

CORPORATE GOVERNANCE STATEMENT 2023

The Board of Directors of Poseidon Nickel Ltd (**Poseidon, the Company**) and the entities it controls (Consolidated Entity or Group) is responsible for the corporate governance of the Group.

Poseidon has established a corporate governance framework, which guides and monitors the business and operations of the Group on behalf of Shareholders by whom they are elected and to whom they are accountable. The corporate governance framework includes policies, procedures, charters and systems of control and accountability as the basis for the administration of corporate governance.

This Corporate Governance Statement dated 30 June 2023 and approved by the Board on 21 September 2023, outlines the key principles and practices of the Company which, taken as a whole, is the system of governance. Poseidon's Corporate Governance Statement can be found in the Corporate Governance section of the *Investors* section on its website at www.poseidon-nickel.com.au.

The Company reviews and amends its corporate governance policies as appropriate to reflect the growth of the Company, current legislation and good practice. The Company's website (www.poseidon-nickel.com.au) includes copies of key corporate governance policy documents.

COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

Corporate Governance Recommendation		Recommendation followed
Principle 1: <i>Lay solid foundations for management oversight</i>		
1.1	Have a Board Charter that discloses the roles and responsibilities of the Board and Management	Yes
1.2	Undertake appropriate checks before appointing/electing a person as director	Yes
1.3	Have a written agreement with each director and senior executive	Yes
1.4	Company Secretary to be accountable directly to Board	Yes
1.5	Have a Diversity Policy and report required disclosures	Yes
1.6	Board performance evaluation undertaken	Yes
1.7	Senior Executives performance evaluation undertaken	Yes
Principle 2: <i>Structure the Board to be effective and add value</i>		
2.1	Nomination Committee requirements met	Yes
2.2	Board skills matrix disclosed	Yes
2.3	Director Independence and tenures disclosed	Yes
2.4	Majority of the Board are independent directors	Yes
2.5	Chair of the Board is an independent director & not the same person as the MD	Yes
2.6	Director induction and ongoing training program	Yes
Principle 3: <i>Instil a Culture of acting Lawfully, Ethically and Responsibly</i>		
3.1	Have and disclose values	Yes
3.2	Have and disclose Code of Conduct for directors, executives, employees	Yes
3.3	Have and disclose a Whistleblower Policy	Yes
3.4	Have and disclose an Anti-Bribery & Corruption Policy	Yes
Principle 4: <i>Safeguard Integrity in corporate reports</i>		
4.1	Audit committee requirements met	Partially
4.2	CEO and CFO financial statement declarations received	Yes
4.3	Verify periodic reports that are not audited/reviewed	Yes
Principle 5: <i>Make Timely and Balanced Disclosure</i>		
5.1	Continuous Disclosure Policy available on website	Yes
5.2	Board receives a copy of all ASX announcements promptly once released	Yes
5.3	Investor Presentations lodged on ASX market announcements platform	Yes
Principle 6: <i>Respect the Rights of Security Holders</i>		
6.1	Corporate and governance information available on website	Yes
6.2	Investor Relations program	Yes
6.3	Processes to facilitate and encourage participation at shareholder meetings	Yes
6.4	Substantive Shareholder Resolutions determined by poll	Yes
6.5	Electronic shareholder communications functionality	Yes
Principle 7: <i>Recognise and Manage Risk</i>		
7.1	Risk Committee requirements met	Partially
7.2	Risk Management Framework	Yes
7.3	No internal audit function but internal control processes in place	Yes
7.4	Disclose any exposure and management of environmental & social risks	Yes
Principle 8: <i>Remunerate Fairly and Responsibly</i>		
8.1	Remuneration committee requirements	Yes
8.2	Remuneration practices disclosed	Yes
8.3	Remuneration policy disclosures regarding equity based remuneration	Yes

