



CHARTER OF THE ADVISORY BOARD

1. Establishment; Purpose; Relationship of Advisory Board to the Board

The Board of Directors (the "Board") of Marula Mining PLC (the "Company"), by the vote of the members of the Board currently in office (each, a "Director"), has established an advisory board (the "Advisory Board").

The purpose of the Advisory Board is to advise the Company with respect to product, business development, and go-to-market strategies. The Advisory Board shall limit its activities to advising on issues that directly concern such matters.

It is the role and sole prerogative of the Board to enact policy. The Advisory Board is expected to offer recommendations on product, business development, and go-to-market strategies and to provide information relevant to policy about such programs to the Board and/or the corporate executives and employees of the Company.

2. Composition

The Advisory Board shall consist of at least four (4) members selected and appointed by the Chief Executive Officer of the Company (the "CEO").

The CEO will select the Chair of the Advisory Board; provided however, that the CEO may delegate the selection of the Chair to the Advisory Board, in which case the Advisory Board will designate a Chair by majority vote of the full Advisory Board membership.

The members of the Advisory Board will not be fiduciaries to the Company. As a condition to service on the Advisory Board, each member must enter into and abide by an Advisory Board Agreement with the Company, including the intellectual property and non-disclosure obligations thereunder.

Each Advisory Board member shall serve for a term of two (2) years, subject to earlier resignation, removal, disqualification or death. Advisory Board members may be removed, with or without cause, by the CEO. Advisory Board members may also have their term extended by the CEO. A member may be appointed to multiple terms as a member of the Advisory Board and to other advisory boards established by the Board, with no limitation.

3. Meetings, Procedures and Authority

The Advisory Board will meet at least thrice per calendar year, with additional meetings to be held if the Advisory Board deems them necessary or advisable to carry out its responsibilities.

One (1) of the two required meetings will be an in-person meeting to take place at the headquarters of the Company or such other location as the Advisory Board agrees, while any and all other meetings held by the Advisory Board may be either in-person or telephonic or by other means of remote communication.

The Advisory Board has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Advisory Board.

The Advisory Board shall be given full access to the Company's Board, corporate executives (including the CEO) and employees, as necessary to carry out these responsibilities.

A majority of the Advisory Board shall constitute a quorum for the transaction of business and the recommendation of a majority of those present at any meeting at which there is a quorum shall be the recommendation of the Advisory Board.

The Advisory Board shall at all times observe and follow the Company's Code of Business Conduct and Ethics and the Company's Insider Trading Compliance Policy.

Duties and Responsibilities

- a) Arrange and facilitate introductions for business development on behalf of the Company aligned to the strategic targets and client base of the Company.
- b) Advise the Company on the Company's product, business development, and go-to-market strategies, such advising to be done by both the entirety of the Advisory Board collectively and/or by each member individually at the reasonable request of the corporate executives and/or employees of the Company.
- c) Attend at least three (3) Advisory Board meetings per calendar year at times and places to be selected by Company, with two expected to be virtual and one expected to be at Company's headquarters.
- d) Recommend additional duties and/or goals for the Advisory Board or recommend the establishment of additional advisory boards.

4. Compensation and Expertise Reimbursements

The members of the Advisory Board shall receive such compensation for their services in such capacities as the Board of Directors of the Company, in its sole and absolute discretion, shall deem proper.

The members of the Advisory Board shall be entitled to reimbursement from the Company for all reasonable expenses incurred by them at the Company's request in connection with their Advisory Board services upon the presentation to the Company of appropriate written documentation for such expenses; provided, however, that all expenses must be pre-approved by the Company to be eligible for reimbursement.

5. Review of Charter

The Board will review this Charter of the Advisory Board at least annually, and update as required.

This version of Charter of the Advisory Board was reviewed on 23 April 2026.

The Board of Directors approved this Charter on 7 May 2026.

Marula Mining PLC Advisory Board Agreement

Objective:

To form an Advisory Board made up of at least 4 well-connected, external people who consistently over time:

- add credibility to the Company's operating activities in various jurisdictions it operates,
- provide insight into business development and development initiatives, and
- help with networking, door-opening, and influencing with government, regulatory bodies, industry organisations and key stakeholders and partners.

Terms:

The Company will:

- issue you share that will be worth approx. GBP25,000 on your appointment to the Advisory Board
- pay US\$1500 (plus expenses) per Advisory Board Meeting

Advisory Board members will:

- prepare for and attend at least 3 Advisory Board Meetings per year ■
- represent the Company in an appropriate and professional manner and be aware of the Company's developments across its operating activities
- update the Company and advise on anything that arises that you think we would be of benefit to the Company
- be available and interested to help senior management of the Company via phone, e-mail, and occasionally in-person on a spot basis
- provide additional consulting support on an hourly basis at an agreed rate and upon request of the CEO as your time and interest in so doing permits
- the term of the appointment is 2 years with automatic annual renewal

Agreed to by:

Agreed to by:

Title:

Title:

Date:

Date: