

# ALMONTY INDUSTRIES INC.

## CORPORATE GOVERNANCE STATEMENT 2025

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Almonty Industries Inc. (ABRN 648 673 714) (Company) has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Recommendations).

In light of the Company's size and nature, the Board considers that the current Board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

### PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

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| 1.1 | A listed entity should disclose:<br>(a) the respective roles and responsibilities of its board and management; and<br>(b) those matters expressly reserved to the board and those delegated to management.  | Yes | Almonty has a Board Mandate (akin to a Board Charter) setting out the respective roles and responsibilities of its Board and management and matters to be reserved to the Board and delegated to management.   |
| 1.2 | A listed entity should:<br>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and<br>(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. | Yes | Appropriate checks including criminal record checks have been carried out on all Board members, the Chief Executive Officer and the Chief Financial Officer prior to their appointment. Almonty will provide Shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director at future general meetings. |
| 1.3 | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.   | Yes | All Directors and Senior Executives have a written agreement with Almonty 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.   | Yes | Almonty's Company Secretary is accountable directly to the Board on all matters to do with the proper functioning of the Board.  |

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| 1.5 | <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> | Partially | <p>The Board has adopted a Diversity Policy (a copy of which is on Almonty's website) and the Board recognises the benefit of having a diverse employee base from a variety of ages, genders, cultural backgrounds or other personal factors. Due to the specialist nature of the Company's current business activities and the workforce currently employed, it is not practical for the Company to set measurable objectives for achieving gender diversity.</p>  |
| 1.6 | <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>  | Yes       | <p>The Board will, with the advice and assistance of the Nomination, Compensation and Corporate Governance Committee, review and evaluate the performance of the Board, each Board committee and each Director against the relevant charters, corporate governance policies, and agreed goals and objectives.</p>   |
| 1.7 | <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>  | Yes       | <p>Performance reviews for Executive Directors and key management personnel take place at annually. The Nomination, Compensation and Corporate Governance Committee has accountability in the Nomination, Compensation and Corporate Governance Committee Charter to oversee these reviews and report to the Board on their outcomes.</p> <p>Almonty ensures the appropriate disclosures in the remuneration report are made in relation to each reporting period as to the performance evaluations that were undertaken and the process that was followed.</p> |

**PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE**

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| 2.1 | <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | Yes | <p>The Board has formed a Nomination, Compensation and Corporate Governance Committee. Membership of the Nomination, Compensation and Corporate Governance Committee comprises of Mark Trachuk (Chair), Dr Thomas Gutschlag and Daniel D'Amato.</p> <p>Almonty confirms that its Nomination, Compensation and Corporate Governance Committee will only comprise of two independent directors</p> <p>A copy of the Nomination, Compensation and Corporate Governance Charter is available on Almonty's website.</p> |
| 2.2 | <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>   | Yes | <p>In establishing the Board, regard was had to the skills and expertise required of the Directors relevant to Almonty's business and proposed application for admission to the Official List. Directors with the desired skills and expertise were carefully selected for appointment to the Board.</p>   |
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>   | Yes | <p>The Board Mandate and applicable securities laws sets out the criteria adopted by the Board for considering if a Director is independent. The Board is comprised of eight members, six of whom are independent. Almonty has considered the recommendation of having a majority of the Board as independent Directors. Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the business of Almonty.</p>   |
| 2.4 | <p>A majority of the Board of a listed entity should be independent directors.</p>   | Yes | <p>The Board is comprised of eight members, six of whom are independent. Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the business of Almonty</p>  |

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| 2.5 | The chair of the Board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.   | No  | <p>The Board Mandate provides that the Chairperson is responsible for overseeing the operations and affairs of the Board. However the Board has a Lead Independent Director.</p> <p>The current Chairperson, Lewis Black (Director, President and CEO), is not considered to be independent.</p>   |
| 2.6 | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | Yes | <p>In accordance with Almonty's Nomination, Compensation and Corporate Governance Charter, the Nomination, Compensation and Corporate Governance Committee is responsible for reviewing annually and recommending to the Board management's succession plan including provisions for appointing training and monitoring senior management and developing and annually reviewing orientation and education program for new Directors.</p> <p>The Board Mandate states that the Board is responsible for providing new Directors with a comprehensive orientation and providing all Directors with continuing education opportunities.</p> |

**PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY**

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| 3.1 | A listed entity should articulate and disclose its values  | Yes | <p>Almonty's core values are integrity, honesty, fair dealing and transparency. These values underpin Almonty's business and corporate governance and are disclosed in Almonty's Code of Business Conduct.</p> <p>Almonty's Code of Business Conduct is available on its website and Almonty will also disclose its core values in its annual reports to Shareholders.</p> |
| 3.2 | <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code</p> | Yes | <p>The Board has a Code of Business Conduct applicable to all Directors, senior executives and employees, a copy of which is available on Almonty's website. Any material breaches of the Code of Conduct are reported to the CEO or to the Chairperson of the Audit and Risk Management Committee via the Company's Whistleblower Policy.</p>                             |

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| 3.3 | A listed entity should:<br>(a) have and disclose a whistleblower policy; and<br>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.   | Yes | Almonty has a Whistleblower Policy which is available on Almonty's website. Any material breaches of the Whistleblower Policy are to be reported to the Board or a committee of the Board.                              |
| 3.4 | A listed entity should:<br>(a) have and disclose an anti-bribery and corruption policy; and;<br>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy | Yes | Almonty has an Anti-Bribery and Corruption Policy which is available on Almonty's website. Any material breaches of the Anti-Bribery and Corruption Policy are to be reported to the Board or a committee of the Board. |

#### PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

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| 4.1 | The board of a listed entity should:<br>(a) have an audit committee which:<br>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and<br>(2) is chaired by an independent director, who is not the chair of the board, and disclose:<br>(3) the charter of the committee;<br>(4) the relevant qualifications and experience of the members of the committee; and<br>(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<br>(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. | Yes | The Board has established an Audit and Risk Management Committee. Its composition comprises Dr Thomas Gutschlag, Andrew Frazer and Mark Trachuk (Chair), of whom are both Non-Executive Directors and are independent Directors.<br><br>A copy of the Audit and Risk Committee's Charter is available on Almonty's website.                    |
| 4.2 | The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.  | Yes | The Company's Disclosure Policy outlines that the Audit and Risk Management Committee will review the Company's annual and interim financial and related financial reporting. Prior to the release of any such information, the Disclosure Committee shall ensure that the Board has reviewed and approved of such information being released. |

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| 4.3 | A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor | Yes | Almonty will 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. |
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#### PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

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| 5.1 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.  | Yes | The Board has established a Disclosure Policy to ensure compliance with ASX Listing Rule 3.1's disclosure requirements and to ensure accountability for compliance. Each Board meeting considers whether any continuous disclosure issues arose during the course of the meeting. The Disclosure Policy is available on Almonty's website. |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.   | Yes | Almonty will ensure that its Board receives copies of all the 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. | Yes | It is the intention of Almonty that in the event that Almonty gives a new and substantive investor or analyst presentation, Almonty will release a copy of the presentation materials on the ASX ahead of the presentation.  |

#### PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

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| 6.1 | A listed entity should provide information about itself and its governance to investors via its website.                                | Yes | <p>Almonty has established a website which provides information on Almonty's business, Directors and executives (including bios), and other information relevant to its investors.</p> <p>Almonty's website also has a separate corporate governance section, which provides details of all Almonty's corporate governance policies, its By-Laws and summary of its core values. The website will also act as a key communication tool between Almonty and its shareholders, enabling Shareholders to access Almonty's ASX (and TSX) announcements.</p> |
| 6.2 | A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors. | Yes | The Board recognises the importance of having an investor relations program which facilitates two-way communication and as such intends to have transparent and open engagement with both retail and institutional investors and other relevant stakeholders. This will include engaging with Shareholders at AGM's and meeting with Shareholders or other stakeholders on request.   |

