DISCLOSURE COMMITTEE – TERMS OF REFERENCE

Adopted by the Board of Meridian Mining plc on 24 April 2026

1 CONSTITUTION

1.1 The disclosure committee (**Committee**) was constituted as a committee of the board of directors (**Board**) of Meridian Mining plc (**Company**) on 24 April 2026 in accordance with the articles of association of the Company. These terms of reference were approved by the Board at the same meeting.

1.2 The Committee has the delegated authority of the Board in respect of the roles and responsibilities set out in these terms of reference. Such roles and responsibilities may also be exercised by the Board at its discretion.

1.3 The Board has also delegated to the Committee its responsibility for the oversight of control and notification of Related Party Transactions under the rules, regulations and guidance on related party transactions contained in Chapter 8 (**UKLR 8**) of the Financial Conduct Authority's (**FCA**) UK Listing Rules (**UKLRs**), which the Company is required to comply with as a company listed in the Equity Shares (Commercial Companies) category; and (ii) applicable Canadian securities laws

2 THE COMMITTEE'S ROLES AND RESPONSIBILITIES

Inside information

The Committee shall:

2.1 consider and decide whether information provided to the Committee is inside information and, if so, the date and time at which that inside information first existed within the Company;

2.2 monitor, with the assistance of relevant persons (such as the Company Secretary or relevant project manager), the status of confidential information (for example, relating to projects or transactions) that could potentially become inside information;

2.3 consider whether the existence of inside information gives rise to an obligation to make an announcement as soon as possible and, if so, the nature and timing of that announcement or whether the conditions to delay have been met meaning it is permissible to delay the announcement, and to decide whether it should designate such information as inside information and make an announcement as soon as possible or delay the announcement (as applicable);

2.4 approve any announcements containing inside information for publication through a Regulatory Information Service (**RIS**);

2.5 prepare and verify announcements for notification of a related party transaction to a RIS in accordance with the FCA's Disclosure Guidance and Transparency Rules (**DTRs**) and the UKLRs;

2.6 consider when disclosure of inside information is delayed, to:

(a) maintain all Company records;

(b) monitor the conditions permitting delay to ensure they continue to be met;

(c) prepare any notification to the Financial Conduct Authority regarding the delay in disclosure; and / or

(d) prepare any explanation to the Financial Conduct Authority of how the conditions for delay were met,

2.7 refer to the Board, if practicable, any decision to make an unplanned announcement about trading or about an event or development, or, if a meeting of the Board cannot be convened sufficiently quickly, to take such a decision;

2.8 consider the requirement for an announcement in the case of rumours about the Company which might amount to inside information or, in the case of a leak of inside information, whether a holding statement should be made;

Review and approval of announcements and publications

2.9 review the scope and content of any announcement the Company proposes to release through a Regulatory Information Service, including announcements related to significant transactions and related party transactions, other than an announcement of a routine nature or that has been considered and approved by the Board;

2.10 approve any significant transaction announcements for publication through a RIS;

2.11 review the steps taken to ensure that any announcement within the remit of the Committee in accordance with paragraph 2.8 is not incorrect or incomplete (including, where considered to be appropriate by the Committee chair, reviewing any relevant verification materials);

External advice

2.12 take external advice (including from the Company's brokers and external lawyers) where it considers this is appropriate, for example, in relation to establishing whether inside information exists, whether the conditions to delay have been (or continue to be) met and the form of any announcement or holding statement;

Regular reporting and corporate transactions

2.13 review each of the following to ensure that, to the Committee's knowledge, such public disclosures properly record and disclose all required material information:

(a) preliminary results announcement;

(b) annual report;

(c) half-yearly report;

(d) quarterly results announcement; and

(e) materials to be presented to and shared with stakeholders at events such as investor roadshows, and/or website disclosures and publications.

2.14 review the steps taken to ensure that any results announcement, report or other public disclosure reviewed by the Committee in accordance with paragraph 2.13 is not incorrect or incomplete (including, where considered to be appropriate by the Committee chair, reviewing any relevant verification materials and/or external assurance processes and materials);

Systems and controls

2.15 approve and keep under review the design, implementation and evaluation of the Company's controls and procedures relating to inside information and disclosure, including reviewing the Disclosure Policy and Securities Dealing Code from time to time;

2.16 To alert the Company Secretary to the existence of any inside information which requires the creation of new, or amendments to existing, insider lists

Training

2.17 ensure a suitable induction process is available to new members of the Committee and ongoing training is available where appropriate;

2.18 recommend appropriate training regarding inside information (including the identification, handling and escalation of such information) for members of the Board and employees likely to have access to inside information.

