

NORTHAM

PLATINUM HOLDINGS LIMITED

Northam Platinum Holdings Limited

Incorporated in the Republic of South Africa

(Registration number: 2020/905346/06)

Share code: NPH

ISIN: ZAE000298253

("Northam Holdings" or the "Company")

PROSPECTUS TO NORTHAM SHAREHOLDERS

This Prospectus is a copy of a registered Prospectus filed with the CIPC on Wednesday, 19 May 2021 and registered by the CIPC on Tuesday, 25 May 2021. This Prospectus is prepared and issued in terms of the Companies Act, the Regulations and the JSE Listings Requirements for the purpose of providing information to Northam Shareholders in respect of Northam Holdings. This Prospectus is not an invitation to the general public to subscribe for Ordinary Shares in Northam Holdings.

This Prospectus is addressed to select members of the public, being Northam Shareholders. Northam Shareholders are referred to the Circular which this Prospectus accompanies for detailed information regarding the offer by Northam Holdings to Northam Shareholders to be implemented by way of the Northam Scheme in terms of which, if the Northam Scheme is implemented, Northam Holdings will acquire all of the Northam Scheme Shares held by the Northam Scheme Participants in exchange for Northam Holdings Shares on a one-for-one basis. No entitlement to fractions of Northam Holdings Shares will arise as a result of the implementation of the Northam Scheme.

To ensure the continuation of the listing of the Northam Group on the Main Board of the JSE, simultaneously with the implementation of the Northam Scheme, all Northam Shares will be delisted from the Main Board of the JSE and all Northam Holdings Shares will be listed on the Main Board of the JSE.

The Northam Scheme is conditional upon the fulfilment or waiver (to the extent permitted) of the Extended BEE Transaction Conditions.

The offer to Northam Shareholders to receive the Northam Scheme Consideration constitutes an initial public offering in terms of section 95(1)(e) of the Companies Act. This Prospectus is therefore required to be issued in terms of section 99(2) of the Companies Act.

At the date of issue of this Prospectus (i) the authorised share capital of Northam Holdings comprises 2 000 000 000 Northam Holdings Shares, being ordinary shares of no par value; (ii) the issued share capital of Northam Holdings comprises 1 Northam Holdings Share; and (iii) there are no Northam Holdings Shares held in treasury. Pursuant to the implementation of the Northam Scheme, (i) the authorised share capital will remain unchanged; (ii) the issued share capital of Northam Holdings will comprise a maximum of 509 781 212 Northam Holdings Shares; and (iii) there will be 1 Northam Holdings Share held in treasury. Northam Holdings' stated capital is R1. The maximum stated capital of Northam Holdings pursuant to the Composite Transaction is dependent on, *inter alia*, the Subscription Price and the Northam Scheme Implementation Date.

The Northam Holdings Shares will, upon issue, be fully paid up, freely transferrable and shall rank *pari passu* in all respects with existing Northam Holdings Shares in issue. There are no convertibility or redemption provisions relating to any of the Northam Holdings Shares to be issued. The listing price of the Northam Holdings Shares will be the price of the Northam Shares as at the Northam Scheme Implementation Date.

The Northam Scheme does not contemplate the raising of any capital in respect of Northam Holdings. Accordingly, the listing of the Northam Holdings Shares is not subject to a minimum amount being raised.

Subject to implementation of the Northam Scheme, the JSE has granted Northam Holdings a listing on the Main Board in respect of the Northam Holdings Shares to be issued pursuant to the Northam Scheme in the "Mining" sector and "platinum and precious metals" sub-sector of the JSE, with the share code NPH and ISIN ZAE000298253, which will take place on the Northam Holdings Listing Date, which is expected to be Wednesday, 8 September 2021. The Northam Holdings Shares will only be traded on the JSE trading system in electronic form. No Documents of Title in respect of the Northam Holdings Shares will be issued.

Corporate Advisor, Transaction Sponsor and Sponsor to Northam and Northam Holdings



Attorneys to Northam and Northam Holdings



Independent Auditor and Independent Reporting Accountant to Northam and Northam Holdings



Competent Person



Tax Advisor to Northam and Northam Holdings



Counsel to Northam and Northam Holdings as to English and U.S. law



Independent Sponsor to Northam and Northam Holdings



The Directors, whose names are set out in Section 1, paragraph 2.2, collectively and individually, accept full responsibility for the accuracy of the information contained in this Prospectus and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Prospectus contains all information required by the law and the JSE Listings Requirements.

The JSE takes no responsibility for the contents of this Prospectus and makes no representation as to the accuracy or completeness of this Prospectus and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of this Prospectus.

The corporate advisor, equity sponsor and transaction sponsor, independent sponsor, Independent Auditor and Independent Reporting Accountant, tax advisors, Transfer Secretaries, company secretary, bankers, attorneys, Competent Person and counsel as to English and U.S. law, whose names appear under the "Corporate Information and Advisors" section of this Prospectus, have consented in writing to act in the capacities as stated and to their names being included in this Prospectus. None of these parties have withdrawn any such consent prior to the publication of this Prospectus.

This Prospectus is available in English only. Copies of this Prospectus may be obtained from the registered offices of Northam Holdings at the address set out in the "Corporate Information and Advisors" section of this Prospectus, from the date of issue of this Prospectus until 10 Business Days after the Northam Scheme Record Date, during normal business hours. A copy of this Prospectus is also available on Northam's website: <https://www.northam.co.za/>.

Date of issue: 31 May 2021

IMPORTANT INFORMATION

The definitions and interpretations commencing on page 7 apply to this section unless otherwise stated or the context so requires.

FOREIGN SHAREHOLDERS

Non-U.S. Shareholders

This Prospectus and the Circular have been prepared for purposes of complying with the Companies Act, the Regulations and the JSE Listings Requirements in South Africa. The information disclosed may not be the same as that which would have been disclosed had this Prospectus or the Circular been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa.

This Prospectus and the Circular have not been and will not be lodged, registered or filed in any jurisdiction outside of South Africa and shall not constitute an offer to sell or the solicitation of an offer to subscribe for or buy securities, nor shall there be any sale of the securities described herein, in any jurisdiction, in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction or without an exemption from the registration or qualification requirements under the securities laws of such jurisdiction.

In relation to each Member State of the European Economic Area (each a “**Relevant State**”), this Prospectus and the Circular and any other material in relation to the securities described herein or therein is only directed at, and any investment or investment activity to which this Prospectus and the Circular relate is available only as follows: (A) to any legal entity which is a qualified investor as defined under Article 2 of the Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) (an “**EEA Qualified Investor**”); (B) to fewer than 150 natural or legal persons (other than EEA Qualified Investors) in that Relevant State; or (C) in any other circumstances falling within Article 1(4) of the Prospectus Regulation.

In relation to the United Kingdom, this Prospectus and the Circular and any other material in relation to the securities described herein or therein is only directed at, and any investment or investment activity to which this Prospectus and the Circular relate is available only as follows: (A) to any legal entity which is a qualified investor as defined under Article 2 of the Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”), (a “**UK Qualified Investor**”); (B) to fewer than 150 natural or legal persons (other than UK Qualified Investors); or (C) in any other circumstances falling within Section 86 of the Financial Services and Markets Act 2000.

In relation to the UAE, by receiving this Prospectus, the Circular, the Application and Surrender Form and any other material in relation to the securities described herein, the person or entity to whom it has been issued understands, acknowledges and agrees that this Prospectus, the Circular, the Application and Surrender Form and any such other material have not been approved by or filed with the UAE Central Bank, the UAE Securities and Commodities Authority (the “**SCA**”) or any other authorities in the UAE, nor has Northam or Northam Holdings received authorisation or licencing from the UAE Central Bank, SCA or any other authorities in the UAE to market or sell securities or other investments within the UAE. No marketing of any financial products or services has been or will be made from within the UAE other than in compliance with the laws of the UAE and no subscription to any securities or other investments may or will be consummated within the UAE. It should not be assumed that Northam or Northam Holdings is a licensed broker, dealer or investment adviser under the laws applicable in the UAE, or that any of them advise individuals resident in the UAE as to the appropriateness of investing in or purchasing or selling securities or other financial products. The Northam Holdings Shares are not intended for circulation or distribution in or into the UAE, other than to persons who are “*Qualified Investors*” within the meaning of the SCA’s Board of Directors Decision No. 37/R.M of 2019 Concerning the Definition of Qualified Investor to whom the materials may lawfully be communicated. This does not constitute a public offer of securities in the UAE in accordance with the SCA Chairman of the Board Resolution No. 11/R.M of 2016 on the Regulations for Issuing and Offering Shares of Public Joint Stock Companies, or otherwise.

In relation to Japan, the Northam Holdings Shares have not been and will not be registered in accordance with Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended) (“**FIEA**”) since the offering of the Northam Holdings Shares in Japan constitutes Solicitation of a Small Number of Investors under Article 23-13, Paragraph 4 of the FIEA. The Northam Holdings Shares will

not be offered or sold, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act of Japan (Law No. 228 of 1949, as amended)) (including any corporation or other entity organised under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan, except pursuant to Solicitation of a Small Number of Investors.

In relation to Switzerland, the offering of the Northam Holdings Shares in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act of 15 June 2018, as amended (the “**FinSA**”) because (i) less than 500 persons hold Northam Shares in Switzerland and, consequently, the Northam Scheme is addressed to less than 500 retail clients (and thus exempt from the requirement to prepare a prospectus pursuant to article 36(1)(b) of the FinSA) and (ii) the Northam Holdings Shares will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Prospectus, nor the Circular nor any other offering or marketing material relating to the Northam Holdings Shares constitutes a prospectus pursuant to the FinSA or has been approved by a Swiss review body within the meaning of article 52 of the FinSA and no such prospectus will be prepared in connection with the Northam Scheme.

The distribution of this Prospectus and the Circular in certain jurisdictions may be restricted by applicable law and therefore, persons in such jurisdictions into which this Prospectus and the Circular are released, published or distributed should inform themselves about and observe such restrictions.

The contents of this Prospectus should not be construed as legal, financial, investment, tax, accounting or other professional advice. This document is for your information only and nothing in this document is intended to endorse or recommend a particular course of action. Each Shareholder should consult his, her or its own legal, financial, tax or other professional advisor for legal, financial, tax or other professional advice.

If you are a Foreign Shareholder, you are urged to read the important information relating to the Composite Transaction contained in Section 2, paragraph 3.2 and paragraph 52 of the Circular. If you are in doubt about your position, you should consult your professional advisor in the relevant jurisdiction.

U.S. Shareholders

The Northam Holdings Shares being offered pursuant to the Northam Scheme have not been and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States or other jurisdiction, and, subject to certain limited exceptions, may not be offered or sold within the United States absent of registration under the U.S. Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. In addition, Northam Holdings has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”), and investors will not be entitled to the benefits of the Investment Company Act. Accordingly, within the United States (as defined in Regulation S under the U.S. Securities Act) only Shareholders reasonably believed to be qualified institutional buyers (“**QIBs**”) (as defined in Rule 144A under the U.S. Securities Act) will receive Northam Holdings Shares.

Shareholders who are located in the United States and who are QIBs (“**Eligible U.S. Shareholders**”) will be required to deliver an investor letter for prior approval to receive Northam Holdings Shares as described in section 2, paragraph 3.2 and paragraph 52 of the Circular. Any Northam Holdings Shares received by an Eligible U.S. Shareholder will be “*restricted securities*” (as defined in Rule 144 under the U.S. Securities Act) and will be subject to restrictions on transferability set forth in the investor letter.

Shareholders in the United States should note that the Northam Holdings Shares are securities in a South African company, and the Northam Scheme is subject to South African procedural and disclosure requirements (which are different from those of the United States) and is a scheme of arrangement provided for under South African company law. The financial information with respect to Northam included in this Prospectus and the Circular has been prepared in accordance with IFRS and thus may not be comparable to financial information of companies in the United States or companies whose financial statements are prepared in accordance with Generally Accepted Accounting Principles in the United States.

In addition, until 40 days after the commencement of the Northam Scheme, an offer, sale or transfer of the securities to which the Northam Scheme relates within the United States by a dealer (whether or not participating in the offer) may violate the registration requirements of the U.S. Securities Act if such offer, sale or transfer is made otherwise than in accordance with Rule 144A or another exemption from, or a transaction not subject to, the registration requirements under the U.S. Securities Act.

Neither the Securities and Exchange Commission nor any securities commission of any state of the United States has approved the Northam Scheme, passed upon the fairness of the Northam Scheme or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

FORWARD-LOOKING STATEMENTS

The statements contained in this Prospectus that are not historical facts are “*forward-looking*” statements. Without limitation, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms “*targets*”, “*aims*”, “*anticipates*”, “*believes*”, “*estimates*”, “*expects*”, “*intends*”, “*may*”, “*plans*” “*projects*” “*should*” or “*will*”, or, in each case, their negative, other variations or comparable terminology of similar substance, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements include all statements in relation to matters that are not historical facts. These forward-looking statements are subject to a number of substantial risks and uncertainties, many of which are beyond the Company’s and the Group’s control and actual results and developments may differ materially from those expressed or implied by these statements for a variety of factors. These forward-looking statements are statements based on the Company’s and the Group’s current intentions, beliefs and expectations about, among other things, the Company’s and the Group’s results of operations, financial condition, prospects, growth, strategies and the industry in which the Company and the Group operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and the actual results of the Company and the Group’s operations, financial condition or liquidity, and the development of the markets and the industry in which they operate or are likely to operate and their respective operations may differ materially from those described in, suggested by, or implied in any forward-looking statements contained in this Prospectus. Many of these risks and uncertainties relate to factors that are beyond the Company’s and the Group’s ability to control or estimate precisely, such as changes in taxation, future market conditions, commodity prices, currency fluctuations, the COVID-19 pandemic, the actions of governmental regulators and other risk factors. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. The forward-looking statements contained in this Prospectus speak only as of the date of this Prospectus. The Company and Northam undertake no duty to update any of the forward-looking statements publicly in light of new information or future events, except to the extent required by applicable law and the JSE Listings Requirements.

No statement in this Prospectus is intended as a profit forecast or a profit estimate, and no statement in this Prospectus should be interpreted to mean that earnings per Northam Share or Northam Holdings Share for the current or future financial years would necessarily match or exceed the historical published earnings per Northam Share. Prices and values of, and income from, Northam Shares or Northam Holdings Shares may decrease or increase, and an investor may not receive the amount initially invested. It should be noted that past performance is no guide to future performance. Persons requiring advice should consult an independent financial advisor. Any forward-looking statements contained in this Prospectus have not been reviewed nor reported on by the Independent Auditor or Independent Reporting Accountant.

CORPORATE INFORMATION AND ADVISORS

Northam Platinum Holdings Limited

Place of incorporation: South Africa

Date of incorporation: 2 December 2020

Company Secretary and Registered Office of the Company

Patricia Beatrice Beale
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
South Africa
(PO Box 412694, Craighall, 2024, South Africa)

Equity Sponsor and Transaction Sponsor

One Capital Sponsor Services Proprietary Limited
(Registration number 2000/023249/07)
17 Fricker Road
Illovo, 2196
South Africa
(PO Box 784573, Sandton, 2146, South Africa)

Tax Advisors

Cliffe Dekker Hofmeyr Inc.
(Registration number 2008/018923/21)
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Sandown, Sandton, 2196
South Africa
(Private Bag X40, Benmore, 2010, South Africa)

Transfer Secretaries

Computershare Investor Services
Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
South Africa
(Private Bag X9000, Saxonwold, 2132, South Africa)

Counsel as to English and U.S. law

Allen & Overy LLP
One Bishops Square
London
E1 6AD
United Kingdom

Competent Person

The MSA Group Proprietary Limited
(Registration number 2000/002800/07)
Henley House
Greenacres Office Park
Cnr Victory & Rustenburg Roads
Victory Park
Randburg, 2195
(PO Box 81356, Parkhurst, 2120, South Africa)

Directors

David Hugh Brown (Chairman)
Paul Anthony Dunne (Chief Executive Officer)
Aletta Helena Coetzee (Chief Financial Officer)

Corporate Advisor

One Capital Advisory Proprietary Limited
(Registration number 2009/021943/07)
17 Fricker Road
Illovo, 2196
South Africa
(PO Box 784573, Sandton, 2146, South Africa)

Attorneys

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Sandton, 2196
South Africa
(PO Box 61771, Marshalltown, Johannesburg, 2107
South Africa)

Independent Auditor and Independent Reporting Accountant

Ernst & Young Inc.
(Registration number 2005/002308/21)
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Sandton, 2146
South Africa
(Private Bag X14, Sandton, 2146, South Africa)

Independent Sponsor

Deloitte and Touche Sponsor Services Proprietary
Limited
(Registration number 1996/000034/07)
5 Magwa Crescent
Waterfall City
Midrand, 2090
South Africa
(Private Bag X6, Gallo Manor, 2052, South Africa)

Bankers

Nedbank Limited
135 Rivonia Road
Sandown, 2196
Sandton
South Africa
(PO Box 1144, Johannesburg, 2000, South Africa)

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DEFINITIONS AND INTERPRETATIONS

In this Prospectus and annexures hereto, unless otherwise stated or the context so requires, the terms and expressions in the first column will bear the meanings stated opposite them in the second column:

“30 Day VWAP”	the volume weighted average price at which Northam Shares and/or Northam Holdings Shares, as the case may be, trade on the JSE for the 30 trading days up to but excluding the relevant day, as published by Refinitiv (previously known as Thomson Reuters) or, if Refinitiv should cease to publish such information, as published by any equivalent reputable agency nominated by Northam and/or Northam Holdings, as the context may require;
“A Preference Share”	a variable rate cumulative redeemable preference share in the share capital of HDP SPV, Community SPV or Employee SPV, as the context may require, having the rights, obligations and privileges set out in the A Preference Share Terms;
“A Preference Share Terms”	the preferences, rights, obligations, privileges, limitations and other terms associated with the A Preference Shares to be set out in the MOI of each SPV, a summary of the proposed salient terms of which is included in annexure 11 to the Circular;
“Accumulated Dividends”	<i>“Accumulated Dividends”</i> as defined in the Zambezi Pref Share Terms, being the aggregate of the dividends which have accrued and become payable in respect of the Zambezi Preference Shares but which have not been paid by Zambezi;
“Adjusted Zambezi Taxes”	the amount of the estimated Zambezi Taxes calculated in accordance with the Calculation Model utilising the disposal price (for tax purposes) determined in accordance with the Tax Ruling in relation to the disposals by Zambezi of Northam Shares in terms of the Repurchase, the Revised Accumulated Dividends Settlement and the Zambezi Preference Share Redemption;
“Application and Surrender Form”	the form of application, surrender and transfer (<i>pink</i>) incorporated into the Northam Holdings Prospectus for use by Northam Shareholders who are Certificated Shareholders, Dematerialised Shareholders with “ <i>own name</i> ” registration and relevant Foreign Shareholders, for purposes of (i) Certificated Shareholders and Dematerialised Shareholders with “ <i>own name</i> ” registration receiving the Northam Scheme Consideration in terms of the Northam Scheme; and (ii) Certificated Shareholders surrendering Documents of Title in respect of Northam Shares under the Northam Scheme;
“Appraisal Rights”	<ul style="list-style-type: none">(i) in respect of Northam, the appraisal rights afforded to Northam Shareholders in terms of section 164 of the Companies Act, as a consequence of the adoption of the Share Acquisitions Scheme Resolution or the Northam Scheme Resolution, which rights are more fully set out in paragraphs 10.5 and 17 of the Circular and annexure 22 to the Circular; and(ii) in respect of Zambezi, the appraisal rights afforded to:<ul style="list-style-type: none">– Zambezi Preference Shareholders in terms of section 164 of the Companies Act, as a consequence of the adoption of the relevant Zambezi Scheme Resolution or, to the extent applicable, the Zambezi Pref Share Term Amendments Resolutions; or

- Zambezi Ordinary Shareholders in terms of section 164 of the Companies Act, as a consequence of the adoption of the resolutions approving the Zambezi Scheme, the Zambezi Disposals or, to the extent applicable, the Zambezi Pref Share Term Amendments, the Zambezi N Share Term Amendments and/or the Zambezi MOI Amendments;

“Atisa”	Atisa Platinum (RF) Proprietary Limited (registration number 2014/191520/07), a ring-fenced private company incorporated in accordance with the laws of South Africa, being a Zambezi Ordinary Shareholder, holding 12.80% of the Zambezi Ordinary Shares in issue. The shareholders of Atisa are set out in annexure 24 of the Circular;
“Authorised Dealer”	a commercial bank that is licensed by the SARB to deal in foreign exchange;
“Authorities”	any country, national body, state, province, municipality, or subdivision of any of the foregoing, including any official or employee thereof in his capacity as such, any governmental department, or any agency, court, tribunal, entity, commission, board, ministry, bureau, locality or authority of any of the foregoing, including any official or employee thereof in his capacity as such, or any quasi-governmental or private body exercising any regulatory, taxing, importing, exporting, or other governmental or quasi-governmental function, including, for the avoidance of doubt, the Competition Authorities, the JSE, the TRP, the CIPC and the Financial Surveillance Department of the SARB, including any official or employee thereof in his capacity as such;
“B Preference Share”	a redeemable preference share in the share capital of HDP SPV, Community SPV or Employee SPV, as the context may require, having the rights, obligations and privileges set out in the B Preference Share Terms;
“B Preference Share Terms”	the preferences, rights, obligations, privileges, limitations and other terms associated with the B Preference Shares to be set out in the MOI of each SPV, a summary of the proposed salient terms of which is included in annexure 12 to the Circular;
“Base Case Zambezi Taxes”	the amount of the estimated Zambezi Taxes calculated in accordance with the Calculation Model utilising a disposal price (for tax purposes) of (i) R152.00 in relation to the disposal by Zambezi of Northam Shares in terms of the Repurchase; and (ii) R160.00 in relation to the transfer by Zambezi of Northam Shares in terms of the Revised Accumulated Dividends Settlement and the Zambezi Preference Share Redemption;
“B-BBEE Act”	the Broad-Based Black Economic Empowerment Act, No. 53 of 2003;
“BEE”	black economic empowerment as contemplated in the BEE Laws;
“BEE Codes”	the Codes of Good Practice issued under section 9(1) of the B-BBEE Act, as gazetted from time to time;
“BEE Laws”	the B-BBEE Act, the BEE Codes, the MPRDA, the Mining Charter and the Mining Codes to the extent that such laws are applicable or may become applicable to the Northam Group and/or its business activities from time to time and any other similar laws which may be applicable to the Northam Group and/or its business activities from time to time;
“BEE Security SPV Subscriptions”	collectively, the subscriptions by the BEE SPVs for ordinary shares in the relevant BEE Security SPV pursuant to the Extended BEE Transaction, as defined in Section 1, paragraph 4.10.3.3.2;

“BEE Security SPVs”	collectively, Community Security SPV and Employee Security SPV, to be established for purposes of the Extended BEE Transaction, or any one or each of them, as the context may require, further details of which are set out in Section 1, paragraph 4.10.3.1 and paragraph 27 of the Circular;
“BEE SPV Administration Services Agreements”	collectively, the written agreements which are expected to be entered into between Northam and each of the BEE SPVs and BEE Security SPVs, in terms of which the parties will, <i>inter alia</i> , agree to the appointment of Northam to attend to the day-to-day administration of the BEE SPVs and BEE Security SPVs, as defined in paragraph 25.6.1.2 of the Circular;
“BEE SPV Pref Subscription Agreements”	the written agreements which are expected to be entered into between Northam and each BEE SPV in terms of which the parties will, <i>inter alia</i> , agree to the BEE SPV Pref Subscriptions;
“BEE SPV Pref Subscriptions”	collectively, the subscriptions by Northam for the A Preference Shares and B Preference Shares issued by each of the BEE SPVs pursuant to the Extended BEE Transaction, as defined in Section 1, paragraph 4.10.3 and paragraph 25.2.1.3.1 of the Circular;
“BEE SPV Shares”	an ordinary share of no par value in the authorised share capital of the BEE SPVs;
“BEE SPV Subscription Shares”	collectively, the Northam Shares to be subscribed for by the BEE Security SPVs pursuant to the BEE SPV Subscriptions, which will in aggregate not amount to more than 23% of the Northam Shares in issue (net of Treasury Shares);
“BEE SPV Subscriptions”	the BEE SPV Subscriptions as defined in Section 1, paragraph 4.10.3;
“BEE SPVs”	collectively, Community SPV and Employee SPV, to be established for purposes of the Extended BEE Transaction, or any one or each of them, as the context may require, further details of which are set out in Section 1, paragraph 4.10.3.1 and paragraph 27 of the Circular;
“BEE Trust Transaction Agreements”	the written agreements which are expected to be entered into between Northam, Zambezi and each of the BEE Trusts, in terms of which the parties will, <i>inter alia</i> , agree to amend the applicable transaction documents relating to the Zambezi BEE Transaction to enable the parties to implement and give effect to the Transaction;
“BEE Trusts”	collectively, the ESOP and the Community Trusts, or any one or each of them, as the context may require;
“Booyseendal Community Trust”	the Northam Booyseendal Community Trust (Master’s reference no. IT000178/2015(G)), or the trustees thereof acting in their capacities as such, being a Zambezi Ordinary Shareholder holding 7.95% of the Zambezi Ordinary Shares in issue;
“Broker”	any person registered as a “ <i>broking member (equities)</i> ” in terms of the Equities Rules of the JSE and in accordance with the provisions of the Financial Markets Act;
“Business Day”	any day other than a Saturday, Sunday or gazetted national public holiday in South Africa;
“Calculation Model”	the financial model to be utilised to calculate the estimated Zambezi Taxes, the estimated STT Liability Amount and the Zambezi Retention Shares, in an agreed form between Northam and Zambezi and incorporated into the Implementation Agreement;
“Certificated Shareholders”	holders of Certificated Shares;

“Certificated Shares”	Northam Shares that have not been Dematerialised and are represented by share certificates or other Documents of Title;
“CIPC”	the Companies and Intellectual Property Commission, established by section 185 of the Companies Act;
“Circular”	the combined circular to Northam Shareholders, dated Monday, 31 May 2021, issued by the Independent Board, Northam and Northam Holdings, and all annexures thereto and incorporating the Notice of General Meeting, the Form of Proxy (<i>blue</i>) and accompanied by this Prospectus which incorporates the Application and Surrender Form (<i>pink</i>);
“Communities”	the host and/or affected communities residing in the vicinity of one or more of the Northam Group's mining operations;
“Community Entities”	one or more companies or trusts established for the benefit of Communities to warehouse Communities' interests in the Community SPV, which entities may include the Community Trusts;
“Community Security SPV”	a special purpose ring-fenced company to be incorporated by Northam in accordance with the laws of South Africa for purposes of the Extended BEE Transaction, further details of which are set out in Section 1, paragraph 4.10.3.1.1;
“Community SPV”	a special purpose ring-fenced company to be incorporated by Northam in accordance with the laws of South Africa for purposes of the Extended BEE Transaction, further details of which are set out in Section 1, paragraph 4.10.3.1.2;
“Community SPV Share”	an ordinary share of no par value in the authorised share capital of Community SPV;
“Community Trusts”	collectively, the Zondereinde Community Trust and the Booyseendal Community Trust, or any one or more of them, as the context may require;
“Companies Act”	the Companies Act, No. 71 of 2008;
“Competent Person”	The MSA Group Proprietary Limited (registration number 2000/002800/07) a private company incorporated in accordance with the laws of South Africa;
“Competent Person's Report”	the report prepared by the Competent Person, in compliance with section 12 of the JSE Listings Requirements;
“Competition Act”	the Competition Act, No. 89 of 1998;
“Competition Authorities”	the commission established pursuant to Chapter 4, Part A of the Competition Act or the tribunal established pursuant to Chapter 4, Part B of the Competition Act or the appeal court established pursuant to Chapter 4, Part C of the Competition Act, as the case may be;
“Compliance Certificate”	a compliance certificate issued by the TRP in terms of section 121(b) of the Companies Act;
“Composite Transaction”	the inter-conditional transaction comprising the Transaction and the Extended BEE Transaction;
“Computershare Nominees”	Computershare Nominees Proprietary Limited (registration number 1999/008543/07), a private company incorporated in accordance with the laws of South Africa, being the nominee of Computershare's CSDP;
“COVID-19 Restrictions”	the regulations, directives and/or preventative measures required to be adhered to relating to the COVID-19 pandemic as published or issued by the relevant South African Authorities from time to time, and the guidance from the South African Government regarding the need for social distancing, as a result of the COVID-19 pandemic;

“CSDP”	a “ <i>participant</i> ”, as defined in section 1 of the Financial Markets Act, being a person authorised by a licensed central securities depository to perform custody and administration services or settlement services or both in terms of the central depository rules;
“Debt Listings Requirements”	the listings requirements issued by the JSE under the Financial Markets Act to be observed by issuers of debt instruments listed on the JSE, being the JSE Debt Listings Requirements;
“Deemed Interest Amount”	in the event that Northam does not make an advance (other than a Deemed Advance as defined in the Zambezi Ordinary Shareholder Loan Agreements) under the relevant Zambezi Ordinary Shareholder Loan Agreements (“ Actual Advance ”) to any of the BEE Trusts on the same day that Northam makes the Actual Advances to the Relevant Zambezi Shareholders (“ Advance Date ”), the amount of interest that would have accrued in respect of the Actual Advance to the relevant BEE Trusts had such advance(s) been made on the Advance Date, less the amount of any interest accrued on the Actual Advance;
“Dematerialise” or “Dematerialisation” or “Dematerialised”	the process by which securities which are evidenced by a certificate are converted to securities that are held in collective custody by a CSDP or its nominee in a separate central securities account and are transferable by entry without a certificate or written instrument;
“Dematerialised Shareholders”	holders of Dematerialised Shares;
“Dematerialised Shares”	Northam Shares that have been Dematerialised;
“Differential Zambezi Taxes”	in the event that the amount of the Adjusted Zambezi Taxes exceeds the amount of the Base Case Zambezi Taxes (“ Excess ”) by more than R250 million, the amount by which the Excess exceeds R250 million;
“Dissenting Shareholders”	those relevant Northam Shareholders or Zambezi Shareholders, as the case may be, that validly exercise their Appraisal Rights in accordance with sections 164(5) to 164(8) of the Companies Act;
“Distribution”	a “ <i>distribution</i> ” as defined in the Companies Act;
“Dividends Tax”	the tax imposed on dividends under Part VIII of Chapter II of the Income Tax Act;
“Documents of Title”	tangible documents of title including share certificates, certified transfer deeds, balance receipts or any other tangible document of title evidencing ownership of Northam Shares or the Northam Holdings Shares as may be acceptable to Northam and Northam Holdings, respectively;
“Eligible Northam Shareholders”	the holders of Northam Scheme Shares;
“Employee Entities”	one or more companies or trusts established for the benefit of Employees to warehouse Employees’ interests in Employee SPV, which entities may include the ESOP;
“Employee Security SPV”	a special purpose ring-fenced company to be incorporated by Northam in accordance with the laws of South Africa for purposes of the Extended BEE Transaction, further details of which are set out in Section 1, paragraph 4.10.3.1.3;
“Employee SPV”	a special purpose ring-fenced company to be incorporated by Northam in accordance with the laws of South Africa for purposes of the Extended BEE Transaction, further details of which are set out in Section 1, paragraph 4.10.3.1.4;
“Employee SPV Share”	an ordinary share of no par value in the authorised share capital of Employee SPV;

“Employees”	permanent employees of the Northam Group who do not participate in any of the Group's incentive schemes and who are employed on a Paterson grading of A to C;
“Empowerment Term”	subject to the right of Northam Holdings and Northam to accelerate the maturity of the term as contemplated in paragraph 25.7 of the Circular, a period of 15 years from implementation of a BEE SPV Subscription or the HDP SPV Subscription, as the context may require;
“ESOP”	the Northam Employees' Trust (Master's reference no. IT000173/2015(G)), or the trustees thereof acting in their capacities as such, as the context may require, being a Zambezi Ordinary Shareholder holding 9.60% of the Zambezi Ordinary Shares in issue;
“ESOP Repurchase”	the repurchase by Northam of the ESOP Repurchase Shares, as contemplated in paragraph 10.1.5 of the Circular;
“ESOP Repurchase Shares”	the Northam Shares to be repurchased by Northam in terms of the ESOP Repurchase, the number of which shall be calculated in accordance with the following formula (rounded up to the nearest whole number): <div style="text-align: center;"> $\frac{A}{B - ((B - R41.00) \times C)}$ </div> <p>Where:</p> <p>A= the aggregate amount of Dividends Tax that becomes payable as a result of the Distribution to the ESOP pursuant to the Net Value Distribution;</p> <p>B= the purchase consideration payable by Northam to the ESOP per Northam Share which shall be an amount not exceeding the 30 Day VWAP on the date of the ESOP Repurchase; and</p> <p>C= the rate at which Dividends Tax is levied as at the date of the ESOP Repurchase;</p>
“Extended BEE Transaction”	the proposed transaction in terms of which (i) the Northam Scheme will be implemented; and (ii) the ownership by HDPs (through the SPVs) in Northam will be restored to up to 26.5% (net of Treasury Shares), so as to enable Northam to comply with the HDP ownership requirements set out in the BEE Laws, with an emphasis on participation by Employees and Communities;
“Extended BEE Transaction Agreements”	collectively, the Subscription and Relationship Agreements, the BEE SPV Pref Subscription Agreements, the HDP SPV Pref Subscription Agreement, the SPV Pledge and Cession Agreements, the Security SPV Guarantees, the Security SPV Pledge and Cession Agreements, the SPV Shareholder Pledge and Cession Agreements, the HDP SPV Administration Services Agreements, the BEE SPV Administration Services Agreements, the MOIs in respect of each SPV and Security SPV, and the constitutional documents of each of the Community Entities, the Employee Entities and the HDP Entities, and such other agreements and documents as may be necessary or desirable (in Northam Holdings' or Northam's opinion) in order to enter into, give effect to and implement the Extended BEE Transaction;
“Extended BEE Transaction Conditions”	the conditions precedent to the implementation of the Extended BEE Transaction, as defined in Section 2, paragraph 3.1.4;
“Face Value”	in respect of each Zambezi Preference Share on any day, the aggregate of R41.00 and the Accumulated Dividends;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012;

“Foreign Shareholder”	a Northam Shareholder who has a registered address outside of South Africa, or who is resident, domiciled or located in, or who is a citizen of, a country other than South Africa;
“Form of Proxy”	the form of proxy (<i>blue</i>) incorporated into the Circular for use by Certificated Shareholders and Dematerialised Shareholders with “ <i>own name</i> ” registration only, for purposes of appointing a proxy to represent such Northam Shareholder at the General Meeting;
“General Meeting”	the general meeting of Northam Shareholders to be held entirely by electronic communication as more fully set out in section A of “ <i>Action Required by Shareholders in respect of the Transaction</i> ” titled “ <i>Voting, attendance and representation at the General Meeting</i> ” commencing on page 7 of the Circular, at 10:00 on Wednesday, 30 June 2021, (or any postponement or adjournment thereof), to consider and, if deemed appropriate, pass, with or without modification, the resolutions set out in the Notice of General Meeting;
“General Meeting LDT”	the last day to trade in Northam Shares in order to be recorded in the Northam Register on the General Meeting Record Date;
“General Meeting Record Date”	the date on which a Northam Shareholder must be recorded in the Northam Register in order to be eligible to participate in the General Meeting;
“HDP Entities”	<p>broad-based BEE groups to be identified by Northam Holdings and/or Northam, each of which will:</p> <ul style="list-style-type: none"> (i) qualify as an HDP; (ii) have at least 500 beneficiaries, with no single beneficiary having a see-through interest of more than 0.5%; (iii) benefit its beneficiaries through meaningful initiatives including, <i>inter alia</i>, education, entrepreneurial development, small business development and farming; (iv) have an operational track record of at least 3 consecutive years; (v) have audited annual financial statements for its preceding 3 financial years and no modified audit opinions over such period; (vi) be in good standing with all relevant Authorities, including SARS and the CIPC; (vii) not have any actual, pending or threatened legal proceedings instituted against it; and (viii) have a good reputation, <p>to the satisfaction of Northam Holdings and/or Northam;</p>
“HDP Security SPV”	a special purpose ring-fenced company to be incorporated by Northam Holdings for purposes of the Extended BEE Transaction, further details of which are set out in Section 1, paragraph 4.10.2.1.1;
“HDP Security SPV Subscription”	the subscription by HDP SPV for ordinary shares in HDP Security SPV pursuant to the Extended BEE Transaction, as defined in Section 1, paragraph 4.10.2.4.2;
“HDP SPV”	a special purpose ring-fenced company to be incorporated by Northam Holdings for purposes of the Extended BEE Transaction, further details of which are set out in Section 1, paragraph 4.10.2.1.2;
“HDP SPV Administration Services Agreements”	collectively, the written agreements which are expected to be entered into between Northam Holdings and/or Northam, HDP Security SPV and HDP SPV, in terms of which the parties will, <i>inter alia</i> , agree to the appointment of Northam Holdings or Northam to attend to the day-to-day administration of HDP Security SPV and HDP SPV, as defined in paragraph 25.6.1.1 of the Circular;

“HDP SPV Listing”	the proposed listing of the HDP SPV Shares on the BEE Segment of the Main Board of the JSE, as contemplated in paragraph 25.1.3 of the Circular;
“HDP SPV Pref Subscription”	collectively, the subscriptions by Northam Holdings for the A Preference Shares and B Preference Shares in HDP SPV pursuant to the Extended BEE Transaction, as defined in paragraph 25.1.1.3.1 of the Circular and Section 1, paragraph 4.10.2.4;
“HDP SPV Pref Subscription Agreement”	the written agreement which is expected to be entered into between Northam Holdings and HDP SPV, in terms of which the parties will, <i>inter alia</i> , agree to the HDP SPV Pref Subscription;
“HDP SPV Share”	an ordinary share of no par value in the authorised share capital of HDP SPV;
“HDP SPV Subscription”	the subscription by HDP Security SPV for Northam Holdings Shares pursuant to the Extended BEE Transaction, as defined in paragraph 25.1.1.1 of the Circular;
“HDP SPV Subscription Shares”	the Northam Holdings Shares to be subscribed for by HDP Security SPV pursuant to the HDP SPV Subscription, the number of which will be calculated in accordance with the following formula (rounded up to the nearest whole number): <div style="text-align: center;"> $\frac{\frac{B - C}{1 - C} \times A}{1 - \frac{B - C}{1 - C}}$ </div> <p>Where:</p> <p>A= the Northam Scheme Shares;</p> <p>B= the collective effective see-through shareholding of all the SPVs in Northam (i.e. up to 26.5%) (net of Treasury Shares); and</p> <p>C= the collective shareholdings of the BEE SPVs in Northam (net of Treasury Shares);</p>
“HDPs”	historically disadvantaged persons, as defined in the MPRDA;
“IFRS”	the International Financial Reporting Standards issued by the International Accounting Standards Board;
“Implementation Agreement”	the written agreement headed “ <i>Implementation and Framework Agreement</i> ” entered into between Northam and Zambezi on 22 March 2021, which agreement, <i>inter alia</i> , sets out the said parties’ respective rights and obligations under, and in respect of, the Transaction;
“Income Tax Act”	the Income Tax Act, No. 58 of 1962;
“Independent Auditor” or “Independent Reporting Accountant” or “Ernst & Young Inc.”	Ernst & Young Incorporated (registration number 2005/002308/21), a personal liability company incorporated in accordance with the laws of South Africa;
“Independent Board”	the Northam Directors that Northam has indicated are independent directors for purposes of considering the Share Acquisitions Scheme and the Northam Scheme and expressing an opinion as envisaged in the Regulations, being, as at the Last Practicable Date, Mr David Hugh Brown, Ms Hester Helena Hickey, Dr Noluyolo Yoza Jekwa, Mr Mcebisi Hubert Jonas, Mr Temba Irvine Mvusi, Mr Jean Johannes Nel, Mr John Gabriel Smithies and Mr Glyn Tudor Lewis;

“Independent Expert” or “BDO”	BDO Corporate Finance Proprietary Limited (registration number 1983/002903/07), a private company incorporated in accordance with the laws of South Africa, appointed as independent expert to provide the Independent Expert Reports;
“Independent Expert Reports”	<p>the reports prepared by the Independent Expert, providing Northam Shareholders with the opinions of the Independent Expert in respect of:</p> <ul style="list-style-type: none"> (i) the Zambezi Scheme in terms of paragraph 10.7(b) and prepared in accordance with Schedule 5 of the JSE Listings Requirements; (ii) the Share Acquisitions Scheme in terms of Regulation 90 and 110 read with sections 114(2) and 114(3) of the Companies Act and the Northam Zambezi Ordinary Share Subscription in terms of paragraph 10.4(f) and prepared in accordance with Schedule 5 of the JSE Listings Requirements; and (iii) the Northam Scheme in terms of Regulations 90 and 110 read with sections 114(2) and 114(3) of the Companies Act and the Extended BEE Transaction as required by the JSE and prepared in accordance with Schedule 5 of the JSE Listings Requirements;
“Inter-related”	<i>“inter-related”</i> as defined in section 1 of the Companies Act;
“Issuer Nominee Shareholders”	if the Northam Scheme becomes operative and is implemented, each Northam Scheme Participant who, as at the Northam Scheme Record Date, is a Dematerialised Shareholder with <i>“own name”</i> registration or a Certificated Shareholder and fails to, directly or <i>via</i> its Broker or CSDP (where applicable) correctly and timeously complete and return an Application and Surrender Form (<i>pink</i>) and surrender the Documents of Title (if applicable) in accordance with the instructions set out in paragraph 15.2.1 or paragraph 15.3.2 of the Circular, as the case may be, and in respect of whom the Northam Scheme Consideration will be issued in accordance with paragraph 15.4 of the Circular;
“JSE”	JSE Limited (registration number 2005/022939/06), a public company incorporated in accordance with the laws of South Africa and licensed to operate an exchange under the Financial Markets Act, or the securities exchange operated by the JSE Limited, as the context may require;
“JSE Listings Requirements”	the listings requirements issued by the JSE under the Financial Markets Act to be observed by issuers listed on the JSE, being the JSE Limited Listings Requirements;
“Last Practicable Date”	Friday, 30 April 2021, being the last practicable date prior to the finalisation of the Circular and this Prospectus;
“Lock-in Fee”	the amount of R400 million paid by Northam to Zambezi as consideration for certain undertakings given by Zambezi in terms of the Zambezi BEE Transaction;
“Long Stop Date”	15 October 2021;
“Malundi”	Malundi Resources (RF) Proprietary Limited (registration number 2014/191514/07), a ring-fenced private company incorporated in accordance with the laws of South Africa, being a Zambezi Ordinary Shareholder holding 12.80% of the Zambezi Ordinary Shares in issue. The shareholders of Malundi are set out in annexure 24 to the Circular;

“Mining Charter”	the Broad-Based Socio-Economic Empowerment Charter for the Mining and Minerals Industry, 2018 published in Government Notice 639, Government Gazette No. 41934, dated 27 September 2018, as amended by Government Notice 1398, Government Gazette No. 42118, dated 19 December 2018;
“Mining Codes”	the Codes of Good Practice for the Minerals Industry, published under Government Notice 446 in Government Gazette 32167 of 29 April 2009, to the extent that they have the force of law;
“MOI”	a memorandum of incorporation as envisaged in the Companies Act;
“Mpilo”	Mpilo Platinum (RF) Proprietary Limited (registration number 2014/181643/07), a ring-fenced private company incorporated in accordance with the laws of South Africa, being a Zambezi Ordinary Shareholder holding 29.80% of the Zambezi Ordinary Shares in issue. The shareholders of Mpilo are set out in annexure 24 of the Circular;
“MPRDA”	the Mineral and Petroleum Resources Development Act, No. 28 of 2002;
“Net Value Cash Distribution”	the cash dividend declared by the Zambezi Board, pursuant to the Net Value Distribution, as defined in paragraph 10.1.4.1.1 of the Circular;
“Net Value Distribution”	the Distribution to Zambezi Ordinary Shareholders, comprising the Net Value Cash Distribution and the Net Value Share Distribution, as defined in paragraph 10.1.4.1 of the Circular;
“Net Value Distribution Date”	the Business Day after the Repurchase Implementation Date;
“Net Value Share Distribution”	the dividend <i>in specie</i> declared by the Zambezi Board, pursuant to the Net Value Distribution, as defined in paragraph 10.1.4.1.2 of the Circular;
“Northam”	Northam Platinum Limited (registration number 1977/003282/06), a public company incorporated in accordance with the laws of South Africa and whose shares are listed on the Main Board of the JSE;
“Northam Board” or “Northam Directors”	the directors of Northam, the names of whom, as at the Last Practicable Date are set out on page 42 of the Circular, or a sub-committee of the Northam Board, as the context may require;
“Northam Delisting”	the termination of the listing of the Northam Shares on the Main Board of the JSE, which is expected to take place on the Business Day after the Northam Scheme Implementation Date;
“Northam Group” or the “Group”	Northam and, with effect from the Northam Scheme Implementation Date, Northam Holdings, and their respective Subsidiaries from time to time and “Member of the Group” shall mean either one or each of them, as the context may require;
“Northam Guarantee”	the written agreement headed “ <i>Guarantee</i> ” entered into between, <i>inter alios</i> , Northam and Zambezi on or about 31 March 2015 in terms of which Northam guarantees the payment of all amounts payable by Zambezi to the Zambezi Preference Shareholders in respect of the Zambezi Preference Shares;
“Northam Holdings” or the “Company”	Northam Platinum Holdings Limited (registration number 2020/905346/06), a public company incorporated in accordance with the laws of South Africa, being a wholly-owned Subsidiary of Northam as at the Last Practicable Date, and whose shares will be listed on the Main Board of the JSE if the Northam Scheme becomes operative;
“Northam Holdings Board” or “Board” or “Northam Holdings Directors” or “Directors”	the directors of Northam Holdings from time to time, the names of whom, as at the Last Practicable Date, are set out in Section 1, paragraph 2.2 of this Prospectus, or a sub-committee of the Northam Holdings Board, or any one or more of them, as the context may require;

“Northam Holdings Listing Date”	the date of listing of the Northam Holdings Shares on the Main Board of the JSE, which is expected to take place 1 Business Day following the Northam Scheme LDT;
“Northam Holdings Share” or “Ordinary Share”	an ordinary share of no par value in the authorised share capital of Northam Holdings, having the rights and limitations set out in Northam Holdings’ MOI;
“Northam Holdings Shareholder” or “Shareholder”	a registered holder or the beneficial holder of a Northam Holdings Share, as the context may require;
“Northam Register”	the register of Northam Shareholders holding Certificated Shares maintained by the Transfer Secretaries and the sub-register of Northam Shareholders who hold Dematerialised Shares maintained by the relevant CSDPs, in accordance with section 50 of the Companies Act, collectively or individually as the context may require;
“Northam Scheme”	the scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act and paragraph 1.17(b) of the JSE Listings Requirements, proposed by the Northam Board between Northam and Northam Shareholders, in terms of which, subject to the Extended BEE Transaction Conditions being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares held by the Northam Scheme Participants, as more fully set out in paragraph 12 of the Circular, and the Northam Delisting will become effective;
“Northam Scheme Agreement”	the written agreement entered into between Northam and Northam Holdings on 22 March 2021, which agreement, <i>inter alia</i> , sets out the terms and conditions of the Northam Scheme;
“Northam Scheme Consideration”	the share consideration per Northam Scheme Share, being 1 Northam Holdings Share per Northam Scheme Share;
“Northam Scheme Implementation Date”	the date on which the Northam Scheme becomes operative and is implemented, which is expected to be the Business Day after the Northam Scheme Record Date, or such other day as may be approved by the TRP and JSE, to the extent applicable;
“Northam Scheme LDT”	the last day to trade in Northam Shares in order to be recorded in the Northam Register on the Northam Scheme Record Date;
“Northam Scheme Participants”	Eligible Northam Shareholders registered as such on the Northam Scheme Record Date (other than Dissenting Shareholders who have not had their rights in respect of their Northam Shares reinstated as envisaged in sections 164(9), 164(10) or 164(15)(c)(v)(aa) of the Companies Act, whether voluntarily or pursuant to a final court order), who dispose of the Northam Scheme Shares held by them pursuant to the Northam Scheme;
“Northam Scheme Record Date”	provided that the Extended BEE Transaction Conditions are fulfilled or waived, the date on which Eligible Northam Shareholders must be recorded in the Northam Register in order to be entitled to participate in the Northam Scheme, which date shall be no less than 8 Business Days after the date on which the Northam Scheme is declared wholly unconditional, provided that such date is a Friday, or such other day as may be approved by the TRP and JSE, to the extent applicable;
“Northam Scheme Resolution”	the Special Resolution to be proposed to Northam Shareholders at the General Meeting for the approval of the Northam Scheme, defined in paragraph 26.1.1.1 of the Circular;
“Northam Scheme Shares”	all Northam Shares in issue, excluding Treasury Shares;

“Northam Share” or “Share”	an ordinary share of no par value in the authorised share capital of Northam having the rights and limitations set out in Northam's MOI;
“Northam Shareholder”	a registered holder or the beneficial holder of a Northam Share, as the context may require;
“Northam Shareholder Resolutions”	the Ordinary Resolutions and Special Resolutions required to be adopted by Northam Shareholders in order to approve and implement the Composite Transaction, as defined in paragraph 10.2.1.1 of the Circular;
“Northam SIP”	the Northam Platinum Limited Share Incentive Plan 2011;
“Northam SIP Amendments Consents”	the written consents by certain members of Northam's management team in terms of which they, <i>inter alia</i> , consent to the LIM Amendment and the CIBB Termination, as such terms are defined in paragraphs 34.2 and 34.3.2 of the Circular, respectively;
“Northam Zambezi Ordinary Share Subscription”	the subscriptions by Northam for sufficient Zambezi Ordinary Shares to fund settlement of Portion A of the Differential Zambezi Taxes and Portion B of the Differential Zambezi Taxes, if required;
“Notice of General Meeting”	the notice convening the General Meeting, incorporated into the Circular;
“Ordinary Resolution”	a resolution adopted by the relevant shareholders with the support of more than 50% of the voting rights exercised on the resolution, or such higher percentage as may be expressly stated in the Circular or this Prospectus;
“PGMs”	platinum group metals;
“Portion A of the Differential Zambezi Taxes”	to the extent applicable if the Tax Ruling is obtained, an amount equal to the Differential Zambezi Taxes up to R500 million;
“Portion B of the Differential Zambezi Taxes”	to the extent applicable if the Tax Ruling is obtained, an amount equal to 50% of that portion of the Differential Zambezi Taxes which exceeds R500 million;
“Portion C of the Differential Zambezi Taxes”	to the extent applicable if the Tax Ruling is obtained, an amount equal to 50% of that portion of the Differential Zambezi Taxes which exceeds R500 million;
“Premium Amount”	the increase to the Accumulated Dividends in respect of each Zambezi Preference Share, as defined in paragraph 9.1.4.1.1 of the Circular;
“Prime Rate”	the percentage publicly quoted as the basic rate of interest levied by Nedbank Limited from time to time on overdraft, calculated on a 365 day year, irrespective of whether the applicable year is a leap year, and proved, <i>prima facie</i> , in the event of a dispute and in the absence of manifest error, by a certificate under the hand of any director or manager of Nedbank Limited, whose appointment and authority need not be proved;

“Proportionate Lock-in Fee Amount”

a proportionate amount of the Lock-in Fee, which amount shall be calculated in accordance with the following formula:

where:

$$a \times \frac{b}{c}$$

a = the Lock-in Fee;

b = the number of days from (and including) the Net Value Distribution Date to (and excluding) 17 May 2025; and

c = the number of days from (and including) 18 May 2015 to (and excluding) 17 May 2025;

“Proportionate Lock-in Fee Repayment Amount”

the proportionate amount of the Lock-in Fee repayable by a Relevant Zambezi Shareholder, which amount shall be calculated in accordance with the following formula:

$$a \times b$$

where:

a = that Relevant Zambezi Shareholder's proportionate holding of all the Zambezi Ordinary Shares in issue (expressed as a percentage) as at 22 March 2021; and

b = the Proportionate Lock-in Fee Amount;

“Prospectus”

this prospectus in respect of Northam Holdings, incorporating the Application and Surrender Form (*pink*), registered with the CIPC on Tuesday, 25 May 2021, prepared in accordance with section 100 of the Companies Act, Regulations 51 to 80 and sections 6 and 7 of the JSE Listings Requirements, and all annexures hereto, which prospectus accompanies the Circular;

“R” or “Rand”

South African Rand and cents, the official lawful currency of South Africa;

“Regulations”

the Companies Regulations, 2011 made in terms of sections 120 and 223 of the Companies Act;

“Regulatory Consents”

the approvals, consents, notifications, exemptions and/or waivers from Authorities that are necessary in terms of any applicable law to implement and/or give effect to the Transaction and the Northam Scheme, including:

- (i) in the case of the Zambezi Scheme:
 - the approval of the Zambezi Pref Share Term Amendments by the JSE in terms of the Debt Listings Requirements; and
 - the approval of the Financial Surveillance Department of the SARB;
- (ii) in the case of the Repurchase:
 - the issue by the TRP of a Compliance Certificate; and
 - the approval of the JSE in terms of the JSE Listings Requirements;
- (iii) in the case of the Zambezi Disposals, the issue by the TRP of a Compliance Certificate; and
- (iv) in the case of the Northam Scheme:
 - the issue by the TRP of a Compliance Certificate;
 - the approval of the JSE in terms of the JSE Listings Requirements;
 - the approval of the Competition Authorities in terms of the Competition Act; and
 - the approval of the Financial Surveillance Department of the SARB;

“Related”	“ <i>Related</i> ” as defined in section 1 of the Companies Act;
“Relevant Zambezi Shareholder Transaction Agreements”	collectively, the written agreements headed “ <i>Transaction Agreement</i> ” entered into between Northam, Zambezi and each of the Relevant Zambezi Shareholders on 22 March 2021, details of which are set out in paragraph 46.3 of the Circular;
“Relevant Zambezi Shareholders”	collectively, Atisa, Malundi, Mpilo and the Women’s Consortium SPV, or any one or each of them, as the context may require;
“Repurchase”	the acquisition by Northam of the Repurchase Shares held by Zambezi for the Repurchase Consideration, further details of which are set out in paragraph 10.1.2 of the Circular;
“Repurchase Consideration”	the aggregate cash consideration payable for the Repurchase Shares acquired pursuant to the Repurchase, being R152.00 per Repurchase Share;
“Repurchase Implementation Date”	the Business Day on which the Repurchase will be implemented, which day is, subject to the approval of the TRP, expected to be the 9 th Business Day after the date on which it is announced that the last of the Transaction Conditions has been fulfilled or waived, provided that such day is a Friday, or such other day as may be approved in writing by the TRP and JSE, to the extent applicable;
“Repurchase Shares”	<p>the Northam Shares to be repurchased by Northam in terms of the Repurchase, the number of which will be calculated in accordance with the following formula (rounded up to the nearest whole number):</p> $\frac{(a + b + c)}{R152}$ <p>where:</p> <p><i>a</i> = the Zambezi Retention Amount;</p> <p><i>b</i> = the Zambezi Ordinary Shareholders Retention Amount; and</p> <p><i>c</i> = the Proportionate Lock-in Fee Amount;</p>
“Residual Northam Shares”	the 159 905 453 Northam Shares held by Zambezi pursuant to the implementation of the Zambezi BEE Transaction, less (i) the Northam Shares to be transferred by Zambezi to Northam in terms of the Revised Accumulated Dividends Settlement; (ii) the Repurchase Shares; (iii) the Northam Shares to be transferred by Zambezi to Northam in terms of the Zambezi Preference Share Redemption; and (iv) the Zambezi Retention Shares (if any);
“Restricted Foreign Shareholder”	a Foreign Shareholder who is resident, domiciled or located in a Restricted Jurisdiction or who Northam Holdings has reason to believe is resident, domiciled or located in a Restricted Jurisdiction;
“Restricted Jurisdiction”	subject to certain exemptions or exceptions, the United States, each member state of the European Economic Area, the United Kingdom, Canada, Australia, Japan, Hong Kong, the UAE, Singapore and any other jurisdiction outside of South Africa where the Northam Scheme may not be proposed or the Northam Holdings Shares may not be offered, sold, taken up, subscribed for, resold, renounced, allotted, issued, transferred or delivered, directly or indirectly, within such jurisdictions and to do so may constitute a violation of local securities laws or regulations without Northam and/or Northam Holdings complying with the requirements of applicable laws or regulations in such jurisdiction, including any regulatory filings or obtaining any approvals or consents from any authorities in the foreign jurisdiction;

“Revised Accumulated Dividends”	the Accumulated Dividends as at the Zambezi Scheme Implementation Date together with the Premium Amount, as defined in paragraph 9.1.4.1.2 of the Circular;
“Revised Accumulated Dividends Settlement”	the settlement of the Revised Accumulated Dividends by way of a transfer by Zambezi of so many Northam Shares held by Zambezi, valued at R160.00 per Northam Share, as is equal in value to the amount of the aggregate Revised Accumulated Dividends to Northam, as defined in paragraph 9.1.4.1.2 of the Circular;
“SARB”	the South African Reserve Bank;
“SARS”	the South African Revenue Service;
“Security SPV Guarantees”	collectively, the written agreements to be entered into between, <i>inter alios</i> , (i) HDP Security SPV and Northam Holdings and (ii) each of the BEE Security SPVs and Northam, in terms of which HDP Security SPV and each BEE Security SPV will, <i>inter alia</i> , guarantee to and in favour of Northam Holdings and Northam, respectively, the payment of all amounts which HDP SPV or each relevant BEE SPV, as the case may be, is required to make in respect of the A Preference Shares and B Preference Shares issued by HDP SPV or the relevant BEE SPV, as the case may be, in accordance with the A Preference Share Terms and B Preference Share Terms;
“Security SPV Pledge and Cession Agreements”	collectively, the written agreements which are expected to be entered into between, <i>inter alios</i> , HDP Security SPV and Northam Holdings and each of the BEE Security SPVs and Northam, in terms of which HDP Security SPV and each BEE Security SPV will pledge and cede, <i>in securitatem debiti</i> , to and in favour of Northam Holdings and Northam, respectively (i) its HDP SPV Subscription Shares or the BEE SPV Subscription Shares, as the case may be and (ii) its respective bank accounts, as security for the due and punctual performance of its obligations under the applicable Security SPV Guarantee and the applicable Subscription and Relationship Agreement;
“Security SPVs”	collectively, HDP Security SPV, Community Security SPV and Employee Security SPV, or any one or each of them as the context may require;
“SENS”	the Stock Exchange News Service operated by the JSE;
“Share Acquisitions Scheme”	collectively, the acquisition of Northam Shares by Northam in terms of the Revised Accumulated Dividends Settlement, the Repurchase, the Zambezi Preference Share Redemption; the repurchase of Zambezi Retention Shares (if applicable) and the ESOP Repurchase, in accordance with section 48(8)(b) of the Companies Act, by way of a scheme of arrangement in terms of section 114(1) read with section 115 of the Companies Act between Northam and Northam Shareholders;
“Share Acquisitions Scheme Resolution”	the Special Resolution to be proposed to Northam Shareholders at the General Meeting for the approval of the Share Acquisitions Scheme, as defined in paragraph 10.2.1.1.1.1 of the Circular;
“Signature Date”	22 March 2021;
“South Africa”	the Republic of South Africa;
“Special Resolution”	a resolution adopted by the relevant shareholders with the support of at least 75% of the voting rights exercised on the resolution, or such higher percentage as may be expressly stated in the Circular or this Prospectus;

“SPV Pledge and Cession Agreements”

collectively, the written agreements which are expected to be entered into between, *inter alios*, HDP SPV and Northam Holdings; and each BEE SPV with Northam, in terms of which, *inter alia*, HDP SPV and each of the BEE SPVs will pledge and cede *in securitatem debiti* to and in favour of Northam Holdings and Northam, respectively (i) all of the ordinary shares held by it in HDP Security SPV or BEE Security SPV, as the case may be, and (ii) its respective bank accounts, as security for the due and punctual performance of its obligations under the applicable A Preference Share Terms and B Preference Share Terms and the applicable Subscription and Relationship Agreements;

“SPV Shareholder Pledge and Cession Agreements”

collectively, the written agreements which are expected to be entered into between, *inter alios*, each of the Community Entities and Employee Entities and Northam in terms of which, *inter alia*, each Community Entity and Employee Entity will pledge and cede *in securitatem debiti* to and in favour of Northam, (i) all of the ordinary shares held by it in Community SPV or Employee SPV, as the case may be, and (ii) its bank accounts, as security for the due and punctual performance of its obligations under the applicable Subscription and Relationship Agreement;

“SPVs”

collectively, HDP SPV, Community SPV and Employee SPV, or any one or more of them as the context may require;

“Strate”

Strate Proprietary Limited (registration number 1998/022242/07), a private company incorporated in accordance with the laws of South Africa and registered as a central securities depository under the Financial Markets Act and responsible for the electronic clearing and settlement of trades on the JSE;

“STT”

securities transfer tax levied in terms of the Securities Transfer Tax Act, No. 25 of 2007;

“STT Liability Amount”

the STT payable by the Zambezi Ordinary Shareholders in respect of the transfer of the relevant number of Residual Northam Shares to them pursuant to the Net Value Share Distribution;

“Subscription and Relationship Agreements”

collectively, the agreements which are expected to be entered into between, *inter alios*:

(i) Northam Holdings and:

- HDP SPV and HDP Security SPV in terms of which HDP SPV will subscribe for ordinary shares in HDP Security SPV in terms of the HDP Security SPV Subscription utilising the proceeds of the HDP SPV Pref Subscription; and HDP Security SPV will subscribe for the HDP SPV Subscription Shares in terms of the HDP SPV Subscription, and the relationship between the said parties will be governed; and
- each HDP Entity in terms of which each HDP Entity will subscribe for ordinary shares in HDP SPV as contemplated in paragraph 25.1.2 of the Circular and the relationship between the said parties will be governed;

(ii) Northam and:

- each BEE SPV and BEE Security SPV in terms of which each of Community SPV and Employee SPV will subscribe for ordinary shares in Community Security SPV and Employee Security SPV in terms of the BEE Security SPV Subscriptions, respectively, utilising the proceeds of the relevant BEE SPV Pref Subscription; and each of Community Security SPV and Employee Security SPV will subscribe for the BEE SPV Subscription Shares in terms of the BEE SPV Subscriptions, and the relationship between the said parties will be governed; and

- each Community Entity and Employee Entity in terms of which each Community Entity and Employee Entity will subscribe for ordinary shares in Community SPV and Employee SPV, respectively, as contemplated in paragraph 25.2.2 of the Circular and the relationship between the said parties will be governed;

“Subscription Price”

the subscription price payable per Northam Share or Northam Holdings Share, as the case may be, in terms of the Subscriptions, being the higher of (i) the 30 Day VWAP of such share (or a combined 30 Day VWAP thereof to the extent applicable) on the Business Day prior to the relevant Subscription; and (ii) R225.00;

“Subscriptions”

collectively, the HDP SPV Subscription and the BEE SPV Subscriptions;

“Subsidiary”

a “*subsidiary*”, as defined in section 3 of the Companies Act provided that the term “*subsidiary*” shall, for purposes of this Prospectus, not be limited to “*companies*”, but shall include any “*juristic person*” (as each of those terms are defined in the Companies Act), and shall include a person incorporated outside South Africa which would, if incorporated in South Africa, be a “*subsidiary*” as defined in the Companies Act;

“Tax Ruling”

the binding private ruling in terms of section 78 of the Tax Administration Act, No. 28 of 2011 regarding certain of the Zambezi Taxes obtained by Northam and Zambezi from SARS by no later than the Business Day prior to the Repurchase Implementation Date;

“TMS” or

“The Meeting Specialist”

The Meeting Specialist Proprietary Limited (registration number 2017/287419/07), a private company incorporated in accordance with the laws of South Africa;

“Transaction”

the transaction entailing, *inter alia*, the Zambezi Scheme, the Zambezi Delisting, the Revised Accumulated Dividends Settlement, the Repurchase, the Net Value Distribution, the realisation of the Zambezi Retention Shares (if any), the ESOP Repurchase and the Zambezi Preference Share Redemption, further details of which are set out in section B of the Circular;

“Transaction Conditions”

the conditions precedent to the implementation of the Repurchase, as defined in paragraph 10.2.1 of the Circular and annexure 6;

“Transaction Documents”

collectively, the following:

- (i) the Implementation Agreement;
 - (ii) the Zambezi MOI, as amended pursuant to the Zambezi MOI Amendments;
 - (iii) the MOI or trust deed, as the case may be, of each Zambezi Ordinary Shareholder, duly amended in order to enable each Zambezi Ordinary Shareholder to enter into and/or implement the Transaction and the agreements and transactions envisaged in the Implementation Agreement (to the extent necessary), in such form and substance as may be acceptable to Northam;
 - (iv) the Relevant Zambezi Shareholder Transaction Agreements;
 - (v) the BEE Trust Transaction Agreements;
 - (vi) the Zambezi Ordinary Shareholder Loan Agreements; and
 - (vii) the written agreement headed “*Irrevocable Undertaking*” entered into between Zambezi and Northam on 16 September 2020,
- and such other document or agreement as may be designated as a Transaction Document by Northam upon written notice to Zambezi from time to time;

“Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), a private company incorporated in accordance with the laws of South Africa;
“Treasury Shares”	the Northam Shares and/or Northam Holdings Shares, as the case may be, held by Subsidiaries of the Northam Group, from time to time, it being recorded that, as at the Last Practicable Date, there are no Treasury Shares;
“TRP”	the Takeover Regulation Panel established by section 196 of the Companies Act;
“UAE”	United Arab Emirates;
“U.S.” or “US” or “United States”	United States of America;
“VAT”	value-added tax levied in terms of the Value Added Tax Act, No. 89 of 1991;
“Women’s Consortium SPV”	Zambezi Platinum Women’s SPV (RF) Proprietary Limited (registration number 2014/191546/07), a ring-fenced private company incorporated in accordance with the laws of South Africa, being a Zambezi Ordinary Shareholder holding 19.10% of the Zambezi Ordinary Shares in issue. The shareholders of the Women’s Consortium SPV are set out in annexure 24 of the Circular;
“Zambezi”	Zambezi Platinum (RF) Limited (registration number 2014/106927/06), a ring-fenced public company incorporated in accordance with the laws of South Africa, being a Northam Shareholder holding 31.37% of the Northam Shares in issue as at the Last Practicable Date, further details of which are set out in paragraph 6 of the Circular;
“Zambezi BEE Transaction”	the BEE transaction concluded between, <i>inter alios</i> , Northam and Zambezi during 2014 and 2015, in terms of which Zambezi acquired approximately 31.37% of the issued Northam Shares, as more fully set out in the circular distributed by Northam to Northam Shareholders dated 17 February 2015;
“Zambezi BEE Transaction Conditional Shares”	the Northam Shares conditionally awarded to senior members of Northam’s management in terms of the Northam SIP;
“Zambezi Board” or “Zambezi Directors”	the directors of Zambezi, from time to time, being as at the Last Practicable Date, Mr KB Mosehla, Mr PA Dunne, Ms AH Coetzee, Ms N Mazwai, Advocate ME Motseki-Zim, Mr GS Mseleku, Mr BB Nene, Mr LC van Schalkwyk, Mr ZP Ntshalintshali, Mr CM Ntuta, Ms KH Sekhokho, or any one or more of them as the context may require;
“Zambezi Delisting”	the termination of the listing of the Zambezi Preference Shares on the Main Board of the JSE, which is expected to take place on the Business Day after the Zambezi Scheme Implementation Date;
“Zambezi Disposals”	collectively, the disposals by Zambezi (i) of Northam Shares held by it pursuant to the Revised Accumulated Dividends Settlement, the Repurchase, the Net Value Distribution, the Zambezi Preference Share Redemption and the realisation of the Zambezi Retention Shares (if applicable); and (ii) pursuant to the cash settlement of the unpaid “ <i>Preference Dividends</i> ” (as defined in the Zambezi Pref Share Terms) pursuant to the Zambezi Preference Share Redemption;
“Zambezi Disposals Circular”	the circular to be sent by Zambezi to the Zambezi Ordinary Shareholders setting out the terms and conditions of the Zambezi Disposals and incorporating a notice convening the general meeting of the Zambezi Ordinary Shareholders to be convened to consider and, if deemed appropriate, approve the various resolutions required to implement the Transaction;

“Zambezi MOI Amendments”	the amendments to the Zambezi MOI, as defined in paragraph 9.1.4.3 of the Circular;
“Zambezi N Share”	the N share in the share capital of Zambezi having the preferences, rights, limitations and other terms set out in the Zambezi N Share Terms;
“Zambezi N Share Term Amendments”	the amendments to the Zambezi N Share Terms, as defined in paragraph 9.1.4.2 of the Circular;
“Zambezi N Share Terms”	the preferences, rights, limitations and other terms associated with the Zambezi N Share, as contained in annexure 2 of the Zambezi MOI;
“Zambezi N Shareholder”	the holder of the Zambezi N Share, being Northam;
“Zambezi Offer Consideration”	<p>a cash consideration per Zambezi Scheme Share amounting to:</p> <ul style="list-style-type: none"> (i) the Face Value per Zambezi Preference Share on the Zambezi Scheme Implementation Date, calculated in accordance with the provisions of the Zambezi Pref Share Terms, provided that, notwithstanding any changes to the Prime Rate on or after the Zambezi Scheme Record Date, the Prime Rate between the Zambezi Scheme Record Date and the Zambezi Scheme Implementation Date will be deemed to be the prevailing Prime Rate as at the day immediately preceding the Zambezi Scheme Record Date, plus a 15.99% premium thereon, rounded up to the nearest cent; or (ii) in the event that Northam increases such consideration, from time to time, such higher amount;
“Zambezi Ordinary Share”	an ordinary share of no par value in the authorised share capital of Zambezi, having the rights and limitations set out in the Zambezi MOI;
“Zambezi Ordinary Shareholder Loan”	in relation to each Zambezi Ordinary Shareholder, an amount equal to the aggregate of (i) R500 million multiplied by that Zambezi Ordinary Shareholder’s Zambezi Shareholding; plus (ii) the “ <i>Deemed Advances</i> ” (as envisaged in the Implementation Agreement), multiplied by that Zambezi Ordinary Shareholder’s Zambezi Shareholding, as contemplated in paragraph 33 of the Circular;
“Zambezi Ordinary Shareholder Loan Agreements”	collectively, the written agreements headed “ <i>Loan and Transaction Agreement</i> ” entered into or expected to be entered into between Zambezi, Northam and each of the Zambezi Ordinary Shareholders, in terms of which, <i>inter alia</i> , Northam agrees to advance the Zambezi Ordinary Shareholder Loan to each Zambezi Ordinary Shareholder and each Zambezi Ordinary Shareholder agrees to be liable for the Zambezi Transaction Costs;
“Zambezi Ordinary Shareholder Loan Outstandings”	in respect of each Zambezi Ordinary Shareholder, the aggregate of the amount of its outstanding Zambezi Ordinary Shareholder Loan and the unpaid accrued interest thereon, as at the Net Value Distribution Date;
“Zambezi Ordinary Shareholders”	collectively, the registered holders of Zambezi Ordinary Shares, which as at the Last Practicable Date comprise those entities detailed in paragraph 6.6 of the Circular;
“Zambezi Ordinary Shareholders Retention Amount”	<p>a portion of the Net Value Cash Distribution, equal to the aggregate of:</p> <ul style="list-style-type: none"> (i) the Zambezi Transaction Costs (less an amount of R10 million (plus VAT thereon)); (ii) the estimated STT Liability Amount; and (iii) the aggregate Zambezi Ordinary Shareholder Loan Outstandings plus the aggregate Deemed Interest Amount;

“Zambezi Pref Share Term Amendments”	the amendments to the Zambezi Pref Share Terms, as defined in paragraph 9.1.4 of the Circular;
“Zambezi Pref Share Term Amendments Resolutions”	the resolutions to be proposed by Zambezi to the relevant Zambezi Shareholders for the approval of the Zambezi Pref Share Term Amendments, as defined in paragraph 9.2.1.1.1 of the Circular;
“Zambezi Pref Share Terms”	the preferences, rights, limitations and other terms associated with the Zambezi Preference Shares as set out in annexure 1 of the Zambezi MOI;
“Zambezi Preference Share”	a cumulative, non-participating no par value preference share in the share capital of Zambezi having the rights, obligations and privileges set out in the Zambezi Pref Share Terms;
“Zambezi Preference Share Redemption”	the redemption of the Zambezi Preference Shares in accordance with the Zambezi Pref Share Terms (as amended pursuant to the Zambezi Pref Share Term Amendments), by way of a transfer by Zambezi to Northam of so many Northam Shares held by Zambezi, valued at R160.00 per Northam Share, as is equal in value to the issue prices of the Zambezi Preference Shares, as defined in paragraph 10.1.7.1.1 of the Circular;
“Zambezi Preference Shareholder”	a registered holder or the beneficial holder of Zambezi Preference Shares, as the context may require;
“Zambezi Retention Amount”	in the event that the Transaction Condition pertaining to the Tax Ruling: <ul style="list-style-type: none"> (i) is fulfilled, the estimated amount of the Zambezi Taxes, as calculated in accordance with the Calculation Model, less the Differential Zambezi Taxes (if any); or (ii) is waived by Northam, the estimated amount of the Zambezi Taxes calculated in accordance with the Calculation Model, plus R250 million;
“Zambezi Retention Shares”	the number of Northam Shares held by Zambezi to be retained by Zambezi in order to settle Portion C of the Differential Zambezi Taxes, which number shall be calculated in accordance with the Calculation Model utilising the following formula (rounded up to the nearest whole number): $\frac{a}{b}$ <p>where:</p> <p>a = Portion C of the Differential Zambezi Taxes; and</p> <p>b = the 30 Day VWAP on the Repurchase Implementation Date;</p>
“Zambezi Scheme”	the scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, to be proposed by the Zambezi Board between Zambezi and Zambezi Preference Shareholders, in terms of which Northam will acquire all of the Zambezi Scheme Shares held by the Zambezi Scheme Participants, as more fully set out in paragraph 9 of the Circular;
“Zambezi Scheme Circular”	the offer circular to be sent by Zambezi and Northam jointly to the Zambezi Shareholders, setting out the terms and conditions of the Zambezi Scheme, the Zambezi Delisting and the Zambezi Pref Share Term Amendments and incorporating the notice convening the relevant general meetings of Zambezi Shareholders to be convened to consider and, if deemed appropriate, approve the various resolutions required to implement the Zambezi Scheme;

“Zambezi Scheme Conditions”	the conditions precedent to the operation of the Zambezi Scheme, as defined in paragraph 9.2 of the Circular and annexure 6;
“Zambezi Scheme Implementation Date”	the date on which the Zambezi Scheme becomes operative and is implemented, which date shall be the later of (i) 5 July 2021; and (ii) the 1 st Business Day following the Zambezi Scheme Record Date;
“Zambezi Scheme Participants”	all Zambezi Preference Shareholders (excluding Northam) registered as such on the Zambezi securities register on the Zambezi Scheme Record Date, except Dissenting Shareholders who have not had their rights in respect of their Zambezi Preference Shares reinstated as envisaged in sections 164(9), 164(10) or 164(15)(c)(v)(aa) of the Companies Act, whether voluntarily or pursuant to a final court order;
“Zambezi Scheme Record Date”	provided that the Zambezi Scheme Conditions are timeously fulfilled or waived, the last day for Zambezi Preference Shareholders to be recorded in the Zambezi securities register in order to participate in the Zambezi Scheme, which date shall be a Business Day falling at least 8 Business Days after the date on which it is announced that the last of the Zambezi Scheme Conditions has been fulfilled or waived, provided that such date is a Friday, or such other day as may be approved in writing by the JSE, to the extent applicable;
“Zambezi Scheme Resolutions”	the Special Resolutions to be proposed by Zambezi to the Zambezi Shareholders, for the approval of the Zambezi Scheme, as defined in paragraph 9.2.1.2 of the Circular;
“Zambezi Scheme Shares”	the Zambezi Preference Shares held by the Zambezi Scheme Participants;
“Zambezi Shareholders”	collectively, the Zambezi Preference Shareholders, the Zambezi Ordinary Shareholders and the Zambezi N Shareholder, or any one or more of them, as the context may require;
“Zambezi Shareholding”	in respect of a Zambezi Ordinary Shareholder, such Zambezi Ordinary Shareholder's proportionate holding of all the Zambezi Ordinary Shares in issue (expressed as a percentage);
“Zambezi Taxes”	the aggregate of: <ul style="list-style-type: none"> (i) the capital gains tax as envisaged in the 8th schedule of the Income Tax Act, read with section 26A thereof that will become payable by Zambezi as a result of the Zambezi Disposals; and (ii) the aggregate amount of STT which Zambezi has agreed to pay in terms of the Zambezi Pref Share Terms pursuant to the Revised Accumulated Dividends Settlement and the Zambezi Preference Share Redemption;
“Zambezi Transaction Costs”	the costs incurred on behalf of Zambezi in respect of the Transaction, being (i) the advisory fees payable to Zambezi's advisors; (ii) the fees of the Zambezi independent board of directors; (iii) the fees of the independent expert appointed by the Zambezi independent board of directors; and (iv) the fees of the independent transaction sponsor to Zambezi in relation to the Transaction (to the extent required), further details of which are set out in the Implementation Agreement; and
“Zondereinde Community Trust”	the Northam Zondereinde Community Trust (Master's reference no. IT000177/2015(G)), or the trustees thereof acting in their capacities as such, as the context may require, being a Zambezi Ordinary Shareholder holding 7.95% of the Zambezi Ordinary Shares in issue.

The following shall apply throughout this Prospectus, unless the context clearly provides otherwise:

1. headings are to be ignored when construing this Prospectus;
2. words in the singular shall include the plural and *vice versa*, words denoting one gender include the other and expressions denoting natural persons include juristic persons or other entities whether or not having separate legal personality and *vice versa*;
3. any reference to a time of day is a reference to South African Standard Time, unless a contrary indication appears;
4. a reference to any statute or statutory provision shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified, replaced or re-enacted;
5. a reference to any agreement or document referred to in this Prospectus is a reference to that agreement or document as amended, revised, restated, varied, novated or supplemented from time to time;
6. unless otherwise specified, any reference to a paragraph, page or annexure is a reference to a paragraph, page or an annexure of this Prospectus;
7. should any provision in a definition be a substantive provision conferring rights or imposing obligations on any person, effect shall be given to that provision as if it were a substantive provision in the body of this Prospectus;
8. unless otherwise specified where any number of days is prescribed, those days shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a day which is not a Business Day, in which event the last day shall be the succeeding Business Day;
9. the use of the word including, include/s, in particular or any similar such word followed by a specific example/s shall not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule shall not be applied in the interpretation of such general wording or such specific example/s.
10. references to laws or statutes or any similar such word shall be deemed to include the JSE Listings Requirements and the Debt Listings Requirements; and
11. no rule of construction shall be applied to the disadvantage of Northam or Northam Holdings because either or both of them were responsible for, or participated in, the preparation of this Prospectus.

SECTION 1: INFORMATION ABOUT THE COMPANY WHOSE SECURITIES ARE BEING OFFERED

1. NAME, ADDRESS AND INCORPORATION

1.1 Name and registration number

Northam Platinum Holdings Limited, registration number 2020/905346/06, with the short name being “Northam”.

1.2 Registered office address and primary place of carrying on business

Building 4, 1st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa.

1.3 Address of Transfer Secretaries

Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa.

1.4 Date of incorporation

The Company was incorporated on 2 December 2020 in South Africa.

1.5 Name of holding company

Northam Platinum Limited, registration number 1977/003282/06.

As at the date of this Prospectus, Northam Holdings is a wholly-owned Subsidiary of Northam and its sole and controlling shareholder is Northam.

If the Northam Scheme is implemented, Northam Holdings will acquire all of the Northam Scheme Shares and will issue Northam Holdings Shares to the Northam Scheme Participants. Accordingly, Northam will cease to be the holding company of Northam Holdings and the major and controlling shareholders of Northam and Northam Holdings (if any) will be as detailed in Section 1, paragraph 4.11 ¹.

1.6 Registered office address of holding company

Building 4, 1st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa.

1.7 Subsidiary

As at the date of issue of this Prospectus, Northam Holdings is a wholly-owned Subsidiary of Northam and Northam Holdings does not have any Subsidiaries.

If the Northam Scheme is implemented, Northam will become a Subsidiary of Northam Holdings. Northam was incorporated on 7 October 1977 in South Africa. The registered office address of Northam will remain the same.

Following implementation of the Northam Scheme, the business of Northam Holdings will mirror the business of Northam as at the Last Practicable Date. Details regarding the business of Northam are set out in Section 1, paragraph 3.

The name, date and place of incorporation of each of the companies that will become direct and indirect Subsidiaries of Northam Holdings immediately after the implementation of the Northam Scheme are set out in annexure 1. The organogram of the Group structure as at the Last Practicable Date and following implementation of the Northam Scheme is set out in annexure 2.

¹ The issued share capital of Northam Holdings post implementation of the Northam Scheme is provided for illustration purposes only and is determined by reference to, inter alia, the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the “base case scenario” in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual issued share capital of Northam Holdings post implementation of the Northam Scheme will depend on, inter alia, the date on which the various components of the Composite Transaction are implemented.

2. DIRECTORS, OTHER OFFICE HOLDERS OR MATERIAL THIRD PARTIES

2.1 Directors and/or proposed Northam Holdings Directors

- 2.1.1 The Northam Holdings Board currently consists of David Hugh Brown, Paul Anthony Dunne and Aletta Helena Coetzee.
- 2.1.2 On the Northam Holdings Listing Date, the Northam Holdings Board is expected to comprise the same members as the current Northam Board, save for Mr KB Mosehla (as further detailed in Section 1, paragraph 2.4 below) and the management team of Northam Holdings is expected to comprise the same members as Northam's current management team.
- 2.1.3 Accordingly:
- 2.1.3.1 on the Northam Holdings Listing Date, the Northam Holdings Board is expected to comprise 11 members, 8 of whom will be independent non-executive Directors (including the chairman), 1 of whom will be a non-executive Director and 2 of whom will be executive Directors; and
- 2.1.3.2 following the implementation of the Northam Scheme, Northam's management team will assume the same management positions in Northam Holdings as they currently hold in the existing Northam management team.
- 2.1.4 The Northam Holdings Board and Northam Holdings management team, following implementation of the Northam Scheme, is expected to comprise the individuals set out in Section 1, paragraphs 2.2 and 2.3 below.

2.2 Northam Holdings Board as at the Last Practicable Date

Paul Anthony Dunne

Nationality:	British
Qualifications:	BSc (Hons), MBA
Occupation:	Executive director
Position in the Company:	Chief Executive Officer
Appointment date:	2 December 2020
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Mr Dunne joined Northam in March 2014 as chief executive officer. He is a non-executive director of Zambezi and the International Platinum Group Metals Association (IPA). He was formerly an executive director at Impala Platinum Holdings Limited, responsible for all mining, concentrating and smelting operations at the group's Rustenburg and Marula mines.

Aletta Helena Coetzee

Nationality:	South African
Qualifications:	CA (SA)
Occupation:	Executive director
Position in the Company:	Chief Financial Officer
Appointment date:	2 December 2020
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Ms Coetzee joined Northam in December 2015 as the group financial controller and was appointed as chief financial officer in November 2018. She is also a non-executive director of Zambezi. She has more than 10 years' experience in, and exposure to, the mining and manufacturing industries, which includes the auditing of large, listed and multi-locational companies at Ernst & Young Incorporated, where she was an associate director.

David Hugh Brown

Nationality:	South African
Qualifications:	B.Com, CTA, CA (SA)
Occupation:	Independent non-executive director
Position in the Company:	Chairman
Appointment date:	2 December 2020
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Mr Brown currently serves as the chief executive officer of a diverse Zimbabwean based mining group called Kuvimba Mining House (Pvt) Limited (since April 2020). He also serves in a non-executive capacity on the boards of the following listed companies: Resilient Reit Limited, Bindura Nickel Corporation (listed on the Zimbabwean Stock Exchange), Freda Rebecca Gold Mine Limited and Vodacom Group Limited, where he is also the lead independent director. He also serves as a non-executive director of non-listed companies, Great Dyke Investments Proprietary Limited, Ntsimbintle Holdings Proprietary Limited and Revego Africa Energy Limited. Mr Brown previously served as chief executive officer of MC Mining Limited and prior to that served as chief executive officer and chief financial officer of Impala Platinum Holdings Limited. He was also previously a member of the Accenture South Africa advisory board, was previously employed by the Exxon Mobil Corporation in Europe and has work experience in the information technology sector.

2.3 Expected additional members of the Northam Holdings Board as at the Northam Holdings Listing Date

Tebogo Emily Kgosi

Nationality:	South African
Qualifications:	B.Com (Hons)
Occupation:	Non-executive director
Position in the Company:	Non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Ms Kgosi is the former cluster manager, responsible for distribution, transmission and telecoms departments' logistics and warehousing operations for Eskom SOC Limited (Gauteng region). She has extensive experience in the banking sector (specialising in treasury), having held positions at a number of South Africa's main banking groups as well as Citibank SA and Credit Suisse First Boston (NY).

Hester Helena Hickey

Nationality:	South African
Qualifications:	CA (SA)
Occupation:	Independent non-executive director
Position in the Company:	Independent non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Ms Hickey is an independent non-executive director of Barloworld Limited, Cashbuild Limited and Pan African Resources Plc. She has over 35 years' experience in auditing, risk management and governance and is a former chair of the South African Institute of Chartered Accountants.

Dr Noluyolo Yoza Jekwa

Nationality:	South African
Qualifications:	MBA (Finance), MBChB (Bachelor of Medicine and Bachelor of Surgery), MloDSA
Occupation:	Independent non-executive director
Position in the Company:	Independent non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Dr Jekwa is the joint managing director of Mergence Investment Managers Proprietary Limited and a non-executive director of Brait Societas Europaea. She is the former head of capital raising at Coast2Coast Proprietary Limited (private equity) and has formerly held senior positions in both structured and leveraged finance at Rand Merchant Bank Limited and Nedbank Limited (Corporate and Investment Banking).

Mcebisi Hubert Jonas

Nationality:	South African
Qualifications:	BA (History and Sociology)
Occupation:	Independent non-executive director
Position in the Company:	Independent non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Mr Jonas is the chairman of MTN Group Limited and an independent non-executive director of Sygnia Limited. He was 1 of 4 independent presidential investment envoys, appointed by President Cyril Ramaphosa to attract investors to South Africa. Mr Jonas is the former deputy finance minister of the Government of South Africa from 2014 to 2017 and member of the National Assembly until April 2017. He previously served as the chairman and non-executive director of the Public Investment Corporation SOC Limited.

Temba Irvine Mvusi

Nationality:	South African
Qualifications:	BA, ELP, MAP, PDP
Occupation:	Independent non-executive director
Position in the Company:	Independent non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Mr Mvusi is a non-executive director at African Rainbow Capital Limited and Dippenaar and Reinecke Proprietary Limited. He has previously served in various executive roles at Sanlam Limited and its Subsidiaries such as chief executive of market development, chief executive of Sanlam Limited corporate, executive head client interface at Sanlam Investments and chief executive of Sanlam Corporate. He was also previously a general manager at Gensec Property Services Limited, corporate affairs manager at Southern Life Association Limited, business development manager at Unisys South Africa Proprietary Limited and marketing manager at Franklin and Templeton Asset Management.

Jean Johannes Nel

Nationality:	South African
Qualifications:	CA (SA), CFA (AIMR), AMP (INSEAD)
Occupation:	Independent non-executive director
Position in the Company:	Independent non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Mr Nel is a non-executive director of DRDGOLD Limited, Mimosa Holdings Proprietary Limited and Mimosa Investment Limited (owner of Mimosa Platinum mine in Zimbabwe). He is also an independent non-executive director of Tongaat Hulett Limited. He is the former divisional head of the PGM division of Sibanye-Stillwater Limited following its acquisition of Aquarius Platinum Limited (" Aquarius ") in 2016, and formerly served as the chief executive officer of Aquarius from 2012 to 2016 and as a non-executive director of DRA Global Limited (an Australian non-listed company).

John Gabriel Smithies

Nationality:	British
Qualifications:	BSc (Mining Engineering), BSc (Chemistry)
Occupation:	Independent non-executive director
Position in the Company:	Independent non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Mr Smithies has held various senior management positions at Impala Platinum Holdings Limited, including that of director of operations and chief executive officer.

Glyn Tudor Lewis

Nationality:	British
Qualifications:	BSc (Mining Engineering), MBA
Occupation:	Independent non-executive director
Position in the Company:	Independent non-executive director
Expected appointment date:	Northam Holdings Listing Date
Business address*:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	No fixed term but subject to the provisions of the Company's MOI (refer to Section 1, paragraph 2.9.3 below)
Experience:	Mr Lewis is the former chief executive officer of Northam and general manager of Zondereinde mine (" Zondereinde "). He was instrumental in the development of Booyseindal mine (" Booyseindal "). He also previously served as the general manager of Gold Fields Ghana where he established the Tarkwa gold mine and chaired the Ghana Chamber of Mines Technical Committee. Mr Lewis has held a number of senior positions at various gold, coal and base metal mining operations.

**The registered address of Northam has been stated above as the director's business address. This is for administration purposes only.*

- 2.4 The abovementioned proposed Directors are Northam Directors. Mr KB Mosehla, a Northam Director, will resign with effect from the earlier of (i) the date upon which all approvals have been obtained in respect of the Composite Transaction, or (ii) 30 June 2021.
- 2.5 Further details of the companies of which each of the Directors are also directors or have been a director of during the past 5 years, and the nature of business conducted by such companies, is set out in annexure 3.
- 2.6 **Management of Northam Holdings as at the Last Practicable Date**

Paul Anthony Dunne

Refer to information set out in Section 1, paragraph 2.2

Aletta Helena Coetzee

Refer to information set out in Section 1, paragraph 2.2

2.7 Expected management of Northam Holdings upon implementation of the Northam Scheme

Mandla Nelson Ndlala

Nationality:	South African
Qualifications:	BTech Mining Engineering, MBL
Occupation:	Executive committee member
Position in the Group:	Mining executive
Appointment/expected appointment date:	Appointed to the Group in July 2018 and for Northam Holdings with effect from the Northam Holdings Listing Date
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	Indefinite
Experience:	Mr Ndlala is a director and chairman of the African Exploration Mining and Finance Corporation (SOC) Limited (AEMFC) board. He was previously the former executive head of operations at Impala Platinum Holdings Limited, responsible for all mining, concentrating and smelting operations at the group's Rustenburg mines, and previously served as a director of Two Rivers Platinum.

Willem Johannes Theron

Nationality:	South African
Qualifications:	Pr.(Cert) Eng. (Professional Engineer), BTech Mining Engineering, BSc (Hons) Mining, MBA
Occupation:	Executive committee member
Position in the Group:	Mining executive
Appointment/expected appointment date:	Appointed to the Group in February 2010 and for Northam Holdings with effect from the Northam Holdings Listing Date
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	Indefinite
Experience:	Mr Theron serves as a director of Mine Rescue Services Proprietary Limited and has extensive experience in projects and operational management. He previously held various senior managerial roles at Anglo American Platinum Limited and previously served as general manager at Booyseindal. He is a past president of the Association of Mine Managers of South Africa.

Leon Charl van Schalkwyk

Nationality:	South African
Qualifications:	FCMA
Occupation:	Executive committee member
Position in the Group:	Executive: commercial
Appointment/expected appointment date:	Appointed to the Group in October 2014 and for Northam Holdings with effect from the Northam Holdings Listing Date
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	Indefinite
Experience:	Mr van Schalkwyk is a non-executive director of Zambezi. He has more than 30 years' experience in the platinum mining industry. He previously served as an executive for strategic finance at Impala Platinum Holdings Limited.

Damian Stephen Smith

Nationality:	British
Qualifications:	BSc (Hons) MSc
Occupation:	Executive committee member
Position in the Group:	Executive: business development
Appointment/expected appointment date:	Appointed to the Group in November 2017 and for Northam Holdings with effect from the Northam Holdings Listing Date
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	Indefinite
Experience:	Mr Smith is an independent non-executive director of Bauba Resources Limited. He has worked in the mining and mineral exploration sector since 1991, was employed by Northam between 1995 and 2010 and consulted to Northam up until 2017. He previously served as the principal of Prospect Geoservices.

Colin Alan Smith

Nationality:	South African
Qualifications:	BsocSc (Hons), GEDP (GIBBS)
Occupation:	Executive committee member
Position in the Group:	Executive: human resources
Appointment/expected appointment date:	Appointed to the Group in September 2014 and for Northam Holdings with effect from the Northam Holdings Listing Date
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	Indefinite
Experience:	Mr Smith is the chairman of Platinum Health Medical Scheme. He has extensive experience in the mining sector and has held senior human resources positions at AngloGold Ashanti Limited, Richards Bay Coal Terminal Proprietary Limited and Impala Platinum Holdings Limited.

**Governor Daliwonga
Duma**

Nationality:	South African
Qualifications:	Btech (Quantity Surveying), MBA, Diploma in Project Management, Senior Management Development Programme
Occupation:	Executive committee member
Position in the Group:	Executive: sustainability
Appointment/expected appointment date:	Appointed to the Group in March 2017 and for Northam Holdings with effect from the Northam Holdings Listing Date
Business address:	Building 4, 1 st Floor, Maxwell Office Park, Magwa Crescent West, Waterfall City, Jukskei View, 2090, South Africa
Term of office:	Indefinite
Experience:	Mr Duma is a member of the Interim Council for the Social Housing Regulatory Authority (SHRA) of South Africa. He has held various positions at Impala Platinum Holdings Limited, including general manager of shared services, project director of housing and socio-economic development projects, and group sustainable development manager. He also worked at the Medical Research Council, Eskom Holdings SOC Limited and South African National Parks.

2.8 Additional information in respect of the Directors, prescribed officers and management

Additional information in respect of the Directors of the Company is set out in annexure 5.

- 2.8.1 The Company was established by Paul Anthony Dunne, Aletta Helena Coetzee and David Hugh Brown.
- 2.8.2 No Director of the Company is a partner with unlimited liability.
- 2.8.3 In anticipation of the listing of the Northam Holdings Shares on the Main Board of the JSE, the Directors have provided declarations in terms of Schedule 13 of the JSE Listings Requirements. The details of the Directors' declarations are set out in annexure 5.

2.9 Appointment of Directors

- 2.9.1 In terms of the Northam Holdings' MOI, with effect from the Northam Holdings Listing Date, the Board shall comprise not less than 4 Directors.
- 2.9.2 There shall be no *ex officio* Directors as contemplated in section 66(4)(a)(ii) of the Companies Act and no person shall have the right to effect the direct appointment or removal of one or more Directors as contemplated in paragraph 10.16(b) of Schedule 10 of the JSE Listings Requirements and section 66(4)(a)(i) of the Companies Act.
- 2.9.3 No Directors shall be appointed for life or an indefinite period and no Directors may be appointed by way of a written resolution passed in terms of paragraph 10.16(g) of Schedule 10 of the JSE Listings Requirements and section 60 of the Companies Act.
- 2.9.4 The Directors shall retire from office in accordance with, *inter alia*, the following provisions:
 - 2.9.4.1 at each annual general meeting, Directors comprising one third of the aggregate number of the Directors (excluding executive Directors), or if their number is not 3 or a multiple thereof, then the number nearest to but not less than one third of the aggregate number of Directors (excluding executive Directors) shall retire from office;
 - 2.9.4.2 the Directors to retire in terms of paragraph 2.9.4.1 above shall exclude executive Directors and shall be those who have been longest in office since their last election, provided that if more than one of them were elected Directors on the same day, those to retire shall be determined by lot unless those Directors agree otherwise between themselves;

- 2.9.4.3 if, after the retirement of Directors in terms of paragraph 2.9.4.1 above, there would remain in office any Director (excluding any executive Director) who would have held office for 3 years since his last election, he shall also retire, in addition to the Directors retiring in terms of paragraph 2.9.4.1 above, at such annual general meeting;
- 2.9.4.4 any Director appointed as such by the Directors after the conclusion of the Company's preceding annual general meeting shall, in addition to the Directors retiring in terms of paragraphs 2.9.4.1 and 2.9.4.3 above, retire from office at the conclusion of the annual general meeting held immediately after his/her appointment; and
- 2.9.4.5 a retiring Director shall be eligible for re-election and, if re-elected, shall be deemed for all purposes other than in terms of paragraphs 2.9.4.1 to 2.9.4.4 above, not to have vacated his/her office.
- 2.9.5 The appointment of a Director, to fill a vacancy or as an additional member to the Board, will be confirmed by Northam Holdings Shareholders at the succeeding annual general meeting of the Company. Directors shall be elected by way of an ordinary resolution (i.e. a majority greater than 50%) of the Northam Holdings Shareholders at a general meeting or an annual general meeting.
- 2.9.6 In any election of Directors, the election is to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, with the series of votes continuing until all vacancies on the Board have been filled.
- 2.9.7 Apart from satisfying the qualification and eligibility requirements set out in section 69 of the Companies Act, a Director shall cease to be eligible to continue to act as a Director if he absents himself from 3 consecutive meetings of the Board without the leave of the Board, and the Board resolves that his office shall be vacated; provided that the provisions set out in clause 34.9 of the Company's MOI shall not apply to a Director who is represented by an alternate director who does not so absent himself.
- 2.9.8 The Board has the power to fill any vacancy on the Board on a temporary basis, as set out in section 68(3) of the Companies Act and subject to section 70 of the Companies Act and exercise all of the powers and perform any of the functions of the Company, as set out in section 66(1) of the Companies Act, which powers are not limited by the Northam Holdings' MOI.
- 2.9.9 An extract of clause 34 of the Northam Holdings' MOI, relating to the composition of the Board, is contained in annexure 4.

2.10 Retirement or non-retirement of Directors

There is no provision in the Northam Holdings' MOI regarding the retirement or non-retirement of Directors in respect of any age limit.

2.11 Service contracts of Directors

2.11.1 As at the Last Practicable Date, the service contracts of the executive Northam Holdings Directors are held between such executive Directors and Northam. Following implementation of the Northam Scheme, Northam Holdings will not enter into any new service contracts with the executive Directors and these service contracts will remain with Northam, the material terms of which include the following:

- 2.11.1.1 If at any time before the termination of an executive Director's employment, a change of control of Northam should occur and the executive Director's employment is terminated by Northam, directly or constructively, as a direct consequence of the change in control, within 12 months of the effective date of such change of control, then such executive Director shall be entitled to a lump sum compensatory payment equal to (subject to paragraph 2.12.2 below) twice the then annual guaranteed package plus the average of the incentive bonuses paid by Northam to the executive Directors during the previous 2 years, together with any other payments and/or benefits then due and payable.

- 2.11.1.2 During the first year of an executive Director's employment the multiple referred to in paragraph 2.11.1.1 above shall be limited to the then annual guaranteed package.
- 2.11.1.3 The agreed amounts referred to in paragraphs 2.11.1.1 and 2.11.1.2 above shall cover any compensation or damages that an executive Director may be entitled to in terms of the Labour Relations Act, No. 66 of 1995, the Basic Conditions of Employment Act, No. 75 of 1997, and any other law (including common law) governing employment or the termination of employment.
- 2.11.1.4 The notice period in respect of the Chief Executive Officer is 12 months' written notice and 6 months' written notice in respect of the Chief Financial Officer.

2.12 Directors' remuneration

- 2.12.1 As at the Last Practicable Date, no remuneration or compensation has been paid or is payable to the current Northam Holdings Directors for their services in their capacity as Northam Holdings Directors.
- 2.12.2 In respect of the non-executive Northam Holdings Directors, in accordance with the Northam Holdings' MOI, the Company may pay remuneration to the non-executive Directors for their services as directors in accordance with a Special Resolution approved by the Shareholders within the previous 2 years, as contemplated in sections 66(8) and 66(9) of the Companies Act.
- 2.12.3 As at the Northam Holdings Listing Date, the non-executive Northam Holdings Directors will be entitled to receive the same remuneration for their services as Directors as they would have otherwise received as Northam Directors. The fees payable to Northam Holdings Directors in this regard are set out in annexure 5.
- 2.12.4 In respect of the executive Directors and management of Northam Holdings, in accordance with their respective service agreements with Northam:
 - 2.12.4.1 they will be remunerated for the services they render as employees and as executive Directors and/or management, as the case may be, within the Group; and
 - 2.12.4.2 the remuneration of executive Directors and management of Northam Holdings will continue in accordance with their existing service contracts with Northam (the details of which in respect of the executive Directors are set out in annexure 5).
- 2.12.5 Non-executive Northam Holdings Directors will not be entitled to participate in any incentive schemes offered by Northam Holdings or its Subsidiaries and will not receive any performance-based remuneration.
- 2.12.6 Any Director who:
 - 2.12.6.1 performs extra services;
 - 2.12.6.2 serves on any executive or other committee;
 - 2.12.6.3 devotes special attention to the business of Northam Holdings;
 - 2.12.6.4 goes or resides outside of South Africa for Northam Holdings; or
 - 2.12.6.5 otherwise performs or binds himself to perform services which, in the opinion of the Directors, are outside the scope of the ordinary duties of that Director,
 may be paid such extra remuneration or allowances in addition to or in substitution of the remuneration to which he may be entitled to as a Director, as a disinterested quorum of the Directors may from time to time determine, in accordance with a Special Resolution approved by Northam Holdings Shareholders within the previous 2 years as contemplated in sections 66(8) and 66(9) of the Companies Act.
- 2.12.7 The Northam Holdings Directors may also be paid all their travelling and other expenses properly and necessarily incurred by them in connection with the business of the Company and attending meetings of the Northam Holdings Board or Board committees.

- 2.12.8 The Northam Holdings Board may, as contemplated in and subject to the requirements of section 45 of the Companies Act, authorise the Company to provide financial assistance to a Director, prescribed officer or other person referred to in section 45(2) of the Companies Act, and the power of the Board in this regard is not limited or restricted by the Northam Holdings' MOI.
- 2.12.9 As at the Last Practicable Date, no loans have been made or security furnished by Northam Holdings or Northam to or for the benefit of any Northam Holdings Director.
- 2.12.10 No part of the business of the Company or any of its Subsidiaries is, or is to be, managed by a third party.
- 2.12.11 The Northam Holdings Directors do not have any power enabling them to vote on remuneration to themselves or any member of the Northam Holdings Board.
- 2.12.12 An extract of clause 41 of Northam Holdings' MOI, pertaining to Directors' remuneration, is contained in annexure 4.

2.13 Northam Holdings Board committees

2.13.1 Board Committees before the Northam Holdings Listing Date:

- 2.13.1.1 As at the date of issue of this Prospectus, Northam Holdings does not have any board committees.

2.13.2 Board committees after the Northam Holdings Listing Date:

- 2.13.2.1 Following the implementation of the Northam Scheme, Northam Holdings is expected to establish, *inter alia*, the same board committees as Northam currently has in place, which shall initially comprise the same members (save for Mr KB Mosehla) as the current Northam committees and shall adopt substantially similar terms of reference as those adopted by the respective Northam committees. Such committees are expected to include, *inter alia*, the:

2.13.2.1.1 Audit and risk committee:

This committee assists the Board with audit and risk related issues and in carrying out its functions relating to the safeguarding of assets, the operation of adequate risk management and internal control processes, compliance with laws and regulations, the preparation of financial statements in compliance with all applicable legislation and regulations and the oversight of the external and internal audit appointments and functions.

2.13.2.1.2 Health, safety and environmental committee:

This committee assists the Board with health, safety and environmental matters, oversees the Group's health, safety and environmental practices, monitors the Group's compliance with health, safety and environmental practices, ensures adequacy and timelines in respect of investigations into health, safety and environmental incidents and monitors compliance with recommendations arising from any investigations in health, safety and environmental incidents.

2.13.2.1.3 Investment committee:

This committee oversees the analysis and evaluation of investment opportunities, such as proposed mergers and acquisitions, and advises the Board on all acquisitions and investment-related opportunities for the Group, within the mandate provided by the Board.

2.13.2.1.4 Nominations committee:

This committee reviews the structure, size and composition of the Board and the appointment of members to Board committees, provides oversight and makes recommendations in terms of, *inter alia*, Board composition, rotation of directors and succession planning.

2.13.2.1.5 Social, ethics, human resources and transformation committee:

This committee assists the Board with the oversight of social, ethics, human resources and transformation matters and governs human and social capital, the promotion of equality and ethics management as well as oversight of the implementation of the remuneration policy, including the review of non-executive directors' fees.

2.13.3 In addition, the Northam Holdings Board may establish such further committees as it may deem necessary, from time to time, which committees may consist of one or more Northam Holdings Directors or of other persons.

2.14 **Borrowing powers of the Company**

2.14.1 The:

2.14.1.1 borrowing powers of the Company; and

2.14.1.2 powers of the Company to encumber its undertaking and property or any part thereof and to issue debt instruments (whether secured or unsecured), whether outright or as security for any debt, liability or obligation of the Company or any third party,

shall be unlimited (subject to compliance with section 43 of the Companies Act to the extent applicable) and shall be exercised by the Directors.

2.14.2 The Directors' borrowing powers have not been exceeded during the previous 3 years. There are no exchange control or other restrictions on the borrowing powers of the Northam Group.

2.14.3 An extract of clause 42 of Northam Holdings' MOI relating to the borrowing powers exercisable by the Directors is contained in annexure 4.

2.14.4 **Financial assistance for subscription for or purchase of securities in terms of section 44 of the Companies Act**

The Board may, as contemplated in section 44 of the Companies Act and subject to the requirements of that section, authorise the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise, to any person for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the Company or a Related or Inter-related company, or for the purchase of any such securities.

2.14.5 **Financial assistance to Directors, prescribed officers and Related and Inter-related companies in terms of section 45 of the Companies Act**

The Board may, as contemplated in section 45 of the Companies Act and subject to the requirements of that section, authorise the Company to provide direct or indirect financial assistance to a Director or prescribed officer of the Company, or of a Related or Inter-related company, or to a Related or Inter-related company or corporation, or to a member of a Related or Inter-related corporation, or to a person related to any such company, corporation, director, prescribed officer or member.

2.15 Name and business address of the auditors, bankers, attorneys and the company secretary

2.15.1 Independent Auditor

Ernst & Young Inc.
(Registration number 2005/002308/21)
102 Rivonia Road
Sandton, 2146
Johannesburg
South Africa
(Private Bag X14, Sandton, 2146, South Africa)

2.15.2 Bankers

Nedbank
135 Rivonia Road
Sandown, 2196
Sandton
South Africa
(PO Box 1144, Johannesburg, 2000)

2.15.3 Attorneys

Webber Wentzel
90 Rivonia Road
Sandton, 2196
South Africa
(PO Box 61771, Marshalltown, Johannesburg, South Africa, 2107)

2.15.4 Company secretary

Ms Patricia Beatrice Beale
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
South Africa
(PO Box 412694, Craighall, South Africa, 2024)

Ms Beale has more than 30 years' experience in the corporate secretarial field, previously working for JCI Limited and Gold Fields Limited. She is a member of The Institute of Directors in South Africa (IoDSA).

The Northam Holdings Board has considered the competence, qualifications and experience of the company secretary and is satisfied that Ms Beale is suitable for the role of company secretary, is independent of the Northam Holdings Board and maintains an arm's length relationship with the Directors.

3. HISTORY, STATE OF AFFAIRS AND PROSPECTS OF THE COMPANY

3.1 General History

- 3.1.1 Northam Holdings was incorporated in South Africa as a public company on 2 December 2020.
- 3.1.2 Northam Holdings was established for purposes of the Composite Transaction and ancillary matters, including (i) making the offer to Northam Shareholders to be implemented by way of the Northam Scheme; (ii) acquiring the Northam Scheme Shares from Northam Scheme Participants in exchange for the Northam Scheme Consideration, pursuant to the Northam Scheme; (iii) holding the Northam Scheme Shares and thereby becoming the holding company of Northam (further details of which are contained in Section 1, paragraph 3.2); and (iv) listing all of the issued Northam Holdings Shares on the Main Board of the JSE.
- 3.1.3 As at the Last Practicable Date, for purposes of giving effect to Section 1, paragraph 3.1.2 above, Northam Holdings had entered into the material agreements listed in Section 1, paragraph 7.

- 3.1.4 As at the Last Practicable Date, Northam Holdings has not conducted any other business since incorporation.
- 3.1.5 Northam Holdings will acquire all the Northam Scheme Shares held by the Northam Scheme Participants in exchange for the Northam Scheme Consideration.
- 3.1.6 To ensure the continuation of the listing of the Northam Group on the Main Board of the JSE, simultaneously with the implementation of the Northam Scheme, all Northam Shares will be delisted from the Main Board of the JSE and all Northam Holdings Shares will be listed on the Main Board of the JSE.
- 3.1.7 As at the Last Practicable Date, Northam Holdings has no material assets, property, liabilities or operating history and has no Subsidiaries. The organogram included in annexure 2, sets out the Group structure post the implementation of the Northam Scheme, whereby Northam will become a Subsidiary of Northam Holdings.

3.2 Nature of the business of the Group

- 3.2.1 Northam is an independent, fully empowered, integrated PGM producer. Northam's existing core producing business assets are Zondereinde and Booysendal (further details of which are set out below), and its primary products are the 3 main PGMs – platinum, palladium, rhodium – and gold ("**4E**"). Northam's medium-term annual production target is to produce 1 million 4E ounces ("**oz**") per annum.
- 3.2.2 The primary consumers of these PGMs are the automotive-manufacturing and jewellery industries. Other industrial uses range from chemical and electrical applications to the manufacturing of glass. PGMs are traded on international markets where the metal prices are determined by global supply and demand and are U.S. dollar denominated. Northam has no influence on the sales price of its metal and is essentially a price taker. The metal is sold in sponge or ingot form to customers in the U.S., Europe and Asia.

3.2.3 Assets and resources

3.2.3.1 *Zondereinde – mining operations*

- 3.2.3.1.1 Zondereinde is an established, conventional, long life operation with traditional drill and blast narrow tabular reef mining on a standard breast layout which mines Upper Group 2 ("**UG2**") and Merensky ore bodies ("**Merensky**"). All mining is performed by a full suite of hydropowered equipment. Zondereinde pioneered hydropowered technology in mining and the use of backfill as primary support. The mine is located on the northern end of the western limb of the Bushveld Complex near the town of Thabazimbi.
- 3.2.3.1.2 Zondereinde has the potential to mine up to 350 000 4E oz per annum and its life of mine extends beyond 30 years.
- 3.2.3.1.3 The Group's processing and refining capability presents a significant strategic advantage for the Group. Zondereinde's metallurgical facilities consist of 2 smelters with a total capacity of 35MW (able to process in excess of 1 million oz per annum) and a base metal removal plant. All metal concentrate received from Booysendal and the Eland mine ("**Eland**") is processed at Zondereinde's metallurgical facilities.

3.2.3.2 *Booyesendal – mining operations*

- 3.2.3.2.1 Booysendal's mining operations consist of shallow, mechanised, room and pillar mining operations and are located near the town of Mashishing (formerly Lydenburg) on the eastern limb of the Bushveld Complex.
- 3.2.3.2.2 Booysendal has a life of mine of over 25 years and the extensive orebody lends itself to further brownfields and greenfields expansion opportunities.
- 3.2.3.2.3 Booysendal has the potential to mine up to 500 000 4E oz per annum at steady state, following the completion of the development of the Booysendal South mine.

3.2.3.2.4 Concentrate from Booyseindal is smelted and processed further at Zondereinde.

3.2.3.3 *Eland – mining operations*

3.2.3.3.1 In January 2018, Northam acquired Eland which was on care and maintenance at the time. Eland employs a shallow conventional mining method with mechanised ore transport which uses breast stoping and underground conveyors. Eland has existing surface infrastructure comprising a concentrator with a 250 000 tonnes per month capacity with both PGM and chrome circuits, a large tailings storage facility, offices, change houses, medical station, training centre, laboratory and workshops.

3.2.3.3.2 As at the Last Practicable Date, development and recommissioning of Eland was underway.

3.2.3.4 *Northam Recovery Services operations*

3.2.3.4.1 In July 2017, the Group purchased a suite of PGM recycling equipment and the associated premises from A-1 Specialized Services Inc., a recycler of PGMs ("**Northam Recovery Services**"). The business is located in the state of Pennsylvania, United States of America.

3.2.3.4.2 Northam Recovery Services processes salvaged automotive catalytic converters, obtained worldwide from networks of dismantlers, scrap yards, parts dealers, and manufacturers, to recover platinum, palladium and rhodium.

3.2.3.4.3 Northam is commencing operations to establish a working procedure with reputable suppliers.

3.2.3.4.4 The PGM material arising from these recycled convertors will be treated at the Zondereinde metallurgical facilities.

3.2.4 There is no government protection nor any investment encouragement law affecting the business of the Company.

3.3 **Material Changes**

Save for the offer made by Northam Holdings to Northam Shareholders to receive the Northam Scheme Consideration and ancillary matters, there have been no material changes in the financial or trading position of Northam Holdings, since its incorporation, and the Northam Group, since the publication of the condensed reviewed interim financial results for the 6 months ended 31 December 2020, until the Last Practicable Date.

3.4 **Prospects of Northam Holdings**

To ensure the continuation of the listing of the Northam Group on the Main Board of the JSE, simultaneously with the implementation of the Northam Scheme, all Northam Holdings Shares will be listed, and all Northam Shares will be delisted from the Main Board of the JSE.

In the event that the Northam Scheme is implemented, it is anticipated that the business of the Northam Group will be managed in a similar manner as it was managed prior to the implementation of the Northam Scheme and Northam will become a Subsidiary of Northam Holdings. In 2015, the Group embarked on a four-phase growth strategy, investing significant financial resources to safely, efficiently and sustainably increase its PGM production against the sector trend of depleting supply. The Group's growth strategy is focussed on growing production down the cost curve by developing new, shallow, mechanisable ore bodies and optimising existing operations.

The Group has a large, modular capital expansion programme aimed at securing its future through the creation of long-life, low-cost operations. Prior to the COVID-19 pandemic and the ensuing COVID-19 Restrictions put in place by the South African Government, projects were progressing on schedule and on budget. The modular approach allowed the Group to suspend and postpone some capital projects for purposes of managing the uncertainty arising from the COVID-19 Restrictions without significantly compromising current cost benefits or future optionality. Successful project execution is key to creating a sustainable business for the long-term benefit of all the Group's stakeholders.

3.5 **Opinion of Directors as to the prospects of the business of the Group**

Over the past few years, the Northam Group has taken several strategic steps which the Directors believe have improved the future prospects of the Northam Group. The opinion of the Northam Holdings Board regarding the prospects of the Northam Group is that the Group's financial performance will depend on the exchange rate and commodity prices together with a stable operating environment. The Northam Holdings Board is confident that the Group's strong financial position, prudent financial controls and successful execution of its expansion strategy will place the Group in a position to take advantage of improved market conditions going forward. This assessment is based on the strategy of growing production down the cost curve through developing low-cost, long-life assets to improve operating margins and its relative cost position within the PGMs sector. The metals that the Northam Group produces are special and aid the attainment of a cleaner, greener world. It is the Northam Holdings Board's considered opinion that demand for PGMs will remain strong over the coming decade.

3.6 **State of affairs of Northam Holdings**

Northam Holdings is a recently incorporated company established for the purposes set out in Section 1, paragraph 3.1.2, which has not traded as at the Last Practicable Date. Northam Holdings has no material assets, vendors, liabilities, or operating history.

The state of affairs of the Group is set out in Section 1, paragraphs 3.2.2 and 3.2.3.

3.7 **Principal immovable properties of Northam Holdings**

Northam Holdings does not own or occupy any immovable property or leasehold property.

As at 31 December 2020, the Group's principal immovable properties include shafts, mining development and infrastructure located at its various mining operations, with a net book value of R10.54 billion, as well as metallurgical and refining plants with a net book value of R3.55 billion.

3.8 **Commitments for the purchase, construction or installation of buildings, plant and machinery in respect of Northam Holdings**

Northam Holdings does not have any plans for and has not made commitments to purchase, construct or install any buildings, plant or machinery.

Apart from the R1.70 billion commitments arising in the ordinary course of business (as set out in Section 1, paragraph 9), the Group has not made any commitments to purchase, construct or install any buildings, plant or machinery.

3.9 **Company particulars in respect of Northam Holdings**

Northam Holdings is a recently incorporated company which has not traded. Northam Holdings has no material assets, liabilities, or operating history and has no turnover. Northam Holdings has never declared a dividend.

The Group is an independent integrated PGM producer listed on the JSE. As required in terms of Regulation 79, particulars of the gross turnover, the profits or losses (before and after tax) and dividends paid by Northam Holdings as at the date of incorporation are contained in annexure 9. Northam Holdings has not paid any dividends in the preceding 3 years.

4. **SHARE CAPITAL OF THE COMPANY**

4.1 **Authorised and issued share capital of Northam Holdings**

4.1.1 The authorised and issued share capital of Northam Holdings, as at the Last Practicable Date, is set out below:

	R'000
Authorised share capital	
2 000 000 000 Northam Holdings Shares	–
Issued share capital	
1 Northam Holdings Share	0.001
	0.001

- 4.1.2 As at the Last Practicable Date, 1 Northam Holdings Share is in issue and is held by Northam and Northam Holdings has no Treasury Shares in issue.
- 4.1.3 On the assumption that, 378 088 037 Northam Holdings Shares ² will be issued to Northam Scheme Participants in terms of the Northam Scheme, the authorised and issued share capital of Northam Holdings, following implementation of the Northam Scheme, will be as follows:

	R'000
Authorised share capital	
2 000 000 000 Northam Holdings Shares	–
Issued share capital	
378 088 038 Northam Holdings Shares	8 131 221
	8 131 221

- 4.1.4 Following implementation of the Northam Scheme, 1 Northam Holdings Share will be held as a Treasury Share, being the share held by Northam.
- 4.1.5 On the assumption that 18 004 193 Northam Holdings Shares ³ will be subscribed for by HDP Security SPV, the authorised and issued share capital of Northam Holdings, following implementation of the Composite Transaction, will be as follows:

	R'000
Authorised share capital	
2 000 000 000 Northam Holdings Shares	–
Issued share capital	
396 092 231 Northam Holdings Shares	12 685 246
	12 685 246

- 4.1.6 Following implementation of the Composite Transaction, there will be 1 Treasury Share, being the Northam Holdings Share held by Northam.
- 4.1.7 The Directors from time to time will, subject to the requisite Northam Holdings Shareholders' and/or JSE approval, control the issue and disposal of the authorised but unissued Northam Holdings Shares.
- 4.1.8 The terms of the Northam Holdings Shares are set out in part C of the Northam Holdings' MOI (an extract of which is contained in annexure 4).
- 4.1.9 As at the Last Practicable Date there are no securities of the Company listed on any stock exchanges. To ensure the continuation of the listing of the Northam Group on the Main Board of the JSE, prior to implementation of the Northam Scheme, the Northam Holdings Shares will be listed on the Main Board of the JSE, and the Northam Shares acquired by Northam Holdings pursuant to the implementation of the Northam Scheme, will be delisted from the Main Board of the JSE on the Business Day following the Northam Scheme Implementation Date.

² The issued share capital of Northam Holdings post implementation of the Northam Scheme is provided for illustration purposes only and is determined by reference to, inter alia, the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 and annexures 5 and 6 to the Circular. The actual issued share capital of Northam Holdings post implementation of the Northam Scheme will depend on, inter alia, the date on which the various components of the Composite Transaction are implemented.

³ The issued share capital of Northam Holdings post implementation of the Composite Transaction is provided for illustration purposes only and is determined by reference to, inter alia, the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 and annexures 5 and 6 to the Circular. The actual issued share capital of Northam Holdings post implementation of the Composite Transaction will depend on, inter alia, the date on which the various components of the Composite Transaction are implemented.

4.2 Authorised and issued share capital of Northam

- 4.2.1 The authorised and issued share capital of Northam as at the Last Practicable Date is set out below:

	R'000
Authorised share capital	
2 000 000 000 Northam Shares	–
Issued share capital	
509 781 212 Northam Shares	13 778 114
	13 778 114

- 4.2.2 As at the Last Practicable Date, there are no Treasury Shares.

- 4.2.3 On the assumption that 131 693 175 Northam Shares ⁴ will be transferred to and repurchased by Northam and subsequently cancelled, pursuant to the Transaction, the authorised and issued share capital of Northam will be as follows:

	R'000
Authorised share capital	
2 000 000 000 Northam Shares	–
Issued share capital	
378 088 037 Northam Shares	8 131 220
	8 131 220

- 4.2.4 After implementation of the Transaction, there will be no Treasury Shares.

- 4.2.5 On the assumption that, 112 935 388 Northam Shares ⁵ will be subscribed for by the BEE SPVs (indirectly through the BEE Security SPVs), the authorised and issued share capital of Northam, following implementation of the BEE SPV Subscriptions, will be as follows:

	R'000
Authorised share capital	
2 000 000 000 Northam Shares	–
Issued share capital	
491 023 425 Northam Shares	37 389 391
	37 389 391

- 4.2.6 Following implementation of the Composite Transaction (including after the Zambezi Preference Share Redemption), Northam will become a Subsidiary of Northam Holdings and there will be no Treasury Shares.

4.3 Key terms of the Ordinary Shares

- 4.3.1 Each Ordinary Share entitles its Northam Holdings Shareholder to:

- 4.3.1.1 vote on any matter to be decided by the Shareholders and to 1 vote in the case of a vote by means of a poll and/or by a show of hands;
- 4.3.1.2 participate proportionally in any dividend paid by Northam Holdings to Shareholders; and

⁴ The issued share capital of Northam post implementation of the Transaction is provided for illustration purposes only and is determined by reference to, inter alia, the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual issued share capital of Northam post implementation of the Transaction will depend on, inter alia, the dates on which the various components of the Composite Transaction are implemented.

⁵ The issued share capital of Northam Holdings post implementation of the Composite Transaction is provided for illustration purposes only and is determined by reference to, inter alia, the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual issued share capital of Northam Holdings post implementation of the Composite Transaction will depend on, inter alia, the date on which the various components of the Composite Transaction are implemented.

- 4.3.1.3 receive proportionally the net assets of Northam Holdings upon its liquidation.
- 4.3.2 The full terms of the Ordinary Shares are set out in Northam Holdings' MOI, an extract of which is contained in annexure 4.

4.4 Variation and conversion rights

- 4.4.1 Each Ordinary Share issued by Northam Holdings has associated with it an irrevocable right of the holder to vote on any proposal to amend the preferences, rights, limitations and other terms associated with that Ordinary Share.
- 4.4.2 The authorisation and classification of Ordinary Shares, the number of authorised Ordinary Shares of each class, and the preferences, rights, limitations and other terms associated with each class of Ordinary Share may be changed only by an amendment to the Northam Holdings' MOI by way of a Special Resolution of the Northam Holdings Shareholders.

4.5 Fractions

As Northam Holdings will acquire all the Northam Scheme Shares held by the Northam Scheme Participants in exchange for Northam Holdings Shares, on a one-for-one basis, fractions of securities shall not be applicable.

4.6 Voting rights

- 4.6.1 At any Shareholders meeting, any person who is present at the Shareholders meeting, whether as a Shareholder or as a proxy for, or authorised representative of, a Shareholder, shall be entitled to exercise the following voting rights:
 - 4.6.1.1 an Ordinary Shareholder shall be entitled to:
 - 4.6.1.1.1 1 vote in total in respect of all his Ordinary Shares on a show of hands; and
 - 4.6.1.1.2 exercise 1 vote per Ordinary Share on a poll;
 - 4.6.1.2 a registered holder of any special class of shares created for the purposes of BEE shall be entitled to exercise such voting rights (if any) as it is permitted to exercise under the preferences, rights, limitations or other terms of that special class of shares; and
 - 4.6.1.3 a Shareholder other than those referred to in paragraphs 4.6.1.1 and 4.6.1.2 above shall not be entitled to exercise voting rights, except as provided for in paragraph 4.6.2 below.
- 4.6.2 The registered holders of a class of shares, other than Ordinary Shares and any special class of shares created for the purposes of BEE, shall not be entitled to exercise voting rights on any resolution at Shareholders meetings, save:
 - 4.6.2.1 as permitted to do so from time to time in terms of the provisions of the Northam Holdings' MOI pursuant to clause 31.4 of Northam Holdings' MOI;
 - 4.6.2.2 insofar as the right to do so is conferred on them in terms of section 37(3) of the Companies Act; or
 - 4.6.2.3 as otherwise permitted to do so from time to time in terms of a provision in the Northam Holdings' MOI which has been approved by the JSE.
- 4.6.3 Voting shall be conducted by means of a polled vote in respect of any matter to be voted on at a meeting of Shareholders if a demand is made for such a vote by:
 - 4.6.3.1 at least 5 Shareholders having the right to vote on that matter, either as Shareholders or as proxies representing Shareholders;
 - 4.6.3.2 a Shareholder who is, or persons who together are, entitled, as Shareholders or proxies representing Shareholders, to exercise at least 10% of the voting rights entitled to be voted on that matter; or
 - 4.6.3.3 the chairperson of the meeting.
- 4.6.4 The full terms of the voting rights are set out in Northam Holdings' MOI, an extract of which is contained in annexure 4.

4.7 Distributions

- 4.7.1 Subject to the provisions of the Companies Act and Northam Holdings' MOI, the Board may declare any Distribution. With effect from the Northam Holdings Listing Date, all Distributions shall comply with the JSE Listings Requirements. The Company may not make it a condition to a Distribution that all or part of the amount of that Distribution may be called up again by the Company in its discretion.
- 4.7.2 Distributions (in the form of a dividend or otherwise) are to be declared by the Board in accordance with the Companies Act.
- 4.7.3 The Company shall not be responsible for a Shareholder's loss arising from any fraudulent, diverted or incorrect electronic funds transfer of Distributions or other amounts payable to a Shareholder unless such loss was due to the Company's gross negligence or wilful default.
- 4.7.4 Any Distribution or other money payable on or in respect of a share:
 - 4.7.4.1 which is unclaimed, may be retained by the Company and held in trust indefinitely until lawfully claimed by such Shareholder/s or until the Shareholder's claim therefor prescribes in terms of clause 46.5.2 of Northam Holdings' MOI;
 - 4.7.4.2 which is unclaimed for a period of 3 years from the date on which they were declared, may be declared forfeited by the Board for the benefit of the Company. The Directors shall be entitled at any time to annul such forfeiture upon such conditions (if any) as the Directors deems fit;
 - 4.7.4.3 which is retained and unclaimed for 3 years, should the Company be wound-up or deregistered, after the payment date of the Distribution or money in question, shall be forfeited and revert to the Company or its assigns and may be dealt with by the Directors or such assigns as they deem fit; and
 - 4.7.4.4 shall not bear interest against the Company, and the Directors shall, for the purpose of facilitating the winding-up or deregistration of the Company before the date of any such forfeiture, be entitled to delegate to any bank, registered as such in accordance with the laws of South Africa, the liability for payment of any such Distribution or other money, payment of which has not been forfeited in terms of the foregoing.
- 4.7.5 Distributions (in the form of a dividend or otherwise) shall be paid to Shareholders registered as at a record date subsequent to the date of declaration or, if applicable, date of confirmation of the Distribution, whichever is the later date.
- 4.7.6 There currently exists no arrangement under which future dividends are waived or agreed to be waived.

4.8 Alterations to the share capital of Northam Holdings

- 4.8.1 On incorporation of Northam Holdings on 2 December 2020, the authorised share capital of Northam Holdings consisted of 2 000 000 000 Ordinary Shares.
- 4.8.2 Since the date of its incorporation, Northam Holdings has not altered its authorised share capital.

4.9 Other pertinent terms

Other pertinent terms associated with the Ordinary Shares, including the transfer of securities (clause 15 of Northam Holdings' MOI) and transmission of securities (clause 46.3 of Northam Holdings' MOI) are contained in annexure 4.

4.10 Issues of Northam Holdings Shares or Northam Shares

Other than the proposed issue of Northam Holdings Shares to Northam Scheme Participants in terms of the Northam Scheme and HDP Security SPV in terms of the HDP SPV Subscription, as detailed below, Northam Holdings has not offered any of its Northam Holdings Shares to the public for subscription or sale within the 3 years preceding the date of this Prospectus. Similarly, other than the proposed issue of Northam Shares to Community Security SPV and Employee Security SPV in terms of the BEE SPV Subscriptions, Northam has not offered any of its Northam Shares to the public for subscription or sale within the 3 years preceding the date of issue of this Prospectus.

4.10.1 Northam Scheme

- 4.10.1.1 In terms of the Northam Scheme, it is proposed that Northam Scheme Participants will acquire Northam Holdings Shares in exchange for Northam Shares held by them, on a one-for-one basis, which comprises the Northam Scheme Consideration.
- 4.10.1.2 The total number of Northam Holdings Shares to be issued pursuant to the Northam Scheme will be dependent on, *inter alia*, the number of Northam Scheme Shares in issue post implementation of the Transaction.

Following implementation of the Northam Scheme, ownership in the Northam Group by HDPs will be restored in terms of the Extended BEE Transaction, the terms and conditions of which are as follows:

4.10.2 HDP SPV Subscription, HDP SPV Pref Subscriptions and HDP Security SPV Subscription

- 4.10.2.1 Northam Holdings will incorporate:

- 4.10.2.1.1 HDP Security SPV as a special purpose ring-fenced company for purposes of the Extended BEE Transaction and ancillary matters, including (i) subscribing for the HDP SPV Subscription Shares; (ii) issuing ordinary shares to HDP SPV; and (iii) holding the Northam Holdings Shares subscribed for pursuant to the HDP SPV Subscription for the benefit of holders of HDP SPV Shares. Prior to the issue of ordinary shares to HDP SPV, HDP Security SPV will be a wholly-owned Subsidiary of Northam Holdings; and

- 4.10.2.1.2 HDP SPV as a special purpose ring-fenced company for purposes of the Extended BEE Transaction and ancillary matters, including (i) indirectly subscribing for the HDP SPV Subscription Shares (through HDP Security SPV); (ii) issuing A Preference Shares and B Preference Shares for purposes of funding the HDP SPV Subscription and ancillary matters; (iii) issuing HDP SPV Shares to the HDP Entities; and (iv) the HDP SPV Listing. Prior to the issue of the HDP SPV Shares to the HDP Entities, HDP SPV will be a wholly-owned Subsidiary of Northam Holdings.

- 4.10.2.2 HDP SPV will, indirectly through HDP Security SPV, subscribe for, and Northam Holdings will issue to HDP Security SPV, the HDP SPV Subscription Shares at the Subscription Price, such that the collective effective see-through shareholding in Northam by the SPVs will amount to up to 26.5% in aggregate (net of Treasury Shares), post implementation of the Northam Scheme and the issue of the HDP SPV Subscription Shares and the BEE SPV Subscription Shares ("**HDP SPV Subscription**").

- 4.10.2.3 The number of HDP SPV Subscription Shares will depend on, *inter alia*, (i) the number of Northam Holdings Shares issued pursuant to the Northam Scheme (which will be subject to the number of Northam Shares repurchased by Northam pursuant to the Share Acquisitions Scheme); and (ii) the shareholding of the BEE SPVs in Northam (net of Treasury Shares).

- 4.10.2.4 The subscription consideration payable for the HDP SPV Subscription Shares will be funded as follows:

- 4.10.2.4.1 Northam Holdings will subscribe for A Preference Shares and B Preference Shares in HDP SPV, with an aggregate subscription consideration equal to the Subscription Price multiplied by the number of HDP SPV Subscription Shares ("**HDP SPV Pref Subscription**"); and

- 4.10.2.4.2 HDP SPV will utilise the proceeds from the HDP SPV Pref Subscription to subscribe for ordinary shares in HDP Security SPV, so as to enable HDP Security SPV to subscribe for the HDP SPV Subscription Shares and settle the subscription consideration payable for the HDP SPV Subscription Shares pursuant to the HDP SPV Subscription ("**HDP Security SPV Subscription**").

- 4.10.2.5 For so long as the A Preference Shares issued by HDP SPV remain outstanding, any Distributions made by Northam Holdings in respect of the HDP SPV Subscription Shares held by HDP Security SPV will be utilised by HDP Security SPV as follows:
 - 4.10.2.5.1 firstly, to provide for and pay its taxes;
 - 4.10.2.5.2 thereafter, to provide for and pay its permitted operational expenses (including any associated funding from the Northam Group) which are not settled by Northam Holdings in terms of the relevant HDP SPV Administration Services Agreement; and
 - 4.10.2.5.3 thereafter the balance of the available funds to make a Distribution in respect of the ordinary shares held by HDP SPV in HDP Security SPV.
- 4.10.2.6 For so long as the A Preference Shares issued by HDP SPV remain outstanding, the Distributions made by HDP Security SPV in respect of the ordinary shares held by HDP SPV in HDP Security SPV (as envisaged in paragraph 25.1.4.1.3 of the Circular) will be utilised by HDP SPV as follows:
 - 4.10.2.6.1 firstly, to provide for and pay its taxes;
 - 4.10.2.6.2 thereafter, to provide for and pay its permitted operational expenses (including any associated funding from the Northam Group) which are not settled by Northam Holdings, *inter alia*, in terms of the relevant HDP SPV Administration Services Agreement;
 - 4.10.2.6.3 thereafter, no less than 5% of the available funds will be utilised to make a Distribution of a trickle dividend to the holders of HDP SPV Shares in order to ensure value transfer to the ordinary shareholders of HDP SPV during the Empowerment Term; and
 - 4.10.2.6.4 thereafter the balance of the available funds will be utilised to service the A Preference Shares and B Preference Shares issued by HDP SPV.
- 4.10.2.7 The HDP SPV Subscription Shares will rank *pari passu* with all other Northam Holdings Shares in issue.
- 4.10.2.8 The HDP SPV Subscription will be subject to the terms set out in paragraph 25.4 of the Circular.
- 4.10.2.9 Implementation of the HDP SPV Subscription, the HDP SPV Pref Subscription and the HDP Security SPV Subscription will be conditional upon, *inter alia*, the fulfilment or waiver of the Extended BEE Transaction Conditions set out in paragraph 26 of the Circular.
- 4.10.2.10 Following implementation of the HDP SPV Subscription the shareholders of Northam Holdings will comprise the Northam Scheme Participants (which will include the Zambezi Ordinary Shareholders), Northam and HDP SPV (indirectly through HDP Security SPV).
- 4.10.3 **BEE SPV Subscriptions, BEE SPV Pref Subscriptions and BEE Security SPV Subscriptions**
 - 4.10.3.1 Northam will incorporate:
 - 4.10.3.1.1 Community Security SPV as a special purpose ring-fenced company for purposes of the Extended BEE Transaction and matters ancillary thereto, including (i) subscribing for the relevant BEE SPV Subscription Shares; (ii) issuing ordinary shares to Community SPV; and (iii) holding the Northam Shares subscribed for pursuant to the relevant BEE SPV Subscription for the benefit of the Community Entities. Prior to the issue of ordinary shares to Community SPV, Community Security SPV will be a wholly-owned Subsidiary of Northam;
 - 4.10.3.1.2 Community SPV as a special purpose ring-fenced company for purposes of the Extended BEE Transaction and matters ancillary thereto, including (i) indirectly subscribing for the relevant BEE SPV Subscription Shares (through Community Security SPV); (ii) issuing

A Preference Shares and B Preference Shares for purposes of funding the relevant BEE SPV Subscription and matters ancillary thereto; and (iii) issuing Community SPV Shares to the Community Entities. Prior to the issue of the Community SPV Shares to the Community Entities, Community SPV will be a wholly-owned Subsidiary of Northam;

- 4.10.3.1.3 Employee Security SPV as a special purpose ring-fenced company for purposes of the Extended BEE Transaction and matters ancillary thereto, including (i) subscribing for the relevant BEE SPV Subscription Shares; (ii) issuing ordinary shares to Employee SPV; and (iii) holding the Northam Shares subscribed for pursuant to the relevant BEE SPV Subscription for the benefit of the Employee Entities. Prior to the issue of ordinary shares to Employee SPV, Employee Security SPV will be a wholly-owned Subsidiary of Northam;
- 4.10.3.1.4 Employee SPV as a special purpose ring-fenced company for purposes of the Extended BEE Transaction and matters ancillary thereto, including (i) indirectly subscribing for the relevant BEE SPV Subscription Shares (through Employee Security SPV); (ii) issuing A Preference Shares and B Preference Shares for purposes of funding the relevant BEE SPV Subscription and matters ancillary thereto; and (iii) issuing Employee SPV Shares to the Employee Entities. Prior to the issue of the Employee SPV Shares to the Employee Entities, Employee SPV will be a wholly-owned Subsidiary of Northam.
- 4.10.3.2 Each of Employee SPV and Community SPV will, indirectly through Employee Security SPV and Community Security SPV, respectively, subscribe for, and Northam will issue to them, the BEE SPV Subscription Shares at the Subscription Price, such that the collective shareholding in Northam by Employee SPV and Community SPV (indirectly through the relevant BEE Security SPVs) will amount to no more than 23% of the total Northam Shares in issue (net of Treasury Shares) post implementation of the Northam Scheme and the issue of the BEE SPV Subscription Shares (collectively the “**BEE SPV Subscriptions**”).
- 4.10.3.3 The number of BEE SPV Subscription Shares will depend on, *inter alia*, the percentage allocation agreed to between Northam, Northam Holdings and the BEE SPVs and the number of Northam Holdings Shares issued pursuant to the Northam Scheme (which will be subject to the number of Northam Shares repurchased by Northam pursuant to the Share Acquisitions Scheme), but will in aggregate not exceed 23% of the Northam Shares in issue (net of Treasury Shares).
- 4.10.3.4 The aggregate subscription consideration payable for the BEE SPV Subscription Shares will be funded as follows:
 - 4.10.3.4.1 Northam will subscribe for A Preference Shares and B Preference Shares in each of the BEE SPVs, with an aggregate subscription consideration equal to the Subscription Price multiplied by the number of BEE SPV Subscription Shares (collectively, the “**BEE SPV Pref Subscriptions**”); and
 - 4.10.3.4.2 each of the BEE SPVs will utilise the proceeds from the BEE SPV Pref Subscriptions to subscribe for ordinary shares in the relevant BEE Security SPV, to enable the BEE Security SPVs to subscribe for the BEE SPV Subscription Shares and settle the subscription consideration payable for the BEE SPV Subscription Shares pursuant to the BEE SPV Subscriptions (collectively, the “**BEE Security SPV Subscriptions**”).

- 4.10.3.5 For so long as the A Preference Shares issued by a BEE SPV remain outstanding, any Distributions made by Northam in respect of the BEE SPV Subscription Shares held by the relevant BEE Security SPV will be utilised by such BEE Security SPV as follows:
- 4.10.3.5.1 firstly, to provide for and pay its taxes;
 - 4.10.3.5.2 thereafter, to provide for and pay its permitted operational expenses (including any associated funding from the Northam Group) which are not settled by Northam in terms of the relevant BEE SPV Administration Services Agreement; and
 - 4.10.3.5.3 thereafter, the balance of the available funds to make a Distribution in respect of the ordinary shares held by the BEE SPVs in the BEE Security SPVs.
- 4.10.3.6 For so long as the A Preference Shares issued by a BEE SPV remain outstanding, the Distributions made by the relevant BEE Security SPV in respect of the ordinary shares held by such BEE SPV in the relevant BEE Security SPV (as contemplated in paragraph 4.10.3.4.3), will be utilised by such BEE SPV as follows:
- 4.10.3.6.1 firstly, to provide for and pay its taxes;
 - 4.10.3.6.2 thereafter, to provide for and pay its permitted operational expenses (including any associated funding from the Northam Group) which are not settled by Northam in terms of the relevant BEE SPV Administration Services Agreement;
 - 4.10.3.6.3 thereafter, no less than 5% of the available funds will be utilised to make a Distribution of a trickle dividend to the holders of BEE SPV Shares in order to ensure value transfer to the ordinary shareholders of the relevant BEE SPV during the Empowerment Term; and
 - 4.10.3.6.4 thereafter, the balance of the available funds will be utilised to service the A Preference Shares and B Preference Shares issued by the BEE SPVs.
- 4.10.3.7 The Distributions made by the BEE SPVs in respect of the BEE SPV Shares held by the Employee Entities or the Community Entities, as the case may be, will be utilised by the Employee Entities and Community Entities as follows:
- 4.10.3.7.1 firstly, to provide for and pay its taxes;
 - 4.10.3.7.2 secondly, to provide for and pay its permitted operational expenses (including any associated funding from the Northam Group); and
 - 4.10.3.7.3 thereafter, the balance of the available funds will be utilised for purposes of (i) in the case of the Employee Entities, funding Employee development activities such as education projects or paying cash bonuses to Employees; and (ii) in the case of the Community Entities, funding Community development activities including healthcare and education and development projects.
- 4.10.3.8 The BEE SPV Subscription Shares will rank *pari passu* with all other Northam Shares in issue.
- 4.10.3.9 The BEE SPV Subscriptions will be subject to the terms set out in paragraph 25.4 of the Circular.
- 4.10.3.10 Implementation of the BEE SPV Subscriptions, BEE SPV Pref Subscriptions and the BEE Security SPV Subscriptions will be conditional upon, *inter alia*, the fulfilment or waiver of the Extended BEE Transaction Conditions, set out in paragraph 26 of the Circular.
- 4.10.3.11 Following implementation of the BEE SPV Subscriptions, the shareholders of Northam will comprise Northam Holdings, Zambezi and the BEE SPVs (indirectly through the BEE Security SPVs).

4.10.4 Annual BEE SPV advances

- 4.10.4.1 In order to ensure the realisation and transfer of value to Employee SPV and Community SPV on an annual basis for the benefit of their respective beneficiaries over the Empowerment Term, Members of the Group may provide funding to the BEE SPVs, the Employee Entities and/or the Community Entities, of up to R150 million in aggregate per annum, escalating annually by no more than 5% over the Empowerment Term, by way of loan funding or the subscription for an appropriate instrument ("**Annual BEE SPV Advances**").
- 4.10.4.2 The Annual BEE SPV Advances will be applied towards employee or community-based initiatives, as the case may be, as envisaged in paragraph 25.2.3.3.3. of the Circular.
- 4.10.4.3 The Annual BEE SPV Advances amount to the provision of financial assistance by Northam in terms of sections 44 and 45 of the Companies Act. In the circumstances, the provision of such financial assistance is subject to the adoption of a Special Resolution by Northam Shareholders at the General Meeting in accordance with sections 44(3)(a)(ii) and section 45 (3)(a)(ii) of the Companies Act.
- 4.10.5 Northam Shareholders are referred to paragraph 25 of the Circular for detailed information regarding the Extended BEE Transaction.

4.11 Major and controlling shareholders

- 4.11.1 As at the date of issue of this Prospectus, the sole and controlling shareholder of Northam Holdings is Northam.
- 4.11.2 In so far as it is known by the Northam Directors, the Shareholders that, directly or indirectly, are beneficially interested in 5% or more of the issued share capital of Northam, together with each of such Northam Shareholder's interest, as at the Last Practicable Date are as follows:

Shareholder	Number of Northam Shares	% of total*
Zambezi	159 905 453	31.37%
Public Investment Corporation SOC Limited	66 102 545	12.97%
BlackRock Inc.	36 033 828	7.07%
Coronation Asset Management Proprietary Limited	30 952 957	6.07%
Total	292 994 783	57.48%

*Percentage shareholding is calculated as a percentage of the total issued share capital of Northam as at the Last Practicable Date.

- 4.11.3 Post implementation of the Transaction, Zambezi will become a Subsidiary of Northam, and post implementation of the Extended BEE Transaction, Northam Holdings will hold not less than 77% and Employee SPV and Community SPV will collectively hold no more than 23% of all the Northam Shares in issue (net of Treasury Shares).
- 4.11.4 Based on various assumptions applicable to the Composite Transaction, the illustrative interests of Northam Shareholders who are expected to be beneficially interested in 5% or more of the issued share capital of Northam Holdings post implementation of the Northam Scheme ⁶, but before implementation of the BEE SPV Subscription, are expected to be as follows:

⁶ The shareholding post implementation of the Northam Scheme is provided for illustration purposes only and is determined by reference to, inter alia, Northam's shareholding and the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual shareholding post implementation of the Northam Scheme will depend on, inter alia, the dates on which the various components of the Composite Transaction are implemented.

Shareholder	Number of Northam Holdings Shares	% of total*
Zambezi	–	0.00%
Public Investment Corporation SOC Limited	66 102 545	17.48%
BlackRock Inc.	36 033 828	9.53%
Coronation Asset Management Proprietary Limited	30 952 957	8.19%
Old Mutual Limited	19 115 037	5.06%
Total	152 204 367	40.26%

*Percentage shareholding is calculated as a percentage of the total issued share capital of Northam Holdings.

- 4.11.5 Based on various assumptions applicable to the Composite Transaction, the illustrative interests of Northam Shareholders who are expected to be beneficially interested in 5% or more of the issued share capital of Northam Holdings post implementation of the Composite Transaction ⁷, are expected to be as follows:

Shareholder	Number of Northam Holdings Shares	% of total*
Zambezi	–	0.00%
Public Investment Corporation SOC Limited	66 102 545	16.69%
BlackRock Inc.	36 033 828	9.10%
Coronation Asset Management Proprietary Limited	30 952 957	7.81%
Total	133 089 330	33.60%

*Percentage shareholding is calculated as a percentage of the total issued share capital of Northam Holdings.

- 4.11.6 Northam Holdings does not anticipate having any controlling shareholders post implementation of the Northam Scheme.
- 4.11.7 Post implementation of the Transaction, Zambezi will become a Subsidiary of Northam, and post implementation of the Extended BEE Transaction, Northam Holdings will hold not less than 77% and Employee SPV and Community SPV will collectively hold no more than 23% of all the Northam Shares in issue (net of Treasury Shares).
- 4.11.8 There were no changes in controlling shareholder(s) and trading objects of Northam Holdings during the previous 5 years.

4.12 Consolidations or sub-divisions

There have been no consolidations or sub-divisions of Northam Holdings Shares or Northam Shares during the preceding 3 years of the date of this Prospectus.

5. OPTIONS OR PREFERENTIAL RIGHTS IN RESPECT OF SHARES

Other than as set out in this Prospectus, there is no contract or arrangement, either actual or proposed, whereby any option or preferential right of any kind has been or will be given to any person to subscribe for any Northam Holdings' securities.

⁷ The shareholding post implementation of the Composite Transaction is provided for illustration purposes only and is determined by reference to, inter alia, Northam's shareholding and the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual shareholding post implementation of the Composite Transaction will depend on, inter alia, the dates on which the various components of the Composite Transaction are implemented.

6. COMMISSIONS PAID OR PAYABLE IN RESPECT OF UNDERWRITING

- 6.1 Northam Holdings has not paid any consideration, within the 3 years preceding the date of this Prospectus, as commission to any person for subscribing or agreeing to subscribe, or procuring or agreeing to procure, subscriptions for any securities, nor is any such consideration payable.
- 6.2 No commissions, discounts or brokerages have been paid nor have any other special terms been granted in connection with the issue or sale of any shares or linked units in the capital of Northam Holdings in the 3 years preceding the Last Practicable Date.

7. MATERIAL CONTRACTS

Agreement	Date	Parties	Nature
Implementation Agreement	22 March 2021	Northam and Zambezi	Records the terms, obligations and mutual commitments of Northam and Zambezi in respect of the implementation of certain components of the Transaction and certain amendments to the Zambezi BEE Transaction.
Relevant Zambezi Shareholder Transaction Agreements	22 March 2021	Northam, Zambezi and each of the Relevant Zambezi Ordinary Shareholders	Records the terms, obligations and mutual commitments of Northam, Zambezi and each of the Relevant Zambezi Ordinary Shareholders in respect of the Proportionate Lock-in Fee Repayment Amount.
Zambezi Ordinary Shareholder Loan Agreements	22 March 2021	Zambezi, Northam and each of the Zambezi Ordinary Shareholders	Records the terms, obligations and mutual commitments of Northam, Zambezi and each of the Zambezi Ordinary Shareholders in respect of the Zambezi Ordinary Shareholder Loans; the undertakings by the Zambezi Ordinary Shareholders in respect of the Zambezi Transaction Costs; the settlement of the Net Value Distribution; and certain of the amendments to the Zambezi BEE Transaction.
Northam Scheme Agreement	22 March 2021	Northam and Northam Holdings	Records the terms, obligations and mutual commitments of Northam and Northam Holdings in respect of the Northam Scheme.
Northam SIP Amendments Consents	11/12 May 2021	Northam and participants of the Northam SIP ("Northam SIP Participants")	Records the consent by the Northam SIP Participants of the Northam SIP which gives effect to the LIM Amendments (as defined in paragraph 34.2 of the Circular), CIBB Termination (as defined in paragraph 34.3.2 of the Circular) and other amendments to the rules of the Northam SIP.

- 7.1 Save for the Implementation Agreement, the Relevant Zambezi Shareholder Transaction Agreements, the Zambezi Ordinary Shareholder Loan Agreements, the Northam Scheme Agreement and certain of the irrevocables and letters of support (as detailed in paragraph 44 of the Circular), no other arrangements or agreements exist or will be entered into as at the Last Practicable Date which could be considered material to a decision regarding the Composite Transaction.

- 7.2 Save for the agreements and contracts entered into in the ordinary course of business, within the 2 preceding years, the Group has not entered into any agreements or contracts which constitute material contracts which contain an obligation or settlement that is material to the Group.
- 7.3 Subject to Section 1, paragraph 2.12 and annexure 5, no other remuneration will be paid to the Northam Holdings Directors, in their capacity as Northam Holdings Directors. The remuneration payable to the executive Directors and management of Northam Holdings, in their capacity as Northam employees following the implementation of the Northam Scheme, is set out in Section 1, paragraph 2.12.
- 7.4 Northam is liable for both normal income tax as well as royalty taxes in terms of the Mineral and Petroleum Resources Royalty Act 28 of 2008. Payment of both normal as well as royalty taxes is made twice a year in December and June of each financial year. As disclosed in the condensed reviewed interim financial results for the 6 months ended 31 December 2020, as at 31 December 2020, the Group's royalty tax receivable amounted to R57.6 million and the Group's royalty tax payable amounted to R10.7 million. Other than the normal income tax and royalty tax obligations, Northam has no further royalty obligations.

8. INTERESTS OF DIRECTORS AND PROMOTERS

- 8.1 Northam Holdings is a newly incorporated company and no consideration has been paid, or agreed to be paid to any Director or Related person or another company in which a Director is beneficially interested or of which such Director is also a Director, nor to any partnership, syndicate or other association of which the Director is a member:
- 8.1.1 to induce the Director to become a Director; or
- 8.1.2 to qualify as a Director; or
- 8.1.3 for services rendered by the Director or by a company, partnership, syndicate or other association in connection with the promotion or formation of Northam Holdings.
- 8.2 Further details of the Directors' and their associates' interests in Northam Holdings and the Composite Transaction are contained in annexure 5.

9. LOANS AND BORROWINGS

- 9.1 There are no material loans that have been advanced or are proposed to be advanced to Northam Holdings, as at the date of issue of this Prospectus.
- 9.2 Northam Holdings has not advanced any loans to any party as at the date of this Prospectus and the Group has not advanced any loans to any party as at 31 December 2020.
- 9.3 In respect of the Northam Group, Northam's material loans and borrowings, utilised and available, as at 31 December 2020, as per note 18 of the condensed reviewed interim financial results and statistical information for the 6 months ended 31 December 2020, are set out below:

	Lender	Total facility R'000	Utilised amount R'000	Available facility R'000	Interest rate	Repayment date
Domestic Medium-Term Notes ("DMTNs") ¹	Various	15 000 000	(7 131 616)	7 868 384	Various ²	Various ²
Revolving credit facility ("RCF") ³	Nedbank Limited	3 500 000	(2 300 000)	1 200 000	JIBAR plus 2.45% – 2.95%	September 2024
General banking facility ("GBF") ³	Nedbank Limited	500 000	–	500 000	Prime less 1.75%	90-day notice
Totals		19 000 000	(9 431 616)	9 568 384		

Notes:

1 Uncommitted but approved by the board of Directors. DMTNs are unsecured and guaranteed by Booyssendal as per note 30 of the condensed reviewed interim financial results and statistical information for the 6 months ended 31 December 2020.

2 The DMTNs in issue as at 31 December 2020 are comprised of the following:

Note Series	Nominal amount in issue	Issue Date	Repayment date	Term/Tenor	Interest rate
	R'000				
NHM017	2 800	13-May-20	26-Feb-21	1 year	3M JIBAR plus 2.40%
NHM006	123 393	16-Apr-19	16-Apr-21	2 year	3M JIBAR plus 3.25%
NHM002	1 400	13-May-16	12-May-21	5 year	13.5% fixed per annum payable semi-annually
NHM014	1 930 000	20-Nov-19	20-Nov-21	2 year	3M JIBAR plus 2.50%
NHM007	141 186	16-Apr-19	16-Apr-22	3 year	3M JIBAR plus 3.75%
NHM009	100 000	26-Apr-19	26-Apr-22	3 year	3M JIBAR plus 3.75%
NHM011	518 000	24-May-19	24-May-22	3 year	3M JIBAR plus 3.75%
NHM012	522 570	13-Jun-19	13-Jun-22	3 year	3M JIBAR plus 3.75%
NHM018	1 274 300	25-May-20	25-May-23	3 year	3M JIBAR plus 3.75%
NHM020	132 000	25-Nov-20	25-Nov-23	3 year	3M JIBAR plus 3.75%
NHM019	840 000	25-May-20	25-May-24	4 year	3M JIBAR plus 4.00%
NHM015	500 000	13-Dec-19	13-Dec-24	5 year	3M JIBAR plus 3.30%
NHM016	1 045 967	11-May-20	11-May-25	5 year	3M JIBAR plus 4.25%

3. RCF and GBF are unsecured and guaranteed by Booyssendal and Eland. In respect of the GBF, if called upon, such borrowings will be repayable in 90 days and funded from Northam's cash reserves.

- 9.4 The funds raised through the issue of the DMTNs are used by Northam for its general corporate purposes and to finance the purchase of Zambezi Preference Shares. The RCF and GBF arose for the purposes of funding its general corporate expenditure requirements.
- 9.5 DMTNs with a value of R714 285 996 will become repayable within 12 months of the Last Practicable Date. It is anticipated that these repayments will be funded from cash generated by operations of the Northam Group.
- 9.6 The RCF is subject to financial covenant compliance, which is monitored on an ongoing basis. As part of these ongoing monitoring measures, financial covenant parameters are confirmed at each financial reporting date. The RCF financial covenant parameters were renegotiated with Nedbank Limited and relaxed up to and including 31 December 2021. The financial covenants were relaxed to buffer the Group against unforeseen implications of the COVID-19 pandemic. As at the Last Practicable Date the financial covenants have not been breached nor does the Group expect the financial covenants parameters to be breached in the next 12 months. There are no financial covenants applicable to the DMTNs.
- 9.7 As at the Last Practicable Date, Northam Holdings does not have any debentures or debenture stock in issue. The material commitments of Northam as at 31 December 2020, as per note 28 of the condensed reviewed interim financial results and statistical information for the 6 months ended 31 December 2020 are disclosed below:

	R'000
Capital commitments – Booyssendal	
Authorised but not contracted	273 464
Contracted	331 947
	605 411
Capital commitments – Zondereinde	
Authorised but not contracted	547 081
Contracted	228 348
	775 429
Capital commitments – Eland	
Authorised but not contracted	303 405
Contracted	17 244
	320 649
Total capital commitments	1 701 489

- 9.8 The lease payments of Northam as at 31 December 2020 are disclosed in note 29 of the condensed reviewed interim financial results and statistical information for the 6 months ended 31 December 2020.
- 9.9 The contingent liabilities of Northam as at 31 December 2020 are disclosed in note 32 of the condensed reviewed interim financial results and statistical information for the 6 months ended 31 December 2020.

10. SHARES ISSUED OR TO BE ISSUED OTHER THAN FOR CASH

Other than the issue of Northam Holdings Shares to Northam Scheme Participants in exchange for Northam Shares, on a one-for-one basis, pursuant to the Northam Scheme no other Shares have been issued or have been agreed to be issued to any person within the 3 years preceding the date of this Prospectus. Similarly, no Northam Shares have been issued or have been agreed to be issued to any person within the 3 years preceding the date of this Prospectus.

11. PROPERTY ACQUIRED OR TO BE ACQUIRED OR DISPOSED OR TO BE DISPOSED

Northam Holdings and/or Northam has not made any material acquisition nor acquired or disposed of any immovable property or fixed assets within the 3 years preceding the date of this Prospectus and does not propose to acquire or dispose of any immovable property or fixed assets, other than non-core assets, in the ordinary course of business.

12. AMOUNTS PAID OR PAYABLE TO PROMOTERS

No amounts have been paid to any promoter in relation to the Northam Scheme within the 3 years preceding the date of this Prospectus, nor does Northam Holdings contemplate paying any such amounts to any promoter in relation to the Northam Scheme.

13. PRELIMINARY EXPENSES AND ISSUE EXPENSES

- 13.1 The expenses relating to the Composite Transaction, including costs of the professional advisors, all of which are exclusive of any applicable VAT and disbursements (unless otherwise indicated), are estimated as at the Last Practicable Date to be R330.9 million, of which R220.6 million is payable by Northam and R110.3 million is payable by Northam Holdings, comprises ⁸:

Description	Payable to	Estimated fee (R'000)
Corporate advisor and transaction sponsor to Northam and Northam Holdings in respect of the Composite Transaction	One Capital Advisory Proprietary Limited and One Capital Sponsor Services Proprietary Limited	250 000
Attorneys to Northam and Northam Holdings in respect of the Composite Transaction	Webber Wentzel	45 000
Previous attorneys and tax advisors to Northam and Northam Holdings in respect of the Composite Transaction (including disbursements)	Cliffe Dekker Hofmeyr Inc.	7 827
Independent Auditor and Independent Reporting Accountant to Northam and Northam Holdings	Ernst & Young Inc.	6 430
Independent Expert	BDO	3 150
Independent transaction sponsor to Northam and Northam Holdings	Deloitte and Touche Sponsor Services Proprietary Limited	280
Accounting expert for Northam and Northam Holdings	Mazars	768
Counsel to Northam and Northam Holdings as to English and US law (including disbursements)	Allen & Overy LLP	5 000
Competent Person's Report	The MSA Group Proprietary Limited	5 217
TRP documentation fees	TRP	484
JSE documentation fees	JSE	585
JSE admission of new listing and new listing fees	JSE	3 945
Registration of the Northam Holdings Prospectus	CIPC	10
Printing and publishing costs	INCE	1 103
Transfer Secretaries	Computershare	100
Competition Commission fees	Competition Commission	550
Other	The Meeting Specialist	68
Other	Strate Proprietary Limited	100
Other	SRK Consulting (South Africa) Limited	282
Other	Singular Systems Proprietary Limited	52
Other	Guillemot Business Forms Proprietary Limited	11
Total		330 962

⁸ All transaction costs stated herein are stated exclusive of VAT and only a portion of VAT levied on said expenses are claimable by Northam and Northam Holdings. In addition, please refer to the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular for the income tax treatment in respect of the transaction costs.

SECTION 2: INFORMATION ABOUT THE OFFERED SECURITIES

1. PURPOSE OF THE OFFER

The purpose of the Northam Scheme is to obtain the following benefits through the implementation thereof:

1.1 Benefits for Northam Shareholders

- 1.1.1 The Repurchase and settlement of the Zambezi Preference Shares through the transfer by Zambezi of Northam Shares to Northam will result, as at the Last Practicable Date, in a reduction in Northam's issued share capital of approximately 25.59% ⁹.
- 1.1.2 The Northam Shares transferred by Zambezi to Northam pursuant to the Repurchase are priced at R152.00 each.
- 1.1.3 The Northam Shares transferred by Zambezi to Northam pursuant to the Revised Accumulated Dividends Settlement (including the Premium Amount) and the Zambezi Preference Share Redemption are priced at R160.00 each.
- 1.1.4 The Extended BEE Transaction secures up to 26.5% HDP shareholding in Northam (net of Treasury Shares) by HDPs (through the SPVs) for up to a 15-year term, with an emphasis on participation by Employees and Communities.
- 1.1.5 The introduction of Northam Holdings optimises the Northam Group structure for compliance with the HDP ownership requirements set out in the Mining Charter.
- 1.1.6 The Transaction removes the overhang of the Northam Guarantee in terms of the Zambezi BEE Transaction by eliminating the perceived risk of potential future value dilution for Northam Shareholders pursuant to the potential future issue of Northam Shares by Northam to Zambezi Preference Shareholders to settle the Northam Guarantee.
- 1.1.7 The vesting period applicable to the Zambezi BEE Transaction Conditional Shares will continue until 17 May 2025 in order to ensure continued alignment between the interests of Northam's senior management and Northam Holdings Shareholders.
- 1.1.8 The Transaction and the Extended BEE Transaction collectively result in, on a fully diluted see-through basis from a Northam Holdings Shareholder perspective, an effective net increase in Northam's issued share capital of, as at the Last Practicable Date, only 0.9% ⁸, whilst securing the benefits set out above.

1.2 Benefits for Zambezi Ordinary Shareholders

- 1.2.1 An estimated, as at the Last Practicable Date, R13.0 billion ⁸ of unencumbered pre-tax economic value will be realised and transferred to the participants in the Zambezi BEE Transaction.
- 1.2.2 The Transaction provides early value realisation and certainty for the participants in the Zambezi BEE Transaction by securing the value created to date and eliminates the risk associated with the maturity of the Zambezi BEE Transaction on 17 May 2025 as a result of a potential fluctuation of the Northam Share price on such date.
- 1.2.3 Zambezi Ordinary Shareholders will be able to participate in the Northam Group's future growth through their holding of unencumbered Northam Holdings Shares.

⁹ The figures or percentages in paragraph 1 are provided for illustration purposes only and are determined by reference to, inter alia, the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual figures will depend on, inter alia, the dates on which the various components of the Composite Transaction are implemented.

1.3 Benefits for Zambezi Preference Shareholders

- 1.3.1 The Zambezi Offer Consideration under the Zambezi Scheme represents a 15.99% premium to the prevailing Face Value of Zambezi Preference Shares.
- 1.3.2 The Zambezi Offer Consideration will be settled in cash, as opposed to a Distribution of Northam Shares held by Zambezi to the Zambezi Preference Shareholders on maturity of the Zambezi BEE Transaction.

1.4 Benefits for participants in the Extended BEE Transaction

- 1.4.1 HDPs will participate across the full value chain in the Northam Group in a transaction that is funded by the Northam Group.
- 1.4.2 The relatively low coupon on the A Preference Shares reduces the threshold for value creation in HDP SPV and the BEE SPVs, which in turn enhances the potential for value creation in the hands of HDPs.
- 1.4.3 As and when dividends are declared by Northam and/or Northam Holdings, as the case may be a “trickle” dividend will be declared by the SPVs to the HDP Entities, the Community Entities and the Employee Entities (as envisaged in paragraph 25 of the Circular), thereby enabling value transfer through participation in dividends prior to settlement of the A Preference Shares.
- 1.4.4 It is anticipated that HDP SPV will provide a platform for trading between HDPs, further broadening HDP ownership in the Northam Group.
- 1.4.5 The BEE SPVs may receive annual cash payments from Northam in terms of an appropriate funding structure, thereby ensuring value transfer to Employees and Communities over the Empowerment Term.

2. TIME AND DATE OF THE OPENING AND OF THE CLOSING OF THE OFFER

- 2.1 The table below provides the salient dates and times pertaining to the Northam Scheme. Northam Shareholders are referred to page 36 of the Circular for a detailed timetable pertaining to, *inter alia*, the Northam Scheme.

