Tharisa plc

('Tharisa' or the 'Company')

MEDIA RELEASE

THARISA UNLOCKS VALUE FOR BEE SHAREHOLDERS

BEE shareholders will now benefit from the broader Tharisa group cash flow and dividend

Tharisa, the platinum group metals (‘PGMs’), and chrome co-producer listed on the Johannesburg and London stock exchanges, announces that it has acquired the remaining 26% shareholding in Tharisa Minerals in a landmark broad-based black economic empowerment (‘BEE’) transaction.

Tharisa plc is offering 13.9 million new shares (equivalent to US$25.6 million) in exchange for the 26% of Tharisa Minerals it does not own.

Tharisa Mineral’s principal asset is the long-life open pit Tharisa Mine, which produces both platinum group metals (‘PGM’) and chrome in a mechanised, low cost and energy efficient environment, with product beneficiation taking place on site. The Company currently owns 74% of the issued ordinary shares of Tharisa Minerals, with the BEE shareholders Thari Resources Proprietary Limited (‘Thari Resources’) owning 20% and The Tharisa Community Trust (‘the Trust’) owning 6%.

The Transaction is supportive of and consistent with the fundamental principles and objectives enshrined within the Minerals and Petroleum Resources Act (2002) (‘MPRDA’), and the recent court ruling in South Africa clarifying the ‘once empowered always empowered’ position for mining companies. This ruling has afforded the Company the opportunity to constitute Tharisa Minerals as a wholly owned subsidiary that continues to meet the requirements of the MPRDA and the Mining Charter (2004), while allowing the BEE shareholders to benefit from the wider and diversified asset portfolio of the Tharisa plc group.

The proposed share exchange and the valuation of the exchange account for the historical funding provided by the Company in its role as the investment holding company, with the BEE shareholders having a free funded carry, resulting in our BEE shareholders holding unencumbered shares in Tharisa Minerals and now Tharisa plc.

The simplification of the corporate structure ensures that our BEE shareholders participate in regular dividend flows consistent with the Company’s shareholders with a stated dividend policy of distributing at least 15% of consolidated net profit after tax, while benefiting from the Company’s growth strategy, broadening their exposure to beyond the Tharisa Mine. The broader exposure includes the Group’s integrated sales and logistics platform, research & development and beneficiation division and strategic interests in PGM and chrome projects in the Republic of Zimbabwe.

The transaction will see 10.7 million shares issued to Thari Resources, resulting in ownership of 3.7% of Tharisa’s issued and outstanding shares, and 3.2 million shares issued to the Tharisa Community Trust, resulting in the ownership of 1.1%. Following the issuance of these shares, Tharisa's shares in issue totals 285 549 991.

The Tharisa Community Trust will remain a shareholder in Tharisa plc for the Tharisa life of mine while Thari Resources has indicated it has no immediate plans to sell down its holding.

Phoevos Pouroulis, CEO of Tharisa, commented:

"We believe this agreement is a landmark transaction. It is truly empowering and in the spirit of the Minerals and Petroleum Resources Act. Local stakeholders have been central to Tharisa's success, and we want to ensure they continue to benefit from the value we create from Tharisa's flagship mine, as well as our other value-add assets. As public shareholders of Tharisa, they will benefit from diversification and the broader success of the Company, receive dividends, and create financial flexibility.

This transaction is value accretive to the Company as it simplifies our corporate structure and consolidates the cash generation from the Tharisa Mine.

We welcome the Tharisa Community Trust and Thari Resources as shareholders in Tharisa plc."

Background to Thari Resources and the formation of Tharisa Minerals

In 2004, upon the enactment of the Minerals and Petroleum Resources Act, Thari Resources set about applying for prospecting rights over the approximately 120 small farm properties which comprise the Tharisa Minerals mining right.

After the prospecting rights were awarded to Thari Resources, such rights were transferred to its wholly owned subsidiary, Tharisa Minerals, and a successful drilling programme was undertaken, culminating in the granting of a mining right for platinum group metals (PGMs) and chrome ore to Tharisa Minerals in 2008.

In 2009, after recognising the potential to mine both PGMs and Chrome, Tharisa plc purchased 74% of the issued share capital of Tharisa Minerals and upon the creation of the Tharisa Community Trust in 2011, which was facilitated by Thari Resources, Tharisa plc funded the acquisition by the Community Trust of 6% of Tharisa Minerals thereby ensuring the Community Trust is unencumbered and a life-of-mine beneficiary of the mining activity at Tharisa Minerals.

The BEE shareholders were not required to contribute towards the funding requirements of the Tharisa mine.

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About Tharisa

Tharisa is an integrated resource group critical to the energy transition and decarbonisation of economies. It incorporates mining, processing, exploration, and the beneficiation, marketing, sales, and logistics of PGMs and chrome concentrates, using innovation and technology as enablers. Its principal asset is the Tharisa Mine located in the south-western limb of the Bushveld Complex, South Africa. The mechanised mine has a 20-year open-pit life and the ability to extend operations underground by at least an additional 40 years. Tharisa also owns Salene Chrome, a development stage, low-cost, open-pit asset, located adjacent to the Great Dyke in Zimbabwe. The Company is committed to reduce its carbon emissions by 30% by 2030 and the development of a roadmap is continuing to be net carbon neutral by 2050. Tharisa plc is listed on the Johannesburg Stock Exchange (JSE: THA) and the Main Board of the London Stock Exchange (LSE: THS).