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Meantime Resources Plc

(**the Company**)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

In these terms of reference the following terms shall have the following meanings:

Board shall mean the board of directors of the Company; and

Committee shall mean the nomination committee.

1 Introduction

1.1 These terms of reference have been produced to identify and formalise the roles, tasks and responsibilities of the Committee for compliance with the QCA Corporate Governance Code (the **QCA Code**) and the QCA Nomination Committee Guide, and to assist the Committee in achieving good practice in corporate governance for the Company and its subsidiaries (the **Group**).

1.2 The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference.

1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

2 Membership and Attendance

2.1 The Committee shall be appointed by the Board in consultation with the Committee chair (other than in respect of the initial members of the Committee as set out in paragraph 2.2 below) and shall comprise at least two directors, of whom at least one shall be an independent non-executive director of the Company).

2.2 The initial members of the Committee shall be Laurence Marsland and Martyn Konig.

2.3 Members of the Committee shall be appointed by the Board for a period of up to three years. Such appointment may then be extended for up to two additional three-year periods, provided the relevant member continues to meet the criteria for membership of the Committee.

2.4 The Board shall appoint the Committee chair who should be either the chair of the Board (if independent upon appointment) or an independent non-executive director. The first chair of the Committee shall be Laurence Marsland. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair any

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meeting of the Committee from those who would qualify under these terms of reference to be appointed to that position by the Board. The chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the chair of the Board.

2.5 Only members of the Committee shall have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Company's head of human resources and external advisers of the Company may be invited to attend for all or part of any meeting on a case-by-case basis, as and when appropriate and at the discretion of the Committee chair.

2.6 The Committee chair shall review membership of the Committee annually, as part of the annual performance review of the Committee.

3 Secretary

3.1 The Company secretary or their nominee shall act as the secretary of the Committee (**Secretary**) and shall work with the Committee chair to set agendas, circulate papers and ensure that the Committee receives information in a timely manner to enable full and proper consideration to be given to issues.

3.2 The Secretary shall also act as a co-ordinating intermediary between the Board and the Committee.

4 Quorum

4.1 The quorum necessary for the transaction of business shall be two members, of whom at least one must be an independent non-executive director present in person or by telephone, audio or video conference or such other electronic facility as provides an electronic means of attendance and participation in the meeting, enabling all attending to be heard by and be able to communicate with all other attendees. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5 Frequency of Meetings

The Committee shall meet at least twice a year to conduct ordinary business and at such other times as may be required, for example, when new board appointments need to be made. Further meetings may be convened as necessary at the discretion of the Committee chair.

6 Notice of Meetings and Proceedings at Meetings

6.1 Meetings of the Committee shall be convened by the Secretary at the request of the Committee chair or any of its members.

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6.2 Unless otherwise agreed by the Committee chair, 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 prior to the date of the meeting. Supporting papers shall be sent to Committee members and to any other attendees as appropriate, at the same time.

6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6.4 All documentation will be prepared to the highest standards of confidentiality to protect the security of the information, including, if deemed necessary by the Committee chair, password protection on documentation sent in the electronic form.

6.5 A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next meeting of the Committee.

6.6 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee (whether in person or by telephone, audio or video conference or some other electronic means enabling attendance and participation at the meeting).

6.7 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

6.8 Except where they have a personal interest, the Committee chair shall have a casting vote.

6.9 The Committee chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to the attendee or where the Committee chair considers it appropriate, to preserve independent discussion.

7 Minutes of Meetings

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

7.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest, personal financial interest (other than as a shareholder), or other matter which may compromise independence as a non-executive director and shall minute them accordingly.

7.3 Draft minutes of Committee meetings shall be circulated to all members of the Committee and once approved, to all other members of the Board and the company secretary, unless, exceptionally in the opinion of the Committee chair, it would be inappropriate to do so.

