	STANDARD POLICY	Document ID	TNCL-FIN-POL-0004
		Document owner	Finance Manager
	DISCLOSURE COMMITTEE CHARTER	Revision	00
		Approve Date	13 <sup>th</sup> January 2026

## DISCLOSURE COMMITTEE CHARTER

The Chief Executive Officer (the “CEO”) and the Chief Financial Officer (the “CFO”) of Tembo Nickel Corporation Limited (the “Company”) have approved this charter (this “Charter”) for the Company’s Disclosure Committee (the “Committee”), and the Committee has adopted this, Charter. This Charter defines, among other things, the duties and responsibilities of the Committee.

All Disclosure Statements, as defined herein, are subject to final approval, prior to filing, of the CEO and the CFO of the Company (or their designee(s)) and, in certain cases, by the Board of Directors of the Company (the “Board”) or a committee of the Board and/or other officers of the Company. Nothing in this Charter shall be deemed to substitute for or supersede (i) the authority, duties and responsibilities of the CEO, the CFO, the Board or any other officer of the Company or (ii) compliance with any Company processes and procedures applicable to Disclosure Statements covered by this Charter.

### **Committee Membership**


The Committee shall consist of the CEO, the CFO and the Group General Counsel (together, the “Authorized Members”) and shall include such additional or alternative employees as may be approved by the CEO and the CFO to serve on the Committee from time to time.

The members of the Committee shall annually designate a chair of the Committee (the “Chair”), and the Chair shall annually designate one of the Committee members to serve as the Secretary of the Committee. Vacancies on the Committee shall be filled by the CEO and the CFO, acting together. The CEO and the CFO, acting together, may remove a member of the Committee or replace the Chair with their discretion.

The Committee shall have the authority to create other subcommittees as a majority of the Committee deems it appropriate for the purpose of fulfilling the Committee’s responsibilities, subject to the joint approval of the CEO and the CFO. The Committee shall also have the authority to delegate any of its responsibilities to one or more subcommittees (including non-Committee members) as the Committee may from time to time deem appropriate, subject to the joint approval of the CEO and the CFO. Activities of any such subcommittees shall be reported to the Committee at Committee meetings.

### **Meetings**

A majority (but no fewer than two) of the members of the entire Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at the meeting at which a quorum is present.

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The Committee shall meet as frequently as circumstances require to (i) ensure the accuracy and completeness of the Company's periodic reports and public disclosure statements, (ii) reassess the effectiveness of the Company's disclosure controls and procedures, and (iii) determine whether it is necessary to make any changes to the Company's disclosure controls and procedures in connection with the preparation of the Company's periodic reports or other public disclosure statements, taking into account any developments affecting the business of the Company since the most recent meeting, including any changes in economic or industry conditions.

Meetings may be called by the Chair or a majority of the members of the Committee or as directed by the CEO or the CFO. The Committee may meet in person, by telephone conference call or video conference call. The Committee may act by unanimous written consent of all members in lieu of a meeting. Disclosure Statements may also be approved, and other required approvals of the Committee may be provided, via email or other electronic communications, in which case approval of a majority of the Committee shall be required.


The Chair shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

The Secretary of the Committee shall prepare minutes of each meeting and submit those to the Committee for approval in advance of the Committee's next meeting. The meeting minutes and other approvals and records of the Committee shall be maintained by the Secretary.

The Committee, at the discretion of the Chair, may request any officer or employee of the Company or the Company's outside counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Approval of Disclosure Statements**

The Authorized Members are authorized by the Committee to approve Disclosure Statements on behalf of the Committee (i) when in their judgment time does not permit the full Committee to approve a Disclosure Statement, (ii) if, in the judgment of the Chair of the Board, the CEO or any other Authorized Member, confidentiality concerns do not permit full Committee review or (iii) in such other circumstances as may be approved by the Committee from time to time. The Authorized Members may also ask other members of the Committee to approve certain Disclosure Statements as they deem appropriate. Any action taken by a majority of the Authorized Members shall constitute an action of the Committee.

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### **Committee Authority and Responsibilities**

All disclosures made by the Company to its shareholders, the general public and/or the investment community, including all Disclosure Statements, should (i) be accurate, complete and timely, (ii) when discussing the Company’s financial condition, results of operations and cash flows, fairly present such information in all material respects and (iii) meet all applicable legal, regulatory and New York Stock Exchange listing standards (collectively, the “Applicable Requirements”).

