
APPENDIX 1A

Oil and Gas Readers Panel Mandate

1 Nature

- 1.1 The Oil and Gas Readers Panel (**"the Panel"**) is an independent panel of experts established in terms of section 12 of the JSE Limited (**"JSE"**) Listings Requirements.
- 1.2 Members of the Panel are remunerated by the JSE as per agreement with the Panel and such remuneration will be determined by the JSE after considering the professional fees guidelines as published or Gazetted from time to time.

2 Composition

- 2.1 The management of the Panel is comprised of the chairperson of the Panel (**"Panel Chairperson"**), the deputy chairperson of the Panel (**"Panel Deputy Chairperson"**) and a representative of the JSE.
- 2.2 The JSE, in its sole discretion, taking into consideration the views of the SAMCODES Standards Committee (**"SSC"**), will appoint the Panel Chairperson and the Panel Deputy Chairperson.
- 2.3 The JSE will appoint the other Panel members, based on submissions received through the SSC¹.
- 2.4 Applications for Panel membership will be considered by a SSC sub-committee, comprised of:
 - a representative of the JSE;
 - The Panel Chairperson;
 - The Panel Deputy Chairperson;
 - The Chairperson of the South African Oil and Gas Code Committee; and
 - The Chairperson of the SSC.
- 2.5 The SSC sub-committee will nominate individuals for Panel membership who will be ratified by the SSC. The JSE, in its sole discretion, will appoint the individuals as Panel members.
- 2.6 The Panel members must:

¹ From time to time, as required or as requested by the Panel Chairperson, the Chairperson of the SSC will call for individuals from the minerals industry (through the SCC and/or the patron organisations and/or through any other appropriate mechanism) to submit their curriculum vitae for consideration as Readers.

Oil and Gas Readers Panel Mandate (November, 2016)

- 2.6.1 be a member, in good standing, of a professional/statutory institution recognized by the SSC;
- 2.6.3 qualify as a Qualified Reserve Evaluator (“QRE”) as contemplated within the SAMOG Code
- 2.6.4 have detailed knowledge of the SAMOG code; and
- 2.6.5 preferably be individuals who have 20 years relevant oil and gas experience and who have a proven track record of compiling acceptable reports on the technical aspects of resources/reserves reporting as a Qualified Reserve Evaluator
- 2.7 The JSE, taking into consideration the views of the SSC sub-committee, may review membership of the Panel every 2 years (in Q2 of the odd years, for ratification at the August SSC meeting), or as required and, where appropriate, the composition of the Panel may be revised at the discretion of the JSE.
- 2.8 An individual may not serve on the Panel for longer than 10 years after which he/she must retire. He/she may be reconsidered for membership of the Panel.
- 2.9 Notwithstanding clause 2.8, a member may retire or resign from the Panel at any time, for any reason, by providing their resignation in writing to the Panel Chairperson, who shall immediately communicate any such resignations in writing to the JSE.
- 2.10 The JSE may require that a member of the Panel (including the Panel Chairperson or Panel Deputy Chairperson) resign from the Panel if, in their opinion, and taking into consideration the views of the SSC sub-committee, the Panel member fails to adhere to the professional standards required by the relevant recognized professional/statutory body, or if the actions of the member of the Panel are considered in the sole opinion of the JSE, to bring the JSE, the Panel or the SSC into disrepute.
- 2.11 The ideal Panel composition will be between 4-6 members (including the Panel Chairperson and Panel Deputy Chairperson), where appropriate.
- 2.12 The JSE may, at its sole discretion, rotate the chairmanship of the Panel from time to time, keeping in mind the importance of transferring skills.
- 2.13 The JSE may, taking into consideration the views of the the Panel Chairperson and the Panel Deputy Chairperson, appoint *ad hoc* members to the Panel in instances where the Panel is required to review compliance in respect of a petroleum type where the current Panel members lack the necessary experience or expertise in relation to such a type.
- 2.14 Panel members must sign a declaration on their competence and confidentiality of all information disclosed to them during their membership and/or participation on the Panel and for every assignment they accept. Members of the Panel will also receive a Readers manual/guideline on appointment.
- 2.15 Panel members must, when accepting an assignment, ensure that they are able to meet the required time commitments indicated in such assignment, in terms of

completing the reviews. Panel members will be able to indicate that they are, or are not, available for a specific review.

