Corporate Governance Statement 2024

Powering a sustainable energy future

Acknowledgement of Country

Pilbara Minerals acknowledges the Nyamal and Kariyarra People of the Pilbara, the Whadjuk Noongar People of the Perth region and all Aboriginal and Torres Strait Islander peoples who are the Traditional Owners and First Peoples of these lands. We pay respect to their Elders past and present and acknowledge their continuing connection and care for the land, water and Country.

About this report

This Corporate Governance Statement (**Statement**) outlines the corporate governance practices of Pilbara Minerals Limited ABN 95 112 425 788 (**Pilbara Minerals** or the **Company**) and benchmarks the Company against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition (**Principles and Recommendations**). It should be read in conjunction with Pilbara Minerals' ASX Appendix 4G which provides further detail on each principle and recommendation, and the Company's disclosure against them.

Pilbara Minerals appreciates the importance of maintaining the highest standard of business ethics and good governance practices. The Company is committed to maintaining and enhancing corporate governance, which is essential for the long-term sustainability of the business.

The Company has an established corporate governance framework, the key features of which are set out in this Statement.

Responsibility for the Company's strategy and corporate governance framework rests with the Pilbara Minerals Board and is supported by three committees that assist the Board to effectively discharge its duties.

During the financial year ended 30 June 2024 (**FY24**), the Company's corporate governance practices complied with all of the principles and recommendations.

The Company's governance procedures provide that certain policies and all Board and Board Committee Charters are reviewed on an annual basis. Other governance related policies and documentation are reviewed every two years or as required. Following review during the reporting period, the Company's governance-related documentation was updated where appropriate.

Governance related documents including policies and Board and Board Committee charters are available on the corporate governance page on the Company's website pilbaraminerals.com.au.

The information in this Statement is current at 23 August 2024 and was approved for release by the Board on 23 August 2024.

Company overview

Pilbara Minerals is a leading ASX listed lithium company, with 100% ownership of the Pilgangoora Operation – the largest independent hard rock lithium operation in the world, with a mine life of approximately 33 years. Located in Western Australia's resource rich Pilbara region, the Pilgangoora Operation produces spodumene and tantalite concentrates.

The significant scale and quality of the operation has attracted a consortium of high quality global partners including POSCO, Ganfeng, Chengxin, Yahua, Yibin Tianyi and General Lithium.

Governance FY24 Summary

Governance

100%

compliance with ASX Principles and Recommendations

Board gender balance

50%

female Board members

Meeting attendance

98%

attendance

Board independence

5/6

independent Directors

Chairman

Independent Chairman

Culture and engagement

73%

engagement score in employee culture survey

Remuneration Report

92.7%

support for the Remuneration Report at the 2023 AGM (2022: 80.13%)

Principle 1

Lay solid foundations for management and oversight

Roles and responsibility of the Board and management

Pilbara Minerals has established the respective roles and responsibilities of the Board and management, those matters expressly reserved for the Board and those delegated to management, and has documented this in the Board Charter which is disclosed on the Company's website.

The Board Charter is reviewed annually and was reviewed and updated on 19 June 2024.

Board appointment and election/re-election

The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Ms Kathleen Conlon joined the Board as a Non-Executive Director effective from 1 January 2024 and assumed the role of Chairman of the Company following the retirement of Mr Anthony Kiernan AM, effective 31 January 2024. In accordance with the Company's constitution, Ms Conlon will stand for election by shareholders at Pilbara Minerals' next Annual General Meeting, scheduled in November 2024.

In accordance with its policies and practices, Pilbara Minerals does, and will continue to, undertake appropriate checks as to the character, experience, education, criminal record, and bankruptcy history of all Board appointments.

Written agreements with directors and executives

The Company has a written agreement with its directors and executives setting out the terms of their appointment.

During FY24, the Company had the following Non-Executive Directors:

- Mr Anthony Kiernan (appointed 1 July 2016, retired 31 January 2024)
- Ms Kathleen Conlon (appointed 1 January 2024)
- Mr Steve Scudamore (appointed 18 July 2016)
- Mr Nick Cernotta (appointed 6 February 2017)
- Ms Sally-Anne Layman (appointed 20 April 2018)
- Ms Miriam Stanborough (appointed 4 October 2021).

