



LANNA RESOURCES PUBLIC COMPANY LIMITED

RISK MANAGEMENT COMMITTEE CHARTER

Revised Version dated April 20, 2026

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Risk Management Committee Charter
Lanna Resources Public Company Limited

1. Definitions

- 1.1 **“Organization”** or **“Company”** or **“Parent Company”** means Lanna Resources Public Company Limited;
- 1.2 **“RMC”** means the Risk Management Committee;
- 1.3 **“RMC Chairman”** means the chairman of the Risk Management Committee;
- 1.4 **“RMC Member”** means a member of the Risk Management Committee;
- 1.5 **“Executive”** means the Chief Executive Officer, the next four executives in descending order from the Chief Executive Officer, persons holding positions equivalent to the fourth executive level, and persons holding executive positions in the accounting and finance functions.
- 1.6 **“Subsidiary Company”** means a limited company or a public limited company with the following characteristics:
 - (A) A limited company or a public limited company over which the Company has control;
 - (B) A limited company or a public limited company over which a subsidiary under (A) has control;
 - (C) A limited company or a public limited company under the chain of control commencing from a subsidiary under (B).

2. Objectives

The Board of Directors of Lanna Resources Public Company Limited (the “Company”) has established policies to ensure that the Company maintains an effective and appropriate internal control system and risk management system in response to changing circumstances and operating environments. To support such policies, the Board of Directors has established the Risk Management Committee (“RMC”) and approved this Risk Management Committee Charter to define its roles, scope of authority, and responsibilities with an emphasis on policies, objectives, procedures, criteria, and best practices in managing potential risks. The Risk Management Committee is responsible for overseeing the planning, review, supervision, and control of risk factors to ensure that risks are maintained at an acceptable level, as well as monitoring the Company’s risk management system to ensure its effectiveness and alignment with changing circumstances. This is to enhance the Company’s credibility and strengthen stakeholder confidence that the Company maintains good corporate governance in accordance with internationally accepted standards.

3. Composition and Qualifications

3.1 The RMC consists of directors and executives from all departments of the Company at the level of Chief Officer or above, with at least one member from each department. Members shall possess the knowledge, expertise, experience, and qualifications appropriate to their to ensure the effective implementation of risk management activities across the organization. The RMC shall be appointed by the Board of Directors to perform its duties, authorities, and responsibilities in accordance with this Charter.

3.2 The appointment of RMC members shall ensure that candidates possess appropriate qualifications, knowledge, competence, and experience. The selection process shall be conducted in a transparent and fair manner and shall not be subject to undue influence by any individual.

3.3 RMC members shall be able to devote sufficient time to perform their duties and shall receive continuous training and development relevant to their responsibilities. Such training shall ensure that members remain up to date with changes and developments, and enhance their understanding of the Company's operations, in order to continuously improve the effectiveness of the RMC.

3.4 The RMC shall appoint one of its members as the Chairman of the RMC, as deemed appropriate.

The selection of the RMC Chairman shall take into consideration leadership capability, as the Chairman plays a key role in ensuring the efficiency and effectiveness of the RMC, including overseeing effective planning and conducting meetings in a proper, transparent, and productive manner.

3.5 The RMC shall appoint a suitable person as Secretary and Assistant Secretary, as deemed appropriate. The Secretary and Assistant Secretary shall be responsible for arranging meetings, coordinating the activities of the RMC, and facilitating the reporting of the RMC's activities to the Board of Directors, the Audit Committee, and other relevant units on a regular basis.

The Secretary and Assistant Secretary shall attend all RMC meetings but shall have no voting rights.

3.6 RMC members, including the RMC Chairman, shall hold office for a term of three (3) years. RMC members who retire by rotation may be reappointed.

In addition to retirement by rotation, an RMC member may vacate office for the following reasons:

(A) Death;

(B) Resignation;

In the event that an RMC member resigns before the expiration of the term of office, the member shall submit a written notice to the Company at least one (1) month in advance, stating the reasons for such resignation, to enable the Board of Directors to consider the appointment of a replacement.

(C) Retirement from the position of director or employee of the Company;

(D) Removal by a resolution of the Board of Directors;

(E) Disqualification or possession of prohibited characteristics as prescribed by law.

In the event that a vacancy arises for any reason other than retirement by rotation, the Board of Directors may appoint a qualified and suitable person to serve as an RMC member for the remaining term of the member being replaced.

4. Scope, Authority, and Responsibilities

The RMC shall have the key scopes, authorities, and responsibilities as delegated by the Company's Board of Directors and shall perform its duties with responsibility, prudence, and integrity as follows:

4.1 To propose risk management policies and objectives for the Company and its subsidiaries for approval by the Board of Directors, and to provide recommendations to the Board of Directors and the Management regarding the enterprise risk management. Such risk management shall cover strategic risks, operational risks, financial risks, compliance risk, ESG risk, and emerging risk.

