

This document is important. If you have any doubt as to the action, if any, you should take, you should consult your CSDP, banker, stockbroker, attorney, accountant or other professional adviser immediately.

Shareholders are advised that trading in Wesizwe shares will only take place in dematerialised form. The definitions on pages 3 to 5 of this pre-listing statement apply throughout this document.



WESIZWE PLATINUM LIMITED

(formerly Exaco Holdings Limited)
(Incorporated in the Republic of South Africa)
(Registration number 2003/020161/06)
JSE code: WEZ ISIN: ZAE000075859
("Wesizwe")

PRE-LISTING STATEMENT

relating to the listing of the ordinary shares of Wesizwe on the JSE
issued in terms of the Listings Requirements

This pre-listing statement is not an invitation to the public to subscribe for shares in Wesizwe, but is issued in compliance with the Listings Requirements for the purpose of providing information to the public with regard to Wesizwe.

The directors of Wesizwe, whose names appear in paragraph 5.1 commencing on page 14 of this pre-listing statement, collectively and individually accept full responsibility for the accuracy of the information given in this pre-listing statement and certify that to the best of their knowledge and belief there are no facts or circumstances that have been omitted which would render any statement in this pre-listing statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this pre-listing statement contains all information required in terms of the Listings Requirements.

The JSE has agreed to the listing of the entire issued ordinary share capital of Wesizwe in the "Platinum" sector of the JSE list under the abbreviated name "Wesizwe". The listing will take place with effect from the commencement of trade on 21 December 2005.

On 21 December 2005, the date of listing of Wesizwe, the authorised share capital of Wesizwe will comprise 500 000 000 ordinary shares with a par value of 0.001 cent each, of which 356 366 659 shares will be in issue. The aggregate par value of the issued shares is R3 564 and the share premium is R114 999 761. All shares rank *pari passu*.

Wesizwe's ordinary shares will only be traded on the JSE as dematerialised shares and accordingly, all ordinary shareholders will have to dematerialise their certificated shares should they wish to trade in their ordinary shares on the JSE.

The investment bank and sponsor, financial advisers, reporting accountants and auditors, attorneys and competent person to Wesizwe have given and have not, prior to the date of issue of this pre-listing statement, withdrawn their written consents to the inclusion of their names and, where applicable, their reports in the form and context in which they appear in this pre-listing statement.

Persons with questions relating to the listing of Wesizwe or this pre-listing statement are invited to contact the Chief Executive Officer of Wesizwe on +27 11 215 2375.

Investment bank and sponsor



Independent financial adviser



Financial adviser



Reporting accountants and auditors



Attorneys



Competent person



Copies of this pre-listing statement are available in English only and may be obtained from the registered office of Wesizwe and the offices of the transfer secretaries, the addresses of which are set out in the "Corporate Information and Advisers of Wesizwe" section of this pre-listing statement.

Date of issue: 21 December 2005

CORPORATE INFORMATION AND ADVISERS

Company secretary

Jenny van der Merwe
Seccorp Secretarial Services (Proprietary) Limited
(Registration number 2001/007821/07)
1st Floor, Mettle Building, Willie van Schoor Avenue
Bellville, 7530
(PO Box 3991, Tygervalley, 7536)

Investment bank and sponsor

The Standard Bank of South Africa Limited
(Registration number 1962/000738/06)
3 Simmonds Street
Johannesburg, 2001
(PO Box 61344, Marshalltown, 2107)

Independent reporting accountants and auditors

KPMG Inc.
(Registration number 1999/021543/21)
Chartered Accountants (SA)
85 Empire Road
Parktown, 2193
(Private Bag 9, Parkview, 2122)

Attorneys

Hofmeyr Herbststein & Gihwala Inc.
(Registration number 1997/001523/21)
6 Sandown Valley Crescent
Sandown, Sandton, 2196
(Private Bag X40, Benmore, 2010)

Transfer secretaries

Computershare Investor Services 2004 (Proprietary) Limited
(Registration number 2004/003647/07)
Ground Floor, 70 Marshall Street
Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

Date of incorporation

21 August 2003

Place of incorporation

Pretoria

Registered office

2nd Floor, AMB Capital
18 Fricker Road
Illovo, 2196
(Private Bag X16, Northlands, 2116)

Independent financial adviser

Morgan Stanley South Africa (Proprietary)
Limited
(Registration number 1994/000261/07)
1st Floor, SW Wing, 160 Jan Smuts Avenue
Rosebank, 2196
(1st Floor, SW Wing, 160 Jan Smuts Avenue
Rosebank, 2196)

Competent person

Mineral Corporation Consultancy
(Proprietary) Limited
(Registration number 1995/000999/07)
Block B, 65 Homestead Office Park
65 Homestead Avenue
Bryanston, 2021
(PO Box 1346, Cramerview, 2060)

Financial adviser

Abante Virtus (Proprietary) Limited
(Registration number 2003/000016/07)
2nd Floor, Riverside Place
South Gate Office Park
Carl Cronje Drive
Tyger Waterfront
Bellville, 7530
(PO Box 5201, Tygervalley, 7536)

CONTENTS

	<i>Page</i>
Corporate information and advisers	Inside front cover
Salient features	2
Definitions and interpretations	3
Pre-listing statement	6
1. Introduction	6
2. Information relating to Wesizwe	6
3. Major shareholders	13
4. Share capital	13
5. Directors and senior management	14
6. Financial information	20
7. Legal information	22
8. Corporate governance	23
9. Exchange control	23
10. Particulars of the listing	23
11. Directors' responsibility statement	24
12. Documents available for inspection	24
Annexure 1 Report of consolidated historical financial information of the Wesizwe group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004	25
Annexure 2 Independent reporting accountants' report on the report of consolidated historical financial information of the Wesizwe group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004	42
Annexure 3 Alterations to share capital and issues of securities	44
Annexure 4 Extracts from the articles of association of Wesizwe	45
Annexure 5 Details of material acquisitions and vendors	52
Annexure 6 Directorships in other companies in the past five years	54
Annexure 7 Corporate governance	55
Annexure 8 Competent person's report	57

SALIENT FEATURES

The definitions on pages 3 to 5 of this pre-listing statement apply throughout this document.

1. INTRODUCTION

This summary contains the salient features of the listing detailed in this pre-listing statement, which should be read in its entirety for a full and proper appreciation thereof.

2. BACKGROUND AND NATURE OF BUSINESS

Wesizwe is a broad-based black-controlled company conducting PGE exploration operations in the western portion of the Bushveld Complex in South Africa. The company has positioned itself as the investment vehicle for the Bakubung, which has a 33% interest in Wesizwe. The Bakubung is a community located in the region in which Wesizwe is conducting its exploration activities. The remaining 19% of Wesizwe's HDSA ownership comprises various HDSA individuals, most of whom serve on Wesizwe's board of directors.

Wesizwe's exploration properties are situated between the BRPM JV's Styldrift property and the WB JV's Pilanesberg properties. Wesizwe raised R115 million from private investors to fund the acquisition of certain key exploration properties and initiate a detailed exploration programme. This exploration programme has to date yielded an inferred mineral resource summarised below.

	Tonnage (Mt)	Grade PGE(4) (g/t)	Ounces PGE(4) (Moz)
Total	63.61	5.09	10.42
Attributable	40.24	5.00	6.46

Wesizwe intends to raise further equity capital during 2006 in order to complete the exploration programme and conduct a pre-feasibility study, followed by a bankable feasibility study. At this stage, the company expects to raise approximately R50 million during 2006.

Wesizwe has secured a technical co-operation agreement with the BRPM JV in relation to key contiguous exploration properties. In addition, Anglo Platinum has agreed to drill ten boreholes on one of the properties held jointly by Anglo Platinum and Wesizwe during the remainder of 2005 and 2006. Discussions are underway with the WB JV with a view to the possible establishment of a joint venture on shared and contiguous properties.

Five prospecting permits pertaining to Wesizwe's prospecting rights have been converted to new order rights, as defined in the MPRDA.

Wesizwe intends following a dual approach of developing its current portfolio of exploration properties and identifying appropriate acquisitive growth opportunities in order to achieve its long-term strategic objective of becoming a credible, sustainable, South African, black-empowered resources company.

3. RATIONALE FOR THE LISTING OF WESIZWE

Wesizwe is listing in order to raise the profile of the company in anticipation of its proposed equity capital raising exercise in 2006 and to fulfil commitments with the Bakubung and other key shareholders.

4. ADDITIONAL COPIES OF THIS PRE-LISTING STATEMENT

Additional copies of this pre-listing statement may be obtained during normal business hours from Wednesday, 21 December 2005 until Wednesday, 18 January 2006 from:

- Wesizwe, 2nd Floor, AMB Capital, 18 Fricker Road, Illovo; and
- Computershare, Ground Floor, 70 Marshall Street, Johannesburg.

DEFINITIONS AND INTERPRETATIONS

In this pre-listing statement and in the annexures hereto, unless otherwise indicated or unless the context indicates a contrary intention, the words in the first column have the meanings stated opposite them in the second column, words in the singular include the plural and *vice versa*, words importing one gender include the other gender and references to a person include references to legal persons and *vice versa*:

“Abante Capital”	Abante Capital (Proprietary) Limited (Registration number 2002/008841/07), a private company incorporated in accordance with the laws of South Africa;
“the Act” or “the Companies Act”	the Companies Act, 1973 (Act 61 of 1973), as amended;
“Africa Wide”	Africa Wide Mineral Prospecting and Exploration (Proprietary) Limited (Registration number 2002/011815/07), a private company incorporated in accordance with the laws of South Africa;
“Anglo Platinum”	Anglo Platinum Limited (Registration number 1946/022542/06), a public company incorporated in accordance with the laws of South Africa and listed on the JSE;
“articles of association”	the articles of association of the company;
“the Bakubung”	the Bakubung Ba-Ratheo Tribe, a community in the North-West Province, represented by Mr Ezekiel Motshubela Monnakgotla in his capacity as acting Kgosi;
“Bakubung Minerals” or “the subsidiary” or “the subsidiary company”	Bakubung Minerals (Proprietary) Limited (Registration number 2002/017306/07), a private company incorporated in accordance with the laws of South Africa and a wholly owned subsidiary of Wesizwe;
“BRPM JV”	the Bafokeng Rasimone Platinum Mine / Styldrift Joint Venture in respect of which a 50% interest is held by Royal Bafokeng Resources (Proprietary) Limited and a 50% interest by Rustenburg Platinum Mines Limited;
“the Bushveld Complex” or “BIC”	a major intrusive igneous body in the northern part of South Africa that has undergone remarkable magmatic differentiation. It is by far the largest layered intrusion known. The Bushveld Complex is a leading source of chromium and PGEs;
“business day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“certificated shares”	Wesizwe shares which have not yet been dematerialised in terms of STRATE and title to which is represented by a share certificate or other physical document of title;
“competent person” or “The Mineral Corporation”	Mineral Corporation Consultancy (Proprietary) Limited (Registration number 1995/000999/07), a private company incorporated in accordance with the laws of South Africa;
“competent person’s report”	the report of the competent person contained in Annexure 8 to this pre-listing statement;
“CSDP”	Central Securities Depository Participant;
“dematerialise”	the process by which certificated shares are converted to electronic form as dematerialised shares and recorded in the sub-register of Wesizwe shareholders maintained by a CSDP;
“dematerialised shares”	Wesizwe ordinary shares in respect of which paper share certificates have been replaced with electronic records of ownership under STRATE with a duly appointed CSDP or broker, as the case may be;

“the DME”	the Department of Minerals and Energy of South Africa;
“HDSA”	a historically disadvantaged South African, being any person, category of persons or community, disadvantaged by unfair discrimination before the Constitution of the Republic of South Africa, 1993 (Act 200 of 1993) came into operation;
“IFRS”	International Financial Reporting Standards;
“independent reporting accountants” or “KPMG” or “the auditors”	KPMG Inc. (Registration number 1999/021543/21) Chartered Accountants (SA), a private company incorporated in accordance with the laws of South Africa;
“the JSE”	the JSE Limited (Registration number 2005/022939/06), a public company registered and incorporated in accordance with the laws of South Africa, licensed as an exchange under the Securities Services Act, 2004 (Act 36 of 2004);
“Kgosi”	in terms of customary law, the traditional leader of the Bakubung;
“the last practicable date”	the last practicable date prior to the finalisation of this pre-listing statement, being 30 November 2005;
“Ledig Minerale”	Ledig Minerale Regte 909 JQ (Proprietary) Limited (Registration number 2002/006509/07), a private company incorporated in accordance with the laws of South Africa;
“the listing”	the listing of all the ordinary shares of Wesizwe on the JSE by way of introduction;
“the Listings Requirements”	the Listings Requirements of the JSE;
“Merensky Reef”	one of the three main PGE-bearing reefs found in the Bushveld Complex;
“the Minerals Act”	the Minerals Act, 1991 (Act 50 of 1991), repealed by section 11 of the MPRDA;
“the Mining Charter”	the Broad-based Socio-Economic Empowerment Charter for the South African Mining Industry;
“the MPRDA”	the Mineral and Petroleum Resources Development Act of South Africa, 2002 (Act 28 of 2002), as amended;
“Our Mining Venture”	Our Mining Venture (Proprietary) Limited (Registration number 2002/028620/07), a private company incorporated in accordance with the laws of South Africa;
“platinum group elements” or “PGE”	platinum, palladium, rhodium, ruthenium, iridium and osmium;
“PGE (4)”	platinum, palladium, rhodium and gold;
“the Pilanesberg Complex”	a circular mountainous terrain rising some 260 metres above the surrounding plains, located to the immediate north of the Wesizwe properties;
“PTM”	Platinum Group Metals Limited, a limited liability company incorporated in accordance with the laws of Canada and listed on the Toronto Stock Exchange, with ticker “PTM”;
“this pre-listing statement” or “this document”	this bound document dated 21 December 2005;
“the SAMREC Code”	the code of the South African Minerals Resources Committee which sets a minimum standard for public reporting on exploration results, mineral resources and mineral reserves in South Africa;
“the SECA Trust”	the trustees for the time being of the SECA Trust, a trust registered with the Master of the High Court South Africa with Master’s Reference number IT 9847/01, herein represented by Hermanus Dempers Pretorius in his capacity as trustee;

"shares" or "ordinary shares"	ordinary shares with a par value of 0.001 cent each in the share capital of Wesizwe;
"shareholders"	holders of ordinary shares;
"South Africa" or "RSA"	the Republic of South Africa;
"Standard Bank"	The Standard Bank of South Africa Limited (Registration number 1962/000738/06), a public company incorporated in accordance with the laws of South Africa;
"STRATE"	STRATE Limited (Registration number 1998/022242/06), a public company incorporated in accordance with the laws of South Africa and a registered central securities depository which operates the STRATE system;
"the STRATE system"	the clearing and settlement system for security transactions on the JSE to be settled and transfer of ownership to be recorded electronically, which system is managed by STRATE;
"the transfer secretaries" or "Computershare"	the transfer secretaries of Wesizwe, being Computershare Investor Services 2004 (Proprietary) Limited (Registration number 2004/003647/07), a private company incorporated in accordance with the laws of South Africa;
"the Trust"	The Community Development Trust Fund, established by the Bakubung, with the co-operation of Wesizwe, the object of which is the management and administration of assets for the benefit and socio-economic development of the Bakubung;
"the UG2 Reef"	one of the three main PGE bearing reefs found in the Bushveld Complex;
"USD"	United States dollars;
"VAT"	value-added tax as defined in the Value-Added Tax Act, 1991 (Act 89 of 1991), as amended;
"vendors"	Our Mining Venture and Ledig Minerale;
"WB JV"	Western Bushveld Joint Venture, in respect of which a 34% interest is held by Anglo Platinum, a 34% interest by PTM and a 26% interest by Africa Wide;
"Wesizwe" or "the company"	Wesizwe Platinum Limited (Registration number 2003/020161/06), a public company incorporated in accordance with the laws of South Africa and which is to be listed on the JSE;
"the Wesizwe group" or "the group"	Wesizwe and Bakubung Minerals; and
"the Wesizwe properties"	collectively, former portions 1, 2, 3, 4, 5 and 6 of Ledig 909 JQ, portions 3, 4 and 11 of Frischgewaagd 96 JQ, a portion of the remainder of Mimosa 81 JQ, and portions 1, 2, 4, 5 and 7 of Zandriverspoort 210 JP.



WESIZWE PLATINUM LIMITED

(formerly Exaco Holdings Limited)
(Incorporated in the Republic of South Africa)
(Registration number 2003/020161/06)
JSE code: WEZ ISIN: ZAE000075859

Directors: TE Skweyiya (*Chairperson*)*, MH Solomon (*Chief Executive Officer*), DN Campbell†, M Eksteen†, L Maloney*, EM Monnakgotla*, DJ Phologane*, JC Williams*

* *Non-executive*

† *Independent non-executive*

PRE-LISTING STATEMENT

1. INTRODUCTION

The purpose of this pre-listing statement is to provide relevant information regarding the group in relation to the listing as required by the Listings Requirements.

2. INFORMATION RELATING TO WESIZWE

2.1 Background to Wesizwe

The company was incorporated under the name Pacific Star Trading 3 Limited on 21 August 2003. The name was changed to Exaco Holdings Limited on 2 October 2003. The company's name was again changed on 27 February 2004 to Wesizwe Platinum Limited. Wesizwe's main activity is platinum exploration and related activities.

During 2003, Wesizwe acquired the entire issued ordinary share capital of Bakubung Minerals, which was incorporated under the name Summit Ridge Trading 85 (Proprietary) Limited on 18 July 2002. The subsidiary's name was changed to Bakubung Minerals with effect from 17 September 2002. The main activity of the subsidiary is to acquire rights to explore for minerals and to exploit such rights.

At the time of acquisition, Bakubung Minerals held written consent from the Bakubung, who were the partial mineral right owners of portions 3, 4 and 11 of Frischgewaagd 96 JQ, to apply for prospecting permits on these properties. Bakubung Minerals also received permission from the mineral right holders of the former portions 1, 2, 3, 4, 5 and 6 of Ledig 909 JQ, and portions 1, 2, 4, 5 and 7 of Zandriverspoort 210 JP to apply for prospecting permits in relation to the respective properties. The consent from Ledig Minerale to apply for the old order prospecting permits for these portions of Ledig 909 JQ was obtained in exchange for cash and shares in Wesizwe (further information relating to these transactions is included in Annexure 5).

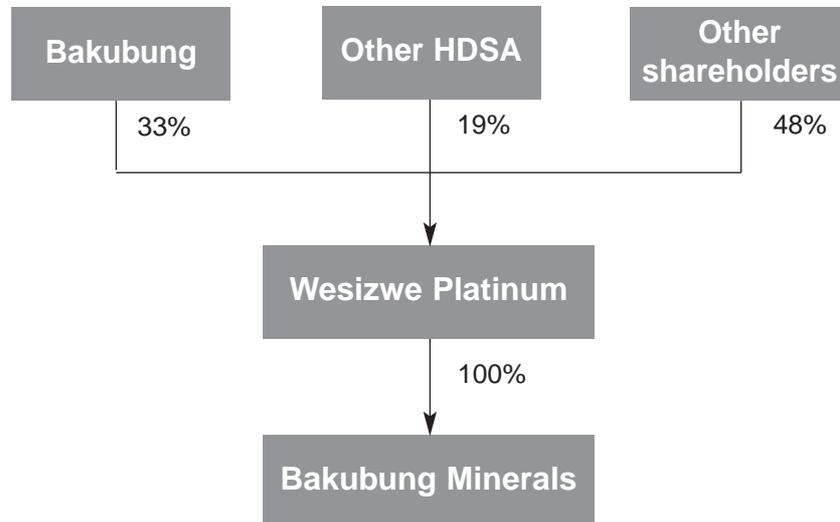
In February 2004, Bakubung Minerals applied for old order prospecting permits for the abovementioned properties and also applied for an old order prospecting permit for a certain portion of the State-held property of Mimosa 81 JQ. In April 2004, old order prospecting permits were granted for portion 11 of Frischgewaagd 96 JQ, former portions 1, 2, 3, 4, 5 and 6 of Ledig 909 JQ, portions 1, 2, 4, 5 and 7 of Zandriverspoort 210 JP and a portion of Mimosa 81 JQ. A new order prospecting permit for portions 3 and 4 of Frischgewaagd 96 JQ was granted in October 2005. Certain of these old order prospecting permits have been converted to new order prospecting rights, as detailed in paragraph 2.3.5 below.

Wesizwe raised R115 million from private investors to fund the acquisition of certain properties and to conduct the current exploration programme. The company intends to raise further capital during 2006 to extend the comprehensive exploration programme and if successful, conduct a pre-feasibility study. If warranted, further exploration will be conducted, leading to the preparation of a bankable feasibility study.

As at the last practicable date, a total of approximately 23 000 metres of exploratory drilling has been completed. Although these are early results from an exploration program that will continue for another two to three years, the platinum grades are encouraging, as summarised in paragraph 2.3.3 below.

2.2 Ownership structure

The ownership structure of Wesizwe is set out below.



The total HDSA shareholding upon listing will be approximately 52%, making Wesizwe a black-controlled company that is fully compliant with the HDSA equity ownership requirements of the MPRDA and the Mining Charter.

The Bakubung is the largest single shareholder, owning 33% of the issued share capital of the company. The shareholding of the Bakubung in Wesizwe has been ratified by the Minister for Agriculture and Land Affairs. The remaining major empowerment shareholders include Thuthukile Skweyiya (Chairperson), Lorna Maloney (non-executive director) and Lincoln Ngculu. These shareholdings are unencumbered.

A key focus area for Wesizwe is preserving its HDSA credentials, as they underpin Wesizwe's competitive advantage in terms of being able to confer full empowerment credits in future transactions.

2.3 Wesizwe's portfolio of properties

2.3.1 Location of the Wesizwe properties

The Wesizwe properties are located between thirty and forty kilometres north-northwest of Rustenburg, North-West Province, South Africa, and are close to the smelters of the world's leading platinum producers, Impala Platinum Limited and Rustenburg Platinum Mines Limited, which are situated ten kilometres north and five kilometres east, respectively, of Rustenburg. The nearest railway siding is at Boshhoek, approximately twelve kilometres south-southeast of the centre of the Wesizwe properties. The Wesizwe properties are served by tarred roads. The Pilanesberg Airport, which has a two kilometre tarmac runway, is situated some eight kilometres east of the Wesizwe properties. Refer to figures 1 to 3 in Annexure 8 for plans relating to the location of the Wesizwe properties.

2.3.2 Exploration programme

During 2004, Wesizwe planned a systematic and multi-disciplinary phased exploration programme to be conducted over an initial three-year period. The objective of the programme was to advance the project from the initial field work (Phase 1) to the initial discovery stage (Phase 2) through to an advanced stage of mineral resource delineation (Phase 3) and ultimately to a pre-feasibility study (Phase 4). The programme and technical work were structured to allow decision milestones on a semi-annual basis that would either support each successive phase of exploration or demonstrate that additional exploration

was not justified.

On the basis that the Wesizwe properties adjoin the Pilanesberg Complex, they are assumed to lie within a structurally complex domain. In view of this complexity, the detailed exploration programme was designed in phases, starting with widely spaced drillholes and followed by a reduced drillhole spacing informed by results obtained, which also resulted in increasing focus for the drilling programme. Following the phase of initial discovery drilling (Phase 2), infill drilling has been planned on a 1 000 metre spacing (Phase 3), with subsequent infill drilling at the centres of this grid ultimately reducing to an approximately 250 metre spacing during Phase 4.

2.3.3 Results of exploration programme to date

The results of the exploration programme to date, as set out in the competent person's report, are summarised in the table below.

Reef type	Farm	Tonnage (Mt)	Grade PGE (4) (g/t)	PGE (4) Million ounces Contained	Ownership	PGE (4) Million ounces Attributable
Merensky	Ledig 909JQ	8.43	4.96	1.34	100%	1.34
UG2		8.45	4.29	1.16	100%	1.16
Merensky	Frischgewaagd	22.70	6.12	4.47	50%*	2.24
UG2	96JQ portion 11	24.02	5.26	3.44	50%*	1.72
Total		63.61	5.09	10.42		6.46

* Remaining 50% held by Anglo Platinum

The exploration programme has concentrated specifically on the properties listed in the table above. Detailed exploration has not yet taken place on Wesizwe's other properties.

These results offer the potential for sufficient critical mass for a stand-alone mining operation of 150 000 to 180 000 tonnes per month of run-of-mine ore, over a period of 20 to 25 years life of mine.

2.3.4 Joint exploration initiatives

The location of the Wesizwe properties presents significant opportunity for regional consolidation with the adjacent properties of the WB JV and the BRPM JV.

Discussions are underway with PTM, the operator of the WB JV, with a view to a possible joint venture on shared properties (50% of portions 3 and 4 of Frischgewaagd 96 JQ is held by the WB JV).

Wesizwe has secured a technical co-operation agreement with the BRPM JV in relation to portion 11 of Frischgewaagd 96 JQ (50% held by Anglo Platinum). In terms of the technical co-operation agreement, Wesizwe, Anglo Platinum and the BRPM JV have agreed to disclose information to each other relating to drillhole information. In addition, Anglo Platinum has agreed to drill ten boreholes on portion 11 of Frischgewaagd 96 JQ during the remainder of 2005 and 2006, as illustrated in figure 21 of Annexure 8.

2.3.5 Prospecting rights

Bakubung Minerals holds prospecting rights, subject to the terms and conditions of each respective prospecting right concerned and subject to applicable provisions of the MPRDA, over properties in the Mankwe district in North-West province.

To the extent that these prospecting rights are old-order rights not yet converted into new-order prospecting rights under the MPRDA, Bakubung Minerals is, by virtue of holding those old-order rights, entitled to have them converted into such new-order rights, if prospecting was being conducted immediately before the MPRDA took effect on 1 May 2004. Such old-order prospecting rights continue in force for a period of two years from 1 May 2004 when the MPRDA took effect, subject to the terms and conditions under which they were granted or issued. Upon the conversion of the old-order prospecting right and the registration of the

new-order prospecting right into which it was converted, the old-order prospecting right ceases to exist.

The holder of a prospecting right has the exclusive right under the MPRDA to apply for and be granted a mining right in respect of the mineral and prospecting area in question, subject to having commenced with and conducted prospecting operations in accordance with the prospecting work programme and having complied with the requirements of the approved environmental management plan and applicable provisions of the MPRDA.

The status of the prospecting rights is summarised in the table below.

No.	Farm name	Portions	Minerals	Share of minerals	Prospecting right number	Permit type	Expiry date	Status
1	Ledig 909 JQ	Former portions 2 and 3	Platinum and associated metals, precious metals, base minerals and precious stones	100%	In notary Johannes Hendrik van Heerden's protocol 330	New-order prospecting right (converted)	30 September 2010	Converted to new-order prospecting right.
2	Zandriverspoort 210 JP	Former portion 7	Platinum and associated metals, precious metals, base minerals and precious stones	100%	PP 44/2004	Old-order prospecting permit	29 April 2006	Lodged in December 2004 for conversion to new-order prospecting right.
3	Zandriverspoort 210 JP	Former portions 1, 2, 4 and 5	Platinum group metals, gold ore, nickel ore, copper ore, lead, zinc ore, diamond general, diamond kimberlite, silver ore	100%	In notary Johannes Hendrik van Heerden's protocol 337	New-order prospecting right (converted)	21 October 2010	Converted to new-order prospecting right.
4	Frischgewaagd 96 JQ	Portion 11	Platinum and associated metals, precious metals, base minerals and precious stones	50%*	PP 45/2004	Old-order prospecting permit	29 April 2006	Lodged in December 2004 for conversion to new-order prospecting right.
5	Mimosa 81 JQ	Certain portion 964,87 hectares in extent of the Remainder	Platinum group metals, gold ore, nickel ore, copper ore, lead, zinc ore, diamond general, diamond kimberlite and silver ore	100%	In notary Anna Maria Laäs's protocol 462	New-order prospecting right (converted)	5 December 2010	Converted to new-order prospecting right. (Converted after the dates of Annexures 1 and 8)
6	Ledig 909 JQ	Former portions 1, 4, 5 and 6	Platinum group metals, gold ore, nickel ore, copper ore, lead, zinc ore, diamond general, diamond kimberlite, silver ore	100%	In notary Johannes Hendrik van Heerden's protocol 336	New-order prospecting right (converted)	21 October 2010	Converted to new-order prospecting right.
7	Frischgewaagd 96 JQ	Portions 3 and 4	Platinum group metals, gold, nickel, copper, lead, zinc ore, diamond (general), diamond (kimberlite) and silver ore	50% [†]	In notary Johannes Hendrik van Heerden's protocol 329	New-order prospecting right	30 September 2010	New-order prospecting right.

* Remaining 50% held by Anglo Platinum

[†] Remaining 50% held by WB JV

In addition, Wesizwe has identified numerous other exploration targets and has submitted applications for new order prospecting rights in relation to these targets.

2.4 Community development and involvement

Wesizwe had undertaken certain commitments to the Bakubung when the community unanimously passed all resolutions at a community meeting in Ledig on 26 February 2005 to mandate Wesizwe to become the Bakubung's sole investment vehicle. These commitments include the establishment of a non-mining economic development trust and the Bakubung Economic Development Unit in Ledig, which will in turn be mandated with the overall economic development of the community.

Wesizwe will contribute to setting up the administrative processes necessary to assist the Trust in achieving its objectives of providing shorter-term economic benefits to the community, given the long-term nature of the exploration and mine development processes. These arrangements are being made to ensure the appropriate management of the community expectations and to ensure an ongoing constructive relationship with the Bakubung.

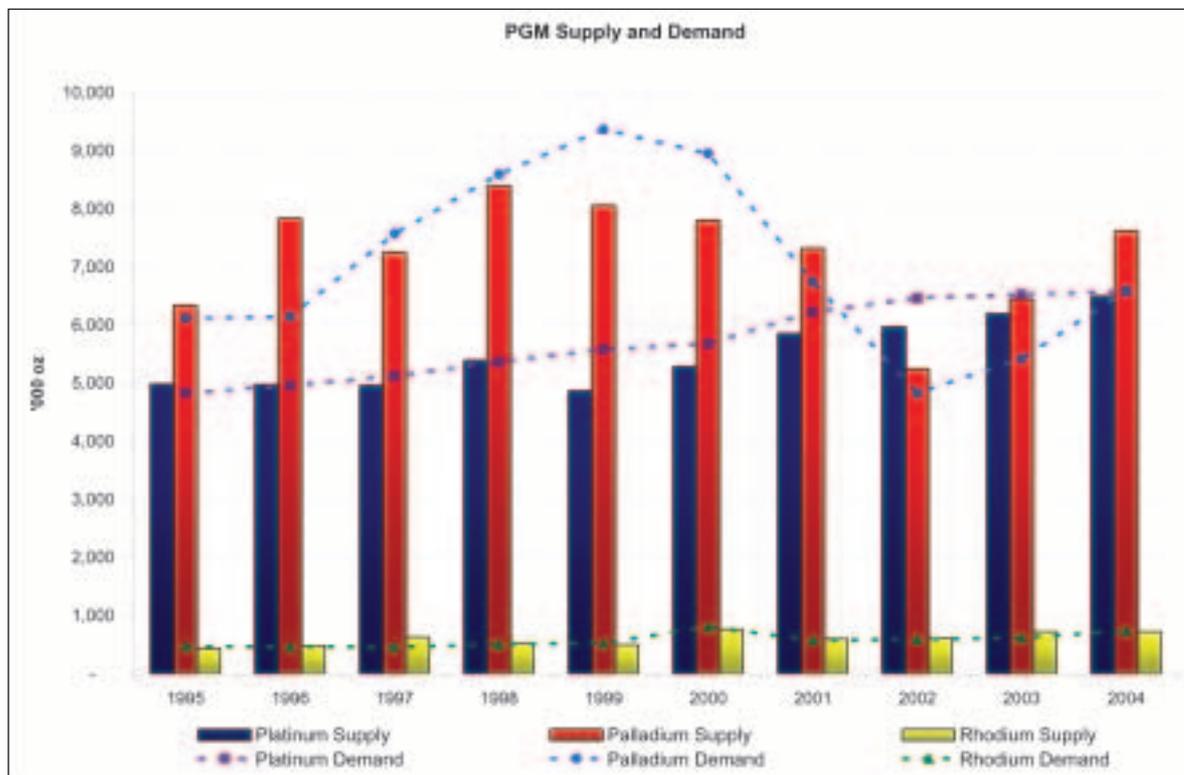
Within two months of signing a participating shareholders' agreement, Wesizwe donated R11 million for the use of the Trust to assist with non-mining economic development initiatives in the area. The company has not committed to making any further payments to the Trust. Wesizwe reports back to the community on project progress by means of general meetings with the community, a process which is unique in the South African mining industry. The community has appointed two of its members to serve on the board of directors of Wesizwe and represent the community as trustees of the Trust. The community will also appoint the chairman and trustees to the Trust. Wesizwe will be represented on the board of trustees of the Trust.

Wesizwe has also presented a programme of human resource development for the community, including the training of the directors that represent the Bakubung on the board of Wesizwe and senior community members. The directors will be sent on courses relating to exploration, mining, finance and corporate governance, while the company will run courses for the traditional council and other senior members of the community. The human resource development programme will also facilitate opportunities for young members of the community for entry into tertiary education and training institutions to position them for professional employment with Wesizwe once a mine has eventually been established.

2.5 The future of PGEs

PGEs possess a variety of unique physical properties that make them suitable for a wide range of applications. Platinum, palladium and rhodium are used in jewellery and in several industrial applications such as autocatalysts, computer hard disks, nitric acid production, thermocouples, glass fibre production and liquid crystal displays. Platinum is also used as a catalyst in the chemical and petroleum industries, and for investment coins and bars. For many of these applications, such as catalysts, there are no viable alternatives to PGEs, hence the demand for PGEs is broad-based and robust.

Further demand growth is being driven by the PGE industry, which supports research into new uses of PGEs such as fuel cell technology. Worldwide demand for PGEs is currently strong.



Worldwide PGE Supply and Demand 2004 (Source: Johnson Matthey Platinum 2005 Review)

2.5.1 PGE Demand

Autocatalysts

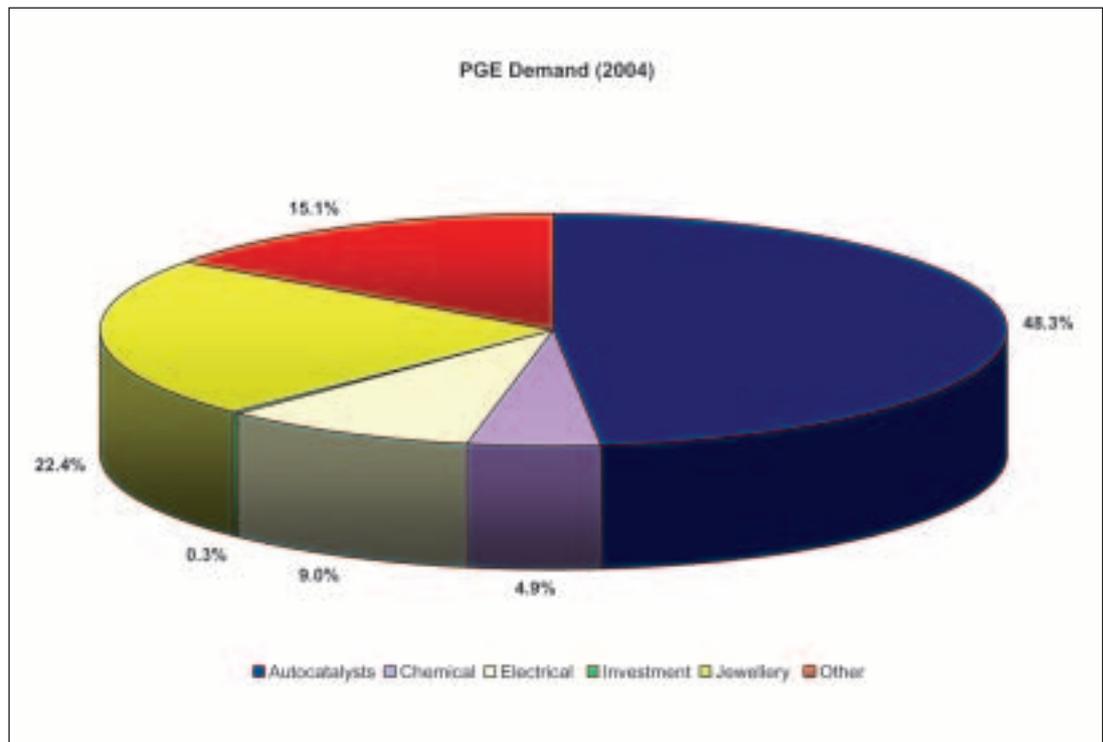
Worldwide demand for PGEs for use in autocatalysts grew at an average of 9% per year between 1995 and 2004. This demand is expected to remain firm as the major industrialised nations continue to tighten vehicle emission legislation and as the production of motor vehicles increase, particularly in China⁽¹⁾.

Jewellery

Historically the demand for platinum jewellery has been dominated by Japan. However, during the 1990's China has emerged as a major consumer of platinum jewellery. It is possible that Chinese demand may wane in periods of very high prices. Between 2003 and 2004 worldwide demand for platinum jewellery remained fairly constant in spite of the platinum price increase of 22%⁽¹⁾ over the same period.

Investment

Investor demand for platinum has declined since 1998, as higher prices have encouraged selling of the metal⁽¹⁾. This has had a minimal impact on prices as demand from other sectors has grown.

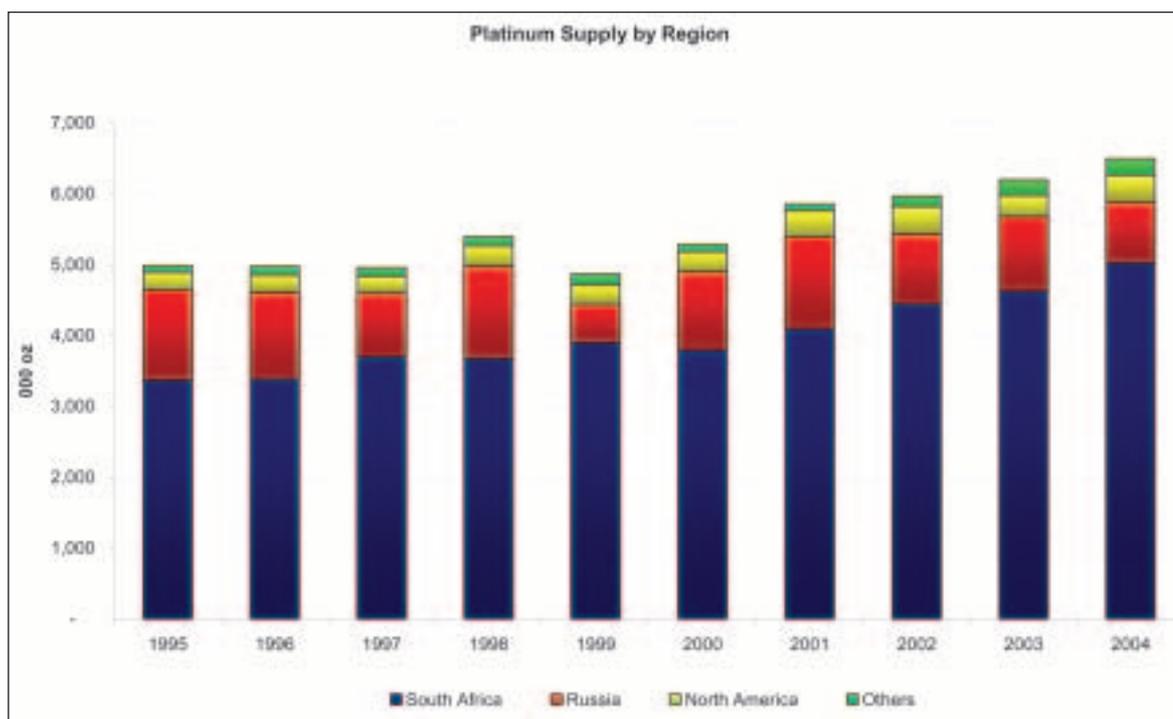


PGE Demand by Sector 2004 (Source: Johnson Matthey Platinum 2005 Review)

2.5.2 PGE Supply

South Africa has been the dominant PGE producer for many years and currently produces around 70% of the world's platinum and rhodium and 30% of the world's palladium⁽¹⁾. South Africa also has the world's largest reserves of PGE and hence the growth in production required to meet growing demand will largely come from South African operations. Market dynamics are greatly influenced by the ability of South African mines to produce platinum profitably in rand terms.

⁽¹⁾ Johnson Matthey Platinum 2005 Review



Worldwide Platinum Supply by Region 2004 (Source: Johnson Matthey Platinum 2005 Review)

2.6 Wesizwe's growth strategy

It is Wesizwe's intention to position itself as a credible, South African, black-empowered mining company focused on both organic growth in relation to its current portfolio of assets, as well as identifying appropriate acquisitive growth opportunities. Wesizwe plans to use its current portfolio of exploration assets as a springboard to achieving its long-term growth objectives.

In the context of positioning Wesizwe as a credible South African mining company, a key focus for Wesizwe will be to identify opportunities to diversify across the value curve, i.e. mining projects that are further developed than those in Wesizwe's current asset portfolio. The most important benefits associated with this diversification strategy include:

- improving Wesizwe's overall risk profile;
- enhancing Wesizwe's ability to access diverse sources of funding;
- improving the ability of Wesizwe's HDSA shareholders to raise additional funding; and
- the potential to acquire assets producing cashflow which may be applied in developing Wesizwe's current exploration asset portfolio.

2.7 Directors' comments in relation to Wesizwe

Based on the results of the exploration programme to date, the Wesizwe directors are confident that Wesizwe is well positioned to realise its growth strategy.

In addition to encouraging drilling results, the Wesizwe directors believe that the following attributes contribute significantly to the prospects of the company:

- HDSA ownership of 52% of Wesizwe's issued share capital, which is substantially greater than most other mining or exploration companies operating in South Africa;
- large broad-based HDSA shareholding;
- substantial community development and involvement;
- holder of five new-order prospecting rights;
- the location of neighbouring BRPM JV and WB JV properties, allowing for possible exploration co-operation;

- technical co-operation agreement with the BRPM JV; and
- a detailed exploration programme, already underway.

3. MAJOR SHAREHOLDERS

Insofar as is known to the Wesizwe directors, on the last practicable date, the shareholders directly or indirectly beneficially interested in 5% or more of the issued share capital of Wesizwe are set out in the table below.

