

ASX ANNOUNCEMENT

ASX: APC



25 October 2021

2021 Corporate Governance Statement

In accordance with ASX Listing Rule 4.10.3, Australian Potash Limited (**ASX: APC** or the **Company**) provides its 2021 Corporate Governance Statement.

This release was authorised by the Board of Directors.

Matt Shackleton

Managing Director & CEO

m.shackleton@australianpotash.com.au

+61 (0) 438 319 841

Michelle Blandford

Company Secretary

m.blandford@australianpotash.com.au

+61 (0) 408 088 295



About Australian Potash Limited



APC holds a 100% interest in the **Lake Wells Sulphate of Potash (LSOP)**, located approximately 500kms northeast of Kalgoorlie, in Western Australia's Eastern Goldfields. The Company is finalising pre-development plans for commencement of construction. First production from the LSOP is scheduled mid-2023.ⁱ

K-Brite is a registered trademark brand of Australian Potash Limited and the brand under which the suite of high quality, premium SOP products from the LSOP will be marketed.

APC holds a 100% interest in the **Laverton Downs Project**, located 5kms north of Laverton, in Western Australia's Eastern Goldfields.ⁱⁱ

APC holds a 30% free-carried interest in the **Lake Wells Gold Project**, located 500kms northeast of Kalgoorlie, in Western Australia's Eastern Goldfields.ⁱⁱⁱ

Please visit www.australianpotash.com.au for more information.

ⁱ Refer to ASX Announcement 20 April 2021 'FEED positions K-Brite at the Premium End of SOP Market'. That announcement contains the relevant statements, data and consents referred to in this announcement. Apart from that which is disclosed in this document, Australian Potash Limited, its directors, officers and agents: 1. Are not aware of any new information that materially affects the information contained in the 20 April 2021 announcement, and 2. State that the material assumptions and technical parameters underpinning the estimates in the 20 April 2021 announcement continue to apply and have not materially changed.

ⁱⁱ Refer to ASX Announcement 9 April 2021 'Massive Nickel Sulphide Targets Identified at Laverton Downs'. That announcement contains the relevant statements, data and consents referred to in this announcement. Apart from that which is disclosed in this document, Australian Potash Limited, its directors, officers and agents: 1. Are not aware of any new information that materially affects the information contained in the 9 April 2021 announcement, and 2. State that the material assumptions and technical parameters underpinning the estimates in the 9 April 2021 announcement continue to apply and have not materially changed.

ⁱⁱⁱ Refer to ASX Announcement 8 April 2021 'SBM Acquires 70% Interest in Lake Wells Gold Project'. That announcement contains the relevant statements, data and consents referred to in this announcement. Apart from that which is disclosed in this document, Australian Potash Limited, its directors, officers and agents: 1. Are not aware of any new information that materially affects the information contained in the 8 April 2021 announcement, and 2. State that the material assumptions and technical parameters underpinning the estimates in the 8 April 2021 announcement continue to apply and have not materially changed.

CORPORATE GOVERNANCE STATEMENT

This *Corporate Governance Statement* is current as at 23 September 2021 and was reviewed and approved by the Board of Directors on that date.

On behalf of the directors



Jim Walker
Non-Executive Chairman

Perth, 23 September 2021

CORPORATE GOVERNANCE STATEMENT

The Board of Australian Potash Limited (**Board**) is committed to ensuring that the Company's obligations and responsibilities to its various stakeholders are fulfilled through its corporate governance practices. The directors of the Company undertake to perform their duties with honesty, integrity, care and due diligence and to act in good faith in the best interests of the Company.

The Company's Board is committed to a high standard of corporate governance practices, ensuring that the Company complies with the *Corporations Act 2001* (Cth), ASX Listing Rules, the Company's Constitution and other applicable laws and regulations.

Corporate Governance Compliance

The Board has agreed that for so long as the Company is admitted to the official list of the ASX it shall abide by the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (**ASX Recommendations**), where applicable. The Board may from time to time determine to depart from the ASX Recommendations in certain particulars having regard to the circumstances of the Company, including its size, stage of development and other material factors.

The fourth edition of the ASX Recommendations was released in February 2019 and came into force for financial years commencing on or after 1 January 2020. The table overleaf lists each of the ASX Recommendations and whether the Company is in compliance and was so for the 2020/21 reporting period. Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for adoption of its own practice, in compliance with the "if not, why not" regime.

Further Information

This Corporate Governance Statement and further information about the Company's governance practices is set out on its website at <https://www.australianpotash.com.au/site/About-Us/corporate-governance>.

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
Principle 1: Lay solid foundations for management and oversight			
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>a) the respective roles and responsibilities of its board and management; and</p> <p>b) those matters expressly reserved to the board and those delegated to management.</p>	Fully Compliant	<p>The <i>Board Charter (APC-CP-BG-CT-0001)</i> details the functions and responsibilities of the Board and management, including matters reserved for the Board. The <i>Board Charter (APC-CP-BG-CT-0001)</i> is included in the <i>Corporate Governance Plan (CGP) (APC-CP-BG-PL-0001)</i> on the Company's website.</p>
1.2	<p>A listed entity should:</p> <p>a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>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>	Fully Compliant	<p>The most recent addition to the Board, Cathy Moises, was appointed in July 2020 and the newest senior executive is Company Secretary Michelle Blandford who was appointed in June 2021. Appropriate checks were undertaken prior to their appointments.</p> <p>A profile of each director is included in the Annual Report and all material information relevant to whether or not to elect or re-elect a director is provided to the Company's shareholders as part of the Notice of Meeting and explanatory statement for the relevant meeting of shareholders which addresses the election or re-election of a director.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Fully Compliant	<p>The <i>Remuneration & Nomination Committee Charter (APC-CP-BG-CT-0003)</i>, which is included in the <i>CGP</i>, requires the Company to have a written agreement with each director and senior executive setting out the terms of their engagement.</p> <p>Each non-executive director has signed a letter of appointment. The Managing Director & CEO has signed an executive services agreement and the Project Director has an employment agreement in place with the Company.</p>

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment												
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.	Fully Compliant	<p>The Company Secretary is accountable to the Board, through the Chair, on all governance matters and has a direct reporting line to the Chair as the representative of the Board. The Company Secretary has primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively.</p> <p>Details of the role of the Company Secretary are contained in section 9 of the <i>Board Charter (APC-CP-BG-CT-0001)</i> which is available on the Company's website.</p>												
1.5	<p>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> <ol style="list-style-type: none"> 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either <ol style="list-style-type: none"> 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 	Partially Compliant	<p>The Company has adopted a <i>Diversity Policy (APC-CP-BG-PY-0002)</i> which is disclosed on the Company's website. The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention and motivation, accessing different perspectives and ideas and benefiting from all available talent.</p> <p>The Company does not think that it is appropriate to state measurable objectives for achieving gender diversity due to its size and stage of development.</p> <p>The following statistics outline the percentage of women employed in the Company at the end of the current and the previous financial years:</p> <table border="1" data-bbox="1205 1165 2016 1380"> <thead> <tr> <th></th> <th>2021</th> <th>2020</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>20%</td> <td>0%</td> </tr> <tr> <td>Senior Executive*</td> <td>40%</td> <td>25%</td> </tr> <tr> <td>Whole of Team</td> <td>35%</td> <td>21%</td> </tr> </tbody> </table> <p>*Senior executive is defined as a member of the executive management team as per the Company's organisation chart.</p>		2021	2020	Board	20%	0%	Senior Executive*	40%	25%	Whole of Team	35%	21%
	2021	2020													
Board	20%	0%													
Senior Executive*	40%	25%													
Whole of Team	35%	21%													