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| 6.3 | A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.                    | Yes | The Board has adopted a Communications Policy and will provide Shareholders with opportunities to have questions addressed at Shareholder meetings, irrespective of whether the Shareholder is able to attend. A copy of the Communications Policy is available on Almonty's website.                                   |
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.                    | Yes | Pursuant to Almonty's By-Laws and in line with Canadian market practice, resolutions at Shareholder meetings are decided by show of hands rather than by a poll   |
| 6.5 | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | Yes | All Shareholders will be able to communicate with Almonty and its share registry electronically, which is an encouraged method of communication. The Company's website provides the option to receive announcements and updates electronically, as well as providing an online form to communicate with the Company by. |

**PRINCIPLE 7 – RECOGNISE AND MANAGE RISK**

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| 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"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ol> <p>and disclose:</p> <ol style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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</li> </ol> <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> | Yes | <p>The Board has established a combined Audit and Risk Committee to oversee and manage risk, including managing internal audits and based on audits or investigations making recommendations to the Board. The composition of the Audit and Risk Committee comprises of Dr Thomas Gutschlag, Andrew Frazer and Mark Trachuk (Chair), both of which are Non-Executive Directors and independent.</p> <p>A copy of the Audit and Risk Management Committee's Charter is available on Almonty's website.</p> |
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| 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> | Partially | <p>The Board does not have a formal risk management policy.</p> <p>Rather, the Audit and Risk Committee is tasked with ensuring the development of an appropriate risk management policy framework that will provide guidance to the senior executives in implementing appropriate risk management practices throughout Almonty's operations, practices and systems and overseeing this framework; defining and periodically reviewing risk management as it applies to Almonty and clearly identifying all stakeholders; and reviewing how Almonty communicates its risk management philosophy, policies and strategies to Directors, senior executives, employees, consultants, contractors and appropriate stakeholders.</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 risk management and internal control processes.</p>     | Yes       | <p>Due to the ability to derive substantially all the benefits of an internal audit function via other means, the Company does not consider the additional expense of implementing an internal audit function to be appropriate to its business. However, the Audit Committee oversees the internal control function led by Almonty's newly appointed CFO.</p>  |
| 7.4 | <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>  | Yes       | <p>Almonty discloses whether it has any material exposure to environmental and social risks or how it intends to manage those risks in its annual public disclosure and any offering materials.</p>   |

**PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY**

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| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | Yes | <p>The Board has formed a combined Nomination, Compensation and Corporate Governance Committee. Membership of the Nomination, Compensation and Corporate Governance Committee comprises of Mark Trachuk (Chair), Dr Thomas Gutschlag and Daniel D'Amato.</p> <p>Almonty confirms that its Nomination, Compensation and Corporate Governance Committee will comprises of at least two independent directors A copy of the Nomination, Compensation and Corporate Governance Committee Charter is available on Almonty's website.</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>  | Yes | <p>Almonty's compensation program and practices are disclosed in the Company's Management Information Circular which is delivered to Shareholders for the annual shareholder meeting.</p>   |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>   | Yes | <p>Almonty's Insider Trading Policy prohibits participants of any equity based remuneration scheme entering into transactions which limits the economic risk of a participant. In addition, the Board reviews all non-arms' length transactions and discloses all materials transactions of this nature.</p>  |

**PRINCIPLE 9 – ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES**

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| 9.1 | <p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p> | N/A | <p>Almonty does not have any directors who do not speak the language in which the Board or Shareholder meetings are held or key corporate documents are written.</p> |
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| 9.2 | A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.  | Yes | Almonty will ensure that meetings of Shareholders are held at a reasonable place and time.  |
| 9.3 | A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | Yes | Almonty will ensure that its external auditor attends its AGM and is available to answer questions from Shareholders relevant to the audit. |