



AGREEMENT NUMBER 1142

AMENDMENT NUMBER 1

31 AUGUST 2024

FINANCIAL QUERIES TO: JEAN CLAUDE HABYARIMANA TEL: +250 782 653 686

TECHNICAL QUERIES TO: SAM RYUMUGABE TEL: +250 782 267 444

COMMERCIAL QUERIES TO: JEOME SANDE TEL: +250 788 535 310

COMPANY:-

TRINITY NYAKABINGO MINE LTD
SHYORONGI, RULINDO,
NORTHERN PROVINCE,
RWANDA

CONSULTANT:-

JOANNE DANEEL
OFFICE No. 9, BEACON HOUSE,
123 MEADE STREET,
GEORGE,
SOUTH AFRICA

Attention: JOANNE DANEEL
e-mail: joanne.daneel@trinity-metals.com

SCOPE, COST AND DURATION REVISION – ENVIRONMENTAL, SOCIAL AND GOVERNANNC
CONSULTANCY AGREEMENT

A handwritten signature in blue ink, appearing to be 'JD', is located in the bottom right corner of the page.

1

1.0 SCOPE OF AMENDMENT

1.1 On behalf and for account of the Company, it is confirmed that the Consultancy Agreement is hereby amended by the deletion of:

- Eurotrade International Ltd
- Replacement of the definition “Employer” with “Company”
- Clause 3. Duration and Termination
- Clause 4. Fees and Invoices
- Clause 4.2 Invoices and Statements
- Annexure “A” Scope of Services and Programme

1.2 The above deletions to be substituted with:

1.2.1 Clause 1.3.3 “Company” shall mean Trinity Nyakabingo Mine Ltd

1.2.2 Clause 3. Duration and Termination

The Agreement shall commence on 1 August 2023 and terminate 31 July 2026.

Throughout the term of the Agreement, termination notice may be given in writing one party to the other with 30 calendar days’ notice.

The Contractor will be required to provide the Services 12 working days per month of which and on average, 8 must be undertaken in Rwanda, commencing 1 August 2024.

Should the Agreement be terminated in terms of this clause and by notice properly served and indebtedness one party to the other cleared, then the Contractor shall not be entitled to any further or other payment.

1.2.3 Clause 4. Fees and Invoices

4.1 Fees

4.1.1 The Employer shall pay to the Contractor:

Period 1 August 2023 to 31 July 2025, US Dollars \$ 600.00 per calendar day subject to the Contractor undertaking in the month of invoice, 12 working days equal to \$ 7 200.00 per calendar month.
On average, 8 of the 12 working days must be undertaken in Rwanda.

Period 1 August 2025 to 31 July 2026, US Dollars \$ 650.00 per calendar day subject to the Contractor undertaking in the month of invoice, 12 working days equal to \$ 7 800.00 per calendar month.
On average, 8 of the 12 working days must be undertaken in Rwanda.

4.1.2 The fees shall be payable 30 days after date of invoice and such invoice shall be accompanied with the Management Report for the Services carried out in the month of Invoice.

4.1.3 Flight tickets to and from Rwanda originating from George Airport, South Africa, will be for the account of the Company.

4.1.4 Accommodation and transport in Rwanda shall be provided by the Company.

4.1.5 The total estimated value for 24 months is USD \$ 180 000.00.

The total estimated value as reflected herein is the total commitment in terms of the Agreement and provided that invoices are within the scope of services and the total estimated value, the Agreement will not be amended to cover interim payments.

The Agreement will only be amended to provide for the following:-

- change of scope,
- an increased commitment, or
- to reflect the final total price at the completion of the agreement.

3 



4.2 Invoices and Statements

4.2. 1 Invoices reflecting the agreement number must be addressed to:

Trinity Nyakabingo Mine Ltd
PO Box 749,
Kigali, Rwanda

For attention: Sam Ryumugabe, sam.ryumugabe@trinity-metals.com
and the Financial Superintendent: Claude Habyarimana,
iclaude.habyarimana@trinity-metals.com

4.2.2 Withholding Tax and VAT

Example, Invoice excluding Taxes \$ 4 800.00

10% Withholding Tax and 18% VAT will be applicable for services provided when in Rwanda.

