

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Kali Metals Limited

ABN/ARBN

85 653 279 371

Financial year ended:

30 June 2025

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: [Corporate Governance – Kali Metals](#)

The Corporate Governance Statement is accurate and up to date as at 19 September 2025 and has been approved by the board.

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

Date: 19 September 2025

Name of authorised officer authorising
lodgement:

Silfia Morton (Company Secretary)

¹ "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.

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.

² 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.

³ 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 "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://kalimetals.com.au/wp-content/uploads/2023/12/Board-Charter.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ 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/”).

⁵ 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.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://kalimetals.com.au/wp-content/uploads/2023/12/3452-7920-9251_4_Kali-Diversity-Policy.pdf and we have disclosed the information referred to in paragraph (c) at: in our Corporate Governance statement.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://kalimetals.com.au/wp-content/uploads/2023/12/Board-Charter.pdf and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>https://kalimetals.com.au/wp-content/uploads/2023/12/Board-Charter.pdf</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>in our Corporate Governance Statement.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <p>in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation 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</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>in our Corporate Governance Statement.</p> <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the length of service of each director at:</p> <p>in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole 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: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://kalimetals.com.au/wp-content/uploads/2023/12/Code-of-Conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://kalimetals.com.au/wp-content/uploads/2023/12/Code-of-Conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://kalimetals.com.au/wp-content/uploads/2023/12/3441-6404-8675_4_Kali-Whistleblower-Protection-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://kalimetals.com.au/wp-content/uploads/2023/09/20231103-Kali-Anti-Bribery-and-Corruption-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>in our Corporate Governance Statement.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://kalimetals.com.au/wp-content/uploads/2023/12/3438-4292-2275_4_Kali-Disclosure-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://kalimetals.com.au/wp-content/uploads/2023/12/3477-1944-2211_4_Kali-Shareholder-Communication-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://kalimetals.com.au/wp-content/uploads/2023/12/3477-1944-2211_4_Kali-Shareholder-Communication-Policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>in our Corporate Governance Statement.</p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: in our Corporate Governance Statement.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: in our Corporate Governance Statement. and, if we do, how we manage or intend to manage those risks at: in our Corporate Governance statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://kalimetals.com.au/wp-content/uploads/2023/12/3463-0314-3971_4_Kali-Remuneration-and-Nomination-Committee-Charter.pdf and the information referred to in paragraphs (4) and (5) at: in our Corporate Governance Statement.</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>..... <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p><input checked="" type="checkbox"/></p> <p>and 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: https://kalimetals.com.au/wp-content/uploads/2023/12/3463-0314-3971_4_Kali-Remuneration-and-Nomination-Committee-Charter.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://kalimetals.com.au/wp-content/uploads/2024/07/2024-Securities-Trading-Policy.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ 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: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Kali Metals Limited (ACN 653 279 371) (“the Company”)

Corporate Governance Statement

This Corporate Governance Statement is current as at 19 September 2025 and has been approved by the Board of the Company on that date.

This document discloses the extent to which the Company has followed the recommendations set by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). The ASX Recommendations are not mandatory, however the ASX Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company adopted, or intends to adopt, instead of the relevant ASX Recommendation.

The Company’s corporate governance policies were adopted on 3 November 2023 and are available on the Company’s website at www.kalimetals.com.au. All references to “the **Board**” below are references to the board of the Company. All references to “**Shareholders**” below are references to shareholders of the Company.

