews this periodically to ensure its values are appropriate for its size and stage of development.
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and a) © any other material breaches of that code that call into question the culture of the organisation.	Y	The Company has formulated a general Code of Conduct and a Code of Conduct for Directors and Executives which all employees and directors are expected, at a minimum, to follow. The board is informed of any material breaches of that Code by a director or senior executive. The Codes are included in the Corporate Governance Plan on the Company's website.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Y	The Company has formulated and disclosed on its website a Whistleblower Policy effective for the full 2022 calendar year. The board is informed of any material incidences under the policy. The Policy is included in the Corporate Governance Plan on the Company's website
3.4	A listed entity should: (a) have and disclose an antibribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	N	The Company has not formulated an antibribery and corruption policy. The Company has formulated internal controls to ensure payments are only made once the controls and authorisation procedures are completed. The board is informed of any fraudulent/corrupt activities by its independent auditor twice yearly as part of the independent audit of the Company. Given the nature and extent of its actual and proposed operations, and with a small number of employees, the Company does not think that it is appropriate to develop and articulate an anti-bribery and corruption policy due to its size and stage of development. The Company will review this periodically to ensure this view is appropriate for its size and stage of development.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
Principle 4:	Safeguard integrity in financial reporting		
4.1	The board of a listed entity should: a) Have an audit committee which: 1) Has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) Is chaired by an independent director, who is not the 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 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.	N N Y Y Y	When reviewing the annual accounts, half year accounts and considering the auditors' reports, the full Board sits as the Audit and Risk Committee which currently comprises of the full Board. There is one independent non-executive director on the Board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing potential benefits.
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 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.	Y	Under the Company's Risk Management Policy, which is included in the Corporate Governance Plan on the Company's website, the Managing Director/CEO and CFO will provide a written declaration of assurance that in their opinion, the financial records of the Company for the relevant reporting period have been properly maintained, comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
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.	Y	The Company's annual accounts and half year accounts are subject to audit and review respectively by its independent auditor. The information in the Company's quarterly reports which are not subject to audit or review are reviewed against the Company's exploration results released during the quarter and the Company's internally generated monthly reports and provided to the Board for approval to ensure the Company is satisfied that each report is materially accurate, balanced and provides investors with appropriate information.
Principle 5:	Make timely and balanced disclosure		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.: a)	Y	The Company has adopted a Continuous Disclosure Policy, which is included in the Corporate Governance Plan on the Company's website. The Policy is designed to guide compliance with ASX Listing Rule 3.1's disclosure requirements, and to ensure all Directors, senior executives and employees of the Company understand their responsibilities under the Policy.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Y	The Company's board receives copies of all material market announcements for its review before they are released to the market via ASX.
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.	Y	When the Company is planning to give a new and substantive investor or analyst presentation, the Company releases a copy of the new presentation materials on the ASX Market Announcements Platform prior to making the presentation.
Principle 6:	Respect the rights of shareholders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Y	The Company has a Shareholder Communication Policy, which is included in the Corporate Governance Plan on the Company's website. The Company's website provides a platform to disclose official ASX releases of material information and periodic reports, press releases, notices and presentations as well as a mechanism for shareholders to contact the Company via email.
6.2	A listed entity should have an investor relations program to facilitate effective two-way communications with investors.	Y	Refer 6.1.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Y	The Company has a Shareholder Communication Policy, which is included in the Corporate Governance Plan on the Company's website. The Policy specifically encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals and outlines the various ways in which the Company communicates with shareholders.
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.	Y	The Company has decided that all substantive resolutions at a meeting of shareholders will be decided by a poll rather than by a show of hands.
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.	Y	Shareholders can register with the Company's share registrar to receive email notifications of when an announcement is made by the Company to ASX, including the release of annual, half-yearly and quarterly reports. Further, the Company provides information through its website enabling security holders to email the Company. The share registrar also provides the ability to email the share registrar and to receive documents by email from the share registrar.
Principle 7:	Recognise and manage risk		
7.1	The board of a listed entity should: a) 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 committee met throughout the period and the individual attendances of the members at those meetings; or 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.	N N Y Y Y	When reviewing the Company's risk profile, the full Board sits as the Audit and Risk Committee which currently comprises of the full Board. There is one independent non-executive director on the Board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing potential benefits The Risk Management Policy is included in the Corporate Governance Plan on the Company's website.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
7.2	The board or a committee of the board should: a) Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and b) Disclose, in relation to each reporting period, whether such a review has taken place.	Y	The Board determines the Company's 'risk profile' and is responsible for overseeing and approving risk management strategy and policies, internal compliance and non-financial internal control. A Board review of the Company's risk profile was completed in February 2023.
7.3	A listed entity should disclose: a) If it has an internal audit function, how the function is structured and what role it performs; or b) If it does not have an internal audit function, disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	N	The Company does not have an internal audit function. Under the Company's Risk Management Policy, the responsibility for undertaking and assessing risk management and internal control effectiveness is assumed by the Audit and Risk Committee.
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.	Y	The Company currently at its current stage of development does not have any material exposure to these risks. As an exploration company rather than an economic producer there is no material exposure to economic, environmental or social sustainability risks. The Company's operations are subject to various environmental regulations under both Federal and State legislation in Australia and Mozambique. The Board assume responsibility for ensuring compliance with these regulations, and are not aware of any breaches of the legislation during the 2022 calendar year which are material in nature. During 2022, in line ESG best practice, the Company has reviewed and published on its website in the Sustainability section its Environment Policy, Community Policy and Occupational, Health and Safety Policy.

