

TECHNICAL COMMITTEE CHARTER

Caledonia Mining Corporation Plc

Contents:

1.	Mandate.....	3
2.	Purpose	3
3.	Composition	3
4.	Attendance of Meetings.....	3
5.	Written Resolution	4
6.	Quorum.....	4
7.	Roles and Responsibilities	4
8.	Governance/Authority	5
9.	Accountability and Reporting	5
10.	Access to the Committee.....	6
11.	Confidentiality	6
12.	Amendments to the Charter	6
13.	Evaluation	6
14.	Charter Enforcement.....	6
15.	Document Control.....	7
16.	Approval.....	7

1. Mandate

The Technical Committee (the “Committee”) of Caledonia Mining Corporation Plc (“Caledonia” or the “Corporation”) has adopted this charter (“Charter”). The Committee shall review and reassess this Charter every 2 years or sooner if significant changes occur and recommend any proposed changes to the board of directors (the “Board”) for approval. Meetings of the Committee are conducted when required and its operating duties are described below.

2. Purpose

- 2.1 The purpose of the Committee is to assist the Board with its duties and responsibilities in evaluating, overseeing the exploration and development of, and reporting on the Corporation’s projects.
- 2.2 The Committee is to stay abreast with progress of engineering studies, exploration programs, and other technical activities and report progress to the Board.
- 2.3 The Committee shall assist the executive officers in fulfilling their responsibility for oversight of the development of the Corporation’s exploration and development projects.

3. Composition

- 3.1 The membership of the Committee shall consist of the Corporation’s Chief Executive Officer, the Chief Operating Officer and the Vice President Exploration as well as at least 3 non-executive directors.
- 3.2 Such members may be replaced, or new members added, at any time and from time to time by the Board. Notwithstanding the foregoing, the executive directors or officers at their option may at any time assume any or all of the responsibilities of the Committee identified in this Charter.
- 3.3 The Company Secretary will be the Committee secretary.
- 3.4 One member of the Committee shall be appointed by the Committee members as chairperson of the Committee.
- 3.5 The chairperson shall be responsible for scheduling and presiding over meetings and preparing agendas.

4. Attendance of Meetings

- 4.1 The executive directors, officers and other assigned persons of the Corporation that are accountable for matters over which the Committee has authority are allowed to attend Committee meetings by invitation only but they may not vote unless they are part of the Committee.
- 4.2 Committee members must attend all scheduled meetings of the Committee, including meetings called on an ad-hoc-basis for special matters, unless prior apology, with reasons, has been submitted to the Committee chairperson.

- 4.3 The Board shall have the right of attendance.
- 4.4 The chairperson may excuse any attendee from the meeting or from any item on the agenda if any of the attendees at a meeting have or may be considered by the Committee to have a conflict of interest. In such circumstances the member of the Committee concerned should recuse him/herself and leave the meeting room for the duration of the discussion.
- 4.5 If the nominated chairperson of the Committee is absent from a meeting, the members present shall elect one of the members present to act as chairperson for the duration of the meeting.
- 4.6 Individuals in attendance at Committee meetings by invitation may participate in discussions but do not form part of the quorum for the Committee meeting.
- 4.7 All proceedings of the meeting of the Committee must be minuted and all Committee documents, information and minutes of previous meetings of the Committee must be distributed to members of the Committee within a reasonable time prior to the next Committee meeting.
- 4.8 All minutes of meetings of the Committee must be reviewed by the Committee chairperson and approved by the Committee prior to distribution to the members of the Board.

5. Written Resolution

- 5.1 In the event a resolution is to be passed by way of written consent rather than a meeting of the Committee, a brief summary of the background and purpose of the resolution will be provided to the members in writing.
- 5.2 The resolution, to be effective, needs to be signed by all the directors then in office or by all the members of the Committee.
- 5.3 The resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may be contained in one or more documents each signed by one or more of the members of the Committee. Any such document(s) may be constituted by letter or in electronic form or otherwise as the Committee may time to time approve.

6. Quorum

The Committee shall meet at the discretion of the chairperson or a majority of the members, as circumstances dictate but at least twice a year, and a majority of the members shall constitute a quorum. If and whenever a vacancy shall exist, the remaining members may exercise all of its powers and responsibilities so long as a the minimum number of members remains in office.