In accordance with its policies and practices, the Company has and will continue to enter into written agreements with all of its current and future Non-Executive Directors.

During FY24, Ms Kathleen Conlon joined the Board as a Non-Executive Director and a Non-Executive Chairman. The Company entered into a written agreement with Ms Conlon upon her appointment.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board as outlined in the Board Charter. The Company Secretary's role is also outlined in the employment agreement between the Company Secretary and Pilbara Minerals.

During the year, effective from 24 November 2023, Mr Alex Eastwood resigned as Company Secretary. Ms Danielle Webber was appointed Company Secretary effective from 8 November 2023.

Inclusion and diversity

Pilbara Minerals' Inclusion and Diversity Policy provides that the People and Culture Committee will set measurable objectives for achieving diversity. The Policy is disclosed on the Company's website.

During FY24, the Company considered its progress against its measurable objectives for achieving gender diversity which are summarised in the table on the following page.

Figure 1: Board diversity

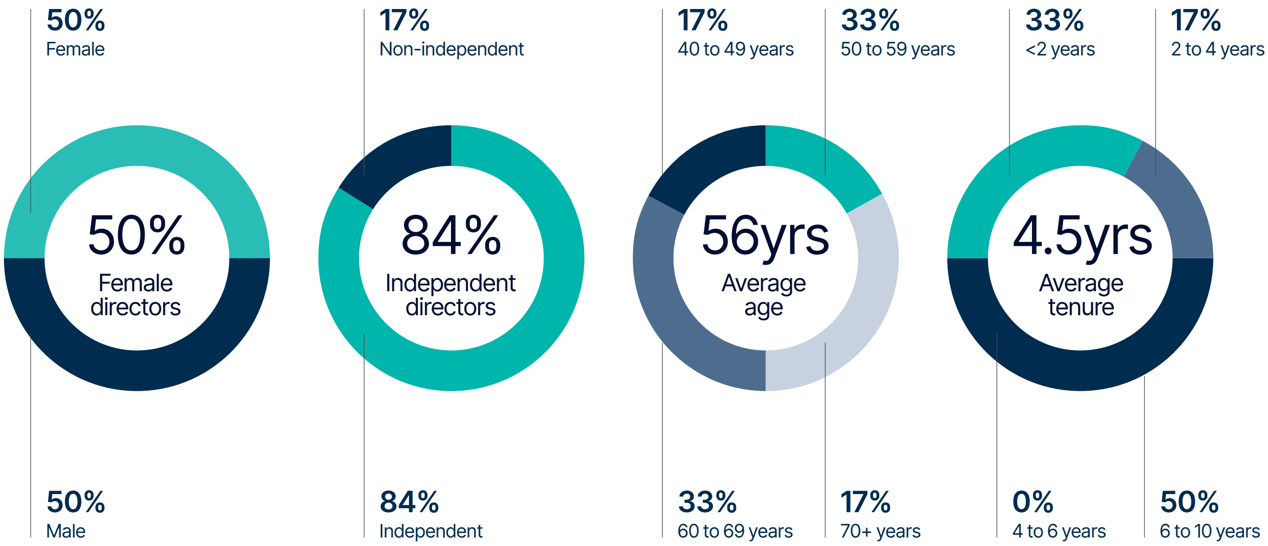

Table 1: Progress against diversity objectives

Objective	FY24 progress
Improve current female Board representation when it is appropriate to expand and review the current Board composition.	During FY24, the Board's female representation increased from 33.3% to 50.0% upon the appointment of Ms Conlon in January 2024. The Board's non-executive director representation also conforms to the 40:40:20 position, being a minimum of 40.0% of both men and women.
Improve female representation at executive and senior manager level during the period 2019 to 2024.	The Company has aligned its gender diversity data for management levels to the Workplace Gender Equality (**WGEA**) Report submission requirements, and therefore data is reported as at 31 March 2024, rather than aligning to the FY24 reporting period. Pleasingly, the Company's female representation at the Executive level improved during FY24 with an additional female executive appointed to the Executive Leadership Team increasing female representation from 14.3% to 28.6%. The Company continued to make positive steps towards female representation at Senior Manager level with 23.8% female representation at 31 March 2024 (2019: 16.7%).
Maintain the percentage of women in the Company's total workforce as in FY19 (25%).	While the percentage of female representation across the Company's total workforce has progressed positively over the years since the target was introduced, it has remained below 25.0% in FY24 at 23.3%. This has primarily been driven by the rapid growth in operational roles to support the Company's expansion projects for which there typically exists a larger pool of male candidates. Pilbara Minerals continued to support gender diversity, inclusion and equality with several initiatives introduced or maintained during FY24 and additional proposed for introduction in FY25. Whilst the Company has retained the objective for the next reporting period as an aspirational target, it has introduced targets and tracking at a more granular level across corporate, projects and operational roles to better understand gender diversity at these levels.

The proportion of men and women on the Board, in executive positions, in management positions and employed across the whole organisation at the end of FY24 are set out in Table 2.

