tharisa

DISCOVER DEVELOP DELIVER DIVERSIFY

Climate Change and Sustainability Committee- Terms of Reference

Approved 30 November 2021

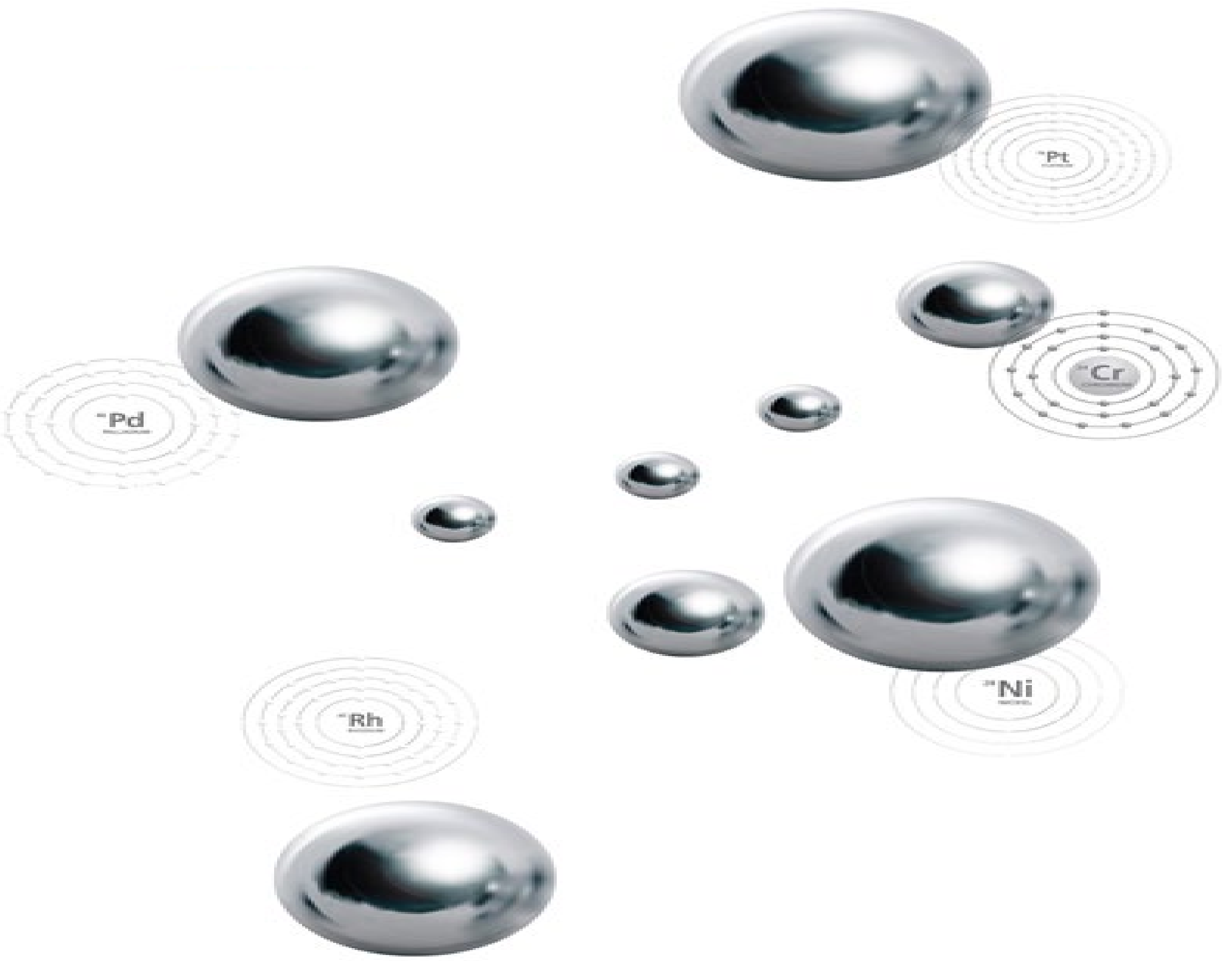

Table of Contents

1 Background And Purpose 3
2 Scope Of The Committee 3
2.1 Environment 3
2.2 Social 4
2.3 Community 4
3 Duties And Responsibilities Of The Committee 4
3.1. Policies 4
3.2. Management Processes 4
3.3. Assurance Reviews 5
3.4. Reporting And Disclosures 5
4 Composition 5
5 Quorum 5
6 Meeting Administration 6
7 Reporting 6
8 Evaluation 6
9 Other Matters 7
10 Authority 7

1 BACKGROUND AND PURPOSE

The Board of directors of Tharisa (“the Board”) has resolved to establish a Climate Change and Sustainability Committee (“the Committee”), delegating the responsibility for overseeing the climate change and sustainability strategy, policies and functions of the Company and its subsidiaries (collectively, “the Group”). Safety does not fall into the area of responsibility of this committee, being overseen by the SHE Committee of the Board.

As a measure of the importance placed upon establishing strong stewardship of Environmental and Social aspects of ESG, the Committee shall include all members of the Board of Directors.

These terms of reference were adopted on [30 November 2021].

The purpose of the Climate change and Sustainability Committee is to provide stewardship and enhance the Group’s, particularly Tharisa Minerals’, actions in mitigating climate change, achieving a more sustainable business model and maintaining a social license to operate within our communities. The Committee will also provide oversight and support to management in ensuring that the Company addresses issues of climate change and sustainability through the development and implementation of a Climate change and Sustainability Policy and Sustainability framework. Moreover, the Committee must provide oversight on the Company’s Sustainability Strategy and reporting and all matters under the theme of Climate Change and Sustainability.

