

CORPORATE GOVERNANCE GUIDELINES
OF
THE BOARD OF DIRECTORS
OF
5E ADVANCED MATERIALS, INC.

Adopted as of December 8, 2021

Introduction; Role of the Board of Directors

The Board of Directors (the “Board”) of 5E Advanced Materials, Inc. (the “Company”) has adopted these policies as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board. The Board, on behalf of the Company and its stockholders, oversees and provides general direction to the management of the Company.

In addition to other Board or committee responsibilities outlined herein, the responsibilities of the Board include the following (some of which may be delegated to one or more committees by charter or Board practice):

- reviewing, monitoring and approving the overall operating, financial and strategic plans, operating goals and performance of the Company;
- selecting, evaluating and retaining the Company’s senior executives;
- together with the Chief Executive Officer (the “CEO”), reviewing the job performance of elected corporate officers and other senior executives on an annual basis;
- reviewing the outside activities of senior executives;
- together with the compensation committee, selecting, evaluating, retaining and compensating the Company’s CEO, and providing oversight of the selection, evaluation, retention and compensation of the other executive officers;
- overseeing appropriate policies of corporate conduct and compliance with laws;
- to periodically assess the effectiveness of policies to facilitate communication between the Company’s stockholders and directors;
- together with the audit committee, reviewing the major risks facing the Company and helping develop strategies to address these risks;
- implementing and overseeing the operation of reasonable information and reporting systems or controls designed to inform of material risks;
- to discuss and be apprised of the Company’s position on issues related to corporate social responsibility, public policy and philanthropy;
- reviewing the process by which financial and non-financial information about the Company is provided to management, the Board and the Company’s stockholders; and
- establishing policies designed to maintain the financial, legal and ethical integrity of the Company.

The Company's senior executives, under the direction of the CEO, are responsible for the operations of the Company, implementation of the strategic, financial, and management policies of the Company, identifying, assessing and managing risk and risk mitigation strategies, preparation of financial statements and other reports that accurately reflect requisite information about the Company, and timely reports which inform the Board about the foregoing matters.

These policies are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws and regulations or modify the Company's Certificate of Incorporation or Bylaws.

Board Composition

Size of the Board. The Board will periodically review the appropriate size of the Board based on recommendations from the nominating and corporate governance committee. The Company's Bylaws currently provide that the authorized number of directors will be not less than two nor more than eleven. Each member of the Board is subject to election annually by the stockholders.

Majority of Independent Directors. A majority of the directors serving on the Board will meet the standards for director independence set forth in the Nasdaq listing standards as the same may be amended from time to time (the "listing standards"), as well as other factors not inconsistent with the listing standards that the Board considers appropriate for effective oversight and decision-making by the Board.

Affirmative Determination of Independence. The Board will affirmatively determine annually and at other times required by the listing standards that the directors designated as independent have no material relationships to the Company (either directly or with an organization in which the director is a partner, stockholder or officer or is financially interested) that may interfere with the exercise of their independence from management and the Company. Directors serving on certain Board committees may be required to meet additional requirements as specified in the charter for that committee.

Board Membership Criteria. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals of responsibility to its stockholders, industry leadership, customer success, positive working environment, and integrity in financial reporting and business conduct. The Board and the Nominating and Corporate Governance Committee will from time to time review the experience and characteristics appropriate for Board members and director candidates in light of the Board's composition at the time and skills and expertise needed for effective operation of the Board and its committees.

Basic requirements for membership on the Board may include the following:

Ethics: Directors should be persons of good reputation and character who conduct themselves in accordance with high personal and professional ethical standards, including the policies set forth in the Company's code of conduct.

Business and Professional Activities: Directors should maintain a professional life active enough to keep them in contact with the markets, the business and technical environments and the communities in which the Company is active. Because this exposure is a main factor in selecting and retaining directors, a significant position or title change will be seen as reason to review a director's membership on the Board.

Experience, Qualifications and Skills: Directors should have experience, qualifications and skills relevant for effective management and oversight of the Company's senior executives, which could be acquired through education, training, experience, self-study or other means such as experience at senior executive levels in comparable companies, public service, professional service firms, educational institutions or other organizations.

Time: Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background material and to prepare for meetings. Directors should attempt to arrange their schedules to allow them to attend all scheduled Board and committee meetings.

Diversity: The Board believes that diversity, including differences in backgrounds, qualifications, and personal characteristics such as gender, ethnicity and age, is important to the effectiveness of the Board's oversight of the Company.

Conflicts of Interest: Each director should not, by reason of any other position, activity or relationship, be subject to any conflict of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board.

Director Membership on Other Corporate Boards. Directors may not serve on more than three public company boards, including the Board, subject to waiver by the Nominating and Corporate Governance Committee but in no event will a director serve on more than a total of five public company boards. A director who serves as a CEO may not sit on more than three public company boards, including the Board. A director may not serve as a member of the audit committee of more than two other public companies unless the Board determines that such simultaneous service will not impair the ability of such director to effectively serve on the Audit Committee, and this determination is disclosed in the Company's annual proxy statement. A director should advise the Chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another company's board.

Selection, Tenure and Retirement of Board Members

Selection of Board Nominees. The Nominating and Corporate Governance Committee will determine the individuals to be nominated to serve on the Board for election by stockholders at each annual meeting of stockholders, and to be appointed to fill vacancies on the Board, subject to approval by the Board, which will include approval by a majority of the independent directors and subject to legal rights, if any, of third parties to nominate or appoint directors.

Election of Directors. The Bylaws of the Company provide for a majority voting standard in an uncontested election of directors. In such uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" or "withhold" with respect to that director. Any incumbent director who fails to receive the required number of votes for re-election will promptly submit his or her resignation, and the Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. In determining whether or not to recommend that the Board accept any resignation offer, the Nominating and Corporate Governance Committee will be entitled to consider all factors believed relevant by such committee's members. The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days following certification of the election results. Any director whose resignation is under consideration will not participate in the Nominating and Corporate Governance Committee deliberations and will recuse himself or herself from the Board vote. The Board will promptly publicly disclose its decision regarding the director's resignation offer. If the Board accepts a director's resignation pursuant to this process, the Nominating and Corporate Governance Committee will recommend to the Board whether to fill such vacancy or reduce the size of the Board.

If each member of the Nominating and Corporate Governance Committee fails to receive the required vote in favor of his or her election, then those independent directors who did receive the required vote will appoint a committee among themselves to consider the resignation offers and make a recommendation to the Board. If each independent director fails to receive the required vote in favor of

his or her election, then all directors may participate in the action regarding whether to accept the resignation offers.

In contested elections, directors are elected by a plurality of the votes of the shares represented in person or by proxy at the meeting and entitled to vote on the election of directors.

Length of Board Service. The Board, based on recommendations by the Nominating and Corporate Governance Committee, will review each director's continuation on the Board every year. This review will include determination of independence as well as consideration of skills, experience, number of other public and private company boards on which the individual serves, composition of the Board at that time, and other criteria in the context of the needs of the Company.

Change in Status of Board Members. The Board does not believe that directors who retire from or change their principal occupation or business should necessarily be required to end their service as directors. However, both independent and management directors who retire from or change their principal occupation or business will offer to resign their service as a director, which offer may then be evaluated by the Board or the Nominating and Corporate Governance Committee in light of the individual circumstances.

Retirement. It is the policy of the Company that an independent director may not serve as a director beyond the end of an elected term during which the director achieves his or her 70th birthday, provided that the full Board may unanimously re-nominate a candidate over 70 years of age for another elected term due to special circumstances based on a director's particular contributions and expertise.

Succession Planning. The Nominating and Corporate Governance Committee will have the primary responsibility for developing a succession plan for the Board and making recommendations to the full Board on director succession matters. In so doing, the Nominating and Corporate Governance Committee will determine the appropriate and desirable mix of characteristics, skills, expertise, diversity and experience for the full Board and each of its committees, taking into account the qualifications of both existing directors and opportunities to nominate others for election.

Board Leadership

Management Directors. The Board anticipates that the Company's CEO will be nominated annually to serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.

Board and Committee Meetings. All meetings of and other actions by the Board and its committees will be held and taken pursuant to the Bylaws of the Company, including provisions governing notice of meetings and waiver thereof, the number of Board members required to take actions at meetings and by written consent, and other related matters.

