

Kavango Resources plc (the “**Company**”)

Statement of Remuneration Policy

(approved by shareholders at the Annual General Meeting held on 24 June 2021)

The Company’s policy is to maintain levels of remuneration so as to attract, motivate, and retain Directors and Senior Executives of the highest calibre who can contribute their experience to deliver industry-leading performance with the Company’s operations. The Company is nonetheless mindful of the need to balance this objective with the fact that it is pre-revenue. Up to and including the 2021 financial year, the Board and senior members of staff, all of whom were associated with the establishment and listing of the Company, were largely remunerated through a combination of modest salaries or fees, the grant of share options and their respective equity positions as founders, and as a result the total salaries and fees payable to directors have been unusually modest. As the Company grows, and increasingly will need to make external hires, it is becoming necessary to move to a more long-term and sustainable policy, which continues to align the interests of directors and senior staff with those of shareholders while recognising that new hires will not initially have a significant equity position. Accordingly, it is likely that compensation packages for executive directors in particular will need to move over time to a level more consistent with the market.

Currently Directors’ remuneration is not subject to specific performance targets. The Company is sufficiently small that the Remuneration Committee does not consider that it is necessary to impose such targets as a matter of principle but believes that exceptional performance can be rewarded on *an ad hoc* basis. Similarly, the Board has not adopted a specific policy with regard to share option grants; nonetheless the use of share options will continue to be an important part of the compensation packages both for executive and non-executive directors, particularly until such time as the Company is generating cash from operations.

The Board considers the remuneration of directors and senior staff and their employment terms and makes recommendations to the Board of Directors on the overall remuneration packages. No Director takes part in any decision directly affecting their own remuneration.