Name	Number of shares beneficially held	Percentage shareholding of Wesizwe
Bakubung*	117 480 000	33.0%
Thuthukile Skweyiya	26 150 000	7.3%
Lincoln Ngculu	26 067 500	7.3%

* Shares held in a nominee company for the Bakubung

The competent person does not have or, during the two years preceding the date of this pre-listing statement, had, any direct or indirect, beneficial or non-beneficial, interest in:

- any asset (including exploration rights) the company has acquired or disposed of, leased by or to the company, including any interest in the consideration passing to or from the company;
- the share capital of the company; or
- the promotion of the company.

At the last practicable date, no options or preferential rights have been given, or are proposed to be given, to any person to subscribe for any securities of the Wesizwe group.

Wesizwe has not had a controlling shareholder since it commenced business.

4. SHARE CAPITAL

4.1 Share capital and share premium

Wesizwe's authorised and issued share capital and share premium, as at the date of the listing, are set out below.

Share capital	R
Authorised:	
Ordinary share capital	
500 000 000 ordinary shares of 0.001 cent each	5 000
Total authorised share capital	5 000
Issued:	
356 366 659* ordinary shares of 0.001 cent each	3 564
Share premium	114 999 761
	115 003 325
Less share issue expenses	(12 970 164)
Total issued share capital and premium	102 033 161

* Includes 7 200 000 shares to be issued on date of listing as set out in Annexure 3

Wesizwe has not created or agreed to create any debentures.

No securities of Wesizwe are listed on any other stock exchange.

The authorised but unissued shares of Wesizwe are under the control of the directors until the next annual general meeting and the directors are authorised to issue shares or award options to acquire shares in the company for cash.

4.2 Alterations to share capital

The details of all alterations to share capital and issues or offers of securities since incorporation are disclosed in Annexure 3.

4.3 Rights attaching to Wesizwe shares

In accordance with the articles of association, at any general meeting every member present in person or by proxy shall have one vote on a show of hands, provided that a proxy shall, irrespective of the number of members he represents, have only one vote. On a poll, every member present in person or by proxy shall have that proportion of the total votes in the company which the aggregate amount of the nominal value of the shares held by that member bears to the aggregate of the nominal value of all the shares issued by the company.

All of the shares are of the same class and rank *pari passu* in every respect. There are no conversion or exchange rights attached to such shares. Any variation in the rights attaching to the shares will require a special resolution of the shareholders in general meeting in accordance with the articles of association and the provisions of the Companies Act.

Extracts from the articles of association relating to the voting rights attaching to the shares are set out in Annexure 4 to this pre-listing statement.

5. DIRECTORS AND SENIOR MANAGEMENT

5.1 Wesizwe directors

The profiles of the Wesizwe directors are set out below.

EXECUTIVE DIRECTOR

Michael Henry Solomon	Chief Executive
Qualification	BSc (Eng) (Mining), Mine Manager's Certificate of Competency, Metalliferous, MDP (Mining)
Age	53
Nationality	South African
Business address	2nd Floor, AMB Capital 18 Fricker Road Illovo

Michael's post-graduate mining production career was with Anglovaal Mining Limited in the Barberton Mountainland Archean gold deposits. He subsequently joined Steffen Robertson and Kirsten as a Senior Mining Engineer and then moved to the EL Bateman Group where he served as a Senior Mining Engineer and later as Principal Mining Engineer with Batepro / Van Eck and Lurie.

Prior to the 1994 elections, he served with the African National Congress as a member of the Mineral and Energy Policy Group within the Department of Economic Planning in Shell House. He was a founding member of the minerals policy non-governmental organisation, the Minerals and Energy Policy Centre, where he headed the Minerals Division. In 1997 he was deployed to Alexkor Limited as Manager Business Development.

Since 2001 he served as the Principal Mining Engineer and a Director of The Mineral Corporation. His focus was on the management of transformation issues in the South African mining industry. In this capacity he served as an adviser to the Royal Bafokeng Nation and numerous other black empowerment interests.

Before joining Wesizwe in October 2004, he was contracted to Anglo Platinum as the Programme Director responsible for their Mineral and Mining Rights Conversion project.

Michael is a Fellow of the South African Institute of Mining and Metallurgy and a Fellow of the Institute of Quarrying and has recently been appointed to the Mining and Metallurgy Advisory Group of the World Economic Forum.

NON-EXECUTIVE DIRECTORS

Thuthukile Edy Skweyiya Chairperson
Qualification BA, MA (Political Science)
Age 51
Nationality South African
Business address Fikza Investment Holdings (Pty) Ltd
The Ground Floor
Bloulelie Street
Platteklouf

Thuthukile joined the Department of Foreign Affairs in 1995 where she was appointed the first woman Deputy Director General (“DDG”). She managed South Africa’s relations with Asia and the Middle East. As DDG for Asia and the Middle East, *inter alia*, she had to oversee the smooth changeover of South Africa’s diplomatic relations from the Republic of Taiwan to the People’s Republic of China. In 1999 she was appointed as South Africa’s Ambassador to France and UNESCO, a position that she held until 2004.

Douglas Neil Campbell Independent non-executive director
Qualification CA (SA)
Age 58
Nationality South African
Business address 2nd Floor, AMB Capital
18 Fricker Road
Illovo

Doug is a retired Chartered Accountant with 25 years of financial management experience, of which six years were spent at Anglovaal Mining Limited. There he held various senior positions, including Financial Director of Avgold Limited, Senior Vice President Finance of Anglovaal Mining Limited and Financial Director of Anglovaal Mining Limited.

William Machiel Eksteen Independent non-executive director
Qualification Registered Certificated Engineer
National Higher Diploma in Mining
Mine Manager’s Certificate of Competency
Age 57
Nationality South African
Business address 35A Watson Street
Helderkruijn
Roodepoort

Mike is a retired mining engineer with 38 years of operating experience in a range of commodities, including platinum group metals, gold, diamonds and base metals. He has spent 34 years working in various positions in the Gold Fields group of which 13 years were as Mine General Manager of O’Okiep Copper Company, Kloof Gold Mine and Northam Platinum. As General Manager he was responsible for all aspects of reserve development, mine planning, shaft sinking, budgeting and cost controls. His last position was Senior Vice President and Chief Operating Officer of Southern Era Resources, a Canadian Exploration and Mining Company, developing platinum and diamond mines.

Lorna Maloney Non-executive director
Qualification BA
Age 44
Nationality South African
Business address Parliament of South Africa
Plein Street, Cape Town

Lorna has been a member of the South African National Parliament since 1994. Lorna is a qualified teacher and has further qualifications in basic economics and journalism.

As a member of Parliament, Lorna sits on the Joint Monitoring Committee on Improvement of Quality of Life and Status of Women as well as on the Portfolio Committee on Public Service and Administration, representing the North-West Province.

Motshubela Ezekiel Monnakgotla Non-executive director
Qualification Marketing Diploma
Age 27
Nationality South African
Business address Bakubung Ba-Ratheo
Tribal Office
Ledig

Ezekiel was elected acting Kgosi for the Bakubung in 2004. He is an official of the Mankwe Development Foundation Youth Committee in North West. In addition, Ezekiel plays an active role in community projects and tourism in the greater Mankwe District. Other experience has been as a negotiating consultant for Aprocot (African Prototype Communities for Tomorrow) Vision SA. He was also a member of the Aprocot Committee for Ethanol Production.

Disele Johannes Phologane Non-executive director
Qualification Health Diploma
Age 35
Nationality South African
Business address Bakubung Ba-Ratheo
Tribal Office
Ledig

Disele is the Chairperson of the Advisory Community to the Kgosi and Deputy Director, Office of the Premier (North West) Chief Directorate Communications. He has certificates in Policy Development, Public Relations, Basic Management Principles, and Development Leadership and Management. Previous experience includes being a personal assistant to the Provincial ANC Secretary (North West) and Communications Manager, Office of the Executive Mayor. In addition he has served as a Youth Development Committee Secretary, IDP Officer and ANC Local Election Coordinator in the Rustenburg Region. He is also a member of the Bojanala ANC Regional Committee in North West.

Julian Christopher Williams Non-executive director
Qualification MCom, CA (SA)
Age 31
Nationality South African
Business address 2nd Floor, Riverside Place
South Gate Office Park
Carl Cronje Drive
Tyger Waterfront
Bellville

Julian is the founder of the Abante Group and has been the Chief Executive Officer of this group since its inception three years ago. The Abante group provides hedge fund management, private equity, corporate finance advisory, securities finance and treasury outsourcing services. Prior to forming the Abante Group, Julian ran a specialist securities lending business. Julian is also the founder of Wesizwe.

Details of directorships held by the directors in other companies during the last five years are included in Annexure 6.

All the directors have submitted completed director's declarations in compliance with Schedule 21 of the Listings Requirements.

5.2 Wesizwe executive management

The profiles of the Wesizwe executive management are set out below.

Melanie Low	Manager, Corporate Affairs
Qualification	BA
Age	49
Nationality	South African
Business address	2nd Floor, AMB Capital 18 Fricker Road Illovo

Melanie is a communications specialist with 25 years experience in strategic media-related functions. She headed the Marketing and Communications Section at the Chamber of Mines Research Organisation in the mid 1980's, after which she started her own communications consultancy in 1988. Before joining Wesizwe, she was contracted to Anglo Platinum as the Project Team Manager of its Social and Labour Plan. She has also been a communications consultant for the World Bank where her work was concentrated on sustainable development to attain the Millennium Development Goals in Africa.

Raymond Keitsemore	Exploration Geologist
Qualification	National Diploma in Economic Geology BSc Honours (Petroleum Geology)
Age	31
Nationality	South African
Business address	2nd Floor, AMB Capital 18 Fricker Road Illovo

Raymond started his career in 1994 at the De Beers Geosciences Centre where he was involved in sample preparation and exploration target selection. In 1998 he moved to De Beers Marine (Proprietary) Limited as a Senior Geological Observer, before moving on to Horizon Blue Resources (Proprietary) Limited as an Exploration Geologist in 2004. His responsibilities included, *inter alia*, geological logging, selection of exploration targets, the management and supervision of drilling contracts as well as the compilation and interpretation of exploration data for modeling purposes.

Wim de Lange	Project Geologist
Qualification	BSc Geology & Soil Science (Honours Geology)
Age	38
Nationality	South African
Business address	2nd Floor, AMB Capital 18 Fricker Road Illovo

Wim has extensive geological experience relating to platinum, gold and base metals. He has three years of specific platinum-related experience at various prospects in the BIC. His platinum-related exploration experience consists of the placement of bore-holes, core logging, sampling, data capture as well as camp management.

5.3 Directors and executive management declarations

Julian Williams was a director of Penryth (Proprietary) Limited, a company that was sold to Cadiz Holdings Limited under a scheme of arrangement (Section 311 of the Companies Act) in 2002. Prior to being sold, a liquidator was appointed. The liquidation proceedings were stopped when Penryth (Proprietary) Limited was purchased by Cadiz Holdings Limited.

Other than disclosed above, none of the Wesizwe directors or members of the executive management have:

- ever been convicted of any offence resulting from dishonesty, fraud or embezzlement;
- ever been declared bankrupt or sequestrated in any jurisdiction;
- at any time been party to a scheme of arrangement or made any form of general compromise with their creditors;

- ever been found guilty in disciplinary proceedings by an employer or regulatory body due to dishonest activities;
- ever been involved in any receiverships, compulsory liquidations or creditors voluntary liquidations;
- ever had any public criticisms by statutory or regulatory authorities expressed against them or ever been barred from entry into any profession or occupation;
- ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company; or
- ever been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to the Companies Act.

5.4 **Qualification, borrowing powers, appointment and remuneration of directors**

The relevant provisions of the articles of association concerning the qualification, borrowing powers, appointment and remuneration of the directors are included in Annexure 4 to this pre-listing statement.

The proposed forecast aggregate remuneration to be paid to the Wesizwe non-executive directors during 2006 is R1 560 000 per annum. There will be no variation in the remuneration receivable by the Wesizwe executive director as a result of the listing. The historic and proposed emoluments for the applicable Wesizwe directors are set out in the tables below.

The table below indicates the historic salaries for 2004, the current and proposed salaries for 2005 and the proposed salaries for 2006.

Salaries	2004 R'000	2005 R'000	2006 R'000
Executive			
M. H. Solomon	791	2 068	2 068
– management, consulting, technical	173	–	–
– basic salary	492	2 000	2 000
– expense allowance	118	35	35
– other benefits (medical aid)	8	33	33

The table below indicates the historic fees for 2004, the current and proposed fees for 2005 and the proposed fees for 2006.

Fees	2004 R'000	2005 R'000	2006 R'000
Non-executive			
T. E. Skweyiya	450	600	600
D.N. Campbell	–	75	300
W. M. Eksteen	–	75	300
L. Maloney	2	30	120
M.E. Monnakgotla	–	30	120
D.J. Phologane	–	30	120
J. C. Williams	–	–	–
TOTAL	452	840	1 560

Michael Solomon was issued with 5 250 000 shares and William Eksteen was issued with 1 750 000 shares as an incentive to join the board of directors. No payments have been made to any other director since incorporation as an inducement to become a director.

The directors of Wesizwe do not hold any options over Wesizwe shares.

No fees have been paid to any third party in lieu of directors' fees.

The borrowing powers of the Wesizwe directors have not been exceeded since incorporation and may only be varied by way of a special resolution passed by the shareholders of Wesizwe in a general meeting.

Extracts from the articles of association regarding the borrowing powers of Wesizwe are set out in Annexure 4 to this pre-listing statement. No exchange control or other restrictions on the borrowing powers of the Wesizwe group exist.

5.5 Interests of directors

The beneficial and non-beneficial shares held by the directors at the last practicable date are indicated in the table below.

	Direct		Indirect	
	Beneficial	Non-beneficial	Beneficial	Non-beneficial
T. E. Skweyiya			26 150 000	
M. H. Solomon			5 250 000	
D.N. Campbell ¹				
W. M. Eksteen	1 750 000			
L. Maloney	12 250 000			
M.E. Monnagotla				117 480 000 ²
D.J. Phologane				117 480 000 ²
J. C. Williams			6 068 886 ³	

¹ No interest.

² There was no non-beneficial indirect interest as at 31 December 2004. There are two directors from the Bakubung that represent the 33% interest of the Bakubung in Wesizwe.

³ The beneficial indirect interest as at 31 December 2004 was 21 328 138.

With the exception of the interests disclosed above, at the last practicable date, none of the directors had any direct or indirect, beneficial or non-beneficial interests in Wesizwe.

Julian Williams is the Chief Executive Officer of the Abante Group and owns 41% thereof. The Abante Group comprises Abante Capital, Abante Virtus (Proprietary) Limited, Abante Management (Proprietary) Limited and Asset Liability Management (Proprietary) Limited. The indirect beneficial interest of Julian Williams decreased from 21 328 138 shares as at 31 December 2004 to 6 068 886 as at the last practicable date. The reason for the decrease was due to the fact that when the company first issued shares to private investors, the project was in a very early stage of exploration and hence the value of the project was difficult to determine. The non-HDSA founding shareholders subsequently entered into an arrangement with the private investors whereby the private investors had the choice to increase their shareholding in the company by purchasing shares from the non-HDSA founding shareholders at par value.

The Abante Group has provided support to Wesizwe since inception, including, *inter alia*, initial funding, private placement of shares in which R115 million was raised, financial advisory, treasury management and accounting services. All services rendered and loans provided have been on an arm's length basis. The funding provided by Abante Capital was partially for the initial payments in respect of the contracts with Our Mining Venture and Ledig Minerale, as described in Annexure 5.

As at the last practicable date, fees earned by the Abante Group in terms of the services rendered as described above are indicated in the table below.

Abante Group company	Service rendered	Fee R'000
Abante Management (Proprietary) Limited	Share clearing services	575
Abante Management (Proprietary) Limited	Accounting services	100
Asset Liability Management (Proprietary) Limited	Treasury management	120
Abante Virtus (Proprietary) Limited	Financial advisory services	500
		1 295

All amounts set out in the table above are exclusive of VAT.

By virtue of his 41% ownership of the Abante Group, Julian Williams received an indirect benefit of R530 950 in relation to the above services.

Other than for services rendered and continuing to be rendered, as well as loans provided by the Abante Group as described above, no Wesizwe directors have any material interests in the transactions effected by Wesizwe during the current or immediately preceding financial period or during an earlier financial period which remain in any respect outstanding or unperformed.

6. FINANCIAL INFORMATION

6.1 Report of consolidated historical financial information of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004

The report of consolidated historical financial information of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004 is set out in Annexure 1 to this pre-listing statement. The report of consolidated historical financial information of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004 should be read in conjunction with the independent reporting accountants' report thereon, which is set out in Annexure 2 to this pre-listing statement.

The report of consolidated historical financial information of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004 is the responsibility of the Wesizwe directors.

6.2 Dividend policy

Due to the current nature of Wesizwe's exploration business, there is no intention to pay dividends for the foreseeable future.

6.3 Material transactions

Details of material transactions entered into by Wesizwe since incorporation are set out in Annexure 5. Other than those disclosed, there have been no material transactions.

There have been no material disposals since incorporation.

6.4 Borrowings and loans receivable

6.4.1 Loans to directors

No loans have been made or security furnished to any director or manager by Wesizwe.

6.4.2 Material loans

At 30 June 2005, an amount of R26 003 342, comprising capital and interest, was due to Ledig Minerale in terms of a contract entered into with Wesizwe (refer to Annexure 5). The amount is unsecured and payment terms are as follows:

- R2 000 000 was due on and paid by 31 August 2005.
- R7 000 000 was due on and paid by 29 October 2005.
- R3 000 000 is due 30 days after listing. This will be repaid from current cash resources.
- The balance is due on 15 January 2007. This will be repaid from capital to be raised during 2006. The company has no present intention to raise debt to settle this amount.

6.4.3 Material commitments, lease payments and contingent liabilities

- Capital commitments:

At the last practicable date, the company had no capital commitments.

- Lease commitments:

The group has two operating leases over their premises, the terms of which are as follows:

- Offices at 2nd Floor, AMB Capital, 18 Fricker Road, Illovo, Sandton at a monthly obligation of R29 001 for a duration of two years. This lease commenced in January 2005 and expires at the end of December 2006.
- Offices at 2nd Floor, Riverside Place, South Gate Office Park, Tyger Waterfront, Carl Cronje Drive, Bellville at a monthly obligation of R2 956 for a duration of three years. This lease commenced in November 2004 and expires at the end of November 2007.

- Contingent liabilities:

There are no contingent liabilities.

- Inter-company finance agreements:

There is a loan agreement between Wesizwe and Bakubung Minerals in terms of which Wesizwe advances funds to Bakubung Minerals for exploration activities. There are no fixed repayment terms. At 30 June 2005, the amount due to Wesizwe by Bakubung Minerals was R58 494 591.

6.4.4 Loans receivable

At 30 June 2005, an amount of R2 923 856 was due to Wesizwe by Abante Management (Proprietary) Limited. This amount related to the share clearing agreement between Abante Management (Proprietary) Limited and Wesizwe. At the last practicable date, the amount had been repaid and Wesizwe had no loans receivable.

6.5 Adequacy of capital

The Wesizwe directors are of the opinion that, following the listing of Wesizwe on the JSE, as set out in the pre-listing statement:

- the Wesizwe group will be able, in the ordinary course of business, to pay its debts for a period of twelve months from the date of issue of this pre-listing statement;
- the assets of the Wesizwe group will be in excess of its liabilities for a period of twelve months after the date of issue of this pre-listing statement, measured in accordance with the accounting policies used in the audited annual financial statements for the sixteen month period ended 31 December 2004;
- the Wesizwe group's working capital resources will be adequate for a period of at least twelve months from the date of issue of this pre-listing statement; and
- the issued share capital and consolidated reserves of the Wesizwe group will be adequate for the purpose of its business for the period of at least twelve months from the date of issue of this pre-listing statement.

Due to Wesizwe being an exploration company by nature, the company may need to raise a significant amount of capital over the medium to long term to move to the next stage of development.

6.6 Material changes

There have been no material changes in the financial position or nature of the group between 30 June 2005 and the last practicable date, other than those disclosed below:

- issue of an additional 1 227 119 shares at a premium of R7 362 708;
- repayment of the amounts due to Ledig Minerale:
 - R2 000 000 on 30 August 2005; and
 - R7 000 000 on 28 October 2005; and
- exploration expenses of R7 400 000 were incurred. These expenses were in line with Wesizwe's budget.

There have been no material changes in the nature of the business of the company since incorporation.

6.7 The Wesizwe share incentive scheme

As at the last practicable date, there was no share incentive scheme in place. Wesizwe may establish a share incentive scheme in due course once it has completed an investigation in this regard.

6.8 Details of immovable property

As at the last practicable date, Wesizwe owned no immovable property.

7. LEGAL INFORMATION

7.1 Contracts

The only material contracts which have been entered into by the Wesizwe group since incorporation, other than in the ordinary course of business, are the following:

- an agreement between Wesizwe and Our Mining Venture dated 20 November 2003 pursuant to which Wesizwe acquired the entire issued share capital of Bakubung Minerals (refer to Annexure 5);
- an agreement between Wesizwe and Ledig Minerale dated 20 November 2003 pursuant to which Ledig Minerale abandoned all its claims for shares in Bakubung Minerals in favour of Wesizwe (refer to Annexure 5); and
- a participating shareholders' agreement and other related agreements dated 30 December 2004.

The company has entered into service contracts with:

- Michael Solomon with effect from 1 October 2004;
- Melanie Low with effect from 1 November 2004;
- Abante Management (Proprietary) Limited in respect of accounting services and share clearing services; and
- Asset Liability Management (Proprietary) Limited in respect of treasury management.

There are no existing or proposed contracts with Wesizwe, written or oral, relating to directors' and managerial remuneration, secretarial, management, royalty and technical fees other than as disclosed in this pre-listing statement.

A promoter's agreement was entered into between Wesizwe, Hermanus Pretorius and the SECA Trust. Hermanus Pretorius is the Chairman of the Abante Group. In terms of the agreement, where Wesizwe sold shares to investors who are private clients of Hermanus Pretorius, Hermanus Pretorius and the SECA Trust were jointly entitled to a broking fee of 10% of the consideration paid by the investor to Wesizwe for the shares. At the last practicable date, brokerage fees paid collectively to Hermanus Pretorius and the SECA Trust amounted to R8 549 706 in cash, as well as 491 715 shares. The address of both Hermanus Pretorius and the SECA Trust is 2nd Floor, Riverside Place, South Gate Office Park, Tyger Waterfront, Carl Cronje Drive, Bellville.

The indirect beneficial shareholding of Hermanus Pretorius as at the last practicable date is 2.5%.

No underwriting commission has been paid by Wesizwe in respect of the issue or sale of ordinary shares since incorporation.

7.2 Litigation statement

The company and Bakubung Minerals were involved, as respondents, in legal proceedings ("the Application") in the High Court (Transvaal Provincial Division) case number 33900/04. The Bakubung was also a respondent in the Application and supported the position of the company.

The five applicants ("the Applicants"), of which one has died since institution of the Application, are natural persons and members of the Bakubung. The Applicants sought an order setting aside certain prospecting permits that had been issued to Bakubung Minerals on 30 April 2004.

The Applicants and the Bakubung have settled their differences and on 28 November 2005 the Applicants' attorney of record served on the respondents (including the company and Bakubung Minerals) a notice of withdrawal ("the Notice") in terms of Rule 41(1)(a) of the Uniform Rules of the High Court.

The effect of the Notice is that the Application is withdrawn, all the parties to the Application (the Applicants, the company, Bakubung Minerals, the Bakubung, and the other respondents) are no longer involved in this litigation and the validity of the permits is not in dispute.

At the last practicable date there were no legal or arbitration proceedings (including proceedings which are pending or threatened of which the Wesizwe directors are aware), which may have or have had during the twelve months preceding the date of this pre-listing statement, a material effect on the company and the group's financial position.

8. CORPORATE GOVERNANCE

The Wesizwe Board supports, but does not fully apply, the Code of Corporate Practices as advocated in the King Report 2002. The company has only two independent non-executive directors and the chairperson is not independent. However, due to the early stage of the company, the current size and composition of the board is deemed to be appropriate. Over time, however, the company will endeavour to fully apply the Code of Corporate Practices. The Board guides and monitors the business affairs of Wesizwe on behalf of the shareholders by whom they are elected and to whom they are accountable. Extracts of the Wesizwe's corporate governance policies are set out in Annexure 7 to this pre-listing statement.

9. EXCHANGE CONTROL

In terms of the Exchange Control Regulations of the Republic of South Africa:

- a former resident of the Common Monetary Area who has emigrated, may use emigrant blocked funds to subscribe for shares;
- all payments in respect of subscriptions for shares by an emigrant, using emigrant blocked funds, must be made through the authorised dealer in foreign exchange controlling the blocked assets;
- any shares issued pursuant to the use of emigrant blocked funds, will be credited to their blocked share accounts at the CSDP controlling their blocked portfolios;
- shares subsequently re-materialised and issued in certificated form, will be endorsed "Non-Resident" and will be sent to the authorised dealer in foreign exchange through whom the payment was made; and
- if applicable, refund monies payable in respect of unsuccessful applications or partly successful applications, as the case may be, for shares in terms of this pre-listing statement, emanating from emigrant blocked accounts, will be returned to the authorised dealer in foreign exchange through whom the payments were made, for credit to such applicants' blocked accounts.

Applicants resident outside the Common Monetary Area should note that, where shares are subsequently re-materialised and issued in certificated form, such share certificates will be endorsed "Non-Resident" in terms of the Exchange Control Regulations of the Republic of South Africa.

10. PARTICULARS OF THE LISTING

10.1 JSE approval

The JSE has approved the application for the listing of 356 366 659 shares in the "Platinum" sector of the JSE list under the abbreviated name "Wesizwe". The listing will be with effect from the commencement of trade on 21 December 2005.

10.2 Listing costs

The costs of the listing of Wesizwe are estimated at approximately R6 386 000 and comprise:

Description	R'000
Investment bank and sponsor's fees	2 300
Independent financial adviser's fees	2 000
Financial adviser's fees	500
Attorneys' fees	350
Reporting accountants' fees	215
Competent person's fees	600
Public relations, printing and publication costs	268
JSE listing and documentation fees	153
TOTAL	6 386

These costs will be borne by Wesizwe. All amounts set out in the table above are exclusive of VAT and disbursements.

10.3 **Experts' consents**

The investment bank and sponsor, financial advisers, reporting accountants and independent auditors, attorneys and competent person to Wesizwe have given and have not, prior to the last practicable date, withdrawn their written consents to the inclusion of their names and, where applicable, their reports in the form and context in which they appear in this pre-listing statement.

11. **DIRECTORS' RESPONSIBILITY STATEMENT**

With respect to the information provided in this pre-listing statement, the directors at the date of listing whose names are given in paragraph 5.1 on page 14 of this pre-listing statement:

- have considered all statements of fact and opinion in this pre-listing statement;
- collectively and individually accept full responsibility for the accuracy of the information provided;
- certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this pre-listing statement false or misleading;
- confirm that they have made all reasonable enquiries in this regard; and
- confirm that this pre-listing statement contains all information required by the Listings Requirements.

12. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at Wesizwe's registered office in Johannesburg at any time during business hours on business days from Wednesday, 21 December 2005 until Wednesday, 18 January 2006:

- memorandum and articles of association of Wesizwe;
- signed copy of this pre-listing statement;
- material contracts as listed in paragraph 7;
- service agreements with directors, managers, vendors' agreements and promoters' agreements entered into since incorporation;
- competent person's report;
- technical co-operation agreement with Anglo Platinum;
- audited IFRS consolidated financial statements of the Wesizwe group for the sixteen months ended 31 December 2004, prepared as part of the conversion in terms of IFRS 1: *First-time adoption in terms of IFRS*;
- reviewed condensed consolidated financial statements of the Wesizwe group for the six months ended 30 June 2005;
- independent reporting accountants' report on the consolidated historical financial information of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004; and
- written consent of the investment bank and sponsor, financial advisers, reporting accountants and independent auditors, attorneys and competent person to the publication of their names and, where applicable, their reports in the form and context in which they appear in this pre-listing statement.

For and on behalf of:

WESIZWE PLATINUM LIMITED

Chief Executive Officer

Johannesburg
21 December 2005

REPORT OF CONSOLIDATED HISTORICAL FINANCIAL INFORMATION OF THE WESIZWE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2005 AND THE SIXTEEN MONTHS ENDED 31 DECEMBER 2004

1. BASIS OF PREPARATION

The consolidated income statement, balance sheet, statement of changes in equity and cash flow statement for the six months ended 30 June 2005 ("condensed consolidated financial information") have been extracted, without adjustment, from the reviewed condensed consolidated financial statements of Wesizwe Platinum Limited ("Wesizwe") and its subsidiary (referred to collectively as the "group"). Notes to the condensed consolidated financial information have not been presented as it is not Wesizwe's policy to prepare notes for interim results. The condensed consolidated financial statements of the group have been prepared in accordance with International Financial Reporting Standards ("IFRS") and have been reported on without qualification by KPMG Inc. The accounting policies applied in preparing the condensed consolidated financial information are consistent with those applied in the previous financial period.

The consolidated income statement, balance sheet, statement of changes in equity, cash flow statement and the related notes for the sixteen months ended 31 December 2004 have been derived from the audited IFRS consolidated financial statements of the group for the sixteen months ended 31 December 2004, prepared as part of the conversion in terms of IFRS 1: *First-time adoption in terms of IFRS*. The audited IFRS consolidated financial statements of the group for the sixteen months ended 31 December 2004 prepared as part of the conversion in terms of IFRS 1: *First-time adoption in terms of IFRS* were prepared in accordance with IFRS and were reported on without qualification by KPMG Inc.

2. CONSOLIDATED INCOME STATEMENTS

The consolidated income statements of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004 are set out below:

	Notes	Six months ended 30 June 2005 R	Sixteen months ended 31 December 2004 R
Revenue		–	–
Administrative expenditure	7.8	(19 268 891)	(4 674 193)
Loss from operations		(19 268 891)	(4 674 193)
Interest income		116 931	–
Finance cost		(257 108)	(691 770)
Net loss for the period		(19 409 068)	(5 365 963)
Weighted average number of shares in issue		341 922 301	261 231 072
Diluted weighted average number of shares in issue		349 122 301	261 598 589
Basic loss per share (cents)	7.12	(5.68)	(2.05)
Diluted loss per share (cents)	7.12	(5.56)	(2.05)

3. CONSOLIDATED BALANCE SHEET

The consolidated balance sheets of the group as at 30 June 2005 and 31 December 2004 are set out below:

	Notes	As at 30 June 2005 R	As at 31 December 2004 R
ASSETS			
Non-current assets			
		55 403 452	45 069 972
Office equipment	7.1	180 654	117 972
Exploration and evaluation intangible assets	7.2	55 222 798	44 783 018
Loan receivable	7.3	–	168 982
Current assets			
		44 323 607	10 992 855
Trade and other receivables	7.4	2 429 932	397 820
Loan receivable		2 923 856	–
Cash and cash equivalents	7.16	38 969 819	10 595 035
TOTAL ASSETS		99 727 059	56 062 827
EQUITY AND LIABILITIES			
Capital reserves			
		71 316 835	18 115 949
Share capital	7.5	3 479	3 344
Share premium	7.6	95 458 387	22 848 568
Share-based payment		630 000	630 000
Accumulated loss		(24 775 031)	(5 365 963)
Non-current liabilities			
		14 188 369	12 666 745
Non-current portion of interest-bearing borrowings		14 188 369	12 666 745
Current liabilities			
		14 221 855	25 280 133
Trade and other payables		2 255 867	4 126 722
Provisions		109 318	–
Current portion of interest-bearing borrowings	7.7	11 856 670	21 153 411
Total equity and liabilities		99 727 059	56 062 827
Number of shares in issue		347 939 540	334 380 258
Net asset value per share (cents)		20.50	5.42
Net tangible asset value per share (cents)		4.63	(7.98)

4. CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

The consolidated statements of changes in equity of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004 are set out below:

	Share capital R	Share premium R	Share-based payment R	Accumulated loss R	Total R
Balance at 21 August 2003	–	–	–	–	–
Issue of share capital	3 344	–	–	–	3 344
Premium on issue of share capital	–	26 281 504	–	–	26 281 504
Share issue expenditure written off	–	(3 432 936)	–	–	(3 432 936)
Acquisition of mineral rights	–	–	630 000	–	630 000
Net loss for the period	–	–	–	(5 365 963)	(5 365 963)
Balance at 31 December 2004	3 344	22 848 568	630 000	(5 365 963)	18 115 949
Balance at 31 December 2004	3 344	22 848 568	630 000	(5 365 963)	18 115 949
Issue of share capital	135	–	–	–	135
Premium on issue of share capital	–	81 355 556	–	–	81 355 556
Share issue expenditure written off	–	(8 745 737)	–	–	(8 745 737)
Net loss for the period	–	–	–	(19 409 068)	(19 409 068)
Balance at 30 June 2005	3 479	95 458 387	630 000	(24 775 031)	71 316 835

5. CONSOLIDATED CASH FLOW STATEMENTS

The consolidated cash flow statements of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004 are set out below:

	Notes	Six months ended 30 June 2005 R	Sixteen months ended 31 December 2004 R
Cash utilised by operations	7.15.1	(23 026 575)	(942 218)
Interest income		116 931	–
Finance cost	7.15.2	(257 108)	(26 233)
Net cash outflow from operating activities		(23 166 752)	(968 451)
Acquisition of office equipment		(98 647)	(121 045)
Acquisition of intangible assets		(10 439 780)	(19 710 331)
Net cash (outflow) from investing activities		(10 538 427)	(19 831 376)
Cash flows from financing activities			
Capital raised		72 609 954	22 851 912
(Decrease)/increase in interest-bearing borrowings		(7 775 117)	8 711 932
Increase in loans receivable		(2 754 874)	(168 982)
Net cash inflow from financing activities		62 079 963	31 394 862
Net increase in cash and cash equivalents		28 374 784	10 595 035
Cash and cash equivalents at the beginning of the period		10 595 035	–
Cash and cash equivalents at the end of the period	7.16	38 969 819	10 595 035

6. ACCOUNTING POLICIES

6.1 Measurement basis and accounting policies

Wesizwe is a company domiciled in the Republic of South Africa. The consolidated financial statements of the company for the sixteen month period ended 31 December 2004 comprise the company and its subsidiary (together referred to as the "group"). No financial statements were presented for previous periods since the company was a startup company for which this is the first period end, being a sixteen month period.

The consolidated financial statements have been prepared in accordance with IFRS and its interpretations adopted by the International Accounting Standards Board ("IASB"). These are the group's first consolidated financial statements.

The financial statements and group financial statements are prepared on the historical cost basis, except that the following assets and liabilities are stated at their fair value: derivative financial instruments, financial instruments, financial instruments held for trading and financial instruments classified as available for sale.

Non-current assets and disposal groups held for sale are stated at the lower of the carrying amount and fair value less costs to sell.

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may vary from estimates.

The estimated and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

6.2 Basis of consolidation

The consolidated financial statements reflect the financial results of the group after the elimination of inter-group transactions and balances. Investments in subsidiaries are accounted for as available-for-sale assets in the company's financial statements. The financial results of these subsidiaries are consolidated into the group's results from acquisition date until the disposal date. On acquisition of a subsidiary, specific assets are revalued to their fair values. Adjustments are made to the financial statements of subsidiary companies that have accounting policies different to those of the group prior to their consolidation.

6.3 Adoption of IFRS

The company adopted IFRS during the period under review.

The first-time adoption of IFRS had no significant effect of the reported financial position, financial performance and cash flows of the group. The group applies first-time adoption rules as they have issued SA GAAP financial statements before taking the decision to adopt IFRS.

The effect on the net profit and attributable earnings is zero. A share-based payment of R630 000 was recognised with the acquisition of the mineral right, for a cash settlement of R31 500 000 and 7 000 000 shares to be issued upon listing on the JSE Limited, not recognised under SA GAAP.

6.4 Office equipment

Office equipment is recorded at cost less accumulated depreciation and less any accumulated impairment losses. Depreciation is provided on a straight-line basis, over the estimated useful lives of the assets, at the following rates per annum:

Computer equipment – 33.33%
Computer software – 50.00%

6.5 Intangible assets

Exploration and evaluation assets

Exploration and evaluation assets, including the costs of acquiring licenses, are capitalised as exploration and evaluation assets (“E&E assets”) on a project-by-project basis pending determination of the technical feasibility and commercial viability of the project. The capitalised costs are presented as either tangible or intangible E&E assets according to the nature of the assets acquired. When a license is relinquished or a project is abandoned, the related costs are recognised in profit or loss immediately.

The group is still in the exploration phase and therefore the existing intangible asset is not in use.

E&E assets are amortised using the units-of-production method based on estimated economically recoverable proved and probable mineral reserves. Amortisation of the asset will only begin on the commencement of production.

Cost of acquiring mineral rights

The cost of acquiring mineral rights are capitalised and are recorded at cost less accumulated amortisation and less any accumulated impairment losses.

The cost of acquiring mineral rights are amortised using the units-of-production method based on estimated economically recoverable proved and probable mineral reserves. Amortisation of the asset will only begin on the commencement of production.

Borrowing costs

Borrowing costs that are directly attributable to qualifying assets are capitalised. Qualifying assets are those that necessarily take a substantial period of time to prepare for their intended use or sale. Capitalisation continues up to the date that the assets are substantially complete. Capitalisation is suspended during extended periods in which active development is interrupted.

6.6 Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets are considered to be impaired when the higher of the asset's fair value, less cost to sell, and its value in use is less than the carrying amount.

6.7 Financial instruments

Recognition and measurement

Financial instruments are, upon initial recognition when the group becomes party to the contractual terms of the instruments, measured at cost including transaction costs. Subsequent to initial recognition, these instruments are measured as follows:

Financial assets

The group's principal financial assets are loans receivable, trade and other receivables and bank and cash balances.

Loans receivable and trade and other receivables

All loans and receivables generated by the group and not held for trading and which have a fixed maturity are, subsequent to initial recognition, measured at amortised cost using the effective-interest-rate method, after accumulated impairment losses. Any amortisation gains or losses on subsequent remeasurement are included in the calculation of net profit or loss for the period in which the change arises, while the net profit or loss for the period in which the relevant asset is derecognised or impaired is also adjusted. Those loans and receivables with no fixed maturity are, subsequent to initial recognition, measured at cost after deducting accumulated impairment losses. Loans and receivables purchased by the group rather than originated, are classified as available-for-sale financial assets.

Cash and cash equivalents

Cash and cash equivalents are stated at cost which is deemed to be the fair value. Subsequent to initial recognition, cash and cash equivalents are measured at fair value. For cash flow statement purposes, bank overdrafts are offset against cash and cash equivalents.

Financial liabilities

The group's principal financial liabilities are interest-bearing borrowings and trade and other payables.

Interest-bearing borrowings

Interest-bearing loans are, subsequent to initial recognition, measured at amortised cost using the effective interest rate method.

Trade and other payables

All trade and other payables which have a fixed maturity are, subsequent to initial recognition, measured at amortised cost using the effective interest rate method. Any amortisation gains or losses on subsequent remeasurement are included in the calculation of net profit or loss for the period in which the change arises, while the net profit or loss for the period in which the relevant liability is derecognised or impaired is also adjusted. Those trade and other payables with no fixed maturity are, subsequent to initial recognition, measured at cost.

Bank overdrafts

Bank overdrafts are, subsequent to initial recognition, measured at fair value. Any gains or losses on subsequent remeasurement are included in the calculation of net profit or loss for the period in which the change arises.

Offsetting

Financial assets and financial liabilities are only offset if there is a legally enforceable right to set off the recognised amounts and there is an intention to either settle on a net basis or to realise the asset and settle the liability simultaneously.

Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. Cash and cash equivalents comprise cash on hand, deposits held on call with banks and other short-term highly liquid investments with original maturities of three months or less.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost, any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest rate method.

6.8 Provisions

Provisions are recognised when the group has a present legal or constructive obligation as a result of a past event, for which it is probable that an outflow of resources will occur and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of the provision is discounted to its present value. The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

6.9 **Environmental obligations**

Rehabilitation costs

The net present value of future rehabilitation costs are estimates of disturbances at the end of the period which are recognised and provided for in full in the financial statements. The estimates are reviewed annually to take into account the effects of inflation and changes in the estimates. Discount rates that reflect the time value of money are utilised in calculating the net present value.

The net present value of additional environmental disturbances and changes in the estimates are capitalised to mining assets along with a corresponding increase in the rehabilitation provision. The rehabilitation asset is amortised in terms of the group's accounting policy.

Rehabilitation projects undertaken, included in the estimates, are charged to the provision as incurred.

6.10 **Taxation**

Current taxation

Current taxation comprises taxation payable or recoverable, calculated on the basis of the expected taxable profit or tax loss for the period, using the tax rates enacted at the balance sheet date, and any adjustments of tax payable for previous periods.

Deferred taxation

Deferred tax is provided at legislated rates using the balance sheet liability method on all temporary differences between the carrying amounts for financial reporting purposes and the carrying amounts for taxation purposes. Full provision is made for all temporary differences between the tax base of an asset or liability and its balance sheet carrying amount, except for those relating to goodwill which is not deductible for taxation purposes, and to the extent that it relates to initial recognition of assets or liabilities which affect neither accounting nor taxable profit or loss. Assets are not raised in respect of deferred tax unless it is probable that future taxable profits will be available against which the associated unused tax losses and deductible temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

6.11 **Interest income**

Interest income is recognised on a time-proportion basis using the effective interest rate method. When a receivable is impaired, the group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised either as cash or on a cost-recovery basis as conditions warrant.

6.12 **Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, excluding expectations of future events that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the financial period are adjusted for and are disclosed in the notes to the financial statements.

6.13 **Comparatives**

No comparatives have been prepared as the 16 months ended 31 December 2004 was the company's first period of trading.

7. NOTES TO THE CONSOLIDATED HISTORICAL FINANCIAL INFORMATION

7.1 Office equipment

	Cost R	Accumulated depreciation R	Net book value R
Owned			
Computer equipment and software	121 045	(3 073)	117 972
Total	121 045	(3 073)	117 972

Schedule of movements

	Opening balance R	Additions R	Depreciation R	Closing balance R
Owned				
Computer equipment and software	–	121 045	(3 073)	117 972
Total	–	121 045	(3 073)	117 972

There has been no major change in the nature of the office equipment or the policy regarding the use thereof during the period under review.