Agenda. The Chairperson of the Board will have primary responsibility for establishing the agenda for each meeting and arranging for the agenda to be sent in advance of the meeting to the directors along with appropriate written information and background materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. Agenda items that fall within the scope of responsibilities of a Board committee will be reviewed with the chairperson of that committee. The Chairperson and the full Board separately have authority to require the Board to meet in executive sessions outside the presence of management to discuss sensitive matters with or without distribution of written materials.

Meetings of Independent Directors. Independent directors will meet on a regularly scheduled basis in executive sessions without the CEO or other members of the Company's management present.

Chairperson and Lead Independent Director. The Board will periodically appoint a Chairperson of the Board. Both independent and management directors, including the CEO, are eligible for

appointment as the Chairperson. If the Chairperson is not an independent director, the Board considers it to be useful and appropriate to designate an independent director to serve in a lead capacity to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine. The lead independent director will be elected by a majority of the independent directors of the Board for a renewable one-year term. Such term will generally commence at the first Board meeting after the annual meeting of stockholders and end immediately prior to the next annual meeting of stockholders. The Company will appropriately disclose the name of the lead independent director and the method by which all interested parties may contact the independent directors.

Annual Review. The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company.

Board Compensation and Stock Ownership Guidelines

Compensation. The Compensation Committee will recommend to the Board compensation programs for independent directors, if applicable the lead independent director, committee chairpersons, and committee members, consistent with any applicable requirements of the listing standards for independent directors and including consideration of cash and equity components of this compensation. The Board will determine the form and amount of independent director compensation.

Stock Ownership Guidelines. The Board believes that it is important to align the interests of the Board with the interests of the stockholders and, therefore, for each director to hold a meaningful equity position in the Company.

Board Committees

Committees. The committees of the Board are the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee. The Board may from time to time establish additional committees.

Committee Member Selection. After considering the recommendations of the nominating and corporate governance committee, the Board will designate the members and the chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. Each member of the Audit, Compensation and Nominating and Corporate Governance Committees will be independent as defined in the applicable listing standards, laws and regulations.

Committee Functions. Each of the Audit, Compensation and Nominating and Corporate Governance Committees will have a written charter approved by the Board in compliance with applicable listing standards, laws and regulations. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the Board to the committee, and the legal, regulatory, accounting and governance principles applicable to that committee's function. The Company will afford access to the Company's employees, professional advisers and other resources, if needed, to enable committee members to carry out their responsibilities.

Audit Committee Financial Expert and Financial Literacy. The Audit Committee should have one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC under Section 407 of the Sarbanes Oxley Act and all members should be "financially literate" in accordance with the listing standards. The Board will be responsible for determining the qualification of an individual to serve on the Audit Committee as a designated "audit committee financial expert" and whether such person is "Financially Literate." In light of this responsibility of the Board, the Nominating

and Corporate Governance Committee will coordinate closely with the Board in screening any new candidate and in evaluating whether to renominate any existing director who may serve in this capacity.

Director Responsibilities

General Responsibilities. A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders.

Disclose Relationships. Each independent director is expected to disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) which could affect the independence of the director under applicable listing standards or any additional standards as may be established by the Board of directors from time to time, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer or significant stockholder, or is materially financially interested.

Confidentiality. Directors have an obligation to protect and keep confidential all non-public information related to the Company unless and until the Board has authorized disclosure or unless otherwise required by law or regulation. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board, such as information regarding the strategy, business, finances and operations of the Company, minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company, including non-public information concerning (i) the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to acquisitions, divestitures and actions relating to the Company's stock, (ii) possible transactions with other companies or information about the Company's suppliers, licensors or joint venture partners, which the Company is under an obligation to maintain as confidential and (iii) the proceedings and deliberations of the Board and its committees, and the discussions and decisions between and among directors officers and employees.

Directors may not use confidential information for personal benefit or to benefit other persons or entities other than the Company. Directors should refrain from disclosing confidential information without the authorization of the Board or the Chairperson, unless otherwise required by law or regulation. The obligations described above continue even after service on the Board has ended.

