

INTERIM CORPORATE GOVERNANCE STATEMENT

02 November 2020

Overview

This report follows the structure of the Quoted Companies Alliance Corporate Governance (**QCA Code**) guidelines and explains how we have applied the guidance. The Board considers that the Group complies with the QCA Code so far as it is practicable having regard to the size, nature and current stage of development of the Company, and will disclose any areas of non-compliance in the text below.

Power Metal Resources understands that application of the QCA Code supports the Company's medium to long-term success whilst simultaneously managing risks and providing an underlying framework of commitment and transparent communications with stakeholders.

The Board currently comprises of the Executive Chairman, Andrew Bell; the CEO, Paul Johnson; and two Non-Executive Directors, Scott Richardson Brown and Ed Shaw.

Key governance related matters that have occurred during the last financial year included the resignation of Iain Macpherson on 03 September 2020.

QCA Principles

1. Establish a strategy and business model which promotes long-term value for shareholders

The Board has concluded that the highest medium and long-term value can be delivered to its shareholders by following the Company's principal strategic objective; the discovery of large-scale metal deposits, with a particular focus on cobalt, copper, lithium, nickel, gold, silver and PGMs. To achieve this the Company is being highly selective in respect of existing and new business interests to ensure resources are focused on the projects with the greatest potential to deliver the discovery targeted. Our main business focus to date has been the power metal commodity suite within African projects. Whilst that is expected to continue, we are also considering new opportunities with the traditional power metal commodities and in jurisdictions outside Africa.

The Company intends to deliver shareholder returns through capital appreciation (by increasing earnings per share and the quality of earnings) and, in future, distribution via dividends. Challenges to delivering the above strategies, long-term goals and shareholder value include exploration risks, environmental risks and political risks, all of which are outlined in the Risk Management section below, as well as steps the Board takes to protect the Company and mitigate these risks, thus securing a long-term future for the Company.

2. Seek to understand and meet shareholder needs and expectations

Power Metal Resources places a great deal of importance on communication with its stakeholders and is committed to establishing constructive relationships with investors and potential investors in order to assist it in developing an understanding of the views of its shareholders. The Company seeks to provide effective communication through Interim and Annual Reports, along with Regulatory News Service announcements on the Company website, www.powermetalresources.com. The Company also has a News Archive section on the website, enabling investors to easily access a range

of archived reports and previous updates, as well as a Shareholder Circulars page which includes key business and corporate governance updates. This year, in order to improve shareholder communications, the Board has provided regular updates to shareholders on the progress of the Company's projects through RNS announcements and on its website.

Power Metal Resources is committed to maintaining a healthy dialogue between the Board and all of its shareholders to enable shareholders to come to informed decisions about the Company. This is achieved through formal meetings such as the AGM, which typically provides an opportunity to meet, listen and present to shareholders, and shareholders are encouraged to attend. The Company is open to receiving feedback from key stakeholders, and will take action where appropriate. The key contacts for shareholder liaison are Andrew Bell and Paul Johnson, who meet with shareholders as and when requested.

Information on the Investors section of the Company's website is kept updated and contains details of relevant developments, interviews, presentations and key reports.

The Company also engages the services of external media service providers who assist with Power Metal Resources' public and investor relations, ensuring information is accessible to stakeholders and released in a timely and informative manner. These advisers also seek to encourage and facilitate shareholder engagement.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Board recognises that the long-term success of the Company is reliant upon the ongoing support of its shareholders and the efforts of its stakeholders. The Board has put in place a range of processes and systems to ensure that there is close oversight and contact with its key resources and relationships. The Company prepares a detailed budget, which takes into account a wide range of key resources, including drill contractors and countries of operation.

The Group operates a very lean structure, engaging with contractors, where relevant, thereby reducing the level of the Group's fixed overheads. All of our employees and contractors are valued members of the team, and the Company implements provisions to retain and incentivise its core personnel. The Company also has an Anti-Bribery Policy in place in order to discourage unethical business conduct in the Company.

Power Metal Resources also ensures that any disturbances to the environment during the exploration phase of its projects are generally minimal and will be rehabilitated in accordance with the prevailing regional regulations.

In addition, the Directors meet and have regular correspondence with local governmental personnel and representatives of the regions in which the Group's licences are held and engages with other stakeholders as appropriate. Feedback that has been garnered from such meetings, and that the Board intends to action, includes improved scoping and planning of exploration activities.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board recognises the need for an effective and well-defined risk management process and it oversees and regularly reviews the current risk management and internal control mechanisms.

The Board is responsible for providing entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risks to be managed and assessed against

the Company's strategic aims. The Board has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks in a timely manner. The Board ensures that corrective action is taken and that risks are identified as early as practically possible, as well as being responsible for reviewing the effectiveness of internal financial controls. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. Although no system of internal financial control can provide absolute assurance against material misstatement or loss, the Group's system is designed to provide reasonable assurance that problems are identified on a timely basis and dealt with appropriately.

The Audit Committee reviews reports from the Company's auditors relating to the internal control systems in use throughout the Group in order to determine the adequacy and efficiency of internal control and risk management systems.

The risk assessment matrix below sets out and categorises key risks and outlines the mitigating actions that are in place. This matrix is updated as changes arise in the nature of risks or the mitigating actions implemented, and the Board reviews risks on a regular basis. The following principal risks and mitigating actions have been identified:

Activity	Risk	Impact	Mitigating actions
Operational	Exploration risk	The Group's business is mineral exploration and evaluation, which are speculative activities. There is no certainty that Power Metal Resources will proceed to the development of any of its projects or otherwise realise their full value.	The Group aims to mitigate this risk when evaluating new business opportunities by targeting areas of potential where there is at least some historical drilling or geological data available and where leading exploration consultants believe there is strong evidence of high class mineral deposits.
Operational	Resource risk	All mineral projects have risk associated with defined grade and continuity.	Mineral Reserves and Resources are calculated by the Group in accordance with accepted industry standards and codes but are always subject to uncertainties in the underlying assumptions which include geological projection and commodity price assumptions.

Operational	Environmental risk	Exploration of a project can be adversely affected by environmental legislation and the unforeseen results of environmental studies carried out during evaluation of a project, thus halting the project and associated plans.	The Group mitigates this risk as any disturbance to the environment during the exploration on any of the licence areas will be rehabilitated in accordance with the prevailing local regulations
Operational	Interruption of activity due to political unrest	All countries carry political risk that can lead to interruption of activity. Politically stable countries can have enhanced environmental and social risks, risks of strikes and changes to taxation, whereas less developed countries can have, in addition, risks associated with changes to the legal framework, civil unrest and government expropriation of assets.	The Board has working knowledge of the countries in which it holds exploration licences and has appointed experienced local operators to assist the Company in its activities in order to help to reduce possible political risks.
Financial	Equity funding	The Company has an ongoing requirement to fund its activities through the equity markets. There is no certainty such funds will be available when needed.	To date the Company has managed to raise funds primarily through equity placements despite the very difficult market that currently exists for raising funding in the junior mining industry. However, the Directors have prepared cash flow forecasts for at least the next 12 months from the date of this report and are confident that the Company can raise additional equity funds, if required.

An internal audit function is not yet considered necessary as day to day control is sufficiently exercised by the Company's Executive Directors. However, the Board will continue to monitor the need for an internal audit function.

5. Maintain the Board as a well-functioning, balanced team led by the Chair

The Board currently comprises of two Executive Directors, Andrew Bell and Paul Johnson, and two Non-Executives, Scott Richardson Brown and Ed Shaw.

Scott Richardson Brown is considered to be an Independent Director. Ed Shaw is employed by the Company's joint broker, First Equity, and, as such, the Company does not consider him to be Independent.

