



Copper 360 Limited

(previously Big Tree Copper Limited)
Incorporate in the Republic of South Africa
Registration number 2021/609755/06

Integrated Annual Report for the year ended 28 February 2023

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Copper 360 Business

The genesis of our business

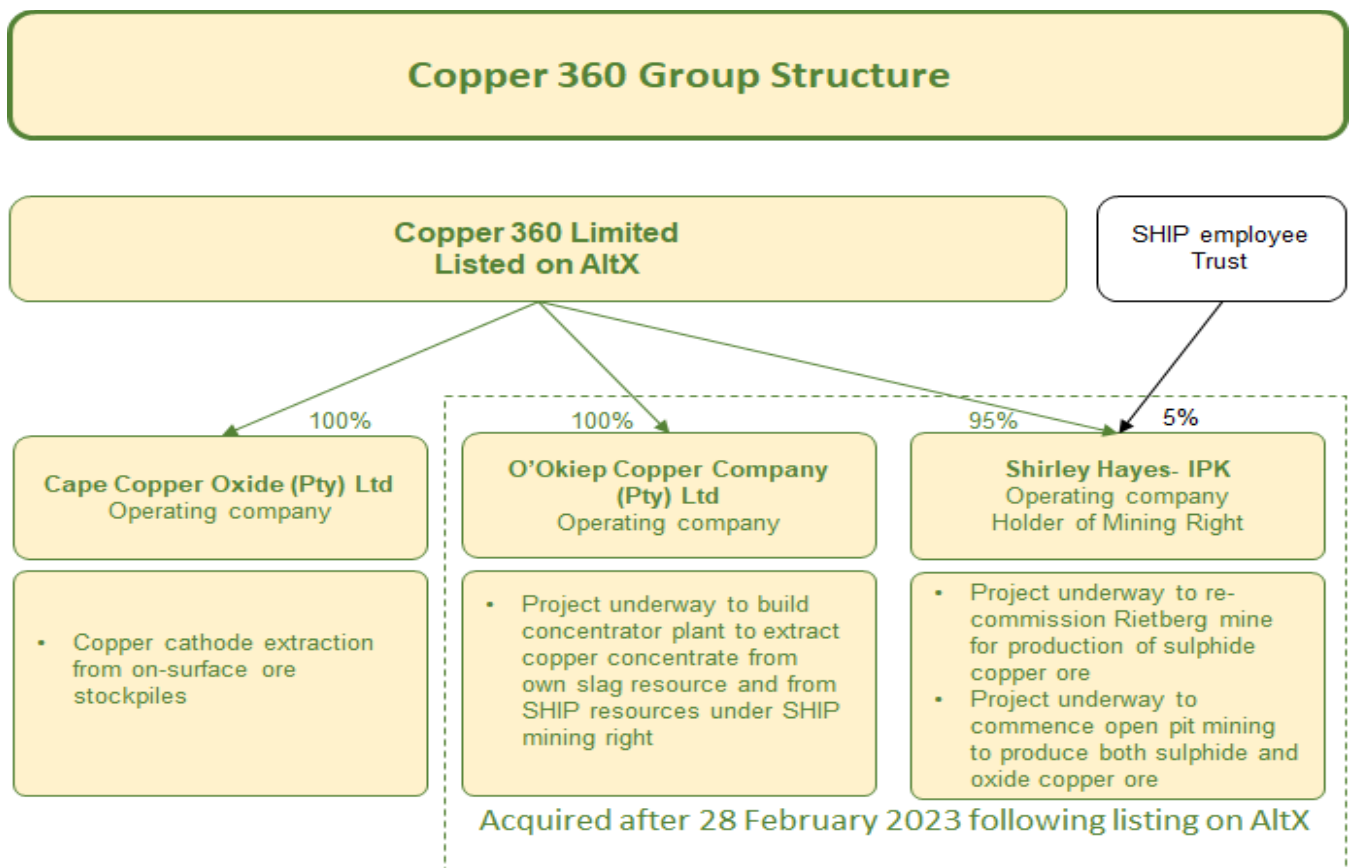
The first mineral discovery in South Africa by Europeans was made in 1685 by Simon van der Stel near the town of Springbok situated in the Northern Cape Province of South Africa. It is, however, known that the Khoi San tribes native to the land of the area had made the discovery of copper in the prehistoric times long before the colonization of the Cape. The Northern Cape developed from 1935 to 1980 into one of the major copper producing districts in Africa and the world. However, a down-turn in the copper price had seen all activity in the district come to an end by 2005.

There remained however a few persistent pioneers who continued work in the area and consolidated and developed the remaining copper assets in the district and who had a clear vision that copper prices would rise again and that modern society would not be able to survive without copper as a key resource. They were proven correct.

These pioneers are represented by the SHIP Copper company and the Big Tree Copper company who together have consolidated almost the entire Northern Cape Copper Belt ('NCCB') and have become one force in the copper sector, Copper 360, that is poised to become the next copper producing giant of South Africa and Africa.

What we do

The Copper 360 business is focused on (a) processing historically mined copper rock dumps through a process of environmental clean-up, and (b) mining surface and shallow underground copper resources. The company has acquired (through SHIP) an extensive database from companies such as American mining conglomerate Newmont and global gold company Gold Fields who worked the district before, which gives the company a significant competitive advantage. In addition, SHIP owns virtually 70% of the entire Northern Cape Copper Belt and has progressed all work past exploration stage and was granted a mining right in 2022 on 19 260 hectares.



Non-Executive Chairman



SA Hayes

Committees

- Social, Ethics & Nominations
- Operations
- Strategy (Chair)
- Remuneration

Shirley is a miner and entrepreneur by profession and has built SHIP over the past 15 years. Her key strengths are that she is practical and pragmatic with a strong focus on task execution and ethics. She has a blasting certificate and has graduated from the school of practical learning. She has 32 years of practical experience in how to build and run extractive businesses.

Non-Executive Deputy Chairman



R Smith

Committees

- Remuneration (Chair)
- Social, Ethics & Nominations
- Operations
- Strategy

Rupert is a lawyer by profession and holds a BA LLB degree. He has over 40 years of experience and is the founder one of South Africa's premier law firms. He has many years of experience in mining specific deals and structuring with most of the major South African Mining Houses. Rupert is also a mining entrepreneur who has been instrumental in the building of several junior mining companies.

Chief Executive Officer



JP Nelson

Jan is a geologist by profession and holds a B.Sc. (Hons) degree in Earth Sciences. Jan has over 28 years of practical experience in management, mine production, exploration and team building. Jan has been the CEO of companies listed on the JSE, London's AIM market and the Canadian TSX-V. Jan has been instrumental in building several junior companies most notably Pan African Resources which he started with a market capitalisation of less than ZAR250m and grew it to a company with a market capitalisation in excess of ZAR5 billion with over 5,000 employees.

Chief Operating Officer



GV Thompson

Gordon is an engineering-focused mining executive with 30 years of operational experience in both major and junior categories, holding both senior leadership and CEO positions. Successful experience in large project engineering design, definitive study, project development and operations. International experience in mechanized surface (open cut) and shallow to ultra-deep underground mining operations expertise developed in Western Australia, West Africa, Mali, DRC, Brazil and Southern Africa. He is a proven results-driven leader with direct technical and commercial work experience in the international mining industry.

Chief Financial Officer



LAS du Plessis

Stephan has 33 years of practical experience and holds an M Com (Management Accounting) degree and is a Chartered Accountant (SA). He has, *inter alia*, served as the head of Mergers and Acquisitions for Deutsche Bank and Bank of America Merrill Lynch in South Africa and has extensive international corporate advisory experience. He has a particularly strong background in the mining sector, having advised several global mining corporations. Stephan has been involved in the listing, building and structuring of several companies on local and international exchanges. Over the last 8 years, he has been acting both as investor principal and advisor in the mineral resources field.

Non-Executive – Lead Independent



MH Mathe

Committees

- Audit & Risk
- Social, Ethics & Nominations (Chair)
- Operations

Humphrey has over 47 years of experience and holds a Ph.D. in geology. Humphrey is the chairman of a large South African listed coal company and has served on the Board of many South African companies. Humphrey is also part of the parliamentary oversight committee for Mineral Resources. Humphrey's key strengths are that he is a good listener, firm yet fair, pragmatic and conciliatory

Non-Executive - Independent



A Van Niekerk

Committees

- Audit & Risk (Chair)
- Strategy
- Remuneration

Anel has over 22 years of experience and holds an Honours B. Com Accounting degree and is a Chartered Accountant (SA). She is the Chief Financial Officer of a large manganese producer and has local and international experience in listed and unlisted companies. Her strengths are that she is logical, pragmatic, goal orientated and has an affinity for numbers.

Non-Executive - Independent



Q Adams

Committees

- Audit & Risk
- Social, ethics & Nominations
- Strategy

Quinton has over 25 years of experience and is in the process of completing a P.HD, is a psychologist and ethnographic researcher. Quinton has been a lecturer at the university of Stellenbosch and is also known as the shack builder delivering on building houses in his personal capacity for the poor in the townships. Quinton is responsible for driving strategic planning for several large international companies. His strengths are his social network knowledge, compassion for people, strategic thinking and pragmatic approach.

Chairman's Message

The year ended 28 February 2023 was, by any measure, a momentous year for Copper 360. Not only was it the year in which it was decided to combine Big Tree Copper's interests with those of Shirley Hayes-IPK ("SHIP") resulting in the formation of Copper 360 and to pursue a listing on Alt X, but it also saw the SX EW operations going into commercial production and the granting of SHIP's mining right.

It was a difficult year, as is the case when a new business is being built. There have been and continue to be many optimisation initiatives at the SX EW operations that will bear fruit in the near future. The implementation of loadshedding has particularly impacted the operations negatively, but our team has improvised and continue to deal with this "new normal".

The granting of SHIP's mining right was the result of over 12 years' work and was extremely satisfying from a personal perspective. Work has commenced to turn the vast mineral potential to account and we are excited to develop these assets to the benefit of all our stakeholders, including the local communities.

Several community initiatives have commenced, both according to the Social and Labour Plan and separately from it. We are particularly proud to have introduced our School of Mining, which is aimed at equipping, especially the local youth, with skills that will enhance their ability to gain employment, not just within the Copper 360 group but potentially also with other businesses.

I am also very proud of the work that has been and continues to be done around the environmental impact of our operations. Our treatment of old rock dumps has already changed the landscape and will continue the rehabilitation of many decades of environmental change due to earlier mining activities. Our environmental impact is a subject that is close our hearts and we live what we preach. One of the benefits of the business combination is that we have already been able to reduce the future environmental impact by the current construction of a central processing plant, which would otherwise have necessitated the construction of further tailings dams with their attendant environmental impact. Our initiative to develop renewable energy solutions is further testimony to our commitment to the environment. I am now going to boast: we have already won two ESG awards from the Investing in Africa Mining Indaba for our application of technology and our diversity efforts.

We have subsequent to the financial year-end, achieved a listing on the Alt X, coupled with a successful private placement of equity. I extend a hearty welcome to all our new investors and look forward to a joint fruitful journey to develop Copper 360 into a significant copper producer.

Finally, my heartfelt thanks go to all of our team who are working diligently to make this business a success – your efforts are noticed and appreciated.

Chief Executive's Report

Operational review

Highlights

- Successful commissioning of SX/EW copper processing plant and first commercial production.
- Volume treated compared to the previous period increased by 296% to 67,045 tons (2022: 16,934t).
- Copper sold increasing by 191% to 284 metric tons sold compared to previous period (2022: 98Mt).
- Productivity increased by 97% to 462 milled tons per person (2022: 235t/person) despite a 101% increase in total labour complement to 145 people (2022: 72 people).
- Ex-works LME price impact as result of ZAR: USD exchange rate staying effectively constant in terms of ZAR copper price received despite a 11,66% decrease in the LME copper price comparable to the previous reporting period.

The table below provides a summary of statistical and audited financial information relating to the copper SX EW operations.

| Description | Unit | 12 Months 28 February 2023 | *5 Months 28 February 2022 | Percentage change |
|---|---------------------|----------------------------------|----------------------------------|----------------------|
| Operational metrics | | | | |
| Tons milled | Metric tons | 67 045 | 16 934 | 296% |
| Delivered grade | % Copper | 0.88% | 1.38% | -36% |
| Total plant recovery | % | 48.00% | 56.00% | -14% |
| Recovered copper | Metric Tons | 284.7 | 98.0 | 191% |
| Number of people employed | N | 145 | 72 | 101% |
| Tons milled per labour complement | Mill tons /person | 462 | 235 | 97% |
| Copper tons sold per labour complement | Metric tons /person | 1.96 | 1.36 | 44% |
| Average copper price received | ZAR/metric ton | 117.134 | 123.878 | -5.45 |
| Average exchange rate | ZAR:USD | 16.54 | 15.41 | 7.3% |
| Average LME copper price received | USD/Metric ton | 8 676 | 9 766 | -11.2% |
| Discount to LME for ex works | USD/Metric ton | 1 594 | 1 727 | -7.7% |
| Discount to LME for ex works | ZAR/Metric ton | 26 365 | 26 613 | -0.9% |
| Discount as percentage of LME price | % | 18.4% | 17.7% | -3.9% |
| ** Audited financial information | | | | |
| Revenue | ZAR'000 | 33 348 | 12 140 | +175% |
| Operating profit/(loss) | ZAR'000 | (80 404) | (21 287) | +278.0% |
| Profit/(loss) before tax | ZAR'000 | (77 714) | 8 068 | -1 063% |
| Earnings and headline earnings | ZAR'000 | (55 047) | 5 730 | -1 063% |
| EPS and HEPS | Cents | (53.09) | 5.80 | -1 015% |

*Trading only commenced on 1 October 2021, resulting in only 5 months of trading for the period ended 28 February 2022

** The auditors' opinion on the financial results does not extend to the operational metrics in this table

The financial year ended 28 February 2023 includes 12 months of production compared to only 7 months of production for the period ended 28 February 2022 with first copper production, as part of plant commissioning, starting during August 2021 and ending January 2022. First commercial production (post commissioning) started during February 2022 with first copper sales recorded during October 2021. Tons milled for the financial year under review increased by 296% to 67 045 tons compared to the prior period (2021: 16 934t) with copper grade decreasing by 36% from 1.38% to 0.88%. This resulted in copper recovered and sold increasing by 191% to 284.7 metric tons compared to the previous reporting period (2021: 98 Mt). During the financial year under review the operation changed from a filter press to a Fines Optimised Heap Leach (“FOHL”) process during July 2022 to September 2022 to improve both volume throughput and achieve cost reductions in terms of copper leaching. Volume throughput per month increased by 400% from approximately 2 000 milled tons to 10,000 milled tons as a result of the change to the FOHL dams. Copper recoveries however decreased by 14% (2023: 48%) from 56% during the previous reporting period. Despite the decrease in recoveries the resultant increase in volume more than made up for the lower copper recovery.

A major impact during the current reporting period was a decrease of 36% in the delivered grade from 1.38% (2023: 0.88%) compared to the previous reporting period. This was the result of the initial high grade (*in situ* grades of between 1.2% and 1.6% Cu) ore stockpiles at Nababeep (where the processing plant is located) being depleted and only lower grade stockpiles remaining (*in situ* grades of between 0.6% and 1% Cu). Management in terms of grade flexibility (by having different grade stockpiles for mixing to deliver optimum feed grade) was impacted by the original crushing system not being adequate and having to be replaced by contract screening and crushing. This issue has been resolved with (a) the acquisition post period of a R30 million new crushing plant that will be operated “in-house” and (b) addition of higher-grade stockpiles from the Carolusberg and Jubilee sites (*in situ* grades varying between 1% and 3.5% Cu). The new crushing plant will have an increased monthly processing capacity of 100 000 tons compared to the current crushing capacity of 30 000 tons per month. This will not only allow for better stockpile management but also cater for the ore that will feed the new floatation processing plant being constructed.

The average effective copper price received decreased by 5.44% to ZAR117k/Mt of Copper metal sold (2022: ZAR123k/Mt). Although the LME copper price decreased by 11.16% to USD8 676/Mt compared to the previous period (2022: USD9 766/Mt) the ZAR: USD exchange rate improved during the same comparable period by 7.33% to 16.54 (2022: 15.41). This reduced the impact in terms of the discount to LME price received ex-works by only 0.93% to ZAR26 364 compared to ZAR26 613 received during 2022.

The operating loss increased by 279% to ZAR80.4 million compared to the previous period (2022: ZAR21.287 million). Revenue increased by 175% to ZAR33.4 million compared to ZAR12.1 million in 2022. It should however be noted that the previous reporting period included other income related to the sale of revenue sharing royalty agreements of ZAR31.154m. Operating expenses increased by 241.6% during the financial year to R113.8 million compared to ZAR33.4 million during 2022. The increased operating loss was a result of:

- a) Fixed expenses being incurred for 12 months compared to 5 months in the prior period,
- b) commissioning costs,
- c) contract crushing,
- d) plant stoppage as result of the solvent extraction circuit having to be restocked and safety stoppages,
- e) loadshedding - the operations have been and continue to be hampered by the current load shedding regime. This has effectively resulted in it only being able to operate at 50% of its capacity, principally as a result of diesel generator backup failures due to frequent loadshedding occurrences, and
- f) the second mill arriving 4 months late due to COVID 19-related logistics bottlenecks and thus impacting on production output.

Subsequent to the capital raising accompanying the listing of Copper 360 on 21 April 2023, several investments have been committed to that will address the root causes of operating losses. These include:

- a) the acquisition of an owned crushing plant that will replace the current crushing contractor. This plant has been ordered and will be installed during June 2023. The plant will also crush the ore feed from the sulphide ore projects that are currently being developed elsewhere in the group,
- b) further backup generator capacity is currently being installed and it is expected that it will enable CCOC to increase its copper output from July 2023,
- c) the introduction of thickeners that will supplant the FOHL process and increase the recoveries from current levels of around 50% to in excess of 80%, which will result in increased copper output,
- d) Additional haulage contract capacity to increase the volume of higher grade ore stockpiles from Rietberg, and
- e) Acquisition of a Screening Jig to reduce the volume of waste throughput in the plant.

Comparison of actual audited results to forecast per Pre-listing statement

Copper 360 published provisional results for the financial year ended 28 February 2023 on SENS on 31 May 2023. In the Pre-listing statement relating to the listing of Copper 360 on Alt X Copper 360 presented an estimate of financial results to 28 February 2023.

The actual results as presented in the Provisional Consolidated Financial Results statement differed from the estimate as follows:

| | Actual | Estimate |
|---------------------------------|--------|----------|
| Loss per share (cents) | (38.9) | (32.7) |
| Headline loss per share (cents) | (37.6) | (32.7) |

The differences were attributable to:

- Year-end corrections in regard to inventory of spares and consumables erroneously included in inventory balances in the forecast;
- Correction of inappropriate capitalisation of expenditure to prepaid expenses and assets under construction;
- Under-provision for expenses in the forecast; and
- Adjustments to deferred taxation to take account of the above and certain non-deductible expenses.

