

## **CORPORATE GOVERNANCE**

### **QCA Corporate Governance Statement**

The Board of Talisman Metals PLC is committed to maintaining high standards of corporate governance in line with the Quoted Companies Alliance (QCA) Corporate Governance Code. As the Company seeks readmission to AIM, the Board recognises the importance of transparent governance, effective risk management, and clear communication with shareholders and stakeholders. To that effect the Company has adopted the Quoted Companies Alliance Corporate Governance Code. Details of how the Company complies with the principles contained in the Code are set out below.

#### **Principle 1: Establish a strategy and business model which promote long term value for shareholders.**

The principal strategic objective of Talisman Metals Plc is to carry out methodical, well-planned mining activities and develop licenses with strong geological potential. Our business model focuses on advancing projects through early-stage exploration, securing strategic partnerships, and creating long term shareholder value through disciplined capital allocation. Further details on the Company's projects and strategy are set out in the Admission Document of 30 December 2025, Part I.

The Company's purpose is to create value for its shareholders through sustainable and responsible exploration. The Company intends to deliver shareholder returns through capital appreciation and, in future, distribution via dividends or distribution of assets. 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 Part II of this document, as well as steps the Board takes to protect the Company and mitigate these risks, thus securing a long-term future for the Company.

#### **Principle 2: Shareholder Needs & Engagement**

Ahead of readmission to AIM, the Board has engaged extensively with existing and prospective shareholders to explain the Company's exploration strategy, licence portfolio, and funding requirements. Regular updates will be provided via RNS announcements, Annual Reports, investor presentations, and the Company's website.

Management welcomes the opportunity to engage with shareholders throughout the year and invite all shareholders to attend the Annual General Meetings which provide opportunities for dialogue between the Board and the Company's shareholders.

#### **Principle 3: Wider stakeholder and social responsibilities and their implications for long-term success**

The Company's management are aware of their responsibility as an employer and a mining company, and are committed to upholding best practice across the business. The Company cares about its stakeholders and is focused on looking to create value and benefits for all whilst seeking to manage and mitigate the potential impacts that our operations may have. The Company is focused on mining an essential resource that can contribute to a more sustainable future. With the Moroccan copper exploration licenses, the Company plans to develop these assets from exploration through to resource development, mine construction and mining operation. All of this will be done with a mindful approach to the local community impact, environmental impact, and overall Company legacy as a business in Morocco and the global mining sector.

The Company is focused on meeting its commitments across the ESG space and will continue to be proactive in this area as it looks to develop and sustain a positive legacy. The Company will ensure to make all required environmental and social disclosures in its Annual Report.

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. Engaging with all stakeholders is core to the Company's strategy and is a driver of long-term shareholder value.

**Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organization**

Key risks include commodity price volatility, licence renewal, regulatory compliance, and funding availability. Mitigation strategies include diversified licence holdings, proactive engagement with regulators, and disciplined financial management.

All risks facing the Company are detailed in the Financial Statements issued every year.

The Board seeks to mitigate such risks so far as it is able to do, but certain important risks cannot be controlled by the Board. In particular, products the Company is seeking to identify and ultimately mine are traded globally at prices reflecting supply and demand. While the Company will only invest in exploration projects where there is a legal right to convert an initial exploration license to a mining license, in practice it may be difficult to obtain such conversion for political reasons. There is no legal way that the Company can protect itself against this possibility, although management constantly monitors this risk to avoid investing in assets where the potential of a disruption in operations is higher than acceptable.

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.

**Principle 5: Maintain the Board as well-functioning, balanced team led by the chair**

The Board comprises experienced mining executives, financial professionals, and independent directors. Committees (Audit, Remuneration, Nomination) are established to ensure effective oversight.

The Board of Directors of the Company (the “Board”) will on Admission consist of the Non-Executive Chair, Jonathan Henry, the Chief Executive Officer (“CEO”), Tim McCutcheon, Non-Executive Directors Anastassia Levashova, Dr. Mohammed Mouhib, Thomas Garagan and Chief Financial Officer, Leah O’Donovan.

**Principle 6: Directors’ Skills and Experience to ensure that, individually and collectively, directors have the necessary up-to-date experience, skills and capabilities**

The Company’s Directors bring a vast amount of experience from a range of industries including accounting and finance, natural resources and mining sectors. The Company believes that the current balance of skills in the Board reflects a very broad range of personal, commercial and professional experience, 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.

The Board is satisfied it has a suitable balance between independence and knowledge. All Directors are encouraged to use their independent judgement and to challenge all matters, whether strategic or operational, enabling the Board to discharge its duties and responsibilities effectively. Biographical details of each Board member can be found in the Admission Document of 30 December 2025 (Part I, paragraph 8).

**Directors’ conflict of interest**

The Group 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.

Remuneration is paid at market rates and there is no material level of share ownership by Non- Executive Directors that would jeopardise the independence of either Director.

From the 2026 Annual General Meeting of Shareholder all Directors will retire and stand for re-election.

### **Principle 7: Maintain appropriate governance structures**

Governance structures are proportionate to the Company's size and stage of development. An Audit and Remuneration Committees have been established and given the size of the Company the function of the Nomination Committee is carried out by the Board collectively. All committees have the necessary skills and knowledge to discharge their duties effectively.

The Board reviews the company's corporate governance arrangements regularly and expects to evolve this over time, in line with the Company's growth. The Board delegates responsibilities to its committees and individual members as it sees fit. The Chair's principal responsibilities are to ensure that the Company and the Board of Directors are acting in the best interests of shareholders. The Chair's leadership of the Board is undertaken in a manner which ensures that the Board retains its 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.

The Board has overall responsibility for the establishment and oversight of the Company's risk management framework. 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 company's activities. Although no system of internal financial control can provide absolute assurance against material misstatement or loss, the Company's system is designed to provide reasonable assurance that problems are identified on a timely basis and dealt with appropriately. In addition, members of the Board attend industry conferences and seminars to keep abreast of sector risks and industry changes. The Company regularly reviews its system of internal controls to ensure compliance with best practice, while also having regard to its size and the resources available.

The Audit Committee has delegated responsibility to management to ensure an effective system of financial control is maintained for timely and accurate reporting of consolidated financial statements and related financial information for review by the Board and the external auditors. The Committee will maintain effective working relationships with the Board management, and the external auditors and monitor the independence and effectiveness of the auditors and the audit, to determine the adequacy and efficiency of internal controls and risk management systems.

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

The Board takes seriously the matter of cyber security and has strict internal protocols over its IT environment to try and help minimise the threat of loss or disruption caused by cyber attack.

Details as to the identified principal risks and uncertainties to the Group can be found in the Admission Document of 30 December 2025 at Part II "Risk Factors." Meetings are open and constructive, with every director participating fully. As the directors are resident in differing time zones, Board meetings are normally conducted by video conference or by telephone.

The Board are in constant communication and holds frequent informal discussions with management (Corporate secretary and CFO) and other stakeholders. All Non-Executive Directors spend a minimum of two days a month on company business, or as much time necessary to fulfil their duties above this.

Company Secretarial duties are handled in house with the assistance of a CSP. The Company Secretary monitors that the Company complies with all applicable rules, regulations and obligations governing its operation and supports the Board in its development of the Company's corporate governance responsibilities, compliance with the AIM Rules. Their role and work are overseen by the Board Chair.

From Admission, the Company's Nominated Adviser will be consulted on all regulatory matters. All directors have access to independent professional advice, if required. The Board reviews annually the appropriateness and opportunity for continuing professional development, whether formal or informal.

The size and composition of the Board is matched to the scale and complexity of the business. As these evolve, the Board will address the current gender imbalance on the Board when considering future nominations.

**Principle 8: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement**

The Directors consider that the Company and Board are of a sufficient size for a full board evaluation to make commercial and practical sense. In 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 more formal Board evaluation.

The Board considers succession planning and composition to be a crucial element of ensuring the continued success and long-term prosperity for the Company, and as such, succession planning recommendations are made by the Board as a whole. The Board will consider any Board imbalances for future nominations, including director independence and gender balance, and will seek input from external advisors when required to assist in matters such as the identification of potential Board candidates, establishing additional committees and other initiatives to enhance the overall A large part of the Company's activities is 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 Directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge.

#### **Principle 9: Corporate Culture**

The Company promotes a culture of integrity, safety, and sustainability. These values guide exploration activities, stakeholder engagement, and decision making. The Board believes that a strong corporate culture is essential to delivering long term value and maintaining trust with shareholders and communities.

#### **Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders**

The Company is committed to transparent communication with shareholders and stakeholders. Governance disclosures are maintained on the Company's website, and updates are provided through AIM compliant announcements. The Board seeks to ensure that communications are clear, concise, and accessible. The Board is committed to maintaining effective communication and having constructive dialogue with its shareholders and other relevant stakeholders. The Group 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 shareholder meetings of the Company.

In addition, the Company intends to facilitate shareholder engagement through attendance at the Annual General Meeting of the Company and other one-to-one meetings with existing and potential shareholders. The Company will also seek to engage with shareholders through regulatory announcements, website disclosures, and the annual report and accounts.

The Company will include historical Annual Reports, Notices of General Meetings and RNS announcements from Admission on its website. The Company also lists contact details on its website, should shareholders wish to communicate with the Board.

From Admission, the Company will include, where relevant, in its Annual Report, any matters of note arising from the Audit or Remuneration Committees.

Given the size of the Group, the Board is of the opinion that no formal communication structures are required at this time. The Company will, however, ensure continued disclosure of all items in conjunction with AIM Rule 26 on its website.

### **Conclusion**

The Board is committed to, and ultimately responsible for, high standards of corporate governance, and has chosen to progressively adopt the QCA Code. The Board reviews the Company's corporate governance arrangements regularly and expects to evolve this over time, in line with the Group's growth. The Board delegates responsibilities to its committees and individual members as it sees fit. The Chair's principal responsibilities are to ensure that the Group and the Board of Directors are acting in the best interests of shareholders. The Chair's leadership of the Board is undertaken in a manner which ensures that the Board retains its 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.