Last, but not least, the Committee, being comprised of all members of the Board, shall ensure that these values are embedded throughout the organization and within all investment decisions taken by the Board.

2 SCOPE OF THE COMMITTEE

The Committee shall provide oversight on the following pillars alongside the Safety, Health and Environment Committee and the Social and Ethics Committee:

2.1 Environment

The environment pillar includes:

2.1.1. The protection of the natural environment.

2.1.2. The company’s Carbon Footprint and plans to reduce this to mitigate Climate Change.

2.1.3. Energy consumption.

2.1.4. Resource stewardship.

2.1.5. Mine rehabilitation and closure.

2.1.6. Water management and ecosystem.

2.1.7. Air emissions (including dust).

2.1.8. Waste management.

2.1.9. Legacy issues management.

2.2 Social

The social pillar includes:

2.2.1. Health and wellbeing of colleagues.

2.2.2. Employment equity and relations.

2.2.3. Equal opportunities for all, ensuring a diverse workforce.

2.2.4. Social impact management and socio-economic development.

2.2.5. Socio-political issues.

2.3 Community

The community pillar includes:

2.3.1. Ensuring good relationships with communities local to Tharisa's operations.

2.3.2. Assisting with the provision of healthcare services to the community where appropriate.

2.3.3. Economic and social development of the communities in which we operate, including labour mobilization, training, and development.

2.3.4. Ensuring local content, as guided by the mining regulation and other prescripts as per the jurisdiction.

2.3.5. Human rights monitoring.

2.3.6. High-level reporting on the security and stability of Group's human capital and assets.

3 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

3.1. Policies

3.1.1. Review of the frameworks, policies, standards, and guidelines in line with the scope of the Committee.

3.1.2. Integration of regulatory changes with respect to climate change and sustainability within these policies.

3.2. Management processes

3.2.1. Review the degree of integration of the policies overseen by the Committee within the operations of the Company while delivering its strategy.

3.2.2. Assessment and review of the resource allocated to achieving compliance with the approved policies within the realm of the Committee's scope.

3.3. Assurance reviews

3.3.1. Determination and approval of the scope for sustainability and environmental audits.

3.3.2. Conduct reviews on the findings of external audits on environmental permits and sustainability factors and any management responses.

3.3.3. Oversee the appointment and terms of reference (and termination) of any assurance providers for Environmental and/or Sustainability Audits.

3.4. Reporting and disclosures

3.4.1. Quarterly reporting to the Board on metrics related to progress in Climate Change and Sustainability.

3.4.2. The Committee shall debate and deliberate on the ESG Disclosures annually prior to publishing in the Integrated Annual Report.

3.4.3. Review and recommend to the Board the reporting disclosure related to Environmental and Social sustainability, including principal risks and opportunities for inclusion in the Integrated Annual Report, Sustainability Report, and any other related publications for stakeholders.

4 COMPOSITION

4.1 The Committee shall, for the time being, consist of all the members of the Board, given the significance of the subject matter, not only for the business, but also for all stakeholders and the planet.

4.2 The chairman of the Committee shall be the Lead Independent Director. In the absence of the Lead Independent Director, the Board shall appoint one member of the Committee as the chairman of the Committee, who shall be an independent non-executive director.

4.3 The Committee secretariat services shall be rendered by the Group Company Secretary or his/her nominee.

5 QUORUM

5.1. The quorum necessary for the transaction of the business of the Committee shall be a majority of the members of the Committee.

5.2. The members of the Committee may attend in person or participate through any other acceptable means such as teleconference or virtual video conference.

6 MEETING ADMINISTRATION

6.1 The Committee shall meet as often as it deems necessary, but in any case, at least twice a year.

6.2 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chairman or any of its members.

6.3 Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date and dial-in details (if required), together with an agenda of the items to be discussed and supporting documentation, shall be forwarded to each member of the Committee, any other person required to attend, no later than five working days before the date of the meeting, or as soon as is practicable.

6.4 Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7 REPORTING

7.1 The Committee chairman shall report to the Board after each meeting on the matters discussed and a copy of the minutes of all Committee meetings will be provided to the Board.

7.2 The Committee will report to the Board on its work in discharging its responsibilities during the year.

7.3 The Committee chairman shall attend the Company's annual general meeting and shall be prepared to respond to any shareholder questions on the Committee's activities.

8 EVALUATION

8.1 The Committee shall, at regular intervals review its own performance, composition and terms of reference and recommend any changes it considers necessary to the Board for approval.

8.2 The Board shall review the performance of the Committee, its composition, and terms of reference on an annual basis.

9 OTHER MATTERS

The Committee shall:

9.1 have access to sufficient resources in order to carry out its duties, including the authority to retain experts or consultants

9.2 have access to the Company secretariat for assistance as required

9.3 give due consideration to laws and regulations, the provisions of the King Code on Corporate Governance for South Africa 2016, the King IV Report on Corporate Governance for South Africa 2016, the requirements of the Johannesburg Stock Exchange Listings Requirements, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate and

9.4 oversee any investigation of activities which are within its terms of reference.

10 AUTHORITY

The Committee is authorised by the Board to:

10.1 Undertake any activity within its terms of reference

10.2 Seek any information that it requires from any Group employee or contractor in order to perform its duties

10.3 Obtain, at the Company’s expense, outside legal or other professional advice on any matter within its terms of reference and to invite those persons to attend meetings of the Committee

10.4 Call any Group employee or contractor to be questioned at a meeting of the Committee, as and when required and

10.5 Delegate any of its powers to one or more of its members or the secretary.