The table below reconciled the differences between the actual and estimated results:

| Reconciliation between actual earnings and forecast earnings | Amount (R'000) | Loss per share (Cents) | Headline loss per share (Cents) |
|--|----------------|------------------------|---------------------------------|
| Actual loss for the year | (61 146) | (38.9) | (37.6) |
| Revenue overestimated in forecast | 318 | 0.2 | 0.2 |
| Expenses erroneously capitalised in forecast | 1 887 | 1.2 | 1.2 |
| Consumables inventory not charged to cost of sales in forecast | 2 362 | 1.5 | 1.5 |
| Underprovision for expenses in forecast | 6 558 | 4.2 | 4.2 |
| Interest charges erroneously capitalised in forecast | 1 449 | 0.9 | 0.9 |
| Deferred tax adjustment for above and non-deductible expenses | (2 919) | (1.9) | (1.9) |
| Loss per forecast in Pre-listing statement | (51 490) | (32.7) | (32.7) |

On 3 August 2023 Copper 360 published its Audited Consolidated Financial Results for the year ended 28 February 2023. There were material changes from the provisional results published previously as set out in the SENS statement on 3 August 2023. The changes were as follows:

| Summarised statement of profit/(loss) and other comprehensive income | Provisional results (R'000) | Audited results (R'000) | Difference | Note |
|--|-----------------------------|-------------------------|------------|------|
| Revenue | 33 348 | 33 348 | - | |
| Gross (loss)/profit | (43 761) | (44 258) | (497) | 1 |
| (Loss) from operating activities | (78 494) | (80 404) | (1 910) | 1 |
| Net finance income/(costs) | (4 614) | 2 690 | 7 304 | 2 |
| Loss before tax | (83 109) | (77 714) | 5 395 | |
| Income tax credit | 21 963 | 22 667 | 704 | 3 |
| Loss for the year | (61 146) | (55 047) | 6 099 | |
| Earnings per share | (38.9) | (53.1) | (14.2) | 4 |
| Headline earnings per share | (37.6) | (53.1) | (15.5) | |

| Summarised Statement of Financial Position | Provisional results (R'000) | Audited results (R'000) | Difference (R'000) | Note |
|---|------------------------------------|--------------------------------|---------------------------|-------------|
| Non-current assets | | | | |
| Plant and equipment | 96 393 | 96 393 | - | |
| Other loans and receivables | 23 847 | 25 159 | 1 312 | |
| Deferred tax assets | 33 330 | 34 056 | 726 | |
| Deferred tax liabilities | (13 695) | - | 13 695 | 5 |
| Prepayments on assets under construction | 6 929 | - | (6 929) | 6 |
| Right of use assets | 24 624 | 24 620 | (4) | |
| Current assets | | | | |
| Prepayment on acquisition of subsidiary | 916 173 | - | (916 173) | 7 |
| Prepayments on assets under construction | - | 6 929 | 6 929 | 6 |
| Other current assets | 16 775 | 15 313 | (1 462) | |
| Total assets | 1 104 376 | 202 470 | (901 906) | |
| Equity | | | | |
| Issued share capital | 1 066 028 | 1 046 914 | (19 113) | 8 |
| Treasury shares | - | (916 174) | (916 774) | 7 |
| Accumulated loss | (55 452) | (49 350) | 6 102 | 1 - 4 |
| Non-controlling interest in subsidiary | - | 19 113 | 19 113 | 8 |
| Total equity | 1 010 576 | 100 505 | 910 071 | |
| Non-current liabilities | | | | |
| Deferred tax liability | - | 13 716 | 13 716 | 5 |
| Other loans and payables | 24 171 | 17 434 | (6 737) | 2 |
| Lease liabilities | 23 984 | 25 198 | (1 214) | |
| Total non-current liabilities | 48 155 | 56 348 | 8 193 | |
| Current liabilities | 45 645 | 45 617 | (28) | |
| Total liabilities | 93 800 | 101 965 | 8 165 | |
| Total equity and liabilities | 1 104 376 | 202 470 | (901 906) | |

Notes on material differences

1. Loss from operating activities

The loss was increased principally as a result of inventory adjustments to cost of sales and recognition in the financial year of listing expenses previously disclosed as prepaid expenses related to the listing of Copper 360 on AltX on 21 April 2023.

2. Net finance income

The difference arises from the revaluation of non-current loans that have been restructured into non-interest-bearing loans to comply with IFRS 9 – Financial Instruments. This resulted in a reduction of R7.5 million in the carrying amount of the loans from R19.921 million previously stated to R12.421 million, which is accounted for through the statement of profit and loss in terms of IFRS 9 – Financial Instruments.

3. Income tax credit

The difference is a result of an increased deferred tax credit on the additional operating loss and adjustment to the deferred tax liability to take account of the change in the tax rate from 28% to 27%.

4. Earnings per share and headline earnings per share

| | Provisional results (R'000) | Audited results (R'000) |
|---|-----------------------------------|-------------------------------|
| Loss for the year | (61 146) | (55 047) |
| Headline loss for the year | (59 102) | (55 047) |
| Weighted average shares in issue ('000) | 157 188 | 103 683 |
| Loss per share | (38.9) | (53.1) |
| Headline loss per share | (37.6) | (53.1) |

Change in weighted average number of shares in issue

| | |
|---|--------------------|
| Weighted average shares in issue per provisional results | 157 187 660 |
| Reduction in weighted average shares in issue due to change in accounting treatment of shares issued in escrow (Refer note 7) | (53 504 660) |
| Weighted average shares in issue per audited results | 103 683 000 |

5. Deferred tax liabilities

The previously stated deferred tax asset constituted the net deferred tax asset balance inclusive of a deferred tax liability of R13.7 million. The deferred tax liability has been disclosed separately in the audited financial statements as a liability at 28 February 2023.

6. Prepayments on assets under construction

This item has been reclassified as a current asset in the audited financial statements at 28 February 2023.

7. Prepayment on acquisition of subsidiary and Treasury shares – adjustment in terms of IFRS 3 – Business Combinations

In terms of the agreement relating to the acquisition of 76% of SHIP from SA Hayes and Orontro Investments (Pty) Ltd (“SHIP 1 Vendors”), 236 200 000 Copper 360 shares were issued into an escrow account for the benefit of the SHIP 1 Vendors on 7 December 2022. The terms of the issue into escrow conferred voting and economic participation rights on the SHIP 1 Vendors from the date of issue, subject to a resolute condition, being the listing of SHIP on the JSE. Should the listing not proceed, the escrow shares would be cancelled and the status quo ante would be restored.

The previous accounting treatment was to carry these shares as a prepayment on acquisition of a subsidiary at R916.174 million. In terms of an independent opinion obtained on the application of IFRS 3, notwithstanding the fact that the escrow shares were validly issued, the terms of the escrow share issue do not entitle the SHIP 1 Vendors to an unconditional right to receive the economic benefits attaching to the shares until such time as the listing proceeds. Consequently, the issue of the escrow shares to the SHIP 1 Vendors does not meet the definition of control according to IFRS 10 and, accordingly, the escrow shares are accounted for as Treasury shares in the audited financial statements at 28 February 2023. The listing of Copper 360 occurred on 21 April 2023 and the Copper 360 shares held in escrow were released to the SHIP 1 Vendors with effect from that date.

8. Preference shares in Cape Copper Oxide

The preference shares in issue in the capital of Cape Copper Oxide were previously included in consolidated equity of the holding company. In terms of IFRS 3 – Business Combinations it is now separately disclosed as non-controlling interest in a subsidiary in the audited financial statements at 28 February 2023.

Events after the balance sheet date

Listing of Copper 360 on Alt X and capital raise

Copper 360 was listed on Alt X on 21 April 2023. The purpose of the listing was to position Copper 360 in the public markets to gain access to capital, provide liquidity to investors and fulfil the outstanding condition to the combination of Copper 360's business with that of SHIP.

The listing on Alt X was accompanied by a raising of R152.5 million of equity capital by way of a private placement to certain invited investors. The private placement was oversubscribed. In addition, following the listing, the founding shareholders provided a further R62.4 million of interest-free borrowings to Copper 360. A total of R214.9 million of funding was thus secured for Copper 360 to invest in the growth potential offered by the combined businesses.

Acquisition of O'Okiep Copper Company (Pty) Ltd ("OCC") completed

The acquisition of OCC was completed in May 2023, resulting in the Copper 360 group owning outright the properties on which most of the copper oxide rock dumps and the copper cathode processing plant are located and where the central copper concentrate processing plant will be located.

Commencement of construction of copper concentrate processing facility

We have finalised the design of the modular flotation plant and construction has commenced. Long lead items have already been ordered and commissioning of the plant is scheduled for the end of November 2023. The plant will initially produce 600 tonnes of copper metal per month, which will be processed from the various sulfidic ore resources in the group.

Drilling program at SHIP

Drilling is underway at various sites in the SHIP portfolio. Drill results to date have been exciting and we are confident that the final outcome will be at or above expectations. We have been announcing significant drill results on SENS and will continue to do so.

Mine planning at SHIP

Mine planning at Rietberg has commenced and is expected to be complete before the end of August 2023, following which preparation work will commence to bring Rietberg into production to provide ore feed to the copper concentrate processing facility.

Looking forward

We are confident that the optimisation work conducted at the SX EW operations will bear fruit and that we will produce 2 000 tonnes of copper cathode to the end of February 2025 in line with our strategy. Similarly, we are excited about progress on the copper concentrate projects and expect to produce 7 980 tonnes of copper metal to the end of February 2025.

Copper 360's strategy

Copper 360 is South Africa's only primary producer of copper through environmental clean-up and recently won an international award in recognition for its application of technology in environmental clean-up. It has built the first Solvent Extraction and Electrowinning ("SX-EW") copper processing plant in the country solely dedicated to the production of primary cathode copper plates. It produces some of the world's finest and purest copper, grading at 99,98% copper with less than 500 parts per million of impurities measured (using the BS EN1978:1998 – Cu-CATH-1 standard). It has commissioned the first specialized Fines Optimized Heap Leach copper extraction operation in the world and, in partnership with BASF, a multinational chemical conglomerate, is developing the first Artificial Intelligence software to assist in managing its SX-EW plant in NababEEP in the Northern Cape Province of South Africa.

Copper 360 through the acquisition of 95% of SHIP, which company is a first mover and pioneer in recognising the potential of copper in the area, has added SHIP's portfolio of copper resources and assets to the Company. SHIP was founded in 2008 and is the holder of a mining right covering some 19 000 hectares to the north of the town of Springbok on which 12 historically mined copper mines and 60 copper prospects are located.

The combination of the SX-EW business with SHIP's assets results in a copper company that has a highly experienced, technologically focused, and award-winning management team that have not only produced the first copper in the district for over 25 years but is also targeting growth in production to 8 000 tonnes of copper metal over the next three years. The targeted annual production rate of more than 8 000 tonnes of copper metal will be achieved from current resources at the NababEEP cathode and slag operations and the Rietberg mine (as set out in the CPR) of some 5 100 tonnes per year and the turning to account of mineralization currently not classified as resources in the Open pit complex (as described in the CPR) which is expected to provide the additional 3 000 tonnes per annum.

The Company's resources for the most part occur near or on surface (with at least a third of the resource not requiring any mining) which makes for some of the most cost-effective copper extraction and processing in the world. This is further compounded by the high grades of the deposits ranking amongst the top quartile of high-grade copper deposits. The net result is some of the highest margin copper resources available in the world.

Most of the ore deposits in SHIP have been pre-developed by previous owners, being major mining companies, before the copper slump of 1994 and as a result the capital requirements to bring the copper to account is relatively low. To this is added a geological dataset compiled by the previous owners providing a competitive advantage as most of the deposits are documented and defined in detail, vastly reducing the requirement for exploration expenditure. The copper assets are all located within a 25km radius of each other. This provides Copper 360 with an organic pipeline of projects without having to go anywhere else to realise its growth.

Audit and Risk Committee Report

The Audit and Risk Committee comprises A van Niekerk (Chairman), H Mathe and Q Adams. The Audit and Risk Committee will normally invite the Chief Executive Officer, the Chief Financial Officer and such other executive Directors or advisors of the Company as appropriate to attend meetings and to make proposals as necessary and should invite the Chairman of the Board to all Audit and Risk Committee meetings.

The Audit and Risk Committee will meet at least twice a year and will be responsible for performing the functions required of it in terms of section 94(7) of the Companies Act and such other functions contemplated in its terms of reference.

The Board has established the Audit and Risk Committee to assist the Board in discharging its duties relating to the safeguarding of assets, the management of risk, the operation of adequate systems and control processes, and the preparation of accurate financial reports and statements in compliance with all applicable legal requirements and accounting standards. The Audit and Risk Committee does not perform any management functions or assume any management responsibilities. It provides a forum for analysing and discussing financial, accounting, audit, control and risk management issues and for developing relevant recommendations for consideration, approval and final decision by the Board.

With regard to the responsibilities of the Audit and Risk Committee, these include, *inter alia*:

- to ensure that the Company has established appropriate financial reporting procedures and that those procedures are operating, which include consideration of all entities included in the consolidated group IFRS financial statements, to ensure that it has access to all the financial information of the Company to allow the Company to effectively prepare and report on its financial statements; and
- to consider, on an annual basis, and to satisfy itself of the appropriateness of the expertise and experience of the Chief Financial Officer. Copper 360 will confirm the same by reporting to Shareholders in its annual report that the Audit and Risk Committee has executed this responsibility.

As Copper 360 is a newly constituted group, only one meeting of the members of the Audit and Risk Committee has been held during the financial year ended 28 February 2023 to consider the audited financial results for the financial year ended 28 February 2022, confirm the appointment of Moore Pretoria as auditor of the Company. In the course of finalizing the audited financial results for the financial year ended 28 February 2023, the Committee met twice to consider the audited financial statements, confirm Moore Pretoria's ongoing suitability to hold the appointment as auditors to the Company and to confirm the suitability of the Chief Financial Officer to fulfil his role.

Moore Pretoria, the Company's auditors, has provided the Company with the information required in terms of paragraph 22.15(h) of the Listings Requirements in its assessment of the suitability for the appointment of Moore Pretoria and the designated individual partner (Ms Sindy Jonker) as the Company's auditors. The Audit and Risk Committee has determined that it is satisfied with LAS Du Plessis' current expertise, experience and performance as the Company's Chief Financial Officer.

The Audit and Risk Committee's full report on the Consolidated Annual Financial Statements for the financial year ended 28 February 2023 is included in Annexure 1 of this Annual Report.

Material Risks Report



Summary of Material risks

| Identified risk | Description | Risk level | Actions |
|-----------------------|--|------------|---|
| People | People are at the same time the most crucial and least predictable element of our business. The right combination of experience, qualifications and temperament among the team is vital. | High | We have a clear vision and culture that the entire team has rallied behind. We recruit, motivate and retain people whose skills, potential and attitude reflect our culture. We have a formal performance management policy to address sub-standard and reward exceptional performance. |
| Business interruption | A significant number of businesses never recover from disasters such as fire or flood or (more recently) pandemics. Ill-prepared companies may be forced to shut down operations during repairs to premises, nationally imposed lockdowns or environmental spillage/wastage, which can damage their brands and/or leave employees without work for extended periods of time. | High | We have implemented a formal risk mitigation plan and supporting policies and procedures to ensure we stay ahead of any potential business interruptions. Moreover, from an environmental perspective we pro-actively address any environmental issues and ensure the operations produce discard materials that are neutral to the environment. |

| Identified risk | Description | Risk level | Actions |
|------------------------------------|--|------------|---|
| Dependability of power supply | The Company views power supply interruptions as a material risk to its operations. Loadshedding has a significant impact on our processing operations, due to stoppages and damage to equipment. | High | In order to continue production during loadshedding periods, diesel generators have been installed to safeguard current production and another generator has been ordered to facilitate further ramp-up in cathode production. In the medium term Copper 360 has decided to pursue a more cost-effective renewable source power generation solution, pending the results of a feasibility study which is expected to be completed during the 2023 calendar year. It is likely that a phased approach to implementation of this project will be adopted |
| Market leadership as key objective | Having a first-mover advantage does not necessarily mean the long-term survival or success of a business | High | Our strategic and tactical plans are aimed at becoming and remaining the market leader in eco-friendly production of copper cathodes and concentrates. If needed, we will consider and evaluate adjusting some aspects of our business to remain ahead of the trend, whether through changes in strategy, joint ventures, strategic alliances etc. We will continuously analyse our organisational and functional structure for efficiency and effectiveness. With the anticipated growth of the group, it will require new resources, skills and partners. We will continuously evaluate our resource availability to ensure our organisational design is such that it most benefits the delivery of the business model. |

| Identified risk | Description | Risk level | Actions |
|---|--|------------|--|
| Data security | The negative impact of cybercrime and cyber-attacks, which are increasing phenomena worldwide, will affect our business environment. We have a responsibility to protect our own, our employees', our suppliers' and our customers' data. | Medium | We will protect confidential information and intellectual property and safeguard against deliberate attacks on our data. We will remain informed about current regulations and apply the latest available proven technology to comply with our obligations to protect our and our stakeholders' data. |
| Management growth | team Succession planning is vital to ensure the long-term survival of the group. | Medium | We will build on and develop the existing management skills in our team through personal development plans and also seek to transfer such skills to critical employees, through coaching, mentoring and on-the-job training as an integral element of succession planning. Constant identification of the need to appoint additional key employees to manage the growth of the group effectively. Identification of specific management skills and development needs and investment in appropriate training and development initiatives. Thorough skills and knowledge "gap" analysis to implement appropriate strategies to develop and attract the required skills and competencies. |
| Entering new markets is challenging but growth possibilities must be considered | Opportunities for growth may be presented in new markets, new product applications or new geographies. Any new market opportunity presents additional risks such as feasibility of entering new markets, uncertainty of the extent of benefits and inadvertent loading of incremental risk to the existing operations. | Medium | All new opportunities will be assessed following detailed market and strategic analyses to understand the market composition, market trends, competitors and regulatory framework. All risks identified will be assessed for level and mitigation options. Financial feasibility will be assessed for each new opportunity. |
| Business assets | Our business assets are the heart of the value of our business and need to be protected. | Medium | We have insurance cover over our assets. We have full time, third party physical security for all our operations. |

Social and Ethics and Nominations Committee Report

The Social and Ethics Committee comprises SA Hayes, H Mathe, R Smith and Q Adams. This committee will meet at least twice a year and will be responsible for performing the functions required of it in terms of the Companies Act and such other functions contemplated in its terms of reference.

The role of the Social and Ethics Committee is, *inter alia*, to monitor the Company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to social and economic development, good corporate citizenship, the environment, health and public safety, consumer relationships, and labour and employment matters.

As Copper 360 is a newly constituted group, meetings of the members of the Social and Ethics and Nominations Committee have not been held during the financial year to 28 February 2023. In preparation for the listing of Copper 360 on Alt X, the entire board of directors has considered the matters which will be in the remit of this committee and there were no instances of material non-compliance to disclose.

During the following financial year, at least two meetings will be convened, at which meetings the members will, *inter alia*, consider and confirm whether this committee has fulfilled its mandate as prescribed by the Companies Regulations and the Companies Act. Such confirmation will be included in the Company's annual report of each year. In preparation for the listing of Copper 360 on Alt X, the entire board of directors has considered the matters which will be in the remit of this committee and there were no instances of material non-compliance to disclose.

Governance Report

Copper 360 is committed to the principles of transparency, integrity, fairness and accountability. As a recently incorporated company, Copper 360 has a newly constituted Board and is in the process of assessing the application of the principles set out in King IV. Notwithstanding the aforementioned, Copper 360 will strive to apply the principles set out in King IV in accordance with the content of the table below.

King IV Principles

In terms of the JSE Listings Requirements, all companies listing on the JSE must apply King IV to the appropriate degree. The Board will endeavour to comply with the relevant Principles set out in King IV where, in the view of the Board, they apply to the business. Where they do not apply, this will be noted appropriately. Principles embody the aspirations of the journey towards good corporate governance.

The 17 King IV Principles and the extent of the Company's current assessment of compliance are set out in the table below:

| Number | Principle | Status | Comments |
|--------|---|--------|---|
| 1 | The Board as the governing body should lead ethically and effectively | Comply | <p>The Company is newly established, and the Board has only recently been appointed. The Board has taken cognisance of the approach contained in both the Companies Act and King IV that the Company has a role to play in society and has an obligation to conduct itself as a responsible corporate citizen.</p> <p>The Company is committed to ethical behaviour throughout its business, adopting the principles of integrity, competence, responsibility, accountability, fairness and transparency in order to offer effective leadership that achieves the Company's strategic objectives and positive outcomes over time.</p> <p>The Board will ensure that the Company's leadership will operate in an ethical manner in accordance with a Code of Ethics for the Group.</p> |
| 2 | The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture. | Comply | <p>The Board supports the establishment of an ethical culture throughout the Group and the Directors recognise that they are ultimately responsible for the governance of ethics within the Company and for setting the direction for how ethics are approached and addressed.</p> <p>The Directors further recognise that it is their role to set the tone for an ethical organisational culture where the above characteristics are cultivated across the business and adopted by all employees. For this purpose, the Company has adopted a Code of Ethics that provides for arrangements that familiarise employees and other stakeholders with the Company's ethical standards to ensure that the Company maintains the highest ethical standard and complies with all applicable legislation, rules, and regulations.</p> |

| Number | Principle | Status | Comments |
|--------|---|--------|--|
| 3 | The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen. | Comply | <p>The Board recognises that the Company is an integral part of the communities in which it operates and is committed to building sound relationships, based on trust, honesty, and fairness.</p> <p>The Board sets the direction for good corporate citizenship, including compliance with the laws of South Africa, leading standards, its own policies and procedures, as well as congruence with the Company's purpose, strategy and conduct.</p> <p>The Board furthermore oversees and monitors the Company's status as a good corporate citizen in such areas as the workplace, economic behaviours and results, societal and environmental short and long-term impacts.</p> <p>The concept of responsible corporate citizenship is integrated into the group strategy, and its principles underpin all key aspects of the business.</p> |
| 4 | The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process. | Comply | <p>The Board assumes responsibility for the Group's performance by steering the strategy and setting its core purpose and values. The formulation and development of the Group's strategy is delegated to management, but the strategy is constructively challenged by the Board with due reference to, <i>inter alia</i>, risks and opportunities, resources, the legitimate expectations of shareholders and the long-term sustainability of the organisation.</p> |
| 5 | The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects. | Comply | <p>The Board takes responsibility for setting the direction, approach and conduct for the Company's reporting and approves the reporting frameworks to be used. It furthermore oversees compliance with legal reporting requirements and aims to ensure that reports meet the reasonable and legitimate needs of material stakeholders to enable them to make informed assessments of the Company's performance and its short, medium and long-term prospects.</p> |
| 6 | The governing body should serve as the focal point and custodian of corporate governance in the organisation. | Comply | <p>The Board exercises its leadership role by: steering the organisation and setting its strategic direction;</p> <ul style="list-style-type: none"> - approving policy and planning that gives effect to the direction provided; - overseeing and monitoring implementation and execution by management; and - ensuring accountability for organisational performance by means of, amongst others, reporting and disclosure. |

| Number | Principle | Status | Comments |
|--------|--|--------|--|
| 7 | The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively | Comply | <p>All Directors have the requisite skills and knowledge from diverse backgrounds. <i>Curriculum vitae</i> of the Directors are set out in paragraph 2.1.1 of the Pre-listing Statement.</p> <p>The Board comprises three non-executive Directors, two of whom are independent. There are two executive Directors, being the Chief Executive Officer and the Chief Financial Officer, ensuring multiple points of direct interaction with management.</p> <p>Humphrey Mathe, the lead independent non-executive Director leads the Board in the objective and effective discharge of its governance roles and responsibilities.</p> <p>The Board will at all times maintain an appropriate balance of power, skills and experience (including business, commercial and industry experience), diversity and independence to discharge its governance role and responsibilities objectively and effectively.</p> <p>The Company supports the principles of broader diversity, specifically focusing on the promotion of the diversity attributes of race, gender, culture, age, field of knowledge, skills and experience at Board level. No voluntary targets have yet been set; however, the Board is analysing and discussing such targets in line with the Company's adopted Diversity Policy.</p> <p>In terms of the Company's Diversity Policy, the Board has resolved:</p> <ul style="list-style-type: none"> - as stated above, not to set voluntary targets in respect of non-executive Directors, but rather to endeavour to use every reasonable opportunity that avails itself (usually as a result of a vacancy arising on the Board) to improve overall diversity of non-executive Directors. This process will focus on increasing representation of females, Black People and disabled people in respect of the appointment of non-executive Directors, but will also take into consideration culture (ethnicity), age, field of knowledge, skill and experience, with an ultimate goal of a broadly diversified base of non-executive Directors that best meets the needs and requirements of the Company and wider Group; and in respect of executive Directors, to ensure that the Company and wider Group are working towards, using every available opportunity (usually when a vacancy arises) and making reasonable progress in respect of, achieving goals as agreed to by the Board in respect of the Company and Group's employment equity plans. In doing so, the Board will also ensure that attributes of culture (ethnicity), age, field of knowledge, skill and experience are taken into consideration when appointing executive Directors. |

| Number | Principle | Status | Comments |
|---------------|--|---------------|---|
| 8 | The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties. | Comply | <p>The independent Directors have been appointed to ensure that a greater level of independence is maintained in all business matters of the Board. In addition, the role of the Chief Executive Officer and Chairman are separated to ensure a balance of power and effective discharge of duties.</p> <p>The Board has delegated particular roles and responsibilities to the committees set out above, each of which has the collective knowledge, skills, experience and capacity to execute its duties effectively. Such delegation is subject to formal terms of reference that are approved and renewed from time to time by the Board. The delegation by the Board of its responsibilities to any committee does not by or of itself constitute a discharge of the Board's accountability, and the Board will continue to apply its collective mind to the information, opinions, recommendations, reports and statements presented by any committee or director.</p> |
| 9 | The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness | Comply | <p>The Board is responsible for evaluating its own performance, that of its committees, chair and individual members, and determines how such evaluation is to be approached and conducted in terms of a formal process undertaken at least every two years where performance is considered, reflected on and discussed so as to ensure that performance and effectiveness is always improving.</p> |
| 10 | The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities. | Comply | <p>Service level agreements have been established for the executive Directors. The contract sets out roles and responsibilities and the effective exercise of authority by each executive Director. The Board has furthermore satisfied itself that key management functions are led by competent and appropriately authorised individuals and are adequately resourced. The company secretary reports to management on all duties performed and administrative matters.</p> <p>The direction and parameters for the powers of the Board, and those delegated to management via the Chief Executive Officer, including a delegation of authority framework that contributes to role clarity and the effective exercise of authority and responsibilities, are set out in a Board charter. The Board is responsible for ensuring that key management functions are headed by an individual with the necessary competence and authority and adequately resourced.</p> |

| Number | Principle | Status | Comments |
|---------------|--|--|---|
| 11 | The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives. | Partially comply | <p>The Company treats risk as integral to the way it makes decisions and executes its duties.</p> <p>The Company's risk governance encompasses both the opportunities and associated risks in developing strategy and the potential positive and negative effects of such risks on the achievement of its organisational objectives. While the Board exercises ongoing oversight of risk management, the Company's risk governance function is delegated to the Audit and Risk Committee in accordance with its the terms of reference, with the responsibility for implementing and executing effective risk management delegated to management.</p> <p>Due to the Company being recently incorporated, there has been no monitoring of risk management or establishing of risk tolerance levels as yet.</p> |
| 12 | The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives. | Does not comply yet as the Company is newly incorporated | <p>The Board will set the approach and approve the policy for technology and information governance, including adoption of appropriate frameworks and standards, but the implementation of effective IT governance will be delegated to management.</p> <p>The Board, together with the Audit and Risk Committee, oversees the governance of information technology. The Board is aware of the importance of technology and information in relation to the Group's strategy, and confirms that processes exist ensuring timely, relevant, accurate and accessible reporting, communication and data storage.</p> |
| 13 | The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen. | Comply | <p>The Company is governed by the Companies Act and the JSE Listings Requirements for the duration of its listing on the Alt X.</p> <p>The Board undertakes to comply with any laws that the Company is required to comply with from time to time. Where the Company incurs material or repeated regulatory penalties, sanctions or fines for contraventions of, or non-compliance with, statutory obligations, this will be disclosed to Shareholders.</p> |

| Number | Principle | Status | Comments |
|---------------|--|---------------|---|
| 14 | The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term. | Comply | <p>The Company has a basic remuneration policy in place to ensure that management is appropriately remunerated. The Board will continue to assess market trends in remuneration and adjust the Company's remuneration policy. The policy and the implementation thereof will be tabled for shareholder approval at annual general meetings.</p> <p>In the event that the remuneration policy and/or the implementation report is voted against by 25% or more of the votes exercised at the annual general meeting, the Company will engage with Shareholders to ascertain the reasons for the dissenting votes and to appropriately address legitimate and reasonable objectives and/or concerns raised. The Company shall engage with key shareholders on an annual basis if required to do so and will promote meaningful and transparent dialogue with stakeholders, with a particular focus on Shareholders and investors, and make efforts to resolve concerns raised by shareholders.</p> |
| 15 | The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision making and of the organisation's external reports. | Comply | <p>The Board will delegate to the Audit and Risk Committee oversight to ensure an effective internal control environment, integrity of information for management decision making and external reporting. The Board will furthermore ensure that a combined assurance model is applied that covers significant risks and material matters through a combination of the organisation's line functions, risk and compliance functions, external accountants as well as external auditors and other regulatory service providers and regulatory so as to enable it to assess the integrity of information and reports and form an opinion on the effectiveness of the control environment. The risk appetite of executive management, the Audit and Risk Committee and Board will determine areas of strategic and business focus, which in turn determines the level of assurance considered appropriate for identified business risks and exposures. To plan and coordinate assurance, the company has and will design and implement a combined assurance framework, incorporating a number of assurance services, to cover adequately its significant risks and material matters so that these enable an effective control environment, support the integrity of information used as well as the integrity of the Group's external reporting.</p> |

| Number | Principle | Status | Comments |
|--------|--|--|--|
| 16 | In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time. | Does not comply yet as the Company is newly incorporated | Whilst the effective management of stakeholder relationships will be delegated to management, the Board will ensure that a policy providing for the management of stakeholder relationships is adopted. The Company has a website where all financial reports, business updates and any other information will be made available to ensure that stakeholders are kept abreast with the Company's developments. |
| 17 | The governing body of an institutional investor organisation should ensure that responsible investment is practiced at all times | Not applicable | This principle applies to institutional investors only and therefore does not apply to the Company. |

Compliance with Companies Act and Memorandum of Incorporation

The Directors confirm that the Company is in compliance with the provisions of the Companies Act and operates in conformity with its Memorandum of Incorporation.

Company Secretary

The Company Secretary is responsible for the proper administration of the Board and the implementation of sound corporate governance procedures. The Board is satisfied that the Company Secretary, Phillip Venter Attorneys, is suitably qualified and experienced to carry out the duties as company secretary as stipulated under section 88 of the Companies Act. In making the aforementioned assessments, the Board considered the qualifications and experience of the Company Secretary. The Board has concluded that the Company Secretary maintains an arms-length relationship with the Company and its Board.

The Board will, on an annual basis, consider and satisfy itself as to the competence, qualifications and experience of the Company Secretary and will confirm the same by reporting to shareholders in its annual report that the Board has executed this responsibility.

Remuneration Committee Report

The Remuneration Committee comprises R Smith (Chairman), SA Hayes and A Van Niekerk. The role of this committee is, *inter alia*, to assess and recommend to the Board the remuneration and incentivisation of the Company's Directors. The Remuneration Committee will meet at least once per financial year. *Ad hoc* meetings will be held to consider special business, as required. The Chief Executive Officer will attend meetings of this committee, or part thereof, if needed to contribute pertinent insights and information.

As Copper 360 is a newly constituted group, meetings of the members of the Remuneration Committee have not been held during the financial year ended 28 February 2023.

The Remuneration Committee has developed a Remuneration Policy which is included as Annexure 3 and shareholders will be requested at the annual general meeting to consider and if deemed fit, approve, the Remuneration Policy.

The remuneration of non-executive directors as proposed by the Board of Directors is as follows for the financial year ending 29 February 2024 (no remuneration was paid to non-executive directors during the financial year ended 28 February 2023):

| Rand (excl VAT) | 2024 Fees |
|--|---------------------|
| Chairman of the Copper 360 Board | |
| Annual Stipend | R400 000 per year |
| Oversight of SHIP | R1 375 000 per year |
| Fee per board meeting | R70 000 per meeting |
| Deputy-Chairman of the Copper 360 Board | R65 000 per meeting |
| Chairman of the Copper 360 Audit and Risk Committee | R35 000 per meeting |
| Chairman of the Copper 360 Remuneration Committee | R35 000 per meeting |
| Chairman of the Copper 360 Social and Ethics and Nominations Committee | R35 000 per meeting |
| Chairman of the Copper 360 Strategy Committee | R35 000 per meeting |
| Copper 360 Board members – board meetings | R45 000 per meeting |
| Copper 360 Audit and Risk Committee members | R25 000 per meeting |
| Copper 360 Remuneration Committee members | R25 000 per meeting |
| Copper 360 Social and Ethics and Nominations Committee members | R25 000 per meeting |
| Copper 360 Strategy Committee members | R25 000 per meeting |
| Copper 360 Operations Committee members | R25 000 per meeting |

The remuneration of Executive Directors as proposed by the Board of Directors is as follows:

| | | Financial year to 28 February 2024 (Rand) | Financial year ended 28 February 2023 (Rand) |
|----------------|-------------------------|--|---|
| JP Nelson | Chief Executive Officer | 3 000 000 | 3 000 000 |
| GV Thompson | Chief Operating Officer | 4 200 000 | 1 400 000 |
| LAS du Plessis | Chief Financial Officer | 2 400 000 | 800 000 |

Corporate Information

| | |
|--|--|
| Country of Incorporation and Domicile | South Africa |
| Registration Number | 2021/609755/06 |
| Registration Date | 12 May 2021 |
| Nature of Business and Principal Activities | The group produces copper from copper oxide ore resources and is developing several projects to produce copper from copper sulphide ore |
| Directors | SA Hayes (Chairman) R Smith (Deputy Chairman) JP Nelson (Chief Executive Officer) LAS du Plessis (Chief Financial Officer) GV Thompson (Chief Operating Officer) (Appointed 2 December 2022) A van Niekerk MH Mathe Q Adams (Appointed 12 September 2022) |
| Registered Office and Business Address | 1 Main Road Nababeep 8265 |
| Postal Address | 1 Main Road Nababeep 8265 |
| Tax Number | 9337865225 |
| Auditors | Moore Pretoria 321 Alpine Way, Lynnwood 0102 |
| Designated Advisor | Bridge Capital Advisors (Pty) Ltd 10 Eastwood Road, Dunkeld 2196 |
| Company Secretary | Phillip Venter Attorneys 449A Rodericks Street, Lynnwood 0102 |
| Transfer Secretary | JSE Investor Services (Pty) Ltd One Exchange Square Gwen Lane, Sandton 2196 |

Annexure 1 – Audited Consolidated Annual Financial Statements

Please refer to the separately enclosed document titled:

“Copper 360 Ltd Consolidated Annual Financial Statements 28 February 2023”

Annexure 2 – Resources and reserves- Extract from Competent Person’s Report

INTRODUCTION AND BACKGROUND

JSE 12.10(H)(I) – (II)

Dr Deon Vermaakt was appointed by COPPER 360 to prepare a Competent Persons Report for the assets of COPPER 360 situated in the Northern Cape province of South Africa. The report was prepared by Dr Deon Vermaakt (Lead Independent Competent Person) for Mineral Resources and Stephan du Plessis as Competent Valuator. Dr Deon Vermaakt acts as Consulting Geologist to COPPER 360 and will receive shares in the company once listed and Stephan du Plessis is the Chief Financial Officer of COPPER 360. The shares received by Dr Vermaakt is not as payment for work in any way dependent on the outcome of any of the projects of COPPER 360. They have been awarded as a retainer fee.

The Competent Persons Report (“CPR”) was prepared based on the guidelines of The South African Code for the Reporting of Exploration Results, Mineral Resources and Reserves, 2016 Edition (“SAMREC Code (2016)”) and The South African Code for the Reporting of Mineral Asset Valuations, 2016 Edition (“SAMVAL Code (2016)”).

The effective date of the report is 31 October 2022. No material changes occurred between the effective date and the date of signature.

The terms of reference for the CPR were to provide a summary of the material scientific and technical information of the material assets of COPPER 360 concerning mineral exploration, Mineral Resources, Mineral Reserves, and associated production activities together with a Mineral Asset Valuation in accordance with the guidelines of the SAMREC code and SAMVAL Code (2016). The CPR has been compiled to support a listing of COPPER 360 on the Alt X, an alternative public equity exchange for small and medium-sized companies in South Africa operated in parallel with and wholly owned by the Johannesburg Securities Exchange (‘JSE’), the largest stock exchange in Africa.

COPPER 360 operated two businesses, the one business is operated under Cape Copper Oxide (Pty) Ltd which owns a 100% of a copper processing plant and several copper rock dumps, tailings deposits and slag deposits that are legally viewed as moveable assets and does not fall under the Mineral Resources and Development Act of South Africa (“MPRDA”) and is also not subject to a mining royalty and no royalty is paid in this regard. The licences and permits required to treat the rock dumps, tailings and slag are held by the O’Okiep Copper Company (Pty) Ltd (“OCC”) which is a 100% wholly owned subsidiary of CCO The second business is a mining business where the assets are owned by Shirley Hayes-IPK (Pty) Ltd (“SHIP”) which is owned 91% by COPPER 360 and fall within an area delineated by a Mining Right that was granted on 31 October 2022. The exploitation of these assets falls under the MPRDA and will be subject to a mining royalty. The SHIP and the CCO assets are geographically shown in figure 1.

COPPER 360 is South Africa’s only primary producer of copper through environmental clean-up. It has built the first Solvent Extraction and Electrowinning (“SX-EW”) copper processing plant in the country solely dedicated to the production of primary cathode copper plates. It produces some of the world’s finest and purest copper grading at 99,998% purity with less than 500ppm of impurities. It has commissioned the first specialized Fines Optimized Heap Leach operations in the world and in partnership with BASF, a multinational Chemical Conglomerate, is developing the first Artificial Intelligence software at its SX-EW plant in Nababeep in the Northern Cape Province of South Africa that is also a world first. COPPER 360 is producing copper through environmental clean-up of old copper dumps and recently won an international award in recognition for its application of technology in environmental clean-up.

COPPER 360 through a reverse take-over by the SHIP copper company, also a first mover and pioneer in recognizing the potential of copper in the area, has added its portfolio of copper resources and assets to the company.

What has been created is a copper company that has a highly experienced, technologically focused, and award-winning management team that have not only produced the first copper in the district for over 25 years but will

also grow the current production of 400 tons of copper on an annualized basis to over 15,000 tons of copper metal over the next three years. What makes the company unique is that most of the resources occur near or on surface (with at least a third of the resource not requiring any mining) which makes for some of the most cost-effective copper extraction and processing in the world. This is further compounded by the high grades of the deposits ranking amongst the top quartile of high-grade copper deposits. The net result is some of the highest margin copper resources available in the world.

In addition, most of the deposits have been pre-developed by previous owners, being major mining companies, before the copper slump of 1994 and as a result the capital requirements to bring the copper to account is extremely low. To this one adds a geological dataset compiled by the majors that is worth over ZAR5 billion and further gives a competitive advantage as most of the deposits are documented and defined in detail. The copper assets are all located within a 25km radius of each other, and the company owns almost the entire copper district. This provides COPPER 360 with an organic pipeline of projects without having to go anywhere else to realize its growth.

The company is in production, producing positive cash flow, has low levels of debt, founding shareholders that have committed 60% of all the capital to date, a low cost of production, significant organic growth potential and low development capital requirements. These aspects, a rising copper price and a demand for an estimated 700 million tons of copper in the next 22 years – equivalent to all that mankind has produced since the dawn of time – positions COPPER 360 as a company with an exciting future and represents in our humble opinion, an investment opportunity that will not soon be seen again. Furthermore, the company is targeting a dividend policy that will see it returning 30% of its pre-tax profit to shareholders.

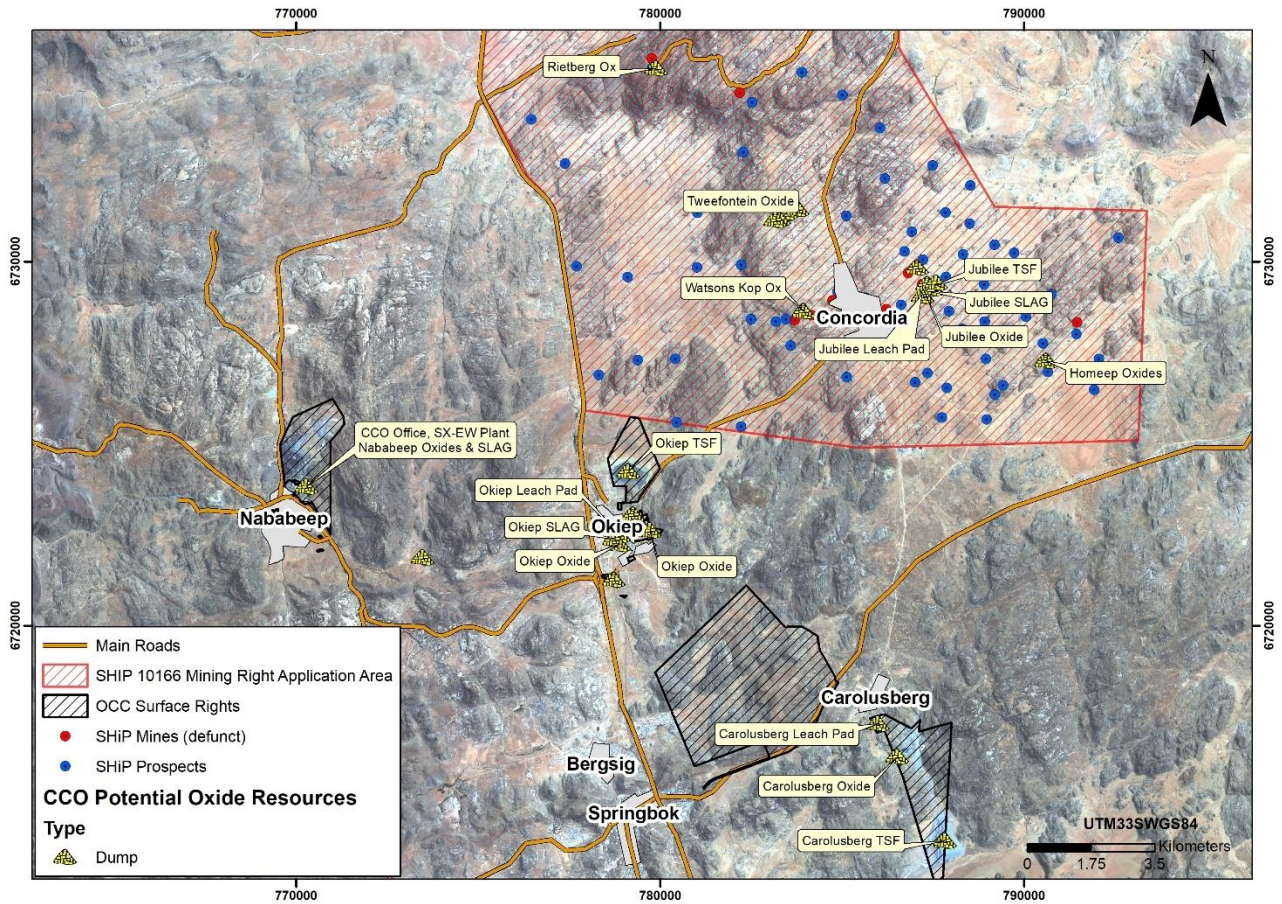
COPPER 360 is planning to list on the Alt-X market of the JSE and will provide South Africans with the only pure copper play on the exchange.

LOCATION

JSE 12.10(H)(III)

The project area is situated in the Namakwa Region of the Northern Cape Province, South Africa. The project consists of six historical mining properties ranging between 10 – 30 km from the town of Springbok. The main project area is located on the old Nababeep Mine site where CCO house their offices and operate their processing facilities. Other properties included in this project are Okiep, Carolusberg, Rietberg, Homeep and Jubilee mines.

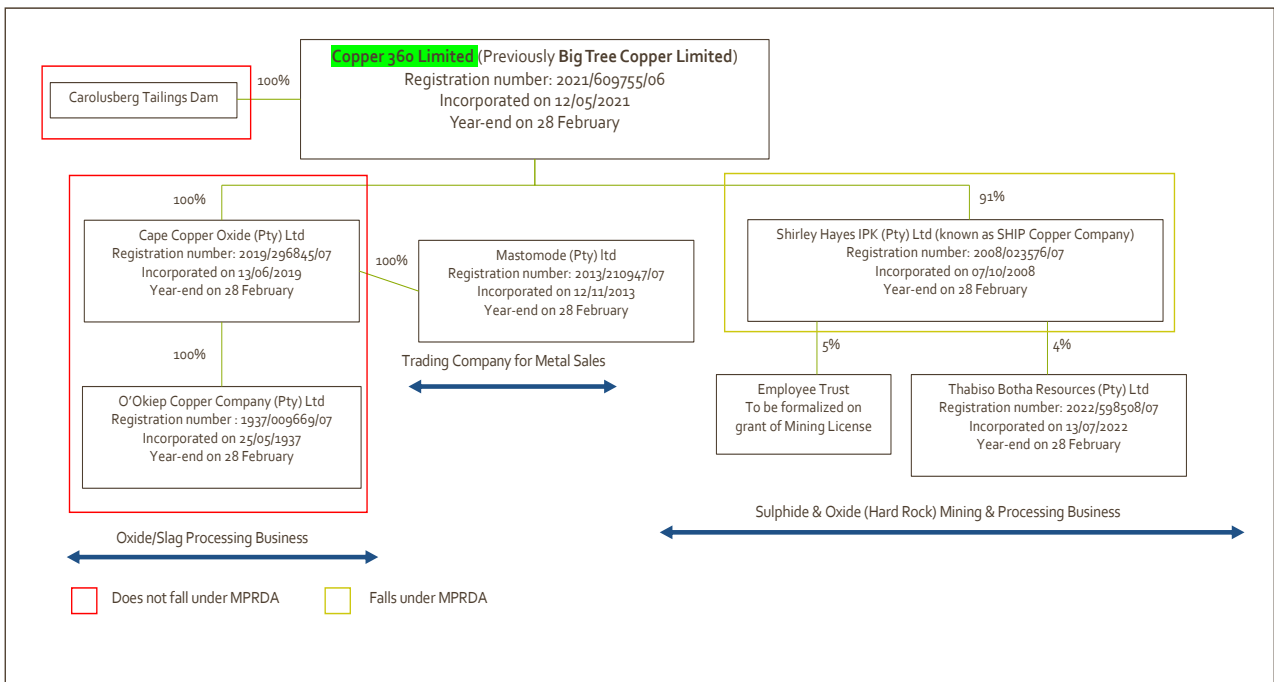
Other copper prospects and dumps also occur on the property, refer figure below.



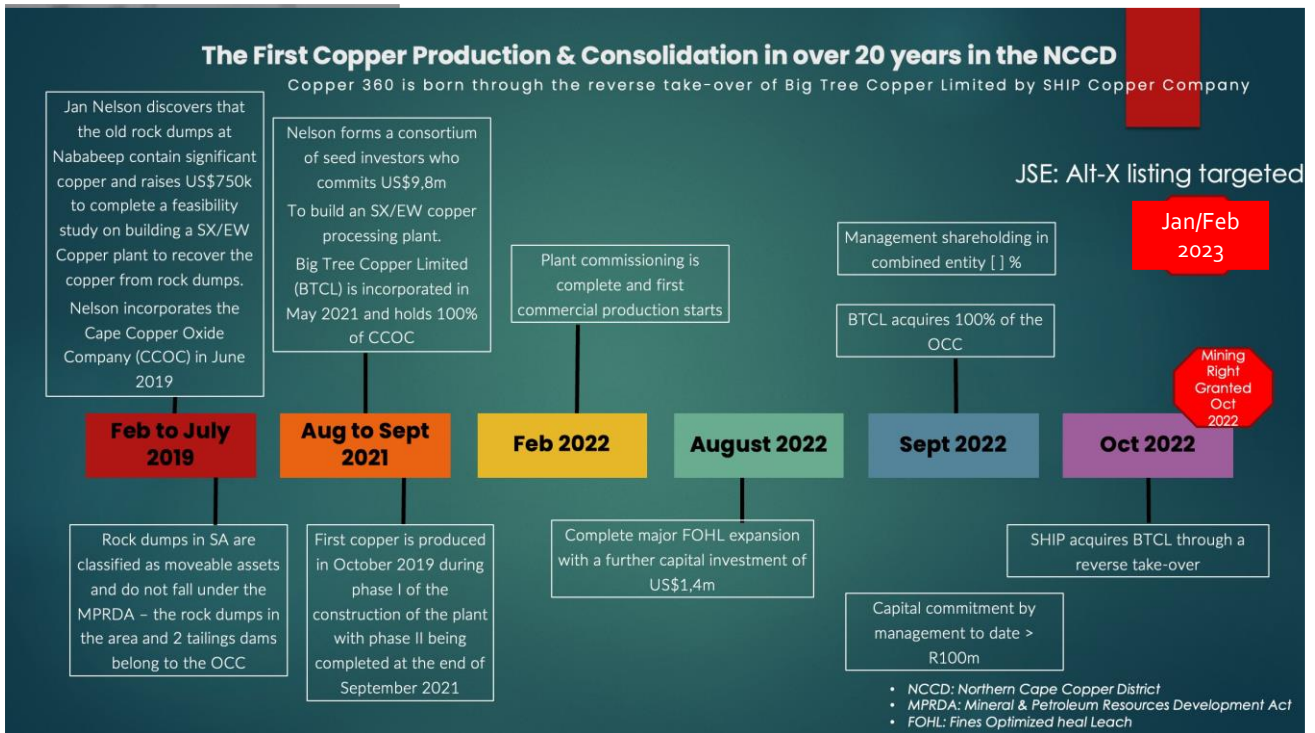
COMPANY STRUCTURE, OWNERSHIP AND SHARE HOLDING

JSE 12.10(H)(III)

THE COMPANY STRUCTURE AND ORGANOGRAM OF COPPER 360 IS SHOWN BELOW.



THE MAJOR SHAREHOLDERS OF COPPER 360 ARE INDICATED IN DIAGRAM BELOW

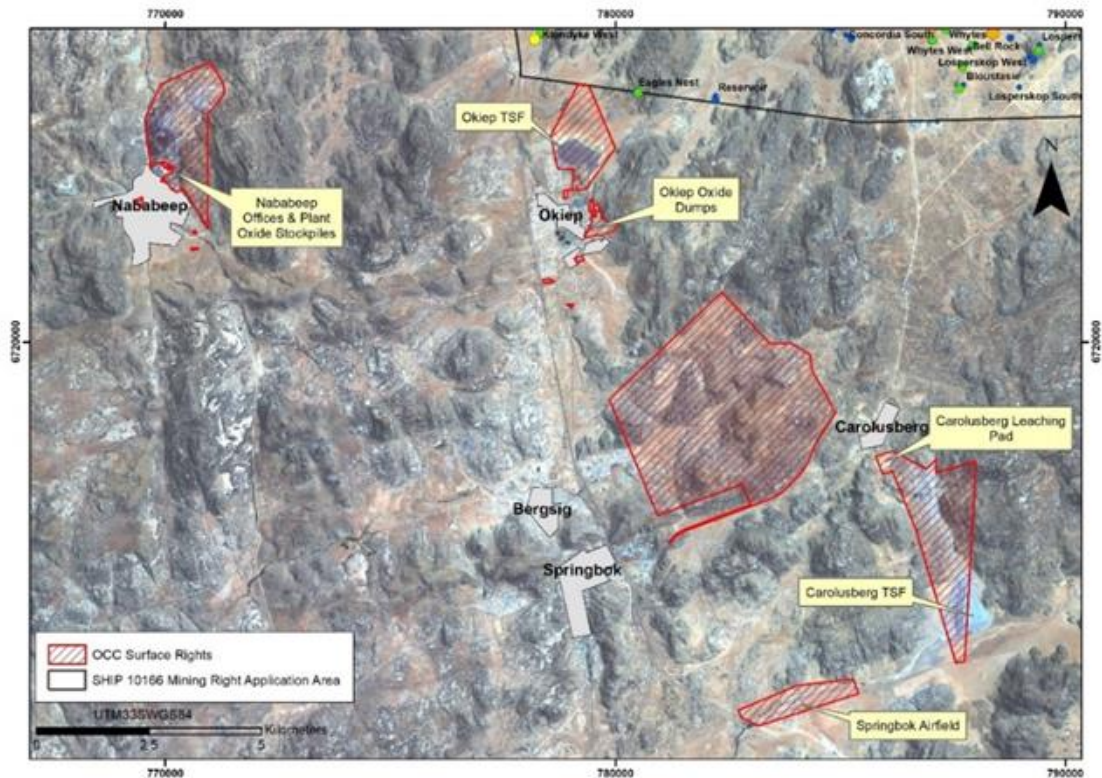


TENURE AND LEGAL ASPECTS

JSE 12.10(H)(IV)

Most of the surface rights are municipality and/or community owned/managed.

COPPER 360 through OCC owns some surface rights (figure below), especially in the Nababeep, Okiep and Carolusberg areas and through the ownership of OCC all necessary permits to operate processing facilities.



SHIP's Mining Right (NC30/5/1/2/2/10166MR) was granted on 31 October 2022.

GEOLOGY AND MINERALISATION

JSE 12.10(E); 12.10(H)(V)-(VI)

The project area is geologically located within the Namaqua-Natal Metamorphic Province (“NNMP”). The project area occurs in the Bushmanland Terrane of the NNMP. This terrane, according to McCourt et al., (2006), is comprised of Paleoproterozoic basement, high-grade supracrustal gneisses and younger granitoids. Lithologies in the project area are referred to as the OCD which covers an area of approximately 3,000 km². The OCD consists of the basement rocks of the Gladkop Suite, rocks of the Khurisberg Subgroup (pre-tectonic supracrustal sedimentary and volcanic units), rocks of the Little Namaqualand and Spektakel Suites (pre- to syn-tectonic intrusive units), as well as the syn- to post-tectonic units of the Koperberg Suite.

The mined and tailings dumps in the OCD are man-made deposits generated by the mining of copper ore between the period of 1852 and 2007.

The Tailings Storage Facilities on Okiep and Carolusberg sites consist of tailings produced from sulphide copper ore processing, while the mined dumps on NababEEP, Rietberg, Homeep and Jubilee Mines consist of unprocessed oxide copper mineralised material containing mainly copper oxide minerals. Copper mineralised material mined from the area consisted almost solely of sulphides, with oxides rarely mentioned. It is therefore assumed that the oxide material within the NababEEP, Rietberg, Homeep and Jubilee dumps originated from copper oxide cappings or gossans in the orebody which occurred close to surface and was not of interest to the miners at that stage.

The rocks associated with copper ores are basic and intermediate rocks of the Koperberg Suite. Economic copper mineralisation generally occurs in the more mafic members such as the pyroxenites and norites, however, the mineralisation tends to be highly variable (even in the same ore body) ranging from trace amounts of copper to several weight percent. Mineralisation in the orebodies ranged from fine disseminated to massive copper sulphides with copper oxides usually associated with the gossan cap and weathered horizon. The dominant copper containing minerals are chrysocolla with subordinate malachite and brochantite.

ASSET CLASSIFICATION

COPPER 360 mineral assets are classified into three categories:

Mineral Resources (Rietberg Mine and NababEEP Oxide and SLAG Processing Operations),

Mineral Reserves (NababEEP Oxide Processing Operations), and

Mineralisation (Numerous prospects and historical mines on the recently granted Mining Right (“MR”).

Because only a reserve is stated for the NababEEP Oxide Processing Operations sections 5.2 (ii)(iii)(iv)(v)(vi)(vii)(viii)(ix), 5.3(i)(ii)(iv)(v)(vi), 5.4(ii)(iii) are completed for the NababEEP Oxide Processing Operations. These sections are however also discussed for the Rietberg Mine as it formed part of a Mines Work Program to obtain a Mining License with mining planned to commence within the next 8 months. Despite their discussion no reserve is declared for the Rietberg Mine and will only be done once confirmation drilling has been done to declare a reserve since drill core is not available despite the significant geological database that exists for the mine. The drilling is planned for January and February of 2023 to upgrade the resource to reserve status.

MINERAL RESOURCES

JSE 12.10(H)(VII), (IX)

CAUTIONARY NOTE: THE ONLY MINERAL RESOURCE ESTIMATES DECLARED ARE FOR RIETBERG MINE (IN-SITU), THE NABABEEP, RIETBERG, HOMEEP EAST, CAROLUSBERG AND JUBILEE OXIDE DUMPS AND THE NABABEEP SLAG DUMP.

Multiple estimations were completed on the various deposits by multiple practitioners, utilising various estimation software, methodologies, and datasets. Modelling and estimation software used consisted primarily of Leapfrog™ V6, Surpac™, Datamine Studio 3™ and Micromine™ 2021.5.

COPPER 360 MODELLED THE MAIN RIETBERG MINE OREBODIES IN DETAIL, ENSURING THAT ESPECIALLY GEOLOGICAL BOUNDARIES AND CONTROLS ARE HONOURED. MODELLING AND ESTIMATION WERE DONE USING MICROMINE™ 2021.5, GEO-STATISTICS WERE APPLIED, AND BLOCK MODELS CREATED. COPPER 360 HAS CLASSIFIED THE RIETBERG MINE RESOURCE AS INFERRED.

COPPER 360 IS PLANNING TO DO SOME TWIN DRILLING EARLY 2023 NOW THAT THE MINING RIGHT AS BEEN GRANTED, THEREBY UPGRADING THE RESOURCE TO INDICATED AND MEASURED. THE RESOURCE ESTIMATE IS TABLED BELOW AT VARIOUS CUT-OFF GRADES. COPPER 360 IS CURRENTLY USING THE 0.8 %CU CUT-OFF GRADE FOR MINE DESIGN AND PLANNING.

RIETBERG MINE (IN-SITU) MINERAL RESOURCE:

| COPPER 360 RESOURCE STATEMENT | | | | | | | | | | |
|--|-------------------|----------|------------|-----------|-----------|------------|-----------|---------------------|--------------|------------------|
| PROJECT | Resource Category | Measured | | | Indicated | | | Inferred | | |
| | | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T |
| Hard Rock Copper Oxide & Sulphide Deposits | | | | | | | | 1,139,729 | 2.22% | 25,275 |
| Rietberg Mine | Resource | | | | | | | 1,139,729 | 2.22% | 25,275 |
| TOTAL | | | | | | | | 1,139,729.00 | 2.22% | 25,275.00 |

Notes:

- 1) Mineral Resources were reported in accordance with the guidelines of The SAMREC Code, 2016 Edition
- 2) Mineral Resources do not represent Mineral Reserves, the Mineral Resources are reported inclusive of the Mineral Reserves
- 5) Mineral Resources were declared as in-situ ore estimates
- 6) Numbers may not add up due to rounding.