7.2 Exploration and evaluation intangible assets

	Cost R	Accumulated depreciation R	Net book value R
Exploration and evaluation assets	3 256 015	–	3 256 015
Cost of acquiring mineral rights	316 516	–	316 516
Mineral rights	41 210 487	–	41 210 487
Total	44 783 018	–	44 783 018

Schedule of movements

	Opening balance R	Additions R	Disposals/ impairments R	Amortisation R	Closing balance R
Exploration and evaluation assets	–	3 256 015	–	–	3 256 015
Cost of acquiring mineral rights	–	316 516	–	–	316 516
Mineral rights	–	41 210 487	–	–	41 210 487
Total	–	44 783 018	–	–	44 783 018

7.3 Loan receivable

	As at 31 December 2004 R
Abante Virtus (Pty) Ltd	168 982
– Unsecured	
– Interest free	
– No fixed terms of repayment exist	
Total	168 982

7.4 Trade and other receivables

	As at 31 December 2004 R
Trade and other receivables consist of:	
Other receivables	347 820
Environmental deposit	50 000
	<u>397 820</u>

7.5 Share capital

	As at 31 December 2004 R
Authorised	
500 000 000 Ordinary shares of 0.001 cent each	5 000
Issued	
334 380 258 Ordinary shares of 0.001 cent each	<u>3 344</u>

On 27 October 2003, the initial share capital of Wesizwe was altered as follows:

- the authorised share capital of R1 000 (1 000 ordinary par value shares of 100 cents each) was increased to R5 000 (5 000 ordinary par value shares of 100 cents each);
- the authorised share capital of 5 000 ordinary par value shares of 100 cents each was subdivided into 500 000 000 ordinary par value shares of 0.001 cent each; and
- the issued share capital of R70, comprising 70 ordinary par value shares of 100 cents each was subdivided into 7 000 000 ordinary par value shares of 0.001 cent each.

On 27 January 2004, Wesizwe issued 323 000 000 shares at a subscription price of 0.001 cent, being the nominal par value of each such share.

On 2 December 2004, Wesizwe issued 1 684 000 shares at a subscription price of R6.00, being the nominal par value of each such share and a share premium of R5.99999.

On 17 December 2004, Wesizwe issued 1 498 590 shares at a subscription price of R6.00, being the nominal par value of each such share and a share premium of R5.99999.

On 29 December 2004, Wesizwe issued 1 197 668 shares at a subscription price of R6.00, being the nominal par value of each such share and a share premium of R5.99999.

7.6 Share premium

	As at 31 December 2004 R
Premium on ordinary shares	26 281 504
Less: Share issue and related expenditure	(3 432 936)
	<u>22 848 568</u>

7.7 Non-current interest-bearing borrowings

	As at 31 December 2004 R
Abante Capital (Pty) Ltd	9 153 411
Ledig Minerale Regte 909 (Pty) Ltd	24 666 745
	33 820 156
Current portion of borrowings	21 153 411
	12 666 745

Abante Capital (Pty) Ltd

- Unsecured
- Interest is charged at the prime bank overdraft rate
- No fixed terms of repayment exist

The loan was repaid during June 2005 using proceeds from the issue of shares. The loan arose from the acquisition of mineral rights and the initial exploratory drilling and operational costs for 16 months.

Ledig Minerale Regte 909 JQ (Pty) Ltd

- Unsecured
- Interest is charged at 6% per annum. With effect from 1 November 2005, interest is charged at 18% per annum.
- Payment terms are as follows:
 - R2 000 000 was due on and paid by 31 August 2005;
 - R7 000 000 was due on and paid by 29 October 2005;
 - R3 000 000 is due 30 days after listing;
 - The balance is due on 15 January 2007.

The borrowing arose from the purchase of mineral rights. The borrowings that are due within the next year will be repaid from current cash resources.

7.8 Loss from operations

	Sixteen months ended 31 December 2004 R
Loss from operations is stated after:	
Expenses	
Accounting fees	27 000
Auditors' remuneration – audit fees	75 000
Depreciation of office equipment	3 073

7.9 Directors' emoluments

	Six months ended 30 June 2005 R	Sixteen months ended 31 December 2004 R
MH Solomon	1 017 759	790 996
Management, consulting, technical	–	172 546
Basic salary	983 268	492 021
Expense allowances	17 763	118 452
Other material benefits – medical aid	16 728	7 977
TE Skweyiya	300 000	450 000
Basic salary	300 000	450 000
L Maloney	15 000	2 000
Management, consulting, technical	15 000	2 000
DJ Phologane	5 000	–
Management, consulting, technical	5 000	–

7.10 Income taxation

No provision for SA normal taxation has been made as the group has an estimated tax loss of R5 365 963 for the period.

Subsequent to period end a taxation rate change of 1% (30% to 29%) for companies was announced. This will have no impact on the current period financial statements.

7.11 Deferred taxation

As the company is still in the exploration phase and future taxable profits are uncertain and cannot be reliably measured, no deferred taxation asset is recognised.

7.12 Loss per share

The basis of calculation of loss per share at 30 June 2005 is based on the attributable loss to ordinary shareholders of R19 409 068 (2004 – loss R5 365 963) and weighted number of ordinary shares outstanding during the six months ended 30 June 2005 of 341 922 301 (2004 - 261 231 072).

The basis of calculation of the diluted loss per share at 30 June 2005 is based on the attributable loss to ordinary shareholders of R19 409 068 (2004 – loss R5 365 963) and diluted weighted number of ordinary shares outstanding during the six months ended 30 June 2005 of 349 122 301 (2004 – 261 598 589).

7.13 Headline loss per share

	Six months ended 30 June 2005 R	Sixteen months ended 31 December 2004 R
Headline loss per share (cents)	(2.43)	(2.05)

The basis of calculation of headline loss per share at 30 June 2005 is based on the attributable headline loss to ordinary shareholders of R8 309 068 (2004 – headline loss R5 365 963) and weighted number of ordinary shares outstanding during the six months ended 30 June 2005 of 341 922 301 (2004 - 261 231 072).

Attributable loss has been adjusted by the following to arrive at the headline loss to calculate the headline loss per share:

	Six months ended 30 June 2005 R	Sixteen months ended 31 December 2004 R
Attributable loss to ordinary shareholders	19 409 068	5 365 963
Economic development	(11 000 000)	–
Naboom project development expense	(100 000)	–
Headline loss	8 309 068	5 365 963

7.14 Dividends per share

No dividends have been paid during the periods under review.

7.15 Notes to the cash flow statement

	Sixteen months ended 31 December 2004 R
7.15.1 Reconciliation of net loss for the period to cash utilised by operations	
Loss from operations	(4 674 193)
Adjustment for:	
Depreciation	3 073
Operating loss before working capital changes	(4 671 120)
Changes in working capital	3 728 902
Increase in trade and other receivables	(397 820)
Increase in trade and other payables	4 126 722
Cash utilised by operations	(942 218)

7.15 Notes to the cash flow statement (continued)

	Sixteen months ended 31 December 2004 R
7.15.2 Finance cost	
Finance cost per Income Statement	691 770
Finance cost provided not yet paid in respect of Abante Capital (Pty) Ltd loan	(441 479)
Fair value measurement of finance cost in respect of Ledig Minerale Regte 909 JQ (Pty) Ltd loan	(224 058)
	26 223

7.16 Cash and cash equivalents

	Sixteen months ended 31 December 2004 R
Cash on hand and at bank	1 197 225
Cash held in trust	9 397 810
	10 595 035

7.17 Related parties

Transactions with related parties

Transactions with related parties were made on terms equivalent to those that prevail in arm's length transactions.

The aggregate amounts brought to account in respect of the following types of transactions and each class of related party involved were:

Transactions with entities

Related party	Transaction type	Sixteen months ended 31 December 2004	
		R	R
		Transaction amount	Outstanding amount
Abante Management (Pty) Ltd (common director with significant influence)	Share clearing service paid	131 408	–
Abante Capital (Pty) Ltd (common director with significant influence)	Loan advanced from	9 153 411	9 153 411
Abante Virtus (Pty) Ltd (common director with significant influence)	Loan advanced to	168 982	168 982
Exaco (Pty) Ltd (common director)	Administration fees	207 500	–

Transactions with senior management

Related party	Transaction type	Sixteen months ended 31 December 2004	
		R	
MH Solomon	Director's emoluments	790 996	
TE Skweyiya	Director's emoluments	450 000	
L Maloney	Director's emoluments	2 000	

7.18 Commitments

Commitments at the balance sheet date but not recognised in the financial statements are as follows:

	As at 31 December 2004 R
The following commitments are due within the next 12 months:	
– Rental of premises	
• Current	31 720
• Agreement signed subsequent to year end	328 320
– Wesizwe shall donate R10 000 000 to the Development Trust on the later of the following dates:	
• The date of approval of the Development Trust as a Public Benefit Organisation; and	
• 31 August 2005	
The following commitments are due upon listing on the JSE Limited:	
– 7 000 000 shares shall be issued to Ledig Minerale Regte 909 JQ (Pty) Ltd	
– 200 000 shares shall be issued to Anna Maria Laäs and the Matsepo Wesi Trust	
The following commitments are due within the next 12 to 36 months:	
– Rental of premises	
• Current	69 498
• Agreement signed subsequent to year end	367 718
The following commitments are due if Wesizwe does not achieve a listing on the JSE Limited by 1 September 2006:	
– The Bakubung Ba-Ratheo Tribe has an option to swap their shares in Wesizwe for 40% of Wesizwe's shares in Bakubung Minerals (Pty) Ltd	
Capital commitments	
There are no capital commitments.	

7.19 Information on subsidiaries

Name of company	Issued capital 2004 R	Effective % held directly or indirectly 2004 %	Investment at cost 2004 R	Loans from holding company 2004 R	Nature of business
Bakubung Minerals (Pty) Ltd	100	100	9 801 900	35 804 943	The acquisition and possession of mineral rights, the use thereof by prospecting exploration, mining and sale of minerals

Bakubung Minerals (Pty) Ltd had a loss of R1 818 128 since acquisition date which is included in the group's loss for the period.

7.20 Financial instruments

Credit risk

No collateral is required in respect of financial assets. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

At balance sheet date there were no significant concentrations of credit risk.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Interest rate risk

The group manages its interest rate risk by entering into prime-linked borrowings or fixed-interest borrowings.

Loans receivable are made to related parties and are interest free.

Effective interest rates and repricing analysis

In respect of income-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates at the balance sheet date and the periods in which they reprice.

Group 2004								
	Note	Effective interest rate	Total R'000	6 months or less R'000	6-12 months R'000	1-2 years R'000	2-5 years R'000	More than 5 years R'000
Cash and cash equivalents	7.16	6.6%	10 595	10 595	–	–	–	–
Unsecured loan to related party	7.3	0%	169	–	–	–	–	169
Unsecured loan from related party	7.7	10.5%	9 153	9 153	–	–	–	–
Unsecured loan from related party	7.7	12.45%	24 667	–	9 000	3 000	12 667	–
			44 584	19 748	9 000	3 000	12 667	169

Fair values

The fair values of all financial instruments are substantially identical to carrying amounts reflected in the balance sheet.

The fair values together with the carrying amounts shown in the balance sheet are as follows:

Group 2004			
	Note	Carrying amount R	Fair value R
Loans receivable	7.3	168 982	168 982
Trade and other receivables	7.4	397 820	397 820
Cash and cash equivalents	7.16	10 595 035	10 595 035
Trade and other payables		4 126 722	4 126 722
Interest-bearing borrowings	7.7	33 820 156	33 820 156
		49 108 715	49 108 715
			Sixteen months ended 31 December 2004 R
Finance charges for the period			1 619 083
Capitalised to mineral rights			(927 313)
			691 770

8. MATERIAL CHANGES

There have been no material changes in the financial position or nature of the group between 30 June 2005 and the date of this report, other than disclosed below.

- Issue of an additional 1 227 119 shares at a premium of R7 362 708;
- Repayment of the amounts due to Ledig Minerale Regte 909 JQ (Pty) Limited:
 - R2 000 000 on 30 August 2005; and
 - R7 000 000 on 28 October 2005.
- Exploration expenses of R7 400 000 were incurred and are in line with the budget.

9. **DIRECTORS' COMMENTARY**

30 June 2005

Wesizwe's consolidated attributable loss for the six month period is R19 409 068. This includes R11 000 000 paid in terms of the shareholders and related contracts to the Bakubung Ba-Ratheo Tribe for the establishment of a Community Development Trust for the upliftment of their community. The company has also incurred significant brokerage, advertising, consulting and advisory fees related to the impending listing.

Wesizwe is currently operating in the exploration phase and is exploring for mineral reserves on areas where prospecting permits have been issued. Consequently, the company is not forecasting any revenue until the exploration programme is completed in 2011.

The company is currently busy with a listing on the JSE Limited.

31 December 2004

Wesizwe's consolidated attributable loss for the period is R5 365 963 as a result of exploration activity conducted during the period. The company is not forecasting any revenue until the exploration programme is completed in 2011.

The prospecting permits were issued on 30 April 2004. In terms of the Mineral and Petroleum Resources Development Act (28 of 2002), applications for the conversion of the prospecting permits to new-order rights were submitted in December 2004. Certain of the prospecting permits have been converted to new-order prospecting rights. The details of these permits are as follows:

Ledig 909 JQ

The mineral rights to former portions 1, 2, 3, 4, 5 and 6 of the farm Ledig are reflected as follows:

Permit No: PP 47/2004 (converted to new-order right)

No: 909 JQ

Magisterial District: Mankwe

Region: North West

Permit No: PP 43/2004 (converted to new-order right)

No: 909 JQ

Magisterial District: Mankwe

Region: North West

Frischgewaagd 96 JQ

The mineral rights to portion 11 of the farm Frischgewaagd are reflected as follows:

Permit No: PP 45/2004

No: 96 JQ

Magisterial District: Mankwe

Region: North West

Mimosa 81 JQ

The mineral rights to certain portion of the remaining extent of the farm Mimosa are reflected as follows:

Permit No: PP 46/2004

No: 81 JQ

Magisterial District: Mankwe

Region: North West

Zandriverspoort 210 JP

The mineral rights to portions 1, 2, 4, 5 and 7 of the farm Zandriverspoort are reflected as follows:

Permit No: PP 44/2004 (converted to new-order right)

No: 210 JP

Magisterial District: Mankwe

Region: North West

In the terms of the agreement signed with Ledig Minerale Regte 909 JQ (Pty) Ltd, Wesizwe is contractually obliged to settle the purchase price for the Ledig Mineral Regte 909 JQ (Pty) Ltd rights. Wesizwe is also obliged to issue 7 000 000 ordinary shares to Ledig Minerale Regte 909 JQ (Pty) Ltd on the date of listing. The payment terms are as follows:

- R2 million was due on and paid by 31 August 2005;
- R7 million was due on and paid by 29 October 2005;
- R3 million is due 30 days after listing; and
- the balance of the purchase consideration is due on 15 January 2007.

Wesizwe is obliged to issue 200 000 ordinary shares to Anna Maria Laäs and the Matsepo Wesi Trust on the date of listing in respect of professional services rendered.

Subsequent to year end the following shares were issued:

- during the period 1 January 2005 to 30 June 2005 – 13 559 282 ordinary shares at a premium of R81 355 556; and
- during the period 1 July 2005 to 31 October 2005 – 1 227 119 ordinary shares at a premium of R7 362 708.

No segments have been presented as the company is conducting exploration activities on only one asset.

At 31 December 2004, there was a breach of the Companies Act. The year end of Bakubung Minerals (Pty) Ltd was 28 February, and was not changed to the year end of Wesizwe. This has been remedied subsequent to year end. The effect on the financial reporting period is not material.

The company has not complied with the provisions of section 285 of the Companies Act as the first reporting period should have been the period from date of incorporation of the company until 31 December 2003. Instead the first reporting period is the sixteen months period ended 31 December 2004 and not a maximum of fifteen months per section 285 of the Companies Act. The fact that the company has not complied with the provisions of section 285 has no effect on the financial information presented as no revenues were earned in this period.

The report of consolidated historical financial information of the group for the six months ended 30 June 2005 and the sixteen months ended 31 December 2004 have been prepared on the assumption that the group will continue as a going concern. The group is in the early stages of exploration activities and plans to continue with these for the foreseeable future. The group will not generate revenue until such time as a mineable deposit has been established and a capital works programme is funded and implemented. This could take a number of years. Due to the inherent risk in the nature of exploration activities, there is uncertainty regarding the carrying value of the group's exploration expenditure. To meet its ongoing obligations and maintain its operations, Wesizwe will periodically seek to raise additional equity funding which will be premised on the exploration results and the contingent further exploration plans. This will be in the form of the issue of share capital through rights issues to existing shareholders or the issue of new shares.

A. Company information

Balance sheet as at 31 December 2004

	R
ASSETS	
Non-current assets	44 075 669
Office equipment	117 972
Investment in subsidiary	7 983 772
Loan receivable	35 973 925
Current assets	10 942 855
Trade and other receivables	347 820
Cash and cash equivalents	10 595 035
TOTAL ASSETS	55 018 524
	R
EQUITY AND LIABILITIES	
Capital reserves	18 115 949
Share capital	3 344
Share premium	22 848 568
Share-based payment	630 000
Accumulated loss	(5 365 963)
Non-current liabilities	12 666 745
Long-term portion of interest-bearing borrowings	12 666 745
Current liabilities	24 235 830
Trade and other payables	3 082 419
Current portion of interest-bearing borrowings	21 153 411
Total equity and liabilities	55 018 524

Income statement for the 16 month period ended 31 December 2004

	R
Revenue	-
Provision for losses in subsidiary	(1 818 128)
Administration, distribution and selling expenditure	(2 856 065)
Loss from operations	(4 674 193)
Finance cost	(691 770)
Net loss for the period	(5 365 963)

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE REPORT OF CONSOLIDATED HISTORICAL FINANCIAL INFORMATION FOR THE WESIZWE GROUP FOR THE SIX MONTHS ENDED 30 JUNE 2005 AND THE SIXTEEN MONTHS ENDED 31 DECEMBER 2004



The Directors
Wesizwe Platinum Limited
2nd Floor, AMB Capital
18 Fricker Road
Illovo
2196
5 December 2005

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE REPORT OF CONSOLIDATED HISTORICAL FINANCIAL INFORMATION OF WESIZWE PLATINUM LIMITED ("WESIZWE")**INTRODUCTION**

At your request, we present our Reporting Accountants' Report on the Report of Consolidated Historical Financial Information of Wesizwe and its subsidiaries (referred to collectively as the "group") for six months ended 30 June 2005 and the sixteen months ended 31 December 2004 ("Historical Financial Information"), for the purposes of complying with the Listings Requirements of the JSE (the "JSE Listings Requirements") and for inclusion in the pre-listing statement.

RESPONSIBILITY OF THE DIRECTORS

The directors of Wesizwe are responsible for the compilation, contents and preparation of the pre-listing statement and for the accuracy of the information contained therein. The directors of Wesizwe are also responsible for the consolidated financial information to which both this Independent Reporting Accountants' Report and the Historical Financial Information relate, and from which such reports have been prepared.

RESPONSIBILITY OF THE INDEPENDENT REPORTING ACCOUNTANTS

Our responsibility is to express our opinion on the Historical Financial Information included in Annexure 1 to the pre-listing statement.

HISTORICAL FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 30 JUNE 2005

We have reviewed the Historical Financial Information for the six months ended 30 June 2005 attached as Annexure 1 to the pre-listing statement.

We conducted our review of the Historical Financial Information for the six months ended 30 June 2005 in accordance with the procedures described in International Standards on Review Engagements 2400: Engagements to Review Financial Statements. This standard requires that we plan and perform the review to obtain moderate assurance that the Historical Financial Information for the six months ended 30 June 2005 is free of material misstatement. A review is limited primarily to enquiries of company personnel and to analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit, and we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the Historical Financial Information for the six months ended 30 June 2005 included in the pre-listing statement is not fairly presented, in all material respects, in accordance with the recognition and measurement requirements of International Financial Reporting Standards, the presentation and disclosure requirements of the International Financial Reporting Standard on Interim Financial Reporting (IAS 34: Interim Financial Reporting) and in the manner required by the Companies Act in South Africa and the JSE Listings Requirements.

HISTORICAL FINANCIAL INFORMATION FOR THE SIXTEEN MONTHS ENDED 31 DECEMBER 2004

KPMG Inc. is appointed as the independent auditors of Wesizwe and also has responsibility for reporting on the consolidated annual financial statements of the Group. We have audited the Historical Financial Information for the sixteen months ended 31 December 2004 attached as Annexure 1 to the pre-listing statement.

We conducted our audit of the Historical Financial Information for the sixteen months ended 31 December 2004 in accordance with International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Historical Financial Information for the sixteen months ended 31 December 2004 is free of material misstatement. Our audit included examining, on a test basis, evidence supporting the amounts and disclosures in the abovementioned Historical Financial Information for the sixteen months ended 31 December 2004. Our audit also included assessing the accounting principles used and significant estimates made by management as well as evaluating the overall Historical Financial Information for sixteen months ended 31 December 2004 presentation. We believe that our audit provided a reasonable basis for our opinion. The evidence included that previously obtained by us in the conduct of our audits of the annual financial statements of the Group underlying the Historical Financial Information.

In our opinion, the Historical Financial Information for the sixteen months ended 31 December 2004, included in the pre-listing statement presents fairly, in all material respects, the financial position of the Group and the results of their operations and cash flows for the sixteen months ended 31 December 2004 in accordance with International Financial Reporting Standards and in the manner required by the Companies Act in South Africa and the JSE Listings Requirements.

Yours faithfully

KPMG Inc.
Registered Accountants and auditors
Chartered Accountants (SA)
Private Bag 9
Parkview
2122
South Africa

Per Mickey Bove
Director

ALTERATIONS TO SHARE CAPITAL AND ISSUES OF SECURITIES

SHARE SPLITS

On 27 October 2003, the initial share capital of Wesizwe was altered as follows:

- the authorised share capital of R1 000 (1 000 ordinary par value shares of 100 cents each) was increased to R5 000 (5 000 ordinary par value shares of 100 cents each);
- the authorised share capital of 5 000 ordinary par value shares of 100 cents each was subdivided into 500 000 000 ordinary par value shares of 0.001 cent each; and
- the issued share capital of R70, comprising 70 ordinary par value shares of 100 cents each was subdivided into 7 000 000 ordinary par value shares of 0.001 cent each.

There has been no alteration in share capital in Bakubung Minerals over the past 3 years.

ISSUES OF WESIZWE SECURITIES

The following table details the Wesizwe ordinary shares in issue on date of listing.

Date of issue	Number of shares	Price per share	Description
27 October 2003	7 000 000	0.001 cent	Initial share issue
27 January 2004	323 000 000*	0.001 cent	Initial share issue
2 December 2004	1 684 000	R6.00	Private investors
17 December 2004	1 498 590	R6.00	Private investors
29 December 2004	1 197 668	R6.00	Private investors
14 February 2005	3 118 816	R6.00	Private investors
1 March 2005	1 896 002	R6.00	Private investors
2 March 2005	1 428 905	R6.00	Private investors
8 March 2005	300 000	R6.00	Private investors
10 March 2005	2 038 667	R6.00	Private investors
4 April 2005	1 200 681	R6.00	Private investors
13 April 2005	620 718	R6.00	Private investors
5 May 2005	1 120 552	R6.00	Private investors
16 May 2005	940 744	R6.00	Private investors
31 May 2005	561 166	R6.00	Private investors
20 June 2005	333 031	R6.00	Private investors
14 July 2005	21 666	R6.00	Private investors
24 August 2005	75 000	R6.00	Private investors
30 September 2005	543 998	R6.00	Private investors
10 October 2005	186 065	R6.00	Private investors
20 October 2005	400 390	R6.00	Private investors
On listing	7 000 000	0.001 cent	Ledig Minerale [†]
On listing	100 000	0.001 cent	Matsepo Wesi Trust [#]
On listing	100 000	0.001 cent	Anna Maria Laäs [#]
	356 366 659		

* *The directors' shares were allocated from the initial issue of shares*

[†] *To be issued in terms of the contract with Ledig Minerale as described in Annexure 5*

[#] *To be issued in respect of professional services rendered*

Ordinary shares were issued at a premium in terms of a capital raising exercise by means of private placement.

Part of the proceeds of the shares issued were applied to, *inter alia*, the acquisition of the entire share capital of Bakubung Minerals, payments to Ledig Minerale and working capital requirements of the company.

ISSUES OF BAKUBUNG MINERALS SECURITIES

No ordinary shares have been issued since Bakubung Minerals became a wholly-owned subsidiary of Wesizwe.

EXTRACTS FROM THE ARTICLES OF ASSOCIATION OF WESIZWE

25 VOTES OF MEMBERS

- 25.1 Subject to the provisions of the articles and to any special terms as to voting rights upon which any share may be issued or which may from time to time attach to a share, every member shall
- 25.1.1 if the share capital is divided into shares of par value, be entitled to that proportion of the total votes in the company which the aggregate amount of the nominal value of the shares held by him bears to the aggregate amount of the nominal value of all the shares issued by the company;
- 25.1.2 if the share capital is divided into shares of no par value, be entitled to one vote in respect of each share he holds.
- 25.2 Notwithstanding the provisions of article 25.1, a member of the company present in person or, if the member is a body corporate, represented, at any meeting of the company shall on a show of hands have only one vote, irrespective of the number of shares he holds or represents.
- 25.3 Any body corporate holding shares conferring the right to vote may, by resolution of its directors or other governing body, appoint a person to act as its representative at any general meeting of the company or at any meeting of holders of any class of shares of the company.
- 25.4 Such representative shall be entitled to exercise the same rights on behalf of the body corporate which he represents as that body corporate could exercise if it were a natural person.
- 25.5 The directors may, but shall not be obliged to, require proof to their satisfaction of the appointment or authority of such representative.
- 25.6 A person who is entitled to more than one vote need not cast all his votes, or cast them in the same manner.
- 25.7 Where two or more persons are registered as joint holders of a share, any one of them, whether in person or by proxy, may vote as if he is the sole holder thereof.
- 25.8 If more than one of such joint holders are present at a general meeting in person or by proxy, only that holder who is present whose name appears first in the register of members in respect of the share, may vote.
- 25.9 Where several persons are entitled to a share by transmission, they shall be deemed to be joint holders of the share.
- 25.10 The parent or guardian of a minor, and the *curator bonis* of a lunatic member, and also any person entitled under the transmission clause to transfer of any shares, may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of those shares, provided that at least forty eight hours before the time of holding the meeting at which he proposes to vote, he shall satisfy the directors that he is such parent, guardian or curator or that he is entitled under the transmission clause to transfer of those shares, or that the directors have previously admitted his right to vote in respect of those shares.
- 25.11 Co executors of a deceased member in whose name shares stand in the register of members shall, for the purposes of this article, be deemed to be joint holders of those shares.

PART V – DIRECTORS**27 COMPOSITION**

- 27.1 The number of the directors shall not be less than four and not be more than fifteen or such other number as the directors may from time to time determine.
- 27.2 The directors shall have the power to appoint further directors, provided that–
- 27.2.1 the total number of directors will not exceed the maximum number set out in article 27.1; and

- 27.2.2 no appointment in terms of this article 27.2 shall be valid unless at least two thirds of the directors of the company at the time approve such appointment.
- 27.3 A director shall not be required to hold any qualifying shares.
- 27.4 The directors shall be entitled to such remuneration as the company in general meeting may from time to time determine, which remuneration shall be divided among the directors in such proportions as they may agree, or in absence of such agreement, equally, except that in such event any director holding office for less than a year shall only rank in such division in proportion to the period during which he has actually held office.
- 27.5 Such remuneration shall accrue to the directors from day to day.
- 27.6 Any director who:
- 27.6.1 serves on any executive or other committee; or
- 27.6.2 devotes special attention to the business of the company; or
- 27.6.3 goes or resides outside South Africa for the purpose of the company; or
- 27.6.4 otherwise performs or binds himself to perform services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director,
- may be paid such extra remuneration or allowance in addition to or in substitution of the remuneration to which he may be entitled as a director, as a disinterested quorum of the directors or a remuneration committee appointed by the board may from time to time determine.
- 27.7 The directors shall also be paid all their travelling and other expenses necessarily expended by them in connection with:
- 27.7.1 the business of the company; and
- 27.7.2 attending meetings of the directors or of committees of the directors or of the company.
- 27.8 Without prejudice to any contrary provisions in the articles, a director shall vacate his office if:
- 27.8.1 his estate is sequestrated or he surrenders his estate or enters into a general compromise with his creditors;
- 27.8.2 he is found to be or becomes of unsound mind;
- 27.8.3 a majority of his co-directors sign and deposit at the office a written notice wherein he is requested to vacate his office, which shall become operative on deposit at the office (but without prejudice to any claim for damages);
- 27.8.4 he is removed by a resolution of the company of which proper notice has been given in terms of the Act (but without prejudice to any claim for damages);
- 27.8.5 he is, pursuant to the provisions of the Act or any order made thereunder, prohibited from acting as a director;
- 27.8.6 he resigns his office by notice in writing to the company; or
- 27.8.7 he is absent from meetings of the directors for six consecutive months without leave of the directors while not engaged in the business of the company; and
- 27.8.8 he is not represented at any such meetings during such six consecutive months by an alternate director; and
- 27.8.9 the directors resolve that his office be, by reason of such absence, vacated,
- provided that the directors shall have power to grant to any director leave of absence for a definite or indefinite period.
- 27.9 A director may hold any other office or place of profit under the company (except that of auditor) or any subsidiary of the company in conjunction with his office of director, for such period and on such terms as to remuneration (in addition to the remuneration to which he may be entitled as a director) and otherwise as a disinterested quorum of the directors or a remuneration committee appointed by the board may determine.
- 27.10 A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as

- shareholder or otherwise and (except insofar as otherwise decided by the directors) he shall not be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company.
- 27.11 Any director may act personally or through his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services rendered as if he were not a director.
- 27.12 A director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the company, shall declare the nature of his interest in accordance with the Act.
- 27.13 No director or intending director shall be disqualified by his office from contracting with the company with regard to:
- 27.13.1 his tenure of any other office or place of profit under the company or in any company promoted by the company or in which the company is interested;
 - 27.13.2 professional services rendered or to be rendered by such director;
 - 27.13.3 any sale or other transaction.
- 27.14 No contract or arrangement entered into by or on behalf of the company in which any director is in any way interested is voidable solely by reason of such interest.
- 27.15 No director so contracting or being so interested shall be liable to account to the company for any profit realised by any such appointment, contract or arrangement by reason of his office as director or of the fiduciary relationship created thereby.
- 27.16 A director may not vote nor be counted in the quorum (and if he shall do so his vote shall not be counted) on any resolution for his own appointment to any other office or place of profit under the company or in respect of any contract or arrangement in which he is interested, provided that this prohibition shall not apply to:
- 27.16.1 any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
 - 27.16.2 any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company which the director has himself guaranteed or secured; or
 - 27.16.3 any contract by a director to subscribe for or underwrite shares or debentures of the company; or
 - 27.16.4 any contract or arrangement with a public company in which he is interested by reason only of being a director, officer, creditor or member of such legal person,
- and these provisos may at any time be suspended or relaxed either generally, or in respect of any particular contract or arrangement, by the company in general meeting.
- 27.17 A contract which violates the terms of article 27.16 can be ratified by the company in general meeting.
- 27.18 The terms of article 27.16 shall not prevent a director from voting as a member at a general meeting at which a resolution in which he has a personal interest is tabled.
- 27.19 The directors may exercise the voting powers conferred by the shares held or owned by the company in any other company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them to be directors or officers of such other company or for determining any payment of or remuneration to the directors or officers of such other company.
- 27.20 A director may vote in favour of a resolution referred to in article 27.19 for the exercise of the voting rights in the manner described in article 27.19 notwithstanding that he may be, or is about to become, a director or other officer of such other company and for that or any other reason may be interested in the exercise of such voting rights in the manner aforesaid.

28 **ALTERNATE DIRECTORS**

- 28.1 A director may:
- 28.1.1 appoint another director or any person approved for that purpose by a resolution of the directors to act as alternate director in his place and during his absence;
 - 28.1.2 remove such alternate director.
- 28.2 A person so appointed shall, except as regards authority to appoint an alternate director and remuneration, be subject in all respects to the terms and conditions existing in respect of the other directors of the company.
- 28.3 Each alternate director, whilst so acting, shall be entitled to:
- 28.3.1 receive notices of all meetings of the directors or of any committee of the directors of which his appointer is a member;
 - 28.3.2 attend and vote at any such meeting at which his appointer is not personally present;
 - 28.3.3 generally exercise and discharge all the functions, powers and duties of his appointer in such appointer's absence as if he were a director.
- 28.4 Any director acting as alternate director shall in addition to his own vote have a vote for each director for whom he acts as alternate.
- 28.5 An alternate director shall *ipso facto* cease to be an alternate director if his appointer ceases for any reason to be a director, provided that if any director retires by rotation or otherwise, but is re-elected at the same meeting, any appointment made by him pursuant to this article which was in force immediately before his retirement shall remain in force as though he had not retired.
- 28.6 In the event of the disqualification or resignation of any alternate director during the absence or inability to act of the director whom he represents, the vacancy so arising shall be filled by the chairperson of the directors who shall nominate a person to fill such vacancy, subject to the approval of the board.
- 28.7 Any appointment or removal of an alternate director shall be effected by written notice delivered at the office and signed by the appointer.
- 28.8 The remuneration of an alternate director shall be payable only out of the remuneration payable to the director whose alternate he is and he shall have no claim against the company for any remuneration.
- 28.9 An alternate director shall not be required to hold any qualifying shares.

29 **RETIREMENT OF DIRECTORS BY ROTATION**

- 29.1 All the directors shall retire at the first annual general meeting and, subject to article 35 hereof, at every annual general meeting thereafter, one third of the directors for the time being or if their number is not a multiple of three, then the number nearest to but not less than one third shall retire from office.
- 29.2 The directors so to retire shall be those who have been longest in office since their last election, but in the case of persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 29.3 Notwithstanding anything herein contained, if at the date of any annual general meeting any director shall have held office for a period of three years since his last election or appointment, he shall retire at such meeting either as one of the directors to retire by rotation or in addition thereto.
- 29.4 The length of time a director has been in office shall be computed from his last election, appointment or date upon which he was deemed re-elected.
- 29.5 A director retiring at a meeting shall retain office until the election of directors at that meeting has been completed.
- 29.6 Retiring directors shall be eligible for re-election.
- 29.7 No person, other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of a director at any general meeting, unless:

- 29.7.1 not more than twenty eight, but at least seven clear days before the day appointed for the meeting, there shall have been delivered at the office of the company a notice in writing by a member (who may also be the proposed director) duly qualified to be present and to vote at the meeting for which such notice is given;
 - 29.7.2 such notice sets out the member's intention to propose a specific person for election as director; and
 - 29.7.3 notice in writing by the proposed person of his willingness to be elected is attached thereto (except where the proposer is the same person as the proposed).
- 29.8 Subject to the preceding article 29.7, the company may at the meeting at which a director retires, fill the vacated office by electing a person thereto and in default the retiring director, if willing to continue to act, shall be deemed to have been re-elected, unless:
- 29.8.1 it is expressly resolved at such meeting not to fill such vacated office; or
 - 29.8.2 a resolution for the re-election of such director was put to the meeting and rejected.
- 29.9 A person appointed by the directors as a director in terms of article 29.1:
- 29.9.1 shall retire at the following annual general meeting;
 - 29.9.2 shall not be considered in determining the directors to retire by rotation;
 - 29.9.3 shall be eligible for re election.
- 29.10 If the number of directors should become less than the permissible minimum in terms of the articles, the remaining directors may only act:
- 29.10.1 to fill any vacancies on the board of directors; or
 - 29.10.2 to convene general meetings.
- 29.11 If the company in general meeting increases or reduces the number of directors, it may also determine in what rotation such increased or reduced number is to retire.

30 **POWERS OF DIRECTORS**

- 30.1 The management and control of the business of the company shall be vested in the directors who, in addition to the powers and authorities expressly conferred upon them by the articles, may exercise all powers and authorities and perform all acts which may be exercised or done by the company, and are not hereby or by the Act expressly reserved to the company in general meeting.
- 30.2 Such management and control may not be inconsistent with the articles nor with the provisions of the Act.
- 30.3 The general powers granted in terms of this article shall not be limited or restricted by any special authority or power given to the directors by any other article.
- 30.4 The directors may:
- 30.4.1 in their discretion arrange that any branch of the business carried on by the company or any other business in which the company may be interested, shall be carried on by or through one or more subsidiary companies;
 - 30.4.2 make such arrangements on behalf of the company as they think advisable:
 - 30.4.2.1 for taking the profits or bearing the losses of any such branch or business; or
 - 30.4.2.2 for financing, assisting or subsidising any such subsidiary company; or
 - 30.4.2.3 for guaranteeing its contracts, obligations or liabilities.
- 30.5 The directors may:
- 30.5.1 establish any contributory or non-contributory pension, retirement, provident, medical or other funds for the benefit of; and
 - 30.5.2 pay on behalf of the company a gratuity or pension or allowance on retirement or other benefit to,
 - any director or ex director or other officer or employee of the company, its holding or subsidiary company (if any), whether or not he has held any other salaried office with the company,

or to his widow or dependants, and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance or life assurance or other benefits, subject to the provisions of the Act.

30.6 The directors may:

30.6.1 take all steps that may be necessary or expedient and incur any liability in order to enable the shares or debentures of the company to be:

30.6.1.1 negotiable in South Africa or elsewhere;

30.6.1.2 recognised by and quoted on any stock exchange in South Africa or elsewhere;

30.6.2 pay all taxes, duties, fees, expenses or other amounts which may be payable in relation to the matters referred to in article 30.6.1.

30.7 Save as otherwise expressly provided by the articles, all cheques, promissory notes, bills of exchange and other negotiable or transferable instruments and all documents to be executed by the company, shall be signed, drawn, accepted, endorsed or executed as the case may be in such manner as the directors shall from time to time determine.

31 **BORROWING POWERS**

31.1 Subject to the provisions of article 31.2 the directors may from time to time:

31.1.1 borrow for the purpose of the company such sums as they think fit;

31.1.2 secure the payment or repayment of any such sums or any other sum, as they think fit, whether by the creation and issue of debentures, mortgage or charge upon all or any of the property or assets of the company;

31.1.3 make such regulations regarding the transfer of debentures, the issue of certificates therefor (subject to article 7 hereof) and all such other matters incidental to debentures as the directors think fit.

31.2 No special privileges as to –

31.2.1 allotment of shares in the company; or

31.2.2 the attending and voting at general meetings; or

31.2.3 the appointment of directors, or otherwise,

shall be given to the holders of debentures of the company save with the sanction of the company in general meeting.

31.3 The directors shall procure (but as regards subsidiaries of the company only insofar as by the exercise of voting and other rights or powers of control exercisable by the company they can procure) that the aggregate principal amount at any one time outstanding in respect of moneys so borrowed or raised by:

31.3.1 the company; and

31.3.2 all the subsidiaries for the time being of the company (excluding moneys borrowed or raised by any of such companies from any other of such companies but including the principal amount secured by any outstanding guarantees or suretyships given by the company or any of its subsidiaries for the time being for the share capital or indebtedness of any other company or companies whatsoever and not already included in the aggregate amount of the moneys so borrowed or raised),

shall not exceed the aggregate amount at that time authorised to be borrowed or secured by the directors of the company's holding company (if any) in respect of that holding company and all the then subsidiaries of that holding company, provided that no such sanction shall be required to the borrowing of any moneys intended to be applied and actually applied within ninety days in the repayment (with or without any premium) of any moneys then already borrowed and outstanding and notwithstanding that new borrowing may result in the abovementioned limit being exceeded.

32 LOCAL BOARDS, AGENTS AND COMMITTEES OF THE BOARD

32.1 The directors may:

- 32.1.1 establish any local boards or agencies in South Africa or elsewhere for managing any of the affairs of the company;
- 32.1.2 appoint persons to be members of such local boards, managers or agents;
- 32.1.3 fix the remuneration of such persons;
- 32.1.4 delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the directors with power to sub-delegate;
- 32.1.5 authorise the members of any local board or any of them to fill any vacancies, and to act despite any vacancy;
- 32.1.6 remove any person so appointed and annul or vary any such delegation,

subject to such terms and conditions as the directors may think fit, but no person dealing in good faith and without notice of the annulment or variation referred to in article 32.1.6 shall be affected thereby.

- 32.2 The directors may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the directors, to be the attorney or agent of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors in terms of the articles) and for such period and subject to such terms and conditions as they may think fit.
- 32.3 Any power of attorney, as envisaged in 32.2, may contain such provisions for the protection and convenience of persons dealing with any such agent as the directors may think fit.
- 32.4 The directors may also authorise any such agent to sub-delegate any of his powers, authorities and discretions.
- 32.5 The directors may delegate any of their powers to an executive or other committee, whether consisting of a member or members of their body or not as they think fit.
 - 32.5.1 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations authorising the appointment of sub committees that may from time to time be prescribed by the directors.

DETAILS OF MATERIAL ACQUISITIONS AND VENDORS

BAKUBUNG MINERALS

During 2003, Wesizwe acquired the entire issued ordinary share capital (100 shares of R1 each) of Bakubung Minerals from Our Mining Venture. The shares in Bakubung Minerals have been transferred from Our Mining Venture to Wesizwe and neither the shares nor the assets of Bakubung Minerals have been ceded or pledged. Bakubung Minerals was formed in order to facilitate the exploitation of the mineral rights that Ledig Minerale and the Bakubung held, in certain cases jointly, as well as the exploitation of mineral rights of adjacent properties. The assets of Our Mining Venture consisted of old order mineral rights, for which no consideration was paid by Our Mining Venture.

A valuation of Bakubung Minerals was not performed as a basis for the purchase consideration. The entire purchase consideration was attributable to the old order mineral rights. The consideration was determined by mutual consent. As a result, no goodwill can be attributed to this transaction.

Details of the acquisition are as follows:

- The signature and effective date of the acquisition was 20 November 2003;
- The purchase consideration was R10 000 000 payable in cash and was settled as follows:
 - R300 000 on signature date (financed by means of a loan from Abante Capital);
 - R500 000 within 12 months of signature date; and
 - R9 200 000 on 23 December 2004.

The registered address of Our Mining Venture is 149 Club Avenue, Waterkloof, Pretoria. Our Mining Venture warranted that Bakubung Minerals had no debts, other than a shareholder's loan, which was eliminated on acquisition. As a result, there were no guarantees of book debts or accrued taxation. Our Mining Venture also warranted that Bakubung Minerals had no financial obligations.

The directors of Our Mining Venture are Anna Maria Laäs and Karen Ann Venter. The beneficial shareholders are Anna Maria Laäs and the Matsepo Wesi Trust.

No director of Wesizwe had any direct or indirect beneficial interest in the above transaction, and no payment was made to any promoter in respect of the transaction.

LEDIG MINERALE

Ledig Minerale gave its consent, in terms of Section 6(1)(b) of the Minerals Act to Bakubung Minerals to apply for prospecting rights on its properties and such prospecting rights have been issued. These mineral rights are on the farm Ledig 909JQ.

In exchange for granting its consent to Bakubung Minerals, Ledig Minerale was entitled to receive a shareholding in Bakubung Minerals from Our Mining Venture. Ledig Minerale has abandoned all claims to shares in Bakubung Minerals in favour of Wesizwe for a consideration consisting of cash and shares.

The consent obtained from Ledig Minerale has not been ceded or pledged, and the prospecting rights obtained resulting from the consent have also not been ceded or pledged.

Details of the transaction are as follows:

- The signature and effective date was 20 November 2003. Subsequent amendment agreements were entered into on 8 December 2004 and 22 October 2005;
- The consideration comprised cash of R31 500 000 and shares in Wesizwe, to be settled as follows:
 - R630 000 on signature date (already paid, and financed by means of a loan from Abante Capital);
 - R5 500 000 on 7 December 2004 (already paid);
 - R2 000 000 on 31 August 2004 (already paid);
 - R7 000 000 on 29 October 2005 (already paid);

- R3 000 000 to be paid within 30 days of listing (to be paid from current cash resources);
- R13 370 000 plus escalation thereon from 1 December 2004, payable by 15 January 2007. This will be repaid from capital to be raised during 2006. No borrowings will be incurred to settle this amount. The outstanding amount escalates at 0.5% on the first day of each successive month from 1 December 2004 until 1 October 2005, whereafter the outstanding amount escalates at 1.5% on the first day of each successive month from 1 November 2005 until date of payment; and
- 7 000 000 shares shall be issued to Ledig Minerale or its nominees and released on the date of listing.

The entire purchase consideration was attributable to the consent to apply for prospecting rights in relation to the abovementioned property. The consideration paid to Ledig Minerale in exchange for their abandonment of claims to shares in Bakubung Minerals was determined by mutual consent. As a result, no goodwill can be attributed to this transaction.

The registered address of Ledig Minerale is 149 Club Avenue, Waterkloof, Pretoria. There were no guarantees of book debts or accrued taxation. Ledig Minerale warranted that it was the registered owner of the mineral rights for which prospecting permit applications would be made.

The directors of Ledig Minerale are Daniël Jacobus Gouws, Marthinus Johannes du Plessis, Johan Frederik Kirsten, Gert Coenraad Strydom, Daniël Jacobus Spangenberg and Johannes Marthinus Jacobsz. The beneficial shareholders consist of 33 farmers, none of whom are related to Wesizwe. None of the shareholders own more than 25% of Ledig Minerale.

No director of Wesizwe had any direct or indirect beneficial interest in the above transaction, and no payment was made to any promoter in respect of the transaction.

DIRECTORSHIPS IN OTHER COMPANIES IN THE PAST FIVE YEARS

Thuthukile Edy Skweyiya

Aflease Gold and Uranium Resources Limited
 Boschendal Limited
 Total South Africa (Proprietary) Limited
 Fikza Investment Holdings (Proprietary) Limited
 Orlyfunt Strategic Investments (Proprietary) Limited
 (resigned)

Wescoal Holdings Limited
 Sphere Holdings (Proprietary) Limited
 Fikza Security Management (Proprietary) Limited
 Orlyfunt Holdings (Proprietary) Limited (resigned)

Michael Henry Solomon

Korana Mining and Exploration (Proprietary) Limited
 Korana Mining Projects (Proprietary) Limited
 Korana Mining Supplies (Proprietary) Limited
 Hentiq 2795 (Proprietary) Limited
 Shrenuj South Africa (Proprietary) Limited
 Proud Heritage Properties 144 (Proprietary) Limited
 Mineral Corporation Consultancy (Proprietary) Limited
 (resigned)
 Tigertrap Consultants (Proprietary) Limited

Korana Diamonds (Proprietary) Limited
 Korana Drilling (Proprietary) Limited
 Korana Mining Services (Proprietary) Limited
 Rated Selection Props (Proprietary) Limited
 Loggia Investments (Proprietary) Limited
 Notice Properties (Proprietary) Limited
 Exclusive Technical Services (Proprietary) Limited
 (resigned)

Douglas Neil Campbell

Anglovaal Mining Limited (resigned)

Avgold Limited (resigned)

William Machiel Eksteen

Messina Platinum Limited (resigned)

Lorna Maloney

Mzonke Holdings (Proprietary) Limited
 North West Women Investment Company (Proprietary)
 Limited (resigned)

Zelpy 2676 (Proprietary) Limited

Julian Christopher Williams

Mirador Investment Holdings (Proprietary) Limited
 One80 Personal Fitness Trainers (Proprietary) Limited
 Parmtro Investments No 66 (Proprietary) Limited
 Vivonne Treasury (Proprietary) Limited
 Cornillon Investments (Proprietary) Limited
 Silkestad Management (Proprietary) Limited
 Tagish Investments (Proprietary) Limited
 Chuluut Risk Management (Proprietary) Limited
 Elitheni Holdings (Proprietary) Limited (resigned)
 Eastgen (Proprietary) Limited (resigned)
 Khulisa Plant Hire and Finance (Proprietary)
 Limited (resigned)

Great Karoo Metals Limited
 Mendiza Capital Resources (Proprietary) Limited
 Aalborg Treasury (Proprietary) Limited
 Dordogne Risk Management (Proprietary) Limited
 Tisno Capital (Proprietary) Limited
 Tuul Capital (Proprietary) Limited
 Iskut Resources (Proprietary) Limited
 Penryth (Proprietary) Limited (resigned)
 Westgen (Proprietary) Limited (resigned)
 Elitheni Coal (Proprietary) Limited (resigned)

Motshubela Ezekiel Monnakgotla and Disele Johannes Phologane have not held directorships in any company other than Wesizwe in the last five years.

CORPORATE GOVERNANCE

INTRODUCTION

Wesizwe is committed to making corporate governance a distinguishing feature of its business. The company will endeavour to comply with the principles incorporated in the King Code of Corporate Practices and Conduct.

BOARD OF DIRECTORS

The board of directors of the company (“the board”) is based on a unitary structure and retains full and effective control and management of the group. There is one executive director on the board and seven non-executive directors, with the positions of Chairperson and Chief Executive Officer being separate.

The board currently consists of four black members, of which two are women, and four white men. The non-executive directors provide the board with independent judgment based on their significant range of skills and commercial experience.

Non-executive directors do not have fixed-term service contracts. In terms of the company's articles of association, one third of the directors (or if their number is not a multiple of three, then the number nearest to one third but not less than one third) shall retire from office at the annual general meeting. The directors to retire shall be those who have been longest in office since their last election. Retiring directors shall be eligible for re-election.

The board meets regularly, at least quarterly, to review the direction, strategic issues, major contracts and commitments, group policies and stakeholder reporting. In addition to the quarterly meetings, the board also meets on an ad hoc basis to consider specific issues.

All new directors will be given a presentation on the group's strategy, as well as a document outlining the duties and liabilities of directors.

Each director has the right to seek independent professional advice on matters relating to his/her position as a director of the company at the company's expense, subject to prior approval of the Chairperson, which shall not be unreasonably withheld.

BOARD COMMITTEES

Certain functions have been delegated to committees which will operate within agreed terms of reference approved by the board. The functions of these committees are described more fully below.

Audit, risk, corporate governance and nomination committee

The committee comprises four non-executive directors (Douglas Campbell, Disele Phologane, Thuthukile Skweyiya and Julian Williams). The primary responsibility of the committee is to evaluate matters concerning accounting policies, internal controls, auditing, financial reporting, risk management and compliance and reviewing the published financial statements of the group prior to board approval. This committee also assists the board with company policies, the structure, size and effectiveness of the board and its committees and in reviewing the group's governance processes. Furthermore, it makes recommendations on the appointments of new directors and establishes the formal induction process and ensures that a training and development programme is in place for board members. The committee meets twice a year or when required for the process of nomination.

The external auditors have unlimited access to the chairperson of the committee. The committee is responsible for recommending the use of the external auditors for non-audit services. Auditors are appointed annually based on the recommendation of the committee. Risk management policies will be implemented as and when the need for such policies arises.

The committee, in carrying out its tasks, has a wide range of powers to consult both internally and externally in order to acquire the necessary resources to complete its duties.

Remuneration committee

The remuneration committee comprises two non-executive directors (Disele Phologane and Julian Williams), and the Chief Executive Officer has the right to attend all meetings of the remuneration committee except when his own remuneration is under consideration.

The remuneration committee is responsible for proposing and approving the remuneration of all board directors utilising independent external consultants and market comparisons to ensure that remuneration is market related, fair and competitive.

This committee meets when required but at least annually.

Technical, health, safety, environment and investment committee

The committee comprises three non-executive directors (William Eksteen, Disele Phologane and Julian Williams) and the Chief Executive Officer. The committee has been established to determine drilling strategies, discuss issues relating to health, safety and the environment, as well evaluate other opportunities that are presented to the company.

This committee meets quarterly, or more frequently, if required.

Company secretary

The company secretary is accountable to the board on all governance and statutory matters and in this respect all directors have access to the services of the company secretary. The appointment and removal of the company secretary is a matter for the board as a whole.

Internal control

The company's internal controls are designed to provide reasonable assurance to the integrity and reliability of the financial statements and to adequately safeguard, verify and maintain accountability of its assets.

Non-financial matters

All directors and employees are required to maintain the highest ethical standards in ensuring that the group's business practices are conducted in a manner which in all reasonable circumstances is beyond reproach.

Wesizwe is environmentally responsible and aware and ensures that at all times the group in no way negatively impacts on the environment.

Stakeholder communication

The board will strive to present a balanced and understandable assessment of the group's position addressing material matters of significant interest and concern to stakeholders.

Continuous disclosure

The company has in place a continuous disclosure policy for directors and officers to ensure that timely and accurate information is provided to all shareholders. The company secretary is the nominated communication officer and is responsible for liaising with the board to ensure the company complies with its requirements.

Code of conduct

The company is in the process of developing a code of conduct for employees and directors to ensure that the business of the company is conducted in an ethical and legal manner.

COMPETENT PERSONS' REPORT



THE MINERAL CORPORATION

Advisors to the Mineral Business

**Prepared on behalf of
Wesizwe Platinum Limited**

**COMPETENT PERSONS' REPORT ON THE EXPLORATION ASSETS
HELD BY WESIZWE PLATINUM LIMITED**

**The Mineral Corporation
Report No. C-WES-EXP-242/231
Sandton, November 2005**

PO Box 1346, Cramerview 2060, South Africa
Homestead Office Park, 65 Homestead Avenue, Bryanston 2021
Telephone: +27 11 463-4867 **Facsimile:** +27 11 706-8616 **e-mail:** business@mineralcorp.co.za

The Directors
Wesizwe Platinum Limited
2nd Floor, AMB Capital
18 Fricker Road
Illovo 2196

5 November 2005

Dear Sirs

COMPETENT PERSON'S REPORT ON THE EXPLORATION ASSETS HELD BY WESIZWE PLATINUM LIMITED

1. INTRODUCTION

1.1 Purpose of Report

This report has been prepared by Mineral Corporation Consultancy (Pty) Limited ("The Mineral Corporation") for inclusion in documentation to be published by Wesizwe Platinum Limited ("Wesizwe") in connection with a listing of Wesizwe on the JSE Limited ("JSE") by introduction. The Mineral Corporation was instructed by the Directors of Wesizwe to prepare a Competent Person's Report ("CPR") for the exploration results of Wesizwe, completed over the last year, as well as the Mineral Resources that have been identified. This report has been prepared by The Mineral Corporation in order to satisfy the requirements of a CPR as set out in Section 12 of the JSE Listings Requirements.

In this report, all Mineral Resource estimates are reported in accordance with the South African Code for Reporting of Mineral Resources and Mineral Reserves ("SAMREC Code") and have been substantiated by evidence obtained from site visits and observations. They are supported by details of drilling results, analyses and other evidence and they have taken account of all relevant information supplied by the Wesizwe Directors and management, as well as their geological contractors Horizon Blue Resources (Pty) Limited ("HBR").

1.2 Capability and Independence

This report was prepared by The Mineral Corporation and the Mineral Resources are signed off according to the SAMREC Code by Mr David Young, a Director of The Mineral Corporation. Details of the qualifications and experience of the consultants who carried out the work are contained in Annex A to this report.

The Mineral Corporation operates as an independent technical advisor and consultant providing mineral resource evaluation, mining engineering and mine valuation services to the mining industry. The Mineral Corporation has received, and will receive, professional fees for its preparation of this report. However, neither The Mineral Corporation nor any of its Directors, staff or sub-consultants who contributed to this report, has any interest in Wesizwe or the assets reviewed.

Drafts of this report were provided to Wesizwe, but only for the purpose of confirming both the accuracy of factual material and the reasonableness of assumptions relied upon in the report.

The JSE contents for a Competent Person's Report for an Exploration Company have been complied with in full.

1.3 Scope of Work/Materiality/Limitations and Exclusions

The Mineral Corporation has reviewed the assets in accordance with the scope of work and exclusions and limitations, and on the basis of the materiality criteria set out in Annex B to this report.

The Mineral Corporation has independently assessed the exploration data of Wesizwe by reviewing pertinent data, including mineral rights data, drillhole core, drillhole logs and assay results and geophysical data. Wesizwe has obtained certain drillhole data from an exchange of data with Anglo Platinum Limited ("Anglo Platinum"). The Anglo Platinum data has been utilized by The Mineral Corporation in conjunction with the Wesizwe data for the creation of the geological model of mineralization and Mineral Resource estimates.

An exploration budget has been prepared by Wesizwe (in conjunction with HBR and The Mineral Corporation) with the intention to upgrade certain of the Mineral Resources over the next year. The Mineral Corporation has reviewed this budget and schedule for appropriateness.

All opinions, findings and conclusions expressed in this report are those of The Mineral Corporation and are based on information provided by Wesizwe and HBR. They reflect various techno-economic (commodity prices, currency exchange rates, consumer price indices and others) conditions prevailing at 5 November 2005, as well as interpretations based on limited data. These conditions and interpretations can change significantly over a relatively short period of time and with new information and, as such, the information and opinions contained in this report may also be subject to change.

Yours faithfully

David Young

Director

TABLE OF CONTENTS

	<i>Page</i>
1. INTRODUCTION	58
1.1 Purpose of Report	58
1.2 Capability and Independence	58
2. WESIZWE EXPLORATION PROPERTIES	64
2.1 Location	64
2.2 Tenure	66
2.2.1 Mineral Rights	66
2.2.2 Surface Rights	66
2.3 Statutory Prospecting Authorizations	68
3. GEOLOGY	70
3.1 General Geology of the Bushveld Complex	71
3.2 Regional Geology of the Western Bushveld Complex	73
3.3 Structural Geology of the Western Limb of the Bushveld Complex	78
3.4 Geology of the Wesizwe Exploration Areas	79
4. EXPLORATION WORK HISTORY	80
4.1 Previous Work	80
4.2 Horizon Blue Programme	80
4.2.1 Field Work, Drilling, Sampling and Assay	83
4.2.2 Assay Database and Quality Control	85
4.2.3 Drillhole Logging	92
4.3 BRPM Joint Venture Exploration Data	94
4.4 Exploration Expenditures	96
5. INTERPRETATION OF EXPLORATION DATA	96
5.1 Structure	96
5.1.1 Data Available	96
5.1.2 Methods Applied	96
5.1.3 Regional Guidelines	97
5.1.4 Drillhole Data	98
5.1.5 Triangulation and Contours	98
5.1.6 Interpreted Provisional Model	99
5.2 Mineralization and Grade Distribution	105
5.3 Evaluation Cuts	111

	<i>Page</i>
6. MINERAL RESOURCES	113
6.1 Evaluation	113
6.2 Classification of Mineral Resources	114
6.3 Geological Losses	114
6.4 Mineral Resource Reviews	116
7. FUTURE EXPLORATION PROGRAMME	116
7.1 Drilling Locations	116
7.2 Budget and Schedule	118
8. ENVIRONMENTAL ASPECTS	118
8.1 Environmental Authorization	118
8.2 Environmental Management	118
8.3 Environmental Liability	119
8.4 Financial Provision	119
9. INDICATIVE VALUATION	119
9.1 Indicative Valuation Method 1 (Comparative Sale)	120
9.2 Indicative Valuation Method 2 (Comparative Share Trading Prices)	121
9.3 Indicative Valuation Method 3 (Value of <i>in situ</i> Metal)	121
9.4 Indicative Valuation Discussion	122
10. REFERENCES	122

LIST OF FIGURES

	<i>Page</i>
Figure 1: Location Plan of the Wesizwe Exploration Assets	65
Figure 2: Plan Depicting the Prospecting Right Areas held by Wesizwe	67
Figure 3: Regional Geology of the area containing the Exploration Properties	70
Figure 4: Generalised Stratigraphic Column of the Rustenburg Layered Suite and Critical Zone Stratigraphy	72
Figure 5: Detailed Footwall Stratigraphy employed for the Exploration Properties	75
Figure 6: Geological Scheme of Reef Type Classification as employed at Union Section	77
Figure 7: Wesizwe Drilling Positions for the Various Exploration Areas	82
Figure 8: Plots of Percentage Deviation of the Determination of a Standard Sample to the Accepted Value as an Estimate of Accuracy for (a) Au, (b) Pd, (c) Pt and (d) Rh	87
Figure 9: Plots of Percentage Mean Deviation of Duplicate Samples as an Estimate of Accuracy for (a) Au, (b) Pd, (c) Pt and (d) Rh	89
Figure 10: Plots of Mean Deviation of Replicate Samples as an Estimate of Accuracy for (a) Cu, (b) Ni and (c) Specific Gravity	91
Figure 11: Wesizwe and BRPM JV Drilling Locality Plan	95
Figure 12: Structural Interpretation of the Ledig and Frischgewaagd Areas of the Wesizwe Exploration Properties	103
Figure 13: Geological Cross-sections of the Ledig and Frischgewaagd Areas of the Wesizwe Exploration Properties	104
Figure 14: Merensky Reef Type Distribution Plan for the Wesizwe Exploration Properties	106
Figure 15: UG2 Reef Type Distribution Plan for the Wesizwe Exploration Properties	107
Figure 16: Geological Cross-section through the Drillholes WF2–FG9–WF01–WF71–FG11	108
Figure 17: Normal Merensky Reef – Vertical Platinum Grade Distribution Relative to the Basal Chromitite Layer and Platinum to Palladium Ratios	109
Figure 18: Single Chromitite Layer Merensky Reef – Vertical Platinum Grade Distribution Relative to the Basal Chromitite Layer and Platinum to Palladium Ratios	109
Figure 19: Detached Merensky Reef – Vertical Platinum Grade Distribution Relative to the top Chromitite Layer and Platinum to Palladium Ratios	110
Figure 20: UG2 Reef – Vertical Platinum Grade Distribution Relative to the Basal Contact of the UG2 Reef and Platinum to Palladium Ratios	110
Figure 21: Existing Drilling Data for the Wesizwe Exploration Properties with the next twelve months' Drilling Campaign	117

LIST OF TABLES

	<i>Page</i>
Table 2.1: Wesizwe Prospecting Right Status	69
Table 4.1: Summary of Completed Discovery Phase Drillholes	81
Table 4.2: Summary of Completed Resource Drillholes	83
Table 4.3: Independent Analysis of the Merensky Reef core	84
Table 4.4: Summary of the Distribution of Quality Control Samples	86
Table 4.5: Summary of the Quality Control Standard Material	86
Table 4.6: Stratigraphic Marker Thickness (intersection widths) – Merensky Reef	93
Table 4.7: Stratigraphic Marker Thickness (intersection widths) – UG2 Reef	94
Table 4.8: Summary of 2004 and 2005 Exploration Expenditure	96
Table 5.1: Separation Statistics for the Different Stratigraphic Markers	97
Table 5.2: Calculated Estimates of Dip Based on Published Information	98
Table 5.3: Estimates of the Elevation of the Merensky Reef from Drillhole Data used to Prepare the Structure Contours in the Second Interpretation	99
Table 5.4: Comparison of Estimates in the Dip of the Top of the Merensky Pyroxenite	100
Table 5.5: Estimate in the Error of the Initial Structural Interpretation of Predicted Merensky Reef Elevation	101
Table 5.6: Capped and Uncapped contents	111
Table 5.7: Merensky Reef Intersection Evaluations (intersection widths)	112
Table 5.8: UG2 Reef Intersection Evaluations (intersection widths)	112
Table 6.1: Merensky and UG2 Reef Average Grade, Width and SG Estimates	113
Table 6.2: Average Evaluation Data for the various Merensky and UG2 Reef Types	113
Table 6.3: Ninety Percent Confidence Limits for the Merensky Reef Data	114
Table 6.4: Ninety Percent Confidence Limits for the UG2 Reef Data	114
Table 6.5: Geological Losses Applied to the Mineral Resource Estimates	115
Table 6.6: Merensky and UG2 Reef Mineral Resource Estimates	115
Table 6.7: Estimation of the Contained Metals per Reef Type	115
Table 6.8: Wesizwe Attributable Ounces of PGE(4) for Each Commercial Area	115
Table 6.9: Comparison of Snowden, RSG Global and The Mineral Corporation Mineral Resource Estimates for Ledig and Frischgewaagd	116
Table 7.1: Exploration Expenditure and Scheduled Forecast for 2006 to 2007	118
Table 9.1: Messina Assets Bought by Lonmin	120
Table 9.2: Contained PGE (4) Ounces per Mineral Resource Category	120
Table 9.3: Valuation per Attributable PGE (4) Ounce Based on Market Capitalization	121
Table 9.4: Interpretation of Indicative Value Ranges	122

ANNEXURES

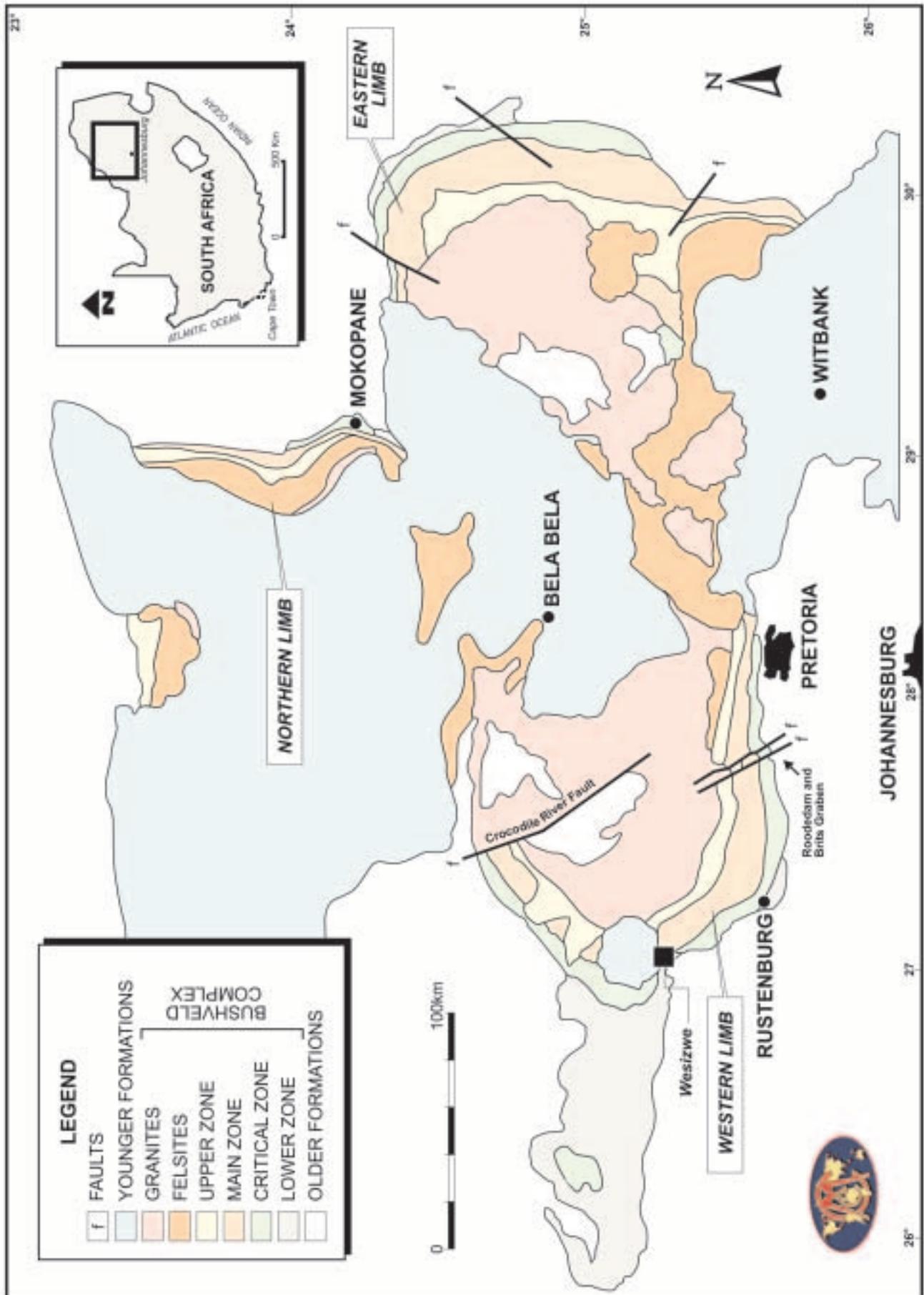
ANNEX A Qualifications of Consultants	124
ANNEX B Scope of Work/Limitations and Exclusions/Materiality	125
ANNEX C GLOSSARY, CHEMICAL SYMBOLS, ABBREVIATIONS AND UNITS	126

2. **WESIZWE EXPLORATION PROPERTIES**

2.1 **Location**

The Exploration Properties of Wesizwe are situated in the North West Province, Republic of South Africa, some 30 to 40km northwest of the town of Rustenburg (Figure 1). The two northern most farms, Ledig 909 JQ (“Ledig”) and portions of Zandriverspoort 210JP (“Zandriverspoort”) are adjacent to the Pilanesberg National Park. The other farms that comprise the Exploration Properties are portions of Mimosa 81 JQ (“Mimosa”), and Frischgewaagd 96 JQ (“Frischgewaagd”). The nearest railway siding is at Boshhoek, located approximately 12km to the south. The properties are served by tarred roads and the Pilanesberg Airport is situated 8km to the east of the Exploration Properties.

Figure 1: Location Plan of the Wesizwe Exploration Assets



The majority of the Wesizwe exploration area is characterised by soil-covered, flat to gently undulating ground. The Elands River forms the southern border of Portion 11 of Frischgewaagd and is further joined by minor tributaries from both the north and the south.

The Pilanesberg Complex is located to the immediate north and defines a circular mountainous terrain rising some 260m above the surrounding plains that have an average altitude of 1 059mamsl. Most of the Pilanesberg Complex has been declared a nature preservation site, known as the Pilanesberg National Park. The surface of the Wesizwe Exploration Properties is mainly used as tribal farmland for pastoral and dry land cultivation. The villages of Serosecha and Lekwadi have been developed on Ledig and Frischgewaagd, respectively.

2.2 Tenure

Wesizwe is understood to own 100% of a subsidiary company, Bakubung Minerals (Pty) Limited (“Bakubung”) and has placed all of their mineral title assets in this company. The Mineral Corporation has not reviewed any of the agreements, the legal status of such agreements or the legal status of such rights (mineral rights, prospecting rights, surface rights) to which Bakubung are entitled. In these instances, The Mineral Corporation has relied upon legal opinion received from Hofmeyr Herbstein Gihwala Inc (“Hofmeyr”) that all agreements and necessary rights are valid and enforceable, to the extent that such rights are necessary for execution of the exploration programme as proposed by Wesizwe and possible eventual mining.

2.2.1 *Mineral Rights*

Prior to the enactment of the Mineral and Petroleum Resources Development Act, 28 of 2002 (“MPRDA”), mineral rights were owned either by individuals, companies or trusts and, in certain circumstances, as well as by the State. Under the MPRDA, if an old order prospecting permit is active, the permit holder benefits under the conditions as agreed with the holder of the mineral rights. These conditions can also endure on conversion of a prospecting permit to a new order prospecting right, as well as apply to new order prospecting right applications.

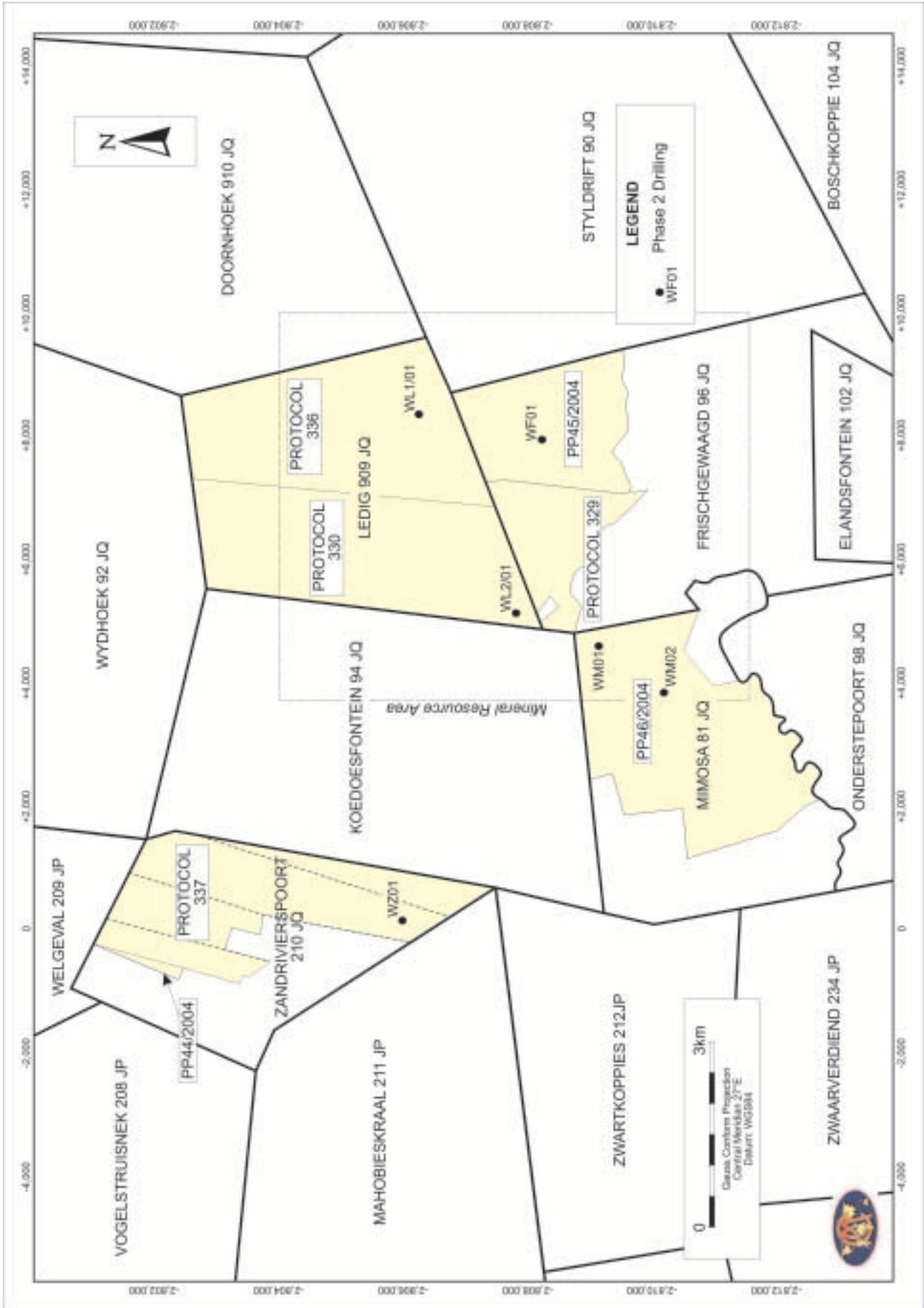
Prospecting rights and title issued in terms of both the Minerals Act, 50 of 1991 (“Minerals Act”), and the MPRDA have been provided to Bakubung. The current status and details of such rights and title are shown in Table 2.1 and a plan depicting the prospecting right areas held by Bakubung are depicted in Figure 2.

2.2.2 *Surface Rights*

Neither Wesizwe nor Bakubung own any surface rights. However, the Bakubung-Ba-Ratheo Tribe (“Bakubung Tribe”), who are shareholders of Wesizwe, is the surface right owner of Ledig and Frischgewaagd (Portion 11), albeit that the ownership is held in trust by the Department of Land Affairs of the North West Province, which acts in accordance with tribal resolutions in matters regarding ownership of tribal land. This representation should assist to ameliorate any access issues for the exploration of these farms.

Hofmeyr has indicated that they are not aware of any land claims. The prospecting right areas (Section 2.2, Figure 7) contain villages occupied by the Bakubung Tribe, thus potential land claims are viewed as minimal.

Figure 2: Plan Depicting the Prospecting Right Areas held by Wesizwe



2.3 Statutory Prospecting Authorizations

In terms of the MPRDA, all mineral ownership within the boundaries of the Republic of South Africa vests in the State. Old order used prospecting licences will expire at the end of April 2006 or, alternatively, at the end of the period for which the prospecting licence was originally issued but, in any event, not beyond 30 April 2006. Unused mineral rights for which new order prospecting or mining licence applications have not been lodged with the Department of Minerals and Energy ("DME") before 1 May 2005 are now under the custodianship of the State.

The procedure for conversion of an old order prospecting licence to a new order prospecting right is as follows:

1. Lodgement of a conversion application with the DME.
2. Acceptance of the conversion documentation by the DME and the notification of requirements for submission of the Environmental Management Programme ("EMP") set by the DME. Any issues with respect to the prospecting right footprint should be raised by the DME at this stage.
3. Documentation regarding the interested and affected parties to be submitted to the DME.
4. The EMP form and additional information to be submitted to the DME with the necessary bank guarantee/bond.
5. Acceptance of the EMP and a Protocol issued by the DME.
6. Notarised agreement executed between the State and the exploration company.
7. Registration of the prospecting right at the Mining Titles Registration Office ("MTRO"). Any issues the MTRO have with respect to the prospecting right footprint should be raised prior to registration.

Wesizwe have converted three old order prospecting licences (Ledig Portions 1, 4, 5 and 6, Ledig Portions 2 and 3 and Zandriverspoort Portions 1, 2, 4 and 5) to new order prospecting rights and has obtained the necessary protocols. Also a new order prospecting right protocol for Frischgewaagd Portions 3 and 4 has been obtained. The old order prospecting licences are scheduled for conversion prior to 29 April 2006 when they expire as detailed in Table 2.1.

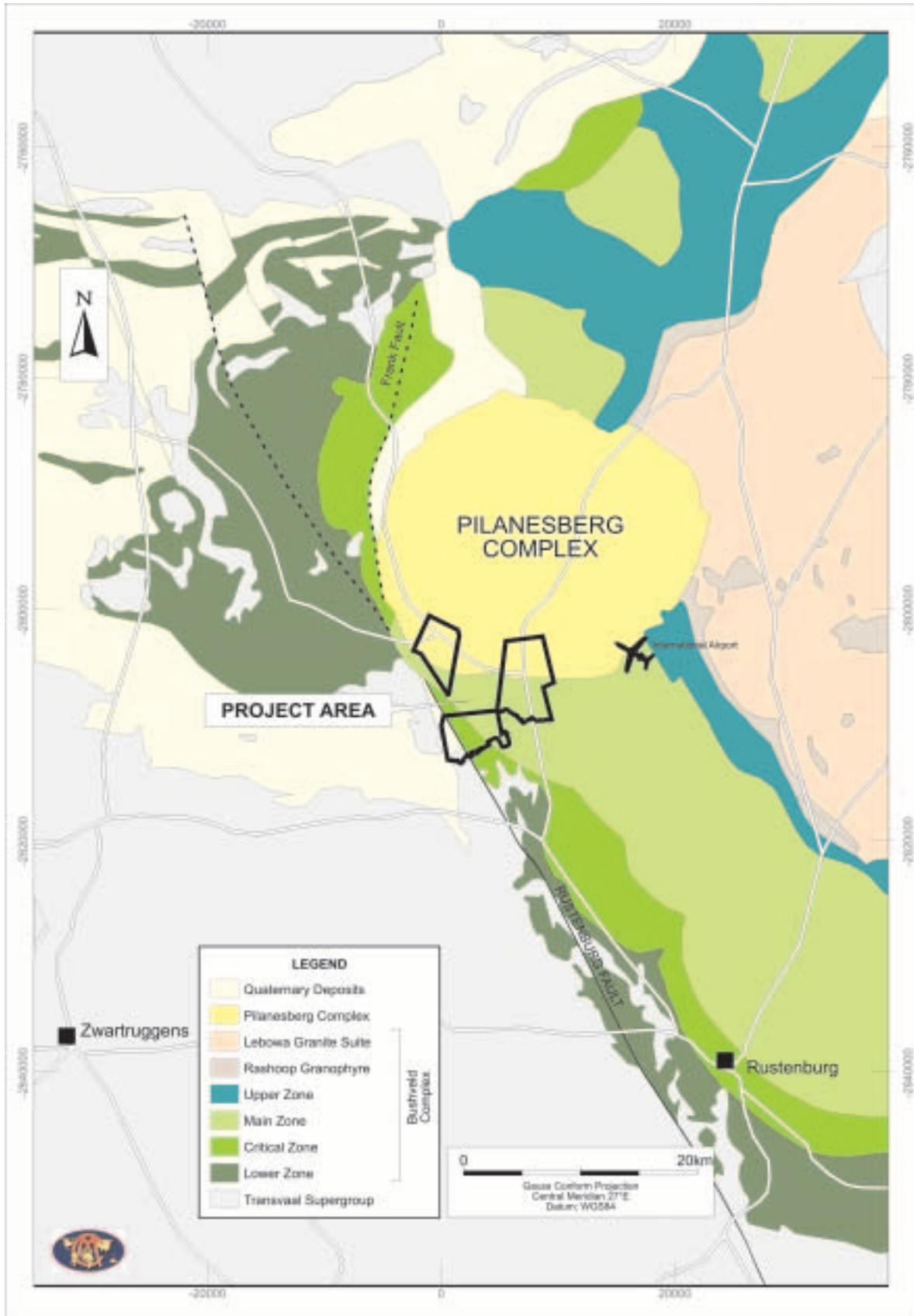
Table 2.1: Wesizwe Prospecting Right Status

Farm name	Portions	Prospecting Permit Number	Expiry Date	Permit Type	Minerals	Mineral Ownership	Environmental Management Plan Status	Current Status of Permit
Frischgewaagd 96 JQ	Portions 3 and 4	Protocol 329	30 September 2010	New Order	Platinum group metals, gold, nickel, copper lead, zinc ore, diamond (general), diamond (kimberlite) and silver ore	50%	EMP in terms of the MPRDA is currently being adjudicated by the DME	Registration of the prospecting right at the MTRO is required 30 days after acceptance of the EPM
Frischgewaagd 96 JQ	Portion 11	PP 45/2004	29 April 2006	Old Order	Platinum and associated metals, precious metals, base minerals and precious stones	50%	EMP approved by the DME dated 30 April 2004	Application for conversion lodged December 2004 and to date no objections received
Ledig 909 JQ	Former portions 1, 4, 5 and 6	Protocol 336	21 October 2010	New Order (Converted)	Platinum group metals, gold ore, nickel ore, copper ore, lead, zinc ore, diamond (general), diamond (kimberlite) and silver ore	100%	Old Order EMP approved by the DME dated 30 April 2004	New Order EMP to be provided in due course. The registration of the prospecting right at the MTRO is required 90 days after acceptance of the New Order
Ledig 909 JQ	Former portions 2 and 3	Protocol 330	30 September 2010	New Order (Converted)	Platinum and associated metals, precious metals, base minerals and precious stones	100%	Old Order EMP approved by the DME dated 30 April 2004	New Order EMP to be provided by 11 November 2005. The registration of the prospecting right at the MTRO is required 90 days after acceptance of the New Order EMP
Mimosa 81 JQ	Certain portion of the remainder of the Farm Mimosa 81 JQ measuring 954.5730 hectares	PP 46/2004	29 April 2006	Old Order	Platinum and associated metals, precious metals, base minerals and precious stones	100%	EMP for the remainder of Mimosa approved by the DME dated 30 April 2004	Application for conversion lodged December 2004 and to date no objections received
Zandrivierspoort 210 JP	Portions 1, 2, 4 and 5	Protocol 337	21 October 2010	New Order (Converted)	Platinum group metals, gold ore, nickel ore, copper ore, lead, zinc ore, diamond (general), diamond (kimberlite) and silver ore	100%	EMP for the portion 1, 2 4 and 5 of Zandrivierspoort approved by the DME dated 30 April 2004	New Order EMP to be provided in due course. The registration of the prospecting right at the MTRO is required 90 days after acceptance of the New Order EMP
Zandrivierspoort 210 JP	Portion 7	PP 44/2004	29 April 2006	Old Order	Platinum and associated metals, precious metals, base minerals and precious stones	100%		Application for conversion lodged December 2004 and to date no objections received

3. GEOLOGY

The Exploration Properties are located within the Bushveld Complex on the southern contact of the intrusive Pilanesberg Complex (Figure 3).

Figure 3: Regional Geology of the area containing the Exploration Properties



3.1 General Geology of the Bushveld Complex

Hans Merensky and his co-workers discovered platinum group elements (“PGEs”) on the farm Maandagshoek (north of Steelpoort in the Mpumalanga Province) in 1924. The PGEs were contained within a unit that was later to be referred to as the Merensky Reef, a significant component of the Bushveld Complex. The 2.06Ga to 2.058Ga Bushveld Complex is the largest layered igneous complex in the world. Situated within the north-central Kaapvaal Craton, this massive Proterozoic intrusive body, or more likely a series of interconnected intrusives, has a surface area of approximately 67 000km² and consists of a mafic-ultramafic succession of layered and massive rocks known as the Rustenburg Layered Suite (“RLS”), a penecontemporaneous series of granitic rocks, termed the Lebowa Granite Suite (“LGS”) and felsic extrusive rocks of the Rooiberg Group (“RG”).

The true thickness of the mafic-ultramafic layered rocks in the Bushveld Complex varies from 7 000m to 12 000m. The Bushveld Complex was intrusively emplaced within and exhibits a transgressive relationship to the Transvaal Supergroup (“TS”), a large sedimentary basin of late Archaean-Proterozoic age located within the north-central Kaapvaal Craton. The mafic-ultramafic layered rocks of the RLS outcrop in three main arcuate complexes or limbs, namely the Western, Eastern and Northern Limbs (Figure 1). The three limbs of the Bushveld Complex have been further subdivided into a set of geographic sectors, based on the major geological characteristics of the RLS.

The magmatic layering of the ultramafic-mafic rocks is remarkably consistent and can be correlated throughout most of the Bushveld Complex. It is generally accepted that, rather than being a single body, the Bushveld Complex comprises several overlapping lopolith-shaped intrusions. The similarity of geology across large areas within each of the three limbs, particularly the sequence of igneous layering that includes both the Merensky Reef and the UG2 Horizon, is probably indicative of simultaneous differentiation and replenishment of a basaltic magma under essentially identical conditions. The dip of the igneous layering is generally shallow and towards the centre of the complex.

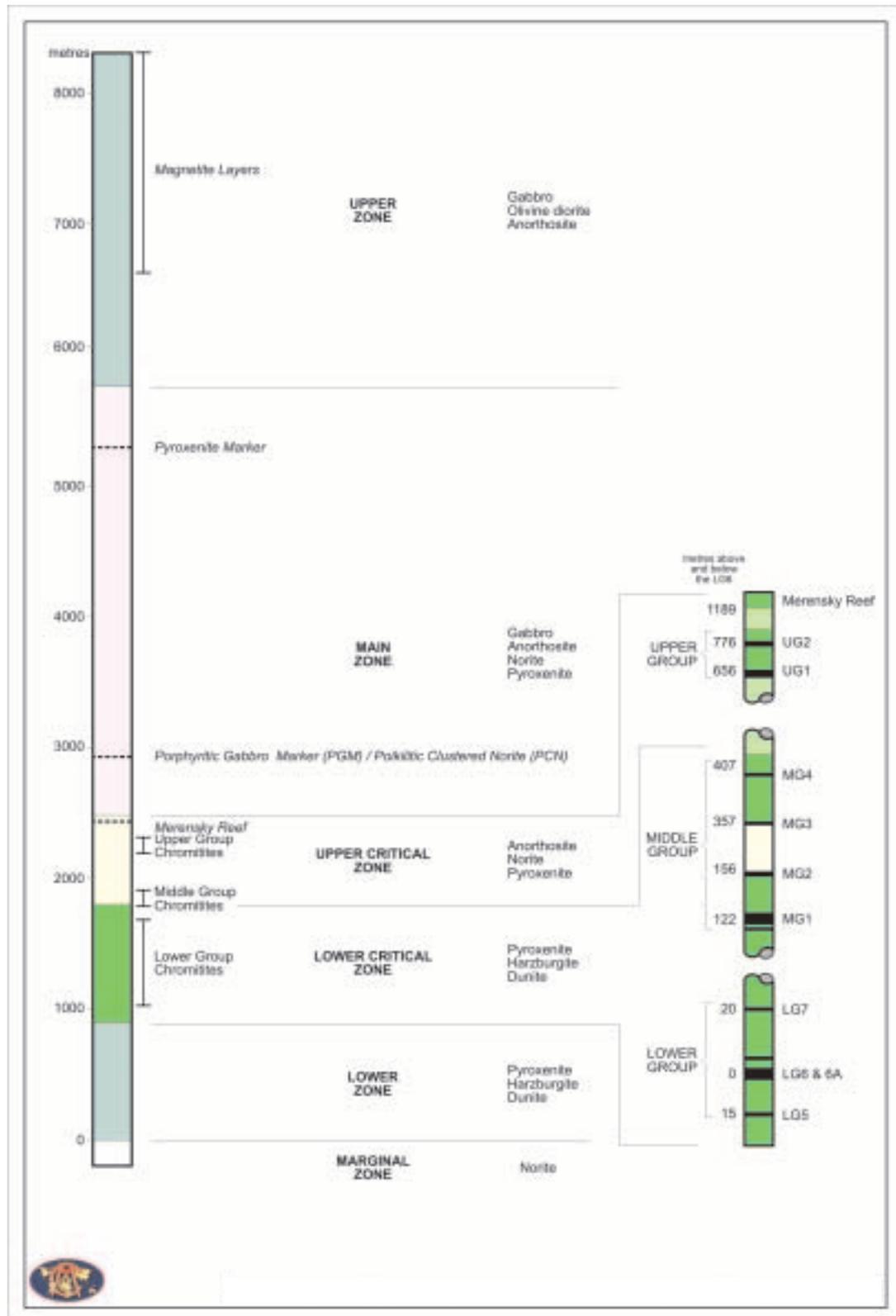
The Eastern and Western Limbs of the Bushveld Complex describe a broad ellipse when viewed in plan, measuring approximately 200km and 370km along the north-south and east-west axes, respectively. Granites and related felsic volcanics occur in the central area between these limbs. Post Bushveld Complex sedimentary successions of the Waterberg Group and Karoo Supergroup, as well as more recent alluvial deposits of Holocene age, cover large parts of the Bushveld Complex.

PGE mineralization (as well as chromium and vanadium mineralization) is hosted within the RLS. The RLS stratigraphy is divided into five major units (Figure 4), which are, from lowest to highest, described below:

- The **Marginal Zone** comprises a heterogeneous succession of generally unlayered basic rocks dominated by norites. These rocks contain quartz and hornblende believed to be a result of contamination of the basic magmas by the enclosing host rocks. Sedimentary rock fragments are contained as xenoliths within the lowermost ranges of this zone. The Marginal Zone ranges in thickness from several metres to several hundred metres, and field exposures of this zone are generally poor.
- The **Lower Zone** is dominated by ultramafic rocks. The most complete exposure is in the north-eastern part of the Eastern Limb of the Bushveld Complex. In this area, the Lower Zone occurs as a series of dunite-harzburgite cyclically layered units. The unit varies in thickness, having a trough-like geometry with the thinnest succession developed over structural highs in the basin floor.
- The **Critical Zone** is particularly remarkable for containing the largest resources of chromium and PGEs in the world. The Critical Zone is subdivided into a lower and upper unit and is made up of cyclic units consisting of chromitite, pyroxenite, norite and anorthosite. Cycles in the Lower Critical Zone are entirely ultramafic in character and are dominated by pyroxenite with inter-layered harzburgite and chromitite layers. The Upper Critical Zone (Figure 5) represents a mixed mafic-ultramafic cyclic unit comprising layered pyroxenites, norites, anorthosites and chromitites. The base of the Upper Critical Zone is marked by the appearance of cumulus plagioclase and the zone comprises norites, with subordinate pyroxenites and anorthosites

present at intervals through the sequence. The igneous layering within the Critical Zone is remarkably uniform over much of the Bushveld Complex and occurs on a variety of scales, with individual layers traceable for tens to hundreds of kilometres, and may also be locally regular to highly irregular in aspect. The Lower Critical Zone is restricted to the central part of the Eastern Limb, in contrast to the Upper Critical Zone, which is recognisable throughout the Eastern and Western Limbs of the RLS.

Figure 4: Generalised Stratigraphic Column of the Rustenburg Layered Suite and Critical Zone Stratigraphy



Chromitite layers occur throughout the Critical Zone, usually (but not always) at the base of crystallization cycles. The chromitite layers have been classified into lower, middle and upper groups, with the lower group occurring in the pyroxenitic Lower Critical Zone, the upper group in the anorthositic Upper Critical Zone and the middle group straddling the boundary between lower and upper divisions. The layers are identified according to their location within the layered succession, with numbers commencing from the bottom up. The lowermost group is known as the LG1 (Lower Group 1), followed by LG2, LG3 to LG7. This sequence progresses upwards from the MG1 (Middle Group 1) through to the MG4 and, finally, to the UG1 (Upper Group 1), UG2, UG3. The thickness of these chromitite layers ranges from several millimetres to several metres. The chromitite layers may comprise multiple layers of chromitite separated by intercalated silicate rocks. The thickest chromitite layers, specifically the LG6 and MG1, are mined for their chromite content.

The distance between the UG2 Reef and the Merensky Reef is variable across the Bushveld Complex:

- in the Western Limb, the separation ranges between 30m and 120m;
- in the Eastern Limb, it can attain thicknesses of between 170m and 400m.

All of the chromitite layers in the Bushveld Complex contain anomalous concentrations of PGEs, with a general increase in PGE content upward in the sequence. The UG2 Chromitite Layer is, however, currently the only reef of commercial interest for its PGE content. The other main PGE layer, the Merensky Reef, occurs above the UG chromitites, close to the top of the Upper Critical Zone. The Merensky Reef typically includes two or more thin chromitite layers, but is profoundly different from the UG2 Horizon in that PGE mineralization in the Merensky Reef also occurs within a sulphide-bearing feldspathic/pyroxenitic/olivine rich pegmatoid typically between two-chromitite layers.

- The **Main Zone** is the thickest unit within the RLS. In general, approximately half the RLS stratigraphic interval is occupied by this zone. The Main Zone consists of gabbro-norites with some anorthosite and pyroxenite layering. Layering is not as well developed as in the Critical and Lower Zones.
- The **Upper Zone** is dominated by gabbros. However, layered anorthosite and magnetite sequences are also present. There is no chilled contact with the roof rocks, which comprise rhyolites and granophyres.

3.2 Regional Geology of the Western Bushveld Complex

The Rustenburg Layered Suite of the western Bushveld Complex attains a maximum thickness of 7 200m (Eales & Cawthorn, 1996) and covers an area of approximately 67 000km². SACS (1980) has subdivided the RLS into five major zones and ten formations in the western part of the Bushveld Complex. The major units of the RLS stratigraphy (from the base of the succession upwards) are:

- a variably thick **Marginal Zone** containing dark coloured and dense ultramafic rocks;
- an approximately 1 700m thick **Lower Zone** composed of cyclical ultramafic units of harzburgite, pyroxenite and dunite making up 19% of the RLS;
- an approximately 1 400m thick **Critical Zone** composed of cyclic units of norite, anorthosite, pyroxenite and harzburgite making up 15% of the RLS;
- an approximately 3 900m thick **Main Zone** composed of norite, gabbro-norite, gabbro, anorthosite and minor pyroxenite comprising 42% of the RLS; and
- an approximately 2 200m thick **Upper Zone** composed of magnetite layers, magnetite gabbro, anorthosite and olivine-diorite making up 24% of the RLS (e.g. Vermaak, 1995) (Figure 4).

The **Upper Critical Zone** is characterised by persistent differentiated cyclicity, culminating with the Merensky Reef. The chromitite layers within the Upper Critical Zone are designated the UG1 and UG2, although a UG3 layer is present in the Eastern Limb of the Bushveld Complex. The chromitites, with a Cr:Fe ratio of 1.3:1, commonly occur at the base of a cyclic layer. Each cycle starts with a basal chromitite and grades upwards into leader chromitite layers, into an iron-rich pyroxenite, norite and, on occasion, into an anorthosite.

Within the Critical Zone economic interest is focused on:

The UG2 Chromitite Layer

The UG2 Reef is generally underlain by a pegmatoidal feldspathic pyroxenite, with a diffuse basal contact and frequently a thin (2cm) chromite stringer below the base of the main UG2 chromitite. The absence of this stringer would generally indicate the presence of potholing.

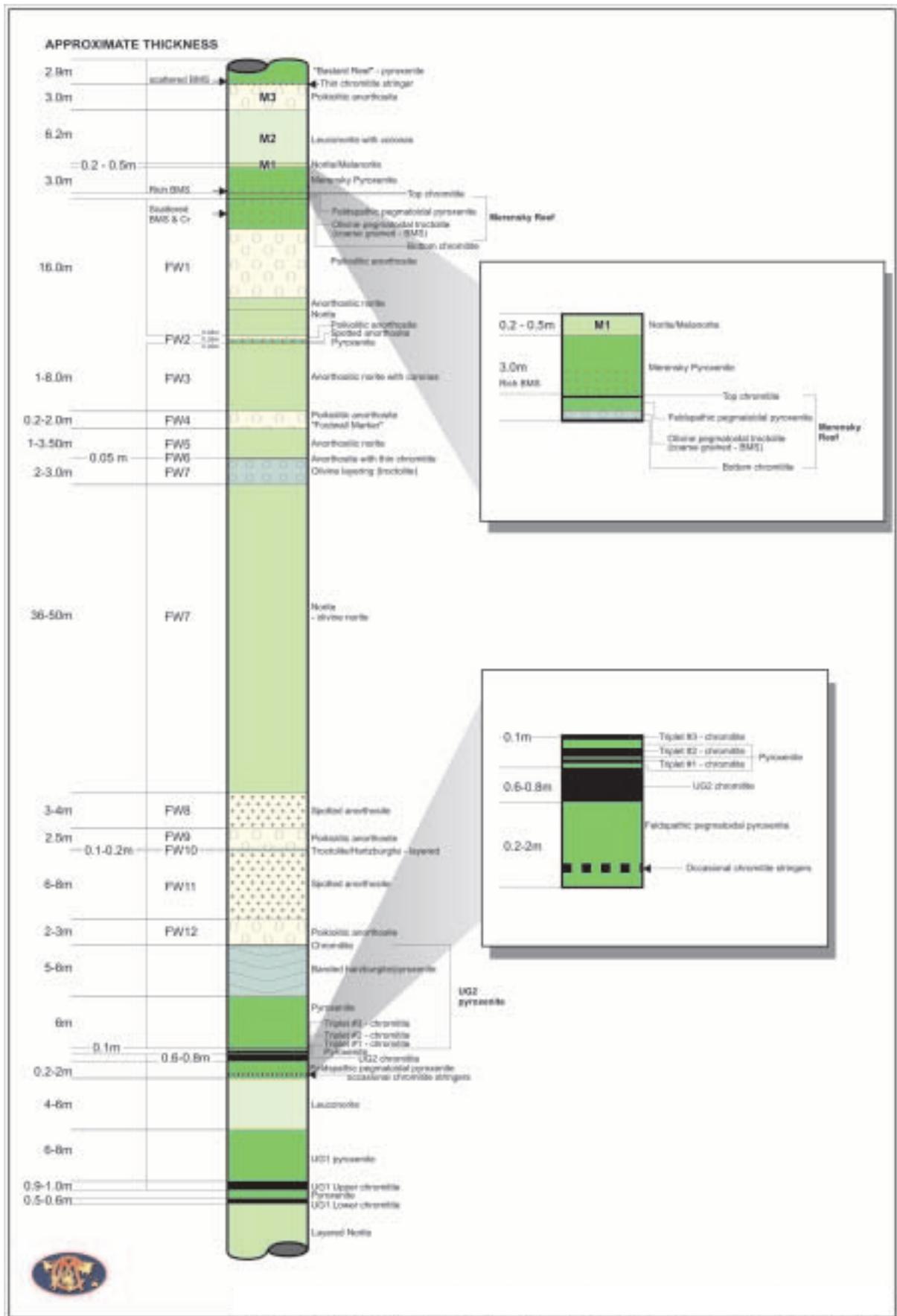
The UG2 chromitite layer varies between 60 and 80cm in thickness and often displays a mottled appearance due to the presence of large bronzite grains within the chromitite. The main chromitite is overlain by a relatively thick (up to 6m) porphyritic pyroxenite layer, which contains (in its lower portion) up to three leader chromitite layers, which are known to bifurcate and coalesce on a local scale (Viljoen M.J. *et al* (1986) and Leeb-Du Toit (1986)).

PGEs are concentrated at the upper and lower contacts of the main chromitite, with lesser concentrations in the leader layers. The highest PGE concentration is generally recorded at the base of the UG2 chromitite.

The Footwall Layers

Overlying the upper members of the UG2 Reef is a series of anorthosite and anorthosite-norite layers which are collectively referred to as the Footwall Layers. The detailed descriptions and recognition of these units is a pre-requisite for understanding the impact and magnitude of the potholing in the overlying Merensky Reef (Figure 5).

Figure 5: Detailed Footwall Stratigraphy employed for the Exploration Properties (after Leeb-du Toit, 1986)



The Merensky Reef

In the Western Limb, the Merensky Reef exhibits significant variations in lithology and grade. It was originally subdivided into the Rustenburg facies and Swartklip facies (south and north of the Pilanesberg Complex), respectively, by Wagner (1929). Numerous features distinguish these facies, including the abundance of olivine-rich cumulates and thinner pre-Merensky units (UG1 and UG2) in the Swartklip facies (Maier & Eales, 1997). Viljoen (1994) has further subdivided the Rustenburg facies into five sub-facies. The Merensky Reef within the Swartklip facies has been subdivided into normal reef sub-facies and regional pothole sub-facies.

The Merensky Reef Unit is the most regular and complete cyclic unit within the Critical Zone. The terms Merensky pegmatoid, Merensky pyroxenite and Merensky chromitite have been used to describe the various layers comprising the Merensky Reef. The Merensky Reef is located between 60 to 100m below the top of the Critical Zone and grades upward through the cycle into norite, a 'spotted' anorthosite and, finally, into a 'mottled' anorthosite (at the top of the cycle). Many variations to this profile are noted, and the following are of particular impact in the Western Limb of the Bushveld Complex:

- in the Rustenburg area, a coarse-grained pegmatoidal layer is located between two chromite stringers at the base of the Merensky pyroxenite (e.g. the Band C Reefs of Impala Platinum Mine);
- at Anglo Platinum's Union and Amandelbult Sections, the Merensky Reef is an olivine-rich harzburgite pegmatoid with chromitite stringers both above and below the reef; and
- at Lonmin's Western Platinum Mine, the chromitite stringers occur at the base and near the top of the pyroxenite and only the top stringer is mined.

The chromitite stringers always register peak values of the PGEs. The entire thickness of the Merensky pyroxenite contains approximately the same total content of PGEs all around the Bushveld Complex and the variation in grade is (crudely) inversely proportionate to the thickness of the pyroxenite.

The following distinctive types of Merensky Reef are recognised and referred to as a facies, a summary of which is briefly described below:

Normal (or Pegmatoidal) Reef

This reef-type is a coarse-grained to pegmatoidal phase of feldspathic pyroxenite contained between two thin chromitite layers and located at the base of a 2–10m thick feldspathic equigranular pyroxenite unit. The width of the pegmatoidal phase is in the order of 15 to 25cm and each of the chromitite layers is typically 0.1 – 5.0cm thick.

An accumulation of disseminations of chromite, base metals and precious metal sulphides accompany the pegmatoidal phase with some dispersion into the immediate hangingwall and footwall sequences. Generally, these base metal sulphides occur as individual interstitial particles in a silicate matrix of pyroxene and plagioclase. The precious metals also occur as discrete particles or in close association with the base metals sulphides, but may also occur as internal inclusions within the silicate and oxide components of the host rocks.

The normal reef type is generally located above the poikilitic anorthosite which varies between 5cm and 30cm in thickness. This, in turn, is underlain by a noritic sequence, some 10m thick.

Pothole Merensky Reef

The Merensky Reef can be found resting on a footwall horizon lower than normal in the stratigraphic succession and these depressions are referred to as potholes. The width and depth of the potholes are highly variable. In many instances, the Merensky Reef rests on the first resistant anorthosite horizon whereas, in other cases, it can cut through significant thicknesses of the footwall succession.

Within the broad classification of pothole reef, three sub-categories are recognised: contact type reef; pothole type reef; and lens type reef. A schematic geological section is presented in Figure 6.

The pothole spatial distribution has no known patterns of development. In many cases, they can be associated with the replacement of the host horizon by mafic pegmatoidal pyroxenite sequences. It is also noted that the distribution of potholes on one stratigraphic level is not necessarily superimposed on other stratigraphic levels (i.e. potholes in the Merensky Reef are not necessarily underlain by potholes in the UG2 Reef).

Wide Merensky Reef

Leeb-du Toit (1986) and Viljoen & Hieber (1986) both report on isolated cases of anomalously thick Merensky Reef at Impala Platinum Mine and Rustenburg Section of Rustenburg Platinum Mines respectively. At Impala Platinum Mine, on the farm Doornspruit 106 JQ, a typical Merensky pyroxenite overlies a pegmatoidal pyroxenite, varying from 0.9 to 2.5m in thickness that is bound on the top contact by a 5mm thick chromitite layer. A 10mm thick second chromitite layer occurs within the pegmatoid some 7cm below the upper chromitite. No information is provided on vertical grade distribution. At the Paardekraal Shaft of Rustenburg Section, a wide reef area occurs where the pegmatoidal pyroxenite attains a thickness of 180cm. The distribution of PGEs within this unit is lower and the top chromitite is ubiquitous, whereas the basal chromitite becomes patchy. This type of reef is reported as being top-loaded and having mineralization extending into the footwall rocks.

A similar situation is depicted for the modeled resource width over portions of the farm Styldrift 90 JQ ("Styldrift"), a property comprising part of the Bafokeng Rasimone Platinum Mine ("BRPM") and Styldrift Joint Venture ("BRPM JV") between Anglo Platinum and Royal Bafokeng Resources Holdings (Pty) Limited ("RBR") (www.rbr.co.za).

Viljoen MJ *et al* (1986) reports on a wide Merensky Reef occurring at Union Section of Rustenburg Platinum Mine. However, care must be taken in interpreting these data. The Merensky Reef at Union Section is generally a pegmatoidal feldspathic pyroxenite and harzburgite with upper and lower chromitite layers overlying a poikilitic anorthosite. The highest PGE mineralization is associated with the upper chromitite layer. The width of the Merensky Reef at this locality widens from 10cm in the south to more than 700cm in the north portion of the mine, but the economic mineralization is focused over 100cm from the top chromitite contact. In the wider areas, the grades would appear to be somewhat diluted over the top 100cm, but is only mined over approximately 100cm.

3.3 Structural Geology of the Western Limb of the Bushveld Complex

The RLS of the Western Limb of the Bushveld Complex changes strike orientation considerably throughout the arc-shaped western sector, from an east-west orientation in the Brits graben area, via northwest to southeast and north-south strikes in the Rustenburg and Pilanesberg Complex regions, respectively, to northeast to southwest strikes in the north-western sector of the limb (Union–Amandelbult–Northam area).

The igneous layering in the Western Limb dips at shallow angles in the north, east and south-east directions towards the centre of the Bushveld Complex throughout the arc-shaped limb. The dip of the Merensky Reef in the Western Limb generally ranges from about 9° in the Rustenburg region (southwest limb) to 22° in the northwest limb. Seismic surveys show that reflectors correlated with the position of the Merensky Reef can be traced as far as 50km down-dip of the outcrop, and to depths of 6km vertically below the surface (Du Plessis & Kleywecht, 1987). Thus, the geology appears to have significant continuity.

The Western Limb is traversed by numerous, closely spaced, remnantly negative (reversed) magnetised syenitic and doleritic dykes of the so-called Pilanesberg Complex dyke swarm, which have intruded along a prominently developed northwest to southeast striking fault and fracture system, of which the Rustenburg and Crocodile River Faults (and faults of the Roodedam and Brits grabens) are the most prominent structural dislocation zones.

Other subsidiary developed sets of fault and fracture zones strike north to south, east-northeast to west-southwest and west-northwest to east-southeast. Dolerite dykes of post-Karoo age have been emplaced along east-northeast to west-southwest and west-northwest to east-southeast striking extensional fracture sets.

Two prominent groups and one more subsidiary group of regional folds have been identified within the Bushveld Complex and immediate environs. These are northwest-trending F1 – folds,

northeast-trending F2 – folds and north-trending F3 – folds (only developed in the extreme western portion of the Bushveld Complex) (Vermaak, 1976; Hartzler, 1995). Dextral strike-slip displacements along the Rustenburg Fault in excess of 10km are envisaged to have occurred simultaneously with F2 folding during the younger compressive event (Bumby, 2000).

3.4 Geology of the Wesizwe Exploration Areas

Surficial Deposits

The Wesizwe properties are covered by soils and transported regoliths, with little outcrop. According to HBR mapping, the soil types vary across the slopes from black, highly expansive clayey vertisol to dark red, oxidized dense, clayey sand. Observations indicate that colouration of transported soil units trend roughly northwest to southeast on Mimosa and south on Ledig and Frischgewaagd, reflecting the general strike orientation of the bedrock. Closer to the front of the Pilanesberg Complex range, gravels and boulders of syenite talus form the proximal facies of convex alluvial fans.

Underlying the transported regolith, the base of which is marked by a pebble marker, the saprolite zone varies widely in colour, nature and thickness. Chemical weathering of the gabbro-norite bedrock yields pale yellow to buff brown sandy saprolite that is reddened and clayey in the upper reworked horizon. Anorthosite forms an obvious white-coloured sandy silt saprolite while pyroxenite forms more dark brown, clayey soil types.

Pretoria Group

Outcrops of recrystallized quartzite of the Magaliesberg and overlying Rayton Formation of the Pretoria Group (a sub-division of the Transvaal Supergroup) have been mapped in the far western portion of Mimosa (Figure 3).

Further eastward from the basal contact on Mimosa, the Magaliesberg quartzite, which dips roughly 15° towards the east, forms a small elongate hill. Southwards, bedding is rotated to a gentle southerly dip.

Along the foot-slopes of the outcrop, a package of quartzite and hornfels (belonging to the Rayton Formation) forms a discontinuous lens along the upper intrusive contact with the Bushveld Complex to the east. The quartzite unit shows intense recrystallization and is gently folded. The hornfels unit consists primarily of meta-siltstone and is weakly micaceous.

Rustenburg Layered Suite

The mapping and pitting conducted by HBR encountered predominately mafic and, to a lesser extent, ultramafic rocks of the RLS over the Mimosa area.

The recently acquired drillhole data suggests that a shallow dip of less than 10° exists over much of the project area. However, steeper dips have been observed in the core, suggesting intrusive relationships between the different members of the RLS. This aspect is further discussed in Section 5.1.

The main lithologies encountered during the mapping and pitting by HBR are the following:

- **Gabbro-norite**, which is widespread, ranges from fine to medium grained and leucocratic to melanocratic. In the north-eastern corner of Mimosa and on Frischgewaagd, the exhumed subcrops display no layering and are considered to be gabbroic. Over the western portions of the Wesizwe properties, the mafic units appear to resemble norite.
- **Mottled Anorthosite**, which consists of white, fine-grained plagioclase feldspar with large pale greenish brown mottles (1 – 5cm), are formed from aggregates of cumulus pyroxene crystals. It is difficult to define the overall trend of the anorthosite layers. Less distinct spotted anorthosite is also present and may well represent a lateral variation of the mottled unit.
- **Pyroxenite and Iron Replacement Ultramafic Pegmatoids** are encountered as a greenish brown, mega-crystic ultramafic litho-type dominated by large pyroxene crystals and occasional inclusions of black magnetite intergrowths. This unit probably forms as iron-rich ultramafic pegmatoids (“IRUPs”) that also intrude as sill bodies within the general stratigraphy. Two IRUP units were encountered on surface and also in drillholes WM01 and WM02 on Mimosa.

Dykes and Sills

Dolerite dykes of probable Karoo age are present to the south of the Pilanesberg Complex and generally display prominent east-west linear magnetic signatures. Karoo dolerite and minor lamproite dykes and sills were also encountered in some of the drillholes drilled and in some of the pits excavated on the Wesizwe properties. Syenite dykes striking north-northwest to south-southeast are also present.

The Pilanesberg Complex

The alkali-rich rocks of the intrusive Pilanesberg Complex are responsible for the prominent low altitude mountainous terrain in the northern portion of Ledig and Zandriverspoort and further northwards.

Prominent outcrops of coarse-grained syenite and foyaite mark the edge of the Pilanesberg Complex on the two properties. Based on the local site mapping by HBR and the published geological maps, it is believed that the intrusive contact between the younger syenite and the older gabbro-norite of the RLS strikes east-west at the foot of the mountains, as shown on the geological map (Figure 3). The contact between the Pilanesberg Complex and the RLS is assumed to be vertical.

4. EXPLORATION WORK HISTORY

4.1 Previous Work

Several drillholes were completed by Anglo Platinum during the 1990s as part of a regional exploration programme. The results of these endeavours were not available to Wesizwe at the time that the current exploration programme was initiated.

During 2004, Wesizwe planned a systematic and multidisciplinary phased exploration programme to be conducted over an initial 3-year period. The objective of the programme was to advance the project from the initial field work (Phase 1) to the discovery stage (Phase 2) through to an advanced stage of mineral resource delineation (Phase 3), and ultimately to a pre-feasibility study (Phase 4). The programme and technical work were structured to allow decision milestones on a semi-annual basis that would either support each successive phase of exploration or demonstrate that additional exploration was not justified.

On the basis that the project area adjoins the Pilanesberg Complex (Figure 3), it is assumed to lie within a structurally complex domain. In view of this complexity, the detailed exploration programme was designed in phases, starting with widely spaced drillholes, followed by a reduced drillhole spacing confirmed by results obtained. Following the phase of initial discovery drilling (Phase 2), infill drilling has been planned on a 1 000m spacing (Phase 3), with subsequent infill drilling at the centres of this grid ultimately reducing to an approximately 250m spacing during Phase 4.

4.2 Horizon Blue Programme

Phase 1: Mapping, Test Pitting, Surface Geophysics

The objective of Phase 1, completed in November 2004, was to confirm the presence of the previously mapped Main Zone lithologies and to provide an early indication of the structural complexity expected within the Exploration Properties. HBR was appointed by Wesizwe as the exploration contractor responsible for all aspects of exploration.

Initial Phase 1 work included the acquisition and interpretation of all available data and the compilation of a Geographic Information Systems ("GIS") database. This information comprised, *inter alia*, regional government aeromagnetic data, topo-cadastral maps, aerial photography, ortho-photography and published geological maps.

The initial simplified geological map showed that the Wesizwe Exploration Properties were largely underlain by the Main Zone of the Bushveld Complex. However, this area had been the centre of intense exploration activity in recent years, with up to ten drilling rigs simultaneously active and, particularly, on Styldrift and Frischgewaagd. The Main Zone occurs above the Critical Zone in which the Merensky and UG2 Reefs are found. Thus, it was accepted that areas of Main Zone outcrop were targets for underlying Merensky Reef.

HBR commenced exploration in August 2004 with a programme of test pitting across all the Exploration Properties. These activities confirmed the presence of Main Zone gabbro-norites and anorthosites.

Phase 2: Discovery Drilling

The results of the Phase 1 programme were used to assist in the optimum location of a series of six advance drillholes (Figure 2). The objective of the initial drilling was to prove the presence of the Critical Zone on the Wesizwe properties. From the geological interpretation, this intersection was expected within 1 000m depth from surface. Owing to the recognised structural complexity, the initial holes were widely spaced in order to improve the understanding of the overall geological context. A summary of the results of the initial drilling is given in Table 4.1.

Table 4.1: Summary of Completed Discovery Phase Drillholes

Farm	Drill-hole No.	Total Depth (m)	Merensky Reef Depth (m)	Comments
Mimosa	WM01	564		Hole stopped in Main Zone
	WM02	698		Possible igneous contact between Main Zone and floor rocks at 666m
Zandriviervoort	WZ01	1 073		Main Zone to 820m overlying Marginal Zone Norite
Frischgewaagd	WF01	834	721	Merensky Reef intersection at 721m
Ledig	WL2/01	317		Highly broken IRUP, hole abandoned
	WL1/01	1 200		Complex fault structure, no Critical Zone rocks. Hole to be deepened

As no Critical Zone rocks were encountered in the drillholes drilled on Mimosa and Zandriviervoort, it was decided to focus on a wide spread evaluation programme over Frischgewaagd and Ledig to ascertain the potential of the Merensky and UG2 Reefs prior to embarking on the evaluation campaign.

The initial drilling confirmed the presence of Main Zone rocks and contained marker horizons, as well as fault zones and IRUPs. Drillhole WF01, sited on Frischgewaagd, intersected typical upper Critical Zone stratigraphy including the Bastard Reef, Merensky Reef (at a depth of 721m) and the UG2 Reef (at a depth of 774m). The close proximity of the UG1 below the UG2 Reef in this drillhole is believed to indicate potholing.

Phase 3: Resource Drilling

Following the Phase 2 drilling results, a further systematic drilling programme was designed, aimed ultimately at delineating a Mineral Resource on the Exploration Properties. This programme was focussed on Frischgewaagd and, to a lesser extent, on Ledig. The programme was designed with a 1km spaced triangular drill pattern centred on WF01 (Figure 7). A summary of the intersection results on the Merensky Reef appears in Table 4.2.

Figure 7: Wesizwe Drilling Positions for the Various Exploration Areas

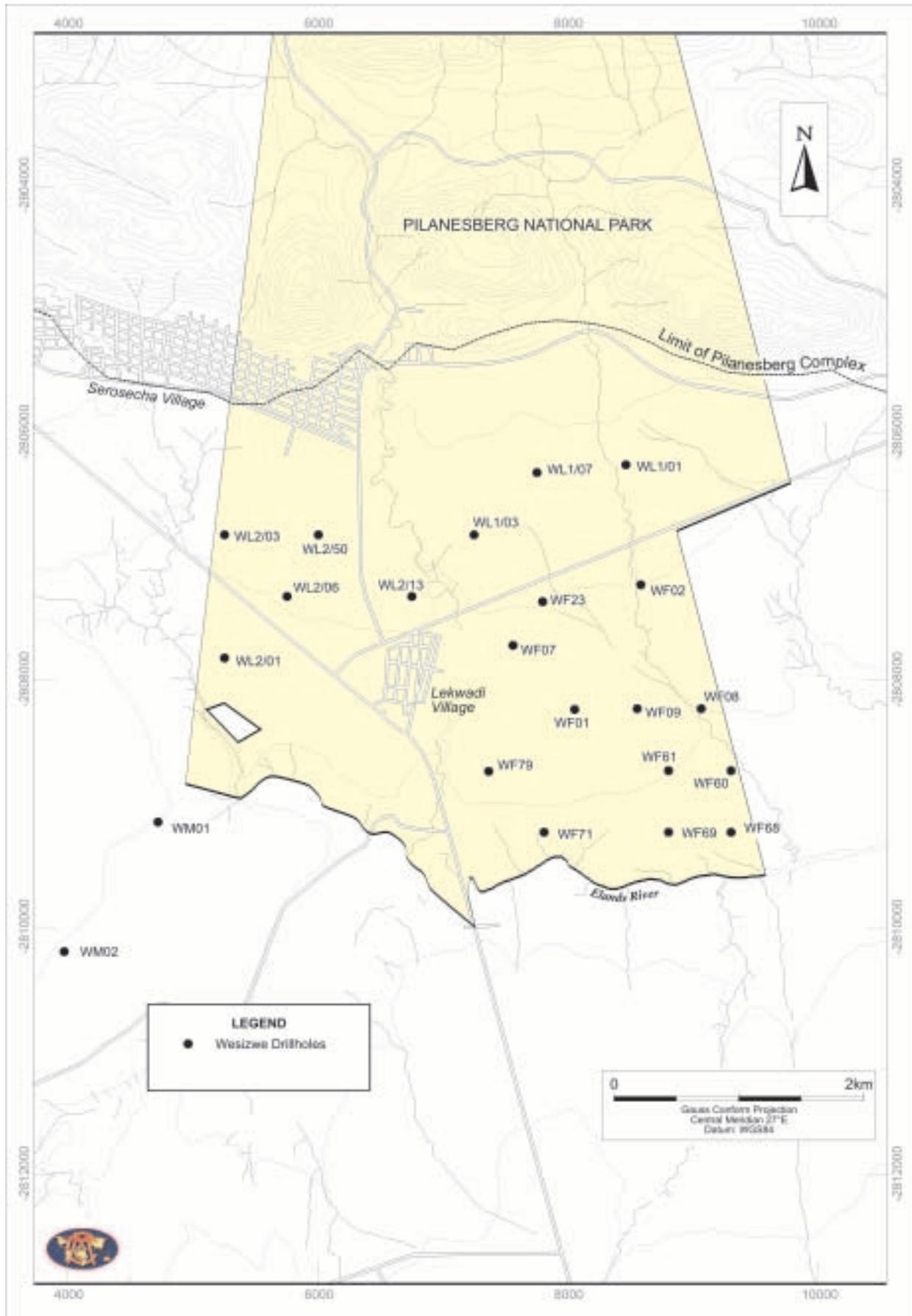


Table 4.2: Summary of Completed Resource Drillholes

Farm	Drillhole No.	Total Depth (m)	Merensky Reef Depth (m)	Merensky Reef Elevation (mamsl)
Frischgewaagd	WF01	834	721	323
	WF23	778	704	352
	WF69	682	610	419
	WF71	870	682	347
	WF02	769	699	345
	WF08	770	702	339
	WF07	796	727	329
	WF09	810	727	320
	WF79	882	818	227
	WF61	717	649	392
	WF60	711	646	399
	WF68	671	595	435
Ledig	WL2/01	316	–	–
	WL2/13	880	807	256
	WL2/06	951	866	195
	WL2/50	883	831	238
	WL2/03	630	–	–
	WL1/01	1 200	–	–
	WL1/03	788	731	337
	WL1/07	1 607	1 550	476

4.2.1 **Field Work, Drilling, Sampling and Assay**

Field Section

The drilling programme has been managed by HBR and a secure core-handling facility has been established. Details of the quality control and assurance procedures are listed below.

Diamond drilling techniques have been utilized to prospect for mineralization across the property. Each drillhole is collared with NXC (68.46mm internal diameter) casing to a depth of 30m, thereafter the drillhole was completed to its final depth with BQ (36.4mm internal diameter) size rods.

If core loss occurs, the drill operator is required to re-drill the mineralized intersections, by use of wedges (deflections), so as to maximize sample recovery and ensure the representative nature of the samples.

Drill recoveries outside of the mineralized zones varied between 95% and 100% (excepting fault zones). Recoveries from within the mineralized zones varied between 96% and 100%.

The logging of the core is performed by geologists experienced in the Bushveld Complex to a high level of accuracy. There appears to be a good working knowledge of Western Bushveld stratigraphic nomenclature and recognition of lithological types. Geological, structural and geotechnical logging has been performed over the entire core length and has been completed to a sufficient level to support the appropriate Mineral Resources estimation, mining and metallurgical studies.

In the normal course of drilling, a plastic yellow marker was inserted into the drill tray at the start and end of each 6m drilling run, with the appropriate depths recorded and a calculation of core loss or gain. Marks were made on the core of progressive depth in metres, recording the gains or losses.

If the drill core had been broken due to excessive faulting or shearing, the core was fitted together correctly and fixed securely with adhesive tape. Each sample was measured and the sample length recorded. Each sample was weighed before despatch and the weight was recorded. No assessment has been made of a relationship between sample weight and grade. No other sampling techniques were employed.

The marking of samples on the core began 2cm above the uppermost chromitite marker (“the Top Chromitite”). This procedure was adopted to ensure that the entire chromitite was sampled within one sample and not split over two samples. This chromitite has elevated PGE values and, if a portion of the chromitite had been included in the preceding sample, it would lead to bias.

Sample marking continued from the Top Chromitite both downwards and upwards in the core, marking being performed with permanent marker pens. The sample lengths varied between 15 and 18cm, which equated to approximately 251g of half core material which is considered to be representative of the *in-situ* material.

The diamond drill core was split by a diamond saw blade (5mm width) into two halves, with one half of the core taken for assay purposes and the other half being retained. The division between each sample of half core was split utilizing the diamond saw, which is not considered a good practice by The Mineral Corporation as this loses mineralized material and leads to grade underestimation.

Material of known (although not initially analysed) zero PGE(4) grade was inserted with each batch of samples submitted to the laboratory at a frequency of 1 insertion in 15 samples. Reference material of a known PGE(4) grade SARM65B (5.78g/t PGE(4)) as inserted at the same frequency. This procedure was considered to provide appropriate quality control procedures to ensure that samples were representative.

A mineralized intersection was marked, split, sampled and despatched in the presence of the independent auditor and was delivered to a check laboratory (SGS Lakefield, SANAS Certificate T0169, ISO/IEC 17025). The results are contained in Table 4.3 and the corresponding results for all of the other deflections were not available for comparison at the time of writing this report.

Table 4.3: Independent Analysis of the Merensky Reef core (Drillhole WF60 – Deflection 4)

Item	Value
Mean Width (cm)	103
Mean PGE (4) g/t	15.05
Mean Pt g/t	9.62
Mean Pd g/t	4.51
Mean Rh g/t	0.53
Mean Au g/t	0.39

A line was marked on the core prior to splitting, along the long axis of the drill core, from the low point taken from the dip of a chromitite marker horizon. This line was continued along the entire length of the sampled intervals.

Three deflections from the parent hole were routinely drilled and sampled in the identical manner to the parent hole.

Duplicate samples of returned pulps from the assaying laboratory were inserted with each batch; the duplicated sample number was randomly generated at a frequency of 1 duplicate per 15 primary samples.

The surveying of the completed drillholes was performed by a firm of land surveyors (Kroep & Rossouw, Potchefstroom), whilst the surveying of the down hole drill path was performed by BCR Surveys, Boksburg. The accuracy and quality of the surveys used to locate drillholes was considered acceptable for Mineral Resource estimation.

Auditing of the handwritten geological, structural and sampling logs was performed. Comparisons were made against the original core and the computerised database and were considered to be acceptable.

Density determinations were carried out as a normal requirement of the assay procedures by Mintek, Randburg.

4.2.2 ***Assay Database and Quality Control***

As discussed in this section, the quality controls adopted to date, although possibly indicating an under-reporting of metal contents, do not suggest that there is any material inaccuracy in the assay database.

4.2.2.1 ***Analytical Methods***

Core samples were submitted to Mintek, Randburg for geochemical analysis. The Mintek facilities are SANAS accredited (Certificate No. T0042) and are ISO/IEC 17025 compliant.

The analytical methods adopted were as follows:

- the samples were analysed for Pt, Pd, Au and Rh by fire assay using a lead collector. The aliquot for fire assay determination varied depending upon the reef type and sample mass, between 30 to 50g. The prill was dissolved in a mixture of hydrochloric/nitric acid and the individual elements were determined by ICP-OES. The detection limit for Pt, Pd, Rh and Au was 0.1g/t;
- Cu and Ni were analysed by pressed pellet (containing an 8g aliquot of sample) X-ray fluorescence. The detection limit was 0.001 % for both Cu and Ni; and
- the specific gravity ("SG") was determined using 10–12g of material in a pycnometer. For the Wesizwe project, relative density has been referred to as specific gravity and this terminology has been used in this report to avoid any confusion.

4.2.2.2 ***Quality Control Methods***

In order to assess the quality of a data set, it was normal to include standard samples (No. A240) inserted by HBR which enable the accuracy of the results to be tested and to include duplicate samples which were used to estimate the precision and consistency in results between the different sample runs. The results of the quality control study are therefore discussed below under those two headings.

Additional quality controls that can be included are the submission of a subset of samples to a referee laboratory and the inclusion of blanks to ensure there is no contamination. These points are also discussed below where appropriate.

The study on the quality of the geochemical data was based on the results of the first four laboratory batches, comprising 186 samples of core. The quality control data are summarized in Table 4.4 and demonstrate that the quality control data set nominally exceeded the industry norm of 10% of samples with PGE, base metal and SG quality control data representing 29.7%, 15.6% and 25.6%, respectively.

However, The Mineral Corporation has the following reservations. No standard specific gravity and base metal values have been provided for standard samples A240 or QS5XRF (a Mintek inserted standard) and therefore the accuracy of the SG and base metal results cannot be assessed.

