## Appendix 4G

# Key to Disclosures

### **Corporate Governance Council Principles and Recommendations**

Name of entity

#### LITHIUM ENERGY LIMITED (ASX:LEL)

ABN/ARBN

94 647 135 108

Financial year ended:

30 June 2023

Our Corporate Governance Statement<sup>1</sup> (**CGS**) for the period above can be found at:<sup>2</sup>



These pages of our annual report:

Not Applicable

 $\checkmark$ 

This URL on our website:

https://lithiumenergy.com.au/who-we-are/corporategovernance/

The Corporate Governance Statement is accurate and up to date as at 8 September 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 8 September 2023 Name of Authorised Officer authorising lodgement:

Victor Ho Company Secretary

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The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

See notes 4 and 5 below for further instructions on how to complete this form.

<sup>&</sup>quot;Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "<u>OR</u>" at the end of the selection and you delete the other options, you can also, if you wish, delete the "<u>OR</u>" at the end of the selection.

#### **ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corp	orate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
PRI	NCIPLE 1 – LAY SOLID FOUNDATIONS FO	R MANAGEMENT AND OVERSIGHT	
1.1	<ul> <li>A listed entity should have and disclose a board charter setting out:</li> <li>(a) the respective roles and responsibilities of its board and management; and</li> <li>(b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	As set out in our Corporate Governance Statement (CGS) at Sections 1.1, 1.1.1 and 1.1.2 and we have disclosed a copy of our <u>Board</u> <u>Charter</u> at: https://lithiumenergy.com.au/who-we- are/corporate-governance/	Not Applicable
1.2	<ul> <li>A listed entity should:</li> <li>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</li> <li>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or reelect a director.</li> </ul>	☑ at Section 1.2 of CGS	Not Applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Not Applicable	at Section 1.3 of CGS
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.	at Section 1.4 of CGS	Not Applicable
1.5	<ul> <li>A listed entity should:</li> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul> <li>(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</li> </ul> </li> </ul></li></ul>	We have disclosed a copy of our <u>Diversity Policy</u> at: <u>https://lithiumenergy.com.au/who-we-are/corporate-governance/</u>	₩ at Section 1.5 of CGS

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "insert location" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters/").

<sup>5</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corp	orate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
	"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.		
1.6	<ul> <li>A listed entity should:</li> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>	We have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section 1.6 of CGS	Refer also Section 1.6 of CGS
1.7	<ul> <li>A listed entity should:</li> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>	We have disclosed the evaluation process referred to in paragraph (a) and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Section 1.7 of CGS	Refer also Section 1.7 of CGS

		Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.1	The l (a)	board of a listed entity should: have a nomination committee which:	If the entity complies with paragraph (a): Not Applicable	at Section 2.2 of CGS
	(u)	<ul> <li>(1) has at least three members, a majority of whom are independent directors; and</li> </ul>	and we have disclosed a copy of the charter of the committee at: Not Applicable	65
		(2) is chaired by an independent director,	and the information referred to in paragraphs (4) and (5) at:	
		and disclose:	Not Applicable	
		(3) the charter of the committee;		
		<li>(4) the members of the committee; and</li>	If the entity complies with paragraph (b):	
		(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	at Sections 2.2. 2.3, 1.5 of CGS	
	(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.		
2.2	skills boar	ed entity should have and disclose a board matrix setting out the mix of skills that the d currently has or is looking to achieve in its abership.	We have disclosed our Board Skills Matrix at: Section 2.3 of CGS	Not Applicable
2.2				
2.3	a list (a)	ed entity should disclose: the names of the directors considered by the board to be independent directors;	We have disclosed the names of the directors considered by the board to be independent directors at:	at Section 2.7 of CGS
	(b)	if a director has an interest, position,	Not Applicable	
	(-)	offiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise	and, where applicable, the information referred to in paragraph (b) at: Not Applicable	
		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	and the length of service of each director at: Sections 1.3, 2.4, 2.5, 2.6 of CGS	
	(c)	the length of service of each director.		
2.4	A ma	ajority of the board of a listed entity should dependent directors.	Not Applicable	at Section 2.7 of CGS
2.5	be a	chair of the board of a listed entity should n independent director and, in particular, Id not be the same person as the CEO of the y.	Not Applicable	at Sections 2.4, 2.7 of CGS
2.6	indu revie direc deve knov	ted entity should have a program for cting new directors and for periodically wing whether there is a need for existing tors to undertake professional lopment to maintain the skills and vledge needed to perform their role as ctors effectively.	at Section 2.8 of CGS	Not Applicable

Corp	orate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
PRI	NCIPLE 3 – INSTIL A CULTURE OF ACTING	<b>LAWFULLY, ETHICALLY AND RESPONSIBI</b>	LY
3.1	A listed entity should articulate and disclose its values.	At Section 3.1 of CGS and we have disclosed our <u>Statement of Values</u> at: <u>https://lithiumenergy.com.au/who-we- are/corporate-governance/</u>	Not Applicable
3.2	<ul> <li>A listed entity should:</li> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	at Section 3.1 of CGS and we have disclosed our <u>Code of Conduct</u> at: <u>https://lithiumenergy.com.au/who-we-are/corporate-governance/</u>	Not Applicable
3.3	<ul> <li>A listed entity should:</li> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	at Section 3.3 of CGS and we have disclosed our <u>Whistleblower Policy</u> at: <u>https://lithiumenergy.com.au/who-we- are/corporate-governance/</u>	Not Applicable
3.4	<ul> <li>A listed entity should:</li> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	at Section 3.4 of CGS and we have disclosed our <u>Anti-Bribery and Anti-</u> <u>Corruption Policy</u> at: <u>https://lithiumenergy.com.au/who-we-</u> <u>are/corporate-governance/</u>	Not Applicable