Reporting and Compliance Systems. Based on information available to the director, each director should be satisfied that Company management maintains an effective system for timely reporting to the Board or appropriate Board committees on the following (i) the Company's financial and business plans, strategies and objectives, (ii) the recent financial results and condition of the Company and its business segments, (iii) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company and (iv) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies. Each director is expected to have a basic understanding of the foregoing matters to the extent information is furnished by management or otherwise available to the Board.

Preparation and Attendance. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting. Board members are expected to attend the annual stockholders' meeting absent special circumstances.

Access to Information. The Company's management will afford each Board member access to the Company employees and the outside auditors, legal counsel and other professional advisers for any purpose reasonably related to the Board's responsibilities. Each director is entitled to inspect the

Company's books and records and obtain such other data and information as the director may reasonably request; inspect facilities as reasonably appropriate for the performance of director duties; and to receive notice of all meetings in which a director is entitled to participate and copies of all Board and committee meeting minutes.

Independent Inquiries and Advisers. The Board is authorized to conduct investigations, and to retain, at the expense of the Company, outside legal, accounting, investment banking or other professional advisers for any matters relating to the responsibilities of the Board. Each of the Board's standing committees has similar authority to retain outside advisers as each determines appropriate, as set forth in the respective committee's charter.

Reliance on Information. In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Transactions Affecting Director Independence. Without the prior approval of a majority of disinterested members of the full Board, and, if required by the listing standards, the Audit Committee, the Company will not make significant charitable contributions to organizations in which a director or a family member of the director is affiliated, enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director, or enter into any relationships or transactions (other than service as a director and Board committee member) between the Company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling stockholder, officer, manager, or trustee, or materially financially interested). Notwithstanding the foregoing, to the extent required to comply with SEC rules, no member of the Audit Committee will be an affiliated person of the Company or receive any direct or indirect compensation from the Company other than for service as a director and on committees on which the individual serves, and each such member will otherwise meet the independence requirements set forth in the Audit Committee charter.

Additionally, all members of the Compensation Committee must meet the independence requirements for committee membership as determined by applicable SEC rules and listing standards and as set forth in the Compensation Committee charter.

Continuing Education. The Board is expected periodically to review the Company's policies and procedures for providing orientation sessions for newly elected or appointed directors and to recommend, on an as-needed basis, continuing director education programs for Board or committee members.

Annual Evaluation. The Board, in conjunction with the Nominating and Corporate Governance Committee, will evaluate these corporate governance guidelines and whether the Board and its committees are functioning effectively at least annually.

Risk Oversight. The Board should understand the principal risks associated with the Company's business on an on-going basis and it is the responsibility of management to assure that the Board and its committees are kept well informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards. The Board reserves oversight of the major risks facing the Company and has delegated risk oversight responsibility to the appropriate committees in the following areas: the Audit Committee oversees risks relating to financial matters, financial reporting and auditing and cybersecurity and the Compensation Committee oversees risks relating to the design and implementation of the Company's compensation policies and procedures.

Management Responsibilities

Management Succession Planning. At least annually, the compensation committee will consider and assist the Board in developing succession plans for the CEO and other key executive officers and

appropriate management personnel. The Board may from time to time ask the compensation committee to undertake other specific reviews concerning management succession planning. The CEO also reviews management succession and development plans for executive officers with the Board.

Financial Reporting and Legal Compliance. The Board's governance and oversight functions do not relieve the primary responsibilities of the Company's management to (i) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (ii) devise and maintain an effective system of internal accounting controls, (iii) devise and maintain effective disclosure controls and procedures and internal control over financial reporting, (iv) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operation and cash flows of the Company and (v) devise and maintain systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

Corporate Communications. Executive management has the primary responsibility to establish policies concerning the Company's communications with investors, the press, customers, suppliers and employees.

Communication of Corporate Governance Guidelines. As required by the listing standards, management will assure that the Company's website will include a copy of these guidelines, copies of the charters of the Audit, Compensation and Nominating and Corporate Governance Committees and, if applicable, other key committees of the Board, and a copy of the Company's Code of Business Conduct. Management will also include in the Company's annual report to stockholders statements to the effect that this information is available on the Company's website and in print to any stockholder who requests it.