Table 4. 4: Summary of the Distribution of Quality Control Samples

	Batch 1	Batch 2	Batch 3	Batch 4	Total	% of Batch
Batch Size	186	98	56	70	410	100
PGE Standards	18	12	4	5	39	9.5
Base Metal Standards	10	5	3	4	22	5.4
SG Standards	10	8	4	5	27	6.6
PGE Blanks	2	1	1	2	6	1.5
Base Metal Blanks	0	2	1	2	5	1.2
SG Blanks	2	2	1	2	7	1.7
PGE Repeats	38	23	12	4	77	18.8
Base Metal Repeats	19	10	6	2	37	9.0
SG Repeats	37	19	11	4	71	17.3

4.2.2.3 Accuracy

The standards used to test the accuracy of the data are recorded in Table 4.5.

Table 4.5: Summary of the Quality Control Standard Material

Reference	Au	Pd	Pt	Rh	Ni	Cu
Material No.	g/t	g/t	g/t	g/t	%	%
SARM73	0.190	1.56	2.45	0.26	0.215	0.1020
SARM65	0.034	1.28	2.64	0.52	0.150*	0.0044*

***Note:** These accepted values are not certified.

In order to obtain an estimate of the accuracy of the data, the percentage deviation was calculated (the difference between the reported value and the accepted value expressed as a percentage of the accepted value) and is shown in Figure 8. The accepted value has been consistently subtracted from the reported value; thus a negative percentage deviation indicates that a reported result is higher than the accepted value and vice versa for a negative error.

Figure 8: Plots of Percentage Deviation of the Determination of a Standard Sample to the Accepted Value as an Estimate of Accuracy for (a) Au, (b) Pd, (c) Pt and (d) Rh

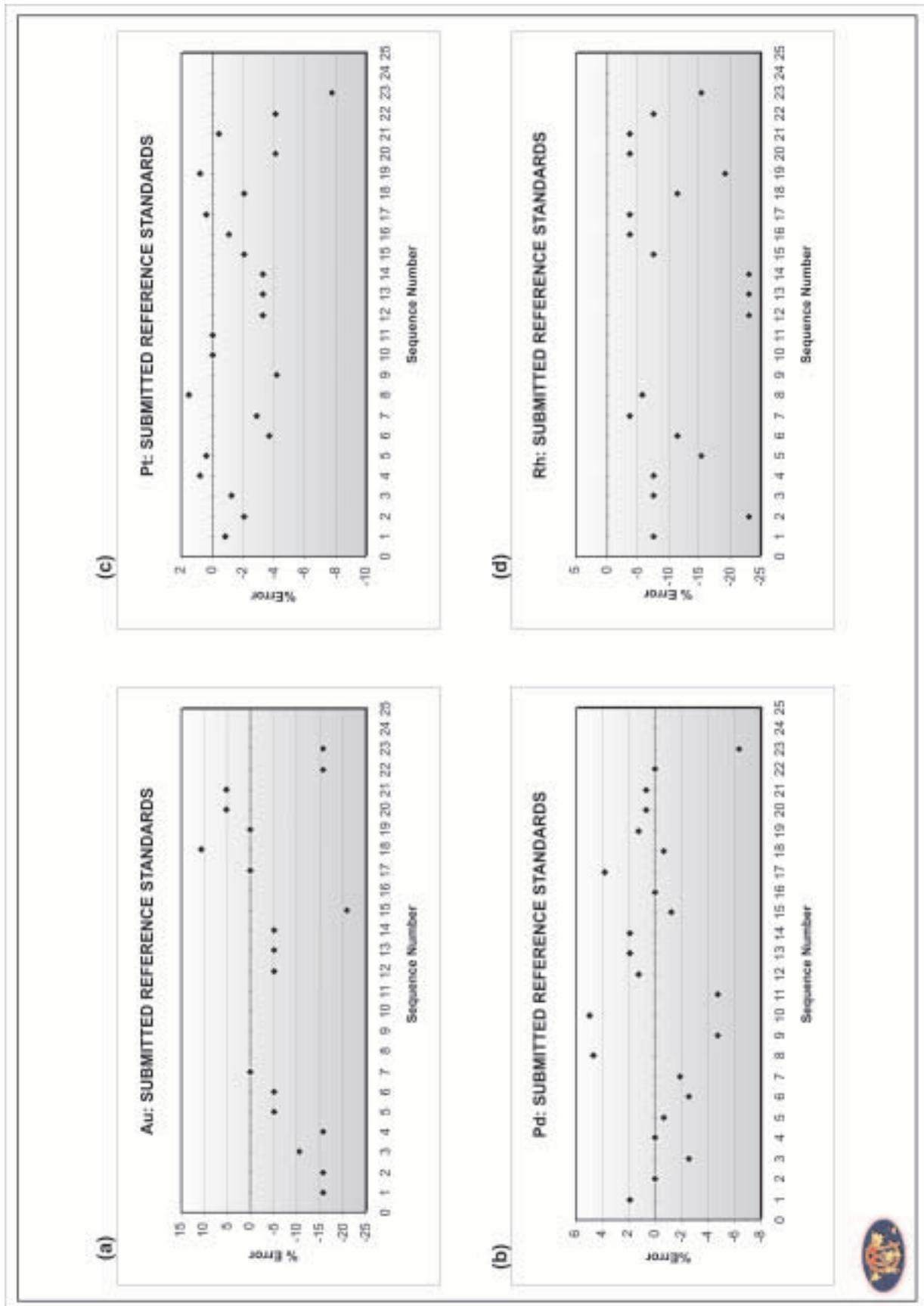


Figure 8a shows that with respect to the Au results:

- the overall error is generally better than 16%;
- there is an overall bias towards under-reporting results.

Inspection of Figure 8b reveals that the error in the Pd results is generally better than 6% and there is no significant bias in the results.

Figure 8c indicates that with respect to the Pt results:

- the overall error is generally better than 6%;
- there is an overall bias towards under-reporting Pt.

As shown in Figure 8d, the Rh values are the least accurate of the PGEs determined:

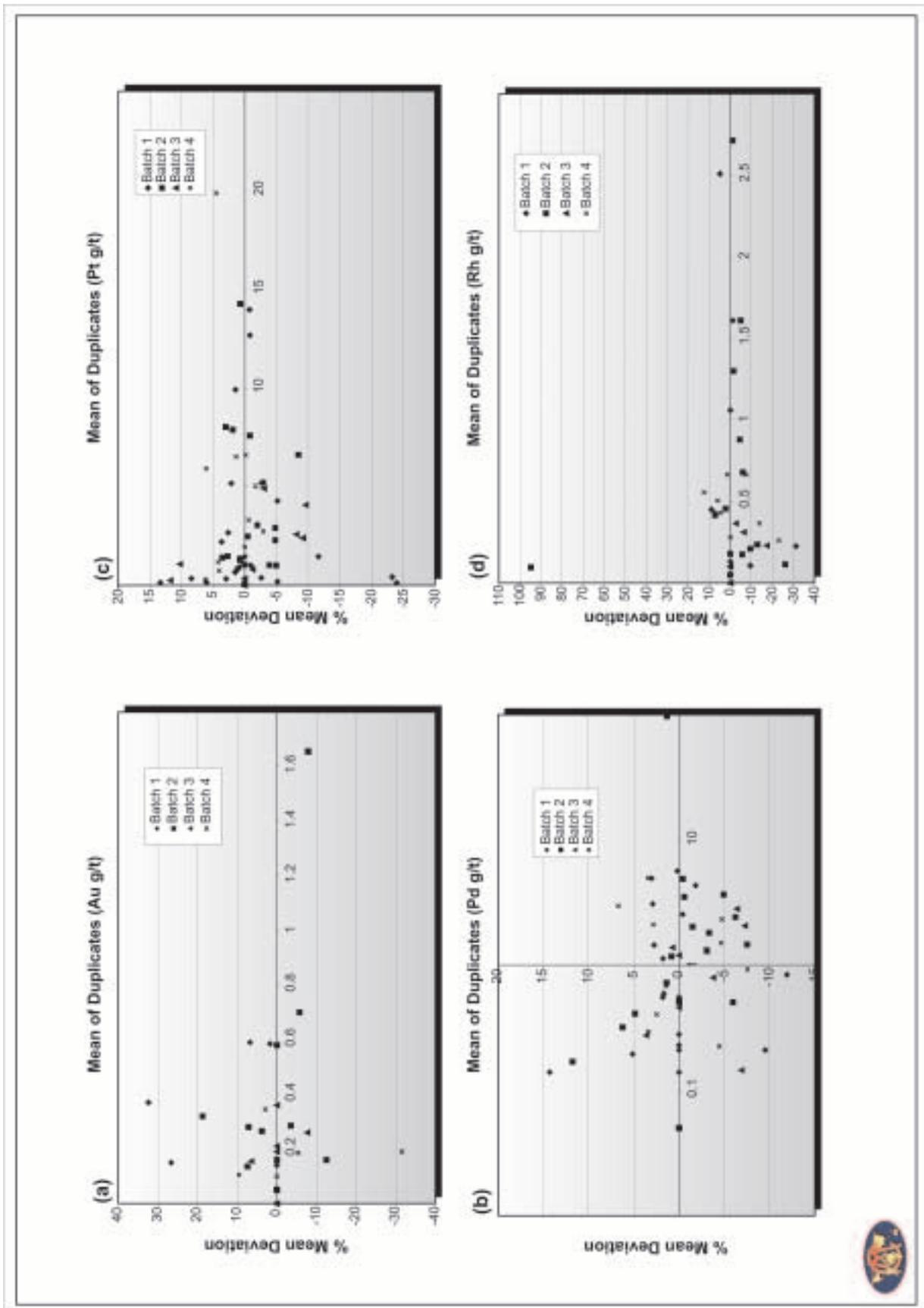
- the error in the results is generally only better than 24%;
- all of the results are under-reported indicating a consistent bias.

None of the blank samples returned values above detection limit for any of the Pt, Pd, Rh or Au. Values for Cu and Ni were also reported for the blanks but, as the accepted values are not stated, no significance could be attached to the data. Furthermore, Cu and Ni have not been analysed in the reference materials (SARM65 and SARM73).

4.2.2.4 *Precision*

The duplicate analyses forming part of the quality control data set were selected by the laboratory (Mintek). Thus, these results cannot be regarded as an independent check on the precision of the analytical process. Nevertheless, the percentage mean deviation (the difference between the duplicate values expressed as a percentage of the mean of the duplicates) has been calculated for these duplicate samples and reported in Figure 9. These can, however, only be regarded as the laboratory's assessment of their precision.

Figure 9: Plots of Percentage Mean Deviation of Duplicate Samples as an Estimate of Accuracy for (a) Au, (b) Pd, (c) Pt and (d) Rh



The error in the precision of the Au data is reflected on Figure 9a and indicates:

- above 0.4g/t, the results have an error better than 10% but, below 0.4g/t, the error can be as high as 30%;
- there are many more positive than negative values of percentage mean deviation, indicating that there has probably been a drift in analytical bias with time;
- the two poorest precisions are from Batch 1.

With respect to the precision of Pd Results (Figure 9b), the error is generally better than 7% down to 1g/t and this has deteriorated to 15% at 0.14g/t.

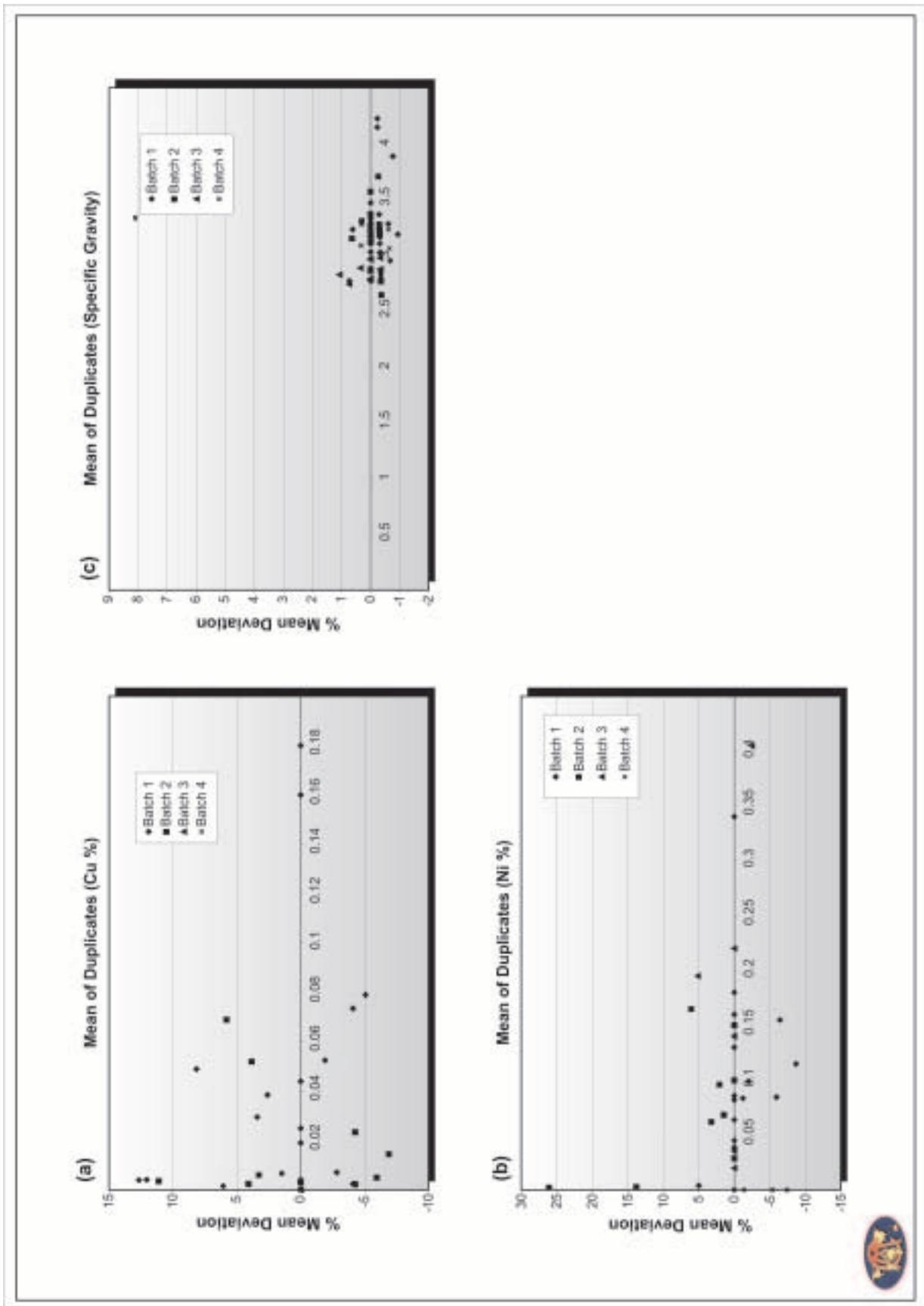
The Pt results (Figure 9c) show that the error is better than 10% down to about 4g/t Pt and that this has deteriorated to about 25% at 0.4g/t. Again, the two poorest precisions for Pt are from Batch 1.

The Rh results (Figure 9d) show that the error is better than 10% down to 0.5g/t Rh but that this has deteriorated to 30% at 0.25g/t. The poorest precision came from a sample with a value close to the detection limit.

With respect to the base metals (Figures 10a and b), indications are that a precision error better than 10% can be anticipated down to 0.01% Cu and 0.05% Ni.

The SG determinations generally have a precision better than 1% except for one sample from Batch 4 which had an error of 8% (Figure 10c).

Figure 10: Plots of Mean Deviation of Replicate Samples as an Estimate of Accuracy for (a) Cu, (b) Ni and (c) Specific Gravity



4.2.2.5 Assessment

With respect to the quality of the geochemical data, the following conclusions are drawn on the data presented by Wesizwe:

- based on the quality control data understood to be initiated by Mintek, the quality of the Pt, Pd, Rh, and Au data would appear to be within industry norms. The greatest areas of concern are the relatively poor accuracy (24% and 16%) and under-reporting bias for Rh and Au, respectively. Pt also appears to be slightly under-reported. The result is that the geochemical values being used in estimating the PGE(4) Mineral Resource are slightly conservative;
- as the accepted values are not available for the base metals, the accuracy of the results cannot be rigorously assessed. The duplicate analyses indicate that the Cu and Ni results are reproducible and internally consistent. The percentage mean deviation on duplicates would appear to be better than 10% down to the levels of 0.01% Cu and 0.05% Ni; and
- the precision with respect to SG determinations is generally better than 1%. This represents an uncertainty of about 0.03 in a specific gravity of 3.0.

4.2.3 **Drillhole Logging**

4.2.3.1 Reef Descriptions

The descriptions of the Merensky Reef (as provided in Section 3.2 and based on the Union and Rustenburg Sections of Rustenburg Platinum Mine and Impala Platinum Mine) provide a framework on which a facies classification may be developed for the Wesizwe Exploration Properties.

Merensky Reef

The Reef comprises three broad types. These have been named in accordance with the surrounding nomenclature as follows:

1. Normal Reef (approximately 1.2m thick): This reef type is bounded by narrow top and basal chromitite layers and composed of an upper feldspathic pyroxenite pegmatoid and lower feldspathic olivine pegmatoid. The basal chromitite lies on a poikilitic anorthosite and the overlying rocks are medium grained feldspathic pyroxenites. Macroscopic base metal sulphide mineralization is restricted to the pegmatoids and to a few centimetres into the overlying feldspathic pyroxenites. This is very similar to the Normal/Pegmatoidal Merensky Reef as described from Impala and Rustenburg. However, the width is much greater at the Wesizwe project.
2. Single Chromitite Reef (0.15m thick): This reef type is similar to the Contact Reef (Section 3.2 and Figure 6), in that it is only a few centimetres wide and generally a single chromitite layer with minor internal silicates; no pegmatoid is developed. It lies on footwall rocks from FW1 to FW6 and is overlain by feldspathic pyroxenite. Macroscopic base metal sulphide mineralization occurs in the underlying anorthosites and norites, as well as in the overlying feldspathic pyroxenites for a few centimetres. It is similar to the Contact Merensky Reef as described at Union Section. However, the pothole association implicit in this term is not fully applicable to this reef type as is discussed.
3. Detached Reef (1.0m thick): This reef type is a pegmatoid of feldspathic pyroxenite or pyroxenite bounded by top (ubiquitous) and basal (usually) chromitite layers. It generally overlies several metres of fine to medium grained pyroxenite and is overlain by feldspathic pyroxenite. Macroscopic base metal sulphides are generally restricted to the material within the chromitite layers. It is similar to the Normal Reef type described at Union Section, but usually has a basal chromitite layer.

UG2 Reef

The UG2 Reef is ubiquitous in that it is composed of a chromitite layer and generally has a basal feldspathic pyroxenite pegmatoid and certain overlying chromitite layers termed leader and triplets. Most of the intersections encountered have no basal pegmatoid but do have the overlying chromitite layers and associated mineralization. The terms employed for the UG2 Reef are restricted to normal reef when it conforms to stable stratigraphic relationships and regionally potholed when it does not conform to the expected encompassing stratigraphy.

4.2.3.2 Isopach Data

Although HBR is completing a full stratigraphic log of the drillhole core which was made available to The Mineral Corporation, the core for the Merensky and UG2 Reef intersections from the drillholes contained in Table 4.6 have been scrutinized and certain measurements of various stratigraphic units taken. This exercise has been completed to allow The Mineral Corporation to formulate an independent interpretation of the reef types. The results of these measurements are contained in Tables 4.6 and 4.7.

Table 4.6: Stratigraphic Marker Thickness (intersection widths) – Merensky Reef

Drillhole No.	Merensky Pyroxenite Width (m)	Merensky Reef Width (m)	Distance between Merensky Reef and FW6 (m)	Distance between Merensky Reef and UG2 (m)	Footwall (FW) to Merensky Reef	Merensky Reef Type Classification
WL1/07	4.78	1.32	18.21	35.93	FW1	Normal
WL1/03	4.56	1.95	12.49	32.56	FW1	Normal
WL2/13	16.59	0.77	0.00	37.99	Merensky Pyroxenite	Detached
WL2/50	11.07	0.54	12.58	25.36	Merensky Pyroxenite	Detached
WL2/06	7.99	0.63	0.00	–	Merensky Pyroxenite	Detached
WF23	4.04	1.21	10.77	34.98	FW1	Normal
WF02	4.24	1.75	12.86	36.80	FW1	Normal
WF01	4.88	1.26	13.18	47.75	FW1	Normal
WF07	3.96	1.39	13.30	37.67	FW1	Normal
WF09	5.05	1.67	12.39	42.70	FW1	Normal
WF08	2.98	0.86	13.31	40.51	FW1	Normal
WF79	5.29	3.63	13.44	41.34	Merensky Pyroxenite	Detached
WF61*	1.84	0.28	13.86	50.45	FW1	Normal
WF60	2.25	2.25	14.90	40.70	FW1	Normal
WF68	4.28	0.21	8.81	46.72	FW1	Single Chromitite
WF69	0.44	0.18	8.75	31.64	FW1	Potholed
WF71	2.73	0.05	5.75	38.60	FW3	Single Chromitite

* Assays not available at time of reporting.

Table 4.7: Stratigraphic Marker Thickness (intersection widths) – UG2 Reef

Drillhole No.	UG2 Pyroxenite Width (m)	UG2 Chromitite Width (m)	Base of UG2 to top of UG1 Pyroxenite Width (m)	Base of UG2 to Footwall Chromitite Width (m)	Base of UG2 to top of UG1 Chromitite Width (m)	UG2 Reef Type Classification
WL1/07	3.00	0.59	3.84	3.80	12.89	Normal
WL1/03	4.35	0.67	5.92	3.17	10.66	Normal
WL2/13	11.76	0.68	9.10	IRUP	–	Regional pothole
WL2/50	6.08	0.87	7.62	2.34	11.00	Normal
WL2/06	IRUP	IRUP	IRUP	No UG2	IRUP	Potholed
WL2/03	0.29	1.64	No UG2	–	No UG1	Normal
WF 23	6.12	0.53	5.71	0.18	14.85	Normal
WF02	6.06	0.44	4.33	N/A	14.15	Structurally disturbed
WF01		Not recognised				Potholed
WF07	6.31	1.46	1.24	1.00	9.78	Regional pothole
WF09	7.00	1.15	0.00	N/A	8.20	Regional pothole
WF08	4.64	0.25	5.17	N/A	15.13	Normal
WF79	6.25	0.80	2.05	2.31	11.85	Normal
WF61*	7.03	1.29	0.00	N/A	10.71	Regional pothole
WF60	2.26	0.89	3.41	No Data	No Data	Pothole
WF68	2.32	0.73	4.35	4.33	4.33	Normal
WF69	4.51	0.60	4.45	3.487	4.50	Normal
WF71	4.13	0.36	IRUP	IRUP	No UG1	Pothole

* Assays not available at time of reporting.

4.2.3.3 Merensky Reef Elevation Data and Source Footwall Geology

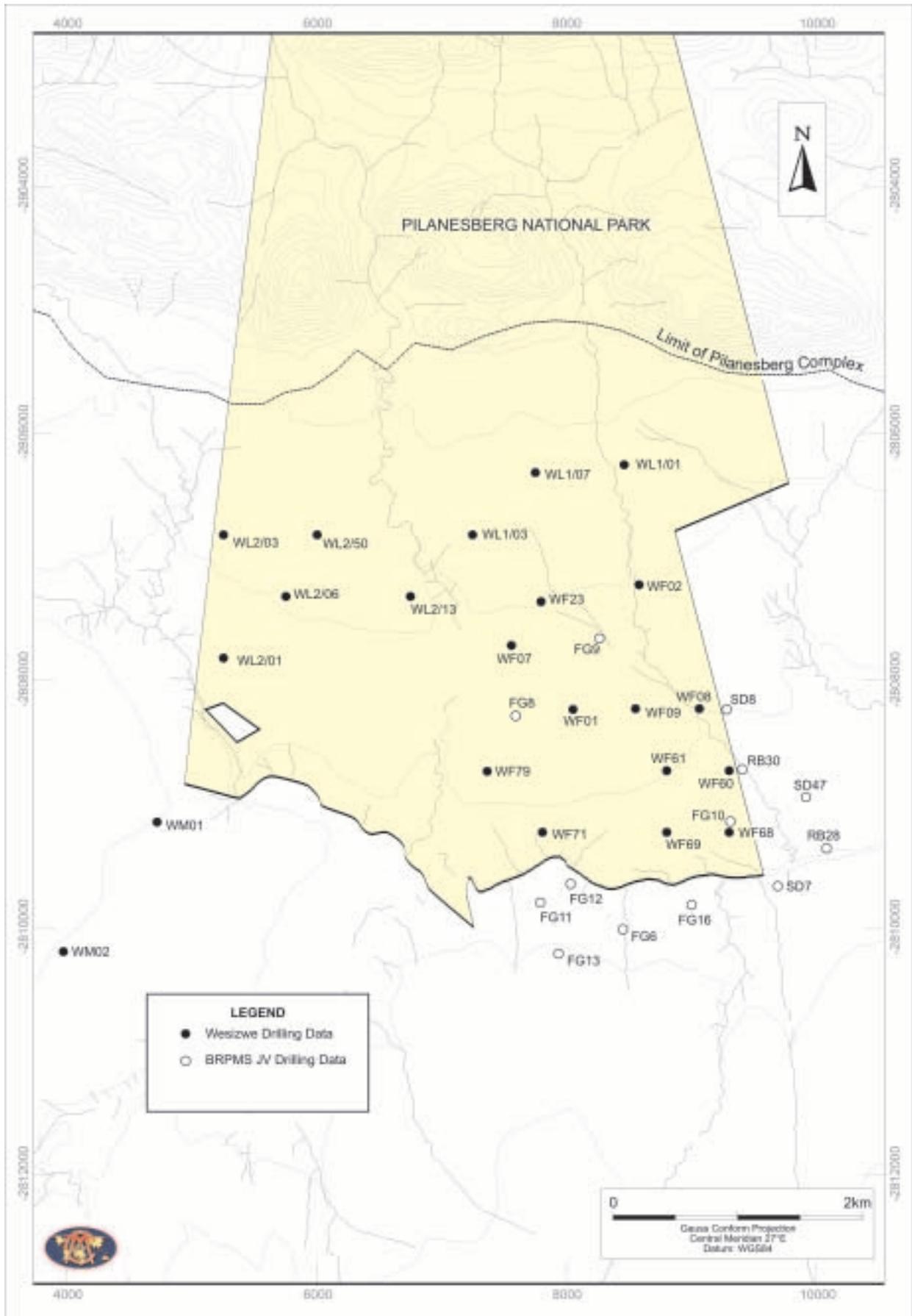
The general stratigraphy encompassing the Merensky and UG2 Reefs has been scrutinized by The Mineral Corporation during the exploration programme and a detailed stratigraphy has been developed based largely on that developed by Leeb-du Toit (1986) (Figure 5). Scrutiny of the rock types immediately underlying the ore bodies can also be employed in assisting to determine whether the intersection is pothole or normal reef. Table 4.6 lists the footwall types immediately below the Merensky Reef.

Based on the anomalous stratigraphic thicknesses contained in Table 4.7, the UG2 Reef intersections have been interpreted as either pothole, regional pothole or normal reef.

4.3 BRPM Joint Venture Exploration Data

Certain exploration data from the exploration campaigns conducted by the BRPM JV, particularly over the farms Styldrift and Frischgewaagd (Portions 10, 11 and 17), have been made available to Wesizwe (Figure 11). The data are in an electronic format and include drillhole collar positions, geological logs, down-the-hole survey results, sampling positions and assay results. Due to the agreement between Wesizwe and Anglo Platinum (acting on behalf of the BRPM JV), this data cannot be disclosed publicly, but it may be employed for Mineral Resource estimates where applicable.

Figure 11: Wesizwe and BRPM JV Drilling Localities Plan



Due to the nature of the data supplied, The Mineral Corporation is precluded from conducting an audit of the data in terms of Section 12 of the Listings Requirements. The Mineral Corporation can attest to the veracity of the data in that The Mineral Corporation has acted on behalf of various parties in compiling, as well as generating, some of this drilling data. The Mineral Corporation, therefore, has no technical hesitation in incorporating the geological data to bolster the Merensky and UG2 Reef facies distribution generated for Wesizwe, as well as in the evaluation of the Merensky and UG2 Reefs.

4.4 Exploration Expenditures

Table 4.8 contains the actual exploration expenditures for 2004 and the forecast exploration expenditures for 2005 for the Wesizwe exploration areas:

Table 4.8: Summary of 2004 and 2005 Exploration Expenditure

Four Phase Exploration Budget	2004 (Actual)	2005 (Forecast)
Exploration Costs (R'000)	2 075	21 517
Cumulative Budget (R'000)	2 728	24 245
Drilling including Deflections (m)	2 700	26 636
Cumulative Drilling (m)	2 700	29 336

5. INTERPRETATION OF EXPLORATION DATA

5.1 Structure

5.1.1 Data Available

In addition to ongoing structural interpretations by HBR, a more focused structural study was carried out by The Mineral Corporation in late May and early June 2005, at which time nine drillhole intersections from the Merensky Reef were available and a total of 13 holes had been completed. This initial interpretation was subsequently updated by The Mineral Corporation during October 2005, at which time information for a total of 18 drillholes became available. In the core area, drillholes were drilled approximately 1km apart.

The following sources of data were available and used in the interpretation:

- 1 : 250 000 geological mapping by the Council for Geoscience;
- Government aeromagnetic data: Although relatively dated, the data clearly reflect the major dykes in the area, as well as the dunitic intrusions, zones of mafic pegmatoid alteration and the upper zone magnetite rich gabbros;
- ground gravity survey data over part of the area (20x100m grid);
- RBR presentation at Indaba 2004 with information from the adjacent property of Stylidrift; and
- drillhole logs prepared by HBR, supplemented by logging and interpretation by The Mineral Corporation.

5.1.2 Methods Applied

The methods used in developing a structural model were as follows:

- A selection of the drillhole cores were examined during a one-day field visit by The Mineral Corporation to provide an appreciation of the structures present and to obtain data on the intersection angles for layering.
- The drillhole intersections were used to create three point solutions for the dip and strike of the reef within the respective triangles. Given the wide spacing of the data, the holes were not de-surveyed but treated as though they were vertical. Furthermore, where surveyed co-ordinates were not yet available for all of the data points, the elevations were estimated from the 1:50 000 topocadastral sheets. The above two assumptions are not considered to have introduced serious errors, given the current wide spacing of the holes.

- In drillholes where the Merensky Reef package had not been intersected, the elevation of the top of the Merensky Pyroxenite was estimated from other markers using the data summarized in Table 5.1. The marker with the lowest standard deviation associated with the separation was preferentially used to estimate the elevation of the top of the Merensky Pyroxenite.

Table 5.1: Separation Statistics for the Different Stratigraphic Markers

Stratigraphic Marker	Average Separation of Marker to Merensky Reef (m)	Standard Deviation of Separation (m)
PCN/PGM ¹ to Merensky Reef	604.9	98.9
Main Zone Marker to Merensky Reef	460.9	85.9
Top of Critical Zone to Merensky Reef	107.1	35.1
UG2 to Merensky Reef	-35.5	15.2

1. PCN – Poikilitic Clustered Norite, PGM – Porphyritic Gabbro Marker (90m thick marker layer approximately 500m stratigraphically above Merensky Pyroxenite).

- Geophysical data and regional geology were used to identify the major structures in the area. Only a qualitative interpretation was carried out of the geophysical data.
- Triangulation of drillhole intersections and contours were generated by computer for the entire area to provide a regional trend, and also plotted by hand in complex areas so as to give a more realistic representation of the gradients, dips and strikes (assuming no faults were present).
- This framework of data was used to constrain an interpretation of the structure of the Merensky Reef.
- Structures taken from the surface geological and geophysical mapping were assumed to be vertical and projected to Merensky Reef elevation on that basis.
- With the collation of all of the above information, the contours were finally compiled manually to give the most realistic representation of the structure of the Merensky Reef.

5.1.3 **Regional Guidelines**

The regional guidelines used to aid the structural interpretation were the following:

- The Rustenburg Fault (Figure 3) is known to strike at 330° along the western contact of the RLS with the Pretoria Group meta-sediments and it was assumed that there would be a set of related faults sub-parallel to this structure, probably with an apparent down-throw to the northeast. The Frank Fault, also with a down-throw to the east, is a splay from the Rustenburg Fault and affects the Merensky Reef and UG2 Reef at the north-western corner of Boschkoppie 104 JQ (“Boschkoppie”), a part of the BRPM JV. Field evidence collected by HBR suggests that the contact between the RLS and Pretoria Group is intrusive and not faulted.
- A prominent fault with a trend roughly northeast to southwest occurs along the Elands River, and is known as the Elands Fault. Interpretation of exploration data gathered by HBR indicates the possible presence of another fault parallel to the latter structure, which is responsible for block faulting on Mimosa, affecting the RLS and the meta-sediments in the floor of the Bushveld Complex.
- It is anticipated that the Pilanesberg Complex may have radial and concentric fault and/or dyke patterns associated with it. Furthermore, the apparent “trough” immediately to the south of the Pilanesberg Complex has been regarded as a tilted block that is genetically related to caldera collapse and this concept has “coloured” the re-interpretation of that area.

- It is known that the Transvaal Supergroup was folded prior to the intrusion of the Bushveld Complex. It is therefore possible that these folds may have affected the morphology of the floor to the Bushveld Complex and that some of these structures may have been enhanced by diapirism during the intrusion of the Bushveld Complex. Regional information has shown the average trend of the F1 and F2 folds to be 123° and 065°, respectively.
- The Upper Critical Zone rocks containing the Merensky and UG2 Reefs strike northwest for some 5.5km across the farm Boschkoppie. At the northern portion of Boschkoppie, the strike changes to an east-west orientation. Both the Merensky and the UG2 Reefs are roughly parallel although the stratigraphic distance between them decreases from south to north. The trace of the outcrop position is lost at the northwest corner of Boschkoppie due to disruptive dunitic intrusions and a prominent normal fault with a down-throw to the north, which is a splay off from the Rustenburg Fault.
- Evidence from neighbouring properties regarding the structural geology indicates that this region is characterised by the reef which dips generally at 7° to the northeast. A maximum dip of 14° is found in the north-east (Table 5.2).
- The morphology of the Merensky Reef is complicated by rolling/undulating reef, dunite intrusions, iron replacement pegmatoids and potholes.
- Faulting is extensive, but the displacements are generally relatively minor and thus considered to have a negligible impact upon a conventional type mining layout as employed by BRPM.
- Dykes can be seen generally striking northwest-southeast. They are not common, but do cause problems for mining where encountered.
- Iron replacement appears to be more prevalent to the north where large areas of ground have been affected. Drillholes WM01 and WM02 drilled into large bodies of iron replacement in the early exploration phase completed in late 2004 by HBR for Wesizwe on Mimosa.

Table 5.2 Calculated Estimates of Dip Based on Published Information

Property	Dip (°)
Boschkoppie 104 JQ	7 – 11
Frischgewaagd 96 JQ	6 – 11
Styltdrift 90 JQ	0 – 14

5.1.4 **Drillhole Data**

The main conclusions that could be drawn from the examination of the core were the following:

- many of the dykes have faulted contacts and it would therefore be prudent to anticipate that the dykes interpreted from the aeromagnetic data also represent the loci of faults;
- most of the faulting had the character of annealed cataclastic faults. Both strike-slip and dip-slip kinematic indicators were observed. However, the strike-slip displacements generally appeared to be less important than the dip-slip displacements;
- the strike of the faults could not be determined from the core. The dip of the faults ranges from near vertical to less than 30°; and
- in the drillholes closest to the Pilanesberg Complex, the number of faults does seem to increase and most are annealed with chloritic material.

5.1.5 **Triangulation and Contours**

The data used to determine the structure of the Merensky Reef is given in Table 5.3. The table indicates that 18 drillhole data points were available to constrain the structural interpretation, although only 13 intersections of Merensky Reef had been obtained.

Table 5.3: Estimates of the Elevation of the Merensky Reef from Drillhole Data used to Prepare the Structure Contours in the Second Interpretation (October 2005)

Depth Estimation based upon:	Drillhole No.	Collar Elevation (mamsl)	End of Hole (mamsl)	Estimated Top of Merensky Pyroxenite Elevation (mamsl)
Merensky Pyroxenite	WF01	1 050	224	329
Merensky Pyroxenite	WF02	1 059	292	359
Merensky Pyroxenite	WF08	1 041	270	339
Merensky Pyroxenite	WF23	1 059	281	355
Merensky Pyroxenite	WF69	1 033	353	422
Merensky Pyroxenite	WF71	1 033	245	302
PCN/PGM	WL1/01	1 075	-126	-622
Merensky Pyroxenite	WL1/03	1 069	282	337
Merensky Pyroxenite	WL1/07	1 074	-533	-473
Merensky Pyroxenite	WL2/06	1 061	110	196
Merensky Pyroxenite	WL2/13	1 063	184	260
PCN/PGM	WM01	1 057	493	-12
PCN/PGM	WM02	1 057	359	-31
Merensky Pyroxenite	WF07	1 056	260	332
Merensky Pyroxenite	WF79	1 045	163	228
No markers intersected	WL2/01	1 052	691	104*
Top of Critical Zone	WL2/03	1 068	438	486
Merensky Pyroxenite	WL2/50	1 069	186	240

* Best estimate based on the type of main zone intersected.

Notes:

1. Figures in italics are estimates.
2. Projected depths to Merensky Reef are for structural modelling purposes only and do not imply that the Merensky Reef will actually be present at that location.
3. PCN – Poikilitic Clustered Norite, PGM – Porphyritic Gabbro Marker (90m thick marker layer approximately 500m stratigraphically above Merensky Pyroxenite).

The contours of the elevation of the top of the Merensky Pyroxenite at 50m intervals (except for the northernmost part of the project where the 100m interval was adopted) were used as the basis for this study. This contouring has some credibility in the area within which there is drillhole control, but the contours have been extrapolated beyond this area as a predictive model that is little more than a speculation. In order to derive the contours, several interpretations were carried out weighted towards a particular conceptual bias. The parts of the different interpretations that best honoured the data were combined to provide the presented model.

5.1.6 **Interpreted Provisional Model**

5.1.6.1 *Confidence of Interpretation*

The preliminary study by The Mineral Corporation has drawn attention to the fact that the area is relatively structurally complex and the present extent and density of drilling is inadequate to provide a reliable structural interpretation.

At the present drillhole spacing of 1 000m or more and with a dip of 6°, the limit of fault resolution is likely to be faults with a cumulative apparent vertical displacement of 100m.

There is also some concern regarding the portrayal of the dip of the Merensky Reef, as there is an inconsistency between the dip obtained from the core/layering intersection angle and that estimated from the structure contours, as shown in Table 5.4. Except for the northern part of Ledig, the regional gradients appear to be generally shallower than the dips of the core intersection angles.

Table 5.4: Comparison of Estimates in the Dip of the Top of the Merensky Pyroxenite

Drillhole	Core/Layering Intersection Angle (°)	Dip Estimate from Surrounding Drillhole Triangles (°)
WF01	28	2, 2, 4, 5, 7
WF02	7	2, 2, 42
WF08	30	25
WF23	17	2, 6, 7, 39, 41, 42
WF69	18	5, 7
WF71	17	4, 6, 7, 7
WL1/03	8	6, 7, 41, 63
WL2/06	16	6, 7, 63
WL2/13	18	4, 4, 6, 6, 7, 63
WF07	17	2, 9, 5
WF79	8	9, 13
WL2/50	31	24, 4

From this information, it would appear that some steep layering angles could represent local effects, but equally the present poorly constrained contours may also be portraying unrealistically shallow dips. Thus, the dip of the Merensky Reef is not known with any degree of confidence at the present time.

A further analysis on the confidence in the model can be derived from testing the predicted elevation of the Merensky Reef from the model from that found in drillholes that were subsequently drilled. The comparisons are given in Table 5.5 and provide an estimate of the validity of the first structural model. Thus, it is presumed that the error inherent in this second model should be smaller than the figures shown in Table 5.5 for the core area of the project.

Table 5.5: Estimate in the Error of the Initial Structural Interpretation of Predicted Merensky Reef Elevation

Drillhole	Depth down hole (m)	Actual Elevation (mamsl)	Predicted Elevation (mamsl)	Variance (m)	% Error
WF07	723.5	332.5	370	-37.5	-5.1
WF71	680.5	352.2	311	41.2	6.1
WF79	815.7	229.6	256	-26.4	-3.2
WL1/03	731.2	337.4	200	137.4	18.8
WL1/07	1 546.9	-473.0	-283	-190.0	-12.2
WL2/06	864.6	196.1	241	-44.9	-5.2
WL2/50	827.8	241.2	170	71.2	8.6

Note: The error is expressed as a percentage of the depth down the hole.

The data suggest that the initial model has generally estimated the elevation of the Merensky Reef to better than 10% of the depth below surface, although the largest error is 18.8%. Thus, it is anticipated that this upgraded structural model is likely to have an error in the core area of the drilling of less than 10% but locally this may be as large as 20%. In the poorly constrained marginal areas, the error in the model could be significantly larger.

5.1.6.2 *Major Elements of Structural Model*

An integration of all the data has allowed the development of the structural model presented in Figure 12 and illustrated with sections (Figure 13). It is emphasized by The Mineral Corporation that this interpretation is poorly constrained and represents the most likely of several possible interpretations allowed by the data. The main features of this model can be summarized as follows:

- The structure contours suggest that the area contains a broad anticlinal structure that plunges 7° on a bearing of 325°. The slight synformal shapes to the west of the antiform are not well supported by the present information and cannot be regarded as anything more than a speculation at this stage.
- The area is interpreted to be dissected by four sets of faults, trending at approximately 070°, 090°, 160° and 180°. None of these fault sets have consistent down-throw directions. There is also likely to be error in the position and orientation of the interpreted faults.
- The fact that, in many instances, the regional gradient determined from triangulation of drillhole intersections is shallower than the core intersection angles suggests that, in a down-dip direction, the faulting tends to displace the reef back to a shallower elevation. From this interpretation, it follows that generally the south-southwest striking faults on the north-eastern limb of the antiform are predicted to down-throw to the northeast and those on the western limb to the west. As noted in Section 5.1.6.1, at least some of these faults (or synthetic sets of faults) are likely to have displacements of several tens of metres (and rarely more than 100m) but the displacement cannot be accurately estimated at present.
- The present interpretation subdivides the area into approximately 30 fault blocks, approximately half of which do not contain a drillhole data point at the present time. The elevations and dip directions are therefore poorly constrained in those blocks.
- The above description does not apply to the northern part of Ledig where, in a down-dip direction, the faulting tends to displace the reef to greater depths. This zone is regarded as a tilted block genetically related to the Pilanesberg Complex caldera formation. In this zone, it is anticipated that layering will have steepened

and the number of faults and/or their total vertical displacement will be higher than in the area to the south. The fault (or fault zone) with the largest vertical displacement identified in the project area, probably in excess of 500m, strikes approximately east-west and lies immediately to the north of drillholes WL1/03, WL2/03 and WL2/50. This feature along the northern part of Ledig is regarded as the southern boundary to the tilted block and is predicted to have the structure that is likely to be the most problematic from a mining perspective for the following reasons:

- The Merensky Reef is believed to attain the greatest depth below surface in the area to the north of drillholes WL1/07 and WL2/15.
- The dip of the reef may be steeper in this domain than elsewhere.
- Although no quantitative work has been undertaken at this stage, the impression has been gained that this area may have a greater density of faults and intrusions than the rest of the project.
- The Pilanesberg Complex lies at the northern margin of the aeromagnetic coverage presently available to Wesizwe. Therefore, it is difficult to interpret the location of the contact with this body. It is presently interpreted further to the north than previously envisaged, but the margin does appear to be magnetically disturbed and this zone could contain many related dykes and sills. The position of this contact is significant in that it marks the position beyond which Merensky Reef will not be found on the Exploration Properties.
- The shallowest intersection of the Merensky Reef to date has been at 610m below surface (an elevation of 422mamsl) in drillhole WF69. This intersection falls close to the culmination of the anticline that is likely to delineate the locus of the shallowest reef, although there is some irregularity caused by the faulting. The western limb surprisingly reaches a depth of as much as 1 088m below surface (-31mamsl) on Mimosa according to the present interpretation. A significant portion of the Merensky Reef is predicted to lie between the elevations of 300 and 400mamsl.
- Drillhole WL2/03 represents the greatest problem to the present model and requires a reversal in regional trend to be accommodated. However, the drillhole does not seem to have intersected the Merensky Reef and the elevation has been estimated from other poorly preserved markers. Furthermore, the core is highly faulted and this could represent a local aberration. Nevertheless, for the time being, a low level of confidence is attached to the structural model along the western margin of Ledig.

An improved understanding regarding the structural setting within the Exploration Properties will undoubtedly be gained once additional drilling has been undertaken.

Figure 12: Structural Interpretation of the Ledig and Frischgwaagd Areas of the Wesizwe Exploration Properties

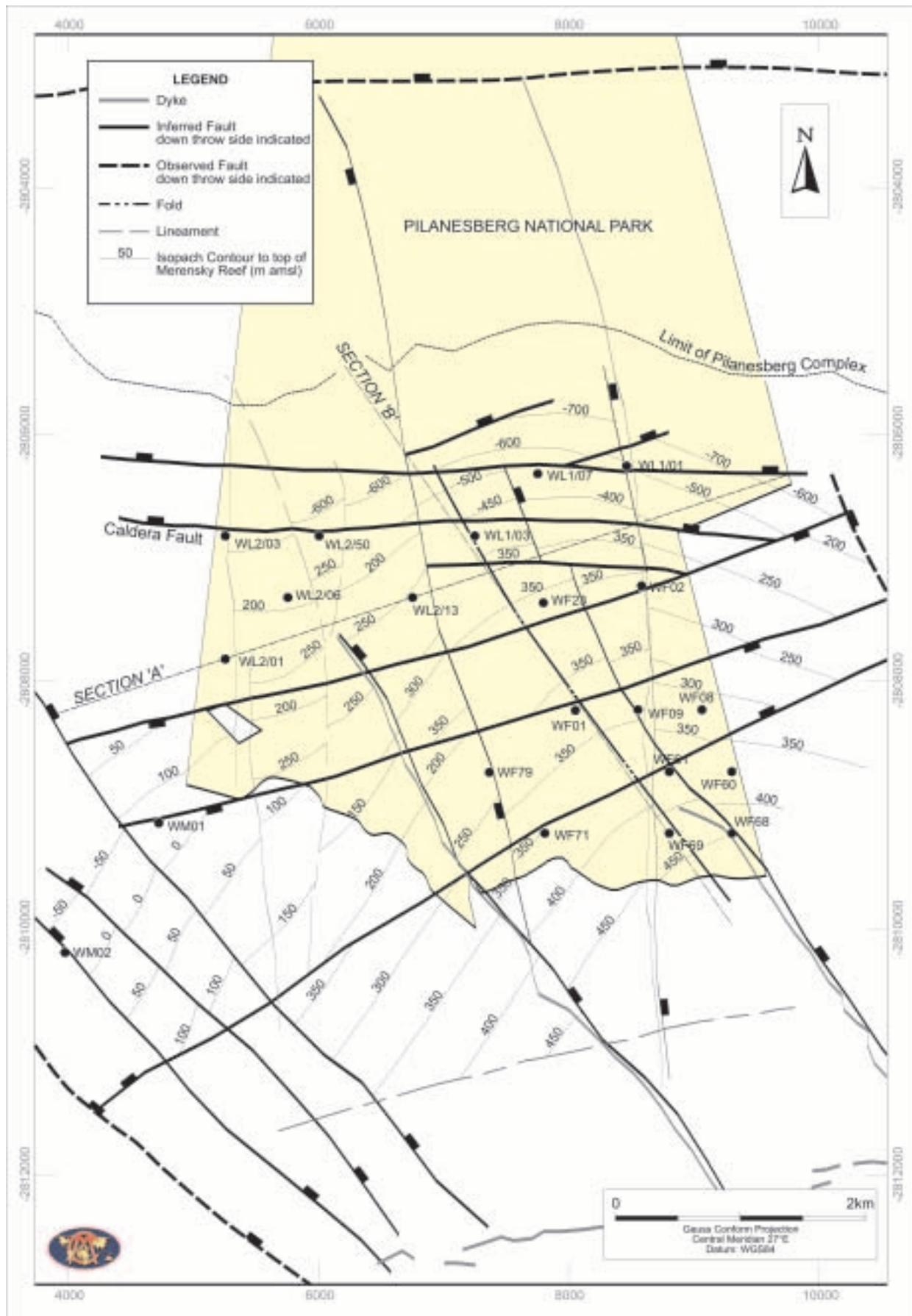
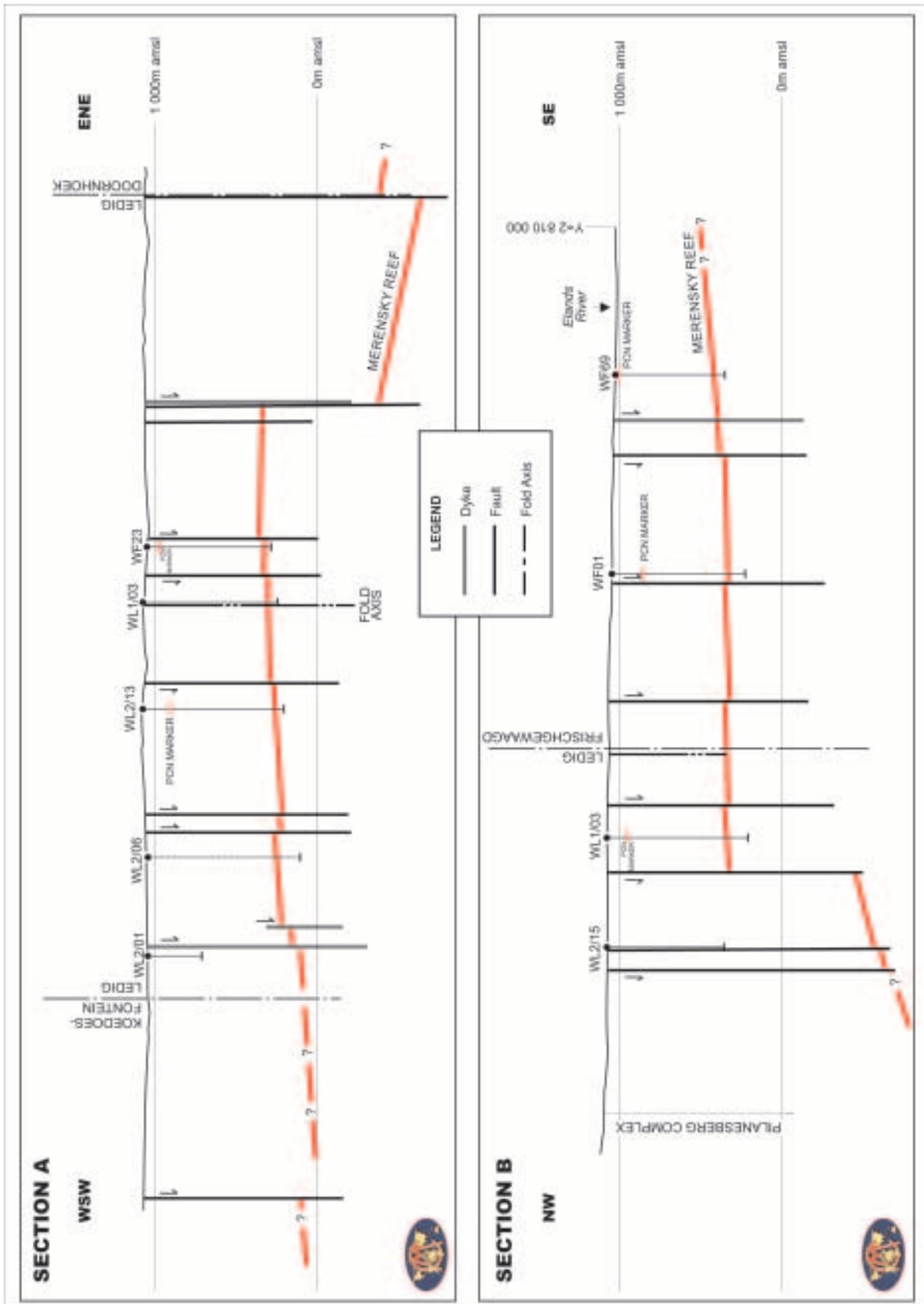


Figure 13: Geological Cross-sections of the Ledig and Frischgewaagd Areas of the Wesizwe Exploration Properties



5.2 Mineralization and Grade Distribution

A reef-type classification scheme has been derived for the Merensky and UG2 Reefs and, based on these schemes, reef type distribution plans have been prepared (Figures 14 and 15). Figure 16 is a geological cross-section that depicts the Merensky and UG2 Reefs in relation to the FW6 layer that is taken as a datum surface.

The Merensky Reef can be seen to be off-lapping the drillholes underlying stratigraphy towards the southwest. This effect may persist with other stratigraphic units towards the southwest, suggesting a subcrop of the Merensky and UG2 Reefs with the overlying Main Zone rocks. This would partially explain why no Critical Zone rocks were intersected in drillholes WZ01 and WM02. The UG2 Reef is interpreted to form a regional pothole between FG9 and WF01 based on the Wesizwe and BRPM JV data. It is interesting to note that the UG2 Reef regional pothole is nearly centred over the anticlinal axis that may be genetically related to this feature.

The Wesizwe Merensky and UG2 Reef analytical data has been compiled in a database that allows for the average platinum grade and Pt : Pd ratios (for 1cm slices relative to a chromitite layer at 0cm) for each Merensky Reef type and for the UG2 Reef to be derived. The results are portrayed in histogram format (Figures 17 to 20).

The effect of significant platinum mineralization in the footwall rocks is not a new style of mineralization. Viljoen and Hieber (1986) discuss the effect of significant base metal sulphide mineralization associated with pyroxenite oikocrysts within anorthosite for up to 60cm below the Merensky Reef at the Townlands and Boschfontein Sections of Rustenburg Platinum Mine.

Figure 15: UG2 Reef Type Distribution Plan for the Wesizwe Exploration Properties

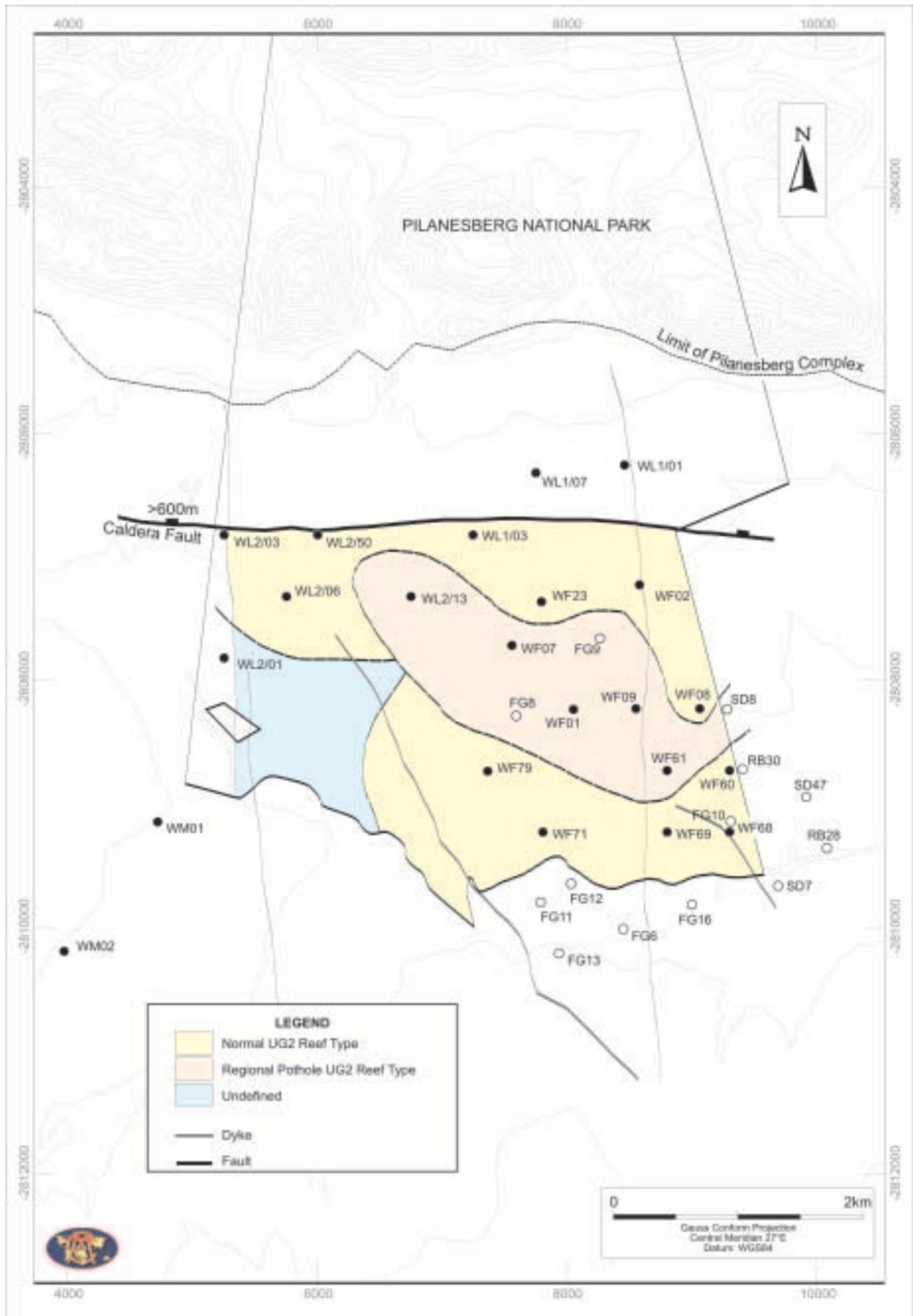


Figure 16: Geological Cross-section through the Drillholes WF2–FG9–WF01–WF71–FG11

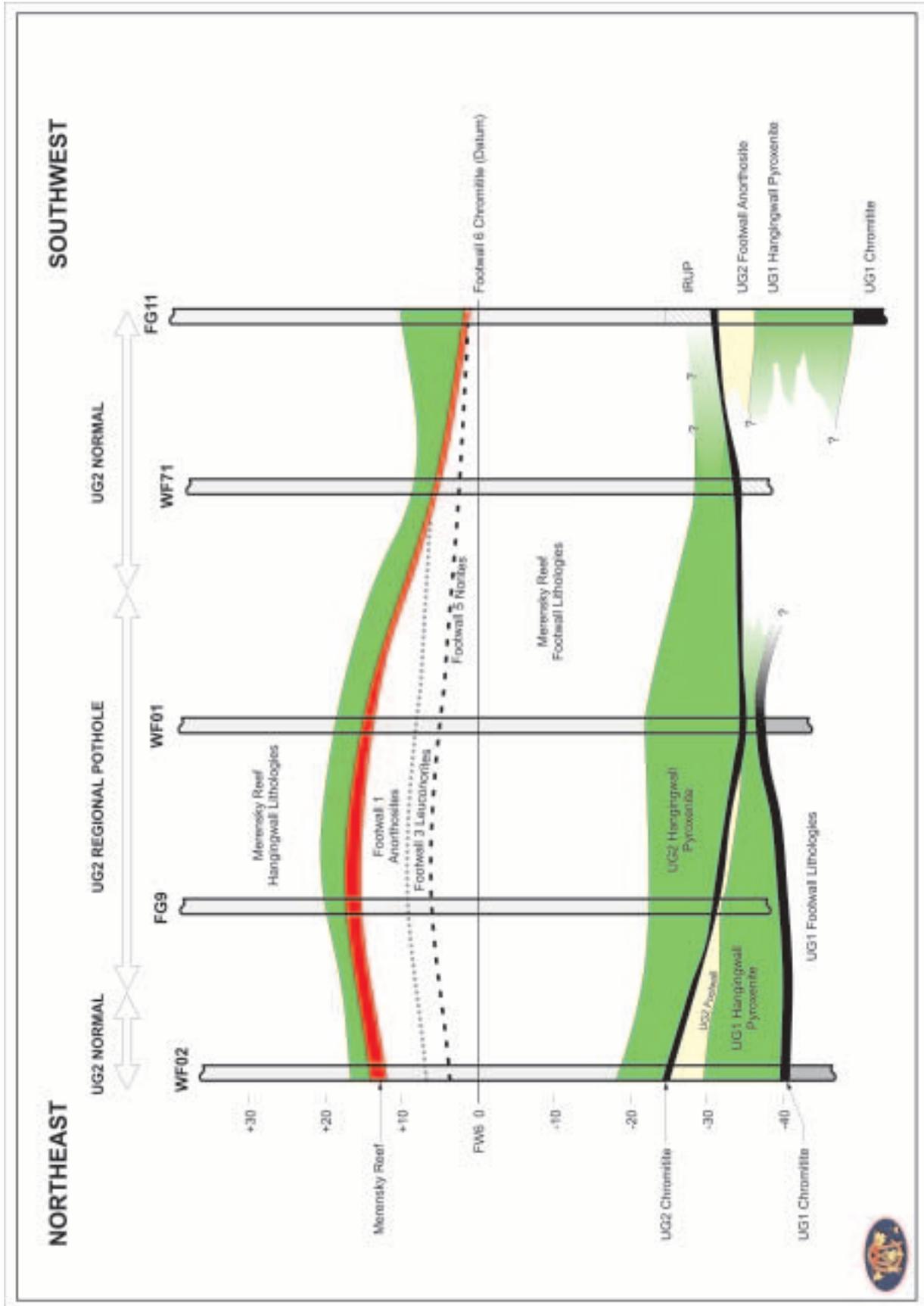


Figure 17: Normal Merensky Reef – Vertical Platinum Grade Distribution Relative to the Basal Chromitite Layer and Platinum to Palladium Ratios

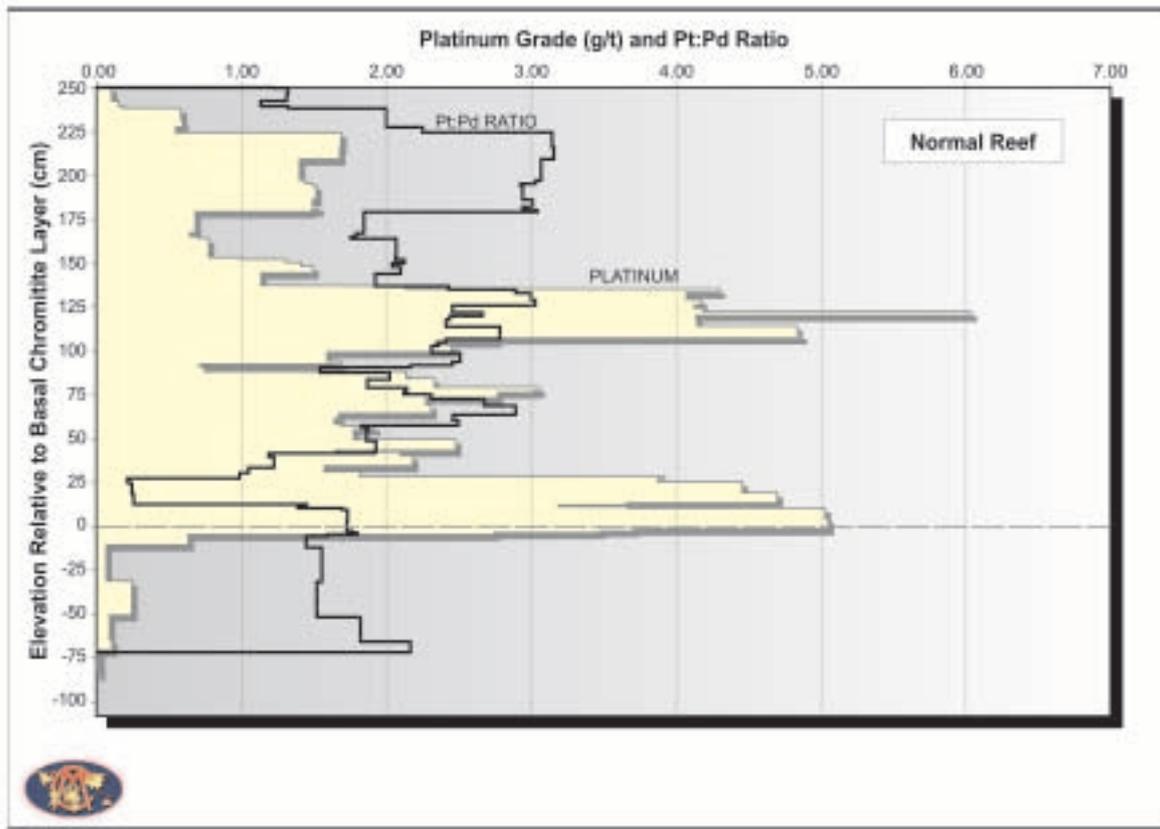


Figure 18: Single Chromitite Layer Merensky Reef – Vertical Platinum Grade Distribution Relative to the Basal Chromitite Layer and Platinum to Palladium Ratios

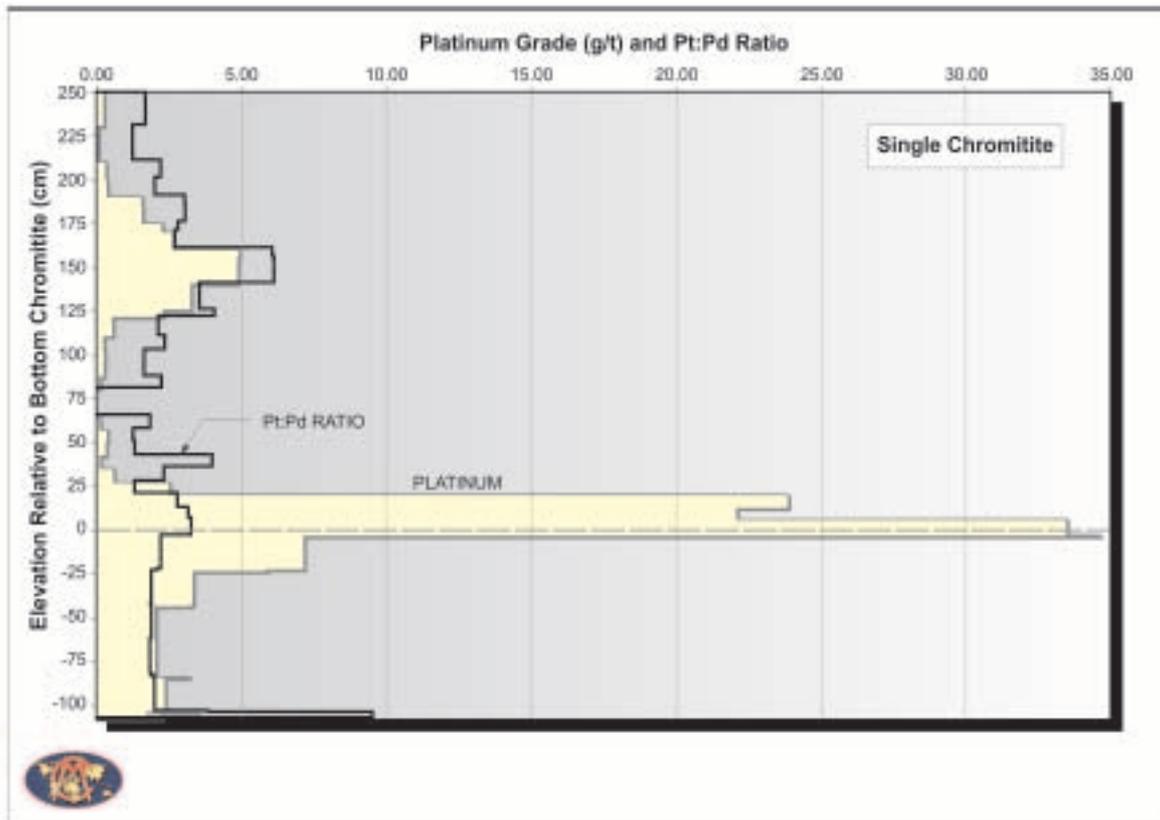


Figure 19: Detached Merensky Reef – Vertical Platinum Grade Distribution Relative to the top Chromitite Layer and Platinum to Palladium Ratios

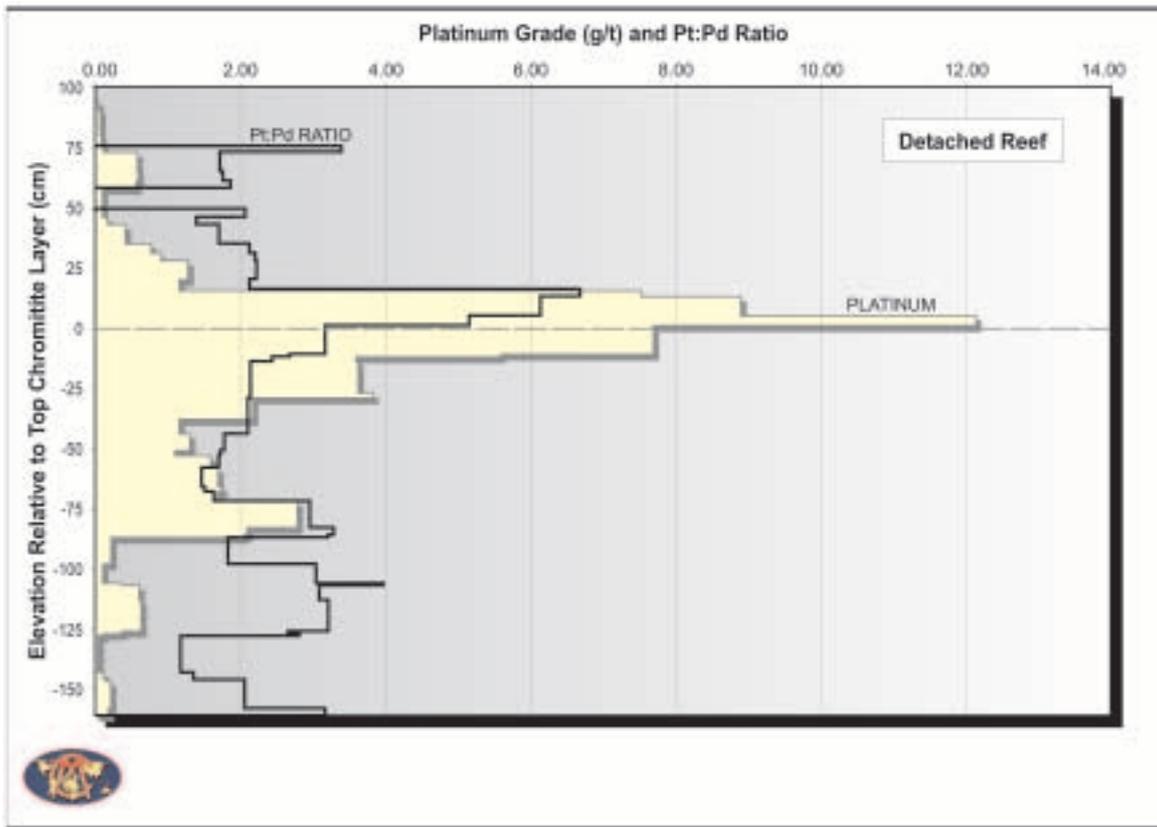
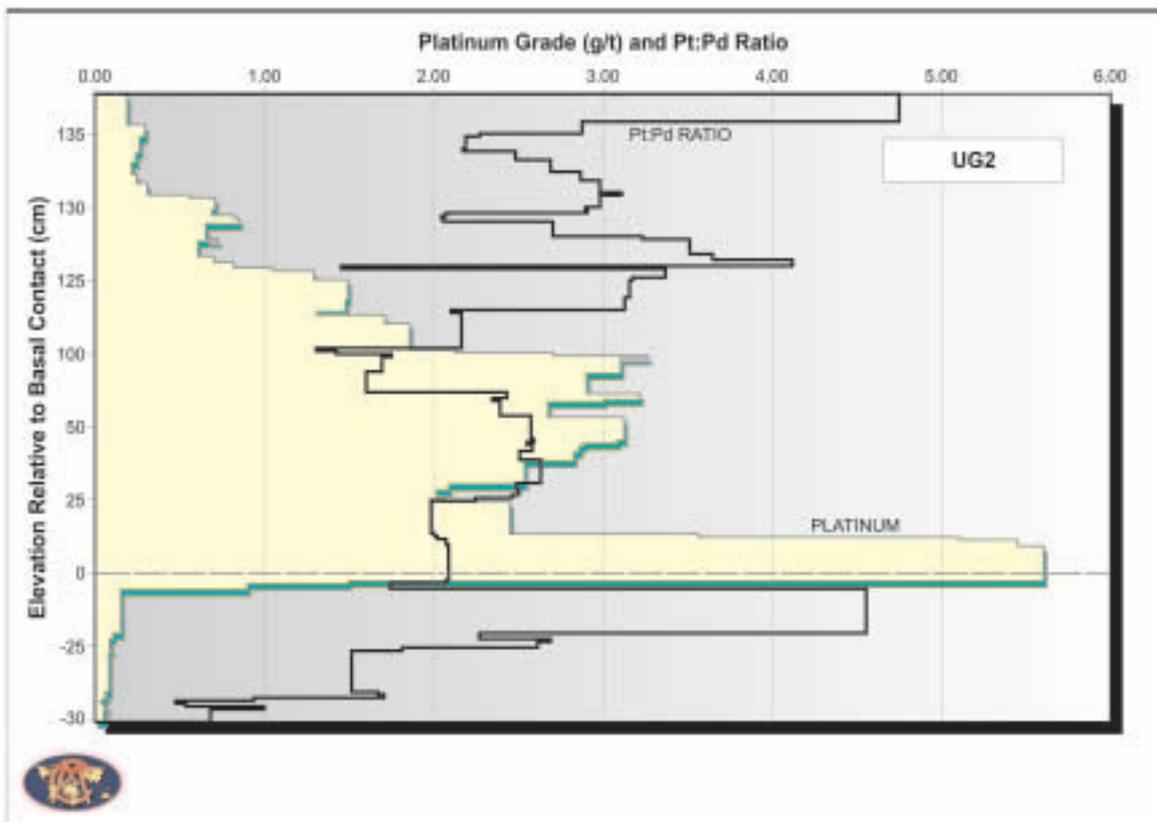


Figure 20: UG2 Reef – Vertical Platinum Grade Distribution Relative to the Basal Contact of the UG2 Reef and Platinum to Palladium Ratios



The Normal Reef (Figure 17) is seen to have virtually no platinum mineralization below the basal chromitite layer, but minor platinum mineralization extends into the overlying feldspathic pyroxenites. The average width of the platinum mineralization above a cut-off of 1.0g/t is 227cm and it can be seen to be bottom loaded. Also, the Pt:Pd histogram depicts a near constant ratio apart from the lower chromitite layer that is palladium poor.

The Single Chromitite Reef (Figure 18) is noted to have significant platinum mineralization contained in the underlying anorthosite rocks as well as in the overlying feldspathic pyroxenites. The average width of the platinum mineralization above a cut-off of 1.0g/t is 225cm and it can be seen to have the peak of platinum mineralization over the chromitite layer and one in the hangingwall. Also, the Pt : Pd histogram depicts a near constant ratio apart from the chromitite layer that is palladium poor.

The Detached Reef (Figure 19) is noted to have the platinum peak at the top chromitite layer and a lesser one over the basal chromitite layer which forms the base of the mineralization. Mineralization into the hangingwall rocks does occur. The average width of the platinum mineralization above a cut-off of 1.0g/t is 113cm and the Pt : Pd ratios peak over the chromitite layers.

Based on the data supplied by BRPM JV, another Merensky Reef type is noted towards the south of the Single Chromitite Reef type (termed the Normal Footwall type). In this Merensky Reef type, two chromitite layers define the upper and lower surfaces of the Merensky Reef and the intervening material is either feldspathic pyroxenite pegmatoid or pyroxenite. The footwall is generally composed of olivine norites of FW7 that can contain significant platinum mineralization that is recognised macroscopically as base metal sulphides.

The UG2 Reef (Figure 20) is seen to be bottom-loaded with respect to platinum mineralization and mineralized throughout the chromitite layer. The average width of the platinum mineralization above a cut-off of 1.0g/t is approximately 107cm and mineralization extends into the hangingwall rocks. The Pt : Pd ratio is above 2.5 and peaks at 4.5 on the basal contact.

5.3 Evaluation Cuts

The Excel spread sheets provided by HBR and BRPM JV containing the sampling data and assay results have been spliced into a stratigraphic/lithological spread sheet which has been employed in the evaluation of the different Merensky Reef types. In the case of both the UG2 Reef and the Merensky Normal Reef, the basal contact has been used in all Normal Reef intersections as a reference surface from which the cut is evaluated upwards only. In the cases of the Single Chromitite Reef and Normal Footwall Reef, the basal contact of the chromitite layer overlying the footwall is employed, with cuts above and below. In the case of the Detached Reef type, the top contact of the upper chromitite layer is taken as the reference surface from which the cut is evaluated downwards only. In all cases, a minimum width of 100cm is taken, and where an assay cut-off is required, it is then taken at 1.0 g/t of PGE(4). No horizontal grade cut-off is considered in the evaluation.

High value capping has been analysed by examining the coefficient of variation versus the ascending metal contents of the combined Wesizwe and BRPM JV data for the individual evaluation cuts and the Pt:Pd ratios where an anomalously high palladium result was returned. The capped and uncapped contents are provided in Table 5.6 and the capped values were employed in this Mineral Resource evaluation.

Table 5.6: Capped and Uncapped contents

Drillhole	Deflection No.	Element	Uncapped Contents (cmg/t)	Capped Contents (cmg/t)
WF68	D0	Pt	2 015	1 700
WF68	D2	Pt	1 872	1 700
WF08	D0	Pd	1 667	358

Tables 5.7 and 5.8 contain the evaluation cuts for the Wesizwe Merensky and UG2 Reefs, respectively, employed in the Mineral Resource estimate in conjunction with the BRPM JV data.

Table 5.7: Merensky Reef Intersection Evaluations (intersection widths)

BHID	Deflection	Reef Type	Width (cm)	PGE(4) (g/t)	Pt (g/t)	Pd (g/t)	Rh (g/t)	Au (g/t)	Cu (%)	Ni (%)
WF01	D0	Normal	130	2.20	1.16	0.88	0.04	0.12	0.053	0.213
WF02	D0	Normal	191	4.74	3.00	1.29	0.30	0.15	0.070	0.228
WF07	D4	Normal	160	6.31	3.79	1.96	0.36	0.20	0.091	0.315
WF07	D5	Normal	153	7.85	4.88	2.31	0.50	0.17	0.083	0.277
WF07 Ave		Normal	157	7.06	4.32	2.13	0.43	0.18	0.087	0.296
WF08	D0	Normal	104	11.35	6.69	3.44	0.81	0.41	0.188	0.689
WF23	D0	Normal	137	5.81	3.63	1.74	0.30	0.13	0.081	0.289
WF60*	D2	Normal	95	5.42	3.34	1.65	0.18	0.26	0.106	0.300
WL1/03	D0	Normal	195	4.96	3.47	1.08	0.17	0.23	0.102	0.228
WL1/07	D0	Normal	149	6.09	3.85	1.64	0.49	0.12	0.071	0.280
WF68	D0	Single Chromitite	274	9.77	6.20	2.66	0.69	0.21	0.069	0.188
WF68	D1	Single Chromitite	273	7.00	4.39	1.93	0.49	0.18	0.061	0.141
WF68	D2	Single Chromitite	240	10.52	7.08	2.50	0.67	0.27	0.072	0.166
WF68 Ave		Single Chromitite	263	9.04	5.84	2.36	0.61	0.22	0.070	0.160
WF71	D0	Single Chromitite	239	9.04	5.17	1.87	1.70	0.30	0.092	0.175
WL2/13	D0	Detached	108	7.92	5.77	1.66	0.31	0.18	0.01	0.289
WL2/50	D0	Detached	117	5.23	3.46	1.43	0.09	0.24	0.074	0.200
WL2/06	D0	Detached	114	2.21	1.45	0.58	0.13	0.04	0.025	0.112

* Check assays of D4 were not available at the time of the Mineral Resource estimation.

Table 5.8: UG2 Reef Intersection Evaluations (intersection widths)

BHID	Deflection	Reef Type	Width (cm)	PGE(4) (g/t)	Pt (g/t)	Pd (g/t)	Rh (g/t)	Au (g/t)	Cu (%)	Ni (%)
WF02	D0	Normal	99	4.34	2.84	1.04	0.46	0.00	0.017	0.177
WF08	D0	Normal	114	0.96	0.72	0.21	0.03	0.00	0.003	0.072
WF23	D0	Normal	100	5.74	3.47	1.61	0.66	0.00	0.012	0.167
WF68	D0	Normal	113	3.06	2.03	0.75	0.29	0.00	0.003	0.109
WF68	D1	Normal	91	3.60	2.27	1.08	0.25	0.00	0.003	0.117
WF68	D3	Normal	101	5.74	3.47	1.61	0.66	0.00	0.012	0.167
WF68 Ave		Normal	102	4.11	2.58	1.13	0.40	0.00	0.006	0.131
WF69	D0	Normal	128	7.01	4.08	2.11	0.82	0.00	0.033	0.164
WF69	D1	Normal	126	4.84	3.24	1.06	0.55	0.00	0.015	0.123
WF69 Ave		Normal	127	5.94	3.66	1.59	0.69	0.00	0.024	0.164
WL1/03	D0	Normal	118	4.69	2.91	1.29	0.49	0.00	0.006	0.128
WL1/07	D0	Normal	156	5.17	2.51	2.16	0.49	0.01	0.002	0.109
WL2/50	D0	Normal	110	4.93	3.12	1.19	0.62	0.00	0.006	0.139
WF07	D1	Regional P/H	255	5.62	3.05	1.87	0.61	0.10	0.008	0.135
WF07	D3	Regional P/H	195	3.88	2.49	0.94	0.45	0.05	0.005	0.125
WF07 Ave		Regional P/H	225	4.86	2.80	1.46	0.54	0.05	0.007	0.135
WL2/13	D0	Regional P/H	112	3.04	1.87	0.89	0.28	0.00	0.011	0.116

6. MINERAL RESOURCES

6.1 Evaluation

This evaluation has been completed with no assumed pace of production in mind and hence no mining factors or assumptions have been considered. Also, no planned processing, metallurgical factors, forecast of revenue or operating cost has been considered.

Due to the paucity of data, the evaluation technique employed is based purely on an arithmetic mean of individual metal contents of the acceptable declustered intersections from the Wesizwe and BRPM JV data. Figure 11 depicts the drillholes employed in the evaluation. The area to the north of the Caldera Fault (immediately to the north of drillhole WL103) (Figure 12) has been excised from the evaluation, due to the reasons discussed in Section 5.1.6.2. Table 6.1 contains the average grades, widths and specific gravities estimated for each reef type.

Table 6.1: Merensky and UG2 Reef Average Grade, Width and SG Estimates

Parameter	Normal Reef	Single Chromitite Reef	Normal Footwall Reef	Detached Reef	Normal UG2 Reef	Regional Pothole UG2 Reef
PGE(4) grade (g/t)	5.29	8.55	7.28	4.80	4.07	4.93
Average Width (cm)	148	198	189	115	120	165
Average SG (t/m ³)	3.16	2.91	3.00	3.17	3.88	3.59
Pt Grade (g/t)	3.27	5.22	4.56	3.27	2.56	2.84
Pd Grade (g/t)	1.57	2.16	2.24	1.20	1.12	1.50
Rh Grade (g/t)	0.27	0.89	0.26	0.19	0.38	0.56
Au Grade (g/t)	0.18	0.28	0.21	0.14	0.01	0.03
Pt % of precious metals	61.79	61.06	62.70	68.11	62.88	57.67
Pd % of precious metals	29.60	25.21	30.71	24.99	27.47	30.38
Rh % of precious metals	5.17	10.42	3.60	3.90	9.36	11.40
Au % of precious metals	3.44	3.30	2.90	3.00	0.29	0.55

The horizontal areas of the various blocks have been measured and simple multiplication of the average intersection width, density and geological losses have been employed to derive the tonnage estimation. The metal contents are then based on application of the average metal grades as provided in Table 6.2.

Table 6.2: Average Evaluation Data for the various Merensky and UG2 Reef Types

Ore Body	Resource Type	Resource Area (m ²)	Tonnage (million)	PGE(4) (g/t)
Normal Reef	Inferred	3 088 121	14.345	5.29
Single Chromitite Reef	Inferred	967 090	5.572	8.55
Normal Footwall Reef	Inferred	285 159	1.617	7.28
Detached Reef	Inferred	2 694 491	9.823	4.80
Normal UG2 Reef	Inferred	4 232 026	19.704	4.07
Regional Pothole UG2 Reef	Inferred	2 105 070	12.772	4.93

6.2 Classification of Mineral Resources

Classification of mineral resources is generally governed by a measure of the estimation error associated with the grade or contained metal of the resource at the 90% confidence limits. When estimates are derived based on kriging algorithms, the kriging error can be employed to estimate the error likely to be associated with a dataset. It is unfortunate that this dataset is too small to allow this method of estimation to be employed.

On the assumption that the data is normally distributed, the 90% confidence limits can be ascertained by the use of small sampling theory and Student's "t" distribution (Spiegel, 1972). Tables 6.3 and 6.4 contain the results of this analysis.