COPPER 360 IS CURRENTLY PROCESSING THE NABABEEP OXIDE DUMPS. THE MATERIAL IS DAILY LOADED, STOCKPILED, AND SAMPLED. THIS DAILY “PRODUCTION” DATA IS USED TO UPDATE AND RECONCILE THE RESOURCE ESTIMATES OF THE OXIDE DUMPS. IT IS BELIEVED THAT THIS METHOD OF “BULK SAMPLING” EXERCISE BY ACTUAL PROCESSING AND PRODUCTION OF COPPER CATHODES IS THE BEST AND MOST REPRESENTATIVE EVALUATION AND ESTIMATION OF ROCK DUMPS.

MANMADE OXIDE DUMPS MINERAL RESOURCES:

| COPPER 360 RESOURCE STATEMENT | | | | | | | | | | |
|---------------------------------------|-------------------|----------------|--------------|--------------|----------------|--------------|---------------|---------------------|--------------|---------------|
| PROJECT | Resource Category | Measured | | | Indicated | | | Inferred | | |
| | | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T |
| Nababeep Copper Oxide Deposits | | 742,800 | 1.15% | 8,570 | 500,000 | 2.74% | 13,700 | 1,915,400 | 1.09% | 20,795 |
| Nababeep | Resource | 571,800 | 1.49% | 6,960 | 500,000 | 2.73% | 13,700 | 55,400 | 1.35% | 740 |
| Rietberg | Resource | 86,000 | 1.02% | 880 | | | | | | |
| Homeep East | Resource | 85,000 | 0.86% | 730 | | | | | | |
| Jubilee | Resource | | | | | | | 560,000 | 0.74% | 4,140 |
| Carolusberg | Resource | | | | | | | 450,000 | 2.12% | 9,540 |
| Other | Resource | | | | | | | 850,000 | 0.75% | 6,375 |
| Dump & Slag Deposits | | | | | | | | 3,586,794 | 0.77% | 27,506 |
| Nababeep Slag | Resource | | | | | | | 3,586,794 | 0.77% | 27,506 |
| TOTAL | | 742,800 | 1.15% | 8,570 | 500,000 | 2.74% | 13,700 | 6,641,923.00 | 1.11% | 73,576 |

Notes:

1) Mineral Resources were reported in accordance with the guidelines of The SAMREC Code, 2016 Edition

2) Mineral Resources do not represent Mineral Reserves, the Mineral Resources are reported inclusive of the Mineral Reserves

5) Mineral Resources were declared as oxide dump estimates

6) Numbers may not add up due to rounding.

A SUMMARY OF THE TOTAL RESOURCE IS GIVEN BELOW:

| COPPER 360 RESOURCE STATEMENT | | | | | | | | | | | | | |
|---|-------------------|----------|------------|-----------|-----------|------------|-----------|--------------|------------|-----------|-----------|------------|-----------|
| PROJECT | Resource Category | Measured | | | Indicated | | | Inferred | | | Total | | |
| | | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T |
| Hard Rock Copper Oxide & Sulphide Deposits | | | | | | | | 1 139 729 | 2,22% | 25 275 | 1 139 729 | 2,22% | 25 275 |
| Rietberg Mine | Resource | | | | | | | 1 139 729 | 2,22% | 25 275 | 1 139 729 | 2,22% | 25 275 |
| Jubilee Open pit Mine | Mineralization | | | | | | | | | | | | - |
| Homeep East Mine | Mineralization | | | | | | | | | | | | - |
| Nababeep Copper Oxide Deposits | | 742 800 | 1,15% | 8 570 | 500 000 | 2,74% | 13 700 | 1 915 400 | 1,09% | 20 795 | 3 158 200 | 1,36% | 43 065 |
| Nababeep | Resource | 571 800 | 1,49% | 6 960 | 500 000 | 2,73% | 13 700 | 55 400 | 1,35% | 740 | 1 127 200 | 1,90% | 21 400 |
| Rietberg | Resource | 86 000 | 1,02% | 880 | | | | | | | 86 000 | 1,02% | 880 |
| Homeep East | Resource | 85 000 | 0,86% | 730 | | | | | | | 85 000 | 0,86% | 730 |
| Jubilee | Resource | | | | | | | 560 000 | 0,74% | 4 140 | 560 000 | 0,74% | 4 140 |
| Carolusberg | Resource | | | | | | | 450 000 | 2,12% | 9 540 | 450 000 | 2,12% | 9 540 |
| Other | Resource | | | | | | | 850 000 | 0,75% | 6 375 | 850 000 | 0,75% | 6 375 |
| Dump & Slag Deposits | | | | | | | | 3 586 794 | 0,77% | 27 506 | 3 586 794 | 0,77% | 27 506 |
| Carolusberg TSF | Mineralization | | | | | | | | | | | | |
| Okiep TSF | Mineralization | | | | | | | | | | | | |
| Jubilee TSF | Mineralization | | | | | | | | | | | | |
| Jubilee Leach Pad | Mineralization | | | | | | | | | | | | |
| Nababeep Slag | Resource | | | | | | | 3 586 794 | 0,77% | 27 506 | 3 586 794 | 0,77% | 27 506 |
| Jubilee Slag | Resource | | | | | | | | | | | | |
| TOTAL | | 742 800 | 1,15% | 8 570 | 500 000 | 2,74% | 13 700 | 6 641 923,00 | 1,11% | 73 576 | 7 884 723 | 1,22% | 95 846 |

1) Mineral Resources were reported in accordance with the guidelines of The SAMREC Code, 2016 Edition

2) Mineral Resources do not represent Mineral Reserves, the Mineral Resources are reported inclusive of the Mineral Reserves

5) Mineral Resources were declared as oxide dump estimates

6) Numbers may not add up due to rounding.

MINERAL RESERVES

JSE 12.10(H)(IX)

ALTHOUGH DUMPS REMOVING, AND PROCESSING ARE NOT CONSIDERED AS ACTUAL MINING (BECAUSE ROCK IS NOT BEING STRICTLY NOT BEING REMOVED FROM THE EARTH), VARIOUS TECHNICAL ASPECTS WERE TAKEN INTO CONSIDERATION IN THE DESIGN AND PLANNING OF PROCESSING THE ROCK DUMPS. "MINING-RELATED" MODIFYING FACTORS WERE APPLIED WHERE CONSIDERED APPROPRIATE AS PART OF THE MINERAL RESERVE ESTIMATION PROCESS. MODIFYING FACTORS INCLUDE BUT NOT LIMITED TO; SPECIFIC GRAVITY, ACID SOLUBILITY, LEACHABILITY, VARIOUS RECOVERY FACTORS, PAY LIMIT, COPPER PRICE AND EXCHANGE RATE.

| MODIFYING FACTORS | | | |
|--|-------|-----------|-------------------------------------|
| Crushing Factors | | | |
| Factor | Unit | Number | Comment |
| Specific gravity | g/cm3 | 2,00 | Rock Density |
| Processing Factors | | | |
| Factor | Unit | Number | Comment |
| Acid Solubility | % | 92% | Copper that can be leached in rock |
| Leachability | % | 84% | Copper leached in dams |
| Soluble Recovery | % | 84% | Copper in solution for EW |
| Total Plant Recovery | % | 65% | Total Recovery |
| Economic Factors | | | |
| Factor | Unit | Number | Comment |
| Cost | ZAR | 6 000 000 | Target Cost per month |
| Copper price | USD/t | 9 000 | LME USD Copper price per month |
| Exchange rate | N | 16,75 | ZAR:USD Exchange rate per mont |
| Profit Margin | % | 50% | Company targeted profit margin |
| Commercial Factors | | | |
| Factor | Unit | Number | Comment |
| Offtake price discount of LME | % | 12% | Offtake Agreement with SA Metals |
| Effective received price | USD/t | 7 920 | After Offtake charges |
| Production Factors | | | |
| Factor | Unit | Number | Comment |
| Availability | % | 95% | Plant up-time |
| MRM Conversion Factors | | | |
| Factor | Unit | Number | Comment |
| Paylimit | % Cu | 0,45% | Break-even |
| Cut off | % Cu | 0,75% | Sub-economic category: optimization |
| Average Mining Grade (AMG) | % Cu | 1,15% | Determines target grade after mix |
| Rules followed for conversion of Resources to Reserves | | | |
| Measured and Indicated Resources are converted to Reserve by applying a cut-off grade. | | | |
| Resources below the cut-off are not converted and regarded as uneconomical | | | |
| Resources above the cut-off and Resources above the Paylimit must be mixed to attain the AMG | | | |
| On this basis these Resources are then classified as a Reserve | | | |
| Notes to the calculations | | | |
| Paylimit is calculated as the break-even, therefore equal to the cost of the operation | | | |
| Cut-off is taken at 50% of the Paylimit (defines the fixed cost of the operation) | | | |
| AMG is taken to achieve a 50% profit margin above the Paylimit | | | |
| SR 5(i)(ii) | | | |

A SUMMARY OF COPPER 360'S MINERAL RESERVE ESTIMATION FOR THE NABABEEP OXIDE DUMPS IS TABLED BELOW.

| COPPER 360 RESERVE STATEMENT | | | | | | | |
|---------------------------------------|----------|---------|------------|-----------|----------|------------|-----------|
| PROJECT | Category | Proved | | | Probable | | |
| | | Tons Mt | Grade % Cu | Content T | Tons Mt | Grade % Cu | Content T |
| NababEEP Copper Oxide Deposits | | | | | | | |
| NababEEP | Reserve | 571,800 | 1.49% | 6,960 | 500,000 | 2.73% | 13,700 |

NOTES:

- 1) The Mineral Reserve estimates were reported in accordance with the guidelines of The SAMREC Code 2016
- 2) The Mineral Reserve is inclusive of the Measured and Indicated Mineral Resource as modified to produce the Mineral Reserve
- 3) Grade measurements reported as percentage, tonnage measurements are in metric units
- 4) Tonnes are reported as tonnes; grade is rounded to two decimals
- 5) Numbers may not add up due to rounding.

MINERALISATION

The estimated advanced Mineralisation estimates for Jubilee Open Pit and Homeep East Mine is tabled below.

| Mine/Prospect | Tonnages | Grade (Cu%) Range |
|------------------|----------|-------------------|
| Jubilee Open Pit | 696,000 | 0.70 – 0.90 |

| | | |
|--------------------------|---------|-------------|
| Homeeep East Mine | 838,000 | 0.70 – 1.50 |
|--------------------------|---------|-------------|

NOTE: Numbers may not add up due to rounding in accordance with the SAMREC Code (2016) guidance.

Various historical dumps and in-situ copper oxides were modelled and estimated by Minrom (2020), Venmyn Deloitte (2015) and COPPER 360 (2022). The historical exploration evaluation consisted of a topographic survey and grab samples of the dumps.

A draft resource statement was prepared by Venmyn Deloitte (2015) for Okiep and Carolusberg, the data extracted from their draft report titled “*Mineral Resource Estimate for the Okiep and Carolusberg Copper Tailings Storage Facilities in the Northern Cape Province of the Republic of South Africa*”.

| TSF | Category | Volume (m³) | Bulk Density (t/m³) | Tonnes | Grade Ranges (%Cu) |
|--------------------|-----------------|-------------------------------|---------------------------------------|-------------------|---------------------------|
| Carolusberg | Mineralisation | 19,000,000 | 1.33 | 25,400,000 | 0.18 – 0.22 |
| Okiep | Mineralisation | 6,800,000 | 1.29 | 8,829,000 | 0.14 – 0.16 |
| TSF TOTALS | | 25,800,000 | 1.32 | 34,230,000 | 0.14 – 0.22 |

NOTE: Numbers may not add up due to rounding in accordance with the SAMREC Code (2016) guidance.

Tabled below are other COPPER 360 dump, SLAG and TSF estimates available for economic processing.

| Dump/Pad | Tons | %Cu | %Solubility |
|------------------------------|-------------|-------------|--------------------|
| Carolusberg Leach Pad | 819,100 | 0.24 – 0.30 | 84% |
| Jubilee SLAG | 325,000 | 0.80 – 1.00 | 0% |
| Jubilee TSF | 50,000 | 0.34 – 0.42 | 82% |
| Jubilee Leach Pad | 59,800 | 0.20 – 0.75 | Not Available |

NOTE: Numbers may not add up due to rounding in accordance with the SAMREC Code (2016) guidance.

Tabled below are some in-situ copper oxide estimates on SHiP’s property.

| Prospect | Volumes | Tonnes | Grade Ranges (Cu%) |
|---------------------|-------------------|--------------------|---------------------------|
| Waihoek | 2,108,378 | 3,900,500 | 0.15 – 0.75 |
| Hoogkraal | 2,702,703 | 5,000,000 | 0.40 – 2.85 |
| Koeëlkop A | 362,162 | 670,000 | 0.15 – 0.85 |
| Wheal Julia | 40,346,432 | 74,640,900 | 0.35 – 4.50 |
| Whyte’s West | 12,573,135 | 23,260,300 | 0.25 – 2.80 |
| TOTAL | 58,573,135 | 107,771,700 | 0.15 – 5.00 |

NOTE: Numbers may not add up due to rounding in accordance with the SAMREC Code (2016) guidance

Tabled below is SHIP's and CCO's resource and Mineralisation inventory indicating historical, other and the latest estimates.

| | Mine/Prospect | OCC (Historical) | | | | Coffey Mining (2012) | | | Venmyn (2015) | | | MinxCon (2016) | | | Minrom (2018) | | | Basie Fourie (2018) | | | MWP (2019) | | | CCO (2022) | | | | | | | | | | | | | | |
|--|--------------------------|-------------------|-------------|-------|------|----------------------|------------------|-------------|---------------|-------------------|-------------|----------------|-------------------|-------------|-------------------|------------------|----------------|---------------------|-------------------|---------------|-------------------|-------------|-------------------|----------------|-------------------|----------------|------------------|-------------|-----|---------------|---------|-----------|-----------|------------------|---------------|--------|---------------|-----|
| | | Tons | %Cu | %AsCu | %Rec | tCu | Tons | %Cu | tCu | Tons | %Cu | tCu | Tons | %Cu | tCu | Tons | %Cu | tCu | Tons | %Cu | tCu | Tons (mt) | %Cu | tCu | Tons | %Cu | %AsCu | SoI | tCu | | | | | | | | | |
| | Rietberg Mine | 268,000 | 1.58 | | | 4,234 | | | | | | | | | | | | 6,522,000 | 1.01 | 65,872 | 6.22 | 0.98 | 60,855 | 1,139,729 | 2.22 | | | 25,302 | | | | | | | | | | |
| | Homeep East | 263,000 | 1.14 | | | 2,998 | 308,000 | 1.14 | 3,511 | | | 838,061 | 0.96 | 8,028 | | | | 4,203,000 | 0.85 | 35,726 | 4.20 | 0.85 | 35,726 | | | | | | | | | | | | | | | |
| | Homeep West | | | | | | | | | | | | | | | | | 889,000 | 1.09 | 9,690 | 0.89 | 1.09 | 9,690 | | | | | | | | | | | | | | | |
| | Homeep South | | | | | | | | | | | | | | | | | 1,065,000 | 0.73 | 7,775 | 1.07 | 0.73 | 7,775 | | | | | | | | | | | | | | | |
| | Homeep North | | | | | | | | | | | | | | | | | 25,000 | 0.53 | 133 | | | | | | | | | | | | | | | | | | |
| | Klondike Central | | | | | | 816,000 | 0.83 | 6,773 | | | | | | | | | 1,527,507 | 0.70 | 10,726 | | | 1.53 | 0.70 | 10,710 | | | | | | | | | | | | | |
| | Koeëlkop | | | | | | 315,000 | 1.00 | 3,150 | | | | | | | | | 1,488,199 | 0.67 | 9,904 | | | | | | | | | | | | | | | | | | |
| | Wheal Julia North | | | | | | 3,153,000 | 1.09 | 34,368 | | | | | | | | | 16,632,249 | 0.72 | 119,647 | | | 36.00 | 1.14 | 412,000 | | | | | | | | | | | | | |
| | Whyte's West | | | | | | 875,000 | 1.10 | 9,625 | | | | | | | | | 6,473,886 | 0.74 | 47,614 | | | 6.47 | 0.74 | 47,900 | | | | | | | | | | | | | |
| | Hoogkraal | | | | | | | | | | | | | | | | | | | | | | 10.84 | 1.32 | 143,045 | | | | | | | | | | | | | |
| | Henderson Mine | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Twefontein Mine | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Jubilee Open Pit | | | | | | | | | | | | | | | | | 696,000 | 1.28 | 8,909 | 1.58 | 0.55 | 8,690 | | | | | | | | | | | | | | | |
| | Success | | | | | | | | | | | | | | | | | 788,000 | 0.74 | 5,831 | 0.79 | 0.74 | 5,831 | | | | | | | | | | | | | | | |
| | SHIP TOTALS | 531,000 | 1.36 | | | 7,233 | 5,467,000 | 1.05 | 57,427 | | | | | | 26,959,902 | 0.73 | 195,919 | 1,162,000 | 1.12 | 13,014 | 14,188,000 | 0.94 | 133,935 | 70 | 1066564.16 | 742,222 | 1,139,729 | 2.22 | | 25,302 | | | | | | | | |
| | Carolusberg Oxides | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Carolusberg TSF | 28,000,000 | 0.19 | | | 53,200 | | | | 25,419,000 | 0.20 | 50,330 | | | | | | | | | | | | | | | | | | 450,000 | 2.12 | 60% | 5,724 | | | | | |
| | Carolusberg Leach Pad | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 819,113 | 0.27 | 84% | 1,858 | | | | |
| | Okiep TSF | 5,800,000 | 0.23 | | | 13,340 | | | | 8,829,000 | 0.15 | 13,332 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Okiep SLAG | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Okiep Leach Pad | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Okiep CuOx | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Nababeep CuOx | | | | | | | | | | | | | | 165,600 | 1.31 | 2,169 | | | | | | | | | | | | | | | 1,133,540 | 1.90 | | 21,537 | | | |
| | Nababeep SLAG | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 3,869,200 | 0.74 | 0% | 28,632 | | |
| | Henderson TSF | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Homeep CuOx | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 85,000 | 0.86 | | 731 | |
| | Jubilee CuOx | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 560,000 | 0.74 | | 4,144 | |
| | Jubilee SLAG | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 325,000 | 0.89 | 0% | 2,893 | |
| | Jubilee TSF | 46,576 | 0.54 | 0.34 | 63% | 158 | | | | | | | | | | | | | | | | | | | | | | | | | | | | 50,000 | 0.38 | 82% | 156 | |
| | Jubilee Leach Pad | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 59,820 | 0.75 | | 449 |
| | Rietberg CuOx | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 76,480 | | | 877 |
| | BTCL TOTALS | 33,846,576 | 0.20 | | | 66,698 | | | | 34,248,000 | 0.19 | 63,661 | | | | | | 411,360 | 0.53 | 2,169 | | | | | | | | | | | | | | 7,437,673 | 0.90 | | 67,000 | |
| | COPPER 360 TOTALS | 34,377,576 | 0.22 | | | 73,931 | 5,467,000 | 1.05 | 57,427 | 34,248,000 | 0.19 | 63,661 | 26,959,902 | 0.73 | 195,919 | 1,573,360 | 0.97 | 15,184 | 14,188,000 | 0.94 | 133,935 | 70 | 1066564.16 | 742,222 | 8,577,402 | 1.08 | | | | | | | | | 92,302 | | | |

1. All in-situ resources reported at 0.5 %Cu cut-off
2. Tons reported at various S.G's

NOTE: Numbers may not add due to rounding in accordance with the SAMREC Code (2016) guidance.