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
	B. if the entity is a “relevant employer” under the <i>Workplace Gender Equality Act 2012</i> (Cth), the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.		The Company is not a “relevant employer” under the <i>Workplace Gender Equality Act 2012</i> (Cth).
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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Fully Compliant	<p>The <i>Performance Evaluation Policy (APC-CP-BG-PY-0005)</i>, which is disclosed on the Company’s website, details the process for evaluating the Board, its Committees and individual directors. The assessment process which may be used by the Board is that each director completes a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board and its members. An independent third party consultant may be used to facilitate the assessment.</p> <p>An internal Board performance review was undertaken in the 2021 financial year.</p>
1.7	A listed entity should: <ul style="list-style-type: none"> a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and 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. 	Fully Compliant	A formal process for evaluating the performance of senior executives was developed during 2020/21 and implemented in June and July 2021. The process incorporates a balanced scorecard assessment of each senior executive.
Principle 2: Structure the board to be effective and add value			
2.1	The board of a listed entity should:	Fully Compliant	The Company has established a Remuneration & Nomination Committee which during the 2021 financial year comprised membership of all five (5)

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
	<p>a) have a nomination committee which:</p> <ol 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> <ol 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 throughout 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>directors. The majority of the members of the Committee are independent and the Chair is Cathy Moises, an independent director.</p> <p>The role of the Remuneration & Nomination Committee is outlined in its <i>Charter (APC-CP-BG-CT-0003)</i> which is disclosed on the Company’s website. The Committee has responsibility for, among other things:</p> <ul style="list-style-type: none"> • reviewing and considering the structure of the Board and making recommendations regarding appointments, retirements and terms of office of directors; • identifying and recommending director candidates after considering the necessary and desirable competencies to ensure the appropriate mix of skills and experience; and • undertaking appropriate checks before appointing a director or senior executive. <p>The Committee met twice during the financial year (September 2020 and March 2021) and all members were present on both occasions.</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Fully Compliant	<p>The Board Skills Matrix captures the skills of the current Board and aims to assist in the recruitment of any future directors by identifying opportunities for gaining additional expertise in particular areas.</p> <p>The Company aims to maintain a Board that has the appropriate mix of skills, knowledge and experience of management and the industry in which the Company operates to be an effective decision-making body and who discharge their duties having regard to the highest standards of corporate governance.</p>

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment																								
			The Board Skills Matrix is provided as an Annexure to this Corporate Governance Statement.																								
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 or relationship of the type described in Box 2.3 (<i>Factors relevant to addressing the independence of a director</i>) 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>	Fully Compliant	<p>As at 30 June 2021, the Board consisted of:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Role</th> <th>Independent</th> <th>Date appointed</th> </tr> </thead> <tbody> <tr> <td>Jim Walker</td> <td>Non-Executive Chairman</td> <td>Yes</td> <td>August 2018</td> </tr> <tr> <td>Rhett Brans</td> <td>Project Director</td> <td>No</td> <td>May 2017</td> </tr> <tr> <td>Brett Lambert</td> <td>Non-Executive Director</td> <td>Yes</td> <td>May 2017</td> </tr> <tr> <td>Cathy Moises</td> <td>Non-Executive Director</td> <td>Yes</td> <td>July 2020</td> </tr> <tr> <td>Matt Shackleton</td> <td>Managing Director & CEO</td> <td>No</td> <td>July 2014</td> </tr> </tbody> </table> <p>There have been no changes to the composition of the Board of Directors since the end of the reporting period.</p>	Name	Role	Independent	Date appointed	Jim Walker	Non-Executive Chairman	Yes	August 2018	Rhett Brans	Project Director	No	May 2017	Brett Lambert	Non-Executive Director	Yes	May 2017	Cathy Moises	Non-Executive Director	Yes	July 2020	Matt Shackleton	Managing Director & CEO	No	July 2014
Name	Role	Independent	Date appointed																								
Jim Walker	Non-Executive Chairman	Yes	August 2018																								
Rhett Brans	Project Director	No	May 2017																								
Brett Lambert	Non-Executive Director	Yes	May 2017																								
Cathy Moises	Non-Executive Director	Yes	July 2020																								
Matt Shackleton	Managing Director & CEO	No	July 2014																								
2.4	A majority of the board of a listed entity should be independent directors.	Fully Compliant	<p>There are five (5) Board members, two (2) of whom are executive directors and therefore not independent.</p> <p>The three (3) non-executive directors are considered to be independent as they are not part of the management team and are regarded as being free of any relationship that could materially interfere with the independent exercise of their judgement.</p>																								
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the	Fully Compliant	Jim Walker, an independent non-executive director, is the Chair of the Company. Matt Shackleton is the CEO of the Company.																								

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
	same person as the CEO of the entity.		
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.	Fully Compliant	Induction and professional development form part of the responsibilities of the Remuneration & Nomination Committee as noted in the <i>Remuneration & Nomination Committee Charter (APC-CP-BG-CT-0003)</i> , which is available on the Company's website. Inductees are provided with a written engagement letter and the Company Secretary is available to assist with the process of new directors familiarising themselves with the Company. Professional development requirements are addressed as circumstances require.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

3.1	A listed entity should articulate and disclose its values.	Fully Compliant	The Company's values are articulated in the Statement of Values contained within the <i>Code of Conduct (APC-CP-BG-CO-0001)</i> , which is disclosed on the Company's website.
3.2	A listed entity should: <ul style="list-style-type: none"> 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. 	Fully Compliant	The Company has a <i>Code of Conduct (APC-CP-BG-CO-0001)</i> which applies to all employees, directors, contractors and consultants working for the Company at any of its business locations. The <i>Code of Conduct (APC-CP-BG-CO-0001)</i> is incorporated in the <i>CGP</i> which is disclosed on the Company's website, and includes obligations in relation to reporting any material breaches of the Code to the Board.
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. 	Fully Compliant	The Company has a <i>Whistleblower Protection Policy (APC-CP-BG-PY-0007)</i> which is disclosed on the Company's website, and includes obligations in relation to reporting any material breaches of the Policy to the Board.

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
3.4	<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>	Fully Compliant	The Company has an <i>Anti-Bribery & Anti-Corruption Policy (APC-CP-BG-PY-0006)</i> which is disclosed on the Company's website, and includes obligations in relation to reporting any material breaches of the Policy to the Board.

Principle 4: Safeguard integrity in financial reporting

4.1	<p>The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <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,</p>	Partially Compliant	<p>The Company has established an Audit & Risk Committee which during the 2021 financial year comprised membership of all five (5) directors therefore not all members are non-executive directors. The majority of the members of the Committee are independent and the Chair is Brett Lambert, an independent director who is not Chair of the Board.</p> <p>The role of the Audit & Risk Committee is outlined in its <i>Charter (APC-CP-BG-CT-0002)</i> which is disclosed on the Company's website. The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:</p> <ul style="list-style-type: none"> • the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices; • the effectiveness and adequacy of internal control processes; and • the performance and independence of the external auditor. <p>The qualifications and experience of the members of the Audit & Risk Committee are disclosed in the Directors' Report contained within the 2021 Annual Report.</p> <p>The Committee met twice during the financial year (September 2020 and March 2021) and all members were present on both occasions.</p>
-----	---	---------------------	--

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
	including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Partially Compliant	<p>Prior to the release of the half year and full year financial reports, the Managing Director & CEO and the CFO provide a written declaration of assurance that in their opinion, the financial records of the Company for the relevant reporting period have been properly maintained, comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that this opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>The quarterly cashflow reports are reviewed by the Board prior to release and by the external auditor as part of the half year review and full year audit however the CEO and CFO declaration is not provided in relation to these reports.</p>
4.3	A listed entity should disclose its process to verify the integrity of any periodic report it releases to the market that is not audited or reviewed by an external auditor.	Fully Compliant	The quarterly cashflow reports are prepared by the Company's Financial Controller and reviewed by the CFO and CEO. They are then approved for release to the market by the Board and subsequently reviewed by the external auditor as part of the half year review and full year audit.

Principle 5: Make timely and balanced disclosure

5.1	A listed entity should have and disclose a written policy of complying with its continuous disclosure obligations under ASX listing rule 3.1.	Fully Compliant	<p>The Company has a <i>Continuous Disclosure Policy (APC-CP-BG-PY-0003)</i> which is disclosed on the Company's website. The purpose of the Policy is to:</p> <ul style="list-style-type: none"> ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the <i>Corporations Act 2001 (Cth)</i> and the ASX Listing Rules;
-----	---	-----------------	---

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
			<ul style="list-style-type: none"> provide shareholders and the market with timely, direct and equal access to information issued by the Company; and promote investor confidence in the integrity of the Company and its securities.
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Fully Compliant	It is Company procedure to provide a copy of all material announcements to the Board both before release to the market for their review, and immediately after release for their records.
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.	Fully Compliant	It is Company practice to release to the ASX any presentation given to investors, brokers or analysts that contains any new material.

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.	Fully Compliant	<p>A wide range of information about the Company and its projects is provided to investors via its website. The About Us page of the website includes a specific “Corporate Governance” section which contains the <i>CGP</i> and its charters, code and policies, as well as a copy of this <i>Corporate Governance Statement</i>.</p> <p>The Investor Centre page of the website contains share price information, research notes, media coverage and all announcements, presentations and reports released to the ASX, as well as a mechanism for shareholders to register for the email distribution list and to contact the Company via email.</p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Fully Compliant	The Company has a <i>Shareholders’ Communication Policy (APC-CP-BG-0008)</i> which is available on the Company’s website.

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Fully Compliant	The <i>Shareholders' Communication Policy (APC-CP-BG-PY-0008)</i> specifically encourages full participation of shareholders at general meetings, which are held at a reasonable time and venue.
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.	Fully Compliant	Effective from 1 July 2021, all resolutions at the Company's general meetings of shareholders are decided by poll, rather than a show of hands. Registration and overseeing of the poll voting process is undertaken by the Company's share registry.
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.	Fully Compliant	The Company welcomes electronic communication from its shareholders via the publicised email address admin@australianpotash.com.au . In addition, details of ASX announcements and periodic reports are distributed to interested parties via email as well as being uploaded to the Company website.

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> <ol 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> <ol 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 	Fully Compliant	<p>The Company has established an Audit & Risk Committee which during the 2021 financial year comprised membership of all five (5) directors. The majority of the members of the Committee are independent and the Chair is Brett Lambert, an independent director who is not Chair of the Board.</p> <p>The role of the Audit & Risk Committee is outlined in its <i>Charter (APC-CP-BG-CT-0002)</i> which is disclosed on the Company's website. The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:</p> <ul style="list-style-type: none"> • the identification and management of business, economic, environmental and social sustainability risks; and • the review of the Company's <i>Risk Management Framework (APC-AD-RK-FW-0001)</i> at least annually to satisfy itself that it continues to be
-----	---	-----------------	--

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
	<p>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>sound and to determine whether there have been any changes in the material business risks the Company faces and to ensure they remain within the risk appetite set by the Board.</p> <p>The Committee met twice during the financial year (September 2020 and March 2021) and all members were present on both occasions.</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>	Fully Compliant	<p>As noted above, the Audit & Risk Committee has a responsibility to review the Company's <i>Risk Management Framework (APC-AD-RK-FW-0001)</i> at least annually. A comprehensive review of all risk documentation, including the <i>Risk Management Framework (APC-AD-RK-FW-0001)</i>, was undertaken during the reporting period and submitted by the Audit & Risk Committee to the Board for approval, and approved, in March 2021.</p>
7.3	<p>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>	Fully Compliant	<p>The Company does not have an internal audit function. Responsibility for overseeing corporate governance is held by the Board and for evaluating and continually improving the effectiveness of risk management and internal control processes is delegated by the Board to the Audit & Risk Committee. The Company's <i>CGP</i> incorporates a suite of charters and policies which provide a framework for the respective bodies to uphold these responsibilities.</p>
7.4	<p>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.</p>	Fully Compliant	<p>The Company does not currently have any material exposure to environmental or social risks. The Company's <i>Risk Management Policy (APC-CP-BG-PY-0004)</i>, <i>Environmental Policy (APC-CP-BG-PY-0009)</i> and <i>Cultural Heritage Management Plan (APC-CH-HN-PL-0001)</i> outline the</p>

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
-----------	----------------	-------------------	---------

processes in place to manage these risks, should they occur.