7. Roles and Responsibilities

- 7.1 The Committee shall also have such other responsibilities as the executive officers or Board may assign to it from time to time.

7.2 The Committee is responsible for the following tasks:

- 7.2.1 review and approve geological, drilling, mine engineering and process engineering plans, schedules the Committee deems relevant and planned budgets;
- 7.2.2 review and approve any release of material containing technical information for compliance with the National Instrument 43-101 and other applicable industry standards including, but not limited to, news releases containing technical or geological information, information circulars, annual integrated report, management discussion and analysis, other technical reports, preliminary economic analyses, pre-feasibility studies, and feasibility studies;
- 7.2.3 design, establish and monitor controls and other procedures (which may include procedures currently used by the Corporation) that are designed to ensure that development of exploration and development projects are on schedule and within budget; and
- 7.2.4 discuss with the executive officers and Board all relevant information with respect to the Committee's proceedings.

8. Governance/Authority

In carrying out its duties and responsibilities, the Committee:

- 8.1 is authorised to investigate any activity or concern externally/internally on any matter within its terms of reference;
- 8.2 may utilise employees of the Corporation, professional advisors or others to attend meetings or part thereof;
- 8.3 may obtain such independent professional advice as it considers necessary to carry out its duties; and
- 8.4 shall regularly determine its effectiveness, taking cognisance of its duties and responsibilities in terms of this Charter and shall determine its weaknesses and appropriate action to address the weaknesses and shall report its findings to the Board. The Board shall review such findings to satisfy itself on the Committee's effectiveness.

9. Accountability and Reporting

- 9.1 The Committee is accountable to the Board, and the chairperson of the Committee shall report to the Board regarding Committee activities, deliberations and recommendations.
- 9.2 The Committee chairperson or Chief Operating Officer shall make a statement in the annual integrated report on its terms of reference and activities; the process used in discharging its responsibility; the membership of the Committee; the number of Committee meetings and attendance of members over the course of the year.

- 9.3 The chairperson or his alternate shall attend the annual general meeting of the shareholders to answer questions concerning matters falling within the authority of the Committee.

10. Access to the Committee

- 10.1 Any member of the Board or of a Board committee or executive officer or compliance officer may bring to the notice of the Committee or its chairperson any matter which he/she deems appropriate and which falls within the authority of the Committee.
- 10.2 The Committee has the right of direct access to the chairperson of the Board, Chief Executive Officer and executive officers.
- 10.3 The Committee has the right to consult the chairpersons of other Board committees, any executive director, Company Secretary or any assurance provider to provide it with information, subject to a Board approved process.

11. Confidentiality

All information in whatever form and howsoever obtained by members of the Committee in the course of serving as members of the Committee (“Confidential Information”) must be kept confidential and members of the Committee must not disclose any of the Confidential Information within their knowledge or possession in any manner to any person, company or other entity.

12. Amendments to the Charter

This Charter may be amended as necessary from time to time, with the authority of the Board and subject to its approval.

13. Evaluation

- 13.1 The Committee will also on an annual basis assist with recommendations to the Corporate Governance Committee in its evaluation of the Board, the Board committees and individual directors in so far as it affects its responsibilities set out in section 8.
- 13.2 Members of the Committee should seek continually to develop and refresh their knowledge of current practices to ensure that they have the requisite skills and knowledge to carry out their role.

14. Charter Enforcement

Any employee found to have violated the charter may be subject to disciplinary action, up to and including termination of employment in accordance with the Corporation’s disciplinary policy.

15. Document Control

Version

Date

Status

Author

Version Control

Date	Revision #	Description of Change	Author
-------------	-------------------	------------------------------	---------------

16. Approval

This document will be reviewed and updated where necessary every 2 years or sooner if any significant changes have occurred and notification of revisions to this document will be communicated to users. A copy of this document will be available from all Caledonia's offices and at www.caledoniamining.com

This Charter supersedes any previous Technical Committee charters.

Recommended by the Chairperson of the Committee.

Approved by the Chairperson of the Board.

13 March 2017