PROPOSAL APPLICATION FORM

In preparing submissions in accordance with this Application Form, bidders are to ensure that each section is prepared separately in accordance with the structure of this Application Form (as set out in the checklist below).

Bidders must include the following in their submissions:

* A covering page for the entire submission that identifies the site for which the bidder is submitting the Proposal and includes the name of the bidder;
* Separate cover pages for each relevant section. Each section is to include a table of contents (including a list of tables, figures and attachments) and should be divided using appropriate headings and sub-headings for convenience of reference.

Bidders should submit the below checklist as part of their Proposal, thereby confirming for the benefit of the Ministry where the relevant requirements have been addressed in their Proposal.

**Table: Checklist Proposal Submission**

|  |  |  |
| --- | --- | --- |
| Section | Check | Page Reference |
| Section A - Proposal Cover Letter |  |  |
| Section B - Minimum Qualification Criteria |  |  |
| Section C - Technical Information |  |  |
| Section D – Resource Exploration and Discovery Activities |  |  |
| Section E - Innovation |  |  |
| Section F – Financial Information Requirements |  |  |
| Section G – Social Impact Management Plan |  |  |
| Section H – Environmental Impact Management Plan |  |  |
| Section I – Corporate and Legal Requirements |  |  |

**GUIDELINES FOR COMPLETING THE APPLICATION FORM**

1. **Maximum Pages**

Bidders must ensure that their responses to the below sections in the Application Form does not exceed a the below stated maximum in respect of each section:

* Section C (*Work Program and Technical Requirements*) - maximum of ten (10) A4 pages
* Section D (*Resource Exploration and Discovery Activities*) - maximum of five (5) A4 pages
* Innovation (*Section E*) – maximum of two (2) A4 pages
* Social Impact Management Plan (*Section G*) – maximum of ten (10) A4 pages.

1. **Executive Summary**

Bidders must provide an executive summary that summarises Section C, Section D, Section E and Section G. The executive summary should provide the Ministry with a clear, concise and complete summary of these sections and must:

* include a separate sub-heading indicating the summarized section;
* be no more than four A4 pages; and
* must only contain information described in the detailed responses to Section C, Section D, Section E and Section G (as the case may be) and must not contain any new material.

Clarification will be sought if the executive summary is not consistent with the body of the Technical Proposal.

1. **Use of References**

The responses provided in the Application Form must be concise, complete and accurate. Reference to external sources (e.g. links) provided by a bidder as a response will not be considered by the Ministry. The Proposal must include all the information and responses from the bidder including the required supporting documents.

1. **Submission**

Bidders are required to prepare their Proposals in the English language and submit their Proposal electronically via email to [miningbidding@mim.gov.sa](mailto:miningbidding@mim.gov.sa). Bidders must submit a separate electronic file for each completed section of the Application Form.

Section A. Proposal Cover Letter

**[To be placed on bidder’s letterhead]**

[Date]

**To: Ministry of Industry and Mineral Resources**

**King Fahd Branch Rd, Al Mohammadiyyah**

**Riyadh 12363**

**Kingdom of Saudi Arabia**

**Proposal Submission for the [insert site name] Licensing Round**

We have reviewed the Information Memorandum for the [insert site name] Licensing Round, as well as the various documents provided to each bidder. All capitalized terms undefined herein shall have the same meaning set forth in the Information Memorandum for the [insert site name] Licensing Round.

We hereby submit our Proposal for acceptance by the Ministry in respect of the [insert site name] Licensing Round in accordance with the requirements of the Proposal Submission Rules.

We confirm that our Proposal shall remain valid for 180 (one hundred and eighty) days from the Proposal Submission Date and shall remain open for acceptance during this period.

We acknowledge and agree that we shall be bound by the Proposal Submission Rules asset out in the Information Memorandum for the [insert site name] Licensing Round.

Signed for and on behalf of

Name of Bidder: Name of additional Consortium Members (where applicable)

By: By:

Name: Name:

Title: Title:

1. **Site Name**

**[insert site name]**

1. **Bidder Details**

|  |  |
| --- | --- |
| Company Name | |
|  | |
| Address | |
|  | |
| Town/City | State/Providence |
|  |  |
| Country | Postcode/ZIP |
|  |  |
| Contact | Phone Number |
|  |  |
| Email | |
|  | |

|  |  |  |
| --- | --- | --- |
| Is the bidder submitting on behalf of a Consortium?  (circle answer) | | If yes, what is bidder’s participating interest in the Consortium? |
| Yes | No | % |

If the answer is "Yes", please also complete Part D of this Section A.

|  |  |
| --- | --- |
| Signature | Date |
|  |  |
| Name | Position |
|  |  |

1. **Non-Compliant Proposal**

|  |  |
| --- | --- |
| Is the bidder submitting a non-compliant Proposal?  (circle answer) | |
| Yes | No |
| If yes, please provide summary details of the key departures from the terms set out in the Information Memorandum: | |
|  | |

1. **Consortium Member Details (to be completed only if the bidder is submitting a Proposal on behalf of a Consortium). For Consortium submissions, please provide a Statement of Confirmation in the form set out in Appendix B to this Application Form.**

Details of Additional Consortium Member 1

|  |  |  |  |
| --- | --- | --- | --- |
| Company Name | | | |
|  | | | |
| Address | | | |
|  | | | |
| Town/City | State/Providence | | |
|  |  | | |
| Country | Postcode/ZIP | | |
|  |  | | |
| Contact | Phone Number | | |
|  |  | | |
| Email | | | |
|  | | | |
| Proposed participating interest in Consortium: | | Lead Consortium Member?  (circle answer) | |
| % | | Yes | No |

|  |  |
| --- | --- |
| Signature | Date |
|  |  |
| Name | Position |
|  |  |

**Details of Additional Consortium Member 2**

|  |  |
| --- | --- |
| Company Name | |
|  | |
| Address | |
|  | |
| Town/City | State/Providence |
|  |  |
| Country | Postcode/ZIP |
|  |  |
| Contact | Phone Number |
|  |  |
| Email | |
|  | |

|  |  |  |
| --- | --- | --- |
| Proposed participating interest in Consortium: | Lead Consortium Member?  (circle answer) | |
| % | Yes | No |

|  |  |
| --- | --- |
| Signature | Date |
|  |  |
| Name | Position |
|  |  |

1. **Model Exploration License**

|  |  |
| --- | --- |
| The bidder accepts the form of Model Exploration License in the form set out in Appendix 1 of this Application Form and acknowledges and agrees that where the respective site exceeds 100km2 , the Ministry will be issuing inter-conditional licenses with similar terms and conditions which will all be treated as a single exploration license. | |
| Yes | No |

|  |  |
| --- | --- |
| Signature | Date |
|  |  |
| Name | Position |
|  |  |

**E. Performance Financial Guarantee**

|  |  |
| --- | --- |
| The bidder, in the event selected as the Successful Bidder, undertakes to provide a Performance Financial Guarantee for an amount equivalent to fifteen per cent. (15%) of the total projected expenditure for the entire duration of the Work Program as specified in the bidder’s Proposal in accordance with the requirements of the Information Memorandum for the [insert site name] Licensing Round. | |
| Yes | No |

|  |  |
| --- | --- |
| Signature | Date |
|  |  |
| Name | Position |
|  |  |

Section B. Minimum Qualification Criteria

**PART A: TECHNICAL CAPABILITY**

1. **Internal Capability**

Bidders must demonstrate internal capabilities in mineral exploration, and are encouraged to demonstrate the following experience in relation to their personnel (500 words or fewer):

* access to and ability to appoint, as required, sufficient qualified and experienced geoscientists to carry out the Work Program (as set out in Section C of this Application Form).
* relevant or similar commodity experience; and
* ability to develop (or manage the development of) assets through pre-feasibility and feasibility studies.

*Bidders must provide CVs of proposed staff for the Project (including the exploration manager) and are encouraged to demonstrate the following experience in relation to its personnel:*

* *access to and ability to appoint, as required, sufficient qualified and experienced geoscientists to carry out the Work Program;*
* *relevant or similar commodity experience; and*
* *ability to develop (or manage the development of) assets through pre-feasibility and feasibility studies to construction and operation.*

1. **Track Record / Examples**

Bidders must demonstrate the following in relation to their past relevant experience (500 words or fewer):

* a track record of at least one greenfield site and/or two brownfield sites;
* experience in relevant mineralization model or similar mineralization style;
* capability in projects involving similar or relevant commodities through the development cycle, from discovery to preliminary economic assessment, via feasibility studies; and
* capability in developing exploration projects beyond the discovery stage.

*Bidders must include the following in relation to each project:*

* *details of prospect being explored;*
* *any significant reliance upon third-party sub-contractors;*
* *details of any geophysical surveying conducted;*
* *details of any relevant technologies used; and*
* *details of any geological activity including mapping and drilling (diamond drilling and reverse drilling).*

**PART B: FINANCIAL CAPACITY**

1. **Exploration Expenditure**

Bidders must have undertaken a minimum expenditure of USD five hundred thousand ($500,000) in exploration activities in the last twelve (12) months, and be able to provide suitable evidence of this. (500 words or fewer)

1. **Exploration Funding**

Bidders must demonstrate access to at least USD five hundred thousand ($500,000) to fund the first three months of the Work Program to be undertaken in the Kingdom in connection with the Project. (500 words or fewer)

Section C. Work Program and Technical Requirements

This section of sets out information the Ministry requires to enable it to assess the bidder’s proposed Work Program and technical expertise to undertake the Work Program successfully and safely.

Responses to this Section C must not exceed ten (10) A4 pages.

The bidder must provide the following information. Using the same numbering as set out below:

* 1. **Proposed Work Program and Exploration Budget**
     1. **Exploration Target Overview:** A brief overview of the mineralisation style, deposit type, or orebody model(s) being targeted. Bidders must describe the exploration concept of the Work Program. Reference to comparable deposits to exemplify characteristics of an economic deposit of similar type is encouraged, highlighting any specific characteristics to be tested that might aid in discovering additional mineralsiation such as alteration assembalges, geophysical characteristics or geochemical signatures.
     2. **2 Year Work Program**: Details of the proposed exploration Work Program for the first 2 years.

The comprehensive Work Program for the initial 2-year period of the license should be set out in accordance with the sections below.

Provide detailed explanations of intended activities, methodologies, targeting specifics, prospect ranking criteria, and quality control measures to ensure high exploration standards are achieved and high-quality data are obtained.

Summarize the proposed Data Quality Management System (DQMS) that outlines Data Quality Objectives (DQO), Data Quality Assurance (QA) and Data Quality Control (QC) relevant to any geochemical sampling, drilling, or geophysical programs. Bidders are encouraged to tailor their Work Program to align with the specific characteristics of the exploration model(s) used to guide activities.

Bidders are encouraged to identify where KSA contractors and service providers will be engaged for the delivery of their Work Program.

The following sections are provided as guidance and are not compulsory.

Suggested inclusions for the Work Program comprise descriptions of:

* 1. Data acquisition, validation, and database establishment.
  2. Field sampling, mapping and drill hole logging data capture and validation process, choice of software, validation of field data, migration, and database storage solutions.
  3. Geological mapping, including surface area coverage, appropriate scale, and any specific geological attributes that will be looked for.
  4. Surface geochemistry, including soil sampling, rock chips, trenching, pitting, stream sediment sampling and any other surface sampling method. Provide a description of sampling techniques for each method, planned sampling density where appropriate, QAQC protocols to be used and laboratory analytical methodology and analytes to be tested for each method. Provide an overview of geochemical signature targeting and vectoring signals to be used to rank targets.
  5. Alteration sampling, including planned analytical techniques and use of resulting data, including an overview of alteration signature targeting and vectoring signals to be used to rank targets.
  6. Mineralogy, petrology and other specialist services for rock type and ore characterization.
  7. Remote sensing data acquisition, processing methods and a description of how the data will be utilized.
  8. Airborne geophysics, including type of geophysical survey method, a description of planned line spacing, sensor height and other survey specifications, processing methodology and a description of the intended use of the resulting data analysis.
  9. Ground geophysics, including type of geophysical survey method, a description of planned line spacing, sensor height and other survey specifications, processing methodology and a description of the intended use of the resulting data analysis.
  10. Earthworks requirements to facilitate exploration activities.
  11. Drilling, including a provisional number of drillholes and drill meters by drilling method, planned number of samples, data logging processes and resulting data files, sampling procedures, QAQC protocols, sample geochemistry, analytical methods and analytes to be tested.
  12. Metallurgical testing and ore characterization.
  13. Environmental surveys, studies, and monitoring activities.
  14. Bulk sampling, geotechnical studies, hydrological test work.
  15. Feasibility studies or Pre- Feasibility.
  16. Other specific studies to be conducted.
  17. Capital items required to be purchased to undertake the Work Program.
      1. **Two Year Work Program Budget:** A detailed budget for the initial 2-year period of the Work Program. Bidders must include details for each workstream set out below in Table 1.

**Table 1: [insert site name] Site 2 Year Expenditure (all amounts must be stated in SAR ‘000)**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **#** | **Workstream** | **Year 1** | | | **Year 2** | | |
| **Budget** | **Quantity** | **Unit** | **Budget** | **Quantity** | **Unit** |
|  | Historical data acquisition, validation and migration to database | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Field data capture, validation and database | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Geological mapping | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Surface sampling | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Alteration sampling | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Mineralogy and petrology | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Remote sensing | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Airborne Geophysics | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Ground geophysics | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Other pre-drilling data collection | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Earthworks | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Drilling (excluding geochemistry) | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Drilling geochemistry | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Metallurgy | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Bulk sampling, geotechnical and hydrology | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Pre-feasibility studies | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Other studies | [●] | [●] | [●] | [●] | [●] | [●] |
|  | Capital Items | [●] | [●] | [●] | [●] | [●] | [●] |

* + 1. **5 Year Exploration Plan:** An outline of a five-year Work Program of activities, based on probable progressive development stages of exploration into resource definition and feasibility study activities. (1,000 words or fewer)
    2. **Additional Information:** Bidders are required to provide the following additional information:

1. A Gantt chart of exploration activities, timing, and activity duration for the first two years. On this chart indicate investment decision points that may affect the exploration Work Program.
2. Details on how the bidder proposes to use contractors versus own staff to deliver the Work Program.
3. The bidder’s governance and decision-making structure for the implementation of the Work Program.
4. Describe the organizational structure the bidder currently has in the Kingdom and elsewhere, or the personnel and organizational chart they intend to have available both in the Kingdom and elsewhere when the Work Program is being implemented.
   1. **Participation in more than one Licensing Round**
      1. Does the bidder intend to submit a Proposal for one or more of the six other sites for which the Ministry launched licensing rounds on 5th August 2024? If the answer is yes, please specify the sites.
      2. Confirmation of the preferred site in the the event the bidder receives the highest score for more than one licensing round. *For the avoidance of doubt, a selection of a preferred site does not exclude a bidder from wining the licensing awards for both sites.*
      3. What capabilities does the bidder have to deliver on more than one exploration site?

Section D. Resource Exploration and Discovery Activities

Each bidder must provide the following details regarding the proposed exploration and development of the Project in a dedicated section titled **'Resource Exploration and Discovery Activities',** using the corresponding numbering provided below.

If a Proposal is submitted by a Consortium, responses to the questions in this Section D must be supplied concerning the Lead Consortium Member. If the Lead Consortium Member lacks the necessary experience or qualifications to address any of the questions in this Section D, responses may be provided by any other Consortium member. In such cases, the response must specify the Consortium member possessing the relevant experience or qualification.

If any of the required information is provided elsewhere in the Proposal in response to other sections of the Information Memorandum, the bidder must cite the reference (section title and page number) where such information can be found.

Information provided in this Section D will be used to evaluate the bidder’s experience, skill sets and proven capacity to fund and effect the development of the Project.

Responses to this Section D must not exceed five (5) A4 pages.

Bidders are required to provide information on the following:

1. Using the table below, summarize the number of exploration licenses currently held by the bidder both within the Kingdom and elsewhere, the range of development stages it covers and the amount of exploration spend in the past five (5) years. *Bidders to note that a higher number of licenses will not result in a higher scoring.*

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **#** | **License** | **Location** | **Issuance Year** | **Commodity** | **Total exploration expenditure in the past 5 years (SAR)** | **Spending (SAR per KM2) in the past 5 years** | **Current stage of the license** |
|  | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
|  | [●] | [●] | [●] | [●] | [●] | [●] | [●] |
|  | [●] | [●] | [●] | [●] | [●] | [●] | [●] |

1. Provide a description of the bidder’s exploration strategy for greenfield sites. Additionally, provide a description of specific criteria the bidder plans to utilize for the Project to prioritize targets and focus on exploration efforts.
2. Provide information regarding all mineral exploration license(s) or project strategy involving farm-in and farm-out in the past five (5) years.
3. Provide details of all transactions relating to exploration licenses held by the bidder including any buy, or sell activities conducted in the past five (5) years.
4. Summarize any major mineral discoveries the bidder has made over the past ten (10) years including examples where the bidder has progressed a greenfield exploration discovery through to pre-feasibility, feasibility or development stage in the past. Include commentary on time taken and investment costs for each example.

Section E. Innovation

Using the same numbering set out below, the bidder is required to provide details relating to the proposed exploration and development of the Project. **Each bidder must specify one technology or innovative solution that it deems is the most appropriate for the Project.**

Responses to this Section E must not exceed two (2) A4 pages.

1. Provide examples where the bidder has successfully employed state-of-the-art exploration technology.
2. Detail any emerging innovative methods and technologies currently under development that the bidder anticipates using for the Project and how they might be utilized.
3. Describe how the bidder envisions the use of innovative solutions and technologies that will enhance its ability to deliver its Work Program more efficiently from a time and cost perspective.
4. If applicable, outline the innovative exploration processes (including proprietary techniques or technologies) employed by the bidder resulting in discoveries within the past ten (10) years.

Section F. Financial Information Requirements

1. **General Financial Information Requirements**

To assess the financial capability of each bidder to fund its obligations with respect to the exploration activities of the Project, bidders are required to submit the financial information in the form set out below in respect of each of the bidder and the bidder’s parent company.

In respect of a Proposal submitted by a Consortium, the Consortium will be required to submit the financial information requested below in respect of each Consortium member and the Consortium member’s parent company.

All information submitted must be supported by the provision of **audited financial statements** for the previous three (3) full financial years alongside an explanation of what is presented as per the audited financial statements (and interim management accounts, if applicable). **All amounts must be stated in SAR and bidders are required to also provide details of any relevant exchange rate used in converting figures to SAR.**

Please see Annex to this Section F for further instructions relating to the Financial Information Requirements.

**Table 1: Financial Summary**

|  |  |  |  |
| --- | --- | --- | --- |
| **Financial Summary of [*insert name*] for previous three (3) financial years** | **Prev. YrI [insert date]** | **Prev. YrII [insert date]** | **Prev. YrIII [insert date]** |
| Total Liabilities |  |  |  |
| Cash and Cash Equivalents |  |  |  |
| Accounts Receivables |  |  |  |
| Current Liabilities |  |  |  |
| Operation Cash Flow |  |  |  |
| Capital Expenditure |  |  |  |
| FCF |  |  |  |
| EBITDA |  |  |  |
| Total Assets |  |  |  |
| Total Exploration Expenditure |  |  |  |

1. **Work Program Funding**

Bidders must provide a summary of capital capacity and demonstration of ability to finance the Work Program (using Table 2 below). Bidders must include details relating to their last two fundraising activities, in particular fundraising for similar exploration projects.

If submitting as part of a Consortium:

1. Each Consortium Member with at least fifteen percent (15%) participation must provide details.
2. Confirm the percentage of funding each Consortium member will contribute to the proposed Work Program. Bidders must provide the consortium agreement that sets out the agreed arrangement between the Consortium members.

**Table 2: [insert site name] Site Funding Plan**

|  |  |  |  |
| --- | --- | --- | --- |
| **Item** | **Year 1 (SAR ‘000)** | **Year 2 (SAR ‘000)** | **TOTAL (SAR ‘000)** |
| Cash on hand | [●] | [●] | [●] |
| Forecast free cash flow net of taxes | [●] | [●] | [●] |
| Proposed equity raisings (including background details such as volume, price range, key investors) benchmarked against previous equity raisings | [●] | [●] | [●] |
| Proposed third-party funding separate from equity raisings (including details on existing relationship with potential funding) | [●] | [●] | [●] |
| Any other sources (specify details of the source of funding and amount) | [●] | [●] | [●] |
| **TOTAL FUNDING** | **[●]** | **[●]** | **[●]** |

1. **Previous Exploration Activities Funding**

Bidders must provide a summary of all capital raisings conducted to finance exploration activities in the past five (5) years. Specify the nature of each capital raising (debt, equity, or hybrid), the amounts raised, and, if applicable, indicate the stock exchange through which any equity placements were executed. Additionally, include any farm-in arrangements where the exploration funding was provided by third parties.

**ANNEX- INSTRUCTIONS RELATING TO THE FINANCIAL INFORMATION**

* All financial statements must be audited. Interim accounts are acceptable provided that they are submitted in addition to the audited financial statements for the previous three (3) years.
* If the audited financial statements provided are in respect of a subsidiary of the bidder, the subsidiary’s articles of association (or any document evidencing the relationship between the bidder and subsidiary) must also be provided.
* If the audited financial statements provided are in respect of a parent company of the bidder, a financial pledge letter from the parent company must also be provided in the form set out in Appendix 3 of this Application Form.
* If the bidder is a newly incorporated company and does not have audited financial statements, bidder must submit:
  + a bank statement confirming it has sufficient funds to cover 100% of the committed exploration expenditure as per the Work Program; and
  + a financial pledge letter in the form set out in Appendix 4 of this Application Form.

Section G. Social Impact Management Plan

**FORM OF SOCIAL IMPACT MANAGEMENT PLAN**

Bidders are asked to submit a Social Impact Management Plan considering each aspect of the following criteria.

Responses to this Section G must not exceed ten (10) A4 pages.

**PART A: SOCIAL IMPACT AND SOCIAL PERFORMANCE MANAGEMENT**

1. **A description of the bidder’s community social performance management processes (including a summary of previous experience in utilizing such processes in similar projects), including the commitment on appointing dedicated and suitably competent staff to manage social performance at the Site.**

|  |
| --- |
|  |

1. **A description of the mechanism and process which the bidder will implement to address and assess local social impacts and Local Communities’ needs, and avoid, mitigate, or reduce any negative impacts.**

|  |
| --- |
|  |

1. **A description of the bidder’s plan for stakeholder identification and continuous and regular engagement with the Local Communities.**

|  |
| --- |
|  |

1. **A description of the mechanism and process which the bidder will follow to address any complaints during the license period.**

|  |
| --- |
|  |

1. **The bidder’s internal governance and decision-making process in relation to social performance management.**

|  |
| --- |
|  |

**PART B: LOCAL DEVELOPMENT PLAN**

1. **Recognizing the exploration stage of the Project, the bidder’s plan for:**
2. **procurement from suppliers within the Local Communities (as defined in the Information Memorandum) (taking into consideration all the supply-chain, including goods and services);**
3. **commitment to develop and train vendors from within the Local Communities to increase their participation as suppliers for the Project; and**
4. **proposed percentages of local purchasing for this Project.**

**The bidder should also detail its relevant experience and procedures for training nationals in countries where similar projects have been situated.**

**The bidder should refer to Part B of the Annex to this Social Impact Management Plan form when answering this section.**

|  |
| --- |
|  |

1. **A plan for employment of Saudi nationals from the Local Communities (to include percentage of local Saudi employees from the total number of employees in each of the following categories: (i) skilled labor, (ii) supervisory roles, (iii) management and professional roles, and (iv) laborers) in each case in accordance with the requirements set out in Part A of the Annex to this Social Impact Management Plan form.**

|  |
| --- |
|  |

1. **The bidder’s experience and procedures for training locals in similar projects elsewhere and its general proposals, plans and commitments in relation to the training of residents of the Local Communities for the exploration of the Project in accordance with the requirements set out in Part A of the Annex to this Social Impact Management Plan form.**

|  |
| --- |
|  |

1. **The bidder’s financial proposals to invest in the Local Communities through initiatives to develop socio-economics, with proposed timing and plan of implementing this commitment. In responding to this question, the bidder must ensure that it provides the funding amount committed to implement these initiatives, otherwise the response will be deemed incomplete.**

|  |
| --- |
|  |

**ANNEX TO SOCIAL IMPACT MANAGEMENT PLAN FORM**

**TRAINING, EMPLOYMENT AND LOCAL CONTENT GUIDELINES**

**Part A - Employment of Saudi Nationals**

In selecting employees to carry out its Work Program and, ultimately, mining operations at the Site, bidders should give preference to qualified and competent Saudi nationals from the Local Communities, whether as executives, officers, engineers, consultants, technicians and skilled and semi-skilled labor.

Bidders should commit to employing and training the Saudi nationals from Local Communities and implementing a recruitment process supported by a clear methodology that embraces transparency, equity, and fairness for all candidates to the maximum extent practicable.

As part of its proposed Work Program, the bidder should provide target percentages for each of the below employment categories to be held by Saudi nationals from the Local Communities (in case unable to find resources from the Local Communities, then from the Kingdom).

*Proposed Work Program*

|  |  |  |  |
| --- | --- | --- | --- |
| **Category** | **1st Year** | **2nd Year** | **3rd Year** |
| Skilled labor | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force |
| Clerical and supervisory | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force |
| Technical | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force |
| Management; Professional | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force | [insert number] of employees representing [●] percent of the total work force |

If a bidder is unable to achieve its submitted percentages because of the unavailability of Saudi personnel from the Local Communities, such bidder shall at its own cost, implement specialized programs to develop the skills of these citizens.

The bidder is encouraged to engage and consult with jobseekers, community leaders and other key stakeholders to increase awareness and understanding of the bidder’s employment processes and eligibility criteria.

Bidders should undertake that employment and the terms and conditions of such employment and the discharge or disciplining of Saudi personnel shall be carried out in compliance with Kingdom’s applicable legislation.

*Local Communities (as defined in the Information Memorandum)*

Each bidder must propose a recruiting policy for the Project. Recruiting priority should prioritize hiring and training Saudi nationals from the Local Communities.

*Contractor Employees*

The bidder must include in its Proposal an undertaking that it will procure that its third-party contractors (including sub-contractors) appointed in connection with the Project will comply with the commitments relating to employment and training as set out pursuant to this Annex.

*Training of Local Saudi Nationals*

As part of its broader commitment to the Local Communities, the bidder should propose the development and implementation of a training plan with targets, dates and deliverables for the training of Saudi nationals from the Local Communities in the mining operations, with the objective to:

1. Train and upgrade the skills of, and provide further practical experience to, Saudi nationals from the Local Communities;
2. Train the selected Saudi nationals for technical, administrative and managerial positions by enrolling them in studies inside or outside Kingdom to further upgrade their professional qualifications; and
3. Partner with educational and vocational institutions to build employability skills in local people, enabling them to prepare themselves for opportunities when they arise, either with this Project or elsewhere.

Bidders should clarify how they propose to train any Saudi nationals from the Local Communities during the exploration phase of the Site.

**Part B – Local Content Development**

*Local Business Development Plan*

The bidder should consider including a local business development plan to promote socio-economic development and growth in the area of communities impacted by the Project, including in relation to the use of local goods and services during the exploration phase of the Site's development. Details of targeted areas of the supply chain that could be met by the Local Communities should be provided where possible.

*Use of Local Goods and Services*

The bidder shall, when purchasing goods and services required in connection with the Project, give first priority to goods and services produced locally and provided by the Local Communities, subject to technical acceptability and availability of the relevant goods and services in the Kingdom. Details of estimated/targeted expenditure for Local Communities during the exploration phase of the Project (included as a percentage of the proposed expenditure under the Work Program) should be provided where possible.

The bidder should confirm how, when conducting procurement, it will ensure that the Local Communities receive appropriate notice and training if required so that relevant businesses might be considered for the opportunity.

**STATEMENT OF COMPLIANCE AND UNDERTAKINGS**

**I, in my capacity as the Executive Officer of [*insert name of Bidder*]:**

1. **Confirm that to the best of my knowledge, information and belief:**

* the completed Social Impact Management Plan complies fully with the requirements set out in the Implementation Regulations and any other relevant guidelines issued by the Ministry;
* all information provided in this Social Impact Management Plan is true and correct and we are not guilty of misrepresentation in providing any information required of us under the Social Impact Management Plan; and
* there are no material omissions in the information being provided in this Social Impact Management Plan.

1. **Undertake to procure that the bidder will:**

* comply with the information provided in the Social Impact Management Plan;
* interact with the Local Communities within the Site or impacted by the Exploration on the Site; and
* maintain at all times an effective mechanism to address the Local Communities’ needs.

**Name:**

**Signature:**

**Date:**

**Company Seal:**

Section H. Environmental Impact Management Plan

The Environmental Impact Management Plan shall be presented in the following format:

1. **A summary of any non-compliance of the bidder with, or any enforcement action undertaken by regulatory authorities in any jurisdiction in relation to, environmental legislation within the last five (5) years.**

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1. **A statement on the bidder’s historic compliance with the Kingdom’s Environmental Laws and relevant regulations and adherence to World Bank and International Financial Corporation (IFC) guidelines, as well as the United Nation’s Sustainable Development Goals with respect to environmental regulations.**

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1. **An explicit statement on the bidder’s future commitment over the next twelve to eighteen months to comply with the Kingdom’s Environmental Laws and relevant regulations and adherence to World Bank and International Financial Corporation (IFC) guidelines, as well as the United Nation’s Sustainable Development Goals, with respect to environmental regulations in respect of the delivery of the Project.**

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1. **Details of technical competence, expertise, technical qualifications and track-record(s) in exploration and environmental management of the senior technical and management personnel currently within the bidder’s organization.**

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1. **A summary of any certified management systems relating to Environmental Management (ISO 14001).**

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1. **Bidders with no current demonstrated capability should respond with a statement about the bidder’s commitment to the environment. Bidders should also include a summary of how they intend to mitigate risk and meet the relevant environmental legislation requirements during exploration activities.**

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1. **A description of the bidder’s experience and procedures that will apply for protecting the environment, preventing, minimizing and remedying pollution and other impacts from the exploration of the Site. Additionally, detail the proposed procedures for addressing these concerns during the exploration phase of the Project.**

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1. **A description of the bidder’s experience and expertise in ensuring the health, safety, and welfare of individuals involved in or impacted by similar projects managed by the bidder. Also, outline the bidder’s plans for maintaining these standards during the exploration phase of this Project.**

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1. **A description of the bidder’s internal governance and decision-making process in relation to environmental matters.**

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1. **The bidder’s commitment to prepare an environmental impact statement and a mitigation and rehabilitation plan in the event that one is subsequently required.**

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**STATEMENT OF COMPLIANCE AND UNDERTAKINGS**

**I, in my capacity as the Executive Officer of [*insert name of bidder*]:**

1. **Confirm that to the best of my knowledge, information and belief:**

* the completed Environmental Impact Management Plan complies fully with the requirements set out in the Implementation Regulations, and any other relevant guidelines issued by the Ministry;
* all information provided in this Environmental Impact Management Plan is true and correct and we are not guilty of misrepresentation in providing any information required of us under the Environmental Impact Management Plan; and
* there are no material omissions in the information being provided in this Environmental Impact Management Plan.

1. **Undertake to procure that the bidder will:**

* commit to the conditions and specifications set by Environmental Authorities, and all the rules, regulations, instructions and decisions relating to the activity subject of the Exploration License;
* obtain the necessary permits from the Environmental Authorities before using any chemicals at the Site;
* submit an annual report showing the status of the implementation of the Environmental Impact Management Plan;
* define access routes to Exploration work areas within the Site to minimize damage to the environment and avoid the creation of multiple routes on the Site;
* ensure compliance with the relevant waste disposal regulations when building exploration camps and take necessary steps to manage hazardous waste disposals and safeguard all temporary fuel stores from leakage;
* dispose of all waste materials and rehabilitate the Site after completing the Exploration and tightly close the drillholes and mark them with a permanent concrete block;
* use best methods to protect the environment from any fuel leakages including during drilling activities;
* confine the drillholes and clearly mark them with appropriate warning signs throughout the work period;
* maintain a photographic record of the drillholes before and after rehabilitation including the geographical coordinates of each; and
* obtain the necessary permits from the competent authorities in the Kingdom in the event the Exploration activities require studying the groundwater.

**Name:**

**Signature:**

**Date:**

**Company Seal:**

Section I. Corporate and Legal Requirements

1. **Mandatory Requirements**

**Part A.1 – Mandatory Requirements Checklist**

*Please tick the boxes next to the Mandatory Requirements below to indicate the bidder’s and, where the bidder is a Consortium, each Consortium member's compliance with each respective statement. For the avoidance of doubt, where the bidder is a Consortium, a separate checklist must be completed on behalf of each Consortium member and must be clearly marked to indicate the Consortium member responding to the checklist.*

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| **Mandatory Requirements** | | **المتطلبات الإلزامية** | |
| **1. Bankruptcy**  The bidder has not been declared bankrupt/ insolvent |  |  | **1. عدم الإفلاس**  لم يتم الإعلان عن إفلاس أو تعسير المتنافس. |
| **2. Professional Conduct**  The bidder and/or any of its shareholders (including ultimate beneficial owners owning at least 10% of the bidder’s share capital), officers and directors of the bidder have not been convicted by a valid conclusive judgment of an authorized court of any financial, economic or management offence including not being subject of a conviction by final judgment for bribery, corruption, fraud, money laundering or breach of sanctions. |  |  | **2. السلوك المهني**  لم يصدر أي حكم نهائي من محكمة أو جهة قضائية بإدانة المتنافس و/أو أي من شركاؤه (ويشمل ذلك المستفيدين النهائيين الحقيقيين الذين يملكون نسبة 10% أو أكثر من رأس مال المتنافس) أو أي من مسؤولي ومديري المتنافس فيما يخص ارتكاب أي مخالفات مالية أو اقتصادية أو إدارية ويشمل ذلك عدم صدور أحكام نهائية تتعلق بقضايا الرشاوي أو الفساد أو الاحتيال أو غسيل الأموال أو خرق العقوبات. |
| **3. Politically exposed persons (PEP) / officials**  No direct or indirect member (including directors and officers of such member) or director/officer of the bidder (or any member of the bidder’s group) is:   * an individual who is or has been entrusted with prominent public functions inside KSA or in another country, for example Heads of State or of government, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials; * any natural person entrusted with a prominent function by an international organization, including directors and deputy-directors, board members or equivalent.   (a "**PEP**"). This includes family members (up to second degree relatives) and close associates who are any natural persons known to have a joint beneficial ownership of legal entities and legal arrangements or any other close business relationship with the PEP or who has an interest with or works for the PEP.  **If the above statement cannot be confirmed, please provide further clarification and supporting documentation in the response to Part A.2. The Ministry will review such responses on a case-by-case basis.** |  |  | **3. الشخص السياسي المعرض للمخاطر**  لا يوجد أي عضو مباشر أو غير مباشر (ويشمل ذلك المدراء أو المسؤولين) لدى المتنافس (ويشمل ذلك أي شركة في مجموعة المتنافس) يعد شخص مكلف بمهمات عامة عليا في المملكة أو دولة أجنبية أو مناصب إدارة عليا أو وظيفة في أحد المنظمات الدولية، ويشمل ذلك المناصب أو الوظائف التالية:   * رؤساء الدول أو الحكومات، وكبار السياسيين أو المسؤولين الحكوميين أو القضائيين أو العسكريين، وكبار المسؤولين التنفيذيين في الشركات التي تملكها الدول، والمسؤولون البارزون في الأحزاب السياسية؛ * رؤساء ومديرو المنظمات الدولية ونوابهم وأعضاء مجلس الإدارة، أو أي وظيفة مماثلة.   ويشمل ذلك أفراد عائلة الشخص السياسي المعرض للمخاطر (وصولاً إلى الدرجة الثانية من القرابة) والأشخاص المقربين من الشخص السياسي المعرض للمخاطر ويشمل ذلك أي شخص طبيعي يشترك بالاستفادة مع شخص سياسي معرض للمخاطر من خلال شراكة حقيقة في كيان اعتباري أو ترتيب قانوني أو تربطه به علاقة عمل وثيقة، أو هو مستفيد حقيقي من كيان اعتباري قانوني أو ترتيب قانوني يملكه أو يسيطر عليه فعلياً شخص سياسي معرض للمخاطر.  **إذا كان البيان أعلاه لا يمكن تأكيده يرجى تزويد توضيحات إضافية مع تزويد الوثائق الداعمة عند الرد على الجزء(أ)(2). ستراجع الوزارة الردود على أساس كل حالة على حدة.** |
| **4. Withdrawal of Mineral Rights**  The bidder has not, in the past ten (10) years, been subject to the premature termination, cancellation or withdrawal of mineral rights prior to the expiry of the associated contract period (save in exceptional circumstances where the bidder was not at fault and which shall be described in the proposal). |  |  | **4.** **إنهاء حقوق ترخيص التعدين**  لم يتم إنهاء أو إلغاء أو سحب أي من تراخيص التعدين المقدمة للمتنافس قبل انتهاء مدة الترخيص المحددة خلال العشرة سنوات الماضية (إلا في الظروف الاستثنائية التي لم يكن فيها المتنافس على خطأ كما سيتم توضيحه وشرحه في العرض). |
| **5. Constitutional Documents**  A copy (certified to be a true copy of the original, by an officer of the bidder) of the constitutional documents of the bidder or each Consortium member. |  |  | **7. الوثائق التأسيسية**  تم تزويد نسخة (مصدقة على أنها نسخة طبق الأصل من قبل مسؤول من المتنافس) من الوثائق التأسيسية للمتنافس ، وفي حالة الائتلاف كل عضو ائتلاف. |

**Part A.2 -Exceptions/ Qualifications to Mandatory Requirements**

*Does the bidder (or any member of the bidder’s group (i.e., subsidiaries, holding companies and their subsidiaries of a bidder)) fail to meet any of the mandatory requirements? If yes, please provide details.*

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| **Identity of group member and relationship to the bidder** | **Details of the bidder or group member's failure to meet the mandatory requirements** |
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1. **Additional Corporate and Legal Requirements**
2. Each bidder must satisfy the following conditions:
3. be a company incorporated in the Kingdom with a minimum capital of SAR 100,000 licensed to engage in exploration and mining work, or provide a clear undertaking to so incorporate within ninety (90) days of being declared the Successful Bidder in accordance with the form set out in Appendix 5 of this Application Form;
4. not have declared bankruptcy or be subject to insolvency proceedings;
5. the bidder must not have had a license terminated in the last three (3) years in the Kingdom; and
6. the executive officers of the bidder must not have been convicted of a criminal office in the three (3) years preceding the date of the Proposal.
7. Within the last five (5) years, details of any litigation, arbitration or administrative proceedings or investigations, whether pending, threatened or finalized, involving the bidder or any group company for an amount in excess of US$1,000,000 (one million United States dollars).
8. Within the last five (5) years, details of any investigation or actions taken by regulators (including any current investigations) in relation to the bidder’s mining activities in the relevant jurisdiction.
9. Details of any material events, risks, activities or strategic plans which may have a significant impact, whether positive or negative, on the bidder’s ability to perform its obligations in the Kingdom if it is awarded the Exploration License.
10. A summary as to how the bidder intends to comply with the Mining Investment Law and its Implementing Regulations during the term of the Exploration License.

Appendix 1. Model Exploration License

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| **TERMS AND CONDITIONS OF [INSERT] EXPLORATION LICENSE (THE "LICENSE")** | | | **أحكام وشروط رخصة الكشف الخاصة بموقع [●] ("الرخصة")** | | |
| **ISSUED PURSUANT TO MINISTERIAL DECISION NO [●] ISSUED ON [●]** | | | **صدرت بموجب القرار الوزاري رقم [●] وتاريخ [●]** | | |
| **To: [●]** | | | **إلى: [●]** | | |
| **On** | | | **في** | | |
| *[Insert Date]* | | | *]ادخل التاريخ[* | | |
| 1. **Additional Details of the Licensee** | | | 1. **معلومات تفصيلية عن المرخص له** | | |
| Name of Directors/ Authorized Signatories: | | | اسماء المديرين المفوضين بالتوقيع: | | |
| 1. **[●]** | | | 1. **[●]** | | |
| 1. **[●]** | | | 1. **[●]** | | |
| 1. **[●]** | | | 1. **[●]** | | |
| 1. **[●]** | | | 1. **[●]** | | |
| Shareholders as per the mining investment license and percentage of shareholding: | | | أسماء الشركاء حسب ترخيص استثمار التعدين وحصة الملكية لكل شريك: | | |
| **Shareholder** | **Shareholding Percentage** | **Nationality** | **الجنسية** | **حصة الملكية** | **الشريك** |
| **[●]** | **[●]** | **[●]** | **[●]** | **[●]** | **[●]** |
| **[●]** | **[●]** | **[●]** | **[●]** | **[●]** | **[●]** |
| For the purposes of this License, "**Beneficial Owner**" means any person owning, directly or indirectly, ten percent (10%) or more of the issued share capital of the Licensee. | | | لأغراض هذه الرخصة يفسر مصطلح "**المستفيد الحقيقي**" على أنه أي شخص يملك، سواءً بطريقة مباشرة أو غير مباشرة، ما لا يقل عن نسبة عشرة بالمائة (10%) من رأس مال الشركة "المرخص له". | | |
| 1. **License Period:** Five (5) years from the date of this License, which may be extended upon application in accordance with the Mining Investment Law of the Kingdom of Saudi Arabia issued by Royal Decree No. M/140 dated 10/19/1441H ("**Mining Investment Law**") and the Mining Investment Implementation Regulation issued under the Mining Law by Ministerial Resolution 3293/1/1444 dated 05/06/1444H dated 09/05/1442H ("**Implementation Regulations**"). | | | 1. **مدة الرخصة:** خمس (5) سنوات تبدأ اعتبارا من تاريخ صدورها، ويمكن تجديدها بموجب طلب تجديد وفقاً لنظام الاستثمار التعديني الصادر بموجب المرسوم الملكي رقم (م/140) بتاريخ 19/10/1441هـ واللائحة التنفيذية لنظام الاستثمار التعديني الصادرة بالقرار الوزاري رقم (3293/1/1444) وتاريخ 05/06/1444 هـ | | |
| 1. **Exploration Work Program:** The Licensee shall carry out and comply with the terms of the exploration work program for the License Site that it has agreed in writing with the Ministry on or prior to the date of this License (the "**Exploration Work Program**") in accordance with the Mining Investment Law and the Implementation Regulations. | | | 1. **برنامج أعمال الكشف:** يجب على المرخص له تنفيذ برنامج أعمال الكشف لموقع الرخصة والتقيد بالشروط التي وافق عليها كتابيًا مع الوزارة قبل تاريخ صدور هذه الرخصة ("**برنامج أعمال الكشف**") وبما ورد بالنظام واللائحة. | | |
| 1. **Permitted Exploration Activities:** The Licensee shall only undertake exploration activities within the License Site as permitted pursuant to the Mining Investment Law, the Implementation Regulations and this License. | | | 1. **أنشطة الكشف المسموح بها:** يجب على المرخص له القيام بأنشطة الكشف فقط داخل موقع الرخصة على النحو المسموح به وفقًا لنظام الاستثمار التعديني واللوائح التنفيذية وشروط وأحكام هذه الرخصة. | | |
| 1. **Environmental Impact Management Plan:** The Licensee shall carry out, and at all times comply with the terms of, the environmental impact management plan for the License Site that it has agreed in writing with the Ministry on or prior to the date of this License (the “**Environmental Impact Management Plan**”). | | | 1. **خطة إدارة الأثر البيئي**: يجب على المرخص له الالتزام في جميع الأوقات بتنفيذ خطة إدارة الأثر البيئي لموقع الرخصة والالتزام بالأحكام التي وافق عليها كتابيًا مع الوزارة قبل تاريخ صدور هذه الرخصة ("**خطة إدارة الأثر البيئي**"). | | |
| 1. **Social Impact Management Plan:** The Licensee shall carry out, and at all times comply with the terms of, the social impact management plan for the License Site that it has agreed in writing with the Ministry on or prior to the date of this License (the"**Social Impact Management Plan**"). | | | 1. **خطة إدارة الأثر الاجتماعي:** يجب على المرخص له الالتزام في جميع الأوقات بتنفيذ خطة إدارة الأثر الاجتماعي لموقع الرخصة والالتزام بالأحكام والشروط التي وافق عليها كتابيًا مع الوزارة قبل تاريخ صدور هذه الرخصة ("**خطة إدارة الأثر الاجتماعي**"). | | |
| 1. **Continued Validity and Termination:** The validity of this License shall be subject to the continued compliance of the Licensee with the Mining Investment Law and its Implementation Regulations, the terms and conditions set out in this License and Annexure II herein and maintaining the technical capability and the financial capacity of the Licensee as per the proposal submitted to the Ministry to obtain this License as well as the terms of the Exploration Work Program, the Environmental Impact Management Plan, the Social Impact Management Plan and the applicable laws of the Kingdom of Saudi Arabia (the "**Conditions**"). The Ministry shall have the right to terminate this License in accordance with the Mining Investment Law and the Implementation Regulations without compensation to the Licensee in the event of a breach of any of the Conditions. | | | 1. **استمرار الصلاحية وإنهاء الرخصة:** تخضع صلاحية سريان هذه الرخصة للالتزام المستمر للمرخص له لأحكام النظام ولائحته التنفيذية والشروط والأحكام الواردة في هذه الرخصة والموضحة في الملحق الثاني منها، والاستمرار بالكفاءة الفنية والقدرة المالية بحدها الأدنى كما ورد بالعرض المقدم للوزارة للحصول على هذه الرخصة، بالإضافة إلى أحكام برنامج أعمال الكشف، وخطة إدارة الأثر البيئي، وخطة إدارة الأثر الاجتماعي، والأنظمة المعمول بها في المملكة العربية السعودية ("**الشروط**"). ويحق للوزارة إنهاء هذه الرخصة وفقاً لنظام الاستثمار التعديني واللوائح التنفيذية دون تعويض المرخص له في حال الإخلال بأي من تلك الشروط والأحكام. | | |
| 1. **Resettlement of Local Communities:** The Licensee acknowledges that it will be required to comply with the terms set out in Annexure III as well as the Mining Investment Law and the Implementation Regulations in respect of the rights, compensation and resettlement of the local communities in the event it applies for an exploitation license in respect of the Total Site Area (or any part thereof) that directly interferes with or is adjacent to the local communities and public and private properties. | | | 1. **المجتمعات المحلية**: يقر المرخص له بالالتزام بالأحكام الواردة في الملحق الثالث وبأحكام نظام الاستثمار التعديني ولوائحه التنفيذية فيما يتعلق بحقوق المجتمعات المحلية وتعويضهم ونقلهم في حال رغبته بتقديم طلب للوزارة للحصول على رخصة استغلال على كامل مساحة الرخصة أو أي جزء منها يقع أو يتجاور بشكل مباشر في حدود المجتمعات المحلية والممتلكات العامة والخاصة. | | |
| 1. **Language:** This License is issued in the Arabic and English languages. In the event of inconsistencies between the Arabic and English texts, the Arabic text will prevail. | | | 1. **اللغة:** تم تحرير هذه الرخصة باللغتين العربية والانجليزية. وفي حال وجود أي تعارض بين نص اللغة العربية ونص اللغة الإنجليزية، فإنه يؤخذ بالنص الوارد باللغة العربية. | | |

