

Social and Ethics Committee Charter

Theta Gold Mines Limited
(ACN 131 758 177)

Approved by the Board on 24 June 2024

Theta Gold Mines Limited (Theta Gold) Social and Ethics Committee Charter

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1. Introduction

- 1.1 The Social and Ethics Committee (the Committee) is constituted as a committee of the Board of **Theta Gold Mines Limited (Theta Gold or the Company)** and its mandate is informed by section 72(4) of the Companies Act 71 of 2008 of South Africa and read with Regulation 43 of the Companies Regulations, 2011, (South Africa) and King IV, 2016, Principle 8, par. 68 - 70). The Board resolved to establish a Committee of the Board to be known as the Social and Ethics Committee ('the Committee')
- 1.2 The duties and responsibilities of the members of the Committee as set out in these Terms of Reference (ToR) are in addition to those duties and responsibilities that they have as members of the Board.
- 1.3 The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities contained in the Company's Board Charter, and they must continue to exercise due care and judgment in accordance with their legal obligations.
- 1.4 Any reference in this Committee Charter to the Group is to be interpreted to include any Company or Subsidiary within the Group (South Africa or Australia) and not necessarily to refer only to the Group as a whole.

2. Purpose

- 2.1 The purpose of these ToR is to set out the Committee's role and responsibilities as well as the requirements for its composition and meeting procedures.
- 2.2 The Committee is established to assist the Board with the oversight of social and ethical matters and is ensuring that the group is and remains a committed socially responsible corporate citizen of South Africa and Australia.
- 2.3 The Committee's primary role is to supplement, support, advise and provide guidance on the effectiveness or otherwise of management's efforts in respect of social and ethics and sustainable development related matters which, inter alia, include the following:
 1. Safety in the workplace;

2. Health and wellness, including occupational health;
3. Environmental management;
4. Climate change;
5. Ethics management;
6. Corporate Social Investment (CSI);
7. HR development, employment equity and transformation; and
8. Stakeholder management.

3. Composition of the Committee

- 3.1 The members of the Committee are appointed for a specified term as determined by the Board.
- 3.2 The Committee shall comprise of at least three directors or prescribed officers of the Company, consisting of executive and non-executive members, with a majority being non-executive members of the Board.
- 3.3 The Chair of the Board may be a member of the Committee but may not chair it.
- 3.4 At least one executive director shall be an ex-officio member of the Committee.
- 3.5 The Board shall elect the Chair of the Committee from the elected non-executive director members.
- 3.6 The members of the Committee must collectively have sufficient qualifications and experience to fulfil their duties.
- 3.7 The Committee members are required to keep their knowledge and skillset up-to-date.
- 3.8 The board shall fill vacancies on the Committee within 40 (forty) business days after the vacancy arises.

4. Role

- 4.1 The Committee has an independent role with accountability to the Board.
- 4.2 The Committee shall not assume the functions of management, which remains the responsibility of the executive directors, officers and other members of senior management.
- 4.3 The role of the Committee is to assist the Board with creating value in a sustainable manner taking into consideration the triple context of the economy, society and natural environment within which the organisation operates.

5. Responsibilities

- 5.1 The Committee shall perform all the functions as are necessary to fulfil its role as stated above and including the following statutory duties:
- a) Monitoring the company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:
- (i) Social and economic development, including the company's standing in terms of the goals and purposes of
- The 10 principles set out in the United Global Compact Principles;
 - The OECD recommendations regarding corruption;
 - The Employment Equity Act; and
 - The Broad-Based Black Economic Empowerment Act.
- (ii) Good corporate citizenship, including the company's
- promotion of equality, prevention of unfair discrimination, and reduction of corruption;
 - contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
 - record of sponsorship, donations and charitable giving.
- (iii) Labour and employment, including
- The company's standing in terms of the International Labour Organisation

- guidance on decent work and working conditions;
 - The company's employment relationships; and
 - Its contribution towards the educational development of its employees.
- b) Drawing matters within its mandate to the attention of the Board as occasion requires.
- c) Reporting, through one of its members, to the shareholders at the company's annual general meeting on the matters within its mandate.
- d) In addition, the Committee performs the following non-statutory responsibilities, delegated by the Board:
- (i) Organisational ethics (as articulated in King IV, Principle 2):

The committee should ensure that the ethics of the organisation is managed in a way that supports the establishment of an ethical culture, including:

- leadership demonstrating support for ethics throughout the organisation;
 - setting a strategy for managing ethics that is informed by the negative and positive ethics risks the company faces;
 - articulating ethical standards in a code of ethics and supporting policies;
 - ensuring that structures, systems and processes are in place to familiarise the board, employees and supply chains with the organisation's ethics standards;
 - monitoring adherence to the organisation's ethics standards by all contracted stakeholders;
 - making ethics a criterion in the selection, promotion and performance management of staff and suppliers;
 - providing reporting mechanisms for safe reporting of unethical behaviour;
 - responding to breaches of ethical standards in a manner that will prevent reoccurrence;
 - including ethics management and performance in the scope of internal audit;
 - reporting on the organisation's ethics performance in the organisation's integrated annual report; and
 - evaluating the extent to which ethics has become part of the corporate culture.
- ii. Corporate Citizenship (as articulated in King IV Principles 3 and 8):