Amongst many other considerations, The Mineral Corporation regards a Mineral Resource having an estimation error of less than 10% as Measured, between 10 and 25% as Indicated and between 25% and 50% as Inferred. The estimation error in Table 6.3 is based on half of the 90% confidence limits range divided by the mean.

Table 6.3: Ninety Percent Confidence Limits for the Merensky Reef Data

Statistic	Normal Reef Contents (cmg/t)	Detached Reef Contents (cmg/t)	Single Chromitite Reef Contents (cmg/t)	Normal Footwall Reef (cmg/t)
Mean	783	552	1 696	1 375
Standard Deviation	235	219	693	225
Number of Samples	14	5	4	4
Upper 90% Confidence Limit	898	760	2 548	1 680
Lower 90% Confidence Limit	667	343	844	1 069
Estimation Error %	14.8	38.2	50.3	22.2

Table 6.4: Ninety Percent Confidence Limits for the UG2 Reef Data

Statistic	Normal UG2 Reef Contents (cmg/t)	Regional Pothole Contents (cmg/t)
Mean	489	814
Standard Deviation	225	331
Number of Samples	13	7
Upper 90% Confidence Limit	605	1 075
Lower 90% Confidence Limit	373	552
Estimation Error %	23.6	32.2

All of the Mineral Resources are deemed to be Inferred Mineral Resources. The detracting aspect that does not allow the reefs with error percentages less than 25% being Indicated Mineral Resources is the lack of deflection data and certain unknown structural geology deficiencies.

6.3 Geological Losses

Two blocks of ground are noted within the total exploration area, one to the south of the Caldera Fault on Ledig (Section 5.1.6.2) where mining of the ore bodies is accepted as feasible and one to the north of this fault where mining (based on current understanding) is not deemed feasible. Thus, a large portion of Ledig that is likely to be underlain by Merensky Reef has been excised from the Mineral Resource estimates (Section 5.1.6.2).

In the area to the south of the Caldera Fault, normal geological losses have been applied to the Mineral Resources that are made up of fault losses, potholes losses and intrusions. As no training area (mine) is available for the Merensky and UG2 Reefs, they are assumed and, to some extent, based on the small sampling of these features by the Wesizwe and the BRPM JV drilling (except for the 15% employed for the pothole losses of the Merensky Reef). Table 6.5 contains the geological losses employed in this Mineral Resource estimate.

Table 6.5: Geological Losses Applied to the Mineral Resource Estimates

Reef	Losses due to Intrusions	Losses due to Faults	Losses due to Potholes	Total Geological Losses
Merensky Reef	3.5%	9.0%	15.0%*	27.5%
UG2 Reef	3.5%	9.0%	17.9%	30.4%

* Estimate based on knowledge of the pothole losses of some platinum mines in the region; intellectual property of The Mineral Corporation.

Table 6.6 contains the estimated Mineral Resources as derived for the Wesizwe Exploration Properties by The Mineral Corporation.

Table 6.6: Merensky and UG2 Reef Mineral Resource Estimates

Ore Body	Mineral Resource Type	Horizontal Resource Area (m ²)	Tonnage (tonne)	PGE(4) (g/t)	Pt (g/t)	Pd (g/t)	Rh (g/t)	Au (g/t)
Merensky Reef	Inferred	7 034 861	31 132 000	5.81	3.67	1.61	0.34	0.20
UG2 Reef	Inferred	6 337 096	32 476 000	4.41	2.65	1.29	0.45	0.02
Total	Inferred	13 371 957	63 608 000	5.09	3.15	1.44	0.40	0.11

The horizontal resource area is the area remaining after excising the geological losses. A large portion of Frischgewaagd Portions 3 and 4, approximately 100ha, is not explored for Merensky Reef and UG2 Reef as it is beyond 1 000m from the closest sampling point. Estimation of the contained metals has also been completed and the results are contained in Table 6.7.

Table 6.7: Estimation of the Contained Metals per Reef Type

Ore Body	Mineral Resource Type	PGE(4) oz (M)	Pt oz (M)	Pd oz (M)	Rh oz (M)	Au oz (M)
Merensky Reef	Inferred	5.815	3.669	1.608	0.342	0.195
UG2 Reef	Inferred	4.603	2.770	1.345	0.467	0.023
Total	Inferred	10.417	6.439	2.953	0.809	0.218

A tabulation of attributable PGE(4) ounces per property and Mineral Resource category is contained in Table 6.8.

Table 6.8: Wesizwe Attributable Ounces of PGE(4) for Each Commercial Area

Farm	Mineral Resource Type	Ore Body	Tonne	PGE(4) Grade g/t	Total PGE(4) Million Ounces	Wesizwe Percentage	Wesizwe Total PGE(4) Million Ounces
Ledig	Inferred	Merensky Reef	8 428 000	4.96	1.344	100	1.344
Ledig	Inferred	UG2 Reef	8 452 000	4.29	1.164	100	1.164
Frischgewaagd	Inferred	Merensky Reef	22 704 000	6.12	4.470	50	2.235
Frischgewaagd	Inferred	UG2 Reef	24 024 000	5.26	3.438	50	1.719
Total	Inferred	All Reefs	63 608 000	5.09	10.417	63	6.463

6.4 Mineral Resource Reviews

Snowden Mining Industry Consultants (Pty) Limited and RSG Global mineral consultants conducted reviews of the Mineral Resources underlying Ledig and Frischgewaagd (Portion 11 only) in May 2005 and June 2005, respectively. The results of the Mineral Resource estimates together with a comparison of this review are contained in Table 6.9. It should be noted that these tonnages and grades relate to a different area than the data in Tables 6.6, 6.7 and 6.8.

Table 6.9: Comparison of Snowden, RSG Global and The Mineral Corporation Mineral Resource Estimates for Ledig and Frischgewaagd (portion 11)

Item	SNOWDEN		RSG GLOBAL		THE MINERAL CORPORATION	
	Tonne (M)	PGE(4) (g/t)	Tonne (M)	PGE(4) (g/t)	Tonne (M)	PGE(4) (g/t)
Merensky Reef Inferred Resources	24.0	5.7	28.2	5.37	25.8	5.77
UG2 Reef Inferred Resources	17.0	5.7	28.9	4.25	26.4	4.36
Total Inferred Resources	41.0	5.7	57.1	4.80	52.2	5.06

The lower UG2 Inferred Mineral Resource estimated by Snowden can be reconciled once cognisance is taken of: the smaller area evaluated (92%); the narrower width (113cm versus 139cm); higher geological losses (45.0% versus 30.4%) and higher SG (3.89 versus 3.77) employed in the Snowden evaluation.

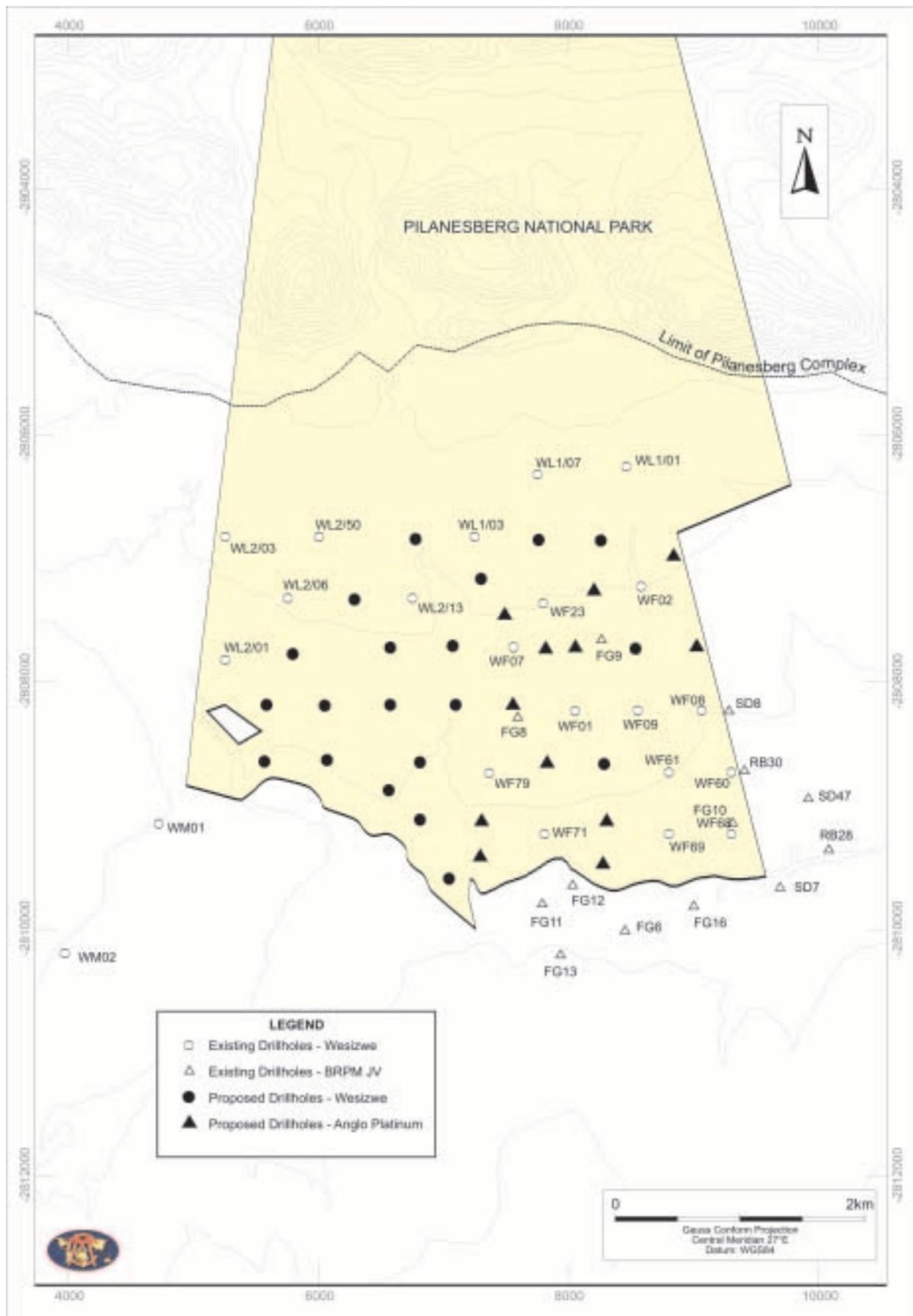
7. FUTURE EXPLORATION PROGRAMME

Wesizwe has presented an exploration budget to upgrade the currently identified Inferred Mineral Resources to the Indicated Mineral Resource level. The work required has been scheduled and costed by HBR. The Mineral Corporation has reviewed the work programme and is in general agreement with this programme and costing (in 2005 money terms).

7.1 Drilling Locations

Figure 21 depicts the existing diamond drilling data and the diamond drilling programme planned by Wesizwe over the next 12 months, as well as the work programme envisaged by Anglo Platinum. This programme is aimed at upgrading the unexplored areas on Frischgewaagd (Portions 3 and 4) and Ledig to the Indicated Mineral Resource category, and the Inferred Mineral Resources on Ledig to Indicated Mineral Resource Category. Anglo Platinum is expected to upgrade the Mineral Resources on Frischgewaagd (Portion 11) to Indicated Mineral Resources.

Figure 21: Existing Drilling Data for the Wesizwe Exploration Properties with the next twelve months' Drilling Campaign



7.2 Budget and Schedule

Table 7.1 contains the exploration expense for the drilling programme depicted in Figure 21. It also contains the past expenditure on exploration for the Wesizwe Project.

Table 7.1: Exploration Expenditure and Scheduled Forecast for 2006 to 2007

	2004	2005	2006	2007
Exploration Cost (R'000)	2 075	21 517	20 842	3 784
Cumulative Budget (R'000)	2 728	24 245	45 087	48 871
Drilling (m)	2 700	26 636	27 890	4 000
Cumulative Drilling (m)	2 700	29 336	57 226	61 226

This budget is based on drilling twenty boreholes with deflections as well as completing the deflection programme on the Phase 3 drillholes. The average depth per hole is approximately 900m.

No consideration in this budget is given to any geophysical surveys, which would be required at the feasibility stage.

8. ENVIRONMENTAL ASPECTS

Wesizwe is a mineral exploration company operating in the North West Province and, as such, it is expected to have limited environmental impact. It is noted that more detailed environmental impact studies would be required for the completion of full feasibility studies.

8.1 Environmental Authorization

The Environmental Management Programmes (EMPs) currently in force that dictate the environmental procedures to be adopted in the exploration phase are contained in Table 2.1, Section 2.

Water for the drilling operations is obtained from the Elands River. It is envisaged that approximately 5000l/day will be required. The Elands River falls in the Primary Drainage Region A. All catchments in this region are excluded from the General Authorization in terms of Section 39 of the National Water Act. Wesizwe will therefore need a Water Use License to abstract water from the river. A license application has reportedly been submitted to the Department of Water Affairs and Forestry (DWAF).

8.2 Environmental Management

The key environmental management measures are described in the EMPs and include the following:

- establishment, maintenance and rehabilitation of access roads is to be completed in consultation with the landowner/tenant. Disused roads are to be rehabilitated when site operations are complete;
- camp and office sites are to be located in consultation with the landowner/tenant, paying due attention to environmental issues and minimising impacts such as noise, dust, bright lights, etc.;
- suitable facilities for sewage, waste water and refuse disposal are to be provided;
- the sites are to be rehabilitated following cessation of operations;
- drilling sites are to be located in consultation with the landowner/tenant and must be provided with suitable facilities to prevent or contain any pollution;
- lined pits are to be provided for waste water and grease and oil polluted fluid. The contents of these pits and drip pans must be disposed of at a recognised facility;
- on completion of prospecting, the drilling site shall be rehabilitated to the satisfaction of the regional director. All disused structures are to be removed. Waste is to be removed, drillholes shall be covered and made safe and the vegetation cover is to be restored; and

- exploration trenches are to be sited in consultation with the landowner/tenant. The size of trenches is to be limited and the site must be suitably rehabilitated.

The Mineral Corporation also notes that it will be important to maintain good relations with the local population. In this regard, it is noted that good relations have reportedly been established with the Bakubung Tribe who have a shareholding in Wesizwe. Wesizwe has further initiated a programme to empower the Bakubung Tribe to participate meaningfully in the project.

It is The Mineral Corporation's opinion that, when the project moves into the mining phase, it should be possible to adequately manage any potential environmental impacts in respect of any mining project which may be developed on the Exploration Properties. The cost of such environmental management is not likely to differ significantly from that of any other similar project.

8.3 **Environmental Liability**

Currently, the environmental liability is limited to minor disturbances of a few small sites.

No cost assessment of this liability has been done nor is considered necessary. All drilling contracts specify that the contractor is required to comply with all the environmental measures specified in the EMPs. This will include the final rehabilitation of the site. All environmental costs, including site establishment, operational and rehabilitation costs are therefore included in the drilling contract price.

There is a risk that if the contractor fails to comply fully with all his environmental obligations there could be some residual liability. The Mineral Corporation believes that such residual liability is unlikely to exceed R10 000 per site.

8.4 **Financial Provision**

According to the Minerals Act (1991), the holder of a prospecting permit is required to make financial provision for the rehabilitation costs.

As noted above, all environmental costs including site rehabilitation are included in the drilling contract price and no residual costs are anticipated following closure. Wesizwe has provided R10 000 bank guarantees, in respect of each of the five sites, which could be used in the event that the contractor fails to meet his rehabilitation commitment.

The Mineral Corporation believes that adequate measures have been taken to ensure that environmental issues are satisfactorily dealt with.

9. **INDICATIVE VALUATION**

The Mineral Corporation was not mandated by the Directors of Wesizwe to report on the value of the WPL shares that are to be listed on the JSE. Notwithstanding this situation, The Mineral Corporation presents a guideline through three valuation methods on an indicative basis of the contained PGE (4) ounces. The Mineral Corporation does not specifically favour any one of the methodologies described. It can be seen from the information provided below that the three methods of valuation of WPL's attributable contained PGE (4) ounces demonstrate a wide variation in indicative value. This wide variation can be interpreted as containing low, mid and upper indicative value ranges. Any share value based purely on these indicative values would not be taking cognisance of any "corporate" issues that may apply to the WPL share value.

A total of 10.417 million ounces of PGE (4) has been identified for the Wesizwe project area, of which 6.463 million ounces are attributable to WPL in the Inferred Mineral Resource category. The Mineral Corporation provides indicative values in US Dollar terms for the contained PGE (4) ounces in the following commentary.

9.1 Indicative Valuation Method 1 (Comparative Sale)

The purchase of the Messina Platinum Mine (“Messina”) assets by Lonmin has set a recent benchmark for comparative sales transactions. Essentially, Lonmin purchased 19.639 million ounces of PGE (4) of *in situ* Mineral Resource in the Inferred, Indicated and Measured categories at a price of US\$248 million. This establishes a recent benchmark of US\$12.63 per PGE (4) ounce.

The value attributable to the various categories of Mineral Resources is not apparent from this globular transaction. However, the reported categories for this transaction are contained in Table 9.1.

Table 9.1: Messina Assets Bought by Lonmin

Mineral Resource Category	Tonnage (M)	Grade PGE (6) (g/t)	Messina Ownership	Attributable Ounces PGE (4) (M) ²
Measured	26.4	6.30	91.5%	4.447
Measured & Indicated	38.79	5.08	91.5%	5.270
Measured & Indicated	3.60	3.12 ¹	85%	2.609
Indicated & Inferred	44.43	5.49	45.75%	3.262
Inferred	29.98	5.05	91.5%	4.050
All Classes	139.6			19.639

¹PGE (4) only – no correction required.

²Corrected from PGE (6) where necessary by applying an assumed 9% discount factor.

Based on the data in Table 9.1, The Mineral Corporation has condensed the above attributable ounces into Measured and Indicated and Inferred categories. An assumption that the Indicated and Inferred Mineral Resources are split equally has been made. Table 9.2 contains the attributable Mineral Resources traded in terms of ounces of PGE (4) whereby a grasp of the price paid for the Inferred Mineral Resources may be gained.

Table 9.2: Contained PGE (4) Ounces per Mineral Resource Category

Mineral Resource Category	Contained PGE (4) ounces (M)
Measured & Indicated	13.957
Inferred	5.681
Total	19.639

The discount of Inferred to Indicated and Measured Mineral Resources from various gold trading data at the disposal of The Mineral Corporation is seen to be approximately 30%. Based on the data in Table 9.2, The Mineral Corporation has derived an indicative value for the contained PGE (4) ounces as follows:

$$\text{Base Indicative Value} = 248 / (13.957 + (5.681 \times 0.7))$$

$$\text{Base Indicative Value} = \text{US\$}13.82 \text{ per PGE (4) ounce}$$

Thus, the WPL Inferred contained PGE (4) ounces could be based on an indicative value as per the following:

$$\text{US\$}13.82 \times 0.7 = \text{US\$}9.67 \text{ per PGE (4) ounce}$$

9.2 Indicative Valuation Method 2 (Comparative Share Trading Prices)

The Mineral Corporation has been provided with a valuation database of four exploration companies that are presently active in the Western Bushveld region. As these projects are not in production, the primary assets are restricted to the Mineral Resources in various categories. In this database, the PGE (4) Mineral Resources are compared to the market capitalization, and a value can be placed on the PGE (4) ounces. Table 9.3 contains the pertinent results from this database.

Table 9.3: Valuation per Attributable PGE (4) Ounces Based on Market Capitalization

Company	Market Capitalization 5 November 2005 (US\$ M)	Total Mineral Resources (M ozs PGE (4))*	Base Indicative Value per Mineral Resource Ounce (US\$)
African Platinum	146.42	37.23	3.93
Eastern Platinum	106.78	10.19	10.48
Nkwe Platinum	38.49	6.81	5.65
Platinum Group Metals	55.48	1.55	35.71
Average			13.94

*Based on 100% of Measured and Indicated and 70% of Inferred Mineral Resources.

The average base indicative value of US\$13.94 per PGE (4) ounce from the above analysis is equitable to the Lonmin transaction indicative value of US\$13.82 per PGE (4) oz (Section 9.1).

Application of the 30% discount for Inferred contained metals to results in Table 9.3 yields US\$9.76 per PGE (4) ounce for the average indicative value. A low range between US\$2.75 and US\$4.00 for African Platinum and Nkwe Platinum respectively is interpreted from this data. After taking cognisance of the results of Method 1 described in Section 9.1, the indicative values obtained from Eastern Platinum (US\$7.34) and Platinum Group Metals (US\$25.00) would form part of the mid range indicative value.

9.3 Indicative Valuation Method 3 (Value of *in situ* metal)

A value attributable to the *in situ* metal has been estimated and gold transaction data has again been borrowed as a benchmark for this method. Gold transaction data, based on Mineral Resources in terms of contained ounces, has been scrutinized and, for Inferred Mineral Resources, a value based on approximately 6% of the contained gold ounces is applicable. This factor (average of 6%) is derived from the value paid divided by the total contained Inferred gold ounces multiplied by the gold price at the time of the transaction for several cases. This method, however, needs to be ameliorated to take cognizance of certain discount factors that apply to the platinum industry specifically:

The metallurgical recovery of PGEs from Merensky and UG2 Reefs is generally not as high as gold recovery. A discount of 10.53% has been applied to take cognizance of the lower recoveries of PGEs into concentrate (85%) – gold generally has a recovery of 95%. In addition, gold can be traded at the ruling price, whereas a small producing platinum mine is likely to sell its concentrate to a smelter. The usual toll-smelting arrangements result in the seller only realizing approximately 80% of the value of the contained PGEs. Thus, a further 20% discount should be applied. No discounts have been allowed for the capital and mining costs that this notional platinum producer would incur in the extraction of the Merensky and UG2 Reefs from underground. The mathematics of this method are as follows:

Total <i>in situ</i> Contained Metal (Pt, Pd, Rh, Au) Value	= Contained Metals x Metal Price
	= US\$5 076 million
Discounted <i>in situ</i> Contained Metal Value (6%)	= US\$304 million
Metallurgical Recovery discount factor (85/95=0.8947)	= US\$272 million
Saleable Value (80%)	= US\$218 million
Discounted Value per <i>in situ</i> Inferred Ounce (6.463million)	= US\$33.72per PGE (4) ounce

A Pt price of US\$900 per ounce, Pd price of US\$195 per ounce, Rh price of US\$2 160 per ounce and Au price of US\$440 per ounce were employed in this method of indicative valuation which based on the results of Sections 9.1 and 9.2 is interpreted as the upper indicative value.

9.4 Indicative Valuation Discussion

As can be seen from Sections 9.1, 9.2 and 9.3, very different approaches to the indicative valuation have been taken to arrive at low, mid and upper indicative values for the WPL assets. Table 9.4 contains the interpreted indicative value ranges.

Table 9.4: Interpretation of Indicative Value Ranges

Item	Low Range	Mid Range	Upper Range
Indicative Value (US\$ per PGE (4) oz)	2.75 to 4.00	7.34 to 25.00	33.73
Source	Method 2	Method 1 & 2	Method 3

The Eastern Platinum (Method 2) indicative value can be considered the most probable low end of the mid range at US\$7.35 per PGE (4) oz. The Platinum Group Metal indicative value of US\$25.00 per PGE (4) oz is interpreted as the high end of the mid range, with the Lonmin transaction at US\$9.67 per PGE (4) oz.

Based on the foregoing, the low range indicative value is not considered applicable to the WPL assets. The mid range indicative values between US\$7.35 and US\$25 per PGE (4) ounce is considered applicable to the WPL assets, particularly as they are directly east of the Platinum Group Metals ground and this range also contains the most recent Lonmin purchase of PGE (4) assets.

10. REFERENCES

- Bumby, A.J. (2000). "The geology of the Blouberg Formation, Waterberg and Soutpansberg Groups in the area of the Blouberg mountain, Northern Province, South Africa". PhD thesis (unpublished), University of Pretoria, South Africa.
- Du Plessis, A. and Kleywecht, R.J. 1987. "A dipping sheet model for the mafic lobes of the Bushveld Complex". South African Journal of Geology. V 95.
- Eales, H.V. and Cawthorn, R.G. 1996. "The Bushveld Complex". In Cawthorn, RG (Ed) Layered Intrusions, Developments in Petrology, vol. 15.
- Hartzer, F.J. 1995. "Transvaal Supergroup inliers: Geology, tectonic development, and relationship with the Bushveld Complex, South Africa". Journal of African Earth Science. V21.
- Leeb du Toit, A. 1986. "The Impala Platinum Mines". In Mineral Deposits of Southern Africa". II. Annhauser, and Maske, S., eds. Geological Society of South Africa, Johannesburg.
- Maier, WD., and Eales, HV. 1997. "Correlation within the UG2—Merensky Reef interval of the Western Bushveld Complex". Bull. Geol. Surv. S. Africa. 120.
- Royal Bafokeng Resources Holdings (Pty) Ltd, 2005. Web site: (www.rbr.co.za).
- South African Committee for Stratigraphy (SACS). 1980. "Stratigraphy of South Africa". Handbook, Geological Survey of South Africa.
- Spiegel, M. R. 1972. "Schaum's Outline Series – Theory and Problems of Statistics". McGraw-Hill Book Company.
- Vermaak, C. F. and Hendriks, L.P. 1976. "A Review of the mineralogy of the Merensky Reef, with specific reference to new data on the precious metal mineralogy". Economic Geology. V77.
- Vermaak, C. F. 1995. "The Platinum-Group Metals — a Global Perspective". Mintek. Randburg, South Africa.

Viljoen, M.J., De Klerk, W.J., Coetzer, P.M., Hatch, N.P., Kinloch, E.D. and Peyerl, W. 1986. "The Union Section of Rustenburg Platinum Mines Limited, with reference to the Merensky Reef". In Mineral Deposits of Southern Africa. II. Annhauser, and Maske, S., eds. Geological Society of South Africa, Johannesburg.

Viljoen, M.J. Theron, W.J., Underwood, B., Walters, B.M., Weaver, J. and Peyerl, W. 1986. "The Amandebult Section of Rustenburg Platinum Mines Limited, with reference to the Merensky Reef". In Mineral Deposits of Southern Africa. II. Annhauser, and Maske, S., eds. Geological Society of South Africa, Johannesburg.

Viljoen, M.J. and Hieber, R.W. 1986. "The Rustenburg Section of Rustenburg Platinum Mines Limited, with references to the Merensky Reef". In Mineral Deposits of Southern Africa". II. Annhauser, and Maske, S., eds. Geological Society of South Africa, Johannesburg.

Viljoen, M.J. 1994. "A review of the geological variations in facies and grade distribution of the Merensky Reef, Western Bushveld Complex, with some mining implications". Proceedings 15th Annual CMI Conference. SAIMM.

Wagner, P. A. 1929. "The Platinum Deposits and Mines of South Africa". Oliver and Boyd, London.

ANNEX A

Qualifications of Consultants

D R Young – Geologist and Competent Person

BSc with Honours (1974), Chelsea College, London University.

Fellow of the Geological Society of South Africa (FGSSA).

Fellow of the Australian Institute of Mining and Metallurgy (FAusIMM).

South African Council for Natural Scientific Professions (Pr Sci Nat).

31 years' experience in the minerals industry as an economic geologist conducting Mineral Resource evaluations for gold, PGEs, chromium, base metals and diamonds.

C S Ainsworth – Mining Geologist

MSc DIC, Imperial College, London University.

Member of the Geological Society of South Africa (MGSSA).

South African Council for Natural Scientific Professions (Pr Sci Nat).

15 years' mining geology and exploration experience in the corporate sector.

A M Killick – Professor of Geology

BSc with Honours, University of Cape Town.

MSc and DIC, Imperial College of Science and Technology, London.

PhD, Rand Afrikaans University, Johannesburg.

Fellow of the Geological Society of South Africa (FGSSA).

Fellow of the Society of Economic Geologists (FSEG).

Member of the International Association of Structural/Tectonic Geologists.

South African Council for Natural Scientific Professions (Pr Sci Nat).

33 years' industry experience in the corporate sector as an exploration and research geologist.

ANNEX B

Scope of Work/Limitations and Exclusions/Materiality

Scope of Work

The Mineral Corporation carried out the following scope of work for the CPR:

- Visits to Wesizwe's core yard and logging of core.
- Visits to Wesizwe's offices in Johannesburg to obtain documentation on:
 - Tenure;
 - Exploration budgets;
 - Assay results; and
 - Drillhole logs.

The CPR covers Wesizwe's Mineral Resources estimated according to the SAMREC Code.

Limitations and Exclusions

The CPR is based wholly on information provided by Wesizwe, made available to The Mineral Corporation over the period January to October 2005.

The work undertaken for this report is a technical review of the information provided by Wesizwe with such inspections as The Mineral Corporation considered appropriate. It specifically excluded all aspect of legal issues, commercial and financial matters, land titles, agreements, excepting where such aspects may directly influence Mineral Resource estimates.

Materiality

Where risks for an asset are likely to impact on the estimated Mineral Resources by less than 10%, they are not considered material.

ANNEX C

Glossary, Chemical Symbols, Abbreviations and Units

GLOSSARY

Alkali	Said of silicate minerals that contain alkali metals but little calcium.
Alluvial Fan	A low, outspread, gently sloping mass of loose rock material, shaped like an open fan, deposited by a stream at the place where it issues from a narrow mountain valley.
Anglo Platinum	Anglo Platinum Corporation Limited.
Anorthosite	Plutonic rock composed almost entirely of plagioclase feldspar.
Anticline	Arch-shaped fold in rocks, closing upwards, with the oldest rocks in the core.
Archaean	The pre-Proterozoic period which represents the oldest known Precambrian rocks.
Arcuate	Said of a fold whose axial trace is curved or bent.
Assay	The analysis of minerals and mine products to determine the concentrations of their individual components.
Base Metals	The more common metals such as copper, lead, zinc, chromium, cobalt and nickel.
Bronzite	A pyroxenite composed almost entirely of bronzite.
BRPM Joint Venture	Mineral exploitation joint venture between Rustenburg Platinum Mines Limited and The Royal Bafokeng Nation.
Bushveld Complex	A major intrusive igneous body in the northern part of South Africa, that has undergone remarkable magmatic differentiation. It is by far the largest layered intrusion known. The Bushveld Complex is a leading source of chromium and PGEs.
Cataclastic	A rock that has been formed by shattering.
Chlorite	A group of platy, greenish minerals, composed of Mg, Fe, Al, Si, O and H.
Chromitite	A spinel mineral, FeCr_2O_4 ; the principal ore of chromium. It is black with a metallic lustre and usually occurs in massive form.
Cumulate	An igneous texture formed by the accumulation of crystals that settled out from magma by the action of gravity.
De-surveyed	The method by which the drillhole log and down-the hole survey data are processed to obtain x, y and z coordinate of the logged data in relation to the drillhole collar position.
Diapirism	The process of piercing or rupturing of domed or uplifted underlying rocks by core material heated to the plastic state.
Diorite	Intermediate, coarse-grained igneous rock with up to 10% quartz.
Dip	The angle of inclination of a rock down its steepest slope, that is to say, the direction at right-angles to the strike. Dip is the angle between the maximum slope and the horizontal.
Dunite	Coarse-grained, igneous rock, consisting mainly of olivine.
Dyke	A wall-like body of igneous rock that is intruded (usually vertically) into the surrounding rock in such a way that it cuts across the stratification (layering) of this rock.
Eastern Limb	The eastern limb of the Bushveld Complex.
Exploration Properties	The exploration properties including and comprising certain portions of the farms Ledig 909 JQ, Zandriverspoort 210 JP, Frischgewaagd 96 JQ and Mimosa 81 JQ.

Facies	A rock unit defined by its composition, its shape and internal geometry. Generally, a sub-unit of a more extensive rock unit with defining compositional, textural and other characteristics.
Fault	A fractured surface in the earth's crust along which rocks have travelled relative to each other.
Felsic	A term applied to light-coloured igneous minerals and igneous rocks rich in these minerals. Derived from the two common minerals, feldspar and silica.
Feldspar/Feldspathic	A group of abundant rock forming minerals of general formula $MAI(Al,Si)_3O_8$ where M = K, Na, Ca, Ba, Rb, Sr and/or Fe.
Ferro-diorite	A dioritic rock in which the normal plagioclase is less calcic than about An50, and the ferromagnesium mineral iron-rich.
Fold	A bend in rock strata or in any planar feature. The feature (e.g. bedding, cleavage or layering) is deflected sideways and the amount and direction of dip is altered.
Footwall	The wall rock on the lower side of an inclined ore body (the floor).
Foyaite	A nepheline syenite containing a predominance of potassium feldspar.
Gabbro	A coarse-grained, basic igneous rock resulting from the slow crystallization of magmas of basaltic composition in which clinopyroxene is a common mineral.
Graben	An elongate, relative depressed crustal unit or block that is bounded by faults on its long sides.
Granite	A light-coloured, coarse-grained, igneous rock formed by partial melting of old continental crust, on a local scale by in situ replacement of continental crust (granitization), by fractional crystallization of basalt magma, or by a combination of these processes.
Granophyre	A light-coloured, medium-grained, igneous rock with a granite mineralogy but characterised by the development of a granophyric texture.
Hangingwall	The overlying side of an ore body, fault or mine working.
Harzburgite	A basic igneous rock, comprising mostly pyroxene, with lesser calcic plagioclase, accessory minerals such as chromite may be present.
Holocene	An epoch of the Quaternary period, from the end of the Pleistocene to the Present.
Hornblende	The commonest mineral of the amphibole group.
Hornfels	A massive, fine-grained, granoblastic contact metamorphic rock formed by re-crystallisation of shales, and occurring away from the contact with the igneous body.
Igneous	One of the three main groups of rock types (igneous, metamorphic, and sedimentary), to describe those rocks that have crystallized from a magma.
Inferred Mineral Resource	That part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill-holes which may be limited or of uncertain quality and reliability.
Intrusion	A mass of igneous rock which has forced its way, as magma, through pre-existing rocks and then solidified below the surface of the ground; hence intrusive rock.
Kaapvaal Craton	The ancient, proto-continental crystalline basement of northern South Africa.

Karoo Supergroup	The rocks that cover approximately two-thirds of the land surface of South Africa and form a thick pile of predominantly sedimentary strata that were deposited over the period 312 to 182 million years ago (Late Carboniferous to the Middle Jurassic periods).
Lamproite	A group of dark coloured hypabyssal or extrusive rocks that represent the end members of the syenites.
Leucocratic	Light coloured, applied to a light coloured igneous rock relatively poor in mafic minerals.
Lopolith	Concordant igneous intrusion that has a sagging, saucer-like form.
Mafic	Any dark coloured igneous rock which has a high proportion of pyroxene and olivine. Mafic (from magnesium + ferric). Ferromagnesian mineral or a rock in which such minerals predominate.
Magma/Magmatic	The molten rock found below the earth's crust which can give rise to igneous rocks.
Magnetite	A black mineral form of iron oxide crystallizing in the cubic system.
Massive	Lacking in any form or structure, e.g. massive beds are those without internal grading and lacking sedimentary structures. Applied to a compact mineral, which has no distinguishing crystal form.
Melanocratic	Dark coloured, applied to dark coloured gneiss rock rich in mafic minerals.
Mega-crystic	Any crystal or grain in an igneous or metamorphic rock that is significantly larger than the ground mass or matrix.
Merensky Reef	A stratiform PGE and base metal-bearing orebody located within the layered Upper Critical Zone of the Rustenburg Layered Suite. The mineralisation is spatially associated with the lower portion of the Merensky Pyroxenite and contained chromitite stringers.
Meta-	Any rock which has undergone metamorphism.
Metamorphic	An aggregate of minerals formed by the recrystallization of pre-existing rocks in response to a change of pressure, temperature or volatile content.
Meta-sediments	Sediments which have been metamorphosed.
Mica	A group of minerals consisting of complex phyllosilicates with sheet like structure.
Micaceous	Consisting of, containing or pertaining to mica.
Mineral	Inorganic substance which occurs naturally, and typically has a crystalline structure whose characteristics of hardness, lustre, colour, cleavage, fracture and relative density can be used to identify it.
Mineral Resource	A concentration (or occurrence) of material of economic interest in or on the earth's crust in such form, quality and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a Mineral Resource are known, estimated from specific geological evidence and knowledge, or interpreted from a well constrained and portrayed geological model. Mineral Resources are subdivided in order of increasing confidence, in respect of geoscientific evidence, into Inferred, Indicated and Measured categories.
National Water Act	National Water Act, 1998 (Act 36 of 1998).
Norite	A coarse-grained, basic igneous rock consisting of essential plagioclase feldspar, orthopyroxene (hypersthene or bronzite), and clinopyroxene (augite), often with accessory ilmenite.
Northern Limb	The northern limb of the Bushveld Complex.

Oikocrysts	In poikilitic fabric, the enclosing crystal.
Olivine	An olive-green, greyish-green or brown orthorhombic mineral, $(\text{Mg, Fe})_2\text{SiO}_4$.
Orthopyroxene	A series of pyroxenes which crystallize in the orthorhombic system.
Ounce (oz)	Measure of weight equal to 31.10348 grams.
Outcrop	That part of a rock formation which is exposed at the Earth's surface.
Pegmatoid	An igneous rock that has the coarse-grained texture of a pegmatite but lacks graphic intergrowths.
Poikilitic	Said of the texture of an igneous rock in which small grain of one mineral are irregularly scattered without common orientation in a typically anhedral larger crystal of another mineral.
Porphyritic	Pertaining to or resembling porphyry.
Porphyry	A medium- to coarse-grained, intrusive, felsic, igneous rock which is conspicuously porphyritic, containing more than 25% phenocrysts by volume.
Portion	A sub-division of surface rights and/or mineral rights.
Primary Drainage Region A	A water management area defined by DWAF, which comprises the Limpopo River basin shared with Botswana, Mozambique and Zimbabwe.
Precious metals	Gold, silver, platinum, palladium, rhodium, iridium, ruthenium and osmium.
Proterozoic	The most recent (about 2.5Ga to 575Ga ago) of the three sub-divisions of the Precambrian.
Proximal	Applied to a sediment or sedimentary environment close to the source or origin of the deposit.
Pycnometer	An instrument to measure the specific gravity of material.
Pyroxenite	An ultrabasic, igneous rock consisting of ferromagnesian minerals which are usually less than 40% by volume.
Quartz	Crystalline silica, SiO_2 .
Reef	A local term for a metalliferous mineral deposit.
Regolith	A general term for the unconsolidated rock material forming the surface of the land.
Rhyolite	A group of extrusive igneous rocks with phenocrysts of quartz and alkali feldspar.
Rhodium	The element with atomic number 45, which is in the second row of the transition metals and is a member of the platinum group metals. An increasing use of the metal is as an alloy with platinum in catalytic converters.
Ruthenium	The element with atomic number 44, which is in the second row of the transition metals and a member of the platinum group metals.
Saprolite	A soft earthy, clay-rich, thoroughly decomposed rock formed in places by chemical weathering of igneous and metamorphic rock.
Shale	Fine-grained, fissile, sedimentary rock composed of clay-sized and silt-sized particles unspecified mineral composition.
Silicate	A group of minerals containing single or multiple elements as negative ions combined with silicon and oxygen.
Sill	A tabular igneous intrusion having concordant surfaces of contact.
Stratigraphy	A branch of geology that deals with the definition and description of major and minor natural divisions of rocks.
Strike	The horizontal direction along a sloping stratum which is at right angles to the dip.

Strontium	The element with atomic number 38 which is in Group 2 of the periodic table. Strontium salts are used to produce a crimson colour in fireworks or flares.
Subcrop	An occurrence of strata in contact with the undersurface of an inclusive stratigraphic unit that succeeds an important unconformity on which overstep is conspicuous.
Sulphide	Binary compound of sulphur.
Surface rights	Access (and ownership) rights to the land surface.
Syenitic	Of a group of plutonic rocks containing alkali feldspar, a small amount of plagioclase, one or more mafic minerals, and quartz as an accessory.
Synform	A basin or trough-shaped fold whose younger strata may be above or below older ones.
Transvaal Supergroup	Early Proterozoic successions that accumulated in a vast epeiric basin covering 500 000km ² , consisting of the Wolkberg Group, the Black Reef Formation, and the Chuniespoort and Pretoria Groups.
Ultrabasic	An igneous rock that consists almost entirely of ferromagnesian minerals and possesses no free quartz, and with less than 45% silica.
Vertisol	A soil containing at least 30% clay.
Water Use License	In terms of the National Water Act, 1998 (Act 36 of 1998), water use licenses may be required for the abstraction of water (including underground water), storage of water, discharge of waste to water or the disposal of waste in a manner that may impact on the resource, and making physical changes to the structure of rivers and streams.
Waterberg Group	A predominantly sedimentary succession characterised by the ubiquitous presence of the earliest red beds with an age of between 1.9Ga and 1.4Ga.
Western Limb	The western limb of the Bushveld Complex.
Xenolith	An inclusion of a pre-existing rock in an igneous rock. Xenoliths are often derived from the country rocks that have been invaded by the igneous mass, and they frequently show some evidence of reaction.

CHEMICAL SYMBOLS

Au	Gold
Co	Cobalt
Cr	Chromium
Cu	Copper
Fe	Iron
Ir	Iridium
Ni	Nickel
Pd	Palladium
Pt	Platinum
Rh	Rhodium
Ru	Ruthenium
Ti	Titanium

ABBREVIATIONS

BMS	Base Metal Sulphides
BRPM	Bafokeng Rasimone Platinum Mine
DME	Department of Minerals and Energy
DWAF	Department of Water Affairs and Forestry
EMP	Environmental Management Programme
EMPR	Environmental Management Programme Report
GIS	Geographical Information Systems
HBR	Horizon Blue Resources (Pty) Limited
IRUP	Iron Replacement Ultramafic Pegmatoid
ISO	International Standards Association
IEC	International Electrotechnical Commission
JSE	The JSE Limited
MPDRA	Minerals and Petroleum Development Resources Act, 28 of 2002
PCN	Poikilitic Clustered Norite
PGE	Platinum Group Elements
PGE (4)	The total of Pt, Pd, Rh and Au
PGE (6)	The total of Pt, Pd, Rh, Ir, Ru and Au
PGM	Porphyritic Gabbro Marker
RBR	Royal Bafokeng Resources Holdings (Pty) Limited
SACS	South African Council for Stratigraphy
SAMREC Code	South African Code for Reporting of Mineral Resources and Mineral Reserves
SANAS	South African National Accreditation System
SG	Specific gravity

UNITS

cm	centimetre
cmg/t	centimetre gram per tonne
g	gram
Ga	Billion years before present
g/t	gram per tonne
ha	hectare
km	kilometre
l	litre
m	metre
M	Million
mm	millimetre
mamsl	metres above mean sea level
°	degrees
'	minutes
%	percentage

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