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| **ANNEXURE I** | **الملحق الأول** |
| **MAP AND COORDINATES OF THE LICENSE SITE** | **الخريطة والاحداثيات الجغرافية لموقع الرخصة** |

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| **ANNEXURE II** | **الملحق الثاني** |
| **CONDITIONS TO THE CONTINUED VALIDITY OF THE LICENSE** | **شروط استمرار صلاحية سريان الرخصة** |
| In order to maintain the validity of this License, the Licensee shall: | من أجل استمرارية صلاحية سريان هذه الرخصة، يجب على المرخص له: |
| 1. submit an application to the Ministry in accordance with the Mining Investment Law, the Implementation Regulations and terms and conditions of this License to obtain an exploitation license in respect of the Total Site Area (or any part thereof) at the latest twelve (12) months prior to the expiration date of this License; | 1. تقديم طلب إلى الوزارة وفق أحكام نظام الاستثمار التعديني ولائحته التنفيذية وشروط وأحكام هذه الرخصة للحصول على رخص استغلال لكامل مساحة الرخصة الواحدة الإجمالية أو أي جزء منها وبمدة لا تقل عن اثني عشر (12) شهرًا قبل تاريخ انتهاء مدة الرخصة. |
| 1. apply and adopt working standards as may be required for a company operating in the Kingdom of Saudi Arabia and, where undertaking its obligations under the Exploration Work Program, conforming to internationally accepted exploration practices and industry standards; | 1. تطبيق واعتماد المعايير العملية التي تطبق على الشركات العاملة في المملكة العربية السعودية، والامتثال بممارسات أعمال الكشف ومعايير الصناعة المقبولة دوليًا عند تنفيذ التزاماته وفقاً لبرنامج أعمال الكشف. |
| 1. not interrupt or suspend any agreed work as set out in the Exploration Work Program for a period of more than ninety (90) days, whether consecutively or non-consecutively, without the permission of the Ministry; and | 1. عدم انقطاع أو تعليق أي عمل متفق عليه على النحو المنصوص عليه في برنامج أعمال الكشف لمدة تزيد عن تسعين (90) يومًا متصلة أو منقطعة دون الحصول على إذن من الوزارة. |
| 1. remain under the ownership of the Shareholders and Beneficial Owners (as defined in Section A of this License) in the same ownership percentages as identified in Section A of the terms and conditions of this License, other than with the prior written approval of the Ministry, in which case the Ministry will consider the impact of any change in ownership, in the Licensee’s ability to perform its obligations under the License, including with regard to its technical capability and financial capacity. | 1. بقاء الملكية للشركاء والمستفيدين الحقيقيين (بحسب التعريف الوارد في القسم (أ) من أحكام وشروط هذه الرخصة) وبنفس النسب على النحو المحدد في القسم (أ) من هذه الرخصة، إلا في الحالات التي تتم الموافقة عليها كتابياً ومسبقاً من الوزارة، وستنظر الوزارة في تأثير أي تغيير في الملكية على استمرار المرخص له بالوفاء بالتزاماته وفقاً لشروط وأحكام الرخصة ويشمل ذلك الكفاءة الفنية والقدرة المالية للمرخص له. |