EXPLORATION BUDGET

A SUMMARY OF THE PROPOSED EXPLORATION BUDGET IS TABLED BELOW. THIS BUDGET IS PRIMARILY FOR ON- AND NEAR-MINE EXPLORATION ACTIVITIES SUCH AS TWIN DRILLING AND FOLLOW-UP EXPLORATION ON ALREADY IDENTIFIED AND DELINEATED EXPLORATION TARGETS.

| Cost Summary | Rands | Remarks |
|-------------------------------|------------|--|
| Total Geophysics | 430,000 | Predominantly Drone Magnetics |
| Total drilling | 17,336,710 | Includes 9,000 m of diamond drilling |
| Total Core boxes | 265,680 | Enough for 9,000 m of core |
| Total Assay including freight | 1,264,933 | 40 samples per hole |
| Total Survey | 84,333 | Survey of collar positions by qualified surveyor |
| Total Access | 56,500 | Access for 6 months |
| Consumables | 95,144 | Sample bags, core cutter blades etc |
| Total Occupancy | - | Staff has own housing |
| Total subsistence | 30,000 | |
| Total Plant and equipment | 146,480 | Include vehicle rentals and fuel |
| Hand held XRF | 650,000 | XRF for sampling |
| Technical Services | 4,750,000 | Metalurgical Test work and resource statements |
| | | |
| Total Okiep | 25,109,780 | |

INFRASTRUCTURE

SR 5(I) – (III)

Mining and processing infrastructure are only applicable to the NababEEP Oxide dumps processing site and Rietberg Mine on the SHiP's MR area.

It is planned to truck all oxide and sulphide ore to the NababEEP site where all processing will take place (centralised processing hub), thereby limiting infrastructure expenditure and reducing its impact on the environment especially at Rietberg Mine but also at the other potential mining sites.

NababEEP has fully developed infrastructure to support current production as fully described under **Section** Error! Reference source not found..

The Rietberg underground mine infrastructure is fully developed and accessible for mining activity to commence, refer **Section** Error! Reference source not found. for more detail.

SOCIAL ASPECTS

SR 4.3(V); 5.5(IV); 5.5(V); 5.6(IX) / JSE 12.10(H)(VII)

CCO employs approximately 180 people, most from NababEEP the local town. No housing is supplied by CCO or SHiP (COPPER 360).

The nearest residential areas include, NababEEP, Okiep, Concordia, Bergsig and Springbok. All within a 20 – 25km range from the operation.

Apart from a few local farmers and dwellings, no informal settlements exist near the operations.

In addition to the direct and indirect economic impacts, COPPER 360, through its SLP commitments, contribute significantly to the local economic development in the area.

Social and Labour Plan, which included the signed letter from the Nama Khoi Municipality, which states that the letter serves to confirm prior engagement with the ward councillor, ward committee and Local Economic Development (LED) Official regarding project identification listed on the Integrated Development Plan (IDP) of the Municipality as prioritised for the 202/21 financial year for Ward 1 – Concordia. The project identified for the LED Project is the upgrading of the oxidation ponds at Concordia.

ENVIRONMENTAL

JSE 12.10(H)(VIII)

The environmental studies and reports discussed here will relate to two different scenarios (mining and processing methods and technology), namely the copper oxide rock dumps and tailings and process plant of CCO and the in-situ copper deposits of SHiP.

COPPER 360 through CCO has identified various waste rock dumps and tailings facilities where copper can be extracted. These historical dumps contain copper oxide material. The technological process called “Solvent Extraction Electrowinning (SX-EW)” (extractive metallurgy) extracts the copper from the crushed rock during a chemical process that separates the copper from the solution to create copper cathodes (plates).

The copper oxide rock dumps are being reduced in size, effectively removing the waste rock from the slopes and facilitating the rehabilitation process at historic mines.

The rehabilitation of the old copper dumps and tailings is resulting in an improvement in the economic and social environments of the region, as evidenced by the SX-EW Plant in Nababeep.

SHiP has been granted an “Environmental Authorisation” (EA) by the DMRE and as part of their MR application. Various other studies related to the EMP have also been conducted.

The copper oxide rock dumps are being reduced in size, effectively removing the waste rock from the slopes and facilitating the rehabilitation process at historic mines.

The rehabilitation of the old copper dumps and tailings is resulting in an improvement in the economic and social environments of the region, as evidenced by the SX-EW Plant in Nababeep.

The Mining Right Application for SHiP was granted a positive Environmental Authorisation on 10 August 2021, and the Mining Right was granted on 31 October 2022.

The Final Environmental Impact Assessment Report (FEIAR) dated 18 November 2020, referenced the following specialist assessments:

- Geohydrological Impact Assessment.
- Definitive Feasibility Study Design of Tailings Storage Facility (TSF) (included a waste classification of the tailings, design rainfall and flood hydrology; seepage and slope stability models; and a geotechnical investigation to inform the design of the TSF and cross referenced the Geohydrological Impact Assessment).
- Heritage Impact Assessment and Palaeontological Assessment.

The need and desirability of the Mining Right was established and none of the impacts identified were deemed to be significant to the extent that the development cannot be regarded as consistent with the principles for sustainable development.

MINING ENGINEERING

SR 4.3(II); 5.1(I); 5.2(I); 5.2(II); 5.2(IV); 5.2(V) / SV T1.10 / JSE 12.10(H)(VII)

Most of the orebodies in the OCD are bulky and predominantly vertical, and the preferred historical mining method in the OCD has predominantly been underground access excavations with Vertical Crater Retreat (VCR) stoping

Deswik adopted the VCR mining method for the design and scheduling at Rietberg Mine. They used their so-called “Stope Optimizer Software” and ran various optimising scenarios in order to determine the available material mining based on various cut-off grades.

Deswik estimated an expected life of mine of approximately 6 years based on a production rate of 30,000t per month.

COPPER 360 has re-visited the available resource at Rietberg Mine with an in-house estimate previously discussed and will also re-visit and most likely re-design and schedule the mining for Rietberg Mine. COPPER 360 has recently appointed an in-house mining engineer to assist with design, scheduling, etc.

The NababEEP operation consists of the reclamation of historical rock dumps and is therefore technically not considered as mining. There are however similarities between the operation and open cast mining. Therefore, the material is “mined” using conventional opencast techniques.

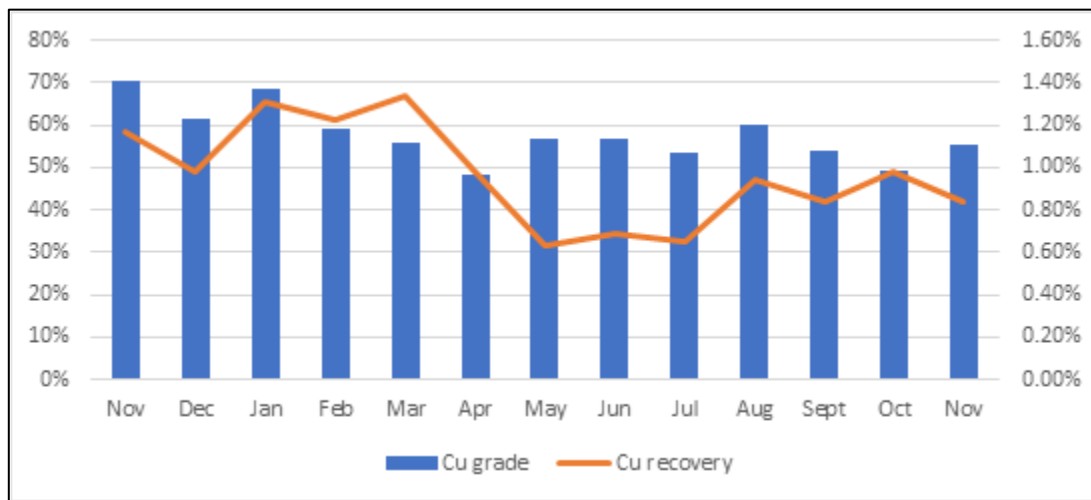
METALLURGY AND PROCESSING

Leach-SX-EW technology is widely used for copper production from oxide ores. There are 75 copper SX plant with cathode production of >10000 tpa. South America is the largest Cu cathode producing region (2Mtpa), followed by the Central African Copper Belt (1.2Mtpa) and North America (0.8Mtpa).

THE NABABEEP OXIDE DUMPS ARE CURRENTLY BEING SUCCESSFULLY PROCESSED AT THE CCO SX-EW PLANT. THE OPERATION WAS STARTED-UP IN 2017 AND AFTER COMMISSIONING OF THE SX-EW PLANT HAS BEEN PRODUCING COPPER CATHODES MONTHLY. AFTER INSTALLATION AND COMMISSIONING OF THE FINES OPTIMISED HEAP LEACHING (FOHL) DAMS, THE PRODUCTION HAS BEEN RAMPED-UP.

The NababEEP SX-EW plant have been in operation for more than a year and a total of 54,129 tonnes have been processed between 1 Nov 2021 and 28 Nov 2022.

The feed grade and Cu recovery for the operation is shown below. The decrease in recovery from April to August 2022 was attributed to a decrease in the acid soluble copper content as well as the soluble recovery.



THE COPPER MARKET

Estimated at 23.8 million tonnes in 2020, the global copper market is forecast to be 26.7 million tonnes in 2027. Recycling satisfies roughly 40% of demand, leaving primary production to provide around 16 million tonnes in 2027. In the longer term, the “greening” of economies globally is expected to increase copper demand far in excess of the above forecasts. Copper is the key metal to enable electrification on the scale envisaged to satisfy environmental necessities. Various sources forecast demand to be at around 40 million tonnes in 2030, with supply around 32 million tonnes, leaving a significant supply shortfall, requiring the addition of 50% of current mine production in the form of new production in the context of a general fall in reserve grades across the industry. This is expected to place significant upward pressure on the copper price

Market expectations appear to be that copper will trade in a band between \$3.40 and \$5.40 per pound over the long term, with consensus long term price expectations of \$4.16 per pound (\$9,200 per tonne). For planning purposes, COPPER 360 is using \$9,000 per tonne as a real through-the-cycle price.

CAPITAL AND OPERATING EXPENDITURE

Both capital and operating expenditure forecasts were developed in sufficient detail and accuracy (-10% to +20%) to be utilised in the financial valuation.

Total capital expenditure over the LOM is estimated at R1 billion in 2022 money terms. Initial growth capex is estimated at R500 million, to be incurred over the first 4 years of the LOM periods. Annual stay-in-business capital is estimated at 5% of the initial capital investment, escalating by expected inflation of 6% per year.

Operating expenditure was estimated for each mineral asset with detailed fixed, variable, and indirect costs calculated from recent historical experience and 3rd party estimates adjusted for scale and escalations. Annual steady state operating costs are forecast to be R660 million in current money terms broken down in broad categories as follows:

| Cost element | R million |
|--------------------|------------|
| Mining costs | 199 |
| Processing costs | 239 |
| Fixed costs | 177 |
| Depreciation | 19 |
| Indirect costs | 35 |
| Total costs | 669 |

FINANCIAL VALUATION

JSE 12.10 (A) (H) (XII)

As required by the SAMVAL Code (2016), the Mineral Assets are valued using two approaches: the income approach as the primary valuation methodology, supported by the market approach as the secondary methodology.

COPPER 360 is in a unique position in that it owns a comprehensive geological data base covering all the mineral assets. This database was compiled by the previous owners of the assets is considered to provide a high level of geological confidence about the mineral assets. However, with the exception of the resources identified in the CPR, the database does not provide enough confidence to declare a resource due principally to the unavailability of drill cores and assay results from independent laboratories, having been analysed by internal laboratories of the previous owners. It is, however, considered highly probable that a limited exploration program already being planned by COPPER 360 will provide the level of confidence required to declare a resource.

Three mineral assets have been valued on a DCF basis. Where a mineral asset valued on a DCF basis includes forecast production from inferred resourced resource inventory, the respective discount rates for each of these assets were assigned a penalty for inclusion of mineralisation outside of reserve status in the LOM forecast (Refer **Section** Error! Reference source not found. for individual detail). Furthermore, there are roughly 670,000 tonnes of contained copper in the mineralisation inventory that is not valued in the LOM forecasts. Such mineralisation has been valued applying a market value derived from trading values of listed peer companies.

The income approach values the COPPER 360 resources at R1.195 billion, of which reserves are valued at R175 million and inferred resources at R1.020 billion. The mineralisation inventory excluded from the LOM forecasts is valued, using the market approach, at R1.437 billion. The total value placed on the COPPER 360 Mineral Assets is thus R2.632 billion, as summarised in the table below.

| Value by category (R million) | | | | | | | |
|-----------------------------------|--------------------|---------------|---------------------------------|--------------------|-----------------|----------------|--------------|
| Mineral asset | Valuation approach | Discount rate | Resources | | | Mineralisation | Total |
| | | | Measured & indicated (Reserves) | Inferred resources | Total resources | | |
| NababEEP SXEW reserves | Income (DCF) | 17.0% | 175 | | 175 | - | 175 |
| NababEEP SXEW inferred resources | Income (DCF) | 18.8% | | 165 | 165 | | 165 |
| NababEEP slag inferred resources | Income (DCF) | 18.8% | - | 406 | 406 | - | 406 |
| Rietberg inferred resources | Income (DCF) | 18.8% | - | 449 | 449 | - | 449 |
| Carolusberg (mineralisation) | Market | n/a | - | - | - | 137 | 137 |
| Open pit complex (mineralisation) | Market | n/a | - | - | - | 1 300 | 1 300 |
| Total | | | 175 | 1 020 | 1 195 | 1 437 | 2 632 |

In order to test the reasonability of the value placed on the COPPER 360 Mineral Assets, the enterprise value of COPPER 360 was estimated based on trading multiples derived from listed peer companies and a recent acquisition of a copper asset. The trading multiple values for each metric were heavily weighted towards contained copper inventory and annual copper production forecasts, arriving at a value of R2.978 billion, supporting the value of R2.632 billion placed on the Mineral Assets. The table below summarises the trading multiples and weighting assigned to each multiple in arriving at the weighted value:

| Summarised trading metrics valuation (R million) | Unweighted | Weight | Contribution to weighted value |
|---|--------------|-----------|--------------------------------|
| Steady state PE ratio - small capitalisation peer group (current terms) | 3 843 | 1 | 349 |
| Steady state EV:EBITDA multiple (current terms) | 2 472 | 1 | 225 |
| Dividend yield (current terms) | 3 531 | 1 | 321 |
| Market value per tonne of copper in inventory | 2 935 | 4 | 1 067 |
| Transaction value per tonne of annual copper production | 2 794 | 4 | 1 016 |
| Preferred value (weighted) | 3 115 | 11 | 2 978 |

DISCLAIMER AND RISKS

JSE 12.10(H)(X)

This CPR has been prepared by various company (COPPER 360) contributors and overseen by the LCP. In the preparation of the report, the company has utilised information relating to operational methods and expectations provided to them by COPPER 360. Where possible, COPPER 360 has verified this information from independent sources after making do enquiry of all material issues that are required to comply with the SAMREC Code (2016). The CPs accepts no liability for any losses arising from reliance upon the information presented in this report.

Factors such as political and industrial disruption, currency fluctuation and interest rates could have an impact on COPPER 360's future operations, and potential revenue streams can also be affected by these factors. Most of these factors are, and will be, beyond the control of COPPER 360 or any other operating entity.

The following potential risks (not based on a formal risk assessment) have been identified:

| KEY TECHNICAL RISKS | | | | | |
|--------------------------|--|------------------|---------------|------------------------|---|
| # | Described Risk | Risk Probability | Risk Severity | Worse case Variability | Actions or steps taken to mitigate the risk |
| 1. | Hard Rock Grade estimation | Low | Low | +/-8% | Used extensive Newmont/Gold Fields database and 3D modelling in micromine to model mineralization |
| 2. | Oxide stockpile Acid Solubility estimation | Low | Moderate | +/-15% | Build 3 month feed stockpiles to manage any grade variations that might arise |
| 3. | Oxide stockpile Waste proportion estimate | Low | Low | +/-5% | Acquire Jig sorter to reduce waste component and upgrade ore grade |
| GENERAL & KEY PERMITTING | | | | | |
| # | Described Risk | Risk Probability | Risk Severity | Worse case Variability | Actions or steps taken to mitigate the risk |
| 1. | Environmental permitting; Water Use licences | Low | Moderate | +3 months | Commissioned SRK to assist on water use license for Rietberg Mine |
| MINE ENGINEERING | | | | | |
| # | Described Risk | Risk Probability | Risk Severity | Worse case Variability | Actions or steps taken to mitigate the risk |
| 1. | Ore passes at Rietberg Mine not in working condition | Low | Moderate | +R10m | Raise-bore new ore pass system |
| ENVIRONMENTAL | | | | | |
| # | Described Risk | Risk Probability | Risk Severity | Worse case Variability | Actions or steps taken to mitigate the risk |
| 1. | Water availability | Low | High | +3 mths | Additional water borehole sites identified to mitigate potential water deficit |
| 2. | Increase in closure liability | Moderate | Moderate | +R50m | Raising additional capital to mitigate risk |
| PLANT & INFRASTRUCTURE | | | | | |
| # | Described Risk | Risk Probability | Risk Severity | Worse case Variability | Actions or steps taken to mitigate the risk |
| 1. | Bulk power supply disruption | High | Low | +5% | Installed 3 back-up generators to run entire plant |
| 2. | Cost of contract crushing plant | Moderate | Moderate | +10% | Designing and securing capital for own crushing facility |
| LOGISTICS | | | | | |
| # | Described Risk | Risk Probability | Risk Severity | Worse case Variability | Actions or steps taken to mitigate the risk |
| 1. | Dust emissions from crusher | Moderate | Low | +3% | Installing dust suppression system at crusher plant |
| COSTS & FINANCIAL | | | | | |
| # | Described Risk | Risk Probability | Risk Severity | Worse case Variability | Actions or steps taken to mitigate the risk |
| 1. | Change in opex | Low | Moderate | +/-10% | Ability to scale circuit on modular basis to manage opex |
| 2. | Change in capex | Low | Low | +/-15% | Ability to scale circuit on modular basis to manage capex |
| 3. | ZAR:USD exchange rate | High | Moderate | +/-20% | Target high grade ore to mitigate unforeseen exchange rates as company has policy of not hedging |
| 4. | Copper Spot price | Low | Moderate | +/-15% | Target high grade ore to mitigate unforeseen exchange rates as company has policy of not hedging |

FORWARD LOOKING STATEMENT

The following report contains forward-looking statements. These forward-looking statements are based on opinions and estimates of management and the CPs at the date the statements are made. They are subject to several known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in our forward-looking statements. Factors that could cause such differences include changes in world diamond markets, equity markets, costs, and supply of materials relevant to the projects, and changes to regulations affecting them. Although we believe the expectations reflected in our forward-looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance, or achievements.

LEAD COMPETENT PERSONS STATEMENT

JSE 12.10(H)(XI)

I, DEON TOBIAS VERMAAKT, A PROFESSIONAL GEOLOGIST AND LEAD COMPETENT PERSON HEREBY STATE THAT ACCORDING TO MY KNOWLEDGE, INFORMATION AND THIS EXECUTIVE SUMMARY PRESENTS A TRUE AND ACCURATE REFLECTION OF THE FULL COMPETENT PERSON'S REPORT.



REMUNERATION POLICY

1. INTRODUCTION

- a. The purpose of this policy is to articulate and give effect to Copper 360's direction on fair, responsible and transparent remuneration. Copper 360 is committed to creating a workplace that attracts, motivates, rewards and retains competent, ethical and forward-thinking individuals to promote the achievement of Copper 360 strategic objectives. This policy aims to provide clear and transparent guidelines for Copper 360 to develop market-related, modern remuneration practices that achieve the above objectives, whilst promoting positive outcomes, an ethical culture as well as responsible corporate citizenship.