The Committee shall assist the Company and the Company’s management in meeting the above purpose by fulfilling the duties and responsibilities set forth below as well as any other duties and responsibilities as the CEO and CFO may from time to time assign, the Committee shall:

#### Maintain Controls and Procedures for Disclosure Obligations.


The Committee shall:

1. Review, evaluate, sign and establish, as part of the Company’s management, as necessary or appropriate, the effectiveness of the Company’s controls and other procedures, including the disclosure controls and procedures that have been designed to ensure that (i) information required to be disclosed by the Company in reports that it files with or submits to the U.S. Securities and Exchange Commission (the “SEC”), on any other stock exchange or to any other disclosure-regulating body (together with the SEC, the “Regulators”), and other information that the Company may publicly disclose, is recorded, processed, summarized and reported accurately (in all material respects) and on a timely basis, including, as appropriate, within the time frames specified in the Regulators’ rules and forms, and (ii) information is accurately accumulated, retained and communicated to management, including the CEO and the CFO, as appropriate to allow timely decisions regarding such disclosure (“Disclosure Controls and Procedures”).
2. Report on a quarterly basis to the CEO and the CFO the conclusions from management’s review and evaluation of the Company’s Disclosure Controls and Procedures, including any issues identified, and any recommendations it may have for revisions to those Disclosure Controls and Procedures.

#### Oversee Scope of Disclosure Obligations and Determine Materiality

The Committee shall:

1. Review and approve (subject to the following paragraph below) on a timely basis prior to any public disclosure (including the filing or submission with the SEC or other public dissemination), the Company’s (i) Regulators’ filings, including the Company’s Annual Report on Form 20-F and Reports on Form 6-K (each a “Periodic Report” and collectively, the 3 “Periodic Reports”), annual meeting circulars or similar documents, sustainability reports, earnings releases, registration statements and associated prospectus

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supplements, (ii) earnings statements, investor presentations, press releases or other Company reports, communications or presentations, or portions thereof, in each case, containing information that (x) may reasonably be material to stockholders and (y) has not been previously disclosed (or, in the case of earnings or other financial guidance or projections, recently disclosed) in a manner reasonably designed to provide broad, non-exclusionary distribution of the information to the public and (iii) such other disclosures as may be directed by the CEO or the CFO (collectively, “Disclosure Statements”).

2. Communicate to the CEO and the CFO, as requested, the Committee’s conclusions and recommendations regarding whether the subject Disclosure Statement meets internal requirements and the Applicable Requirements. The CEO and the CFO may, in their discretion, establish additional procedures and processes relating to their or their designees’ approval of Disclosure Statements.


**Evaluate the Effectiveness of Disclosure Controls and Procedures.**

As needed or as appropriate, the Committee shall:

1. Participate in discussions with and, as appropriate, make recommendations to the CEO and the CFO regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to any Disclosure Statement, as appropriate, to allow timely decisions regarding those disclosure obligations regarding obligations.
2. Discuss with and make recommendations as appropriate to the CEO and the CFO, in advance of the filing of any Periodic Reports and the annual disclosure provided in connection with the Company’s annual shareholder meeting, relevant information with respect to the Committee’s proceedings and the preparation of the Periodic Report and related Disclosure Statements.
3. Review and assess the Committee’s performance and this Charter at least annually and shall make any amendments to this Charter as necessary and appropriate.

**Committee Resources**

To assist the Committee in fulfilling its responsibilities, (i) the Committee shall have full access to all of the books and records of the Company and any of its consolidated subsidiaries, (ii) each Committee member shall have full access to any member of management and (iii) the Committee may retain one or more advisors, including consultants, legal counsel or other advisors, to assist in the Committee’s duties and responsibilities. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of and terminating the services of such advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor, and the authority to engage advisors granted to the Committee pursuant to this Charter shall not affect the

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ability or obligation of the Committee to exercise its own judgment in the fulfilment of its duties under the Charter.

The Company will provide appropriate funding, as determined by the Committee, for payment of the fees of any advisors that the Committee may employ in carrying out its duties and the administrative expenses of the Committee.



02/06/2026

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**Benedict Busunzu**  
**CEO**  
**Tembo Nickel Corporation Limited**






# 9643-PM-POL-000002 TNCL Disclosure Committee Charter

Final Audit Report

2026-06-02

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