The results of Pilbara Minerals' Workplace Gender Equality Agency (WGEA) report can be found in the Corporate Governance section of the Company's website. Further, in consideration of our commitment to close the Gender Pay Gap, the Company published, in conjunction with the 2023 WGEA report, a Workplace Gender Pay Equality Statement (available on our website).

Table 2: Proportion of female employees across the workforce

	Proportion of female employees	
	FY24	FY23
Board[1]	**3 out of 6 (50.0%) ↑**	2 out of 6 (33.3%)
Executive positions[2]	**2 out of 7 (28.6%) ↑**	1 out of 7 (14.3%)
Management positions[3]	**14 of 51 (27.5%) ↑**	10 out of 39 (25.6%)
Whole organisation	**214 of 917 (23.3%) ↑**	172 of 768 (22.4%)

1. Includes the Managing Director and CEO.
2. Executives are categorised at the Company's Executive Leadership Team and includes the Managing Director and CEO.
3. As at 31 March 2024 (WGEA reporting date: 1 April 2023 – 31 March 2024), the number of management positions comprised 21 Senior Managers 5 of whom were female.

Board performance evaluations

The Company's process for performance evaluations is overseen by the People and Culture Committee and provides that the Chairman has overall responsibility for evaluating the Board and, when deemed appropriate, Board committees and individual directors.

The Managing Director's performance is reviewed annually by the People and Culture Committee using a performance evaluation survey completed confidentially by his direct reports and other senior personnel as well as against pre-determined key performance indicators and short-term and long-term strategic goals set by the People and Culture Committee.

During FY24, the Board utilised an independent, external service provider to facilitate a Board performance evaluation. All directors and executives completed a survey via an online diagnostic tool. The survey covered various topics including Board and Board committee composition; chairman leadership; Strategy; process for monitoring of business performance; risk management; Board culture; Board/management relationship; and stakeholder management. Performance evaluation feedback was discussed between the consultant and the Chairman, and then subsequently between the Chairman and fellow directors.

Executive Leadership Team evaluations

The Company's process for performance evaluations provides that the Managing Director has responsibility for reviewing the performance of the executives against pre-determined key performance indicators and short-term and long-term strategic goals set by the Managing Director.

A performance evaluation survey is completed confidentially by each executive's direct reports and other relevant personnel as part of the evaluation process.

During FY24 the Managing Director undertook formal performance evaluations of executives in respect of their performance during FY24. These performance evaluations were presented to the People and Culture Committee and the Board (after the reporting period) for discussion.

Principle 2

Structure the board to be effective and add value

Board of Directors as at June 30, 2024

Kathleen Conlon
Non-Executive Chairman

Dale Henderson
Managing Director & CEO

Sally-Anne Layman
Non-Executive Director

Nick Cernotta
Non-Executive Director

Steve Scudamore AM
Non-Executive Director

Miriam Stanborough AM
Non-Executive Director

Table 3: Meeting attendance

Board meetings	Attended	Eligible to attend
Anthony Kiernan[1]	9	9
Kathleen Conlon[2]	9	9
Steve Scudamore	14	16
Nicholas Cernotta	16	16
Sally-Anne Layman	16	16
Miriam Stanborough	16	16
Dale Henderson	16	16

1. Mr Kiernan retired as a Non-Executive Director effective 31 January 2024.
2. Ms Conlon was appointed as a Non-Executive Director effective 1 January 2024 and subsequently became Non-Executive Chairman immediately upon Mr Kiernan's retirement.