2. PRINCIPLES

- a. The following overarching principles apply to remuneration of Copper 360 employees:
 - i. Copper 360 aspires to pay market-related salaries for the industry, taking into account complexity, size and nature of the business.
 - ii. The remuneration of the Executive Management must be fair and responsible in the context of the overall employee remuneration for Copper 360.
 - iii. Remuneration is linked to performance measures that support positive outcomes across the economic, social and environmental context in which Copper 360 operates, and the capitals that Copper 360 uses and affects.
 - iv. Copper 360 wishes to reward superior performance, taking into account the nature of the position and the value added.
 - v. The elements to employee remuneration are:
 1. Base pay - basic remuneration for work performed, which is based on the functional job requirements of the position and the skills and experience of the employee. See section 3 for further provisions on base pay.
 2. Ad hoc allowances - for work done outside and beyond the job description of the employee for an extended period of time. See section 4 for further provisions on ad hoc allowances.
 3. Annual discretionary bonus - based on the performance of Copper 360 as well as individual performance. See section 5 for further provisions on annual discretionary bonus.
 4. Sign-on, retention, departure and restraint payments are considered on an ad hoc basis where necessary, pre-approved by the Remuneration Committee and finally approved by the Board.

- vi. Employee remuneration is determined on the basis that it should be sustainably affordable to Copper 360 and cannot be allowed to cause cash flow constraints. At the same time remuneration should constitute a fair reward to employees for their contribution.
- vii. Remuneration costs are budgeted by the Chief Executive Officer and approved in accordance with the Delegation of Authority.
- viii. Non-executive directors receive remuneration/fees for services as directors, as approved by the Board from time to time.

3. BASE PAY

- a. Base pay reflects the market-related levels determined through external market research that yields market pay data and approximate pay ranges for specific positions taking into account the complexity, size and nature of Copper 360.
- b. Generally, the aim is to be at or around the 50th percentile benchmark for base pay.
- c. However, discretion is applied to the percentile aim per position, taking into account factors like the nature of the position and its value to the company; the level of responsibility and reporting structure of the position; the scarcity of skills/demographics in that position/level, the complexity of the business/department as well as the performance of current incumbents.
- d. Base pay is subject to company specific deductions and any other deductions required by law (e.g. PAYE, UIF etc.).

4. ANNUAL INCREASES

- a. Annual salary increases are market and performance related and linked to success in delivering according to strategy. Delivery expectations from each employee are formalised and agreed in individual performance appraisals.
- b. Employees do not have a right to an annual salary increase. Annual increases and increase budgets are a function of industry market conditions, inflation, employee performance, internal equity, strategic investment, as well as company financial position and ability to pay. These factors are applied in order to arrive at the standard or average rate of increase which translates into a total amount available for increases approved by the Remuneration Committee.
- c. The Chief Executive Officer determines, within the parameters of the total amount approved for annual increases by the Remuneration Committee, the increase awarded to each individual employee. Above average and below average rates are determined by the Chief Executive Officer with the standard increase used as median. The following assumptions apply:
 - 1. Above average increase for excellent performers.
 - 2. Standard increase for performance at expected level.
 - 3. Below average increase or no increase for poor performers.
 - 4. And or any other factors can be take into account (if appropriate).
- d. The performance of the Executive Management is noted and the determination of their annual increase is undertaken and determined by the Remuneration Committee following the same assumptions as listed in 3.1c.
- e. Generally, an employee is required to have been employed for six (6) months prior to the financial year-end in order to be eligible for an annual salary increase in the immediate following financial year. This is subject to the discretion of the Chief Executive Officer if an

increase has been agreed on employment or if other circumstances exist that warrants the increase.

5. PROMOTIONAL INCREASES

- a. Promotional increases are considered in the event that an employee is promoted into a new role with concomitant additional duties, responsibilities and decision-making capacity.
- b. Should an employee be promoted to a higher level position, the employee's salary will be reviewed by the Chief Executive Officer according to the approved salary bands and job grades.

6. AD HOC SALARY ADJUSTMENTS

- a. Ad hoc salary adjustments may be authorised under exceptional circumstances if and when appropriate to address market-related and/or internal inconsistencies, subject to financial budget availability.
- b. Employees who have taken on additional responsibilities or accountabilities, may qualify for such adjustment outside the annual salary review process as do employees who have been identified as key talent and who need to be actively retained, specifically in the event of an employee possessing critical knowledge or skills.
- c. Adjustments are made by the Chief Executive Officer, subject to the Delegation of Authority as well as the approved salary bands. These ad hoc salary adjustments are noted by the Chief Executive Officer to the Remuneration Committee with justification.
- d. Ad hoc salary adjustments within the period three months prior to the annual remuneration review process are not generally considered, but may be justified at the discretion of the Chief Executive Officer.

7. AD HOC ALLOWANCES

- a. The Chief Executive Officer may, subject to the terms of the Delegation of Authority, offer to an employee a temporary ad hoc allowance as part of the employee's total cost of employment where the employee assumes additional duties and responsibilities beyond the scope of the job description or that are associated with a more senior position in Copper 360 for an extended period of time. As an assurance measure, this is noted to the Remuneration Committee.

8. DISCRETIONARY BONUSES

- a. Short-term incentives are intended to encourage particular behaviour and desired results and may be implemented from time to time at the discretion of the Chief Executive Officer and subject to Remuneration Committee approval. The bonus scheme is currently the only short term incentive available at Copper 360.
- b. The purpose of the bonus scheme is to reward past good performance and to incentivise future performance. As such, there should be clear linkage between performance levels and the bonus amounts rewarded.
- c. The Remuneration Committee may at its discretion, make available at the end of the financial year, a pool of funds to be distributed amongst employees eligible for bonuses. In exercising its discretion, the Remuneration Committee will have regard to the criteria set out below:

1. The bonus pool amount is determined by the Remuneration Committee on the basis of audited financial statements or on such other basis that in its discretion provides it with reasonable assurance concerning the accuracy of the financial results.
 2. The payment of bonuses, to the extent that they will result in an accounting deficit in Copper 360 financial statements, will not be approved by the Remuneration Committee.
 3. The financial performance against budget for the year under review and the strength of cash reserves are factors that are taken into account when deciding the bonus pool amount.
- d. The Remuneration Committee will decide the bonus amounts to be paid to the Executive Management from the total bonus pool amount approved.
 - e. The Chief Executive Officer is responsible for the allocation of the balance of the bonus pool amount to individual employees in his/her discretion. In doing so the relative contribution that an employee has made to the overall financial performance and strategic objectives of Copper 360 during the year under assessment is taken into account.
 - f. Formal performance reviews are conducted annually at the beginning of each new year for the previous year's contribution, which is used as a guide to the allocation of individual bonuses.
 - g. These bonuses are provided for in the year it relates to, but are generally paid out in the following year after the financial audit is complete. The Remuneration Committee may also decide to defer a portion of the bonus pool to a later date in the year as retention mechanism.
 - h. An employee is generally excluded from the bonus scheme, where:
 - i. the employee's performance was rated as being below expectation for the year under review; ii. the employee is not in Copper 360's employ on the day that the bonus payment is made; iii. the employee has been with Copper 360 for less than 3 months and his/her performance for the year has thus not been able to be assessed; or iv. any other justified factor.
 - i. An employee's bonus calculation is generally pro-rated, where:
 1. the employee has only been employed for a portion of the period under review; or
 2. the employee has been absent from the office for an extended period of time in the year under review; or
 3. any other justified factor.

Notwithstanding any of the exclusions above being applicable to an employee, a bonus may be awarded if in the discretion of the Chief Executive Officer it is justified, fair and responsible in the circumstances to make the bonus award to the employee.



Notice of annual general meeting

Copper 360 Limited

(Formerly Big Tree Copper Limited)

(Incorporated in the Republic of South Africa)

Registration number 2021/609755/06

JSE share code: CPR ISIN: ZAE000318531

("Copper 360" or "the Company" or "the Group")

Notice of annual general meeting ("AGM") of shareholders for the year ended 28 February 2023 ("Notice")

Notice is hereby given that the AGM of Copper 360's ordinary shareholders will be held on **Monday, 4 September 2023 at 11:00** entirely through electronic communication. Please refer to pages 63 to 65 of this Notice for the record dates as well as important information on electronic participation and voting at the AGM. The purpose of the AGM is to transact the business set out herein and to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out below. For ordinary resolutions numbers 1 to 11 to be adopted, the support of more than 50% of the total number of votes exercised by shareholders, present in person or by proxy, is required, except for ordinary resolution number 9 which requires the approval of at least 75% of the total number of votes exercised by shareholders in terms of the JSE Listings Requirements. For special resolutions 1 to 5 to be adopted, the support of at least 75% of the total number of votes exercised by shareholders, present in person or by proxy, is required.

References are made in this Notice to Copper 360's 2023 annual consolidated financial statements ("AFS") and integrated annual report ("IAR"). These documents are available on www.copper360.co.za.

Item 1: Presentation Of Annual Financial Statements And Reports

The AFS of the Group for the year ended 28 February 2023, together with the Audit Committee report and directors' report, will be presented to shareholders. These documents are available on www.copper360.co.za

Item 2: Re-Election Of Directors Retiring By Rotation

Ordinary Resolution 1: "Resolved that Rupert Smith, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director."

Ordinary Resolution 2: "Resolved that Mbendeni Humphrey Mathe, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director."

Explanatory note: The Company's memorandum of incorporation ("MOI") provides that at least one third of non-executive directors must retire by rotation at each AGM and may be re-elected if eligible. The Board considered the performance and contribution made by each director, and fully supports the re-election of each of the directors. Being eligible, each of these directors have offered themselves for re-election at the AGM.

Please refer to Annexure 1 of this Notice for the profiles of these directors.

Item 3: Nomination of Ekapa Consortium Director

Ordinary Resolution 3: "Resolved that Marcel Golding's nomination as director of the board be and is hereby confirmed."

Explanatory note: On 27 February 2023, the Company entered into agreements with the Ekapa Consortium ("Ekapa Agreements") in terms whereof, *inter alia*, the Ekapa Consortium has a contractual right to nominate a director to the board of the Company upon listing. Mr. M Golding is the nominated director for the Ekapa Consortium. The Ekapa Agreements

previously obtained the relevant shareholder approval; however, the Company MOI requires a separate ordinary resolution of the shareholders for all director appointments.

Item 4: Election Of Audit Committee Members

Ordinary Resolution 4: “Resolved that Anel van Niekerk, being eligible, be re-elected as a member of the Audit Committee until the conclusion of the Company’s next AGM.”

Ordinary Resolution 5: “Resolved, subject to the passing of Ordinary Resolution 2, that Mbendeni Humphrey Mathe, being eligible, be re-elected as a member of the Audit Committee until the conclusion of the Company’s next AGM.”

Ordinary Resolution 6: Resolved that Marcel Golding, being eligible, be elected as a member of the Audit Committee until the conclusion of the Company’s next AGM.”

Explanatory note: The reason for ordinary resolutions number 4, 5 and 6 is that the Company, being a public listed company, must appoint an audit committee and the Companies Act (2008) requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company.

Quinton Adams was a previous member of the Audit Committee, however, is no longer an independent non-executive director, due to having been appointed as executive director of the board. It is therefore suggested that M Golding be appointed to the committee.

Please refer to Annexure 1 of this Notice for the profiles of these audit committee members.

Item 5: Reappointment Of Independent Auditors For The 2024 Financial Year

Ordinary Resolution 7: “Resolved to reappoint Moore Pretoria as the independent registered auditors of the Company for the ensuing financial year, and to note Sindy Jonker as the designated audit partner.”

Explanatory Note: Shareholders are required to appoint auditors every year at the AGM. The Audit Committee has recommended the reappointment of Moore Pretoria as independent auditors for the 2024 financial year, with Sindy Jonker as the designated audit partner. The report of the Audit Committee, including its assessment of the auditors, can be found on pages 7 to 8 of the AFS.

Item 6: Placing The Authorised But Unissued Shares Under The Control Of The Directors And Authorising Directors To Issue Shares For Cash

Ordinary Resolution 8: “Resolved, pursuant to clause 7 (including sub-clauses) of the Company’s MOI, that the authorised but unissued ordinary shares in the capital of the Company be and are hereby placed under the control and authority of the directors of the Company and that the directors of the Company be and are hereby authorised and empowered to allot, issue and otherwise dispose of such ordinary shares to such person or persons on such terms and conditions and at such times as the directors of the Company may from time to time and in their discretion deem fit, subject to the provisions of the Companies Act (2008), the MOI of the Company and the JSE Listings Requirements, where applicable (each as presently constituted and amended from time to time); such authority to remain in force until the Company’s next AGM.”

Ordinary Resolution 9:

“Resolved that, subject to the restrictions set out below and subject to the provisions of the Companies Act, the JSE Listings Requirements and the Company’s Memorandum of Incorporation, the Directors of the Company be and are hereby authorised until this authority lapses at the next Annual General Meeting of the Company, provided that this authority shall not extend beyond 15 months, to allot and issue shares in the capital of the Company for cash on the following basis:

- the shares which are the subject of the general issue for cash must be of a class already in issue or, where this is not the case, must be limited to such shares, rights or options as are convertible into a class already in issue;
- the allotment and issue of shares for cash shall be made only to persons qualifying as “public shareholders”, and not to “related parties”; as defined in the JSE Listings Requirements, provided that if the company undertakes an equity raise via a bookbuild process, shares may be allotted and issued to related parties on the basis that such related parties may only participate in the equity raise at the maximum bid price of which they are prepared to take-up shares or at the book close price in accordance with the provisions contained in paragraph 5.52(f) of the JSE Listings Requirements;
- shares which are the subject of general issues for cash shall not exceed 61 969 212 Copper 360 ordinary shares, being no more than 10% of the Company’s total shares in issue (excluding treasury shares) as at the date of notice of this Annual General Meeting;

- accordingly, any shares issued under this authority prior to this authority lapsing shall be deducted from the 61 969 212 Copper 360 ordinary shares that the Company is authorised to issue in terms of this authority for the purpose of determining the remaining number of shares that may be issued in terms of this authority;
- in the event of a sub-division or consolidation of shares, prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- the maximum discount at which the shares may be issued is 10% of the weighted average traded price of such shares measured over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the shares adjusted for a dividend where the “ex” date of the dividend occurs during the 30-day period in question;
- after the Company has issued shares in terms of this general authority to issue shares for cash representing on a cumulative basis within a financial year, 5% or more of the number of shares in issue prior to that issue, the Company shall publish an announcement containing full details of that issue, including:
 - the number of shares issued;
 - the average discount to the weighted average traded price of the shares over the 30 business days prior to the date that the issue is agreed in writing between the Company and the party/ies subscribing for the shares; and
 - an explanation, including supporting information (if any), of the intended use of the funds.”

Explanatory note: The reason for ordinary resolution 9 is that, for the Company to issue shares for cash, it must obtain the prior authority of shareholders to the extent required under the JSE Listings Requirements. The effect of ordinary resolution 9, if passed, is to obtain such general authority from shareholders to issue shares for cash in compliance with the JSE Listings Requirements.

In terms of the JSE Listings Requirements, in order for ordinary resolution 9 to be adopted, the support of at least 75% of the total number of votes exercised by shareholders, present in person or by proxy, is required.

Item 7: Share issues in terms of Section 41(1) of the Companies Act

Special Resolution 1: “Resolved that the board be and is hereby authorised to issue a total of 1,527,777 ordinary Copper 360 shares to Pinotage Holdings (Pty) Ltd, GMBH and Proud Ventures (Pty) Ltd at R2,88 per share., in accordance with the respective investment notes”

Explanatory note: On 28 November 2022 and 26 February 2023, Pinotage Holdings (Pty) Ltd, GMBH and Proud Ventures (Pty) Ltd purchased investment notes (“GVT Note”) for an amount of R4 400 000. The investment notes entitle the entities to convert the investment notes into equity at a 30% discount to the placement price. The aforementioned entities are related to Gordon Victor Thompson (director of Copper 360) and the issue of shares to said entities is subject to authorisation by special resolution in terms of section 41(1) of the Companies Act. Such authorisation is accordingly sought at this meeting.

Special Resolution 2: “Resolved that the board be and is hereby authorised to issue a total of 165 555 ordinary Copper 360 shares to Renovo Metals (Pty) Ltd, at R3.60 per share.”

Explanatory note: Renovo Metals (Pty) Ltd incurred certain costs on behalf of Cape Copper Oxide in an amount of R595 998, which has been agreed will be settled through the issue of 165 555 Copper 360 shares at a 10% discount to the private placing price. The aforementioned entity is related to Paul Napoleon Hayes (a director of Shirley Hayes-IPK (Pty) Ltd) and the issue of shares to said entity is subject to authorisation by special resolution in terms of section 41(1) of the Companies Act. Such authorisation is accordingly sought at this meeting.

Item 8: Remuneration Policy

Ordinary Resolution 10: “Resolved to endorse, through a non-binding advisory vote, the Company’s remuneration policy, as set out in the Company’s 2023 Integrated Annual Report.”

Explanatory Note: The Company’s remuneration implementation report is set out in the Company’s 2023 Integrated Annual Report

Shareholders are reminded that in terms of King IV™, the passing of this ordinary resolution is by way of a non-binding vote. Should 25% or more of the votes cast vote against this ordinary resolution, the Company undertakes to engage with shareholders as to the reasons therefore. The manner and timing of such engagement will be communicated in the voting results announcement of the AGM.

Ordinary Resolution 11: “Resolved to endorse through a non-binding advisory vote, the Company’s Remuneration Implementation Report. as set out in the Company’s 2023 Integrated Annual Report.”

Explanatory Note: The Company’s remuneration implementation report is set out in the Company’s 2023 Integrated Annual Report.”

Shareholders are reminded that in terms of King IV™, the passing of this ordinary resolution is by way of a non-binding vote. Should 25% or more of the votes cast vote against this ordinary resolution, the Company undertakes to engage with shareholders as to the reasons therefore. The manner and timing of such engagement will be in the voting results announcement of the AGM.

Special Resolutions 3.1 to 3.12.: “Resolved that, the remuneration of the Company’s non-executive directors for the 2024 financial year, be approved each by way of separate special resolutions in terms of section 66 of the Companies Act (2008):

| Special resolution number | Copper 360 Board and Committee Chairman fees (in addition to meeting fees) | 2024 Fee Rand (excl VAT) |
|---------------------------|--|--------------------------|
| 3.1 | Chairman of the Copper 360 Board | |
| | Annual Stipend | R400 000 per year |
| | Oversight of SHIP | R1 375 000 per year |
| | Fee per board meeting | R70 000 per meeting |
| 3.2 | Deputy-Chairman of the Copper 360 Board | R65 000 per meeting |
| 3.3 | Chairman of the Copper 360 Audit and Risk Committee | R35 000 per meeting |
| 3.4 | Chairman of the Copper 360 Remuneration Committee | R35 000 per meeting |
| 3.5 | Chairman of the Copper 360 Social and Ethics and Nominations Committee | R35 000 per meeting |
| 3.6 | Chairman of the Copper 360 Strategy Committee | R35 000 per meeting |
| 3.7 | Copper 360 Board members | R45 000 per meeting |
| 3.8 | Copper 360 Audit and Risk Committee members | R25 000 per meeting |
| 3.9 | Copper 360 Remuneration Committee members | R25 000 per meeting |

| | | |
|------|--|---------------------|
| 3.10 | Copper 360 Social and Ethics and Nominations Committee members | R25 000 per meeting |
| 3.11 | Copper 360 Strategy Committee members | R25 000 per meeting |
| 3.12 | Copper 360 Operations Committee members | R25 000 per meeting |

Explanatory Note: The Companies Act (2008) requires that the remuneration of directors for their services as directors be approved by way of special resolution. The executive directors are not paid an additional fee for their services as directors and their remuneration is determined in terms of their employment contracts.