Recommendations	Commentary
<p>Principle 1: Lay solid foundations for management and oversight: A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</p>	
<p>1.1. Listed Entity should have and disclose: (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.</p>	<p>Adopted. This is contained within the Company's Board Charter, a copy of which is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p>
<p>1.2. 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.</p>	<p>Adopted. The Company undertakes appropriate checks prior to any director appointments. Upon rotation of directors at each Annual General Meeting, all relevant information is provided to security holders within the Notice of Meeting including biographical details, other material directorships, term of office and independence of directors.</p>
<p>1.3. A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Adopted. All directors are appointed under an engagement letter or contract which details the terms of their appointment. All senior executives have a written employment agreement detailing roles and responsibilities.</p>
<p>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.</p>	<p>Adopted. The Company Secretary is accountable directly to the Board on all matters relating to the proper functioning of the Board. The Company Secretary duties include the following: - advising the Board and its Committees on corporate governance matters; - monitoring that the Board and Committees policy and procedures are followed; - coordinating the timely completion and despatch of Board and Committee papers; - Ensuring that business at board and committee meetings is accurately captured in minutes; and - Helping to organise and facilitate induction and professional development of directors.</p>
<p>1.5 A listed entity should: (a) have and disclose a diversity policy (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in</p>	<p>Adopted. The Company has a diversity policy, a copy of which is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page, which documents the Company's commitment to workplace diversity and recognises the benefits arising from the recruitment, development and retention of a talented, diverse and motivated workforce.</p>

<p>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>Responsibility for review of all matters contained within the Diversity Policy rests with the Board as a whole and is reflected accordingly in its Charter.</p> <p>The Company makes the following disclosures regarding the proportion of women employed in the organisation as at 30 June:</p> <table border="1" data-bbox="584 309 1519 488"> <thead> <tr> <th></th> <th colspan="2">2023</th> <th colspan="2">2022</th> </tr> <tr> <th></th> <th>Female</th> <th>Male</th> <th>Female</th> <th>Male</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>0%</td> <td>100%</td> <td>0%</td> <td>100%</td> </tr> <tr> <td>Senior Executive</td> <td>0%</td> <td>100%</td> <td>0%</td> <td>100%</td> </tr> <tr> <td>Other*</td> <td>43%</td> <td>57%</td> <td>43%</td> <td>57%</td> </tr> </tbody> </table> <p>* Company Secretary Consultant and on site caretakers included</p> <p><u>Measurable Objectives</u></p> <p>To implement strategies to address any gender pay equity gaps:</p> <ul style="list-style-type: none"> the Company's remuneration practises as monitored by the Nomination, Remuneration and Diversity Committee are capability, responsibility and performance based. <p>To implement reporting procedures to ensure that prospective employees are interviewed by an interview panel:</p> <ul style="list-style-type: none"> the Nomination, Remuneration and Diversity Committee follows the Company's internal prepared selection practice with the full Board including the Managing Director/CEO making the final selection. <p>To provide flexible work and salary arrangements to accommodate personal commitments, study and self-improvement, and cultural traditions of current and potential employees:</p> <ul style="list-style-type: none"> the Company, without prejudice and within reason will accommodate requests for flexible working arrangements. <p>To provide relevant and challenging professional development and training opportunities for all employees:</p> <ul style="list-style-type: none"> the Company seeks to encourage all employees to participate in external and internal training courses, staff meetings and on the job training. <p>To adopt and always promote the Diversity Policy:</p> <ul style="list-style-type: none"> the Company's Diversity Policy is made available to all Directors, senior management and employees as well as to Shareholders and the general public through disclosure on the Company's website. 		2023		2022			Female	Male	Female	Male	Board	0%	100%	0%	100%	Senior Executive	0%	100%	0%	100%	Other*	43%	57%	43%	57%
	2023		2022																							
	Female	Male	Female	Male																						
Board	0%	100%	0%	100%																						
Senior Executive	0%	100%	0%	100%																						
Other*	43%	57%	43%	57%																						
<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>Adopted.</p> <p>Improvement in Board processes and effectiveness is a continuing objective and the primary purpose of annual Board evaluation is to identify ways to improve performance.</p> <p>The Company has developed a process for performance evaluation as reflected in the Board Charter and Performance Evaluation Policies of the Company. This includes evaluations of the Board, Committees, individual Directors and the Chairman of the Board. Performance discussions have occurred in the 2023 financial year. The process included the completion of individual questionnaires, the responses of which were then collated and discussed.</p>																									
<p>1.7. 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>Adopted.</p> <p>The Company reviews the performance of the CEO and CFO each year.</p> <p>Open discussion on management performance takes place at Board level.</p>																									