Related Party Transactions

2.19 determining whether a transaction/arrangement is a related party transaction, appointing a sponsor where appropriate and approving the issue of regulatory announcements, circulars and other related documents; and

Other

2.20 carry out all such other actions as are considered by the Committee to be required in order for the Committee to operate effectively.

3 MEMBERSHIP AND QUORUM

3.1 The Committee must have at least five members. Members of the Committee shall be appointed by the Board but shall at all times include the Chief Executive Officer, Chief Financial Officer and the Company Secretary.

3.2 As at the date of the adoption of these terms of reference, the Committee shall comprise:

(a) the Chief Executive Officer (being at the date of these terms of reference, Gilbert Clark);

(b) the Chief Financial Officer (being at the date of these terms of reference, David Halkyard);

(c) the Company Secretary (being at the date of these terms of reference, Catherine Apthorpe);

(d) the Company's President (being as the date of these terms of reference, Adrian McArthur); and

(e) the Senior Vice President Corporate Development (being at the date of these terms of reference, James McLucas).

3.3 The chair of the Committee shall be the Chief Executive Officer. In the absence of the Committee chair and/or an appointed deputy, the remaining members present may elect one of the members present to chair the meeting.

3.4 Committee members shall have the right to appoint an alternate to attend on their behalf, provided they have similar expertise to the appointing member and with the permission of the Committee chair.

3.5 Only members of the Committee have the right to attend Committee meetings but the Committee may invite others to attend all or part of any meeting, if it thinks it is appropriate or necessary.

3.6 The quorum necessary for the transaction of business is two members, one of which must be a member of the finance function. Where the Chief Financial Officer is not present, at least one other member knowledgeable in financial reporting should attend any meeting convened to review the Company's financial results announcements.

3.7 A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3.8 The Company's Corporate Governance and Nomination Committee shall recommend the composition of the Committee (including the Committee chair) to the Company's Board, who shall oversee the formal appointment of Committee members and the Committee chair.

4 MEETING ADMINISTRATION

4.1 The Committee shall meet at such times as shall be necessary or appropriate to fulfil its responsibilities. The Committee may hold meetings at a physical place or by means of any electronic facility (or both in respect of the same meeting).

4.2 Where it is not possible to hold a meeting in person or by telephone/video conference, or as otherwise deemed appropriate by the Committee chair, decisions of the Committee can be made by email if approved by at least a quorum of members.

4.3 Meetings of the Committee are called by the secretary of the Committee at the request of the Committee chair or any other Committee member and can be called on short or immediate notice.

5 SECRETARY AND MINUTES

5.1 The Company Secretary or such person as the Company Secretary nominates acts as the secretary of the Committee.

5.2 The secretary should aim to circulate information and materials relevant to the business of the meeting to Committee members as soon as practicable. It is acknowledged, however, that it may not always be possible for information and materials to be circulated in advance of a meeting.

5.3 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

5.4 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, and if the chair thinks it is appropriate to do so, minutes shall be made available to the Board.

6 REPORTING

6.1 The chair shall be responsible for keeping the Board apprised of material developments in connection with the Committee's business to the extent the chair considers it appropriate to do so.

6.2 The Committee shall make such recommendations to the Board as it deems appropriate on any area within its remit.

7 OTHER MATTERS

The Committee must:

7.1 have access to sufficient resources to carry out its duties, including access to the company secretariat and external auditor, broker, legal or other professional advisers for advice and assistance as required on all Committee matters;

7.2 oversee any investigation of activities which are within its terms of reference;

7.3 have full access to all of the Company's books, records, facilities, personnel and other resources, as required, in order to carry out its duties; and

7.4 work and liaise as necessary with all other Board committees, ensuring the interaction among committees and with the Board is reviewed regularly.

8 AUTHORITY

The Board authorises the Committee to:

8.1 undertake any activity within its terms of reference;

8.2 seek any information from any employee, contractor, consultant or other provider of services to the Company that the Committee requires to perform its duties, and call any such person to be questioned at a Committee meeting, as and when required; and

8.3 obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense, and invite persons giving such advice to attend Committee meetings.