The Board recognises the long-term need for another Independent Non-Executive Director in line with QCA recommendations and shall continue to review this as the Company grows and in proportion to costs. Therefore, the Board acknowledges that, at its current stage of development, it does not comply with Principle 5, although the Board notes that the Chairman and Non-Independent Non-Executive Directors both have significant experience in building successful businesses and offer key expertise to the Executive Directors, thus benefitting the Company as a whole. However, the Board maintains that its composition will be frequently reviewed as the Company develops.

Meetings are open and constructive, with every Director participating fully. The Company holds regular board meetings and, in order to be efficient, the Directors meet formally and informally both in person and by telephone. Prior to each Board meeting, Directors are sent an agenda and Board papers as appropriate for matters to be discussed. Additional information is provided when requested by the Board or individual Directors. Corporate governance issues are discussed at Board meetings. The Non-Executive Directors maintain ongoing communications with Executives between formal Board meetings.

The Company has an Audit Committee and a Remuneration Committee. Both Committees have the necessary skills and knowledge to discharge their duties effectively. As with Board papers, Committee papers are to be drafted and circulated to members of the Committee prior to meetings, thus allowing time for full consideration and necessary clarifications. The Company does not consider it necessary at the current time to have a Nominations Committee, however this will be kept under review as the Company develops.

Paul Johnson commits 240 days per annum to the Company, and Andrew Bell commits 120 days per annum. Scott Richardson Brown and Ed Shaw work for not less than 24 days per year.

Directors' conflict of interest

The Company has effective procedures in place to monitor and deal with conflicts of interest. The Board is aware of the other commitments and interests of its Directors, and changes to these commitments and interests are reported to and, where appropriate, agreed with the rest of the Board.

6. Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Company's Board includes Directors from a range of industries including the engineering, accounting and finance, and natural resources sectors. The Company believes that the current balance of skills in the Board as a whole reflects a very broad range of personal, commercial and professional skills, providing the ability to deliver the Company's strategy for the benefit of shareholders over the medium and long-term. Directors are encouraged to maintain up-to-date skillsets by attending training, conferences and networking events.

Biographical details of the Directors can be found on the Company's website.

Liam O'Donoghue of ONE Advisory Limited has been contracted by the Company to act as Power Metal Resources' Company Secretary. ONE Advisory have been given the responsibility for ensuring that Board procedures are followed and that the Company complies with all applicable rules,

regulations and obligations governing its operation, including assisting the Board with shareholder meetings and Market Abuse Regulations. ONE Advisory also supports the Board in its development of the Company's corporate governance responsibilities, assisting with the Company's application of the QCA Code and amendments in relation to AIM Rule 26.

The Company's Nomad is consulted on all matters, and this year this has included areas such as general corporate Plc management, potential & actual acquisitions, changes to Board composition and business strategy.

All Directors have access to independent professional advice, if required.

The Board shall review annually the appropriateness and opportunity for continuing professional development, whether formal or informal.

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Directors consider that the Company and Board are not yet of a sufficient size for a full Board evaluation to make commercial and practical sense. In the frequent Board meetings/calls, the Directors can discuss any areas where they feel a change would be beneficial for the Company, and the Company Secretary remains on hand to provide impartial advice. As the Company grows, it intends to expand the Board and, with the Board expansion, re-consider the need for Board evaluation.

The Board as a whole is responsible for Board and senior management nominations and the Directors submit themselves for re-election at the AGM in accordance with the Company's articles. The Board considers succession planning on an ongoing basis, including the importance of composition. The Board will consider any Board imbalances for future nominations, including Board independence and gender balance.

8. Promote a corporate culture that is based on ethical values and behaviours

The Board recognises that its decisions regarding strategy and risk will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The Board is aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole. The corporate governance arrangements that the Board has adopted are designed to ensure that the Company delivers long-term value to its shareholders, and that shareholders have the opportunity to express their views and expectations for the Company in a manner that encourages open dialogue with the Board.

A large part of the Company's activities are centred upon an open and respectful dialogue with shareholders, contractors, regulators and other stakeholders. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives. The Board places great importance on this aspect of corporate life and seeks to ensure that this flows through all that the Company does. The Directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge.

The Company has adopted, and will operate where applicable, a Share Dealing Code for Directors and applicable employees under the equivalent terms to those provided by Rule 21 of the AIM Rules for Companies.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board is committed to, and ultimately responsible for, high standards of corporate governance, and has chosen to adopt the QCA Code. The Board reviews the Company's corporate governance arrangements regularly and expect to evolve these over time, in line with the Company's growth. The Board delegates responsibilities to Committees and individuals as it sees fit.

The Chairman's principal responsibilities are to ensure that the Company and its Board are acting in the best interests of shareholders. His leadership of the Board is undertaken in a manner which ensures that the Board retains integrity and effectiveness, and includes creating the right Board dynamic and ensuring that all important matters, in particular strategic decisions, receive adequate time and attention at Board meetings. The Chairman, along with Paul Johnson, is also the main point of contact for shareholder and key stakeholder liaison.

Paul Johnson has, through powers delegated by the Board, the responsibility for leadership of the management team in the execution of the Group's corporate strategies and policies and for the day-to-day management of the business.

The Non-Executives are tasked with constructively challenging the decisions of executive management and satisfying themselves that the systems of business risk management and internal financial controls are robust.

Whilst the Board has not formally adopted appropriate delegations of authority setting out matters reserved to the Board, there is effectively no decision of any consequence made other than by the Directors. All Directors participate in the key areas of decision-making, including the following matters:

- Formulating, reviewing and approving the Company's strategy;
- Formulating, reviewing and approving the Company's budget;
- Formulating, reviewing and approving the Company's exploration projects;
- Establishing a framework of prudent and effective controls which enable risks to be managed and assessed;
- Ensuring the necessary financial and human resources are in place for the Company to meet its objectives; and
- Setting the Company's values and standards.

The Board delegates authority to two Committees to assist in meeting its business objectives whilst ensuring a sound system of internal control and risk management. The Committees meets independently of Board meetings.

Audit Committee

The Audit Committee comprises of Scott Richardson Brown (Chair) and Paul Johnson. Scott Richardson Brown is a Fellow of the Institute of Chartered Accountants in England and Wales. The Audit Committee determines and examines matters relating to the financial affairs of the Company including the terms of engagement of the Company's auditors and, in consultation with the auditors, the scope of the audit. It receives and reviews reports from management and the Company's

auditors relating to the half yearly and annual accounts and the accounting and the internal control systems in use throughout the Group.

Remuneration Committee

The Remuneration Committee was formed in March 2019 and comprises Scott Richardson Brown (Chair) and Andrew Bell. The Committee is responsible for the review and recommendation of the scale and structure of remuneration for senior management, including any bonus arrangements or the award of share options with due regard to the interests of shareholders and the performance of the Company.

Nomination Committee

The Company does not consider it necessary at the current time to have a Nominations Committee and the Board as a whole is responsible for Board and senior management nominations. The merits of constituting a separate Nominations Committee will be kept under review.

The Chair and the Board continue to monitor and evolve the Company's corporate governance structures and processes, and maintain that these will evolve over time, in line with the Company's growth and development.

10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board is committed to maintaining effective communication and having constructive dialogue with its shareholders and other relevant stakeholders. The Company intends to have ongoing relationships with both its private and institutional shareholders (through meetings and presentations), and for them to have the opportunity to discuss issues and provide feedback at meetings with the Company.

In addition, all shareholders are encouraged to attend the Company's Annual General Meeting, where possible. The Board discloses the result of general meetings by way of announcement and additionally discloses the results of proxy votes during the meetings and subsequently on the website. The proxy results of the 2019 general meetings can be found on the Company's Corporate Governance webpage. The Board maintains that, if there is a resolution passed at a GM with 20% votes against, the Company will seek to understand the reason for the result and, where appropriate, take suitable action. Votes of the Company's previous GMs are disclosed on the Corporate Governance section of the website.

The latest Corporate Documents (including Annual Reports) can be found on the Company's [website](#).

Information on the Investors section of the Group's website is kept updated and contains details of relevant developments, interviews, presentations and other key information.