Principle 2

Structure the Board to be effective and add value:

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

<p>2.1 The Board of a listed entity should:</p> <p>(a) Have a nomination committee which:</p> <ul style="list-style-type: none">(1) has at least three members, a majority of whom are independent directors; and(2) is chaired by an independent director; <p>and disclose:</p> <ul style="list-style-type: none">(3) the charter of the committee;(4) the members of the committee; and(5) as at the end of each reporting period, the number of times the committee met through the period and the individual attendances of the members at those meetings; or <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>Adopted.</p> <p>The Company has a Remuneration, Nomination and Diversity Committee. The responsibilities of this Committee are detailed in the Committee Charter.</p> <p>As at 30 June 2023, Mr Derek La Ferla is the Chair of this Committee. The other members of the Committee are Mr Peter Muccilli, Mr Dean Hildebrand and Mr Warren Hallam. Mr La Ferla, Mr Muccilli and Mr Hallam are all independent, resulting in a majority of members being independent.</p> <p>The number of meetings of this Committee during the reporting period and the names on the attendance record is set out in the Directors' Report of the Company's Annual Report.</p> <p>A copy of the Company's Remuneration, Nomination and Diversity Committee Charter is available on the Company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p>
<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>	<p>Adopted.</p> <p>The Board has adopted a Board Skill Matrix which sets out the skills, experience, capability and knowledge requirements considered appropriate for the Company as this stage of operations.</p> <p>The matrix is reviewed and updated annually to ensure that it covers the attributes needed to address existing and emerging business and governance issues relevant to the Company.</p> <p>Each Director was asked to grade their experience, capability and knowledge in respect of each identified skill using an assessment scale of 0 to 3, with 0 indicating no competency and 3 indicating a recognised industry expert competency. A level of 2 or above indicates a 'well developed competency' to participate in Board level decision making.</p> <p>A copy of the Board Skills Matrix as at 30 June 2023 has been provided as an annexure to this Corporate Governance Statement, at Annexure A.</p> <p>Directors are encouraged to undertake continuing education relevant to the discharge of their obligations as directors of the Company</p>

<p>2.3. 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 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>Adopted.</p> <p>As at 30 June 2023, there are three Independent Directors:</p> <ul style="list-style-type: none"> • Mr Derek La Ferla, appointed to the Board on 1 December 2019, serving three year and seven months • Mr Peter Muccilli, appointed to the Board on 3 August 2020, serving two years and eleven months • Mr Warren Hallam, appointed to the Board on 1 June 2022, serving one year and one month <p>The Board does not believe that any director has served on the Board for a period which could, or be perceived to, materially interfere with his ability to act in the best interests of the Company.</p>
<p>2.4. A majority of the Board of a listed entity should be independent directors.</p>	<p>Adopted.</p> <p>As at 30 June 2023 Mr Derek La Ferla, Mr Peter Muccilli and Mr Warren Hallam are independent, which is 60% of the Board.</p>
<p>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.</p>	<p>Adopted.</p> <p>As at 30 June 2023, the Chairman of the Board is Derek La Ferla, and he has been determined as an independent director.</p> <p>The Chair of the Board and the CEO are not the same person.</p>
<p>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</p>	<p>Adopted.</p> <p>There is an induction program in place for any new directors which includes the commitment of the Company to provide and support any required professional development.</p>

Principle 3

Instil a culture of acting lawfully, ethically and responsibly.

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

<p>3.1. A listed entity should articulate and disclose its values.</p>	<p>Adopted.</p> <p>The Company has determined its Vision and Values, which is disclosed on the Company's website www.poseidon-nickel.com.au.</p>
<p>3.2. A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>Adopted.</p> <p>The Company has a Code of Conduct, which is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p>

<p>3.3. A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>Adopted.</p> <p>The Company has a Whistleblower Policy, which is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p> <p>Any material incidents are required to be reported to the Board. There have been no incidents in the reporting period.</p>
<p>3.4. 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>Adopted.</p> <p>The Company has an Anti-Bribery and Corruption Policy, which is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p> <p>Any material incidents are required to be reported to the Board. There have been no incidents in the reporting period.</p>
<p>Principle 4</p> <p>Safeguard the Integrity of corporate reports.</p> <p>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</p>	
<p>4.1. 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 member 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>Partially Adopted.</p> <p>This recommendation has been determined to be only partially adopted, as the Chair of the Committee is not an independent director. All other elements of this recommendation have been met.</p> <p>As at 30 June 2023, Mr Dean Hildebrand is the Chair of the Audit and Risk Committee, however currently is not deemed to be an independent director due to a material commercial relationship with the Company within the last three years as a previous nominee director for a significant shareholder. Notwithstanding this fact, the Company has determined that Mr Hildebrand is the best director to Chair the Audit and Risk Committee due to his qualifications, experience and expertise.</p> <p>The Audit and Risk Committee assists the Board in discharging its responsibilities to ensure that the Company complies with appropriate and effective accounting, auditing, internal control and compliance and reporting practices in accordance with the Audit and Risk Committee Charter. Details of the Risk responsibilities are in section 7.1.</p> <p>The audit role of the Audit and Risk Committee is detailed in the Audit and Risk Committee Charter.</p> <p>The Audit and Risk Committee comprises four members, all of whom are Non-Executive Directors and a majority (three members) are independent. The current members of the Audit and Risk Committee as at 30 June 2023 are:</p> <ul style="list-style-type: none"> • Mr Dean Hildebrand – Committee Chair, Non-Executive Director (not independent) • Mr Derek La Ferla, Non-Executive, Independent Company Chairman (independent) • Mr Peter Muccilli, Independent Non-Executive Director (independent) • Mr Warren Hallam, Independent Non-Executive Director (independent) <p>The relevant qualifications and experience of the members of the Audit and Risk Committee can be found in their biographical information, which is included in the Directors' Report, in the Annual Report 2023.</p> <p>The Audit and Risk Committee meets at least twice a year and at any other time requested by a Board member, Company Secretary or external auditor.</p> <p>At the discretion of the Chairman, having regard to the nature of the agenda, relevant members of management may be invited to attend meetings. The</p>

	<p>number of meetings of the Audit and Risk Committee during the reporting period and the names on the attendance record is set out in the Directors' Report of the Company's Annual Report 2023.</p> <p>The external auditors can meet with the Audit and Risk Committee without management present at any meeting and as a standing agenda item at the September meeting.</p> <p>The charter of the Audit and Risk Committee is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p>
<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.</p>	<p>Adopted.</p> <p>Upon approval of all financial statements, the Board receives a copy of the CEO and CFO declaration which covers the items required in principle 4.2.</p>
<p>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.</p>	<p>Adopted.</p> <p>Any unaudited periodic reports have several levels of review and checking, including review by the Financial Controller, the CFO and the Company Secretary, all of whom are qualified Chartered Accountants.</p>
<p>Principle 5</p> <p>Make Timely and Balanced Disclosure</p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>	
<p>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Adopted.</p> <p>Poseidon is committed to ensuring that shareholders and the market are provided with full and timely information and that all stakeholders have equal and timely access to material information concerning the Company.</p> <p>The Company understands and respects that timely disclosure of price sensitive information is central to the efficient operation of the ASX's securities market and has adopted a Disclosure Policy with underlying procedures covering public announcements, the prevention of selective or inadvertent disclosure, conduct of investor and analysts' briefings, and media communications.</p> <p>Directors and management are committed to promoting consistent disclosure practices aimed at accurate, timely and broadly disseminated disclosure of material information to the market.</p> <p>The Company publishes its Disclosure Policy which is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page. This policy is regularly reviewed and updated.</p>

<p>5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Adopted.</p> <p>All Board members receive a copy of all announcements upon release to the market.</p>
<p>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.</p>	<p>Adopted.</p> <p>All investor presentations are lodged with ASX to be released to the market.</p>
<p>Principle 6</p> <p>Respect the Rights of Security Holders</p> <p>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</p>	
<p>6.1. A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Adopted.</p> <p>The Company currently has a <i>Corporate Governance</i> page on its website providing links to constitution, charters, and corporate governance policies. Details of directors can be found on the <i>Board of Directors</i> page of the Company's website at www.poseidon-nickel.com.au</p>
<p>6.2. A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>Adopted.</p> <p>The Company places a high priority on communications with, and accountability to, shareholders and recognises that shareholders, as the ultimate owners of the Company, are entitled to receive timely and relevant high quality information about their investment. Similarly, prospective investors should be able to make an informed decision when considering the purchase of shares in Poseidon.</p> <p>Information is communicated to shareholders by:</p> <ul style="list-style-type: none"> • ensuring the disclosure of full and timely information about the Company's activities in accordance with the general and continuous disclosure principles in the ASX Listing Rules, the Corporations Act; • providing detailed reports from the Chairman, the Managing Director/Chief Executive Officer and other senior executives at the Annual General Meeting (AGM); • placing all material information released to the market (including notices of meeting and explanatory materials) on the Company's website as soon as practical following release; and • placing the Company's market announcements and financial data on its website. <p>In addition, the website includes a facility to allow interested parties to <i>Register for Updates</i> by subscribing to receive electronically, public releases and other relevant material concerning the Company.</p> <p>The Company's Shareholder Communication Policy is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p>
<p>6.3. A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Adopted.</p> <p>Shareholders are encouraged to attend AGMs and ask questions of directors, senior management and the Company's external auditors, who attend. In the event that shareholders are unable to attend meetings, they are encouraged to lodge proxies signifying their approval or otherwise of the business to be considered. Shareholders are able to directly lodge their votes online via the voting platform on Automic's investor portal (the Company's share registry).</p>

<p>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.</p>	<p>Adopted. All resolutions at Shareholder meetings are determined by a poll.</p>
<p>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.</p>	<p>Adopted. Welcome pack to all new shareholders provides these options to receive communications electronically. This option is also available to existing shareholders upon contacting the share registry, Automic.</p>
<p>Principle 7 Recognise and Manage Risk A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</p>	
<p>7.1. 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;</p> <p>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>Partially Adopted.</p> <p>This recommendation has been determined to be only partially adopted as the Chair of the Audit and Risk Committee is not an independent director. All other elements of this recommendation have been met.</p> <p>As at 30 June 2023, Mr Dean Hildebrand is the Chair of the Audit and Risk Committee, however currently is not deemed to be an independent director due to a material commercial relationship with the Company within the last three years as a previous nominee director for a significant shareholder. Notwithstanding this fact, the Company has determined that Mr Hildebrand is the best director to Chair the Audit and Risk Committee due to his qualifications, experience and expertise.</p> <p>The Company has an Audit and Risk Committee, which comprises four members, all of whom are Non-Executive Directors and a majority (three members) are independent. The current members of the Audit and Risk Committee as at 30 June 2023 are:</p> <ul style="list-style-type: none"> • Mr Dean Hildebrand – Committee Chair, Non-Executive Director (not independent) • Mr Derek La Ferla, Non-Executive, Independent Company Chairman (independent) • Mr Peter Muccilli, Independent Non-Executive Director (independent) • Mr Warren Hallam, Independent Non-Executive Director (independent) <p>A copy of the Audit and Risk Committee Charter is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p> <p>The Company has established policies on risk oversight and management and has a risk management and internal control system to manage the Company's material business risks. The Company has developed its risk management policy in line with the implementation of the risk management system and a risk management framework.</p> <p>The Company's Risk Management Policy is to identify, assess, evaluate, monitor and mitigate risks, which are considered unacceptable to the Company. The Company Secretary is the Risk Officer responsible for the management of the Risk Management Framework and process.</p> <p>Whilst all personnel have a responsibility to identify and report to management risks that may materially affect the Company, the Managing Director has the overall responsibility for the management of risk in the Company.</p>

<p>7.2. 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>Adopted.</p> <p>The risk management system is designed and implemented by the Company's Commercial and Legal Advisor, Company Secretary and Chief Financial Officer, with assistance from senior executives, and is subject to review by the Managing Director and Audit and Risk Committee on a regular basis.</p> <p>A review of the Risk Management Framework was completed during the financial year.</p>
<p>7.3. A listed entity should disclose:</p> <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 governance, risk management and internal control processes.</p>	<p>Adopted.</p> <p>The Company does not have an internal audit function. Financial and Operating Risks are addressed through individual approved policies and procedures covering financial, contract administration, and safety and environmental activities of the Company. The Company engages an insurance brokering firm as part of the Company's annual assessment of the coverage for insured assets and risk. The result of these reviews are reported to the Board at least annually.</p>
<p>7.4. A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Adopted.</p> <p>The Company has material exposure to economic and social risks through its exploration and operational activities.</p> <p>The Company has previously engaged external consultants to review the Company's Environmental Social and Governance (ESG) Framework and provide advice and guidance in creating ESG Policy and Procedure and a reporting process to assist in the management of these risks. The Company continues to consider the ESG Framework and its approach to ESG to suit its operations.</p>
<p>Principle 8</p> <p>Remunerate Fairly and Responsibly:</p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</p>	
<p>8.1. 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;</p> <p>and disclose:</p>	<p>Adopted.</p> <p>Poseidon has a Remuneration, Nomination and Diversity Committee. The Remuneration responsibility of the Committee is to assist the Board with respect to remuneration by reviewing and making appropriate recommendations on:</p> <ul style="list-style-type: none"> • remuneration packages of executive Directors, Non-executive Directors and senior executives; and • employee incentive and equity based plans including the appropriateness of performance hurdles and total payments proposed. <p>The policies and practices regarding remuneration and the remuneration paid to directors and senior executives are provided within the Remuneration Report as included within the Company's Annual Report.</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>As at 30 June 2023, the Remuneration, Nomination and Governance Committee comprises four members, of which a majority (three members) are considered independent - Derek La Ferla, Peter Muccilli and Warren Hallam. Mr La Ferla is also the Chairman of the Committee.</p> <p>The number of meetings of the Committee during the reporting period and the names on the attendance record are set out in the Directors' Report within the Company's Annual Report 2023.</p>
<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>	<p>Adopted.</p> <p>This is contained within the remuneration report of the Annual Report 2023.</p>
<p>8.3. 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>Adopted.</p> <p>The Company has adopted an Incentive Performance Rights and Options Plan, which was approved by Shareholders at the 2022 AGM. This plan prohibits participants from entering into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure, to their Performance Rights or Options. The Company also has a Securities Trading Policy that also prohibits participants from entering into arrangements for the purposes of hedging, or otherwise affecting their economic exposure.</p> <p>A copy of the Securities Trading Policy is available on the company website at www.poseidon-nickel.com.au on the Corporate Governance Page.</p>

Corporate Governance Statement date: 30 June 2023

Approved by the Board on: 21 September 2023

Appendix A:

Poseidon Nickel Ltd Board Skills Matrix

The Company's Board Skills Matrix as at 30 June 2023.

