SA KHADINANG LIMITED

Registration No.: 2020/230887/06

MOI Registration/Reference No.: K2020230887

INTERNATIONAL BUSINESS EXCHANGE (IBE)

IBE CHARTER

Adopted by the Board of SA Khadinang Limited

Date: 14 September 2026

ARTICLE 1 — NAME

The platform shall be known as:

INTERNATIONAL BUSINESS EXCHANGE (IBE)

IBE may use the abbreviation IBE in its international business activities.

ARTICLE 2 — FOUNDING ENTITY AND FOUNDER PARTNER

2.1 IBE is established as a strategic business platform and initiative of:

SA KHADINANG LIMITED

Registration No.: 2020/230887/06

MOI Registration/Reference No.: K2020230887

2.2 SA Khadinang Limited shall be recognised as the:

FOUNDER PARTNER AND FOUNDING ENTITY OF IBE.

2.3 SA Khadinang shall provide the initial corporate, strategic, governance and coordination framework for IBE.

2.4 Unless a separate legal entity is established and approved, IBE shall not be represented as a separate incorporated company.

2.5 Additional Founder Partners may be appointed in accordance with this Charter and applicable approvals.

2.6 No Founder Partner shall acquire ownership of SA Khadinang merely by participating in IBE.

ARTICLE 3 — VISION

“Connecting South Africa to the World through Business, Investment, Trade and Economic Opportunity.”

IBE seeks to create a structured international network through which businesses, investors, institutions and communities can identify and develop legitimate commercial opportunities.

ARTICLE 4 — MISSION

IBE’s mission is to:

- connect international and South African businesses;
- facilitate investment relationships;
- promote trade;
- support entrepreneurship;
- facilitate responsible mining investment;
- connect investors with infrastructure opportunities;
- develop Embassy Chambers;
- promote economic participation;
- support traditional-community economic development; and
- create pathways for businesses to access international markets.

ARTICLE 5 — CORE PRINCIPLES

IBE shall operate according to:

1. Integrity;
2. Transparency;
3. Responsible Investment;
4. Economic Inclusion;
5. International Cooperation;
6. Professionalism;
7. Sustainability; and

8. Good Governance.

ARTICLE 6 — IBE NETWORK

IBE may establish the following network:

6.1 Embassy Chambers

International diplomatic and business relationships.

6.2 Business Chambers

South African and international business organisations.

6.3 Investor Network

Private, institutional and strategic investors.

6.4 Mining & Minerals Network

Mining companies, technical partners, investors and mineral-sector stakeholders.

6.5 Infrastructure Network

Infrastructure developers, financiers, institutions and development organisations.

6.6 Entrepreneur Network

SMEs, entrepreneurs and emerging businesses.

6.7 Professional Partners

Legal, financial, technical, engineering, accounting, technology and advisory partners.

ARTICLE 7 — EMBASSY CHAMBERS

7.1 The IBE Embassy Chambers shall serve as an international business gateway.

7.2 Objectives may include:

- identifying international markets;
- connecting embassies with business opportunities;
- facilitating business introductions;
- identifying investors;
- facilitating trade relationships;
- promoting South African businesses internationally; and
- supporting foreign businesses seeking South African opportunities.

7.3 IBE shall clearly distinguish business facilitation from official diplomatic representation.

7.4 IBE shall not claim to represent an embassy, government or diplomatic mission without formal authorisation.

ARTICLE 8 — IBE BUSINESS EXCHANGE

IBE may maintain a digital platform through which authorised users may:

- register businesses;
- list opportunities;
- identify suppliers;
- identify buyers;
- identify investors;
- identify projects;
- communicate with partners;
- access international business information; and
- participate in approved business-development programmes.

ARTICLE 9 — SECTOR FOCUS

IBE may establish sector desks including:

- Mining & Minerals;
- Infrastructure;
- Agriculture;
- Manufacturing;
- Energy;
- Technology;
- Finance;
- Logistics;
- Tourism;
- Property;
- Trade & Export; and
- Entrepreneurship.

Additional sector desks may be established with appropriate approval.