	orate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
4.1	The board of a listed entity should:	If the entity complies with paragraph (a):	at Section 4.1 of
	<ul> <li>(a) have an audit committee which:</li> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> </ul>	the committee at: and the information referred to in paragraphs (4)	CGS
	(2) is chaired by an independent director, who is not the chair of the board.	and (5) at: Not Applicable	
	and disclose:	If the entity complies with paragraph (b):	
	(3) the charter of the committee;	at Section 4.1 of CGS	
	(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.		
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.	at Section 4.2 of CGS	Not Applicable
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.	at Section 4.4 of CGS	Not Applicable
PRIN	NCIPLE 5 – MAKE TIMELY AND BALANCI	ED 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.	at Section 5.1 of CGS and we have disclosed a copy of our <u>Continuous</u> <u>Disclosure Policy</u> at: <u>https://lithiumenergy.com.au/who-we-</u> are/corporate-governance/	Not Applicable
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.		Not Applicable
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release	at Section 5.3 of CGS	Not Applicable

		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons
Corp	orate Governance Council recommendation a copy of the presentation materials on the ASX Market Announcements Platform ahead of the	Corporate Governance Statement:	for not doing so are:5
	presentation.		
PRI	NCIPLE 6 – RESPECT THE RIGHTS OF SEC	URITY HOLDERS	
6.1	A listed entity should provide information about itself and its governance to investors via its	at Section 6.1 of CGS	Not Applicable
	website.	and we have disclosed information about us and our governance on our website at: https://lithiumenergy.com.au/who-we-	
		are/corporate-governance/	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	at Section 6.2 of CGS	Not Applicable
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	at Sections 6.3, 6.4 of CGS	Not Applicable
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.	at Section 6.5 of CGS	Not Applicable
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.	at Section 6.6 of CGS	Not Applicable
PRI	NCIPLE 7 – RECOGNISE AND MANAGE RI	SK	
7.1	<ul> <li>The board of a listed entity should:</li> <li>(a) have a committee or committees to oversee risk, each of which: <ul> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ul> </li> </ul>	If the entity complies with paragraph (a): Not Applicable and we have disclosed a copy of the charter of the committee at: Not Applicable and the information referred to in paragraphs (4) and (5) at:	✓ at Section 7.1 of CGS
	and disclose: (3) the charter of the committee;	Not Applicable	
	(4) the members of the committee; and	If the entity complies with paragraph (b): at Section 7.1 of CGS	
	(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.		
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	We have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: at Section 7.2 of CGS	Refer also Section 7.2 of CGS

Corp	orate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
	(b) disclose, in relation to each reporting period, whether such a review has taken place.		
7.3	<ul> <li>A listed entity should disclose:</li> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</li> </ul>	If the entity complies with paragraph (a): Not Applicable and we have disclosed how our internal audit function is structured and what role it performs at: Not Applicable If the entity complies with paragraph (b): at Section 7.3 of CGS	✓ at Section 7.3 of CGS
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.	<ul> <li>We have disclosed whether we have any material exposure to environmental and social risks at:</li> <li>Section 7.4 of CGS and in the Environmental Regulation section of the Directors' Report within the 2023 Annual Report</li> <li>and, if we do, how we manage or intend to manage those risks at:</li> <li>Section 7.4 of CGS</li> </ul>	Not Applicable

- 1		Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
		E 8 – REMUNERATE FAIRLY AND RI		-
8.1	The l (a)	board of a listed entity should: have a remuneration committee which:	If the entity complies with paragraph (a): Not Applicable	at Section 8.1 of CGS
		(1) has at least three members, a majority of whom are independent directors; and	and the information referred to in paragraphs (4) and (5) at: Not Applicable	
		(2) is chaired by an independent director,	If the entity complies with paragraph (b):	
		and disclose:		
		<ul> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> </ul>	at Section 8.1 of CGS	
		(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.		
8.2	polic remנ the	ted entity should separately disclose its ies and practices regarding the ineration of non-executive directors and remuneration of executive directors and r senior executives.	We have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Section 8.2 of CGS and in the Remuneration Report within the 2023 Annual Report	Not Applicable
8.3		sted entity which has an equity-based ineration scheme should: 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 disclose that policy or a summary of it.	We have disclosed our policy on this issue or a summary of it at: Section 8.3 of CGS and <u>Securities Trading Policy</u> at: <u>https://lithiumenergy.com.au/who-we- are/corporate-governance/</u>	Not Applicable
ADD		NAL RECOMMENDATIONS THAT A		I
9.1	spea holde docu proce unde discu and	ted entity with a director who does not k the language in which board or security er meetings are held or key corporate ments are written should disclose the esses it has in place to ensure the director rrstands and can contribute to the issions at those meetings and understands can discharge their obligations in relation ose documents.	Not Applicable	Not Applicable
9.2	shou	ted entity established outside Australia Id ensure that meetings of security holders held at a reasonable place and time.	Not Applicable	Not Applicable

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Not Applicable	Not Applicable