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> <ol 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> <ol 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 throughout the period and the individual attendances of the members at those meetings; or <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>	Fully Compliant	<p>The Company has established a Remuneration & Nomination Committee which during the 2021 financial year comprised membership of all five (5) directors. The majority of the members of the Committee are independent and the Chair is Cathy Moises, an independent director.</p> <p>The role of the Remuneration & Nomination Committee is outlined in its <i>Charter (APC-CP-BG-CT-0003)</i> which is disclosed on the Company's website. The Committee's purpose is to:</p> <ul style="list-style-type: none"> • review and approve the executive remuneration policy to enable the Company to attract and retain executives and directors who will create value for shareholders; • ensure that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration; • review the Company's recruitment, retention and termination policies and procedures for senior management; and • review and approve any equity-based plans and other incentive schemes. <p>The Committee met twice during the financial year (September 2020 and March 2021) and all members were present on both occasions.</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>	Fully Compliant	<p>Details of the Company's policies and practices regarding the remuneration of directors and other senior management are set out in the Remuneration Report as disclosed in the Company's Directors' Report contained within the 2021 Annual Report.</p>

CORPORATE GOVERNANCE STATEMENT

Principle	Recommendation	Compliance Status	Comment
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>	Fully Compliant	<p>The Company's <i>Securities Trading Policy (APC-CP-BG-PY-0001)</i> specifically prevents employees from engaging in margin lending or otherwise leveraging securities without the fully informed consent of the Board.</p> <p>The <i>Securities Trading Policy (APC-CP-BG-PY-0001)</i> is disclosed on the Company's website.</p>

BOARD SKILLS MATRIX

The Australian Potash Limited (APC or the Company) Board Skills Matrix (**Matrix**) provides a guide to the skills, knowledge and experience of the Company’s directors. The Matrix captures the skills of the current Board and aims to assist in the recruitment of any future directors by identifying opportunities for gaining additional expertise in particular areas. APC aims to maintain a Board of Directors that has the appropriate mix of skills, knowledge and experience of management and the industry in which the Company operates to be an effective decision-making body and who discharge their duties having regard to the highest standards of corporate governance.

	Rhett Brans	Brett Lambert	Cathy Moises	Matt Shackleton	Jim Walker
GOVERNANCE SKILLS					
Accounting Good understanding of financial statements & accounting concepts	★	★	★	★	★
Boards Director experience in ASX-listed companies	★	★	★	★	★
Commercial Broad range of commercial/business experience	★	★	★	★	★
Corporate Transactions Experience in M&A, JV discussions, asset acquisition & divestment		★	★	★	★
Executive Management Experience at an executive level	★	★	★	★	★
Governance Understanding of obligations & commitment to best practice	★	★	★	★	★
Risk Management (including OH&S) Ability to identify key risks & monitor management frameworks		★	★	★	★
Stakeholder Engagement Experience with interest groups such as investors & local community		★	★	★	
Strategic Development Ability to think strategically & identify opportunities & threats	★	★	★	★	★

BOARD SKILLS MATRIX

	Rhett Brans	Brett Lambert	Cathy Moises	Matt Shackleton	Jim Walker
INDUSTRY/TECHNICAL SKILLS					
Engineering Engineering background or extensive knowledge of relevant concepts					
Exploration Exposure to greenfields &/or brownfields exploration					
Finance Experience in arranging debt facilities &/or raising equity capital					
Geology Geology background or extensive knowledge of relevant concepts					
Human Resources Experience in leadership & people management					
Information Technology Knowledge regarding strategic use of information management & IT					
International Business Corporate/operational experience in businesses conducted overseas					
Legal/Regulatory Legal training or experience in regulation/government policy matters					
Mining Experience in an operational mining environment					
Project Development Involvement bringing projects through feasibility & into development					