Event ^{1, 2, 3}	2021
Record date to determine which Northam Shareholders are entitled to receive the Circular and this Prospectus, on	Friday, 21 May
Publication of the Circular and this Prospectus to Northam Shareholders, on	Monday, 31 May
Notice of publication of the Circular and this Prospectus published on SENS, on	Monday, 31 May
Offer to Northam Shareholders to receive the Northam Scheme Consideration opens at 09:00, on	Tuesday, 1 June
Notice of publication of the Circular and this Prospectus published in the South African press, on	Tuesday, 1 June
General Meeting LDT, being the last day to trade in Northam Shares in order to be recorded in the Northam Register and thereby be eligible to attend, participate in and vote at the General Meeting, on ^{4, 5}	Monday, 14 June
General Meeting Record Date, being the date on which a Northam Shareholder must be recorded in the Northam Register to be eligible to attend, participate in and vote at the General Meeting, on	Friday, 18 June
Forms of Proxy (<i>blue</i>) to be received by TMS by 10:00, on ^{6, 7, 8}	Monday, 28 June

Last date and time for Northam Shareholders to give notice to Northam objecting to the Northam Scheme Resolution and/or Share Acquisitions Scheme Resolution in terms of section 164 of the Companies Act by 10:00, on	Wednesday, 30 June
General Meeting to be held at 10:00, on	Wednesday, 30 June
Results of the General Meeting published on SENS, on	Wednesday, 30 June
Results of the General Meeting published in the South African press, on	Thursday, 1 July
If the Northam Scheme and Share Acquisitions Scheme are approved:	
Last date on which Northam Shareholders who voted against the Northam Scheme Resolution and/or Share Acquisitions Scheme Resolution can require Northam to seek court approval for the Northam Scheme in terms of section 115(3)(a) of the Companies Act (if applicable), on	Wednesday, 7 July
Last date on which Northam Shareholders who voted against the Northam Scheme Resolution and/or Share Acquisitions Scheme Resolution can make application to court in terms of section 115(3)(b) of the Companies Act (if applicable), on	Wednesday, 14 July
Last date for Northam to send notice of adoption of the Northam Scheme Resolution and/or Share Acquisitions Scheme Resolution in terms of section 164(4) of the Companies Act to Northam Shareholders who provided written notice of objection of and subsequently did not vote in favour of the Northam Scheme Resolution and/or Share Acquisitions Scheme Resolution, on	Wednesday, 14 July
Expected last date for Dissenting Shareholders to exercise their Appraisal Rights, on or about ⁹	Wednesday, 28 July
If the Share Acquisitions Scheme and Northam Scheme become unconditional: ¹⁰	
Zambezi Scheme Conditions expected to be fulfilled or waived (where possible) on or about	Wednesday, 28 July
Transaction Conditions expected to be fulfilled or waived (where possible), on or about	Monday, 16 August
Extended BEE Transaction Conditions expected to be fulfilled or waived (where possible), on or about	Friday, 27 August
Finalisation announcement in respect of the Extended BEE Transaction expected to be published on SENS, on or about	Friday, 27 August
Expected date of lodging an application for the termination of listing on the JSE of the Northam Shares pursuant to the Northam Delisting, on or about	Monday, 30 August
Finalisation announcement in respect of the Extended BEE Transaction expected to be published in the South African press, on or about	Monday, 30 August
Expected Northam Scheme LDT, being the last day to trade in Northam Shares in order to be eligible to participate in the Northam Scheme, on or about ^{3, 4}	Tuesday, 7 September
Expected suspension of listing on the JSE of Northam Shares at the commencement of trade, on or about	Wednesday, 8 September

Expected date of admission of listing on the JSE of maximum number of Northam Holdings Shares expected to be issued pursuant to the implementation of the Northam Scheme, on or about	Wednesday, 8 September
Expected Northam Scheme Record Date, offer to Northam Shareholders to receive the Northam Scheme Consideration closes at 12:00, on	Friday, 10 September
Expected Northam Scheme Implementation Date, on or about	Monday, 13 September
Northam Scheme Participants who are Dematerialised Shareholders without “ <i>own name</i> ” registration expected to have their accounts held at their Broker or CSDP, credited with the Northam Scheme Consideration, on or before 12:00 on the Northam Scheme Record Date, on or about	Monday, 13 September
Northam Scheme Participants who are Certificated Shareholders or Dematerialised Shareholders with “ <i>own name</i> ” registration and who deliver an Application and Surrender Form (<i>pink</i>) and Documents of Title (where applicable) so as to be received by the Transfer Secretaries on or before 12:00 on the Northam Scheme Record Date, expected to have their accounts held at their Broker or CSDP credited with the Northam Scheme Consideration, on or about	Monday, 13 September
Northam Scheme Participants who are Issuer Nominee Shareholders, expected to have their Northam Scheme Consideration credited to the account of Computershare Nominees, on or about	Monday, 13 September
Expected date of adjustment (if applicable) of the actual number of Northam Holdings Shares to be listed pursuant to the implementation of the Northam Scheme and commencement of trading in Northam Holdings Shares on the JSE, on or about	Tuesday, 14 September
Expected date of termination of listing of Northam Shares on the JSE at the commencement of trade on the JSE, on or about	Tuesday, 14 September

Notes:

- The dates and times set out in this Prospectus and the Circular are subject to change, with the approval of the JSE and the TRP, if required. Any such change will be published on SENS and in the South African press.
- The dates and times are expected dates and times and have been determined based on certain assumptions regarding the date by which conditions precedent will be fulfilled or waived including the date by when certain regulatory approvals will be obtained.
- All times given in this Prospectus are in South African Standard Time, unless otherwise stated.
- Northam Shareholders should note that, since trades in Northam Shares are settled by way of the electronic settlement system used by Strate, settlement will take place 3 Business Days after the date of a trade. Therefore, persons who acquire Northam Shares after the General Meeting LDT, namely, Monday, 14 June 2021, will not be entitled to attend, participate in or vote at the General Meeting, but may nevertheless, if the Northam Scheme becomes operative, participate in the Northam Scheme, provided that they acquire Northam Shares on or prior to the Northam Scheme LDT and hold such Northam Shares on the Northam Scheme Record Date.
- No Dematerialisation or rematerialisation of Northam Shares by Northam Shareholders may take place on or after:
 - the Business Day following the General Meeting LDT until the General Meeting Record Date; and
 - the Business Day following the Northam Scheme LDT (if applicable).
- Dematerialised Shareholders, other than those with “*own name*” registration, must provide their CSDP with their instructions for voting at the General Meeting by the cut-off date and time stipulated by their CSDP in terms of their respective custody agreements.
- Any Form of Proxy (*blue*) not delivered to TMS, so as to be received by 10:00 on Monday, 28 June 2021, may be delivered to the chairperson of the General Meeting before such Northam Shareholder's voting rights are exercised at the General Meeting.
- If the General Meeting is adjourned or postponed, the Forms of Proxy (*blue*) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
- This date has been determined on the assumption that Northam sends the notice of adoption of the Northam Scheme Resolution and/or Share Acquisitions Scheme Resolution in terms of section 164(4) of the Companies Act to Northam Shareholders who provided written notice of objection of and subsequently did not vote in favour of the Northam Scheme Resolution and/or Share Acquisitions Scheme Resolution, on Wednesday, 30 June 2021. Northam Shareholders who wish to exercise their Appraisal Rights are referred to paragraphs 10.5 and 17, and annexure 22 to the Circular.
- The dates pertaining to the Zambezi Scheme, the Share Acquisitions Scheme and the Northam Scheme have been determined on the assumption that no Appraisal Rights will be exercised and that no rights in terms of section 115(3) of the Companies Act will be exercised in relation to the Zambezi Scheme, the Share Acquisitions Scheme, the Zambezi Disposals and the Northam Scheme. The actual dates will be confirmed in the finalisation announcement if the Northam Scheme becomes unconditional.

3. PARTICULARS OF THE OFFER

3.1 The Northam Scheme

3.1.1 Salient terms of the Northam Scheme

- 3.1.1.1 In terms of the Northam Scheme, Northam Holdings offers to acquire all the Northam Shares (net of Treasury Shares) held by Eligible Northam Shareholders, by way of the Northam Scheme.
- 3.1.1.2 The Northam Scheme constitutes an “*affected transaction*” as defined in section 117(1)(c)(iii) of the Companies Act and, as such, is regulated by the Companies Act and the Regulations. Accordingly, implementation of the Northam Scheme is subject to, *inter alia*, the adoption of the Northam Scheme Resolution by Northam Shareholders at the General Meeting in accordance with section 115 of the Companies Act. No Northam Shareholder will be precluded from voting on such resolution.
- 3.1.1.3 The Northam Scheme is proposed by the Northam Board, between Northam and Eligible Northam Shareholders, pursuant to which, subject to the Extended BEE Transaction Conditions being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all the Northam Scheme Shares held by the Northam Scheme Participants for the Northam Scheme Consideration.
- 3.1.1.4 Implementation of the Northam Scheme is conditional upon the fulfilment or waiver of the Extended BEE Transaction Conditions, as set out in Section 2, paragraph 3.1.4 and paragraph 26 of the Circular.
- 3.1.1.5 The Northam Scheme will become binding on Northam and the Northam Scheme Participants (irrespective of whether or not the individual Northam Shareholder voted in favour of the Northam Scheme Resolution or abstained from voting thereon) if:
 - 3.1.1.5.1 the Northam Scheme Resolution is approved at the General Meeting;
 - 3.1.1.5.2 all the remaining Extended BEE Transaction Conditions are fulfilled or waived; and
 - 3.1.1.5.3 the Northam Scheme is not terminated (as contemplated in paragraph 21 of the Circular).
- 3.1.1.6 The Northam Scheme Participants will be deemed, with effect from the Northam Scheme Implementation Date, to have disposed of and transferred the Northam Scheme Shares held by them to Northam Holdings, who will be deemed to have acquired ownership of such Northam Scheme Shares, free of encumbrance, on the Northam Scheme Implementation Date, against settlement of the Northam Scheme Consideration in accordance with paragraph 16 of the Circular, upon which all risk and benefit in the Northam Scheme Shares will pass from the Northam Scheme Participants to Northam Holdings.
- 3.1.1.7 Under the Northam Scheme Consideration, the Northam Scheme Participants will receive Northam Holdings Shares in exchange for their Northam Scheme Shares, on a one-for-one basis, with no entitlement to cash, subject to the provisions of paragraph 52 of the Circular affecting Foreign Shareholders.
- 3.1.1.8 The Northam Scheme Consideration will be settled, in full, in accordance with the terms of the Northam Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Northam or Northam Holdings may otherwise be, or claim to be, entitled to against a Northam Scheme Participant.
- 3.1.1.9 Northam Scheme Participants may enforce their rights to receive the Northam Scheme Consideration in respect of the Northam Scheme Shares held by them against Northam.
- 3.1.1.10 The effect of the Northam Scheme will be that, with effect from the Northam Scheme Implementation Date, Northam Holdings will acquire and own all the

Northam Scheme Shares held by the Northam Scheme Participants and Northam will become a Subsidiary of Northam Holdings.

- 3.1.1.11 Simultaneously with the implementation of the Northam Scheme, all of the Northam Shares will be delisted from the Main Board of the JSE and the Northam Holdings Shares will be listed on the Main Board of the JSE.
- 3.1.1.12 On and with effect from the Northam Scheme Implementation Date, each Northam Scheme Participant will be deemed to have warranted and undertaken in favour of Northam Holdings that the Northam Scheme Shares held by them are not subject to a pledge or otherwise encumbered; or if subject to any pledge or other encumbrance, shall be released therefrom immediately upon settlement of the Northam Scheme Consideration. In this regard, such Northam Scheme Participant irrevocably authorises and appoints Northam and Northam Holdings in *rem suam* (that is, irrevocably for Northam's and Northam Holdings' advantage), with full power of substitution, to act as agent in the name, place and stead of such Northam Scheme Participant in doing all things and signing all documents to ensure that the relevant Northam Scheme Shares are released from any pledge or other encumbrance, including the removal of any endorsements to that effect in the Northam Register.
- 3.1.1.13 With effect from the Northam Scheme Implementation Date, each Northam Scheme Participant irrevocably authorises and appoints Northam in *rem suam* (that is, irrevocably for Northam's advantage), with full power of substitution, to act as agent in the name, place and stead of such Northam Scheme Participant in doing all things and signing all documents to implement the transfer of its Northam Scheme Shares and all other acts required or desirable in order to implement the Northam Scheme, including to take all steps necessary to procure electronic delivery of Dematerialised Shares.

3.1.2 **Conditions Precedent**

- 3.1.2.1 Implementation of the Northam Scheme is conditional upon the fulfilment or waiver (to the extent permitted) of the Extended BEE Transaction Conditions set out in Section 2, paragraph 3.1.4.
- 3.1.2.2 If the Extended BEE Transaction Conditions are not timeously fulfilled or waived, then the Northam Scheme will lapse and will not become operative.

3.1.3 **Northam Scheme Consideration**

- 3.1.3.1 In the event that the Northam Scheme becomes operative, Northam Holdings will acquire all of the Northam Scheme Shares held by the Northam Scheme Participants in exchange for Northam Holdings Shares on a one-for-one basis.
- 3.1.3.2 As at the Last Practicable Date, Northam Holdings is a wholly-owned Subsidiary of Northam and no securities of Northam Holdings are listed on the JSE or any other securities exchange. If the Northam Scheme becomes operative, all the Northam Holdings Shares will be listed on the Main Board of the JSE.
- 3.1.3.3 The tax implications of the Northam Scheme depend on the individual circumstances of the Northam Scheme Participant concerned and the tax jurisdiction applicable to such Northam Scheme Participant. It is recommended that Northam Scheme Participants seek appropriate professional advice in this regard.
- 3.1.3.4 For details regarding the settlement of the Northam Scheme Consideration, Northam Shareholders are referred to paragraph 16 of the Circular.

3.1.4 **Extended BEE Transaction Conditions**

- 3.1.4.1 Implementation of the Extended BEE Transaction (which includes the Northam Scheme) is conditional upon the fulfilment or waiver (to the extent permitted) of the following conditions precedent ("**Extended BEE Transaction Conditions**"):
 - 3.1.4.1.1 the Ordinary Resolutions and Special Resolutions required in order to approve and implement the Extended BEE Transaction are adopted by Northam Shareholders at the General Meeting, including the following resolutions:

- 3.1.4.1.1.1 approving the Northam Scheme by way of a Special Resolution in accordance with section 115(2)(a) of the Companies Act; and
- 3.1.4.1.1.2 approving the provision of financial assistance for purposes of implementing the relevant components of the Extended BEE Transaction, by way of a Special Resolution in accordance with sections 44 and 45 of the Companies Act;
- 3.1.4.1.2 in the event of the provisions of section 115(2)(c) of the Companies Act becoming applicable in relation to the Northam Scheme Resolution:
 - 3.1.4.1.2.1 by no later than the 40th Business Day after the Northam Scheme Resolution is adopted:
 - 3.1.4.1.2.1.1 the High Court of South Africa approving the implementation of the Northam Scheme Resolution and no appeal or review is timeously lodged or, if timeously lodged, the appeal or review is not successful; or
 - 3.1.4.1.2.1.2 the provisions of section 115(2)(c) of the Companies Act cease to be applicable; and
 - 3.1.4.1.2.2 if applicable, Northam not treating the Northam Scheme Resolution as a nullity as contemplated in section 115(5)(b) of the Companies Act;
- 3.1.4.1.3 in relation to the Northam Scheme Resolution, either:
 - 3.1.4.1.3.1 no Northam Shareholder gives notice objecting to such resolution as contemplated in section 164(3) of the Companies Act, alternatively, Northam Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against such resolution at the General Meeting, in respect of 1% or less of all of the Northam Shares in issue. Any notice of objection given by a Northam Shareholder which is subsequently withdrawn prior to such resolution being voted on will reduce the number of Northam Shares in respect of which notices of objection are given; or
 - 3.1.4.1.3.2 if Northam Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against such resolution in respect of more than 1% of all of the Northam Shares in issue, then, by the 30th Business Day following the adoption of such resolution (for purposes of this paragraph defined as the “**Last Date for Appraisal Rights**”), Dissenting Shareholders have not exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of more than 1% of all the Northam Shares in issue. Any demand made in terms of sections 164(5) to 164(8) of the Companies Act which is subsequently withdrawn by the Last Date for Appraisal Rights will reduce the number of Northam Shares in respect of which Appraisal Rights are exercised. In the circumstances, this condition will not be considered to have failed until the Last Date for Appraisal Rights, notwithstanding the fact that Dissenting Shareholders may initially have exercised their Appraisal Rights in

respect of more than 1% of all the Northam Shares in issue prior to such date;

3.1.4.1.4 by no later than 30 July 2021, all the Extended BEE Transaction Agreements are entered into and have become unconditional in accordance with their terms;

3.1.4.1.5 the written consent or waiver of the relevant counterparties to any material contracts to which a Member of the Group is a party, is obtained in relation to the implementation of the Extended BEE Transaction, to the extent required;

3.1.4.1.6 by no later than 16 August 2021, the Zambezi Scheme Conditions (as set out in annexure 6) are timeously fulfilled or waived and the Zambezi Scheme is implemented; and

3.1.4.1.7 by no later than 27 August 2021:

3.1.4.1.7.1 the Transaction Conditions (as set out in annexure 6) are timeously fulfilled or waived and the Repurchase is implemented; and

3.1.4.1.7.2 a Compliance Certificate is issued in respect of the Northam Scheme.

3.1.4.2 If the Extended BEE Transaction Conditions are not timeously fulfilled or waived, then the Extended BEE Transaction will lapse and will not be implemented.

3.1.4.3 Waiver and extension of the Extended BEE Transaction Conditions

The Extended BEE Transaction Conditions envisaged in:

3.1.4.3.1 paragraphs 3.1.4.1.3 to 3.1.4.1.5 are capable of waiver by Northam and the date for fulfilment or waiver of any such Extended BEE Transaction Condition may be extended by Northam from time to time, upon written notice to Northam Holdings. Such waiver and/or extension will be permissible at any time prior to the relevant Extended BEE Transaction Condition failing; and

3.1.4.3.2 paragraphs 3.1.4.1.1, 3.1.4.1.2, 3.1.4.1.6 and 3.1.4.1.7 are not capable of being waived. However, Northam shall be entitled to, upon written notice to Northam Holdings prior to any such conditions precedent having failed, extend the time and/or date for fulfilment of any such conditions precedent from time to time.

3.1.5 The Northam Scheme shall not constitute an offer of Northam Holdings Shares in any Restricted Jurisdiction.

3.1.6 Foreign Shareholders are urged to read the important information relating to the Composite Transaction, contained in Section 2, paragraph 3.2 and paragraph 52 of the Circular. If you are in doubt about your position, you should consult your professional advisor in the relevant jurisdiction.

3.1.7 Northam Shareholder approval requirements and exercise of voting rights
Northam Scheme

3.1.8 The Northam Scheme will amount to a specific issue by Northam Holdings (a wholly-owned Subsidiary of Northam) of the Northam Holdings Shares and will include the listing of Northam Holdings Shares on the Main Board of the JSE.

3.1.9 In the circumstances, pursuant to paragraph 9.1(c)(i) read with paragraphs 3.35 and 4.11 of the JSE Listings Requirements, the Northam Scheme is considered a “*transaction*” in terms of section 9 of the JSE Listings Requirements. However, as a result of the Northam Holdings Shares only being issued to Northam Shareholders, in accordance with the principle contemplated in paragraph 4.11 of the JSE Listings Requirements, categorisation of the Northam Scheme is not required.

- 3.1.10 The Northam Scheme will constitute an “*affected transaction*” as defined in section 117(1)(c)(iii) of the Companies Act and, as such, is regulated by the Companies Act and the Regulations. Accordingly, implementation of the Northam Scheme is subject to, *inter alia*, the adoption of the Northam Scheme Resolution by Northam Shareholders at the General Meeting in accordance with section 115 of the Companies Act. No Northam Shareholder will be precluded from voting on such resolution.
- 3.1.11 The Northam Delisting will be effected pursuant to the Northam Scheme being implemented in accordance with paragraph 1.17(b) of the JSE Listings Requirements, considering that all Northam Shares other than Treasury Shares (being those Northam Shares held by Zambezi, which will be a Subsidiary on the Northam Scheme Record Date) will be acquired by Northam Holdings.

Subscriptions

HDP SPV Subscription, HDP SPV Pref Subscription and HDP Security SPV Subscription

- 3.1.12 The HDP SPV Subscription will amount to an issue of securities by Northam Holdings (which will be the listed issuer at the time) to HDP Security SPV (a wholly-owned Subsidiary of Northam Holdings at the time). In the circumstances, implementation of the HDP SPV Subscription is conditional upon, *inter alia*, the adoption of an Ordinary Resolution (requiring approval of a 75% majority) by Northam Shareholders authorising the specific issue for cash in accordance with paragraph 5.51(g) of the JSE Listings Requirements. No Northam Shareholders will be precluded from voting on such resolution.
- 3.1.13 The HDP SPV Pref Subscription and HDP Security SPV Subscription will amount to transactions between wholly-owned Subsidiaries of Northam Holdings and are therefore not subject to Northam Shareholder approval in accordance with the exclusion set out in paragraph 9.1(c)(iii) of the JSE Listings Requirements as read with paragraph 3.35 of the JSE Listings Requirements.
- 3.1.14 The BEE SPV Subscriptions each amount to a category 1 transaction, as contemplated in paragraph 9.5(b) of the JSE Listings Requirements, for Northam. In the circumstances, implementation of the BEE SPV Subscriptions is conditional upon, *inter alia*, the adoption of an Ordinary Resolution by Northam Shareholders at the General Meeting in accordance with paragraph 9.20(b) of the JSE Listings Requirements.
- 3.1.15 Northam Shareholders are urged to refer to section C of the Circular for additional information pertaining to the Northam Scheme.

3.2 Foreign Shareholders

This section is intended as a general guide only and any person outside of South Africa who is in doubt as to his or her position should consult his or her professional advisor without delay.

The attention of Foreign Shareholders is drawn to this Section 2, paragraph 3.2.

General

- 3.2.1 The distribution of this Prospectus and the Application and Surrender Form, the Northam Scheme and/or the offer, issue or transfer of Northam Holdings Shares pursuant to the Northam Scheme to certain Foreign Shareholders may be restricted by the laws of the relevant jurisdiction and failure to comply with any of those restrictions may constitute a contravention of the laws of any such territory. In such circumstances, subject to any applicable exemptions under the securities laws of the relevant jurisdiction, the Northam Scheme Consideration is not offered and will not be issued to such persons and this Prospectus, the Circular and the Application and Surrender Form must be treated as being sent for information purposes only and should not be relied upon, copied or redistributed.
- 3.2.2 Foreign Shareholders should consult their professional advisors as to whether they require any governmental or other consents or need to observe any other formalities to enable them to receive the Northam Scheme Consideration.
- 3.2.3 **If you believe you are a Restricted Foreign Shareholder, you are required to inform your Broker or CSDP or the Transfer Secretaries that you are a Restricted Foreign Shareholder as soon as reasonably possible and in any event by no later than the**

Northam Scheme Record Date. It is the responsibility of a Foreign Shareholder (including nominees, agents and trustees for such Foreign Shareholder) to ensure that the Northam Scheme Consideration is not issued to such Foreign Shareholder without the observance of the laws and regulatory requirements of the relevant jurisdiction, including the obtaining of any governmental or other consents which may be required, the making of any filings which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes or other requisite payments due in such jurisdiction and, if required, satisfy Northam Holdings that all relevant formalities have been complied with or that there is an applicable exemption under the securities laws of the relevant jurisdiction. In the case of any irregularities or uncertainty regarding whether a Foreign Shareholder is a Restricted Foreign Shareholder or whether reliance may be placed on any exemption under the securities laws of a jurisdiction, the determination of Northam Holdings shall be final. Foreign Shareholders who are in any doubt regarding such matters should consult their CSDP, Broker, legal advisor, accountant, banker, other financial intermediary or other professional advisor immediately.

Cash remittance

- 3.2.4 In the case of Restricted Foreign Shareholders, the Northam Scheme Consideration in respect of the Northam Shares held by them will be sold in the market as soon as is reasonably practicable after the Northam Scheme Implementation Date, unless Northam Holdings is satisfied that there is an applicable exemption available under the securities laws of the relevant jurisdiction, but there is no guarantee that any exemption will be available, and Northam and Northam Holdings reserve the right to provide a cash remittance at their sole discretion. Such sale shall be carried out at the best price which can reasonably be obtained at the time of the sale and the net proceeds of such sale (after the deduction of all expenses, taxes, currency conversion costs and commissions incurred in connection with such sale) rounded down to the nearest cent, shall be paid to such Restricted Foreign Shareholder. The remittance of the net proceeds of the sale shall be at the risk of the relevant Restricted Foreign Shareholder. Neither Northam, nor Northam Holdings, nor any person appointed to effect such sale, nor any of their respective officers or employees, shall have any liability to the relevant Northam Scheme Participant for any loss suffered by that Northam Scheme Participant by reason of the timing or manner of any such sale.

Representations and warranties

- 3.2.5 It is the responsibility of a Foreign Shareholder to ensure full observance of the laws of any relevant jurisdiction in connection with the receipt of the Northam Scheme Consideration and to inform their CSDP or Broker in the event that they are a Restricted Foreign Shareholder. Foreign Shareholders who do not inform their Broker or CSDP or the Transfer Secretaries that they are a Restricted Foreign Shareholder and who receive the Northam Holdings Shares pursuant to the Northam Scheme represent and warrant to Northam Holdings that, such person:
- 3.2.5.1 is not in a Restricted Jurisdiction (unless an applicable exemption is available under the securities laws of that jurisdiction) and not in any jurisdiction in which it is unlawful to offer, allot and issue the Northam Scheme Consideration or otherwise acquire or subscribe for the Northam Holdings Shares;
 - 3.2.5.2 acknowledges that, subject to certain exceptions, this Prospectus, the Circular and the Application and Surrender Form are not for distribution in any Restricted Jurisdiction, and if a Foreign Shareholder receives such documents in any Restricted Jurisdiction, it further acknowledges and agrees that such documents shall be treated as being sent for its information purposes only, subject to certain exceptions, and that the Northam Scheme Consideration is not being offered to it and it should not rely upon, copy or redistribute the documents;
 - 3.2.5.3 acknowledges that this Prospectus, the Circular and the Application and Surrender Form have been prepared for purposes of complying with the Companies Act, the Regulations and the JSE Listings Requirements in South Africa and as a result the information disclosed herein and therein may not be the same as that which would have been disclosed had this Prospectus and the Circular been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa; and

- 3.2.5.4 is not acquiring Northam Holdings Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Northam Holdings Shares into any Restricted Jurisdiction.

3.3 Exemptions and Exceptions to the Cash Remittance

Northam and/or Northam Holdings may determine that an exemption is available under the securities laws of 1 or more Restricted Jurisdictions for the Northam Scheme Consideration to be offered or issued in such Restricted Jurisdictions. In this event, any Restricted Foreign Shareholder that qualifies for such exemption (including those set out below) will be offered and will receive the Northam Scheme Consideration in terms of the Northam Scheme.

United States

- 3.3.1 The Northam Holdings Shares being offered pursuant to the Northam Scheme Consideration have not been and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States or other jurisdiction, and, subject to certain limited exceptions, may not be offered or sold within the United States absent registration under the U.S. Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. In addition, Northam Holdings has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”) and investors will not be entitled to the benefits of the Investment Company Act.
- 3.3.2 Accordingly, Shareholders located in the United States (as defined in Regulation S under the U.S. Securities Act) who are qualified institutional buyers (“**QIBs**”) (as defined in Rule 144A under the U.S. Securities Act) may receive the Northam Scheme Consideration. Shareholders who are located in the United States and who are QIBs are herein referred to as “**Eligible U.S. Shareholders**”. Eligible U.S. Shareholders must execute and deliver an investor letter, in a form satisfactory to Northam Holdings to the effect that such person is a QIB and satisfies certain other requirements.
- 3.3.3 A template investor letter can be obtained from One Capital Advisory Proprietary Limited (investorletter@onecapital.co.za). A completed investor letter must be submitted for verification prior to the issue of Northam Holdings Shares. An investor letter must be sent to (investorletter@onecapital.co.za) **so as to be received by not later than Friday, 27 August 2021** for verification and prior approval. Following receipt of approval, a QIB who is a Certificated Shareholder or a Dematerialised Shareholder with “*own name*” registration must submit the Application and Surrender Form (*pink*) to the Transfer Secretaries by not later than 12:00 on the Northam Scheme Record Date, as follows:
- by hand: Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, South Africa; or
 - by post: PO Box 61763, Marshalltown, 2107, South Africa; or
 - by email: corporate.events@computershare.co.za.
- 3.3.4 Eligible U.S. Shareholders who receive the Northam Scheme Consideration will receive “*restricted securities*” (as defined in Rule 144 under the US Securities Act) and will have agreed in the investor letter to abide by certain restrictions on the resale of the Northam Holdings Shares, including that, subject to the provisions of the Northam Holdings’ MOI, the Northam Holdings Shares may not be offered, sold, pledged or otherwise transferred except:
- 3.3.4.1 in an offshore transaction (as defined under Regulation S under the U.S. Securities Act (“**Regulation S**”)) where neither the seller nor any person acting on its behalf knows by pre-arrangement or otherwise that the buyer is in the United States;
- 3.3.4.2 to any person the seller and any person acting on its behalf knows to be outside the United States;
- 3.3.4.3 if in the United States, then to a QIB who signs an investor representation letter in the same form as the letter delivered to Northam Holdings by the Eligible U.S. Shareholder; or
- 3.3.4.4 to Northam Holdings or a Subsidiary thereof.

- 3.3.5 The Northam Holdings Shares have not been approved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other United States regulatory authority, nor have any of such regulatory authorities passed upon or endorsed the merits of the Northam Scheme or the accuracy or adequacy of this Prospectus and the Circular. Any representation to the contrary is a criminal offence in the United States.
- 3.3.6 In addition, until 40 days after the commencement of the Northam Scheme, an offer, sale or transfer of the Northam Holdings Shares within the United States by a dealer (whether or not participating in the offer) may violate the registration requirements of the U.S. Securities Act.

3.4 Member States of the European Economic Area and the United Kingdom

- 3.4.1 No prospectus which has been approved by the competent authority in a member state of the European Economic Area (each a “**Relevant State**”) or, where appropriate, approved in another Relevant State and notified to the competent authority in the Relevant State in accordance with Regulation (EU) 2017/1129, will be published in relation to the Northam Holdings Shares.
- 3.4.2 Accordingly, in each Relevant State, no Northam Holdings Shares have been offered or will be offered pursuant to the Northam Scheme to the public in that Relevant State except that offers of Northam Holdings Shares may be made to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation:
- 3.4.2.1 to any person or legal entity which is a qualified investor as defined under Article 2 of the Regulation (EU) 2017/1129 (“**EEA Qualified Investor**”);
- 3.4.2.2 to fewer than 150 natural or legal persons (other than EEA Qualified Investors) in such Relevant State subject to obtaining the prior consent of Northam Holdings; or
- 3.4.2.3 in any other circumstances falling within Article 1(4) of the Prospectus Regulation, provided that no such offer of Northam Holdings Shares shall require Northam Holdings to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.
- 3.4.3 In relation to the United Kingdom, this Prospectus and the Circular, the Application and Surrender Form and any other material in relation to the securities described herein or therein is only directed at, and any investment or investment activity to which this Prospectus and the Circular relate is available only as follows: (A) to any legal entity which is a qualified investor as defined under Article 2 of the Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) (a “**UK Qualified Investor**”); (B) to fewer than 150 natural or legal persons (other than UK Qualified Investors); or (c) in any other circumstances falling within Section 86 of the Financial Services and Markets Act 2000.
- 3.4.4 For the purposes of this provision, the expression an “*offer to the public*” in relation to the Northam Holdings Shares in any Relevant State or the United Kingdom means the communication in any form and by any means of the potential offer or issuance of Northam Holdings Shares as described in this Prospectus and the Circular, and the expression “*Prospectus Regulation*” means Regulation (EU) 2017/1129.

3.5 UAE

By receiving this Prospectus, the Circular, the Application and Surrender Form and any other material in relation to the securities described herein, the person or entity to whom it has been issued understands, acknowledges and agrees that this Prospectus, the Circular, the Application and Surrender Form and any such other material has not been approved by or filed with the UAE Central Bank, the UAE Securities and Commodities Authority (the “**SCA**”) or any other authorities in the UAE, nor has Northam or Northam Holdings received authorisation or licencing from the UAE Central Bank, SCA or any other authorities in the UAE to market or sell securities or other investments within the UAE. No marketing of any financial products or services has been or will be made from within the UAE other than in compliance with the laws of the UAE and no subscription to any securities or other investments may or will be consummated within the UAE. It should not be assumed that Northam or Northam Holdings is a licenced broker, dealer or investment

advisor under the laws applicable in the UAE, or that any of them advise individuals resident in the UAE as to the appropriateness of investing in or purchasing or selling securities or other financial products. The Northam Holdings Shares are not intended for circulation or distribution in or into the UAE, other than to persons who are “*Qualified Investors*” within the meaning of the SCA’s Board of Directors Decision No. 37/R.M of 2019 Concerning the Definition of Qualified Investor to whom the materials may lawfully be communicated. This does not constitute a public offer of securities in the UAE in accordance with the SCA Chairman of the Board Resolution No. 11/R.M of 2016 on the Regulations for Issuing and Offering Shares of Public Joint Stock Companies, or otherwise.

3.6 Japan

The Northam Holdings Shares have not been and will not be registered in accordance with Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended), (the “**FIEA**”) since the offering of the Northam Holdings Shares in Japan constitutes Solicitation of a Small Number of Investors under Article 23-13, Paragraph 4 of the FIEA. The Northam Holdings Shares will not be offered or sold, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act of Japan (Law No. 228 of 1949, as amended)) (including any corporation or other entity organised under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the account or benefit of, any resident of Japan, except pursuant to Solicitation of a Small Number of Investors.

3.7 Switzerland

The offering of the Northam Holdings Shares in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act of 15 June 2018, as amended (the “**FinSA**”) because (i) less than 500 persons hold Northam Shares in Switzerland as at the Last Practicable Date and, consequently, the Northam Scheme is addressed to less than 500 retail clients (and thus exempt from the requirement to prepare a prospectus pursuant to article 36(1)(b) of the FinSA) and (ii) the Northam Holdings Shares will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Prospectus, nor the Circular nor any other offering or marketing material relating to the Northam Holdings Shares constitutes a prospectus pursuant to the FinSA or has been approved by a Swiss review body within the meaning of article 52 of the FinSA, and no such prospectus will be prepared in connection with the Northam Scheme.

3.8 Previous issues of securities in Northam Holdings

- 3.8.1 Within the 3 years preceding the date of this Prospectus, Northam Holdings issued 1 Northam Holdings Share to Northam for a consideration of R1.00 on 1 March 2021.
- 3.8.2 The above security was issued at a nominal value as a result of Northam Holdings having no assets and having not traded since its incorporation.
- 3.8.3 As at the Last Practicable Date, Northam holds 1 Northam Holdings Share.

4. MINIMUM SUBSCRIPTION

- 4.1 In terms of section 108(2) of the Companies Act, a company is required to state the minimum amount which must be raised by the issue of securities in order to provide for the matters prescribed in this Prospectus to be covered by such minimum subscription amount.
- 4.2 The purpose of the Northam Scheme is not to raise capital for Northam Holdings. In terms of the Northam Scheme, each Northam Scheme Participant will be entitled to receive the Northam Scheme Consideration in exchange for each Northam Scheme Share, on a one-for-one basis.
- 4.3 Northam Scheme Participants will not be required to pay for the Northam Scheme Consideration, but rather to exchange the relevant number of Northam Scheme Shares for a corresponding number of Northam Holdings Shares pursuant to the Northam Scheme Consideration. Accordingly, the Northam Scheme is not subject to an aggregate minimum subscription value.

SECTION 3: STATEMENTS AND REPORTS RELATING TO THE NORTHAM SCHEME

1. STATEMENT AS TO ADEQUACY OF CAPITAL

The Directors are of the opinion that, subject to the implementation of the Northam Scheme:

- 1.1 the share capital of Northam Holdings and the Northam Group will be adequate for the purposes of the business of Northam Holdings and the Northam Group for at least the next 12 months after the date of issue of this Prospectus; and
- 1.2 the working capital available to Northam Holdings and the Northam Group is sufficient for Northam Holdings' and the Northam Group's present requirements, that is, for at least the next 12 months from the date of issue of this Prospectus.

2. REPORT BY DIRECTORS AS TO MATERIAL CHANGES

The Directors confirm that there have been no material changes in the assets or liabilities of the Company and/or the Group that occurred between the date of incorporation of the Company or the publication of the condensed reviewed interim financial results for the 6 months ended 31 December 2020 of Northam as at the Last Practicable Date.

3. STATEMENT AS TO LISTING ON A STOCK EXCHANGE

- 3.1 As at the date of this Prospectus, no securities of Northam Holdings are listed on any stock exchange.
- 3.2 The Issuer Regulation Division of the JSE has approved the listing of the Northam Holdings Shares on the Main Board of the JSE which is expected to take place on the 3rd Business Day before the Northam Scheme Implementation Date. The Northam Holdings Shares will trade under the JSE code NPH and have been allocated an ISIN of ZAE000298253.
- 3.3 Following implementation of the Northam Scheme, the listing of Northam Shares will be terminated on the Main Board of the JSE.

4. REPORT BY THE AUDITOR WHERE BUSINESS UNDERTAKING TO BE ACQUIRED

As at the Last Practicable Date, Northam Holdings will not be acquiring any business undertaking. Therefore, no such report in terms of Regulation 77 has been issued by the Independent Auditor.

5. REPORT BY THE AUDITOR WHERE COMPANY WILL ACQUIRE A SUBSIDIARY

- 5.1 In terms of Regulation 78, an auditor is required to prepare a report on the profits or losses, dividends for the immediately preceding 3 financial years and assets and liabilities for the immediately preceding financial year of Northam and the Northam Group.
- 5.2 A report by the Independent Auditor on:
 - 5.2.1 the profits or losses of Northam and the Northam Group in respect of each of the 3 financial years preceding the date of this Prospectus;
 - 5.2.2 the assets and liabilities of Northam and the Northam Group as at the last date to which the financial statements of Northam were made out; and
 - 5.2.3 a statement as to how the profits and losses of Northam and the Northam Group would, in respect of the Northam Shares, have concerned shareholders of Northam Holdings and what allowances would have fallen to be made in respect of the assets and liabilities, if Northam Holdings had at all material times held the Northam Scheme Shares to be acquired,

is contained in annexure 8. The information contained in such report has been extracted from the annual financial statements of Northam and the Northam Group for each of the 3 financial years preceding the date of issue of this Prospectus as contained in annexure 14 to the Circular, which financial information is included as annexure 7.

6. **REPORT BY THE AUDITOR OF THE COMPANY**

- 6.1 In terms of Regulation 79, an auditor is required to prepare a report on the profits or losses, dividends and assets and liabilities of the Company for the immediately preceding 3 financial years.
- 6.2 As Northam Holdings was incorporated on 2 December 2020, it does not have financial information for the preceding 3 financial years. In the circumstances, a report by the Independent Auditor on the profits or losses, dividends and assets and liabilities of the Company, is contained in annexure 10. The information contained in such report has been extracted from the financial information of Northam Holdings as at the date of its incorporation, which information is included in annexure 9.

7. **HISTORICAL FINANCIAL INFORMATION**

Extracts of the audited consolidated financial statements of Northam for the years ended 30 June 2018, 30 June 2019 and 30 June 2020 and extracts of the condensed reviewed interim financial statements of Northam for the 6 months ended 31 December 2020 are set out in annexures 14 and 15 to the Circular accompanying this Prospectus. The historical financial information of Northam Holdings as at incorporation is set out in annexure 16 to the Circular accompanying this Prospectus should be read together with the Independent Reporting Accountant's assurance report thereon as included in annexure 17 to the Circular accompanying this Prospectus.

8. **PRO FORMA FINANCIAL INFORMATION**

The *pro forma* financial information on a Northam Scheme Participant, Northam and Northam Holdings are set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular, respectively, which this Prospectus accompanies, and should be read together with the Independent Reporting Accountant's assurance reports thereon as included in annexures 7, 8 and 9 to the Circular accompanying this Prospectus.

9. **REQUIREMENTS FOR A MINING COMPANY**

9.1 **Expert report**

A copy of the expert's report prepared by The MSA Group Proprietary Limited, being the lead competent person, which includes the information required to be disclosed in terms of Regulation 80(3)(a) and 80(3)(b) in respect of mining assets of Northam, is contained in annexure 11.

9.2 **Material information and mineral rights**

The material information in relation to the mineral rights of Northam is set out in the expert's report contained in annexure 11.

9.3 **Statement by Directors as to the plans**

The Group's projects are well progressed, with relatively low execution risk. The Group's medium-term annual production target remains 1 million oz 4E. Capital trimming, as a result of the COVID-19 Restrictions, led to the temporary suspension in some of the Group's growth projects. Subsequent to improved confidence in metal markets, all suspended growth projects were reinstated. This temporary delay of growth projects will result in a short delay of achieving the aforementioned production target.

Zondereinde

The acquisition of the Western extension provides access to additional Merensky and UG2 resources, increasing the life of mine to in excess of 30 years. This expansion project will ultimately contribute 100 000 oz 4E per annum, enabling Zondereinde to achieve its annual production target of 350 000 oz 4E.

The development of the number 3 vertical shaft, to improve access to the Western extension, is progressing well. Pilot drilling was completed successfully and reaming of the hole to its final diameter of 4.8 metres commenced in December 2020 and has an expected duration of 15 months to completion. Progress continues to be made on the deepening project. The conveyor decline is currently between 17 and 18 levels and lateral development has progressed well on 17 level, reaching the ore pass position. Stopping continues down to 16 level, which is being serviced by both the material and chairlift declines, which are equipped and commissioned.

At the metallurgical facilities, a 3 month planned rebuild of furnace 1 will commence at the end of F2021. In line with Northam's growth profile, work will commence on further capacity increases at the base metal removal plant in the coming years.

Booysendal

At Booysendal, an annual steady state production of 500 000 oz 4E from Booysendal North and South mines is targeted. The current Booysendal South mine plan to develop 3 UG2 modules, together with a single Merensky module, unlocks mineral reserves of over 7.8 million oz 4E, mineable for approximately 30 years. Furthermore, from F2023, the combined modules will produce in the order of 250 000 oz 4E in concentrate, doubling Booysendal's current overall PGM production.

The development of Booysendal South mine is progressing on schedule and on budget, with surface infrastructure construction complete and underground development and stopping ramp-up at the Central UG2 modules on track. The Central Merensky boxcut and portals have been completed and decline development has commenced. Underground development of strike drives and declines is in progress at the BS4 module and stopping is well on track to commence early in F2022. Mechanical construction of the North aerial rope conveyor commenced in January 2021 and commissioning is scheduled for the first half of F2022. Booysendal South UG2 mine is envisaged to reach steady state production in F2023.

Eland

At Eland, an annual steady state production of 150 000 oz 4E is targeted. Following the conclusion of a feasibility study during F2019, the board approved the initiation of development and stopping ramp-up for the Kukama shaft in parallel with processing operations. Refurbishment and recommissioning of fixed and mobile underground equipment was undertaken and development of a revised underground mining layout commenced. This included reconfiguration of the three-barrel decline system, such that all barrels are located in stable norite rock of the immediate footwall to the UG2 Reef.

Furthermore, strike development in the upper western portion of the mine has progressed, a reef raise was developed and stopping began on the UG2 Reef as part of a planned early mining demonstration.

Refurbishment of the primary milling circuit of the PGM concentrator is in progress and is planned to be commissioned by the end of F2021. This will permit the treatment of run of mine ore sources, in line with the planned stopping build-up.

An agreement to purchase Maroelabult mine ("**Maroelabult**") from Barplats Mines Proprietary Limited, a Subsidiary of Eastern Platinum Limited, was entered into during F2020. An application for the transfer of the mining rights is in process and is expected to be finalised during F2021. Maroelabult lies immediately west of Kukama shaft and its inclusion in the Eland mining right will have a number of synergistic benefits.

Capital expenditure

Capital expenditure reduced to R1.3 billion (H1 F2020: R1.4 billion). This is the combined result of capital trimming following the implementation of COVID-19 Restrictions, together with capital projects having either been completed, or nearing completion at Booysendal. R918.1 million (H1 F2020: R1.2 billion) was spent on expansionary capital expenditure and R380.5 million (H1 F2020: R200.5 million) on sustaining capital expenditure. Projects that were temporarily scaled back include – the Central Merensky and BS4 modules at Booysendal; aspects of the Western extension number 3 shaft project at Zondereinde; and the stopping build-up at Eland. Following improved market certainty during the second half of 2020, all curtailed growth projects were re-initiated in October 2020 and the majority of workflow impacts resulting from the stoppage have been clawed back. As such, the overall impact on the group's growth strategy will be minimal. Group

capital expenditure is expected to accelerate in the second half of the financial year in response to our positive view of the metal markets and is forecasted for F2021 to amount to R3.0 billion. The R3.0 billion is made up of R1.3 billion from Zondereinde, R1.2 billion from Booyssendal and R500.0 million from Eland.

10. **SOCIAL MANDATE, LAWS OF INCORPORATION AND MOI**

10.1 The social, ethics, human resources and transformation committee of Northam, which members will constitute the Northam Holdings social, ethics, human resources and transformation committee post implementation of the Transaction, confirms that Northam Holdings has fulfilled its mandate as prescribed by the Regulations and that there are no instances of material non-compliance to disclose.

10.2 The Directors confirm that Northam Holdings is:

10.2.1 in compliance with the provisions of the Companies Act, specifically relating to its incorporation; and

10.2.2 operating in conformity with its MOI and/or relevant constitutional documents.

SECTION 4: ADDITIONAL MATERIAL INFORMATION

Save as stated in this section 4, the Directors are of the opinion that all other material information in relation to the Northam Scheme contemplated in this Prospectus has been disclosed in the preceding sections of this Prospectus, and the Circular accompanying this Prospectus, and there is no further material information which requires disclosure under this section 4.

1. LITIGATION STATEMENT

1.1 Northam Holdings

There are no legal or arbitration proceedings, including any such proceedings that are pending or threatened, or other material conditions, of which Northam Holdings is aware, that may have or have had in the recent past, being the period commencing from the date of its incorporation, a material effect on the financial position of Northam Holdings or that may have an impact on Northam Holdings ability to continue mining or influence the rights to mine.

1.2 Northam

As disclosed in note 31 of Northam's condensed reviewed interim financial results for the 6 months ended 31 December 2020, Northam received judgement in a Labour Court case in which employees claimed that they were unfairly dismissed when they did not return to work after an unprotected work stoppage in 2016. An amount of R55 million has been accrued for in the accounts of Northam for this purpose. The matter was heard in the Labour Appeal Court on 11 February 2020, and judgement is yet to be handed down. As a result, pending the outcome of the appeal, Northam has not given effect to the ruling of the Labour Court and due to the uncertainty of the outcome of the appeal, no further provision has been raised.

Save for the proceedings referred to above, Northam is not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened, or other material conditions, that may have or have had in the recent past, being the previous 12 months, a material effect on the financial position of Northam and its Subsidiaries or that may have an impact on Northam and its Subsidiaries' ability to continue mining or influence the rights to mining.

2. ADVISORS' INTERESTS

None of the advisors, whose names are set out in the "*Corporate Information and Advisors*" section of this Prospectus, hold any Northam Holdings Shares or have agreed to acquire any Northam Holdings Shares in the Company as at the date of issue of this Prospectus.

3. CORPORATE GOVERNANCE

Northam Holdings is a recently incorporated, non-operational company, and the Board is newly constituted.

The Board confirms its commitment to the principles of fairness, accountability, responsibility and transparency as advocated in the King IV Report on Corporate Governance for South Africa, 2016 ("**King IV**").

Northam Holdings will apply the principles of King IV in the same manner in which Northam currently applies the principles of King IV, as further detailed in annexure 12.

In the circumstances, prior to the Northam Holdings Listing Date, the necessary board and shareholder resolutions will be adopted to approve:

- 3.1 the appointment of the Northam Directors, other than Mr KB Mosehla, to the Northam Holdings Board and the establishment of the relevant board committees, including appointment of the members of the Northam audit and risk committee to the Northam Holdings audit and risk committee subject to the implementation of the Northam Scheme;

- 3.2 the remuneration of the non-executive directors of Northam Holdings on the same terms as those approved by Northam Shareholders in respect of the Northam non-executive directors, subject to the implementation of the Northam Scheme;
- 3.3 the provision of financial assistance by Northam Holdings from time to time on the same terms as those approved by Northam Shareholders in respect of Northam providing financial assistance from time to time, in terms of section 45 of the Companies Act;
- 3.4 the appointment of the Northam Group independent external auditors; and
- 3.5 the endorsement, to Northam Holdings, of the group remuneration policy and Northam implementation report, subject to the implementation of the Northam Scheme

4. **RISK FACTORS**

An analysis of identified risks facing Shareholders, together with mitigating factors, is contained in annexure 13.

5. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors, whose names are set out in Section 1, paragraph 2.2, collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no other facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Prospectus contains all information required by law and the JSE Listings Requirements.

6. **DOCUMENTS AVAILABLE FOR INSPECTION**

The documents listed below or copies thereof are available for inspection by Shareholders at the registered office of each of Northam and One Capital Advisory Proprietary Limited during business hours, from the date of issue of this Prospectus until 10 Business Days after the Northam Scheme Record Date. Northam Shareholders should contact Northam's company secretary (by email: trish.beale@norplats.co.za) should they wish to inspect the documents. The documents are as follows:

- 6.1 the Northam Holdings' MOI;
- 6.2 the MOI of each of Northam and its major Subsidiaries, Booyseendal Platinum Proprietary Limited and Eland Proprietary Limited;
- 6.3 the material contracts referred to in Section 1, paragraph 7;
- 6.4 the Rules of the Northam SIP, as amended;
- 6.5 the audited financial statements of Northam Holdings as at the date of incorporation of Northam Holdings, together with all notes, certificates or information required by the Companies Act;
- 6.6 the Independent Auditor's report on the financial information required in terms of Regulation 79 of Northam Holdings as at 2 December 2020, the text of which is included as annexure 10;
- 6.7 the Independent Auditor's report on the financial information required in terms of Regulation 78 of Northam and the Northam Group, the text of which included as annexure 8;
- 6.8 the audited financial statements of Northam for the 3 years ended 30 June 2018, 30 June 2019 and 30 June 2020;
- 6.9 the condensed reviewed interim results of Northam for the 6 months ended 31 December 2020;
- 6.10 the latest Competent Person's Report;
- 6.11 the written consents of the professional advisors to Northam and Northam Holdings, which are included as annexure 14;
- 6.12 the power of attorney documents of the Directors in respect of the signature of this Prospectus; and
- 6.13 a signed copy of this Prospectus.

SECTION 5: INAPPLICABLE OR IMMATERIAL MATTERS

The following paragraphs of the Regulations dealing with the requirements for a prospectus are not applicable to this Prospectus:

- | | | |
|---------------------------|----------------------------|-----------------------|
| • Regulation 57(2) | • Regulation 60(1)(a)(iii) | • Regulation 72(1)(d) |
| • Regulation 57(3)(b) | • Regulation 60(1)(a)(iii) | • Regulation 72(3) |
| • Regulation 58(3)(d) | • Regulation 61 | • Regulation 73 |
| • Regulation 59(3)(b) | • Regulation 62 | • Regulation 74(2)(b) |
| • Regulation 59(3)(c)(ii) | • Regulation 64 | • Regulation 75 |
| • Regulation 59(3)(d)(ii) | • Regulation 65 | • Regulation 77 |
| • Regulation 59(3)(e) | • Regulation 66 | • Regulation 79(3) |
| • Regulation 59(3)(f) | • Regulation 67 | • Regulation 79(4)(b) |
| • Regulation 59(3)(g) | • Regulation 68 | |
| • Regulation 59(4) | • Regulation 70(b) | |

The Directors, whose names are given in Section 1, paragraph 2.2, collectively and individually, accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Prospectus contains all information required by the law and the JSE Listings Requirements.

SIGNED AT JOHANNESBURG ON 24 MAY 2021 BY ALETTA HELENA COETZEE ON HER BEHALF AND ON BEHALF OF ALL THE DIRECTORS IN TERMS OF POWERS OF ATTORNEY SIGNED BY SUCH DIRECTORS

Aletta Helena Coetzee

FOR: Paul Anthony Dunne

A Director; herein represented by Aletta Helena Coetzee under and in terms of a power of attorney executed on 14 May 2021

FOR: David Hugh Brown

A Director; herein represented by Aletta Helena Coetzee under and in terms of a power of attorney executed on 14 May 2021

ANNEXURE 1: DETAILS OF SUBSIDIARIES

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

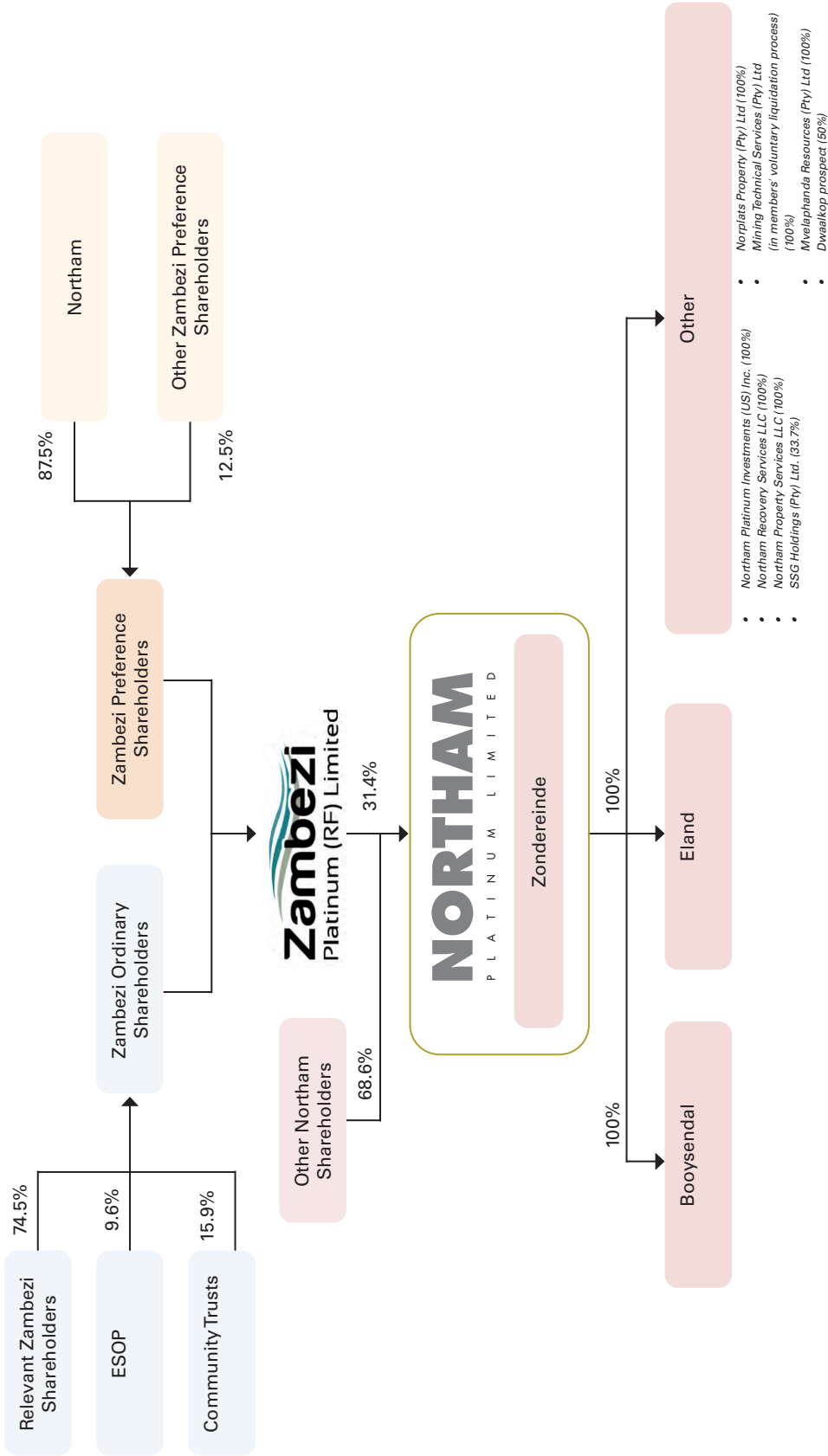
The following table contains a list of Northam Holdings' direct and indirect Subsidiaries post implementation of the Northam Scheme:

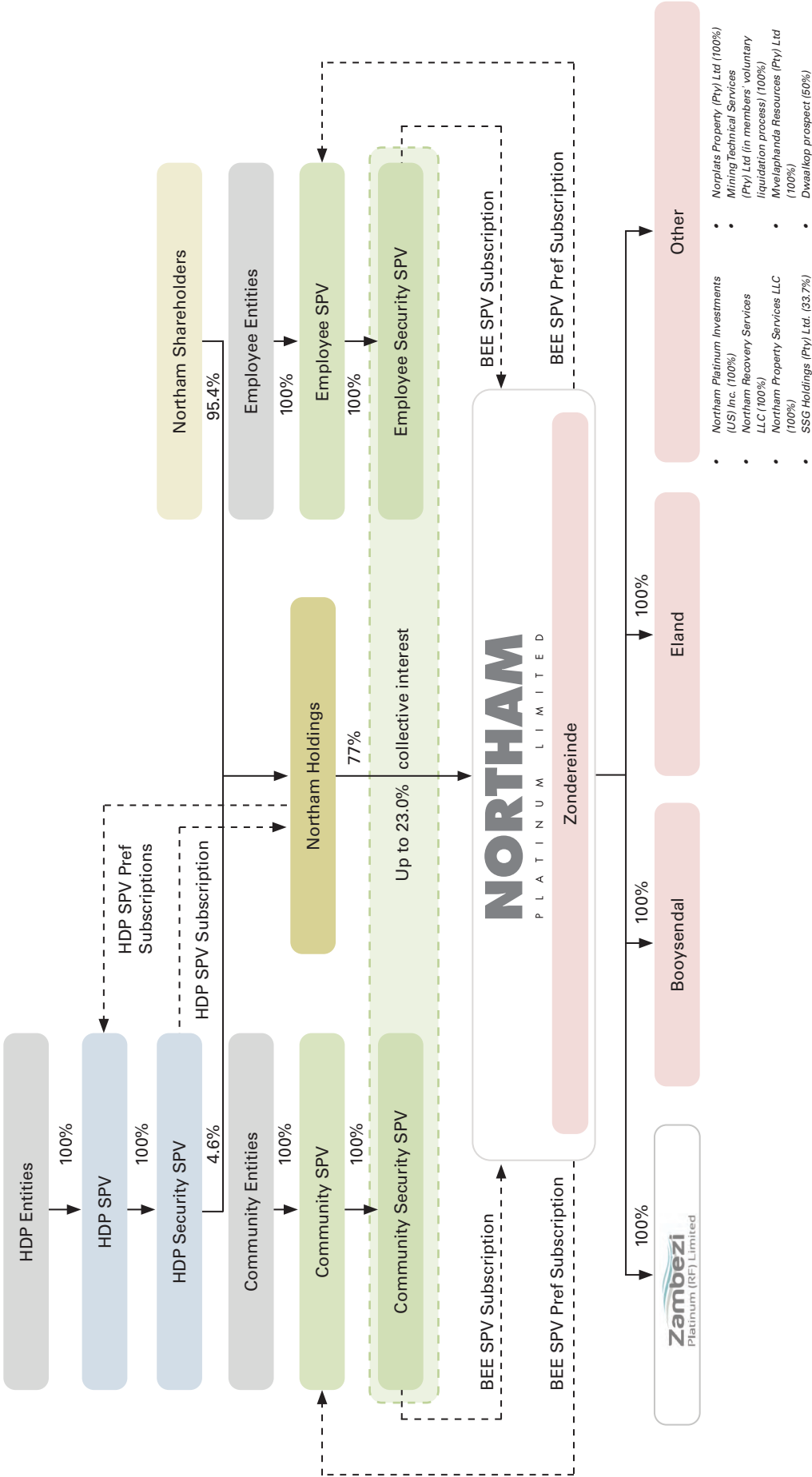
Subsidiary name	Registration number	Date of incorporation/ registration	Place of incorporation/ registration
Booyseendal Platinum Proprietary Limited	2002/016771/07	12 June 2002	South Africa
Eland Platinum Proprietary Limited	2016/427918/07	3 October 2016	South Africa
Mining Technical Services Proprietary Limited <i>(in members' voluntary liquidation process)</i>	2011/004032/07	16 February 2011	South Africa
Mvelaphanda Resources Proprietary Limited	1980/001395/07	22 February 1980	South Africa
Norplats Properties Proprietary Limited	2005/013135/07	29 April 2005	South Africa
Northam Platinum Limited	1977/003282/06	7 October 1977	South Africa
Zambezi Platinum (RF) Limited	2014/106927/06	2 June 2014	South Africa
Northam Platinum Investments (US) Inc.	6518607	21 August 2017	United States of America
Northam Recovery Services LLC	6518615	21 August 2017	United States of America
Northam Property Company LLC	6518631	21 August 2017	United States of America

ANNEXURE 2: GROUP STRUCTURE

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

Northam Group structure as at the Last Practicable Date





¹⁰ Northam Group structure based on the following assumptions:

- i) The number of Northam Shares issued to the BEE Security SPVs is equal to no more than 23% of the Northam Shares in issue (net of Treasury Shares).
- ii) The direct or indirect ownership by HDPs (through the SPVs) in Northam is up to 26.5% (net of Treasury Shares).

ANNEXURE 3: CURRENT AND PAST DIRECTORSHIPS

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

The table below lists the companies and partnerships of which each Director or proposed Director of Northam Holdings is currently a director or partner as well as the companies and partnerships of which each such Director or proposed Director of the Company was a director or partner over the 5 years preceding the date of this Prospectus and each Directors' experience.

Director	Current directorships and partnerships	Past directorships and partnerships held in the last 5 years
Paul Anthony Dunne	<ul style="list-style-type: none"> – International Platinum Group Metals Association (IPA) (mining) – Booyseendal Platinum Proprietary Limited (mining) – Eland Platinum Proprietary Limited (mining) – Northam Platinum Limited (mining) – Primal Water Proprietary Limited (agriculture) – Zambezi Platinum (RF) Limited (BEE special purpose vehicle) 	<ul style="list-style-type: none"> – Khumama Platinum Proprietary Limited (mining) – Mining Technical Services Proprietary Limited (administration) – Mvelaphanda Resources Limited (mining) – Norplats Properties Proprietary Limited (financing and property) – Northam Chrome Proprietary Limited (mining) – Windfall 38 Properties Proprietary Limited (real estate)
Aletta Helena Coetzee	<ul style="list-style-type: none"> – Booyseendal Platinum Proprietary Limited (mining) – Eland Platinum Proprietary Limited (mining) – Mvelaphanda Resources Proprietary Limited (mining) – Northam Platinum Investments (US) Inc. (holding company – non-SA) – Northam Platinum Limited (mining) – Northam Recovery Services LLC (recycling – non-SA) – Northam Property Services LLC (property – non-SA) – Norplats Properties Proprietary Limited (financing and property) – Zambezi Platinum (RF) Limited (BEE special purpose vehicle) 	<ul style="list-style-type: none"> – Natal Kiwi Orchards Proprietary Limited (agriculture) – South Africa Kiwifruit Industries Proprietary Limited (agriculture) – TKO Farming Enterprises Proprietary Limited (agriculture) – TKO Investment Holdings Proprietary Limited (agriculture) – TKO Properties Proprietary Limited (mining)

Director	Current directorships and partnerships	Past directorships and partnerships held in the last 5 years
David Hugh Brown	<ul style="list-style-type: none"> – Bindura Nickel Corporation Limited (mining – non-SA) – Freda Rebecca Gold Mine Limited (mining – non-SA) – Freda Rebecca Holdings (Pvt) Limited (mining – non-SA) – Great Dyke Investments (Pvt) Limited (mining – non-SA) – Kuvimba Mining House (Pvt) Limited (mining – non-SA) – Mudande Investments Proprietary Limited (property investments) – Northam Platinum Limited (mining) – Ntsimbintle Holdings Limited (mining) – Quorus Management Services Limited (investment and mining) – Resilient Reit Limited (listed property) – Revego Africa Energy Limited (alternative energy investment fund) – Transition Sports Proprietary Limited (holding company – telecommunications) – Turrim Projects Proprietary Limited (telecommunications / infrastructure) – Vodacom Group Limited (telecommunications) – Ziwa Resources (Pvt) Limited (mining – non-SA) 	<ul style="list-style-type: none"> – GVM Metals Administration South Africa Proprietary Limited (consulting) – MC Mining Limited (mining) – Newshelf 1384 Proprietary Limited (agriculture) – Pan African Resources Coal Holdings Proprietary Limited (mining) – Takutata Proprietary Limited (administration) – Uitkomst Colliery Proprietary Limited (mining)
Tebogo Emily Kgosi	<ul style="list-style-type: none"> – Mgaga Trading Proprietary Limited (dormant) – Northam Platinum Limited (mining) 	
Hester Helena Hickey	<ul style="list-style-type: none"> – Barloworld Limited (conglomerate) – Cashbuild Limited (retail) – Northam Platinum Limited (mining) – Pan African Resources Plc (mining) 	<ul style="list-style-type: none"> – Africa Dawn Capital Limited (financing) – Elite Group Proprietary Limited (financing) – Omnia Holdings Limited (agriculture)
Dr Noluyolo Yoza Jekwa	<ul style="list-style-type: none"> – Brait Societas Europaea (financial services) – Jekmav Proprietary Limited (shelf company) – Liora Capital Proprietary Limited (agricultural trading) – Mergence Investment Managers Proprietary Limited (financial services) – Northam Platinum Limited (mining) 	<ul style="list-style-type: none"> – Ascendis Health Limited (healthcare) – Get me to Graduation (NPO) – Coast2Coast Proprietary Limited (private equity)

Director	Current directorships and partnerships	Past directorships and partnerships held in the last 5 years
Mcebisi Hubert Jonas	<ul style="list-style-type: none"> – Sygnia Limited (financial services) – BKB Limited (agriculture) – Chase Advisory Proprietary Limited (financial services) – Harambee Academy (non-profit organisation) – Harambee Youth Employment Accelerator (non-profit organisation) – Masellner Properties Close Corporation (property) – MTN Group Limited (telecommunications) – MTN International Propriety Limited (telecommunications) – Mwendo Investments Proprietary Limited (financial services) – Ntiso Investment Holdings Proprietary Limited (financial services) – Northam Platinum Limited (mining) – Ram Hand-to-hand Logistics Proprietary Limited (freight and logistics) – Ram Supply Chain Solutions Proprietary Limited (freight and logistics) – Vista Media Group Proprietary Limited (media) 	<ul style="list-style-type: none"> – Public Investment Corporation (SOC) Limited (financial services)
Temba Irvine Mvusi	<ul style="list-style-type: none"> – African Rainbow Capital Limited (financial services) – Dippenaar and Reinecke Proprietary Limited (manufacturing) – Northam Platinum Limited (mining) – SIH Capital Holdings Proprietary Limited (financial services) – Ubuntu-botho Investments Proprietary Limited (financial services) 	<ul style="list-style-type: none"> – Sanlam Private Wealth Proprietary Limited (financial services) – Sanlam Life Insurance Limited (insurance) – Sanlam Limited (financial services) – Umso Construction Proprietary Limited (construction) – Vulindlela Underwriting Managers Proprietary Limited (insurance) – Unisys South Africa Proprietary Limited (insurance)

Director	Current directorships and partnerships	Past directorships and partnerships held in the last 5 years
Jean Johannes Nel	<ul style="list-style-type: none"> – Crown Hotel (Whetheral) Limited (property) – DRD Gold Limited (mining) – Gemoedsrus Seefront Eiendomme (property) – K2014091755 (South Africa) Proprietary Limited (property investment) – Kilbirnie Hotel (Newquay) Limited (property) – Kronen Hospitality Management Limited (leisure) – Kronen Investments Propriety Limited (investment holding) – Micana Proprietary Limited (investment holding) – Mimosa Holdings Proprietary Limited (mining) – Mimosa Investment Limited (mining) – Mother Lode 4D Proprietary Limited (property investment) – Mother Lode Solutions Proprietary Limited (property investment) – Northam Platinum Limited (mining) – Tongaat Hulett Limited (agriculture) 	<ul style="list-style-type: none"> – Aquarius Platinum Limited (mining) – DRA Global Limited (mining) – Blue Ridge Platinum Proprietary Limited (mining) – Braggite Resources Proprietary Limited (mining) – The Energy Practice Proprietary Limited (dormant) – Everest Platinum Mines Proprietary Limited (mining) – Hoedspruit Platinum Exploration Proprietary Limited (mining) – Hoedspruit Platinum Holdings Proprietary Limited (mining) – Kroondal Operations Proprietary Limited (mining) – Kroondal Operations Corporate Services Proprietary Limited (mining) – Magaliesburg Properties Proprietary Limited (mining) – Optimise Fund III Limited (Section 12J) – Platinum Mine Resources Propriety Limited (mining) – Ridge Mining Proprietary Limited (mining) – Ridge Mining Services Proprietary Limited (mining) – Sheba's Ridge Platinum Proprietary Limited (mining) – Sibanye Gold Protection Services Limited (security) – Southernera Mining and Exploration South Africa Proprietary Limited (mining) – Watervale Platinum Mines Proprietary Limited (mining) – Zondernaam Mining Proprietary Limited (mining)
John Gabriel Smithies	<ul style="list-style-type: none"> – Northam Platinum Limited (mining) 	
Glyn Tudor Lewis	<ul style="list-style-type: none"> – Northam Platinum Limited (mining) 	

ANNEXURE 4: NORTHAM HOLDINGS MOI

The definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated **do not** apply to this annexure.

