

ACG Metals Limited (the "Company")

Company Number 2067083

Terms of Reference – Transaction Committee

Adopted on 30 June 2026

1. Membership

- 1.1 The committee shall comprise at least three members. The chair of the board may also serve on the committee as an additional member.
- 1.2 Appointments to the committee are made by the board and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members (other than the chair of the board, if they are a member of the committee) continue to qualify for membership under these terms of reference.
- 1.3 Members should have the appropriate knowledge, skills and expertise to understand the Company and its group's strategy.
- 1.4 Only members of the committee have the right to attend committee meetings. However, other individuals including the chair of the board (where not a member of the committee), chief executive, chief financial officer, corporate development manager, senior managers, employees, contractors, external advisers and other stakeholders may be invited to attend for all or part of any meeting, as and when appropriate.

2. Secretary

- 2.1 The Secretary of the Company shall be the Secretary of the Committee.
- 2.2 In the absence of the Secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the Secretary.
- 2.3 The Secretary of the Committee shall assist the Committee Chair to determine the agenda for meetings, maintenance of minutes, and provision of any necessary practical support, to ensure that the Committee can effectively discharge its responsibilities.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two, present in person or by electronic communication.

4. Frequency of meetings

- 4.1 The committee shall meet as required.

5. Notice of meetings

- 5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than [five] working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

5.3 Should any member of the Committee wish to attend a meeting by telephone or through other means of electronic communication, prior arrangements shall be made with the Secretary of the Committee.

6. Proceedings of Meetings

6.1 Each member of the Committee shall have one vote. In the event of an equality of votes, the Committee Chair shall have a second or casting vote. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.

1.1 Each member of the Committee shall disclose to the Committee:

(a) any personal, financial or other interest in any matter to be decided or discussed by the Committee; and/or

(b) any potential conflict of interest arising from a cross-directorship or otherwise; and

any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee or absent himself from all or part of the meeting of the Committee in question.

1.2 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

7. Minutes of meetings

7.1 The Secretary of the Committee shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

7.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

7.3 Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, the minutes should be circulated to all members of the Board by the secretary unless, exceptionally, it would be inappropriate to do so.

8. Duties

8.1 The Committee should carry out the duties below for the Company and the group as a whole, as appropriate. The Committee shall:

(a) to afford guidance, when sought by management, on search for acquisitions and on acquisition matters generally within broad policies determined by the Board;

(b) to review, investigate, consider and evaluate the Company and its group's corporate transactions, including but not limited to:

- (i) acquisitions and disposals;
- (ii) issue by the Company of guarantees, indemnities, bonds or other assurance against financial loss in respect of the obligations of any third party; and
- (iii) financial and security arrangements involved the Company (or its group) and third parties outside the Company's group,

(each a "**Transaction**").

- (c) to consider whether a Transaction is in the interests of the shareholders of the Company taken as a whole;
- (d) to formulate and approve any strategy to be adopted by the Company in relation a Transaction;
- (e) to the extent that it thinks fit, to recommend to the Board what action, if any, should be taken by the Board or the Company with respect to a Transaction;
- (f) to consider, review, amend, settle, approve any document, announcement, or other communication to be made by the Committee, Company or Board which the Committee might in its absolute discretion consider necessary or desirable in connection with a Transaction;
- (g) to consult with, take advice from, make any application to, or take or authorise any action (including the giving of any undertaking or assurances on behalf of the Company) in connection with, and to consider and approve any submission to, any relevant regulatory body in any relevant jurisdiction which may be necessary or desirable to comply with any legal or regulatory requirement in such jurisdiction;
- (h) delegate any of the powers conferred upon the Committee pursuant to this resolution to any Director as the Committee may in its absolute discretion acting reasonably determine; and
- (i) undertake such other responsibilities and generally to exercise all such powers as may be delegated by the Board from time to time in relation to a Transaction.

9. Authority

The committee is authorised by the board to

- 9.1 Seek any information, including reports, that it requires from any employee of the company in order to perform its duties.
- 9.2 Obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 9.3 Establish and oversee any sub-committees or working groups which may be relevant to support the committee's work.