

INTEGRATION COMMITTEE CHARTER

METALS ACQUISITION LIMITED

Adopted June 19, 2023

1. PURPOSE

The primary function of the Integration Committee (the “Committee”) of the Board of Directors (the “Board”) of Metals Acquisition Limited (the “Company”) shall be to assist the Board with its oversight responsibilities in relation to the integration of the Cornish, Scottish and Australian underground copper mine into the Company (the “Integration”)

- to oversee and monitor the Integration planning processes;
- to provide the Board with updates in respect to the Integration; and
- to provide the Board with such additional information and materials as necessary to make the Board aware of significant Integration matters that require its attention.

In carrying out its function, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

2. MEMBERSHIP

The Committee members will be appointed by, and will serve at the discretion of, the Board and will consist of two members of the Board, which will include the Chair of the Audit Committee and the Chief Executive Officer. Additionally, it will include a Glencore Representative.

The Committee Chair shall be the Chair of the Audit Committee. In the absence of the Committee Chair from any meeting of the Committee, the Chair of the meeting shall be Chief Executive Officer. Committee members may be removed by the Board at any time with or without cause. Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal.

The Committee shall nominate a person to act as Secretary of the Committee taking into account other roles within the Company held by that person. The Board may replace the Secretary with or without cause from time to time.

3. RESPONSIBILITIES

The responsibilities of the Committee shall include:

- Reviewing and assessing the Integration plan;
- Providing oversight and monitoring of the Integration team, including reviewing the progress of the Integration and recommending to the Board for approval any changes to the plans, documents, policies and procedures of the Integration team;
- Meeting the Integration team’s external advisors; and
- Performing such other duties as may be requested by the Board.

4. MEETINGS

The Committee will initially meet every two weeks, with such schedule to be re-evaluated by the Committee as circumstances dictate. An agenda will be circulated prior to each meeting. Meetings of the Committee may be held telephonically or virtually in accordance with the provisions of the Company’s amended and restated memorandum and articles of association (the “Articles”).

Two members of the Committee shall constitute a quorum for a meeting. In other respects, the Committee shall establish its own rules of procedure subject to the Articles of the Company. Other members of the Board shall have the right to attend Committee meetings. Key management responsible for Integration are expected to present to the Committee and external advisers may be invited to attend all or part of any meeting as and when appropriate.

It is anticipated that the Committee will be dissolved once Integration activities are deemed to be substantially completed.

5. MINUTES

The Committee will maintain written minutes of its meetings, which will be kept with the minutes of the meetings of the Board.

6. REPORTS

The Committee will report to the Board on its deliberations during every Board meeting and more frequently as required, including recommendations that may require Board approval.

7. COMPENSATION

Members of the Committee may receive additional remuneration or compensation from the Company for being a member of the Committee.

8. AUTHORITY

The Committee is authorised to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company for this purpose.

9. FUNDING

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of external advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter (including outside counsel, advisors, consultants and/or auditors). Consequently, the Company shall provide for appropriate funding, as determined by the Committee, for payment of any compensation to any independent counsel, advisers, consultants and auditors employed by the Committee.