Board nomination

Pilbara Minerals' nomination function is performed by the People and Culture Committee.

The People and Culture Committee Charter is disclosed on the Company's website.

During FY24, the People and Culture Committee comprised three Non-Executive Directors and was chaired by independent Non-Executive Director, Mr Cernotta. Other members of the People and Culture Committee during the reporting period were Mr Kiernan, Mr Scudamore and Ms Conlon (following Mr Kiernan's retirement).

The Directors' Report within the Company's Annual Report 2024 sets out further details of the members of the People and Culture Committee and their specific experience and skills which were considered prior to appointment and deemed appropriate with regard to the functions of this committee.

The People and Culture Committee continues to have a structure and membership that complies with Recommendation 2.1.

The number of times the People and Culture Committee met and the individual attendances of the members at those meetings are contained in the Directors' Report within Pilbara Minerals' FY24 Annual Report.

Board Skills Matrix

During FY24, the Board assessed and considered the current mix of skills and diversity represented by the Board's composition and produced a comprehensive Board Skills Matrix which identified the directors' key skills and competencies.

The Board Skills Matrix allows for Directors to self-assess their skills and experience against various categories considered relevant for the Company and its strategy.

The Directors' Report within the Company's 2024 Annual Report sets out further details of the members of the Board and their specific skills and experience relevant to their role. The Board will continue to consider the expansion of skills and diversity of its membership as considered appropriate.

The Board Skills Matrix is considered for various purposes, including succession planning, training requirements and committee membership. During the period, the skills of the members of the various Board committees continued to be deemed appropriate.

Board tenure and independence

During FY24, the majority of the directors were deemed independent Non-Executive Directors.

In accordance with the Company's Board Charter, the Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles and Recommendations.

Board Chairman

During FY24, the Chairman of the Board was:

- Mr Anthony Kiernan, an independent Non-Executive Director, who was not the Managing Director or CEO of the Company, from 1 July 2023 to 31 January 2024
- Ms Kathleen Conlon from 31 January 2024.

Director induction and development

During FY24, Ms Kathleen Conlon was appointed to the Board and was inducted according to Pilbara Minerals' procedures for new staff and contractor appointments which included details on relevant company policies and procedures. Ms Conlon received access to review Board and Board committee materials and attended a visit to the Pilgangoora Operation. In addition, Ms Conlon took up various opportunities for engagement with other directors, the Executive Leadership Team, senior employees and the Company's auditor to further develop her understanding of the Company.

In accordance with the People and Culture Committee Charter, the People and Culture Committee is responsible for reviewing whether the directors as a group have the skills, knowledge, and familiarity with the Company and its operating environment required to fulfil their role on the Board and the Board committees effectively. Where any gaps are identified, the People and Culture Committee considers what training or professional development should be undertaken.

Table 4: Board Skills Matrix

Category							Experts
Industry	Expert	Expert	Expert	Expert	Advanced	Expert	5
Major projects	Advanced	Expert	Expert	Advanced	Advanced	Expert	3
Leadership and culture	Expert	Expert	General	Advanced	Advanced	Expert	3
Sustainability, safety, environment and community	Advanced	Advanced	Expert	Expert	General	Expert	3
M&A / JVs	Expert	Expert	Expert	General	Advanced	Advanced	3
International	Expert	General	Expert	Advanced	Expert	Advanced	3
Finance and risk	Expert	Advanced	Expert	General	Expert	General	3
Stakeholder engagement	Expert	Expert	Expert	General	Advanced	General	3
Customer, trading and partnerships	Expert	Expert	General	Expert	General	General	3
Innovation digital and technology	Advanced	Limited	Advanced	Expert	General	General	1

General skills/experience · Limited skills/experience · Advanced skills/experience · Expert skills/experience

Table 5: Board tenure and independence

Name/position	Position	Independent	Period of service
Kathleen Conlon	Non-Executive Director and Chairman	Yes	1 January 2024 – present
Anthony Kiernan AM	Non-Executive Director and Chairman	Yes	1 July 2016 – 31 January 2024
Dale Henderson	Managing Director and CEO	No	30 July 2022 – present
Stephen (Steve) Scudamore AM	Non-Executive Director	Yes	18 July 2016 – present
Nicholas (Nick) Cernotta	Non-Executive Director	Yes	6 February 2017 – present
Sally-Anne Layman	Non-Executive Director	Yes	20 April 2018 – present
Miriam Stanborough AM	Non-Executive Director	Yes	4 October 2021 – present

Principle 3

Instil a culture of acting lawfully, ethically, and responsibly

During FY24, details of the Pilbara Purpose were available via the Company's website and within Pilbara Minerals' Code of Conduct. In addition, the Pilbara Purpose is disclosed in the Company's Annual Report each year. The Company actively communicates the Pilbara Purpose to employees and stakeholders in business communications and training activities that were undertaken throughout the reporting period.

Our purpose

Making the world a better place by enabling the global energy transformation.

Our purpose is what drives and inspires the team in their work every day. It is underpinned by six commitments that define what we stand for.

Our vision

To be a great Australian company; one that our families are proud of; a company widely known:

- to provide outstanding long-term returns for shareholders
- as a great place to work
- for respectful and integrated relationships with key stakeholders

What we stand for

Great People

We are a proud team of talented and grounded people who value diversity and have each other's back.

Think, Do, Achieve

We are innovative and resourceful when solving problems, we go the extra mile to get the job done.

Safety Matters

We take responsibility for maintaining a safe and healthy workplace so that everyone comes to work and goes home safe and well every day.

Valuing our Partners

We know great things happen when we engage our broader team of contracting partners, customers and community.

Quality Products

We produce and deliver a globally competitive, high quality product to our customers.

Making a Difference in the World

We are passionate about our contribution and strive to make a positive impact in our work and the communities we share.

Code of Conduct

Pilbara Minerals' Code of Conduct for its Directors, executives, and employees is disclosed on the Company's website.

The Code of Conduct requires all business affairs of the Company to be conducted with integrity, honesty, and fairness and in compliance with the rule and spirit of all laws and the regulatory environment in which it operates.

Any material breaches of Pilbara Minerals' Code of Conduct are reported to the Board in accordance with the Company's Compliance Policy and Framework.

Whistleblower Policy

Pilbara Minerals' Whistleblower Policy, encourages employees, officers, suppliers, contractor's employees, and associates of the Group, relatives and dependents of the individuals, to report any concerns regarding actual or potential misconduct without fear of reprisal or intimidation.

Any material incidents reported under the Company's Whistleblower Policy are reported to the Audit and Risk Committee and, if required, the Board. Reported information includes the number and type of disclosures, action taken and the outcome of any investigations. It forms part of the Company's overall compliance reporting framework and is a standing agenda item for Audit and Risk Committee meetings.

Pilbara Minerals' Whistleblower Policy is disclosed on the Company's website.

Anti-Bribery and Corruption Policy

The Company's Anti-Bribery and Corruption Policy is disclosed on Pilbara Minerals' website.

Any material breaches of the Anti-Bribery and Corruption Policy are reported to the Company's Audit and Risk Committee and, if required, the Board. It forms part of the Company's overall compliance reporting framework and is a standing agenda item for Audit and Risk Committee meetings.

Human Rights Policy and Modern Slavery

Pilbara Minerals has a strong and ongoing commitment to respecting global human rights – the right to life and liberty, freedom from slavery, freedom of opinion, and the right to work and to an education. Pilbara Minerals acknowledges its responsibility to address adverse human rights impacts through its activities, supply chains, and business relationships.

In FY24 Pilbara Minerals updated its Human Rights Policy which was approved by the Board. The Policy integrates modern slavery commitments as well as the Company's stance around human rights impacts more broadly and applies to the directors, officers, employees, suppliers, contractors, and business partners of Pilbara Minerals and its subsidiaries.