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8 Engagement with Shareholders

8.1 The Committee chair shall attend the Company's Annual General Meeting to answer shareholder questions on the Committee's activities and areas of responsibility. The Committee chair should also seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

9 Duties

9.1 The Committee shall carry out the duties below for the Company and the Group as a whole, as appropriate.

9.2 The Committee shall:

(a) at appropriate intervals, but no less than annually, review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board as a whole and make recommendations to the Board with regard to any changes;

(b) ensure plans are in place for orderly succession to Board and senior management positions and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future. The Committee should work closely with the chair of the Board to identify the skills, experience, and other characteristics and capabilities required, including for the next stage in the Company's development;

(c) establish contingency plans for the absence of key directors and members of senior management, to ensure business continuity in the event of an unforeseen or emergency situation;

(d) keep under review the senior leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

(e) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

(f) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

(g) before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:

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(i) consider using open advertising or the services of external advisers to facilitate the search;

(ii) consider candidates from a wide range of backgrounds;

(iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board and taking care to ensure that appointees have enough time available to devote to the position;

(h) prior to the appointment of a director, other significant time commitments should be disclosed, and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the Board;

(i) ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

(j) review the results of the Board performance review process that relate to the composition of the Board and succession planning;

(k) review annually the time required from non-executive directors, with performance review being used to assess whether the non-executive directors are spending enough time to fulfil their duties;

(l) work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is regularly reviewed;

(m) if necessary, provide support to the chair of the Board (and, where appropriate, the senior independent director) in taking the steps to remove any underperforming executive or non-executive director;

(n) consult with the Board and chairs of theaudit & risk committee, the remuneration committee and the disclosure committee, and any other Board committees as appropriate, in respect of the membership and composition of such committees; and

(o) ensure that all new directors undertake an appropriate induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a director and consider any training requirements for the Board as a whole.

9.3 The Committee shall also make recommendations to the Board concerning:

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(a) any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;

(b) suitable candidates as new directors and succession for existing directors;

(c) the re-appointment of non-executive directors at the conclusion of their specified time of office having given due regard to their performance and ability to continue to contribute to the Board in light of knowledge, skills and experience required,

(d) the re-election by shareholders of directors under the annual re-election provisions of the QCA Code, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the chair and the Board as a whole;

(e) any matters relating to the continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the provisions of the law and their service contract; and

(f) the appointment of any director to executive or other officer.

10 Reporting Responsibilities

10.1 The Committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and adequate time should be made available for Board discussion when necessary.

10.3 The Committee should explain the work it has undertaken in the last financial year either within the Company's annual report and accounts or on the Company's website, including:

(a) the process used in relation to appointments and its approach to succession planning, including how both support the development of a diverse pipeline;

(b) how the Board performance review has been conducted, the outcomes and actions taken, and how the review has influenced or will influence the Board's future composition;

(c) the policy on diversity and inclusion (if any), its objectives and link to the Company's strategy, how it has been implemented and progress on achieving the objectives; and

(d) the number of Committee meetings held and individual directors' attendance.

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10.4 If an external search consultancy has been engaged, it should be identified in the Company's annual report or on its website alongside a statement about any other connection it has with the Company or individual directors.

11 Other Matters

11.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company secretary for advice and assistance as required.

11.2 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

11.3 The Committee shall give due consideration to all relevant laws and regulations, the provisions of the QCA Code and associated guidance, the requirements of the AIM Rules for Companies and any other applicable rules, as appropriate.

11.4 The Committee shall oversee any investigation of activities which are within its terms of reference.

11.5 The Committee shall ensure that an annual review of its own performance is carried out and, at least annually, review its constitution and these terms of reference to ensure it is operating effectively. The Committee shall and recommend any changes it considers necessary to the Board for approval. The terms of reference shall be made available on the Company's website.

12 Authority

12.1 The Committee is authorised by the Board to:

(a) undertake any activity within its terms of reference;

(b) obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference, as it considers necessary, including that of external search consultancies and to commission or purchase any reports, surveys or information which it deems necessary;

(c) seek any information it requires from any employee, contractor, consultant or other provider of services to the Company or director of the Company, and all such employees or directors will be directed to co-operate with any request made by the Committee; and

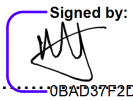
(d) secure the attendance of external advisers at its meetings if it considers this necessary, at the company's expense.

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13 Procedure

Subject to the constitutional documents of the Company, the Committee shall determine its own procedures.

Signed by:



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..... Dated ..5 October..... 2026

Signed by: