


	STANDARD POLICY	Document ID	TNCL-HRE-POL-0010
		Document owner	Human Resources Manager
	LEAD INDEPENDENT DIRECTOR CHARTER	Revision	00
		Approve Date	13 th January 2026

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LEAD INDEPENDENT DIRECTOR CHARTER

In the event that the Chair of Tembo Nickel Corporation Limited (the “**Company**”) is not independent, the independent members of the Board of Directors of the Company) will annually elect, with a majority vote of the independent directors of the Board of Directors, an independent director to serve in a lead capacity (“**Lead Independent Director**”). 

Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent members of the Board of Directors.

For purposes of this Charter, "independence" means meeting the requirements for independent directors under New York Stock Exchange Listed Company Manual Section 303A.02 and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Lead Independent Director coordinates the activities of the other independent Directors and performs such other duties and responsibilities as the Board of Directors may determine. The Lead Independent Director will be available effectively to work closely with and in an advisory capacity to the Chair.

The specific powers and responsibilities of the Lead Independent Director are as follows:

Presiding at Executive Sessions

- Preside at all meetings of the Board of Directors at which the Chairman is not present, including executive sessions of the independent Directors.

Call Meetings of Independent Directors

- Call meetings of the independent Directors as may be needed.

Chair Liaison

- Serve as the principal liaison between the Chair and the independent Directors.

Approved Board Information, Agendas and Schedules

- Approve all information sent to the Board of Directors, including the quality, quantity, appropriateness and timeliness of such information.
- Consult with the Chair regarding meeting agendas for the Board of Directors.
- Consult with the Chair regarding the frequency of Board of Directors meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items.

Recommend Committee Membership and Chair

- Provide input with the Nominating and Corporate Governance Committee and with the Chair, on selection for the membership and chair position for each Board committee.

Recommend Director Candidates

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- o Interview, along with the Chair of the Nominating and Corporate Governance Committee, Director candidates and make recommendations to the Nominating and Corporate Governance Committee.

Performance Evaluations

- o Provide input with the Nominating and Corporate Governance Committee regarding the performance of the Chief Executive Officer and with the Compensation Committee regarding the performance of Directors and management.

Stockholder Communication

- o Be available, when appropriate, for consultation and direct communication with stockholders.

Retain Advisors and Consultants

- o Has the authority to retain outside advisors and consultants who report directly to the Board of Directors on Board-wide issues.

Compensation

- o Receive additional compensation as determined from time to time by the Board of Directors, upon recommendation of the Compensation Committee.

Advisors

- o To the extent requested by the Lead Independent Director and where appropriate, the Group General Counsel shall provide advice and counsel to the Lead Independent Director in fulfilling the Lead Independent Director's duties.
- o The Lead Independent Director may, at the Company's sole expense, select, retain and consult with outside counsel and other advisors as the Lead Independent Director deems appropriate.

Charter Review

- o On an annual basis, the Lead Independent Director, in consultation with the independent Directors, shall review this Charter and recommend to the Board of Directors for approval any modifications or changes.



03/06/2026

Benedict Busunzu
CEO - Tembo Nickel.






9643-PM-CHT-000006 TNCL Lead Independent Director Charter

Final Audit Report

2026-06-03

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