



ANGLO PACIFIC GROUP PLC
DISCLOSURE COMMITTEE (the "Committee")

TERMS OF REFERENCE

Adopted by the Board of Anglo Pacific Group PLC (the "Company") on 21 August 2019

1. Formation and purpose

- 1.1. The Committee has been established by a resolution of the board of directors of the Company as a committee of the Board.
- 1.2. The Committee has been established to assist and inform the decisions of the Board concerning the identification of inside information and to make recommendations as to how and when the Company should disclose that information, in accordance with all applicable legal and regulatory requirements including:
 - a) the UK version of the Market Abuse Regulation (2014/596/EU), which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 ("**MAR**");
 - b) the UK version of the Implementing Regulation on public disclosure of inside information and delaying disclosure of inside information (2016/1055/EU), which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 ("**Inside Information Implementing Regulation**");
 - c) the UK version of the Implementing Regulation on the format of insider lists (2016/347/EU), which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 ("**Insider List Implementing Regulation**");
 - d) the Financial Conduct Authority ("**FCA**") Disclosure Guidance and Transparency Rules ("**DTRs**") and Listing Rules ("**LRs**") and associated guidance; and
 - e) the Company's inside information policy ("**Inside Information Policy**").
- 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:
 - a) Rule 7.3 (DTR 7.3) of the FCA's DTRs, which the Company is legally required to comply with;
 - b) Chapter 11 (LR 11) of the LRs, which the Company complies with on a voluntary basis; and
 - c) applicable Canadian securities laws.

2. Membership

The members of the Committee shall include the Chief Executive Officer, the Chief Financial Officer, the Company Secretary, the General Counsel and the Chief Investment Officer.

3. Quorum

3.1. The quorum for a meeting or decision of the Committee shall be 2, comprising any of the following:

- a) the Chief Executive Officer and the Chief Financial Officer; or
- b) an executive director of the Company and the General Counsel,

but, in the event of a disagreement when only two members are participating in a decision, a third member shall be required in order to reach a decision.

3.2. A meeting of the Committee at which a quorum is present, or a decision of sufficient members of the Committee to constitute a quorum without convening a meeting, shall have the power to exercise all of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Proceedings of the Committee

4.1. There shall be no notice requirement for the convening of meetings of the Committee and a quorum of members of the Committee may reach a decision in any reasonable manner without notice to the other members and without convening a meeting of the Committee.

4.2. The members of the Committee shall regulate their proceedings as they see fit, taking into account the Company's obligations to comply with MAR, and in particular the primary obligation to ensure that any inside information in relation to the Company is announced to the market as soon as possible.

5. Authority

5.1. The Committee is authorised by the Board, at the expense of the Company, to carry out any steps within its terms of reference. It is authorised to seek any information it requires from any employee in order to perform its duties, and all employees are directed to co-operate with any requests made by the Committee. It is also authorised to delegate the implementation of its decisions to any relevant officers or employees of the Company or its advisers, as it considers necessary.

5.2. The Committee is authorised by the Board to obtain external professional advice at the expense of the Company and to secure the attendance of third parties with relevant experience and expertise at meetings of the Committee if it considers this necessary.

5.3. These terms of reference may be amended from time to time by the Board.

6. Duties

The Committee shall carry out or procure the carrying out of, the following duties:

6.1. Assessing and monitoring of information

- a) assessing whether information which directly concerns the Company is "inside information", as defined in Article 7 of MAR;
- b) for information that might in the future become inside information, anticipating when such information might become inside information and continuing to monitor such information; and
- c) monitoring market rumour, press speculation and any variance between the Company's performance and its own forecasts or any changes in the Company's circumstances and considering whether an announcement via a Regulatory Information Service (an "RIS") is required.

6.2. Related Party Transactions

- a) determining whether a transaction/arrangement is a related party transaction and approving the issue of regulatory announcements, circulars and other related documents;

6.3. Information that is inside information

- a) when information is determined to be inside information procuring the disclosure of that inside information to an RIS as soon as possible in accordance with paragraph 6.6 below; or
- b) in the event that it is permissible to delay the disclosure of that inside information, complying with the procedures for a delay period set out in paragraph 6.4 below;

6.4. Delay in the disclosure of inside information

- a) assessing whether it is permissible to delay the disclosure of inside information in accordance with Article 17(4) of MAR, including a decision as to whether the following conditions can be met:
 - i. the legitimate interests of the Company would likely be prejudiced if the inside information was immediately disclosed;
 - ii. the delay in the disclosure of inside information is not likely to mislead the public; and
 - iii. the Company can ensure the confidentiality of the inside information during the period of delay,

