

NOMINATIONS COMMITTEE CHARTER

1. Introduction

The Nomination Committee (the Committee) is constituted as a committee of the Governing Body (the Board) of Pan African Resources PLC (the Company). The Board acknowledges the need for a Committee charter as recommended in the King IV Report on Corporate Governance™ for South Africa 2016 (King IV™).

The duties and responsibilities of the members of the Committee, as set out in this document, are in addition to those duties and responsibilities that they have as members of the Board. The deliberations of the Committee do not reduce the individual and collective responsibilities of Board members in regard to their fiduciary duties and responsibilities - they must continue to exercise due care and judgement in accordance with their legal obligations.

The terms within this Committee charter are subject to the provisions of the United Kingdom Companies Act 2006 (Companies Act 2006), the South African Companies Act 71 of 2008, Pan African Resources PLC's (the Company's or Pan Africa's) Articles of Association and any other applicable law or regulatory provision. This charter does not replace or amend the Articles of Association in any way.

2. Purpose and objectives

The purpose of this charter is to set out the Committee's roles and responsibilities as well as its composition, meetings and other procedures.

3. Composition

The Committee should comprise at least four (4) non-executive directors, with the majority being independent.

The Committee should be chaired by the board chair as an independent non-executive member.

Executive directors may not be members of the committee but may attend meetings by invitation.

The members of the Committee, collectively, should have sufficient qualifications and experience to fulfil their duties. The Committee members are required to keep up to date with developments impacting their relevant skill set as well as the subject areas relevant to the required skill set necessary on the Committee.

The members of this Committee are nominated by the board.

The Committee's composition shall be reviewed annually by the Board. The Board shall fill vacancies on the Committee within 40 (forty) business days after the vacant position.

4. Role and responsibilities

The Committee has an independent role with direct accountability to the Board. The Committee does not and shall not assume the functions of management, which remain the responsibility of the executive directors, officers and other members of senior management.

The role of the Committee is to assist the board with overseeing:

- the appropriate composition of the board and for it to execute its duties effectively
- formal succession plans for the board, chief executive officer and senior management are in place

- the basis for re-election of Board members
- a process for nominating, electing and appointing members to the board
- the evaluation of the performance of the board (including committees and individual members), and
- the induction and ongoing training and development of directors.

For the Committee to achieve its oversight roles, it shall perform the following functions:

- Ensure the establishment of a formal and transparent process for the nomination, election and appointment of directors, including before nominating a candidate, by:
 - Considering the collective knowledge, skills and experience required by the Board, the suitable size of the Board, the diversity of the Board and whether the candidate meets the fit and proper criteria
 - Conducting independent reference, qualification, criminal and other background checks, and
 - Requesting confirmation from candidates of any other professional commitments/directorships held and considering whether they have sufficient time available to fulfil the responsibilities required by the Board.
- Recommend candidates to the Board for consideration to be put forward to the shareholders at the annual general meeting for voting and appointment.
- Consider whether to recommend the re-election of non-executive members whose terms are coming to end, based on the members' performance and attendance on the Board and committees.
- Formalise the appointment of non-executive members through an agreement between the Company and the non-executive member.
- Oversee the development and implementation of a formal induction programme for new directors.
- Ensure that inexperienced directors are developed through training or mentorship where considered necessary.
- Oversee the development and implementation of continuous professional development programmes for the Board (which can include, inter alia, regular briefings on legal and corporate governance developments, and risks and changes in the external environment of the Company).
- Consider and recommend to the Board targets in respect of gender and race representation needed on the Board.
- Oversee the annual performance assessment of the Board, Board committees and individual non-executive directors and making recommendations to the Board based on the results of these assessments.
- Consider the performance of directors and take steps to remove directors who do not make an appropriate contribution.
- Identify and recommend to the Board a successor for the chief executive officer when necessary.
- Ensure that appropriate succession plans are established, formalised and implemented at board level as well as at executive and senior management level.

5. Authority

- The Committee shall act in accordance with the delegated authority of the Board as recorded in this charter and shall have the power to investigate any activity within the scope of this charter.
- The Committee, in the fulfilment of its duties, may call upon other members, the Company officers and the Board Secretary or assurance providers to provide it with information, subject to following a board approved process.
- The Committee shall have reasonable access to the Company's records, facilities, employees and any other resources necessary to discharge its duties and responsibilities, subject to following a board approved process.

- All requests by non-executive directors in relation to the Company's information may be directed via the chief executive officer.
- The Committee may form and/or delegate authority to subcommittees, one or more designated members of the Committee and/or members of the executive in relation to an activity within its ambit or charter.
- The Committee shall have the right to obtain independent outside professional advice to assist with the execution of its duties, at the Company's cost, subject to following a board approved process.
- The Committee makes recommendations to the Board that it deems appropriate on any area within the ambit of its terms of reference, where action or improvement is required.

6. Meeting procedures

6.1 Frequency

- The Committee must hold sufficient scheduled meetings to discharge duties as set out in this charter but subject to a minimum of two (2) meetings per year.
- Meetings in addition to those scheduled may be held at the request of the chief executive officer, head of human resources or other members of senior management or at the request of the Board.
- The chairman of the Committee may meet with the head of human resources and/or the company secretary prior to a committee meeting to discuss important issues and agree on the agenda.

6.2 Attendance

- The chief executive officer, chief financial officer, head of human resources or other members of senior management, as may be required, assurance providers, professional advisors and board members may be in attendance at committee meetings, but by invitation only and they may not vote. The Chair may request such invitees to leave the meeting at any time should there be matters on the agenda that are of a confidential nature.
- Any other member of the Board is entitled to attend the Committee meetings as an observer.
- Committee members shall 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 chairman or company secretary.
- Committee members may attend meetings in person or via electronic means.
- If the nominated chairman of the Committee is absent from a meeting, the members present must elect one of the members to act as chairman for that meeting.

6.3 Agenda and minutes

- The Committee shall establish an annual work plan for each year to ensure that all relevant matters are covered by the agenda of the meetings planned for the year.
- The annual plan must ensure proper coverage of the matters laid out in this charter. The more critical matters will need to be attended to each year while other matters may be dealt with on a rotation basis over a three-year period. The number, timing and length of meetings, and the agendas are to be determined in accordance with annual requirements.

- A detailed agenda, together with supporting documentation, must be circulated to the members of the committee and other invitees at least one week prior to each meeting.
- Committee members are required to be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.
- The minutes of meeting shall be completed as soon as possible after the meeting and circulated to the chairman for review. The minutes must be formally approved by the Committee at the next scheduled meeting or via email communication.
- The minutes of meetings signed by the chairman are sufficient evidence that the matters referred to therein have been fully discussed and agreed, whether by way of a formal meeting or otherwise.

6.4 Declaration of interests

- At the commencement of each meeting, all Committee members should declare whether they have any conflict of interest in respect of any matter on the agenda.
- Such conflict should be recorded in the minutes and conflict of interest register (where applicable).
- The Committee should discuss the conflict and decide upon its severity, impact and determine the appropriate management of such.
- Depending on the outcome when that agenda item arises, the affected member should be recused from the meeting for the duration of the matter being discussed.
- Refer to the board conflict of interest policy for further guidance in identifying and dealing appropriately with situations that could present actual or potential conflicts of interest.

6.5 Quorum and voting

- The required quorum for meetings is a majority of members present (50% plus 1).
- Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for Committee meetings.
- A quorum shall be required in order for any decision or resolution to be made at a meeting or otherwise.
- If there is no quorum at a meeting, its members may proceed with the meeting to discuss items on the agenda without making any decisions on such items, or may postpone the meeting to an agreed alternative date and time.
- Each committee member shall have 1 (one) vote.

7. Evaluation

- The board must perform a self-evaluation of its effectiveness annually and should report the results thereof to the Board. The Board may elect to conduct an independent evaluation of the Committee's performance.

8. Approval

- This policy was approved by the board of directors as reflected in the approved minutes of 15 November 2022.
- The policy becomes effective from 15 November 2022 and is subject to biennial review.