Example, Invoice excluding Taxes \$ 4 800.00

Invoice value excluding Taxes:	\$ 4 800.00
Withholding Tax 10%	\$ 480.00
VAT 18%	<u>\$ 864.00</u>
Total Invoice Value	\$ 6 144.00

Invoices for work undertaken in South Africa to exclude all Taxes.

1.2.4 Annexure “A” Scope of Services and Programme

1. **Integrated SHEC Management System**

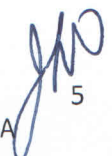
Development of a group-level EMS which will be fully integrated into a SHEC MS in line with the relevant ISO Management system standards. This will involve the following tasks:

- E&S Impact / Aspect Register (draft register – to be updated with ESIA outcomes) – undertaken in combination with the OHS Baseline Risk Assessment process.
- Review of the ESG components of the Legal Register and Company Risk Register.
- Oversight of the ESIA process (see below).
- Assistance in developing the operational ESAP.
- Setting annual targets and objectives for E&S management.
- E&S Monitoring plan and programme (include protocols for water quality monitoring etc).
- Guidance in the drafting of E&S system procedures. To be integrated with the

- OHSE procedures according to ISO14001:2015 and ISO 45001: 2018.
 - Assistance in the implementation of Procedures (together with OHS consultant).
 - Development of an E&S internal audit protocol (integrated with OHS).
 -
- 2. Update of the ESIA's**
- Ongoing management support in the completion of the ESIA's
 - Review of all ESIA documents.
- 3. LOM Planning, Mine Closure and Rehabilitation Planning**
- ESG input into Integrated LOM planning for each of the mines.
 - Overview and input into the Trinity Mines Rehabilitation and Closure Planning and costing.
- 4. Support in the Implementation of DFC TA Projects and DEI Application process**
- Advisory role in the implementation of all DFC TA projects.
 - Participate and guide the IDP process
 - Set up a pilot river rehabilitation programme.
 - Review of TA projects and overview of project management
 - Assistance in Trinity DEI application process and participation in all potential investor DD processes.
- 5. Training and capacity building of E&S Staff across the Trinity Group**
- Training in the following fields:
 - i. Integrated SHEC EMS and the ISO14001/45001 standards (together with the OHS specialist);
 - ii. IFC Performance Standards – what they mean and why are they important;
 - iii. Env monitoring and record keeping;
 - iv. Sector-based training: eg: Waste management, hazardous chemical substances, Climate change etc.
 - General mentoring of E&S personnel
- 6. General advice and support to Trinity Management in effective ESG**

NOTE:

- The work will be undertaken in close collaboration with the group Sustainability Manager as well as with the OHS and Community specialists to ensure a fully integrated, streamlined and effective management system.
- The 24-month implementation programme is as follows:


5

No	ESG Activity	2024		2025			2026	
		Q3	Q4	Q1	Q2	Q3	Q4	Q1
1	SHEC Integrated Management System							
	Impact Aspect register							
	ESG targets and Objectives							
	Group ESAP maintenance							
	Operational ESAPs							
	Monitoring Plans & Programmes							
	E&S System Procedures							
	Procedure Implementation							
2	ESIA Update							
	Assist Project Management							
	Review of Documents							
3	LOM Planning, Mine Closure and Rehabilitation Planning							
	ESG input into integrated LOM planning for each of the mines.							
	Overview and input into the Trinity Mines Rehabilitation and Closure Planning and costing.							
4	Support in the Implementation of DFC TA Projects and DEI Application process							
	Advisory role in the implementation of all DFC TA projects.							
	Participate and guide the IDP process							
	Set up a pilot river rehabilitation programme.							
	Review of TA project documents and overview of project management							
	Assistance in Trinity DEI application process and participation in all potential investor DD processes.							
5	Training and Capacity Building							
	Ongoing training as required							
	General mentoring of E&S staff							
6	General advice and support							

2.0 AMENDMENT DATE

Notwithstanding the date hereof, the effective date of this Amendment shall be 31 July 2024. Except as herein provided, all other terms and conditions of the Services Agreement remain unchanged.

For and on behalf of **TRINITY NYAKABINGO MINE LTD**

..... Name Name Name
..... Signature Signature Signature
..... Designation Designation Designation
..... Date Date Date



For and on behalf of **JOANNE DANEEL**

Joanne Daneel

Name

J. Daneel

Signature

20/09/2024

Date