(together, the "Conditions");

- b) arranging for an internal record of any delay (including an explanation as to how the Conditions are fulfilled and the identity of all those involved in the decision to a delay) to be prepared and maintained in accordance with Article 4(1) of the Inside Information Implementing Regulation and Article 17(4) of MAR;

- c) assessing, on a regular basis for how long the disclosure of inside information should and can be delayed and whether the Conditions are still being fulfilled;
- d) assessing whether inside information may be disclosed selectively to third parties in accordance with Articles 10(1) and 17(8) of MAR and DTR 2.5.7;
- e) ensuring that market soundings are not conducted by officers or employees of the Company without the prior consent of the Committee and overseeing the terms of the Company's participation in any market sounding;
- f) ensuring that a holding or leak announcement is ready for release;

6.5. Approval of share dealings

- a) where required to do so under the Company's Share Dealing Policy, approve dealings relating to the Company's Securities (each as defined therein).

6.6. Announcement of inside information and related party transaction

- a) preparing and verifying announcements for notification of inside information to an RIS in accordance with the requirements in Article 2(1) of the Inside Information Implementing Regulation (including that an announcement containing inside information must identify in the announcement that it contains inside information);
- b) preparing and verifying announcements for notification of a related party transaction to a RIS in accordance with the DTRs and LRs;
- c) arranging for the posting of information announced to an RIS on the Company's website by the beginning of the business day following the day of the RIS announcement and ensure that it is kept and maintained on the website for a period of at least five years;
- d) ensuring that the Company website complies with the requirements in Article 3 of the Inside Information Implementing Regulation, including that access to the website is non-discriminatory and free of charge, the inside information is easy to find and located in a dedicated section of the website, in chronological order, showing the date and time of the release of the inside information;
- e) when Inside Information is announced following a delay in disclosure, arranging for a notification of a delay to be sent to the FCA immediately after the announcement and, where requested by the FCA, arranging for a written explanation of the delay to be sent to the FCA, in accordance with Article 4 of the Inside Information Implementing Regulation and Article 17(4) of MAR;

6.7. Insider list

- a) arranging for the Company's insider list to be prepared in the prescribed format, updated when details change and maintained for a period of at least five years, in accordance with the requirements in Article 18 of MAR and the Insider List Implementing Regulation;

- b) monitoring and assessing which officers and employees (if any) should be listed on any project insider list from time to time;
- c) procure that personal information of officers and employees is kept up-to-date on the Company's systems and that there is an effective system in place for the collation of all personal information of such individuals on an insider list;
- d) arrange that individuals on the Company insider list are notified of their duties;
- e) ensure that advisers and other persons acting on the Company's behalf or on its account also comply with their obligation to compile insider lists;

6.8. Control of Inside Information

- a) ensuring that the Company's procedures and systems, including the Inside Information Policy itself are adequate to:
 - i. deny access to inside information to persons other than those who require it for the exercise of their function within the Company;
 - ii. procure that Company employees with access to inside information are properly storing, protecting and managing the inside information to ensure that there is no unauthorised access to the inside information, including effectively using confidentiality barriers and other arrangements;
 - iii. enable effective dissemination of information to the Committee from within the Company and all group companies;
 - iv. ensure the confidentiality of inside information during any period of delay in announcement; and
 - v. ensure that where inside information has been inadvertently disclosed, the Committee is immediately notified;
- b) reviewing such procedures and systems periodically;

6.9. Records

- a) ensuring that the following records are fully completed and kept for a period of at least five years:
 - i. the Company's insider list;
 - ii. records of a delay in disclosure of inside information;
 - iii. any notifications or explanations sent to the FCA in relation to a delay in disclosure of inside information;

- iv. all decisions of the Committee and reasons for such decisions, including instances when the Committee decides that information is not inside information; and
 - v. any procedures put in place or changes to procedures to ensure the effective dissemination of information;
- b) ensuring that the individuals responsible for making certain decisions are clearly identified in the relevant records;
 - c) maintaining a list of related parties for the purposes of both the LRs and the DTRs and ensuring its periodic review and updating;

6.10. **Other**

- d) taking any other action it sees fit to ensure that the Company complies with its requirements in relation to the disclosure of inside information; and
- e) reviewing and, where necessary, proposing the amendment of these terms of reference, the Inside Information Policy and the Related Party Transactions Policy.

Approval History

Date	Version	Approved By	Details
21/08/2019	1.0	The Board of Directors	Establishment of the Group's Disclosure Committee