ARTICLE 10 — MINING & TRADITIONAL COMMUNITY ECONOMIC DEVELOPMENT

IBE may facilitate relationships between:

Investors + Mining Industry + Technical Partners + Traditional Communities + Government Institutions + Businesses

The purpose is to support responsible economic participation and development.

Where opportunities operate under traditional communities, IBE shall respect:

- lawful community structures;
- applicable mining legislation;
- environmental requirements;
- consultation requirements;
- recognised rights-holders; and
- applicable government processes.

IBE shall not represent itself as the holder of a mining right unless legally established.

ARTICLE 11 — IBE GOVERNANCE

The governance structure shall be:

SA KHADINANG LIMITED

Founder Partner & Founding Entity

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BOARD OF DIRECTORS

Strategic and corporate oversight

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IBE EXECUTIVE / STEERING COMMITTEE

Implementation and coordination

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FOUNDER PARTNERS

Strategic development and expansion

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EMBASSY CHAMBERS

International engagement

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SECTOR DESKS

Mining | Infrastructure | Trade | Finance | Technology | etc.

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BUSINESS & INVESTMENT NETWORK

Companies | Investors | Entrepreneurs | Partners

ARTICLE 12 — BOARD OVERSIGHT

The Board of SA Khadinang Limited shall retain ultimate corporate oversight over IBE while IBE operates as a Company initiative.

The Board may:

- approve strategy;
- approve major agreements;
- appoint or remove senior IBE officials;
- approve financial arrangements;
- approve major partnerships;
- establish committees;
- amend this Charter;
- approve major international initiatives; and
- establish a separate legal structure where appropriate.

ARTICLE 13 — FOUNDER PARTNERS

13.1 SA Khadinang Limited shall be the founding Founder Partner of IBE.

13.2 Additional Founder Partners may be appointed by the Company.

13.3 Founder Partner rights and responsibilities shall be governed by a Founder Partner Agreement and applicable schedules.

13.4 Founder Partner status does not automatically confer:

- **shares;**

- directorship;

- ownership of SA Khadinang;

- voting rights;

- ownership of Company assets;

- ownership of Company mining interests; or

- authority to bind SA Khadinang.

ARTICLE 14 — IBE EXECUTIVE COMMITTEE

The Board may establish an IBE Executive Committee consisting of persons responsible for:

- President / Chairperson;
- Executive Director;
- Business Development;
- International Relations;
- Embassy Chambers;
- Mining & Minerals;
- Infrastructure;
- Finance;
- Legal & Compliance;
- Technology; and
- Marketing & Communications.

Appointments shall be made in accordance with Company governance requirements.

ARTICLE 15 — PARTNERS

IBE may appoint or recognise:

- Strategic Partners;
- Founder Partners;
- International Partners;
- Embassy Partners;
- Investment Partners;

- Mining Partners;

- Technical Partners;

- Infrastructure Partners;

- Professional Partners; and

- Institutional Partners.

Every material partnership shall be documented appropriately.

ARTICLE 16 — DUE DILIGENCE

IBE shall seek to conduct reasonable due diligence before formally promoting major opportunities.

Due diligence may include verification of:

- company registration;

- ownership;

- licences;

- project status;

- financial information;

- technical information;

- regulatory status;

- contractual rights; and

- relevant stakeholder information.

Due diligence shall be proportionate to the nature and risk of the opportunity.

ARTICLE 17 — INVESTOR PROTECTION

IBE shall promote responsible business and investment practices.

No IBE representative may promise:

- guaranteed investment returns;

- guaranteed mining production;

- guaranteed financing;

- guaranteed government approval; or

- guaranteed JSE listing.

ARTICLE 18 — JSE STRATEGIC OBJECTIVE

IBE may pursue a long-term strategic objective of developing businesses and opportunities capable of accessing capital markets.

The strategic vision is:

“Together We Can List at the Johannesburg Stock Exchange.”

This statement represents a strategic aspiration and not a guarantee.

Any future JSE transaction shall comply with applicable requirements, professional advice, corporate approvals and South African law.