Guided by the values and rights enshrined in the Constitution of South Africa, King IV, Sustainable Development Goals, climate change agreements, national and

international standards and leading practice in governing good corporate citizenship, additional responsibilities relevant to the triple context in which the organisation operates could be added to the non-statutory responsibilities of the committee. Specific aspects that King IV (see Principle 3, par. 14 and principle 8 par. 68 and 69) recommends in this regard are:

- Sustainable development
- Stakeholder relations
- Fraud prevention
- Responsible and transparent tax practices
- Fair remuneration
- Pollution
- Waste disposal
- Protection of biodiversity

- e) Provide strategic and policy advice to the Board on all matters within the Committee's statutory and non-statutory responsibilities.

6. Authority

- 6.1 The Committee shall act in accordance with its statutory powers and the delegated authority of the Board as recorded in these terms of reference.
- 6.2 The Committee, in the fulfilment of its duties, may call upon the Chairs of the other Board committees, other board members, executive directors, company officers or assurance providers to provide it with relevant information subject to a Board-approved process.
- 6.3 The Committee shall be entitled to reasonable access to the company's records, facilities and employees as is necessary to discharge its duties and responsibilities.
- 6.4 The Committee may form, and delegate authority to, subcommittees, one or more designated members of the Committee and to one or more members of the executive to perform certain tasks on its behalf.
- 6.5 The Committee has the right to obtain independent outside professional advice to assist with the execution of its duties, at the company's cost, subject to a Board-approved process.
- 6.6 The Committee has the right to be heard at any general shareholders meeting on any part

of the business of the meeting that concerns the committee's statutory responsibilities.

7. Meetings and Procedures

7.1. Frequency

The Committee shall hold sufficient scheduled meetings to discharge all its duties as set out in these ToR and its annual workplan, but subject to a minimum of two meetings per year.

7.2. Attendance

- 7.2.1 Executives of the company, other assurance providers, professional advisors may be invited to attend Committee meetings, at the discretion of the Chair, and such invitees may not vote on matters before the Committee. In addition, the Chair may request such invitees to leave the meeting at any time should there be matters on the agenda that are confidential and which they should not be present for.
- 7.2.2 Any other member of the Board shall be entitled to attend the Committee meetings as an observer.
- 7.2.3 Committee members must attend all scheduled meetings of the Committee, including meetings called on an *ad hoc*-basis for special matters, unless prior apology, with reasons, has been submitted to the Chair or Committee Secretary.
- 7.2.4 Attendance of meetings may be in person, by teleconference or by video conference.
- 7.2.5 If the elected Chair of the Committee is absent from a meeting, the members present must elect one of the members present to act as Chair for the duration of that meeting.
- 7.2.6 Committee members must be fully prepared for Committee meetings in order to provide appropriate and constructive input on matters discussed.
- 7.2.7 At the commencement of each meeting, all members must declare whether any of them has any conflict of interest in respect of a matter on the agenda.

7.3. Agenda and minutes

- 7.3.1 The Committee shall established an annual workplan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.
- 7.3.2 A detailed agenda together with supporting documentation, must be circulated, at least

one week, prior to each meeting to the members of the Committee and other invitees.

- 7.3.3 The minutes must be completed as soon as possible after the meeting and circulated to the Committee members for review.
- 7.3.4 The minutes must be formally approved by the Committee at its next scheduled meeting.
- 7.3.5 Minutes of a meeting, signed by the Chair, are sufficient evidence that the matters referred to therein have been fully discussed and agreed, whether by way of a formal meeting or otherwise.

7.4. Quorum and Voting

- 7.4.1 The quorum for meetings shall be a majority of Committee members present.
- 7.4.2 Individuals in attendance at Committee meetings by invitation (i.e. invitees) may participate in discussions but do not form part of the quorum for Committee meetings.
- 7.4.3 A round robin resolution in writing adopted by the majority of the Committee members is valid and effective as if it had been passed at a duly called and constituted meeting, provided that each director has received notice of the matter to be decided. Such resolution shall be presented at the next meeting for noting and signature by the Chair.

8. Evaluation

The Committee shall perform a self-evaluation of its effectiveness every year and report the results thereof to the Board. The Board may elect to conduct an independent evaluation of the Committee's performance from time to time.

9. Review of Terms of Reference

These terms of reference shall be reviewed annually.

Approval of these terms of reference

These terms of reference were recommended to the Board for approval by the Chair of the Committee on **24 June 2024**.



Chair of the Committee

These terms of reference were approved by the Board on 24 June 2024 and will be due for review on **24 June 2025**.



Chair of the Board