Item 9: General Authority To Repurchase Shares

Special Resolution 4: “Resolved that, the Company and/or any subsidiary of the Company be and is hereby authorised by way of a general approval as contemplated in section 48 of the Companies Act (2008) as amended, to acquire from time to time any of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the MOI of the Company, the provisions of the Companies Act (2008) and the JSE Listings Requirements, where applicable (each as presently constituted and amended from time to time).”

Explanatory Note: As it relates to Special Resolution 3, it is recorded that, as at the date of this Notice, the JSE Listings Requirements provide, *inter alia*, that the Company or any subsidiary of the Company may only make a general repurchase of the securities of the Company subject to the following:

- the repurchase of securities will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- authorisation thereto being given by the MOI of the Company;
- this general authority shall only be valid until the Company’s next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- in determining the price at which the Company’s securities are acquired by the Company in terms of this general authority, the maximum premium at which such securities may be acquired will be 10% (ten percent) of the weighted average of the market price at which such securities are traded on the JSE, as determined over the 5 (five) trading

days immediately preceding the date of the repurchase of such securities by the Company;

- the acquisitions of securities in the aggregate in any one financial year do not exceed 20% (twenty percent) of the Company's issued share capital from the date of the grant of this general authority;
- a resolution by the Board of directors authorising the repurchase, stating that the Company and its subsidiary/ies have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group;
- the Company or its subsidiaries will not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless the Company has in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and such repurchase programme has been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company must instruct an independent third party, which makes its investment decisions independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period;
- when the Company has cumulatively repurchased 3% of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made; and
- at any point in time, the Company shall only appoint one agent to effect any repurchase(s) on its behalf.

The JSE Listings Requirements require the following additional disclosure, some of which are elsewhere in this report of which this Notice forms part as set out below:

- **Major beneficial shareholders – refer to page 46 of the AFS;**
- **Share capital of the Company – refer to pages 45 to 47 of the AFS.**

Directors' responsibility statement

The directors, whose names are given in the IAR, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain

such facts have been made and that the special resolution contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the AFS, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since 28 February 2023.

Statement of Board's intention

The Board, at the date of this Notice, has no definite intention of repurchasing shares in Copper 360 on the open market of the JSE. It is, however proposed, and the Board believes it to be in the best interest of the Company, that shareholders pass a special resolution granting the Board a general authority to acquire its own shares and permit subsidiary companies of Copper 360 to acquire shares in the Company. Pursuant to a general repurchase other than shares repurchased by one or more of the subsidiary companies to be held as treasury shares, application will be made to the JSE for the cancellation and delisting of the shares in question. The cancellation of the shares will be effected by way of a reduction of the ordinary or preference share capital as the case may be.

Statement of directors

The Company's directors undertake that after considering the effect of such maximum repurchase, for a period of 12 (twelve) months following the date of this Notice:

- a. the Company and the Group will be in a position to repay their debts in the ordinary course of business;
- b. the assets of the Company and the Group, being fairly valued in accordance with IFRS and the accounting policies used in the latest AFS, will be in excess of the liabilities of the Company and the Group;
- c. the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
- d. the working capital will be adequate to continue the ordinary business purposes of the Company and the Group.

Item 10: Financial assistance

Special Resolution 5: "Resolved that in terms of section 44(3)(a)(ii) of the Companies Act (2008), the provision from time to time of financial assistance (whether by way of loan, guarantee, the provision of security or otherwise) by the Company to any related or inter-related company, for the purposes of, or in connection with, the subscription of any option, or

any securities, issued or to be issued by the Company or a related or inter-related company of the Company, or for the purchase of any securities of the Company or a related or inter-related Company of the Company, be and is hereby approved.”

Explanatory Note: Such approval shall be in place for a period of two years from the date of adoption of this special resolution number 4 and be subject further to section 44(3)(b) of the Companies Act (2008) which states that the Board may not authorise such financial assistance unless the Board is satisfied that (i) immediately after providing such financial assistance, the Company would satisfy the solvency and liquidity test contemplated in section 4 of the Companies Act (2008); and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Special Resolution 6: “Resolved that in terms of section 45(3)(a)(ii) of the Companies Act (2008), the provision from time to time of financial assistance (including lending money, guaranteeing a loan or other obligation and securing any debt or obligation) by the Company to any related or inter-related company of the Company, be and is hereby approved.”

Explanatory Note: Such approval shall be in place for a period of two years from the date of adoption of this special resolution and be subject further to section 45(3)(b) of the Companies Act (2008) which states that the Board may not authorise such financial assistance unless the Board is satisfied that

- (i) immediately after providing such financial assistance, the Company would satisfy the solvency and liquidity test contemplated in section 4 of the Companies Act (2008);
and

the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Important information regarding attendance, participation and voting at the AGM

Record dates

The Board of Directors has set the record date on which shareholders must be recorded in the share register in order to be entitled to receive this Notice as Friday, 28 July 2023. The record date in respect of participation and voting at the AGM is Friday, 25 August 2023, and

the last date to trade in respect of participation and voting at the AGM is Tuesday, 22 August 2023.

Electronic participation

The 2023 AGM will be held entirely through electronic communication, as provided for in section 63(2)(a) of the Companies Act. The Company's MOI does not prohibit electronic meetings. Shareholders who wish to participate in the AGM, including proxy holders, will be required to submit the duly completed Electronic Participation Form, found on page 25 of this Notice, together with the relevant documents to The Meetings Specialist (Pty) Ltd ("TMS Meetings"), as provided for on the form. Shareholders are strongly encouraged to complete their verification well ahead of time. Once your shareholding, identity and authority (if the shareholder is not an individual) has been verified by TMS Meetings, you will be provided with details on how to join the AGM web stream. A live voting function will be available, however, shareholders are requested to send their duly completed voting forms to The Meeting Specialist (Pty) Ltd via email before the AGM, or at the close of voting at the latest. Shareholders that choose not to participate in the AGM can still submit their proxy forms as usual.

Holders of Copper 360 shares through a nominee should timeously make the necessary arrangements with that nominee or, if applicable, CSDP or broker to enable them to attend and vote at the AGM or to enable their votes in respect of their Copper 360 shares to be cast at the AGM by that nominee or a proxy or a representative. The completion of the form will not preclude the member from subsequently attending the AGM.

Voting instructions

Dematerialised shareholders

NB: Dematerialised shareholders whose shares are held in a nominee account must not complete the attached form of proxy. If your Copper 360 shares are dematerialised and are held in a nominee account, then your CSDP (Central Securities Depository Participant, or "Participant" as defined in the Financial Markets Act, 2012) or broker should contact you to ascertain how you wish to cast your vote at the AGM and thereafter cast your vote in accordance with your instructions. If you have not been contacted it would be advisable for you to contact your CSDP or broker and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, or, if the mandate is silent in this regard, to abstain from voting. Unless you advise your CSDP or broker timeously in terms of your agreement by the cut-off time advised by them that you wish to participate in the AGM or send a proxy to represent you, your CSDP broker will assume you do not wish to attend the AGM or send a proxy. If you wish

to participate in the AGM, request the necessary letter of representation from your CSDP or broker, and submit this letter together with the **Electronic Participation Form on page x**.

“Own Name” Shareholders

Registered holders of dematerialised Copper 360 shares in their own name and who are unable to attend the AGM and who wish to be represented at the AGM, must complete and return the attached Form of Proxy in accordance with the instructions contained in the Form of Proxy.

The completed Forms of Proxy and duly completed must be lodged with TMS Meetings at One Exchange Square, 2 Gwen Lane, Sandton, 2196 or by post to PO Box 62043, Marshalltown, Johannesburg, 2107 (at own risk), or via email to proxy@tmsmeetings.co.za by 12h00 on Friday, 1 September 2023. Any forms of proxy not provided to TMS Meetings by this time may be handed to the Chairman of the AGM at any time before the appointed proxy exercises any shareholder rights at the AGM.

If you appoint someone other than the chairman of the AGM as your proxy and want them to participate in the AGM, the duly completed electronic participation on page X form should also be submitted.

Joint Holders

The Company’s MOI provides that any one of the joint holders of shares may vote either personally or by proxy at any meeting as if they were solely entitled to exercise that vote, and, if more than one of those joint holders participate at the AGM, either personally or by proxy, the joint holder who tenders a vote (including an abstention) and whose name stands in the Securities Register before the other joint holder(s) will be the one entitled to vote.

By order of the Board

Philip Venter Attorneys

Group company secretary

Pretoria

7 August 2023

Annexure 1: Profile of directors



Shirley Ann Hayes (54)

Non-executive Chairman (not independent)

Shirley is a Miner and entrepreneur by profession and has built SHIP over the past 15 years from a start-up company to a significant company. Her key strengths are that she is practical and pragmatic with a strong focus on task execution and ethics. She has a blasting certificate and has graduated from the school of practical learning. She has 32 years of practical experience in how to build and run extractive businesses.



Jan P Nelson (52)

Chief Executive Officer

Jan is a geologist by profession and holds a B.Sc. (Hons) degree in Earth Sciences. Jan has over 28 years of practical experience in management, mine production, exploration and team building. Jan has been the CEO of companies listed on the JSE, London's AIM market and the Canadian TSX-V. Jan has been instrumental in building several junior companies most notably Pan African Resources which he started with a market capitalisation of less than ZAR250m and grew it to a company with a market capitalisation in excess of ZAR5 billion with over 5,000 employees. Jan was also instrumental in listing Pan African Resources on the JSE Alt-X and later Main Board with it being the first dual primary AIM listing.



Rupert Smith (64)

Non-Executive Deputy Chairman

Rupert is a lawyer by profession and holds a BA LLB degree. He has over 40 years of experience and is the founder of the Tabacks legal firm, one of South Africa's premier law firms. He has many years of experience in mining specific deals and structuring with most of the major South African Mining Houses. Rupert is also a mining entrepreneur who has been instrumental in the building of several junior mining companies. Rupert's key strengths are being structured, logical, disciplined with a strong focus on negotiation and strategy.



Gordon Thompson (60)

Chief Operating Officer

Gordon is an engineering focused mining executive with 30 years of hands-on operational experience in both major and junior categories, holding both senior leadership and CEO positions. Successful experience in large project engineering design, definitive study, project development and operations. International experience in mechanised surface (open cut) and shallow to ultra-deep underground mining operations expertise developed in Western Australia, West Africa, Mali, DRC, Brazil and Southern Africa. He is a proven results driven leader with direct technical and commercial work experience in the international mining industry.



Stephan Du Plessis (57)

Chief Financial Officer

Stephan has 33 years of practical experience and holds a M Com (Management Accounting) degree and is a Chartered Accountant (SA). He has, *inter alia*, served as the head of Mergers and Acquisitions for Deutsche Bank and Bank of America Merrill Lynch in South Africa and has extensive international corporate advisory experience. He has a particularly strong background in the mining sector, having advised several global mining corporations. Stephan has been involved in the listing, building and structuring of several companies on local and international exchanges. Over the last 8 years, he has been acting both as investor principal and advisor in the mineral resources field. Stephan's key strengths are being logical, solution driven, practical and having an aptitude for working with numbers.



Dr. Mbendeni Humphrey Mathe (72)

Independent Non-Executive Director

Humphrey has over 47 years of experience and holds a Ph.D. in geology. Humphrey is the chairman of a large South African listed coal company and has served on the Board of many South African companies. Humphrey is also part of the parliamentary oversight committee for Mineral Resources. Humphrey's key strengths are that he is a good listener, firm yet fair, pragmatic and conciliatory.



Anel Van Niekerk (46)

Independent Non-Executive Director

Anel has over 22 years of experience and holds a B. Com Accounting (Hon) degree and is a Chartered Accountant. She is the Chief Financial Officer of a large manganese producer and has local and international experience in listed and unlisted companies. Her strengths are that she is logical, pragmatic, goal orientated and has an affinity for numbers.



Quinton Adams (53)

Independent Non-Executive Director

Quinton has over 25 years of experience and is in the process of completing a Ph D, is a psychologist and ethnographic researcher. Quinton has been a lecturer at the university of Stellenbosch and is also known as the shack builder delivering on building houses in his personal capacity for the poor in the townships. Quinton is responsible for driving strategic planning for several large international companies. His strengths are his social network knowledge, compassion for people, strategic thinking and pragmatic approach.



Marcel Golding (63)

Independent Non-Executive Director

Marcel served as executive Chairperson of Hosken Consolidated Industries Limited and Chief Executive Officer of e-tv until 2014. Prior to this, he was a member of parliament and Deputy General Secretary of the National Union of Mineworkers. Marcel currently runs a private family investment portfolio.

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FORM OF PROXY

Copper 360 Limited

(Formerly Big Tree Copper Limited)

(Incorporated in the Republic of South Africa)

Registration number 2021/609755/06

JSE share code: CPR ISIN: ZAE000318531

("Copper 360" or "the Company" or "the Group")

For use only by shareholders who:

1. Hold their shares in certificated form; or
2. Hold dematerialised Copper 360 ordinary shares in their own name.

Shareholders are requested to deposit forms of proxy at the office of the meeting scrutineers, The meeting Specialist (Pty) Ltd ("TMS Meetings"), One Exchange Square, 2 Gwen Lane, Sandton, 2196 or by post to PO Box 62043, Marshalltown, Johannesburg, 2107 (at own risk), or via email to proxy@tmsmeetings.co.za by 09h00 on Monday, 4 September 2023. Any forms of proxy not lodged by this date and time may still be sent to these email addresses prior to the commencement of voting at the AGM.

Note: Dematerialised shareholders holding shares other than with "own name" registration who wish to participate in the electronic AGM must inform their CSDP or broker of their intention to do so and request their CSDP or broker to issue them with the necessary letter of representation, to be submitted to TMS Meetings with the Electronic Participation Form on page 76 of this Notice. Dematerialised

shareholders that do not wish to participate in the electronic AGM may provide their CSDP or broker with their voting instructions. These shareholders must not use this form of proxy.

I/We (please print name in full) _____

of (address) _____

being a shareholder(s) of Copper 360 and holding _____ ordinary shares,

hereby appoint (name in block letters)

1. _____ or failing them
2. _____ or failing them
3. the Chairman of the AGM.

As my/our proxy to act for me/us at the AGM which will be held on Monday, 4 September 2023 at 11:00 by electronic communication for the purposes of considering and, if deemed fit, passing with or without modification, the resolutions below and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name(s).

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Please indicate with and "X" in the appropriate spaces how you wish to cast your vote.

| | Ordinary resolutions | For | Against | Abstain |
|---|--|------------|----------------|----------------|
| 1 | Re-election of Rupert Smith as a director of the Company | | | |
| 2 | Re-election of Mbendeni Humphrey Mathe as a director of the Company | | | |
| 3 | Confirmation of Marcel Golding as a director of the Company | | | |
| 4 | Re-election of Anel van Niekerk as member of the Audit Committee | | | |
| 5 | Re-election of Mbendeni Humphrey Mathe as member of the Audit Committee | | | |
| 6 | Election of Marcel Golding as member of the Audit Committee | | | |
| 7 | Re-appointment of Moore Pretoria as independent auditors for the 2024 financial year | | | |
| 8 | Placing the authorised but unissued shares under the control of the directors | | | |

| | | | | |
|------|--|--|--|--|
| 9 | Authorising the directors to issue shares for cash – limited to 15% | | | |
| 10 | Non-binding advisory vote on the Company's Remuneration Policy | | | |
| 11 | Non-binding advisory vote on the Company's Implementation Report | | | |
| | Special resolutions | | | |
| 1 | Approval to issue shares in terms of GVT investment notes | | | |
| 2 | Approval to issue shares to PN Hayes | | | |
| 3.1 | Approval of annual retainer fees for chairman of Copper 360 Board | | | |
| 3.2 | Approval of annual retainer fees for chairman of the Copper 360 Audit Committee | | | |
| 3.3 | Approval of annual retainer fees for chairman of Copper 360 Remuneration Committee | | | |
| 3.4 | Approval of annual retainer fees for chairman of Copper 360 Social and Ethics Committee | | | |
| 3.5 | Approval of per meeting fee for chairman of Copper 360 Nominations Committee | | | |
| 3.6 | Approval of annual retainer fees for Copper 360 Board members | | | |
| 3.7 | Approval of annual retainer fees for Copper 360 Audit Committee members | | | |
| 3.8 | Approval of annual retainer fees for Copper 360 Remuneration Committee members | | | |
| 3.9 | Approval of annual retainer fees for member of Copper 360 Social and Ethics Committee | | | |
| 3.10 | Approval of per meeting fee for Copper 360 Nomination Committee members | | | |
| 4 | General Authority to repurchase ordinary shares | | | |
| 5 | Approval for the provision of financial assistance in terms of section 44(3)(a)(ii) of the Companies Act, 2008 | | | |
| 6 | Approval for the provision of financial assistance in terms of section 45(3)(a)(ii) of the Companies Act | | | |

Signed at _____ on _____ 2023

Signature _____

Assisted by (where applicable) _____

Please read the notes below.

Notes to form of proxy

1.A proxy appointment must be in writing, dated and signed by the shareholder and remains valid for the duration of the AGM and any adjournment or postponement thereof, unless the shareholder indicates otherwise on the form or the shareholder revokes the proxy by cancelling it in writing, or making a later inconsistent appointment of a proxy and delivering such documents to the transfer secretaries.

2.The completion and lodging of this form will not preclude the relevant shareholder from participating the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should such shareholder wish to do so.

3.A shareholder may insert the name of a proxy or the name of an alternative proxy in the blank spaces provided, with or without deleting “the Chairman of the AGM”. A proxy does not necessarily need to be a shareholder of the Company.

4.Shareholders should insert an “X” in the appropriate space according to how they wish their votes to be cast. Alternatively, if a shareholder wishes to cast their votes in respect of a lesser number of shares that they own or represent, this should be indicated by the insertion of the relevant number of votes in the space provided. Failure to comply with the above will be deemed to authorise the proxy holder to vote or abstain from voting at the AGM as they deem fit in respect of all the shareholder’s votes exercisable thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or his proxy or cast them in the same way.

5.Any alteration or correction made to this form must be initialled by the signatory/ies.

6.Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries or waived by the chairman of the AGM.

7.The chairman of the AGM may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.

8.A proxy may delegate the proxy’s authority to act on behalf of the shareholder to another person unless the shareholder indicates otherwise on the proxy form.

9.A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.

10. Where there are joint holders of any shares any one holder may sign this form of proxy; and the vote(s) of the shareholder whose name appears first in the Company's securities register who tenders a vote (including an abstention), whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

Electronic Participation Form

Full name of participant

ID number:

Email address:

*Note: this email address will be used by TMS Meetings to share the meeting invitation required to access the AGM electronically.

Cell number:

Telephone number:

*Note: The electronic platform to be utilised for the AGM does provide for electronic voting during the meeting. However, Shareholders are strongly encouraged to submit votes by proxy in advance of the AGM, by completing the proxy form.

Indicate (by marking with an X) whether:

votes will be submitted by proxy (in which case, please enclose the duly completed Form of Proxy with this form) rather than seeking to vote during the AGM;

or

the Participant wishes to exercise votes during the AGM. If this option is selected, TMS Meetings will contact you to make the necessary arrangements.

Signature:

Date:

Terms and conditions for participation in the AGM via electronic communication

1. Documentary evidence establishing the authority of the named person, including any person acting in a representative capacity, who is to participate in the AGM, must be attached to this application.
2. A certified copy of the valid identity document/passport of the person attending the AGM by electronic participation, including any person acting in a representative capacity, must be attached to this application.
3. The cost of electronic participation in the AGM is for the expense of the Participant and will be billed.
4. The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies Copper 360, JSE Investor Services, TMS Meetings and their third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Copper 360, JSE Investor Services, TMS Meetings and their third-party service providers whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the AGM.
5. The application to participate in the AGM electronically will only be deemed successful if this Electronic Participation Form has been completed fully and signed by the Participant.