Principles and Recommendations	Comply (Yes / No)	Explanation
Principle 1 – Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should disclose: <ul style="list-style-type: none"> (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. 	Yes	<ul style="list-style-type: none"> (a) The Board Charter is disclosed on the Company’s website and sets out the principles for the operation of the Board and describes the functions of the Board and the functions delegated to management of the Company. (b) Clause 2 of the Board Charter sets out the responsibilities and functions of the Board. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose. <p>Clauses 3 and 8 of the Board Charter set out the responsibilities delegated to the CEO, management and the company secretary.</p> <p>Clause 7 of the Board Charter sets out the roles and responsibilities of the chair of the Board (Chair).</p> <p>Under authority from the Board, the Managing Director is responsible for running the affairs of the Company. Management is responsible for supporting and</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
		assisting the Managing Director in the operations and financial aspects of the Company. Management is responsible for reporting all matters which fall within the Company's materiality thresholds at first instance to the Managing Director, who will then report to the Board where appropriate.
Recommendation 1.2 A listed entity should <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a director; and (b) provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	Yes	<ul style="list-style-type: none"> (a) Clause 5 of the Board Charter notes that in considering any selection, appointment or re-appointment to the Board, the Board will consider the necessary and desirable competencies of any directors and proposed directors. Additionally, the Board will ensure that the Company undertakes appropriate checks before appointing a person or putting forward to securityholders a candidate for election including but not limited to checks on their experience, education and character. Clause 5 of the Board Charter further notes that before appointment to the Board, candidates for selection, election or re-election must confirm they will have sufficient time to fulfil their office, in light of other commitments. (b) The Board Charter also states in Clause 5 the Board will ensure that the Company provides Shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director in the Notice of Meeting. The Annual Report discloses the Board's skills and experience.
Recommendation 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 a written agreement with each director and senior executive setting out the terms of their appointment. The Company will disclose any material variations to these agreements in accordance with the ASX Listing Rules.
Recommendation 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	<p>Clause 8 of the Board Charter provides that the company secretary is accountable to the Board through the Chair on all matters to do with the proper functioning of the Board.</p> <p>Clause 8 of the Board Charter provides that the Board appoints and removes the company secretary and that all directors are to have direct access to the company secretary.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a Diversity Policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's Diversity Policy and its progress towards achieving them, and either:</p> <p>(i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(ii) 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 the Act.</p>	Partly	<p>(a) The Company has a Diversity Policy which applies to all employees, senior executives and directors of the Company and subsidiaries. The Company has not fully complied with Recommendation 1.5 in that it has not set measurable objectives for achieving gender diversity. The Board monitors diversity across the Company and is satisfied with the current level of gender diversity. Due to the small size of the Company and its small number of employees, the Board does not consider it appropriate to formally set measurable objectives for gender diversity at this time.</p> <p>(b) The Diversity Policy is disclosed on the Company's website.</p> <p>(c) As at the reporting date, the proportion of female employees across the organisation is as follows:</p> <ul style="list-style-type: none"> i. Proportion of women across the organisation – 44% ii. Proportion of women in senior executive positions – 20% iii. Proportion of women on the board – 0% <p>The entity is not a relevant employer under the Workplace Gender Equality Act 2021.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
Recommendation 1.6 A listed entity should: <ul style="list-style-type: none"> (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. 	Yes	<ul style="list-style-type: none"> (a) .Clause 6 of the Board Charter provides that the Board will regularly carry out a review of its performance, its committees and each director. The Chair is tasked with managing this process along with the Remuneration and Nomination Committee. (b) .The Board employs a system of continuous performance evaluation in lieu of a formal review process.
Recommendation 1.7 A listed entity should: <ul style="list-style-type: none"> (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. 	Yes	<ul style="list-style-type: none"> (a) .Clause 6 of the Board Charter provides that the Board will regularly carry out a formal review of the performance of the Managing Director and other senior management against guidelines approved by the Board. The Managing Director will conduct the review for senior executives that have direct reports. The Board will be responsible for the Managing Director's review. (b) .Clause 6 of the Board Charter notes that the Board will confirm annually whether this review has taken place. The Company employs a system of continuous performance evaluation in lieu of a formal review process. The current Managing Director commenced employment after the reporting date.
Principle 2 – Structure the board to be effective and add value		
Recommendation 2.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) .have a nomination committee which: <ul style="list-style-type: none"> (i) .has at least three members, a majority of whom are independent directors; and 	.Partly	<ul style="list-style-type: none"> (a) .The Company has a Remuneration and Nomination Committee (RNC) Charter outlining the responsibilities of the RNC. <ul style="list-style-type: none"> (i) .The RNC has three members, and one independent director. (ii) .The RNC is chaired by an independent director (Simon Coyle). (iii) .The RNC Charter is be disclosed on the Company's website.

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>(ii) is chaired by an independent director; and disclose</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee;</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>(iv) The members of the RNC are Simon Coyle (Chair), Graeme Sloan and Luke Reinehr.</p> <p>(v) The RNC did not hold separate meetings during the reporting period. Instead, all RNC matters were considered as part of the Board's agenda. The Board, acting in its capacity as the RNC, met on approximately seven occasions during the reporting period.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	Yes	<p>A Board Skills Matrix has been developed and is regularly reviewed by the Board to ensure it has an appropriate mix of skills, experience and diversity to conduct its operations in an effective manner.</p> <p>Clause 5 of the Board Charter sets out the aim of the Board to have an appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's duties and responsibilities.</p> <p>Clause 2 of the Board Charter provides that the Board will regularly assess the independence of all directors.</p> <p>The current board skills matrix that has been adopted by the Company is set out in Attachment A.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Company discloses:</p> <p>(a) Simon Coyle is an independent director;</p> <p>(b) the Company does not have any directors who fall into this category; and</p> <p>(c) The Company's Annual Report will disclose the length of service of each director, as at the end of each financial year.</p>
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	No	<p>Clause 4 of the Board Charter provides that the majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors.</p> <p>The Company has one independent director. While Graeme Sloan is not technically considered independent due to his previous role as Managing Director, the Company considers that he operates with independence in practice. The Board believes that Mr Sloan brings an objective and unbiased judgement to the role of director.</p>
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	No	<p>The Chair currently (Luke Reinehr) is not an independent director, but is not the same person as the Managing Director. Clause 7 of the Board Charter provides that the Chair, where practicable, must be an independent director. The Board acknowledges this recommendation but nevertheless, the Board believes that Mr Reinehr brings an objective and unbiased judgement to his role as Chair and is currently an appropriate person for the position given his considerable skills, experience and deep understanding of the Company's business.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
Recommendation 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	Clause 5 of the Board Charter provides that new directors will be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them. It also provides that time will be allocated at Board and committee meetings for the continuing education of directors on significant issues facing the Company and changes to the regulatory environment.
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The Company has a Code of Conduct which articulates the Company's values.
Recommendation 3.2 A listed entity should: <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. 	Yes	<ul style="list-style-type: none"> (a) The Company has a Code of Conduct which applies to directors, senior executives and employees of the Company. (b) A copy of the Company's Code of Conduct is disclosed on its website.
Recommendation 3.3 A listed entity should: <ul style="list-style-type: none"> (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. 	Yes	<ul style="list-style-type: none"> (a) The Company has a Whistleblower Protection Policy. (b) Clause 11 of the Whistleblower Protection Policy provides that the Board or its delegated committee will be informed of any material incidents reported under the Policy.
Recommendation 3.4	Yes	<ul style="list-style-type: none"> (a) The Company has an Anti-Bribery and Corruption Policy.

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>A listed entity should:</p> <p>(a) .have and disclose an anti-bribery and corruption policy; and</p> <p>(b) .ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>		<p>(b) .Clause 4 of the Anti-Bribery and Corruption Policy provides that all material breaches of the Policy must be reported immediately to the Board.</p>
Principle 4 – Safeguard the integrity of corporate reports		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) .have an audit committee which:</p> <p>(i) .has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) .is chaired by an independent director, who is not the chair of the board, .and disclose:</p> <p>(iii) .the charter of the committee;</p> <p>(iv) .the relevant qualifications and experience of the members of the committee; and</p> <p>(v) .in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	.Partly	<p>.The Company has established an Audit and Risk Management Committee (ARC) which is governed by the ARC Charter which sets out its roles and responsibilities.</p> <p>Clause 2(a) of the ARC Charter provides that given the current size and composition of the Board and the nature and scope of the operations of the Company, the Board will perform the role of the ARC.</p> <p>(i) The ARC, whilst not made up entirely of non-executive directors, is made up of four directors: Luke Reinehr, Graeme Sloan, Paul Adams and Simon Coyle;</p> <p>(ii) The ARC is not chaired by the Chair, and is chaired by an independent director, Simon Coyle;</p> <p>(iii) The charter of the ARC is disclosed and available on the Company's website;</p> <p>(iv) All director's qualifications and experience are detailed in the Prospectus dated 3 November 2023 issued by the Company (Prospectus) and are included in the Annual Report; and</p> <p>(v) The ARC did not convene separately during the reporting period. Instead, matters within the scope of the ARC were considered by the Board as part of its regular meeting agenda when required.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
(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.		
Recommendation 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.	.Yes	Clause 6 of the ARC Charter provides that the ARC will review the Company's financial statements with management and its external auditor before providing their recommendation to the Board with regard to approval of the statements. The ARC is also responsible for ensuring that appropriate processes are in place to form the basis upon which the persons performing the function of Chief Executive Officer and Chief Financial Officer provide the recommended declarations in relation to the Company's financial statements.
Recommendation 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	.Any periodic corporate reports are prepared by the finance manager, reviewed by the CFO and presented to the Board for sign off prior to release to the market.
Principle 5 – Make timely and balanced disclosure		
Recommendation 5.1	.Yes	(a) .The Company has adopted a Disclosure Policy,

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>A listed entity should:</p> <p>(a) .have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) .disclose that policy or a summary of it.</p>		<p>(b) .The Policy is disclosed on the Company's website.</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.</p>	.Yes	.Clause 4 of the Disclosure Policy notes that the Board will be provided with copies of all material market announcements promptly after they have been made.
<p>Recommendation 5.3</p> <p>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.</p>	.Yes	.Clause 9 of the Disclosure Policy provides that a copy of any new and substantive investor or analyst presentation must be released to ASX prior to the presentation being made.
Principle 6 – Respect the rights of securityholders		
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	.Yes	.The Company provides information about itself and its governance on its website pursuant to its Shareholder Communication Policy.
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	.Yes	<p>The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication:</p> <ul style="list-style-type: none"> • through the Company's AGM, where Shareholder participation is actively encouraged and facilitated; and

Principles and Recommendations	Comply (Yes / No)	Explanation
		<ul style="list-style-type: none"> by providing Shareholders with information via the investor section of the Company's website and the option to receive email communications and send email communications directly to the Company and to the Company's share registry.
Recommendation 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.	.Yes	.The Company discloses its Shareholder Communication Policy on its website.
Recommendation 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	Clause 6 of the Company's Shareholder Communication Policy provides that the Company will ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.
Recommendation 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's Shareholder Communication Policy provides securityholders the option to receive email communications and send email communications directly to the Company and to the Company's share registry.
Principle 7 - Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: (a) .have a committee or committees to oversee risk, each of which:	.Partly	.The Company has established the ARC which is governed by the ARC Charter which sets out its roles and responsibilities. Clause 2(a) of the ARC Charter provides that given the current size and composition of the Board and the nature and scope of the operations of the Company, the Board will perform the role of the ARC.

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>(i) .has at least three members, a majority of whom are independent directors; and</p> <p>(ii) .is chaired by an independent director, and disclose</p> <p>(iii) .the charter of the committee;</p> <p>(iv) .the members of the committee; and</p> <p>(v) .as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) .if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>		<p>(vi) One director is independent, Simon Coyle;</p> <p>(vii) The ARC is not chaired by the Chair, and is chaired by an independent director, Simon Coyle;</p> <p>(viii) The charter of the ARC is disclosed and available on the Company's website;</p> <p>(ix) the members of the committee are Luke Reinehr, Graeme Sloan, Paul Adams and Simon Coyle; and</p> <p>(x) The ARC did not convene separately during the reporting period. Instead, matters within the scope of the ARC were considered by the Board as part of its regular meeting agenda when required.</p> <p>(b) .The Company regularly monitors its risk management framework and has in place a risk register which is discussed regularly at Board meetings, with inputs from the senior executive team.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) .review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) .disclose, in relation to each reporting period, whether such a review has taken place.</p>	..Yes	<p>(a) Clause 7 of the ARC Charter provides that the ARC, or in their absence the Board, is responsible for reviewing the risk framework of the Company at least annually to satisfy itself that it continues to be sound.</p> <p>(b) Risk management is specifically discussed by the full Board at the Company's board meetings during the year. The Board considers that this process adequately monitors the Company's risk management framework.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p>	..Partly	<p>(a) Due to the size of the Company and its current level of activity and operations, the Company does not have an internal audit function.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>(a) If it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>		<p>(b) The Company conducts periodic reviews of the Company's financial systems, documents and processes, and any recommendations for improvement are reported to the Board as part of the Company's risk management processes.</p> <p>The Board will periodically review whether there is a need for an internal audit function that complies with Recommendation 7.3.</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>In order to mitigate any material exposure to economic, environmental and social sustainability risks, the Board has oversight of risk management and meet to review and assess risks. The Company currently does not have any material exposure to economic, environmental or social risks.</p>
Principle 8 – Remunerate fairly and responsibly		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director.</p> <p>and disclose:</p> <p>(i) the charter of the committee;</p> <p>(ii) the members of the committee; and</p> <p>(iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	Partly	<p>(a) The Company has a RNC which:</p> <p>(i) Has three members and one independent director, Simon Coyle;</p> <p>(ii) Is chaired by an independent director, Simon Coyle;</p> <p>(iii) The RNC Charter is available on the Company's website;</p> <p>(iv) The members of the RNC are Simon Coyle (Chair), Graeme Sloan and Luke Reinehr; and</p> <p>(v) The RNC did not hold separate meetings during the reporting period. Instead, all RNC matters were considered as part of the Board's agenda. The Board, acting in its capacity as the RNC, met on approximately seven occasions during the reporting period.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
(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.		
Recommendation 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	<p>Clause 2(b) of the Board Charter and Clause 4(a) of the RNC Charter provide for the evaluation and approval by the Board (with the assistance of the Remuneration and Nomination Committee) of the remuneration packages of non-executive directors, executive directors and other senior executives (including in relation to the administration of short-term and long-term incentive plans and engagement of external remuneration consultants).</p> <p>The remuneration of any executive director will be decided by the Board, without the affected executive director participating in that decision-making process. In addition, subject to any necessary regulatory or Shareholder approvals, a director may be paid fees or other amounts as the directors determine where a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. Directors are also entitled to be paid reasonable travel and other expenses incurred by them in the course of the performance of their duties as directors.</p> <p>Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management are disclosed in the Annual Report and on the Company's website.</p>
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should:	Yes	<p>a) Clause 4.2 of the Securities Trading Policy prohibits directors and senior management (and their associated investment vehicles) from trading in financial products that limit the economic risk of security holdings (eg hedging arrangements).</p> <p>b) The Securities Trading Policy is available on the Company's website.</p>

Principles and Recommendations	Comply (Yes / No)	Explanation
<p>which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>		
Principle 9 – Additional recommendation that apply only in certain cases		
<p>Recommendation 9.1</p> <p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should be disclosed the processes it had in place to ensure the director understands and can contribute to the discussion at those meetings and understands and can discharge their obligations in relation to those documents.</p>	N/A	
<p>Recommendation 9.2</p> <p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	N/A	
<p>Recommendation 9.3</p> <p>A listed entity established outside Australia, and an externally managed listed entity that has a AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	N/A	

Attachment A – Board Skills Matrix

Kali Metals Limited Board Skills Matrix		Skills, Experience, and Expertise													Diversity		
		Independent (state 'Y' or 'N')	Strategy	Corporate Governance	Risk & Compliance	Legal	Health/Safety/Environment	Investor/Public Relations	Industry			Finance			Ethnicity	Age	Gender
									Geological/Minerals	Mining/Engineering/ Metallurgy	Commercial/Operational	Financial/Accounting	Capital Markets	Mergers & Acquisitions			
Name	Position																
Board of Directors																	
Luke Reinehr	Non-Executive Chairman	N	3	2	3	3	2	3	2	2	3	3	2	2	C	64	M
Graeme Sloan	Non-Executive Director	N	3	3	3	2	3	3	3	3	3	2	2	2	C	71	M
Paul Adams	Managing Director	N	3	2	2	2	2	3	3	3	2	3	3	3	C	61	M
Simon Coyle	Non-Executive Director	Y	3	3	2	2	3	3	3	3	3	3	2	3	C	44	M