Pilbara Minerals publishes annual Modern Slavery statements in compliance with Australia's *Modern Slavery Act (2018)*. These statements aim to detail the Company's efforts in addressing modern slavery by enhancing due diligence processes, promoting training and awareness, and fostering ethical practices in both operations and supply chains. The Company plans to issue its modern slavery statement for the year ending 30 June 2024 before December 2024. For previous statements, please refer to the Pilbara Minerals website.

Principle 4

Safeguard the integrity of corporate reports

Audit and Risk Committee

Pilbara Minerals' Audit and Risk Committee continues to have a structure and membership that complies with Recommendation 4.1.

The Company's Audit and Risk Committee Charter is disclosed on the Company's website.

During FY24, the Audit and Risk Committee comprised three independent Non-Executive Directors and was chaired by independent Non-Executive Director, Mr Scudamore. Other members of the Audit and Risk Committee during the period were Ms Layman and Ms Stanborough.

The Directors' Report within the Company's 2024 Annual Report sets out further details of the members of the Audit and Risk Committee and their specific experience and skills which were considered prior to appointment and deemed appropriate with regard to the functions of this committee.

The number of times the Audit and Risk Committee met and the individual attendances of the members at those meetings are contained in the Directors' Report within the Company's 2024 Annual Report.

Financial statement declarations

Before the approval of half-year and full-year financial statements within a reporting period, the Board requires the Managing Director and CEO and the Chief Financial Officer (CFO) to confirm, in writing, that:

- the financial records of the Company have been properly maintained in accordance with section 286 of the *Corporations Act 2001*
- the financial statements and notes comply with the Accounting Standards
- the financial statements and notes give a true and fair view.

Before the Board approved Pilbara Minerals' financial statements for the half year ended 31 December 2023 and the full-year ended 30 June 2024, it received from the Managing Director and CEO, and the CFO a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed based on a sound system of risk management and internal control which is operating effectively.

Verification of periodic corporate reports

Pilbara Minerals is committed to ensuring its market disclosures are accurate, balanced, and expressed in a clear and objective manner. The Company's Policy on Continuous Disclosure details the review and authorisation process for all ASX releases.

The Company also has in place internal processes to verify the integrity of significant or material announcements and presentations released to the market. These processes include verification tables and signoffs which must be completed by relevant employees of the Company before final review and approval by the senior management and where appropriate the Board.

Principle 5

Make timely and balanced disclosure

Policy on continuous disclosure

During FY24, Pilbara Minerals had a policy on Continuous Disclosure in place for complying with its continuous disclosure obligations under the ASX Listing Rules, which is disclosed on the Company's website.

The Company's Policy on Continuous Disclosure is designed to guide all directors, officers, employees, and contractors on compliance with the ASX Listing Rules' continuous disclosure requirements. The Managing Director is designated under the policy as the person responsible for ensuring that the Policy is implemented to ensure that all material price-sensitive information is disclosed to the ASX as and when required.

Board notification of material market announcements

Pilbara Minerals' Board reviews material market announcements prior to release to the market, particularly where they relate to market guidance and other material matters.

During FY24, the Company's directors were notified and received copies of market announcements when they were released by the ASX market announcements platform.

Investor and analyst presentations

During FY24, the Company released any investor or analyst presentation that contained new and substantive information on the ASX market announcements platform prior to the presentation.

Principle 6

Respect the rights of security holders

Pilbara Minerals' website

The Company provides information about the Company and its governance to investors via the website.

Shareholder communication and investor relations

During FY24, Pilbara Minerals had a Shareholder Communication and Investor Relations Policy in place, which is disclosed on the Company's website.

The Company employs a Group Manager Corporate Affairs, Investor Relations Manager and, where appropriate, engages an external investor relations firm to facilitate effective two-way communication with investors.

Shareholder meetings

During FY24, the Company had a Shareholder Communication and Investor Relations Policy in place outlining its policies and processes to facilitate and encourage participation at meetings of shareholders. This Policy is disclosed on the Company's website.

Further, for shareholder meetings, the Company issues a Notice of Meeting and Explanatory Memorandum which details and encourages shareholders to participate in such meetings.

Pilbara Minerals held its Annual General Meeting (AGM) during the reporting period. The AGM was held as both a physical event and virtually to ensure all shareholders could participate in the meetings. The virtual format allowed online voting and the ability to ask questions of the Company's Board and management.