ARTICLE 19 — FINANCIAL GOVERNANCE

All IBE financial activities shall be subject to SA Khadinang’s approved financial controls.

IBE shall maintain appropriate records of:

- income;
- expenditure;
- partner fees;
- commissions;
- project-related payments;
- approved expenses; and
- other financial transactions.

No person may commit IBE or SA Khadinang to a material financial obligation without appropriate authority.

ARTICLE 20 — DATA AND CONFIDENTIALITY

IBE shall protect confidential business and partner information.

Where personal information is collected, IBE shall implement appropriate data-protection and privacy procedures.

IBE participants shall only access and use personal information for authorised purposes.

ARTICLE 21 — DIGITAL PLATFORM

IBE may operate through:

ibe.khadinang.co.za

or another domain approved by SA Khadinang.

The platform may contain:

- IBE Homepage;
- Embassy Chambers;
- Business Directory;
- Investor Centre;
- Mining Opportunities;
- Infrastructure Projects;
- Partner Registration;
- Business Exchange;
- News & Opportunities;
- Dashboard; and
- Administration Portal.

ARTICLE 22 — INTERNATIONAL EXPANSION

IBE may establish international networks in:

- Africa;
- Europe;
- Asia;
- Middle East;
- Americas; and
- other international markets.

International representatives or partners may be appointed subject to:

- appropriate agreements;
- due diligence;
- approval;
- applicable law; and
- appropriate delegation of authority.

ARTICLE 23 — ETHICAL CONDUCT

All IBE participants shall conduct themselves professionally and lawfully.

IBE shall not knowingly facilitate:

- fraudulent transactions;
- corruption;
- money laundering;
- misrepresentation;
- unlawful investment schemes; or
- other unlawful activities.

Concerns regarding unlawful or unethical conduct shall be escalated through the appropriate governance structure.

ARTICLE 24 — CONFLICTS OF INTEREST

All Founder Partners, officers and authorised IBE representatives shall disclose actual or potential conflicts of interest relating to IBE activities.

IBE opportunities shall not be secretly diverted for personal benefit where doing so would breach an agreement, duty or applicable law.

ARTICLE 25 — INTELLECTUAL PROPERTY

25.1 Unless otherwise agreed in writing, IBE intellectual property developed or acquired by SA Khadinang shall remain the property of SA Khadinang.

25.2 IBE branding, databases, website content, documentation, systems and related intellectual property shall not be copied, transferred or commercially exploited without appropriate authority.

25.3 Jointly developed intellectual property may be governed by separate written agreements.

ARTICLE 26 — AMENDMENT OF CHARTER

26.1 This Charter may be amended by the Board of SA Khadinang Limited.

26.2 Material amendments affecting ownership, shareholder rights or the Company’s constitutional structure shall be dealt with in accordance with the Company’s MOI and applicable law.

ARTICLE 27 — SEPARATE LEGAL ENTITY

27.1 The Board may, when appropriate, consider establishing IBE as a separate legal entity.

27.2 Such establishment shall require appropriate:

- legal advice;
- corporate approvals;
- registration;
- governance documentation;
- intellectual-property arrangements;
- financial arrangements; and
- regulatory compliance.

27.3 Until such establishment occurs, IBE remains a strategic platform and initiative of SA Khadinang Limited.

ARTICLE 28 — REVIEW

The IBE Charter shall be reviewed at least annually or whenever a significant change occurs in the structure, activities or legal environment of IBE.

ARTICLE 29 — ADOPTION

This Charter is adopted as the governing framework for the development and operation of the International Business Exchange (IBE) under SA Khadinang Limited.

BOARD APPROVAL

For and on behalf of:

SA KHADINANG LIMITED

Name: Benjamin Didiza

Position: President / Director

Signature: ________________________________

Date: 14 September 2026

COMPANY SECRETARY

Name: Xolani Didiza

Position: Company Secretary

Signature: ________________________________

Date: 14 September 2026

BOARD DIRECTOR

Name: Happy Mashabane

Position: Director

Signature: ________________________________

Date: 14 September 2026