4.2 To oversee and support enterprise risk management by promoting risk awareness across the organization, and to facilitate appropriate decision-making in resource allocation and operational processes to enhance efficiency, effectiveness, and the greatest benefit to the organization.

4.3 To identify, analyze, and assess risks and emerging trends that may impact the Company, its subsidiaries, or affiliated companies, arising from both internal and external factors, and to ensure that such risks are managed in accordance with the policies, plans, and objectives approved by the Board of Directors, so as to ensure that risk management practices are effectively implemented across the the organization.

4.4 To establish appropriate measures to mitigate risks to an acceptable level and to minimize potential impacts, with risk levels classified as follows:

Risk Level	Risk Management
Very High Risk (Red Risk)	Unacceptable risk. Immediate risk mitigation actions are required.
High Risk (Orange Risk)	Unacceptable risk. Risk mitigation actions must be implemented promptly, with periodic monitoring and review.
Moderate Risk (Yellow Risk)	Acceptable risk; however, continuous monitoring is required to prevent escalation.
Low Risk (Green Risk)	Acceptable risk. No additional risk management actions or controls are required.

4.5 To oversee and monitor the effectiveness of risk management, including audit processes and risk management reporting, to ensure that the Company maintains an adequate and effective risk management framework. The RMC shall also review the appropriateness of the Company's risk appetite to ensure alignment with its strategies, business objectives, and changing circumstances, and shall monitor emerging risks arising from both internal and external factors on a regular basis.

4.6 To report risk management matters, together with appropriate recommendations, to the Board of Directors and the Audit Committee on a quarterly basis, for consideration and review of the Company's risk management policies, plans, and objectives, to ensure alignment with changing circumstances in a timely manner.

4.7 To prepare an annual report of the RMC, together with appropriate recommendations, for disclosure in the Form 56-1 One Report. The report shall be signed by the RMC Chairman and shall specify the number of meetings held and the attendance record of each RMC member.

4.8 The RMC shall have the authority to invite executives and employees at all levels of the Company and its subsidiaries or affiliated companies to provide clarifications and relevant documents relating to risk management, as deemed appropriate on a case-by-case basis.

4.9 The RMC shall have the authority to engage external consultants or specialists to provide advice or opinions, as deemed appropriate. The Company shall be responsible for the related expenses in accordance with the plan and annual budget approved by the Board of Directors.

4.10 To establish criteria and conduct an annual self-assessment of the RMC, both collectively and individually, at least once a year, in order to identify strengths, weaknesses, and areas for improvement, and to use the results to enhance the effectiveness of the RMC's performance in the following year.

4.11 To ensure that subsidiaries and affiliated companies operate under risk management and internal control systems consistent with those of the parent company.

4.12 To promote and support RMC members in attending relevant training programs on a continuous basis, and to enhance their capabilities in performing their duties as RMC members. The disclosure of such training and development shall be included in the Form 56-1 One Report.

4.13 To perform any other duties related to risk management as assigned by the Board of Directors.

5. Meetings

5.1 The RMC shall hold meetings regularly at least once every two months, or as deemed appropriate by the RMC Chairman.

5.2 The Secretary to the RMC shall circulate the meeting invitation and relevant documents to RMC members and other participants at least seven days prior to the meeting, to allow sufficient time for consideration of the agenda and for requesting additional information or supporting documents.

5.3 At each RMC meeting, a quorum shall consist of more than half of the total number of RMC members attending the meeting in person. The RMC Chairman shall preside as the Chairman of the meeting. In the absence of the Chairman, the RMC members present shall appoint one member to act as Chairman of the meeting.

5.4 Resolutions of the RMC shall be passed by a majority vote of the members present at the meeting. The RMC Chairman shall not have a casting vote. The opinions of members who approve and those who object shall be recorded in the minutes of the meeting.

Any member having an interest in any matter under consideration shall not attend the meeting or vote on such matter.

5.5 Meetings of the RMC may be conducted via electronic means in accordance with applicable laws.

6. Amendment

The RMC shall ensure that this Charter is reviewed and amended, as appropriate, at least once a year to ensure alignment with changing circumstances.

Approved by the resolution of the Board of Directors' Meeting of Lanna Resources Public Company Limited No. 2/2026 dated April 20, 2026.

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(Mr. Vanchai Tosomboon)
Chairman of the Board of Directors

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(Mr. Srihasak Arirachakaran)
Chairman of the Risk Management Committee