Shuka Minerals Plc

CHARTER OF THE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE OF SHUKA MINERALS PLC.

The Board operates an Environmental and Social Responsibility Committee as a Sub Committee of the Board.

I. Role

The role of the Environmental and Social Responsibility Committee is to:

- Assist the Board in carrying out its responsibility to assist the Board in fulfilling its oversight responsibilities with respect to Environmental, Social and Governance ("ESG") issues;
- Review the Company's ESG Programs and Policies, to also include Corporate and Social Responsibility ("CSR") issues and policies;
- Provide a formal forum for communication between the Board and senior management; and
- Monitor current and future ESG initiatives of the Company.

II. Membership

The Committee shall comprise a minimum of three members and all members will be members of the Board of Directors.

Members shall only be Non-Executive Directors with a majority of independent directors and a quorum will comprise two members. If only one Committee Member is available through unavoidable circumstances, an additional Board Member may be co-opted to the Committee for the purpose of finalising urgent business.

The Chair of the Committee shall be an independent Non-Executive Director of the Company.

III. Meetings

The Committee Chair will call a meeting of the Environmental and Social Responsibility Committee if so requested by any Committee Member, or by the external auditors.

Executive management and technical personnel will be invited to attend Committee meetings, or part thereof, as required by the Chair of the Committee.

Meetings shall be held approximately four times per annum, or as required. Minutes of all meetings of the Committee are to be kept by the Company Secretary

IV. Responsibilities

The Committee shall monitor the implementation and management of the Company's ESG and CSR policies and programs. In particular, the Committee has the authority and responsibility to:

- communicate to the Company the importance of:
    - (i) developing a culture of environmental responsibility
    - (ii) maintaining a robust social license with the communities and groups who claim an interest in the Company's activities
    - (iii) ensuring an awareness of the importance of health and safety, and
    - (iv) ensuring sound governance in respect of its activities
- provide oversight on the development and implementation of the Company's ESG Programs and Policies, including ensuring that adequate resources are available for management to implement appropriate programs in the areas of sound environmental management, health and safety matters, community engagement, CSR and broader ESG issues.
- confirm that management has developed and implemented appropriate ESG Policies which shall include defined standards and objectives.
- monitor the Company's effectiveness in complying with its ESG Policies, discuss with management any necessary improvements to such policies, and determining if any ESG issues that may be identified as a result of such monitoring are of enough significance to report to the Board.
- review any agreements entered into by the Company with communities and Indigenous groups, and receive reports confirming the extent of operational compliance with such agreements.
- receive reports regarding the Company's permitting efforts, health and safety issues, and legal and regulatory requirements and the Company's compliance with same.
- review the Company's strategies related to ESG disclosure.
- ensure that the Company monitors trends and reviews current and emerging issues in ESG.
- review and consider other matters and issues not specifically referred to above that relate to ESG matters and which may arise from time to time.
- annually review the Company's ESG Policy and recommend any changes to the Board for consideration, and
- annually evaluate the performance of the Environmental, Social and Governance Committee.

V. Reporting

The Chair of the Environmental and Social Responsibility Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated to all members of the Board.

VI. Authority

The Environmental and Social Responsibility Committee shall have the authority to seek any information it requires from any officer or employee of the Company or its controlled entities and such officers or employees shall be instructed by the Board of the Company to respond to such enquiries.

The Environmental and Social Responsibility Committee is authorised to take such independent professional advice as it considers necessary.

The Environmental and Social Responsibility Committee shall have no executive powers, unless otherwise stated in this Charter, with regard to its findings and recommendations.

VII. Review and Assessment

The Committee will regularly assess its effectiveness with a view to ensuring that its' performance accords with best practice. The Committee will ensure its members undergo ongoing training and professional development appropriate to ensure that all members are best placed to discharge the Committee's responsibilities.

The Environmental and Social Responsibility Committee Charter has been prepared and adopted on the basis that strong corporate governance can add to the performance of the Company, create shareholder value and engender the confidence of the investment market.

This Environmental and Social Responsibility Committee Charter is to be reviewed by the Board at least annually, and update as required.

This version of the Environmental and Social Responsibility Committee Charter was reviewed on 12 August 2025.

Director and Chief Executive Officer

12 August 2025