3 Mandate

- 3.1 The Panel's mandate is to advise the JSE on:
 - 3.1.1 compliance with section 12 of the JSE Listing Requirements and the SAMOG code in respect of QRE Reports (as defined in section 12 of the Listing Requirements) referred to it by the JSE;
 - 3.1.2 Any other technical issues referred to it by the JSE.
- 3.2 During the review process of a QRE Reports, Panel members, who, upon assignment are referred to as "**Readers**", may identify specific material issues that could result in directly/or indirectly questioning of the professional judgment of the QRE in respect of the principles of transparency and materiality and SAMOG code compliance. In this event, the following must be adhered to:
 - 3.2.1 The specific material issues must be highlighted in detail in the Reader's comments;
 - 3.2.2 The QRE must consider the specific material issues that have been identified by the Panel and either amend the relevant report or note his/her disagreement in a reasoned argument with reference to the SAMOG code principles.
- 3.3 Should the QRE Report not be considered compliant by the Panel after consideration was given to the aforementioned "reasoned argument", then the Readers' comments will be submitted in writing to the JSE and the Panel Chairperson will proceed to:
 - 3.3.1 obtain a second opinion from within the Panel and, once obtained, communicate same in writing to the JSE;
 - 3.3.2 if the second opinion concurs with the original opinion, then the QRE must either amend the relevant QRE Report or make reference to the specific material issues that have been identified by the Panel and provide specific justification for his/her opinion in the relevant QRE Report;
 - 3.3.3 If the second opinion differs significantly from the original opinion, the Panel Chairperson will submit the matter to the full Panel for consideration. In addition, where it is considered necessary (after agreement between the Panel Chairperson, the JSE, the QRE and the listed entity), independent external experts may also be co-opted to ensure objectivity. Following this procedure, the decision by the Panel should be considered final and no further correspondence between the Panel, the JSE and the QRE will take place.
 - 3.3.4 The QRE must then either amend the relevant QRE report or make reference to the specific material issues that have been identified by the Panel and provide specific justification for his/her opinion in the relevant QRE Report.

- 3.3.5 The final approval decision of the QRE report is the responsibility of the, JSE who, to the extent permitted by law, shall indemnify and hold harmless the Reader and the Panel from and against any claim or other proceeding which the Reader or the Panel may suffer or incur directly as a result of any claims, actions, proceedings or judgment which may be established against such Reader or the Panel, provided that no indemnity shall apply in respect of claims which arise as result of the gross negligence, fraud or wilful misconduct of the Reader or Panel.
- 3.4 The JSE may, in its sole discretion and if requested by an applicant issuer, arrange a meeting between the Panel Chairperson or Deputy Chairperson, the issuer, the QRE and the sponsor to discuss the findings of the Panel.
- 3.5 At all times, except where so ordered by a duly constituted legal authority, the JSE, the Panel Chairperson the Chairman of the SSC and its relevant sub-committees will keep the identity of the Reader confidential.

4 Review Process in respect of Qualified Reserve Evaluator's Reports

- 4.1 The JSE will refer QRE Reports required in terms of section 12 of the JSE Listing Requirements to the Panel for approval.
- 4.2 The JSE will notify the Panel Chairperson at least 7 calendar days in advance of the first submission of a QRE Report. The Panel Chairperson will identify a Reader(s) who he/she considers suitable to review the QRE Report within 48 hours from acknowledging the receipt of such notification. After confirming availability, the Panel Chairperson will then forward the name(s) of the Reader(s) to the JSE.
- 4.3 The Panel Chairperson must consider his/her independence very carefully. If the Panel Chairperson and/or the respective firm, to which he/she is affiliated, are involved in the relevant transaction forming part of the Competent Person's Report, the Panel Chairperson shall recuse them immediately and alternative members of the Panel shall be appointed.
- 4.4 In addition to clause 4.3 above, if a Reader may have reason to consider that his/her appointment may be prejudiced by virtue of a conflict of interest or any other relationship that might impact/influence the fair reading and assessment of a Competent Person's Report, the Reader must decline the appointment.
- 4.5 On receipt of the first submission of a QRE Report, the JSE will send the QRE Report to the Panel Chairperson, who will forward it to the allocated Reader(s).
- 4.6 The Panel Chairperson will:
- 4.6.1 facilitate the review process and communication between the JSE and the individual Readers;

- 4.6.2 confirm the registrations claimed by the QRE with the relevant professional or statutory bodies, or Recognised Professional Organisation (“**RPO**”);
- 4.6.3 verify the relevant experience claimed by the QRE as detailed in the SAMOG code;
- 4.6.4 ensure quality and consistency of the Reader’s comments; and
- 4.6.5 ensure that the commentary clearly communicates the key and material issues raised by the Reader(s).

The Panel Chairperson will forward the Reader’s comments to the JSE within 14 calendar days from receipt by the JSE of first submission of the QRE Report.

- 4.7 On submission of the subsequent drafts of the QRE Report, the Reader(s) will review such revised reports and forward comments to the JSE, via the Panel Chairperson within 7 calendar days of receipt of second or subsequent, submissions.

5 Other

- 5.1 The Panel will assist with reviews, recommendations etc., on any other aspect of the listing of oil and gas companies on the JSE as may be requested and agreed between the Panel and the JSE.
- 5.2 The Panel Chairperson and the JSE representative will, annually, present to the SSC a high-level (written and verbal) summary of the activity of the Panel, including a discussion of the major issues encountered by the QRE’s. The primary objective of this exercise is to highlight issues that the SAMOG committee might need to consider during the next update of the SAMOG code or that might need to be considered for guidance notes. The JSE, together with the SSC and subject to section 12.3 of the Listing Requirements, will consider making certain relevant issues arising from reviews public for education purposes.
- 5.3 In the event that a complaint is brought to the SSC against a QRE, who’s QRE Report was previously reviewed by the Panel:
 - 5.3.1 The JSE may, in its sole discretion, disclose the comments (or part thereof) on the QRE report under consideration, to the SSC Complaints sub-committee via the Panel Chairperson.
 - 5.3.2 At all times, the JSE and the Panel Chairperson will keep the identity of the specific Reader(s) confidential.
 - 5.3.3 Any feedback to (or action in respect of) the Reader’s Panel will be at the sole discretion of the JSE.
- 5.4 The ultimate responsibility for any public document lies with the author of the document and not the Reader. There is no prescription (statutorily or otherwise) on the responsibility of the author for his/her public documents.

- 5.5 In the event of a complaint against the author, the fact that the document may have been reviewed by the Reader or the Readers Panel is not material and may not be used by the QRE as a defense.
- 5.6 The primary objective of the Panel is to verify and monitor compliance with Section 12 of the JSE Listing Requirements and the SAMOG code. However, the SAMOG code is based on the principles: competence, transparency, and materiality and should a Reader, in his/her opinion, find that these principles have not been observed then he/she is duty bound to question the QRE's judgement or interpretation.
- 5.7 The objective of a review is to ensure reporting that is transparent and contains sufficient relevant information to allow an investor (or potential investor) to make an informed decision and that cannot be construed to be misleading or inappropriate.
- 5.8 It is expected that all parties will, at all times during this process, act in a measured and professional manner.