All resolutions at the AGM were decided by a poll, the results of which were released on the ASX market announcements platform.

Electronic communications

Shareholders are given the option to receive communications from and to send communications to Pilbara Minerals and its share registry electronically. Shareholders are encouraged to receive correspondence from the Company electronically to facilitate a more effective, efficient, and sustainable communication mechanism with shareholders. Shareholders not already receiving information electronically can elect to do so through the Company's share registry.

Principle 7

Recognise and manage risk

Audit and Risk Committee

Audit and Risk Committee of the Pilbara Minerals Board continues to have a structure and membership that complies with Recommendation 7.1.

During FY24, Pilbara Minerals had an Audit and Risk Committee Charter in place, which is disclosed on the Company's website. The Audit and Risk Committee comprised three independent Non-Executive Directors and was chaired by independent Non-Executive Director, Mr Scudamore. Other members of the Audit and Risk Committee during the period were Ms Layman and Ms Stanborough. The number of times the Audit and Risk Committee met and the individual attendances of the members at those meetings are contained in the Directors' Report within the Company's 2024 Annual Report.

Risk Management Framework

During FY24, the Audit and Risk Committee reviewed the Company's Risk Management Policy and Framework and recommended changes to the Board which were subsequently approved on 19 June 2024.

Internal audit

Pilbara Minerals has an internal audit framework which is overseen by the Company's internal risk department. In accordance with the Company's Risk Management Framework, the internal audit process forms the third line of defence in the overarching assurance of controls.

Internal audit plans are formulated and presented to the Audit and Risk Committee ahead of the reporting period and undertaken progressively throughout the year using, depending on the nature of the audit being undertaken, and to maintain independence, either suitably competent internal resources or externally appointed resources. Outcomes are presented back to the Audit and Risk Committee and resulting actions are monitored accordingly.

Material exposure to environmental or social risks

Refer to Sustainability Performance and Sustainability Governance sections of the Sustainability Report on pages 38-45 which forms part of the Company's FY24 Annual Report and the Material Business Risks section of our FY24 Annual Report pages 26-30.

Further, please refer to the Company's website to view our suite of corporate governance policies.

Principle 8

Remunerate fairly and responsibly

People and Culture Committee

Pilbara Minerals' People and Culture Committee continues to have a structure and membership that complies with Recommendation 8.1.

During FY24, the People and Culture Committee comprised three Non-Executive Directors and was chaired by independent Non-Executive Director, Mr Cernotta. Other members of the People and Culture Committee during the period were Mr Kiernan (until 31 January 2024), Mr Scudamore and Ms Conlon (from 1 February 2024).

The number of times the People and Culture Committee met and the individual attendances of the members at those meetings are contained in the Directors' Report within the Company's 2024 Annual Report.

Remuneration of Directors and executives

Details of remuneration, including Pilbara Minerals' Remuneration Policy and the remuneration of its directors and key management personnel, are contained in the Remuneration Report which forms part of the Directors' Report within the Company's 2024 Annual Report.

The People and Culture Committee formulated an Executive Remuneration Framework for executives and directors for FY24, which is aimed at being appropriate for the Company's current development activities and aligned with best practice.

Pilbara Minerals' Remuneration Policy and Remuneration Framework ensures that remuneration is linked with performance, is competitive and drives outcomes in line with the Company's strategic objectives.

The Company's Employee Award Plan Rules prohibit participants entering into any arrangement for the purposes of hedging their economic exposure to an award that has been granted to them.

Further, Pilbara Minerals' Securities Trading Policy prohibits participants in any equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in unvested entitlements.

Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

Pilbara Minerals Limited

ABN/ARBN		Financial year ended:
95 112 425 788		30 June 2024

Our corporate governance statement[1] for the period above can be found at:[2]

☐	These pages of our annual report:	
☒	This URL on our website:	http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 23 August 2024 and has been approved by the board.

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

Date:	23 August 2024
Name of authorised officer authorising lodgement:	Danielle Webber

[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:**
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.	☒ and we have disclosed a copy of our board charter at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
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.	☒
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒
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.	☒

[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/").