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| **ANNEXURE III** | **الملحق الثالث** |
| In the event the Licensee submits an application to the Ministry for an exploitation license in respect of the Total Site Area (or any part thereof) ("**Exploitation License Site**"), the Licensee will be responsible for the resettlement of the local communities residing on Exploitation License Site, and for compensating the owners of the private land, or of a legally established usufruct. The Licensee will be required to provide undertakings that it: | في حال قدم المرخص له طلباً إلى الوزارة للحصول على رخصة استغلال فيما يتعلق بمساحة الرخصة الإجمالية أو أي جزء منها ("**موقع رخصة الاستغلال**") فإنه يلتزم بنقل المجتمعات المحلية، ويستحق مالك الأرض أو المنتفع بها ملكية أو انتفاعاً ثابتاً التعويض عن ذلك، وعلى المرخص له الالتزام والإقرار بما يلي: |
| 1. has visited and inspected the Exploitation License Site and is aware of its features, boundaries and contents; | 1. أنه قد وقف على موقع رخصة الاستغلال وعاينه وتبينت له معالمه وحدوده وما يحتويه. |
| 1. has conducted studies and appropriate due diligence on the Exploitation License Site with the assistance of accredited advisors including those specialized in geological and mining studies; | 1. أنه قد درس موقع رخصة الاستغلال دراسة علمية نافية للجهالة والغرر، وأنه قام بالاستعانة باستشاريين معتمدين، بما في ذلك المتخصصين في علم ودراسات الجيولوجيا والتعدين. |
| 1. has read the Mining Investment Law and its Implementation Regulations and complies with their provisions; | 1. أنه قد اطلع على نظام الاستثمار التعديني السعودي الصادر بموجب المرسوم الملكي رقم (م/140) وتاريخ 19/10/1441هـ، ولائحته التنفيذية الصادرة بالقرار الوزاري رقم (1006/1/1442) وتاريخ 9/5/1442 هـ، وأنه يلتزم بما ورد بهما من أحكام. |
| 1. will comply with the laws, regulations, orders, rules and procedures applicable in the Kingdom; | 1. أن يتم التقيد بالأنظمة واللوائح والأوامر والضوابط والتعليمات المعمول بها بالمملكة العربية السعودية. |
| 1. has read the Kingdom’s Law on Expropriation of Property for the Public Interest and the Temporary Possession of Property (issued by Royal Decree No. (M/15) dated 11/03/1424H) ("**Expropriation Law**") and its implementation regulations and that it will be liable for compensating the owners of properties located on the Exploitation License Site whether through cash compensation or costs associated with agreements (subject to obtaining approval from the relevant authorities). The Licensee will be liable for all costs associated with the resettlement process in accordance with best internationally recognized standards. The compensation must be fair and in accordance with the foregoing; | 1. أنه قد اطلع على نظام نزع ملكية العقارات للمنفعة العامة ووضع اليد المؤقت على العقار الصادر بالمرسوم الملكي رقم (م/15) وتاريخ 11/3/1424هـ ولائحته التنفيذية، بما في ذلك التزام المرخص له بتحمل كافة التعويضات لأصحاب الأملاك، والواقعة في حدود منطقة رخصة الاستغلال، سواء كان التعويض نقداً أو ما يترتب من تكاليف على المقايضة (بعد موافقة الجهات المعنية)، كما أنه يتحمل تعويضات وتبعات النقل والترحيل للمجتمعات المحلية وكل ما يترتب على ذلك من تكاليف، على أن يراعى في ذلك أفضل الممارسات و المعايير الدولية المتعارف عليها عند نقل المجتمعات المحلية أن تكون التعويضات عادلة ووفقاً للمعايير المذكورة أعلاه. |
| 1. it will register the expropriated properties in accordance with legal procedures and as set out in governmental instructions. The Licensee will have the right to obtain a usufruct after the properties are registered as the ownership of the Kingdom. | 1. أن يتم تسجيل الأملاك -في حال نزعها- وفقاً للإجراءات النظامية وما تقضي به التعليمات الحكومية، ويكون للمرخص الحق في الحصول على حق الانتفاع من هذه الأراضي بعد أن تسجل ملكيتها للدولة. |

Appendix 2. Form of Statement of Confirmation

[Date]

**Ministry of Industry and Mineral Resources**

**King Fahd Branch Rd, Al Mohammadiyyah**

**Riyadh 12363**

**Kingdom of Saudi Arabia**

**For the attention of: His Excellency Abdulrahman Al Belushi, Deputy Minister of Mineral Resources Management**

**STATEMENT OF CONFIRMATION**

Your Excellency

On behalf of, [insert name of lead consortium member], we are submitting this request to establish a consortium to participate in the process for awarding an exploration license for the [insert site name] site (**[insert site name] Licensing Round**) in accordance with the Information Memorandum issued by the Ministry on [insert date] and confirm the members’ consent to participate in the consortium as indicated below.

Signed for and on behalf of

[insert]

Lead Consortium Member

**Consented to by:**

|  |
| --- |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  [insert name of consortium member] |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  [insert name of consortium member] |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  [insert name of consortium member] |

Appendix 3. Financial Pledge Letter

*To be used in the event the audited financial statements submitted by a bidder relate to its parent company*

[insert parent company’s letterhead]

**Ministry of Industry and Mineral Resource**

**King Fahd Branch Rd**

**Al Mohammadiyyah**

**Riyadh 12363**

**Kingdom of Saudi Arabia**

**[insert site name] Licensing Round**

Further to the proposal submitted by [insert name of bidder](**Bidder**) on [insert date] in relation to the [insert site name] Licensing Round, [insert parent company name] confirms and undertakes that it will provide the Bidder with the necessary financial support to undertake the exploration activities in accordance with the Work Program submitted by the Bidder.

[insert parent company name] undertakes and commits to providing the Bidder with all financial support required in a timely manner to ensure it proceeds with the exploration activities as per the schedules set out in the Work Program and without any financial hinderance.

Signed for and on behalf of:

**[insert parent company name]**

Name:

Position:

Appendix 4. Financial Pledge Letter

*To be used in the event the bidder is a newly incorporated entity*

[insert bidder’s letterhead]

**Ministry of Industry and Mineral Resource**

**King Fahd Branch Rd**

**Al Mohammadiyyah**

**Riyadh 12363**

**Kingdom of Saudi Arabia**

**[insert site name] Licensing Round**

Further to the proposal submitted by [insert name of bidder] (**Bidder**) on [insert date] in relation to the [insert site name] Licensing Round, the Bidder hereby confirms and undertakes that it will fund all the costs required to undertake the exploration activities in accordance with the Work Program submitted by the Bidder.

The Bidder undertakes and commits to ensuring that it, at all times, will have the funding required to proceed with the exploration activities as per the schedules set out in the Work Program and without any financial hinderance.

Signed for and on behalf of:

**[insert bidder name]**

Name:

Position:

Appendix 5. Form of Undertaking

[insert bidder’s/ lead consortium member’s letterhead]

**Ministry of Industry and Mineral Resource**

**King Fahd Branch Rd**

**Al Mohammadiyyah**

**Riyadh 12363**

**Kingdom of Saudi Arabia**

**[insert site name] Licensing Round**

Further to the proposal we submitted on [insert date] in relation to the [insert site name] Licensing Round on behalf of [insert names of bidder or all consortium members], we hereby undertake to incorporate the licensee company in the Kingdom of Saudi Arabia in accordance with the requirements of the Mining Investment Law and its Implementing Regulations and as set out in Section I of the Proposal Application Form in the event we are declared as the Successful Bidder for the [insert site name] Licensing Round within 90 days from such declaration.

Signed for and on behalf of:

**[insert company name] - [Lead Consortium Member]**

Name:

Position:

**[[insert company name] - Consortium Member**

Name:

Position:]

**[[insert company name] - Consortium Member**

Name:

Position:]