

Piedmont Lithium, Inc.

CORPORATE GOVERNANCE STATEMENT 2021

(dated March 31, 2021)

Piedmont Lithium Inc. (Piedmont or Company) and the entities it controls believe corporate governance is important for Piedmont in conducting its business activities.

As a Delaware entity listed on Nasdaq, Piedmont has adopted corporate governance policies and board committee charters in line with Nasdaq listing standards. These documents are available in the Governance section of Piedmont's website, www.piedmontlithim.com. These documents will be reviewed at least annually to address any changes in governance practices and the law.

This Corporate Governance Statement (**Statement**), which is current at June 30, 2021 and has been approved by the Company's Board, explains how Piedmont complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th Edition' (ASX Principles or Recommendations), which were published on in February 2019 in relation to the year ended June 30, 2021.

In addition to the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations - 4th Edition' the Board has taken into account a number of important factors in determining its corporate governance policies and procedures, including the:

- cost verses benefit of additional corporate governance requirements or processes;
- size of the Board;
- Board's experience in the resources sector;
- organisational reporting structure and number of reporting functions, operational divisions and employees; and
- direct shareholder feedback.

Principle 1:	Lav solid	foundations t	for managemen	t and oversight

RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
	Piedmont has adopted a "Corporate Governance Guidelines" document, which sets out the roles and core responsibilities of the Board and expressly reserves operation of Piedmont's business to senior management. Piedmont considers that its "Corporate Governance Guidelines" document is akin to a "Board Charter".	Yes
	A copy of the Corporate Governance Guidelines document is available in the Governance section of the Company's website, www.piedmontlithium.com/about/governance/ .	



RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
1.2 Checks before appointing directors and senior executives and information regarding election and re-election of director candidates	Piedmont carefully considers the character, experience, education and skillset of potential candidates for appointment to the Board or senior management. Piedmont has established a Nominating and Corporate Governance Committee, whose responsibilities include, among other things, identifying and recommending to Board suitably qualified and experienced candidates for election to the Board and for appointment to senior management roles.	Yes
	Piedmont also conducts appropriate background checks to verify the suitability of the candidate, prior to their election or appointment. Based on Piedmont's level of knowledge of the potential candidate, these may include checks as to the person's character, experience, education, bankruptcy history, and criminal record checks.	
	Piedmont has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a director, is disclosed in the relevant notice of meeting provided to stockholders.	
1.3 Written contracts of appointment	In addition to being set out in the Corporate Governance Guidelines document, the Company sends each Director a letter of appointment that outlines the roles and responsibilities of each Director and obtains their commitment to their appointment. Each senior executive has entered into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangement and termination rights and entitlements.	Yes
1.4 Company Secretary	The Company Secretary reports directly to the Board through the Chairman on Board matters and all Directors have access to the Company Secretary. The appointment or removal of the Company Secretary is a matter for the Board.	Yes
1.5 Diversity	The Company has not adopted a Diversity Policy, nor has it established measurable objectives for achieving gender diversity for the 2021 year. The Company recognises that a diverse and talented workforce is a competitive advantage and encourages a culture that embraces diversity. The importance of diversity is expressly recognised in Piedmont's Code of Conduct. However, the Board considers that the Company is not currently of a size to warrant the time and cost of adopting a Diversity Policy and setting measurable objectives for achieving gender diversity. The Board will review its position and may adopt a Diversity Policy and develop measurable objectives when the Company's operations increase. At the date of this Statement, the Company has one Hispanic director, one African-American director, and one female director.	No

RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
1.6 Board reviews	In accordance with Piedmont's Corporate Governance Guidelines document, the Company conducts an annual self-evaluation to assess its performance. The Audit, Nominating and Corporate Governance, and Compensation Committees will conduct annual self-evaluations to assess their performance. The ability of individual directors to contribute to the Board is considered in connection with the re- nomination process. The Nominating and Corporate Governance Committee is responsible for developing, administering and overseeing processes for conducting evaluations.	Yes
1.7 Management reviews	In accordance with Piedmont's Corporate Governance Guidelines document, the Compensation Committee is responsible for setting annual and long-term performance goals for the CEO, evaluating the CEO's performance against those goals, and setting the CEO's compensation. Both the goals and the evaluation are submitted for consideration by the directors meeting in executive session without the CEO present. Each year Piedmont evaluates the performance of its senior executives against key performance indicators as set by the Board.	Yes

Principle 2: Structure the Board to add value

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RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
2.1 Nominations committee	The Board has formed a Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee consists of: • Mr. Claude Demby (chair); • Mr. Jorge Beristain; and • Ms. Susan Jones. The Board has adopted a Nominating and Corporate Governance Committee Charter. The Nominating Committee Charter sets out the processes the Nominating and Corporate Governance Committee 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. The Board regularly reviews whether it has the appropriate balance of skills, knowledge, and experience suitable for a Company in the junior resources sector.	2021 YEAR? Yes
	The Nominating and Corporate Governance Committee Charter is reviewed annually and is available in the Governance section of the Company's website www.piedmontlithium.com/about/governance/ .	

RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
2.2 Board skills matrix	The Board seeks a mix of skills suitable for a junior resources company. A summary of the key board skills matrix is set out below. Further details regarding the skills and experience of each Director are included in the Directors' Report of the Company's Annual Report.	Yes
2.3 Disclose independence and length of service	The Board has assessed the independence status of its Directors and has determined the following as at 30 June 2021: Name Position Independent? Length of Service	Yes
	Jeffrey Armstrong Non-Executive Yes 2.9 years Chairman Keith Phillips Managing Director & No 4.0 years CEO	
	Jorge Beristain Non-Executive Director Yes 3.1 years Todd Hannigan Non-Executive Director Yes 0.4 years Claude Demby Non-Executive Director Yes 0.1 years Susan Jones Non-Executive Director Yes 0.1 years Further details regarding the Directors are set out in the Directors' Report of the Company's Annual Report.	
2.4 Majority of directors independent	At June 30, 2021, a majority of Directors of the Company were independent. As disclosed, only Mr. Phillips is not considered independent at June 30, 2021.	No
	However, a majority of Directors of the Company were not independent for the entire year ended June 30, 2021. The Board believes that the individuals on the Board can make, and do make, quality and independent judgments in the best interests of the Company on all relevant issues. Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic.	
2.5 Chair independent	The Chairman, Mr Jeffrey Armstrong, is an independent non-executive Director. Further details regarding the Directors are set out in the Company's Annual Report.	Yes

RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
2.6 Induction and professional development	The Nominating and Corporate Governance Committee Charter provides that the Nominating and Corporate Governance Committee will oversee the orientation process for new directors and ongoing education of directors. The Board has been structured such that its composition and size will enable it to effectively discharge its responsibilities and duties. Each Director has been appointed because they already possess the relevant industry experience and specific expertise relevant to the Company's business and level of operations and given the activities of the Company and their own experience do not require the Company, given its size, to provide professional development opportunities. Furthermore, each new Director receives and commits to a letter of appointment which includes details of the Company's key policies and processes and continuing professional development is expected of all Directors. Directors are also entitled to seek independent professional advice at the expense of the Company (subject to approval) as may be reasonably required to assist them to carry out their duties as a Director.	No

Principle 3: Act ethically and responsibly

RECOMMENDATION 3.1 Articulate and disclose values	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS The Board has established a Code of Conduct for its Directors, executives and employees, a copy of which is available in the Governance section of the Company's website, www.piedmontlithium.com/about/governance/ . The Code of Conduct articulates its values and is provided to all employees	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR? Yes
	as part of the recruitment process. The Code of Conduct forms the foundation for the behaviour expectations that the Company has for its Directors, senior executives, employees and contract personnel.	
3.2 Code of conduct	The Board has established a Code of Conduct for its Directors, executives and employees, a copy of which is available in the Governance section of the Company's website, www.piedmontlithium.com/about/governance/ .	Yes
3.3 Whistleblower Policy	The Company has adopted a Whistleblower Policy and a Whistleblower Hotline intended to support and protect persons who speak up about any unlawful, unethical or irresponsible behaviour within the organisation.	Yes
	The Whistleblower Policy is incorporated within the Company's Code of Conduct, which is available in the Governance section of the Company's website, www.piedmontlithium.com/about/governance/ .	
	Details of the Whistleblower Hotline are available in the Contact section of the Company's website, <u>piedmontlithium.com/contact/whistleblower-hotline/</u> .	
	The Board are informed of material incidents reported under the Company's Whistleblower Hotline.	

RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	FOLL	MMEN OWED	IN	FULL
		FOR	WHO	DLE	OF
3.4 Anti-Bribery & Corruption Policy	The Company has adopted an Anti-Bribery and Corruption Policy by whice the Company expects its operations and business dealings to be managed. The Anti-Bribery and Corruption Policy is incorporated within the Company's Code of Conduct, a copy of which is available in the Governance section of the Company's websited www.piedmontlithium.com/about/governance/. The Code of Conduct prohibits the giving of bribes or other improper payments and specifies the controls around the giving of donations and the acceptance of gifts or hospitality by officers of the Company. The Board is informed of any material breaches of the Code of Conduct Policy.	h Yes ee ee ee er er ee	YEAR?		