<table>
<tr><th colspan="2">Corporate Governance Council recommendation</th><th>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:</th></tr>
<tr><td>1.5</td><td>A listed entity should:
(a) have and disclose a diversity policy;
(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
(c) disclose in relation to each reporting period:
(1) the measurable objectives set for that period to achieve gender diversity;
(2) the entity's progress towards achieving those objectives; and
(3) either:
(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.
If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</td><td>☒
and we have disclosed a copy of our diversity policy at:
http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
and we have disclosed the information referred to in paragraph (c) at:
pages 5-7 of the Corporate Governance Statement
and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</td></tr>
<tr><td>1.6</td><td>A listed entity should:
(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</td><td>☒
and we have disclosed the evaluation process referred to in paragraph (a) at:
page 7 of the Corporate Governance Statement
and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:
page 7 of the Corporate Governance Statement</td></tr>
<tr><td>1.7</td><td>A listed entity should:
(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.</td><td>☒
and we have disclosed the evaluation process referred to in paragraph (a) at:
page 7 of the Corporate Governance Statement
and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:
page 7 of the Corporate Governance Statement.</td></tr>
</table>

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<tr><th colspan="2">Corporate Governance Council recommendation</th><th>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:</th></tr>
<tr><td colspan="3">PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</td></tr>
<tr><td>2.1</td><td>The board of a listed entity should:
(a) have a nomination committee which:
(1) has at least three members, a majority of whom are independent directors; and
(2) is chaired by an independent director,
and disclose:
(3) the charter of the committee;
(4) the members of the committee; and
(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) if it does not have a 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.</td><td>☒
and we have disclosed a copy of the charter of the committee at:
http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
and the information referred to in paragraphs (4) and (5) at:
in the Directors' Report within the Company's 2024 Annual Report.</td></tr>
<tr><td>2.2</td><td>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.</td><td>☒
and we have disclosed our board skills matrix at:
page 11 of the Corporate Governance Statement.</td></tr>
<tr><td>2.3</td><td>A listed entity should disclose:
(a) the names of the directors considered by the board to be independent directors;
(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
(c) the length of service of each director.</td><td>☒
and we have disclosed the names of the directors considered by the board to be independent directors at:
page 11 of the Corporate Governance Statement
and, where applicable, the information referred to in paragraph (b) at:
……N/A………………………………………………………………….
and the length of service of each director at:
page 11 of the Corporate Governance Statement.</td></tr>
<tr><td>2.4</td><td>A majority of the board of a listed entity should be independent directors.</td><td>☒</td></tr>
<tr><td>2.5</td><td>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.</td><td>☒</td></tr>
<tr><td>2.6</td><td>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.</td><td>☒</td></tr>
</table>

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:
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: http://www.pilbaraminerals.com.au/site/About-Us/company-overview
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.	☒ and we have disclosed our code of conduct at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
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.	☒ and we have disclosed our whistleblower policy at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
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.	☒ and we have disclosed our anti-bribery and corruption policy at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies

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:
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies and the information referred to in paragraphs (4) and (5) at: in the Directors' Report within the Company's 2024 Annual Report.
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.	☒
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.	☒
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.	☒ and we have disclosed our continuous disclosure compliance policy at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒
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.	☒

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:
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.	☒ and we have disclosed information about us and our governance on our website at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
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.	☒
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.	☒
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies and the information referred to in paragraphs (4) and (5): in the Directors' Report within the Company's 2024 Annual Report
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: page 18 of the Corporate Governance Statement.

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:
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.	☒ and we have disclosed how our internal audit function is structured and what role it performs at: page 18 of the 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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: page 18 of the Corporate Governance Statement, within the 2024 Annual Report and the Sustainability Report which forms part of the 2024 Annual Report. and, if we do, how we manage or intend to manage those risks at: page 18 of the Corporate Governance Statement, within the 2024 Annual Report and the Sustainability Report which forms part of the 2024 Annual Report.

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:
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies and the information referred to in paragraphs (4) and (5): in the Directors' Report within the Company's 2024 Annual Report
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: http://www.pilbaraminerals.com.au/site/About-Us/corporate-governance/corporate-governance-policies