The following table of skills and experience has been identified by the Board as the key skills and other attributes of Board members which are believed to be required for robust decision-making and the effective governance of the Company.

The table is reviewed and updated periodically to ensure that it covers the attributes needed to address existing and emerging business and governance issues relevant to the Company.

Each Director was asked to grade their experience, capability and knowledge in respect of each identified skill using an assessment scale of 0 to 3, with 0 indicating no competency and 3 indicating a recognised industry expert competency. A level of 2 or above indicates a 'well developed competency' to participate in Board level decision making.

Skills & Experience & Knowledge	Number of Directors with a rating of 2 or over
Accounting and financial acumen/auditing	3
Governance	5
Leadership	5
Industry Knowledge	5
Nickel Marketing	3
Mining - Exploration	2
Mining – Metallurgy	3
Mining – Development/ Construction	3
Mining – Production	3
Business Management	5
Strategic Planning	4
Capital Raising/Corporate Finance	4
Legal/Regulatory	4
Mergers & Acquisitions/JVs	5
Risk Management	5
Measure Executive/KMP performance	5
Business Development	5
Stakeholder Relations	5
Sustainability	5

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Poseidon Nickel Limited

ABN/ARBN

60 060 525 206

Financial year ended:

30 June 2023

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

- These pages of our annual report:
- This URL on our website: <https://poseidon-nickel.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 June 2023 and has been approved by the board.

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

Date: 22 September 2023

Name of authorised officer authorising lodgement: Andrea Betti
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://poseidon-nickel.com.au/corporate-governance/	<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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://poseidon-nickel.com.au/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) within 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>
<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) within our corporate governance statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process within 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) within our corporate governance statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process within 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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://poseidon-nickel.com.au/corporate-governance/</p> <p>and the information referred to in paragraph (4) within our corporate governance statement and the information referred to in paragraph (5) in our Annual Report</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>
2.2	<p>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>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix within 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"/> and we have disclosed the names of the directors considered by the board to be independent directors within our corporate governance statement</p> <p>and, where applicable, the information referred to in paragraph (b) within our corporate governance statement</p> <p>and the length of service of each director within our corporate governance statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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
2.4	A majority of the board of a listed entity should be independent directors.	<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
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 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
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://poseidon-nickel.com.au/about/values/	<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://poseidon-nickel.com.au/corporate-governance/	<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://poseidon-nickel.com.au/corporate-governance/	<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://poseidon-nickel.com.au/corporate-governance/	<input checked="" 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	
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>and we have disclosed a copy of the charter of the committee at: https://poseidon-nickel.com.au/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) within our corporate governance statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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 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://poseidon-nickel.com.au/corporate-governance/	<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://poseidon-nickel.com.au/corporate-governance/	<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: within our corporate governance statement	<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

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
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
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>and we have disclosed a copy of the charter of the committee at: https://poseidon-nickel.com.au/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: within 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 within our corporate governance statement</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
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: within our corporate governance statement</p>	<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 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
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 checked="" type="checkbox"/> 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 within our corporate governance statement	<input 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: within our corporate governance statement and, if we do, how we manage or intend to manage those risks at: within our corporate governance statement	<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	
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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://poseidon-nickel.com.au/corporate-governance/</p> <p>and the information referred to in paragraph (4) within our corporate governance statement and the information referred to in paragraph (5) in our Annual Report</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>
8.2	<p>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>	<p><input checked="" type="checkbox"/> 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 within our Annual Report.</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"/> and we have disclosed our policy on this issue or a summary of it at: within our corporate governance statement</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>

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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

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-	<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>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>