Principle	ASX Recommendation	Conform (Y/N)	Disclosure
Principle 8:	Remunerate fairly and responsibly		
8.1	The board of a listed entity should: a) 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 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.	N N Y Y Y	The Company has a Remuneration Committee Charter. The Remuneration Committee currently comprises of the full Board. There is one non-executive director on the Board. Sourcing alternative directors to strictly comply with this Principle is considered expensive with costs outweighing potential benefits. The Remuneration Committee Charter is included in the Corporate Governance Plan on the Company's website. The qualifications, experience and attendance of the members of the Remuneration Committee, which comprises the whole Board, are disclosed in the Company's Directors' Report (contained in the 2022 Annual Report).
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.	Y	Details of the Company's policies and practices regarding the remuneration of Directors and other senior management is set out in the Remuneration Report as disclosed in the Company's Directors' Report (contained in the 2022 Annual Report).
8.3	A listed entity which has an equity-based remuneration scheme should: 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 b) Disclose that policy or a summary of it.	Y	a) The Company's Securities Trading Policy specifically prevents employees engaging in margin lending or otherwise leveraging securities without the fully informed consent of the board. b) The Securities Trading Policy is included in the Corporate Governance Policies section on the Company's website.

Appendix A

Board Skills Matrix –March 2023

Skill / experience	Mr David Flanagan	Mr Peter Duerden	Mr Jeff Dowling	Dr Darryl Clark
Leadership	✓	✓	✓	✓
Accounting			✓	
Business development	✓	✓	✓	✓
Risk management	✓	✓	✓	✓
Exploration – gold, bulk commodities	✓	✓		✓
Exploration – base metals	✓	✓		✓
Geographic experience – Australia and overseas	✓	✓	✓	✓
Project development – gold, bulk commodities	✓	✓	✓	✓
Project development – base metals			✓	✓
Commercial	✓		✓	✓
Corporate Governance	✓		✓	✓
Legal and Compliance			✓	
Investor relations	✓	✓	✓	✓
Capital raising	✓	✓	✓	✓
Corporate strategy	✓	✓	✓	✓

Approved by directors in March 2023.

Appendix A (cont)

Board Skills Matrix – for corporate governance disclosure – March 2023

Collectively, the Board has an extensive range of commercial and technical skills and other relevant experience which are vital for the effective management of the business. Board members, including some who are also directors of other ASX-listed companies, together have a combination of experience in the following business areas:

- leadership;
- accounting;
- business development;
- risk management;
- exploration – gold, bulk commodities;
- exploration – base metals
- geographic experience – Australia and overseas;
- project development – gold, bulk commodities;
- project development – base metals
- commercial;
- corporate governance;
- regulatory framework;
- investor relations;
- capital raising;
- corporate strategy;

In addition to the specific skills listed above, the board members have considerable experience in legal matters but no member of the board, as currently constituted, has a legal qualification. The board, with their breadth of understanding of commercial matters seek external professional legal guidance when necessary. At an appropriate time, the board will consider the addition of a legally qualified non-executive director when the size and scale of activities warrant such an expansion. In addition, all members of the Board have extensive experience dealing with ASX listed companies generally and Mr Flanagan and Dr Clark, in project development.