Principle 4: Safeguard integrity in corporate reporting				
RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?		
4.1 Audit committee	The Board has established a separate Audit Committee. At 30 June 2021, the Audit Committee comprised Messrs Jorge Beristain, Claude Demby and Todd Hannigan. The Audit Committee operates under a charter approved by the Board which is available in the Governance section of the Company's website at	Yes		
	The Audit Committee, on behalf of the Board, exercises the Board's authority with respect to determining when to seek the appointment or removal of the external auditor, and subject to any statutory requirements, will also seek rotation of the audit partner on an as required basis.			
	Further details on the integrity measures implemented for the corporate reporting function are provided in the Audit Committee Charter which is available in the Governance section of the Company's website at www.piedmontlithium.com/about/governance/ .			
4.2 CEO and CFO certification of financial statements	In respect to the annual financial report, the Board has obtained a written declaration from the CEO and CFO that, that to their knowledge: (1) the annual report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, as amended; and (2) the information contained in the annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company. However, the Board did not receive declarations from the CEO and CFO in respect to the quarterly cash flow reports prepared during the financial year.	No		
4.3 Verifying the integrity of periodic corporate reports	The Company has an effective system of internal control and multiple review and approval stages which it applies to public documents that are not reviewed or audited by its external auditor.	Yes		

Principle 5: Make timely and balanced disclosure

RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
5.1 Disclosure and Communications Policy	The Company has adopted a Continuous Disclosure Policy which is incorporated in the Company's Code of Conduct and which sets out the processes and practices that ensure its compliance with the continuous disclosure requirements under applicable stock exchange listing rules and applicable corporation laws. A copy of the Code of Conduct is available in the Governance section of the Company's website, www.piedmontlithium.com/about/governance/ .	Yes
5.2 Material Market Announcements	The Company ensures that Directors are provided with a copy of all material market releases either before, or promptly after lodgement.	Yes
5.3 Investor or Analyst Presentations		Yes

Principle 6: Respect the rights of security holders

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RE	COMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
6.1	Information on website	The Company keeps investors informed of its corporate governance, financial performance and prospects via its website. Investors can access copies of all announcements to the ASX, notices of meetings, annual reports and financial statements, investor presentations via the 'Investors' tab and can access general information regarding the Company and the structure of its business under the 'Operations' tab on the Company's website, www.piedmontlithium.com/about/governance/ . Investors can access information about the Company's corporate governance practices via the ''Governance tab in the About section of the Company's website, www.piedmontlithium.com , where all relevant corporate governance information can be accessed.	Yes
6.2	Investor relations programs	The Company has an investor relations program that is commensurate with the size of the Company and its level of operations. This program involves actively engaging with interested brokers and investors and meeting with interested brokers and investors upon request. The Company always responds to enquiries received from brokers and investors from time to time. In addition, access to Directors and key management personnel is provided at the Company's Annual General Meeting of Shareholders, and Shareholders are always given the opportunity to ask questions of Directors and management, either during or after meetings. Any presentations prepared by the Company are posted on the Company's website (www.piedmontlithium.com), which also provides the opportunity for interested parties to join the mailing list to receive regular updates from the Company.	Yes

RE	COMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
6.4	Facilitate participation at meetings of security holders	The Board encourages participation of Shareholders at its meetings of shareholders and Shareholders are provided with all notices of meeting prior to meetings, which are set at times and places to promote maximum attendance by Shareholders. Shareholders are always given the opportunity to ask questions of Directors and management, either during or after meetings. In addition, the Company's auditor is also made available for questions at the Company's Annual General Meeting of Shareholders ("AGM").	Yes
6.5	Substantive resolutions at a meeting of security holders should be decided by a poll rather than by a show of hands	Substantive resolutions at a meeting of Piedmont's stockholders will be decided by poll.	Yes
6.6	Facilitate electronic communications	The Company welcomes electronic communication from its Shareholders via its publicised email address (info@piedmontlithium.com) and the Company's website (www.piedmontlithium.com) provides the opportunity for interested parties to join the mailing list to receive regular electronic updates from the Company. The Company's share registry also engages with Shareholders electronically and makes available a range of relevant forms on its website. Shareholders can register with the share registry to access their personal information and shareholdings via the internet.	Yes

Principle 7: Recognise and manage risk

R	ECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
7.	1 Risk committee	The Board has decided not to form a separate Risk Committee. Due to the size and development phase of the Company, the Board believes that no efficiencies or other benefits would be gained by establishing a separate Risk Committee. The Board as a whole is ultimately responsible for identifying the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage those risks. Refer to Principle 7.4 (Sustainability risks) below for further details regarding risks managed by the Company, its Board and its Officers.	Yes
7.	2 Annual risk review	On at least an annual basis, the Board reviews its material business risks and how its material business risks are being managed. For the 2021 year, management provided to the Board the Company's Risk Register summarising the significance of each risk as well as actions taken by management to mitigate the risks. Management also provided to the Board a report on the effectiveness of the Company's management of its material business risks throughout the 2021 year.	Yes

RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?
7.3 Internal audit	The Board has not established an internal audit function at this time. The Board has established an Audit Committee. The Audit Committee monitors the integrity of the Company's financial statements, the independence and qualifications of the Company's independent auditors, the performance of the Company's accounting staff and independent auditors, the Company's compliance with legal and regulatory requirements and the effectiveness of the Company's internal controls. The Audit Committee is also responsible for selecting, retaining (subject to stockholder approval), evaluating, setting the compensation of and, if appropriate, recommending the termination of the Company's independent auditors.	Yes
7.4 Sustainability risks	As discussed above, the Company identifies and manages material exposures to economic, environmental and social sustainability risks. Under the direction of the Board, the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Development Officer and Chief Legal Officer all have key responsibilities in understanding, reviewing, addressing and managing risks faced by the Company. Piedmont's business is subject to risks common to (1) natural resource extraction businesses and (2) chemical manufacturing, storage and handling, and transportation activities related to both operations. Both our mining and chemical operations will have environmental impactson the air, land, water and property associated with these operations. Piedmont's objective is to be a steward of the environment as we conduct our business. Accordingly, all of these risks are being considered and integrated into the design and operation of our activities, in addition to compliance with all applicable federal, state and local rules and regulations. We will accomplish our goals by adopting a combination of specific extraction, processing and storage technologies, along with the implementation of industry best practice operational procedures and policies. The Chief Executive Officer and Chief Financial Officer are responsible for the internal control environment for the Company. The Chief Financial Officer is responsible for working with management to maintain a matrix of key risks and the internal controls of the Company that address and mitigate each key risk, including sustainability risks. Further details of these risks and how the Company manages or intends to manage these risks are set out in the Company's Annual Report.	Yes

Principle 8: Remunerate fairly and responsibly

Principle 8: Remunerate fairly and responsibly				
RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?		
8.1 Compensation committee	The Board has established a separate Compensation Committee. The Compensation Committee Charter sets out the processes the Board employs for setting the level and composition of compensation for directors and senior executives and ensuring that such compensation is appropriate and not excessive. The Compensation Committee Charter is reviewed annually and is available in the Governance section of the Company's website www.piedmontlithium.com/about/governance/ .	Yes		
8.2 Disclosure of Executive and Non-Executive Director remuneration policy	The Company seeks to attract and retain high performance Directors and Executive with appropriate skills, qualifications and experience to add value to the Company and fulfil the roles and responsibilities required. It reviews requirements of additional capabilities at least annually.	Yes		
	Executive remuneration is to reflect performance and, accordingly, remuneration is structured with a fixed component and performance- based remuneration component.			
	Non-Executive Directors are paid fixed fees for their services in accordance with the Company's Constitution. Fees paid are composite fee (covering all Board and Committee responsibilities) and any contributions by the Company to a fund for the purposes of superannuation benefits for a Director. No other retirement benefits schemes are in place in respect to Non-Executive Directors.			
	Further details regarding the remuneration of the Executive and Non-Executive Directors are set in the in the Executive Compensation section of the Company's Annual Report.			
8.3 Policy on hedging equity incentive schemes	The Company's Directors and Executives must not enter into any hedge arrangement in relation to any performance rights they may be granted or otherwise entitled to under an incentive scheme or plan, prior to exercising those rights or, once exercised, while the securities are subject to a transfer restriction.	Yes		
	Further details regarding the Company's hedging policy are set out in the Company's Insider Trading Policy which is available in the Governance section of the Company's website, www.piedmontlithium.com/about/governance/ .			

Principle 9: Additional recommendations that apply only in certain cases

1 Thicipie 3. Additional recommendations that apply only in certain cases				
RECOMMENDATION	PIEDMONT'S COMPLIANCE WITH RECOMMENDATIONS	RECOMMENDATION FOLLOWED IN FULL FOR WHOLE OF 2021 YEAR?		
9.1 Directors who do not speak the language	Not applicable.	Not applicable		
9.2 Entities outside Australia should hold security holder meetings at reasonable places and times	As a corporation incorporated in the State of Delaware, United States, Piedmont holds its meetings of stockholders at a reasonable place and time in the United States. Where possible, Piedmont intends to use technology to facilitate participation by stockholders who are not able to attend in person.	Yes		
9.3 Attendance of external auditor at AGM	Piedmont will make arrangements to enable its external auditor to attend Piedmont's annual general meetings of stockholders to answer questions from stockholders relevant to the audit.	Yes		