This annexure sets out extracts of various provisions from the memorandum of incorporation of Northam Platinum Holdings Limited ("**Northam Holdings MOI**"). In each case, the numbering and wording below matches that of the applicable provisions in the Northam Holdings MOI. The Northam Holdings MOI is available on request at the registered address of Northam Platinum Holdings Limited, as set out in the "*Corporate Information and Advisors*" section of the Prospectus to which this annexure is incorporated.

1. INTERPRETATION

In this MOI, article headings are used for convenience only and shall not be used in its interpretation and, unless the context clearly indicates a contrary intention:

- 1.1 an expression that denotes:
 - 1.1.1 any gender, includes the other genders;
 - 1.1.2 a natural Person, includes an artificial or juristic Person and *vice versa*; and
 - 1.1.3 the singular, includes the plural and *vice versa*;
- 1.2 the following expressions shall bear the meanings assigned to them below and cognate expressions shall bear corresponding meanings:
 - 1.2.1 "**Adoption Date**" means the date upon which this MOI is adopted by the ordinary shareholders by way of a special resolution passed in accordance with section 16(1)(c)(ii) of the Companies Act;
 - 1.2.2 "**Alternate Director**" shall bear the meaning ascribed thereto in article 35.1.1;
 - 1.2.3 "**Board**" means the board of Directors of the Company from time to time;
 - 1.2.4 "**Business Day**" means any day other than a Saturday, Sunday or gazetted, national public holiday in South Africa;
 - 1.2.5 "**Certificated Securities**" means Securities issued by the Company that are not Uncertificated Securities;
 - 1.2.6 "**Commission**" means the Companies and Intellectual Property Commission established by section 185 of the Companies Act;
 - 1.2.7 "**Companies Act**" means the Companies Act, No. 71 of 2008, as amended, including all schedules to such act and all regulations promulgated thereunder and for the time being in force (including, as at the date of adoption of this MOI, the Regulations);
 - 1.2.8 "**Company**" means Northam Platinum Holdings Limited with registration number 2020/905346/06 as defined on the front page of this MOI;
 - 1.2.9 "**CSD**" means the Central Securities Depository as defined in section 1 of the Financial Markets Act;
 - 1.2.10 "**CSDP**" means a depository institution accepted by a CSD as a "**participant**" in terms of the Financial Markets Act and the JSE Exchange;
 - 1.2.11 "**Director**" means a director of the Company, from time to time;
 - 1.2.12 "**Dispose**" means to cede, donate, dispose of, distribute, exchange, give, make over, sell, transfer, unbundle or otherwise alienate, or any agreement, arrangement or obligation to do any of the foregoing, and "**Disposal**" shall be construed accordingly;

- 1.2.13 “**Electronic Communication**” means an electronic communication as defined in section 1 of the Electronic Communications and Transactions Act, No. 25 of 2002;
- 1.2.14 “**Encumbrance**” means a mortgage, charge, pledge, loan, option, restriction, right of first refusal, right of pre-emption, third party right or interest or other encumbrance or security interest of any kind, or another type of agreement having a similar effect, and “**Encumber**” and “**Encumbered**” shall be construed accordingly;
- 1.2.15 “**Financial Markets Act**” means the Financial Markets Act, No. 19 of 2012, as amended, including all schedules to such act and all regulations and standards promulgated thereunder and for the time being in force;
- 1.2.16 “**JSE**” means the JSE Limited, registration number 2005/022939/06, a public company incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act;
- 1.2.17 “**JSE Exchange**” means the exchange operated by the JSE;
- 1.2.18 “**JSE Listings Requirements**” means to the extent applicable, the JSE Limited Listings Requirements, as amended from time to time;
- 1.2.19 “**Legal Representative**” means any Person who has submitted proof (which is satisfactory to the Board) of his appointment (and, to the extent required by the Board, the continuation of that appointment) as:
- 1.2.19.1 an executor of the estate of a deceased Shareholder, or a curator, guardian or trustee of a Shareholder whose estate has been sequestrated or who is otherwise under any disability;
 - 1.2.19.2 the liquidator of any Shareholder that is a body corporate in the course of being wound up; or
 - 1.2.19.3 the business rescue practitioner of any Shareholder which is a company undergoing business rescue proceedings;
- 1.2.20 “**Listing Date**” means the date on which the Ordinary Shares are listed on the JSE Exchange;
- 1.2.21 “**MOI**” means this memorandum of incorporation of the Company, being this document (and including any Schedules hereto), as amended or replaced from time to time;
- 1.2.22 “**Ordinary Share**” means an ordinary share in the Company;
- 1.2.23 “**Ordinary Shareholder**” means a shareholder to the extent that it is entered into the Securities Register as the registered holder of an Ordinary Share;
- 1.2.24 “**Person**” or “**Entity**” includes any natural or juristic person, association, business, close corporation, company, concern, enterprise, firm, partnership, joint venture, trust, undertaking, voluntary association, body corporate, and any similar entity;
- 1.2.25 “**Regulations**” means the Companies Regulations, 2011, as amended and any other regulations made from time to time in terms of the Companies Act for so long as they remain of force and effect;
- 1.2.26 “**Securities**” means, collectively:
- 1.2.26.1 shares (including the Ordinary Shares), debentures, notes, bonds, units or other instruments, irrespective of their form or title (including any options thereon and rights thereto) issued or authorised to be issued by the Company; and
 - 1.2.26.2 anything falling within the meaning of the definition of “**securities**” as defined in section 1 of the Financial Markets Act issued or authorised to be issued by the Company;
- 1.2.27 “**Securities Register**” means the register of issued Securities of the Company required to be established in terms of section 50(1) of the Companies Act;
- 1.2.28 “**Security Holder**” shall bear the meaning ascribed thereto in article 21.1;

- 1.2.29 “**SENS**” means the Stock Exchange News Service established and operated by the JSE;
 - 1.2.30 “**Share**” means one of the units into which the proprietary interest in the Company is divided;
 - 1.2.31 “**Shareholder**” or “**Registered Holder**” means a holder of a Share or other Security who is entered as such in the Securities Register, including a Legal Representative;
 - 1.2.32 “**Shareholders Meeting**” means a meeting at which Shareholders are entitled to exercise voting rights on one or more proposed resolutions;
 - 1.2.33 “**Sign**” includes the reproduction of a signature by lithography, printing, or any kind of stamp or any other mechanical or electronic process, and “**Signed**” and “**Signature**” have a corresponding meaning;
 - 1.2.34 “**South Africa**” means the Republic of South Africa;
 - 1.2.35 “**Transfer Office**” means the registered office from time to time of the Company’s transfer secretary, or such other office as may be communicated by the Company to the Shareholders from time to time;
 - 1.2.36 “**Uncertificated Securities**” means any Securities which are “**uncertificated securities**” defined as such in section 1 of the Financial Markets Act; and
 - 1.2.37 “**Uncertificated Securities Register**” means the record of Uncertificated Securities administered and maintained by a CSDP or a CSD, as determined in accordance with the rules of the CSD, and which forms part of the Securities Register;
- 1.3 any reference to “**law**” means law, legislation, statutes, subordinate legislation, regulations, ordinances, treaties, protocols, codes, standards, rules, by-laws, directives, orders, guidelines, notices, promulgations, requirements, orders, judgments, decisions, instructions, injunctions, awards and other decrees of any governmental authority and all codes of practice, statutory guidance and policy notes, which have force of law or which it would be an offence not to obey, and the common law, as amended, supplemented, replaced, re-enacted, restated or re-interpreted from time to time;
 - 1.4 any reference to a statute, regulation or the JSE Listings Requirements means that statute or regulation or the JSE Listings Requirements, as amended, supplemented, replaced or re-enacted from time to time, including all schedules thereto, and all regulations promulgated thereunder and for the time being in force;
 - 1.5 if any provision in a definition is a substantive provision conferring a right or imposing an obligation on any Person then, notwithstanding that it is only in a definition, effect shall be given to that provision as if it were a substantive provision in the body of this MOI;
 - 1.6 the use of the words “**including**”, “**includes**” or “**include**”, followed by a specific example/s, shall not be construed (notwithstanding that in some instances this may have been specifically provided for, but not in others) as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule shall not be applied in the interpretation of that general wording or those specific example/s;
 - 1.7 where any term is defined within a particular article other than this article 1, that term shall bear the meaning ascribed to it in that article wherever it is used in this MOI;
 - 1.8 any word or expression which is defined in the Companies Act or in the JSE Listings Requirements and which is not defined in this MOI shall have the meaning assigned thereto in the Companies Act or the JSE Listings Requirements, as the case may be, as in force on the Adoption Date (but only if and to the extent defined in the Companies Act or in the JSE Listings Requirements in the same context as that in which it is used in this MOI), provided that if a word or expression is defined in both the Companies Act and the JSE Listings Requirements on the Adoption Date, and there is a conflict between such definitions, the definitions contained in the Companies Act on the Adoption Date shall prevail;
 - 1.9 any reference to “**present**” in respect of a meeting shall be construed in accordance with the definition of “*present at a meeting*” in the Companies Act;

- 1.10 a reference to a “**section**” refers to the corresponding section of the Companies Act;
- 1.11 when any number of days is prescribed in this MOI, same shall be reckoned exclusive of the first and inclusive of the last day unless the last day falls on a Saturday, Sunday or gazetted, national public holiday, in which case the last day shall be the next Business Day; and
- 1.12 the headings of articles in this MOI are for information purposes only and shall not be used in the interpretation of this MOI.

PART B – STATUS AND POWERS OF THE COMPANY

5. STATUS AS A PUBLIC COMPANY

- 5.1 The Securities issued by the Company are fully paid up and freely transferable, subject to compliance with the procedural requirements for transfer contained in article 15.
- 5.2 The Company is incorporated in accordance with and governed by –
- 5.2.1 the unalterable provisions of the Companies Act (subject to any higher standards, greater restrictions, longer periods of time or more onerous requirements set out in this MOI in accordance with the provisions of section 15(2)(a)(iii) of the Companies Act); and
- 5.2.2 the alterable provisions of the Companies Act, subject to the limitations, restrictions, qualification, extension or other alterations set out in this MOI in accordance with the provisions of the Companies Act.
- 5.3 The Company is entitled to offer its Securities to the public, subject to compliance with this MOI, the Companies Act and the JSE Listings Requirements (to the extent applicable).
- 5.4 The Company is, accordingly, classified as a public company in terms of section 8(2) of the Companies Act.

6. POWERS OF THE COMPANY

- 6.1 The Company has, subject to section 19(1)(b)(i) of the Companies Act, all of the legal powers and capacity of an individual.
- 6.2 There is no provision of this MOI which constitutes a restrictive condition as contemplated in section 15(2)(b) of the Companies Act.
- 6.3 To the extent that the Companies Act or the JSE Listings Requirements require a company to be expressly authorised by its memorandum of incorporation to do anything, the Company is, by this provision, conferred with the requisite authority to do so, subject to any express limitations set out in this MOI.
- 6.4 With effect from the Listing Date, no special resolution contemplated in sections 20(2) or 20(6) of the Companies Act to ratify any action which is contrary to the JSE Listings Requirements shall be proposed to the Shareholders unless otherwise agreed to by the JSE.

PART C – SECURITIES OF THE COMPANY AND CAPITALISATION ISSUES

8. AUTHORISED SECURITIES

The numbers and classes of Shares which the Company is authorised to issue are set out in Schedule 1 to this MOI.

9. RIGHTS OF THE ORDINARY SHARES

Each Ordinary Share ranks *pari passu* (as defined in the JSE Listings Requirements) with each other Ordinary Share in respect of all rights, and each Ordinary Shareholder is entitled –

- 9.1 to be entered into the Securities Register as the Registered Holder of that Ordinary Share;
- 9.2 (save where its entitlement is removed by an express provision of this MOI, or by law or the JSE Listings Requirements) to exercise voting rights (whether in person, by proxy or by authorised representative) on all resolutions proposed at all meetings of the Shareholders of the Company (other than those resolutions, if any, in relation to which, in terms of the express provisions of this MOI or the terms of law or the JSE Listings Requirements, only Registered Holders of one or more other classes of Shares are entitled to exercise voting rights), as follows:
 - 9.2.1 one vote per Ordinary Share (on a matter decided by a poll); or
 - 9.2.2 one vote in total in respect of all its Ordinary Shares (on a matter decided by a show of hands); and
- 9.3 to participate equally with every other Ordinary Share in any Distribution taking the form of a transfer by the Company of money or other property (other than its own Shares or other Securities) of the Company, excluding any payment *in lieu* of a capitalisation Share and any consideration payable by the Company for any of its own Shares or other Securities or for any shares or other securities of another company within the same group as contemplated in paragraphs (ii) and (iii) of the definitions of distribution in the Companies Act, to Ordinary Shareholders, whether during the existence of the Company or upon its dissolution.

10. VARIATION OF AUTHORISED SHARES

- 10.1 Notwithstanding the provisions of section 36(3) of the Companies Act, the Board shall not have the power to:
 - 10.1.1 increase or decrease the number of authorised Shares of any class;
 - 10.1.2 reclassify any classified Shares that have been authorised but not issued;
 - 10.1.3 classify any unclassified Shares that have been authorised but not issued; or
 - 10.1.4 determine the preferences, rights, limitations or other terms of any class of Shares,which powers shall only be capable of being exercised by the Shareholders (by way of special resolution of the Shareholders).
- 10.2 The Shareholders may, by amendment to the MOI by way of a special resolution and in accordance with the JSE Listings Requirements:
 - 10.2.1 increase or decrease the number of authorised Shares of any class of the Shares;
 - 10.2.2 reclassify any classified Shares that have been authorised but not issued;
 - 10.2.3 classify any unclassified Shares that have been authorised but not issued;
 - 10.2.4 determine or vary the preferences, rights, limitations or other terms of any Shares;
 - 10.2.5 create any class of Shares;
 - 10.2.6 convert one class of Shares into one or more other classes of Shares;
 - 10.2.7 consolidate or subdivide any class of Shares;

- 10.2.8 vary any preferences, rights, limitations or other terms of Ordinary Shares; or
- 10.2.9 vary any preferences rights, limitations or other terms of any class of Shares already in issue, other than Ordinary Shares, but no such variation shall be implemented unless:
 - 10.2.9.1 it has been approved by a special resolution upon which only the holders of that class of Shares shall be entitled to exercise voting rights in accordance with the preferences, rights, limitations and other terms attaching to that class; and
 - 10.2.9.2 if it has also been approved by a special resolution on which both of the following shall be entitled to exercise voting rights –
 - 10.2.9.2.1 the holders of that class of Shares in accordance with the preferences, rights, limitations and other terms attaching to that class; and
 - 10.2.9.2.2 the Ordinary Shareholders.
- 10.3 The preferences, rights, limitations or any other terms of any class of Securities may not be varied in response to any objectively ascertainable external fact or facts as provided for in sections 37(6) and 37(7) of the Companies Act and the powers of the Board are limited accordingly.

11. ISSUE OF SECURITIES

- 11.1 Securities of any class listed on the JSE Exchange may only be issued if they are fully paid up. Classes of Securities listed on the JSE Exchange shall be freely transferable.
- 11.2 The Company may only issue Securities within the classes and to the extent that those Securities have been authorised by or in terms of this MOI.
- 11.3 For the avoidance of doubt, the Company may issue Securities (or be a party to a Disposal by a third party of Securities) to a Person in terms of an agreement between, *inter alia*, the Company and that person in which that person undertakes:
 - 11.3.1 to not Dispose of, or Encumber, all or any of those Securities for a specified or ascertainable period of time; or
 - 11.3.2 that such Person may only Dispose of and/or Encumber all or any of those Securities in certain specific or ascertainable circumstances.
- 11.4 With effect from the Listing Date, all issues of equity Securities for cash, and all issues of options and convertible Securities for cash, must be in compliance with the JSE Listings Requirements.
- 11.5 Subject to the provisions of articles 11.6 and 11.7, and the JSE Listings Requirements, the Board may only issue unissued equity Securities if such Securities have first been offered on the same terms and conditions to existing holders of that class of Securities *pro rata* in proportion to their existing holdings of that class of Securities.
- 11.6 The pre-emptive right stipulated in article 11.5 shall not apply if, and to the extent that, the Shareholders authorise the Directors to issue equity Securities, options and/or convertible Securities (i) on specific terms set out in the authorisation, or (ii) in such manner and on such terms as the Directors in their discretion think fit, provided that such authorisation/s/transaction/s has/have been approved by the JSE (if JSE approval is required) and comply/ies with the JSE Listings Requirements.
- 11.7 The pre-emptive right stipulated in article 11.5 shall not apply to any issue of equity Securities in consideration for the subscription or acquisition by the Company of any securities in another company or any other non-cash asset or property, provided that such transaction/s has/have been approved by the JSE (if JSE approval is required) and comply/ies with the JSE Listings Requirements.

13. REGISTER AND CERTIFICATES

- 13.1 Subject to the relevant JSE Listings Requirements where applicable, the Securities shall be issued in certificated or uncertificated form.
- 13.2 The Company shall establish or cause to be established, and shall maintain, a Securities Register in accordance with the Companies Act and, to the extent that the form of and the manner of maintaining the Securities Register is not prescribed, the Board shall determine the form and manner thereof.
- 13.3 The Company shall enter into its Securities Register the transfer of any Certificated Securities and shall include in such entry the information required by section 51(5) of the Companies Act.
- 13.4 The certificates evidencing any Certificated Securities of the Company shall comply with the requirements set out in section 51(1) of the Companies Act and shall otherwise be in such form as may be determined by the Board.
- 13.5 If any certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, and on such terms as the Board may determine from time to time.
- 13.6 The conversion of Certificated Securities to Uncertificated Securities or of Uncertificated Securities to Certificated Securities shall occur in accordance with the Regulations, any applicable provisions of the Financial Markets Act and any applicable requirements or rules of the JSE and the relevant CSDP or CSD.

14. UNCERTIFICATED SECURITIES

- 14.1 Without derogating from article 13.2, the Company shall not issue certificates evidencing or purporting to evidence, title to Uncertificated Securities of the Company.
- 14.2 Any Person who wishes to withdraw its Uncertificated Securities held by a CSDP and to obtain a certificate in respect of all or part of those Securities, shall notify the CSDP thereof, in which case:
 - 14.2.1 the CSDP shall notify the Company to provide such a certificate and shall remove the details of the Uncertificated Security so withdrawn from the Uncertificated Securities Register maintained by the CSDP;
 - 14.2.2 the Company shall, immediately on receipt of such notice from a CSDP, enter the relevant Person's name and details in respect of its holding into the Securities Register and indicate on such Securities Register that the Securities so withdrawn are no longer held in uncertificated form;
 - 14.2.3 the Company shall, within 14 days of receipt of the notice referred to in article 14.2.1, prepare and deliver to the relevant Person a certificate in respect of the Securities so withdrawn, and notify the CSD that the Securities are no longer held in uncertificated form; and
 - 14.2.4 transfer of registered ownership of Securities so withdrawn shall not be capable of being effected through a CSD while they remain in certificated form.
- 14.3 The Company shall enter in its Securities Register, in respect of every class of Securities, the total number of Securities held in uncertificated form.

15. TRANSFER OF SECURITIES

- 15.1 Save in the case of a transfer which is effected by operation of law and overrides the requirements of this MOI, no Person may transfer the registered ownership of any Securities in the Company to any other Person without first complying with the requirements for transfer as set out in this MOI.
- 15.2 Subject to the requirements of the Companies Act, the instrument of transfer of a Certificated Security shall be in the usual form or such other form as the Directors may approve and shall be Signed by the transferor and the transferee (to the extent required by law).

- 15.3 Transfer of registered ownership in any Uncertificated Securities shall be effected in accordance with the provisions of section 53 of the Companies Act, and:
- 15.3.1 shall be effected upon the debiting and crediting, respectively, of both the account in the Uncertificated Securities Register from which the transfer is effected and the account in the Uncertificated Securities Register to which transfer is to be made, in accordance with the rules of the CSD; and
 - 15.3.2 a transferee shall, upon the entering of its name in an Uncertificated Securities Register, become and be recognised as a Shareholder in respect of the Uncertificated Securities registered in its name.
- 15.4 Only a CSDP may effect transfer of Uncertificated Securities in an Uncertificated Securities Register maintained by it. A CSDP shall transfer Uncertificated Securities in the Uncertificated Securities Register administered and maintained by it only on receipt of an instruction to transfer sent and properly authenticated in terms of the rules of the CSD or by order of court.
- 15.5 The transfer of registered ownership of any Certificated Securities, shall not be entered into the Securities Register unless:
- 15.5.1 the transfer is evidenced by a proper instrument of transfer which has been delivered to the Transfer Office together with:
 - 15.5.1.1 such proof as the Board may require of the authority of the signatory/ies to that instrument of transfer; and
 - 15.5.1.2 the certificate in respect of the Securities being transferred; or
 - 15.5.2 the transfer was effected by operation of law.
- 15.6 Subject to the provisions of this MOI, every instrument of transfer of a Certificated Security shall be left at the Transfer Office accompanied by the certificate of the Security to be transferred and/or such other evidence as the Company may require to prove the title of the transferor or its right to transfer the Securities. Any authority to Sign transfer deeds granted by a Shareholder for the purpose of transferring Securities which may be lodged, produced or exhibited with or to the Company at the Transfer Office shall be taken and deemed to continue and remain in full force and effect, and the Company may allow the same to be acted upon, until written notice of revocation thereof is lodged at the Transfer Office. Even after the giving and lodging of such notice, the Company may give effect to any instrument Signed under the authority to Sign and certified by any officer of the Company as being in order before the giving and lodging of such notice.
- 15.7 Securities shall not be subject to any lien in favour of the Company.
- 15.8 For the avoidance of doubt, the Company may take, and exercise its rights and obligations under, a pledge and cession in *securitatem debiti* over specified Securities in terms of an agreement between, *inter alia*, the Company and another Person.

16. CAPITALISATION SHARES

- 16.1 The Board shall have the power or the authority to:
- 16.1.1 approve the issuing of any authorised Shares as capitalisation shares;
 - 16.1.2 issue Shares of one class as capitalisation shares in respect of the Shares of another class; or
 - 16.1.3 resolve to permit the Shareholders to elect to receive a cash payment *in lieu* of a capitalisation share,
- if such transaction(s) has/have been approved by the JSE (should the JSE's approval be required) and provided the applicable provisions of the Companies Act (including section 47 thereof) and the applicable provisions of the JSE Listings Requirements have been complied with.

16.2 The Board may not resolve to offer a cash payment *in lieu* of awarding a capitalisation share, as contemplated in section 47(2) of the Companies Act, unless the Board:

16.2.1 has considered the solvency and liquidity test as required by section 46 of the Companies Act, on the assumption that every such Shareholder would elect to receive cash; and

16.2.2 is satisfied that the Company would satisfy the solvency and liquidity test immediately upon the completion of the distribution.

16.3 If, on any capitalisation issue, Shareholders would, but for the provisions of this article 16.3, become entitled to fractions of Shares, the Board shall, subject to any contrary provisions in the resolutions authorising the capitalisation issue, be entitled to round off the number of capitalisation shares, as permitted in terms of the JSE Listings Requirements.

17. ACQUISITION OF SECURITIES ISSUED BY THE COMPANY

Subject to the provisions of the Companies Act and the JSE Listings Requirements, the Company may acquire any Securities issued by the Company on the basis that:

17.1 all or a portion of the price payable on such acquisition may be paid out of the funds of or available to the Company, including whether or not such payment results in a reduction of the share capital, stated capital, reserves, any capital redemption reserve fund and/or any other account of the Company; and

17.2 the Securities so acquired shall be restored to the status of unissued Securities and the authorised capital of the Company shall remain unaltered.

18. DEBT INSTRUMENTS

18.1 The Board may authorise the Company to issue secured or unsecured debt instruments as set out in section 43(2) of the Companies Act, provided that the debt instruments may not grant special privileges as contemplated in section 43(3) of the Companies Act.

18.2 The foregoing provision of this article 18 shall not prevent the Company from redeeming debt instruments held by a Person simultaneously with the issue of Shares or other Securities to that Person or its nominee.

18.3 The authority of the Board to authorise the Company to issue secured or unsecured debt instruments, as set out in section 43(2) of the Companies Act, is accordingly limited or restricted by this MOI.

19. BENEFICIAL INTERESTS

Securities issued by the Company may be held by, and registered in the name of, one Person for the beneficial interest of another Person, as set out in section 56(1) of the Companies Act, but no Person other than the Registered Holder of a Security shall (save to the extent expressly provided for otherwise in this MOI) be entitled to exercise any of the rights associated with that Security and the Company shall not recognise any Person other than the Registered Holder of a Security as the holder of that Security save to the extent it is required to so recognise any such Person by the Companies Act.

PART D – SHAREHOLDERS RIGHTS AND PROCEEDINGS

31. SHAREHOLDERS RESOLUTION

31.1 At a Shareholders Meeting, a resolution put to the vote shall be decided by a show of hands unless a poll is demanded (on or before the declaration of the result of a show of hands) by:

31.1.1 the chairperson of the Shareholders Meeting;

31.1.2 not less than five Shareholders present at the Shareholders Meeting having the entitlement to exercise voting rights on that resolution; or

- 31.1.3 a Shareholder or Shareholders present at the Shareholders Meeting having the entitlement to exercise at least 10% of the total voting rights of all Shareholders having the entitlement to exercise voting rights on that resolution.
- 31.2 At any Shareholders Meeting, any person who is present at the Shareholders Meeting, whether as a Shareholder or as a proxy for, or authorised representative of, a Shareholder, shall be entitled to exercise the following voting rights –
- 31.2.1 an Ordinary Shareholder shall be entitled to:
- 31.2.1.1 one vote in total in respect of all his Ordinary Shares on a show of hands; and
- 31.2.1.2 exercise one vote per Ordinary Share on a poll;
- 31.2.2 a Registered Holder of any special class of Shares created for the purposes of black economic empowerment shall be entitled to exercise such voting rights (if any) as it is permitted to exercise under the preferences, rights, limitations or other terms of that special class of Shares; and
- 31.2.3 a Shareholder other than those referred to in articles 31.2.1 and 31.2.2 shall not be entitled to exercise voting rights, except as provided for in article 31.3.
- 31.3 The Registered Holders of a class of Shares, other than Ordinary Shares and any special class of Shares created for the purposes of black economic empowerment, shall not be entitled to exercise voting rights on any resolution at Shareholders Meetings, save:
- 31.3.1 as permitted to do so from time to time in terms of the provisions of this MOI pursuant to article 31.4;
- 31.3.2 insofar as the right to do so is conferred on them in terms of section 37(3) of the Companies Act; or
- 31.3.3 as otherwise permitted to do so from time to time in terms of a provision in this MOI which has been approved by the JSE.
- 31.4 The Company may, in terms of the preferences, rights, limitations or other terms attaching to a class of preference shares in this MOI, grant Registered Holders of that class of preference shares the entitlement to exercise voting rights on resolutions at Shareholders Meetings, as follows:
- 31.4.1 during any special period contemplated in this article 31.4.1 during which any dividend or other distribution or any part of any dividend or other distribution on such class of preference shares or any redemption payment thereon remains in arrears and unpaid. The special period contemplated in this article 31.4.1 shall be the period commencing on a day specified in this MOI, not being more than six months after the due date of the dividend or other distribution or redemption payment in question or, where no due date is specified, after the end of the financial year of the Company in respect of which such dividend or other distribution accrued or such redemption payment became due;
- 31.4.2 in regard to any resolution proposed for the winding up of the Company or the reduction of its share capital, stated capital, capital redemption reserve fund or any other reduction in capital; and/or
- 31.4.3 as otherwise permitted from time to time in terms of a provision in this MOI which has been approved by the JSE.
- 31.5 In instances where the Registered Holders of a class of shares ("**Participating Shares**"), other than Ordinary Shares and any special class of Shares created for the purposes of black economic empowerment, are entitled to exercise voting rights on any resolution at a Shareholders Meeting):
- 31.5.1 the votes of the Participating Shares shall not carry any special rights or privileges; and
- 31.5.2 a Registered Holder of Participating Shares shall be entitled to one vote for every Participating Share held (on a matter to be decided by a poll) or one vote in total in respect of all its Participating Shares (on a matter to be decided by a show of hands),

provided that the total votes attaching to the Participating Shares at a Shareholders Meeting shall not be more than 24.99% of the total votes (including the votes of the Ordinary Shareholders) exercisable at that meeting (with any cumulative fraction of a vote in respect of any Participating Shares held by a Shareholder rounded down to the nearest whole number).

31.6 In order for:

- 31.6.1 an ordinary resolution to be approved, it must be supported by a majority of the voting rights exercised on the ordinary resolution, as contemplated in section 65(7) of the Companies Act;
- 31.6.2 a special resolution to be approved, it must be supported by at least 75% of the voting rights exercised on the special resolution, as provided in section 65(9) of the Companies Act; and
- 31.6.3 an ordinary resolution or special resolution required by the JSE Listings Requirements to be approved, it must meet the voting threshold, if any, imposed by the JSE Listings Requirements,

provided that this article 31 shall not detract from the Shareholders' ability to adopt resolutions by written vote as referred to in article 32.

- 31.7 As at the Adoption Date, the JSE Listings Requirements state that a *"special resolution may, for purposes of the JSE Listings Requirements, be passed only with the support of at least 75% of the votes cast by all equity securities holders present in person, or represented by proxy, at the general meeting / annual general meeting convened to approve such resolution"*.
- 31.8 If any Shareholder abstains from voting in respect of any resolution, that Shareholder will, for the purposes of determining the number of votes exercised in respect of that resolution, be deemed not to have exercised a vote in respect of that resolution.
- 31.9 Except for those matters which require the approval or authority of a special resolution in terms of this MOI, section 65(11) of the Companies Act, any other section of the Companies Act or any provision of the regulations to the Companies Act, no other matters which the Company may undertake requires the approval or authority by way of a *"special resolution"* (as defined in the Companies Act) of the Shareholders.

32. WRITTEN RESOLUTIONS BY SHAREHOLDERS

- 32.1 A resolution relating to the following matters that could be voted on at a Shareholders Meeting may instead be adopted by written vote of the Shareholders, as contemplated in section 60 of the Companies Act, if it is supported by Persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted Shareholders Meeting:
 - 32.1.1 a change of the Company's name;
 - 32.1.2 odd lot offers;
 - 32.1.3 an increase or decrease in the number of authorised Shares of any class of the Shares;
 - 32.1.4 amendments to this MOI; and/or
 - 32.1.5 any other matter if the JSE approves the consideration of that matter by way of a written vote of the Shareholders as contemplated in section 60 of the Companies Act.
- 32.2 Unless the contrary is stated in the resolution, any such resolution shall be deemed to have been adopted on the date on which the Company received the written vote of the Shareholder or the proxy or authorised representative of the Shareholder whose vote resulted in the resolution being supported by sufficient votes for its adoption.

33. AUTHORITY OF THE BOARD OF DIRECTORS

- 33.1 The business and affairs of the Company shall be managed by or under the direction of the Board, which shall have the authority to exercise all of the powers and perform all of the functions of the Company, except to the extent that the Companies Act or this MOI provides otherwise.
- 33.2 The Board may delegate to any one or more Persons all such powers, and delegate to any one or more Persons the doing of all such acts, including the right to sub-delegate, as the Board determines in its discretion.

34. APPOINTMENT OF DIRECTORS

- 34.1 With effect from the Listing Date, the Board shall comprise not less than four Directors.
- 34.2 All of the Directors shall be elected by an ordinary resolution of the Shareholders. There shall be no *ex officio* directors, as contemplated in section 66(4)(a)(ii) of the Companies Act, and no person shall have the right to effect the direct appointment or removal of one or more Directors as contemplated in section 66(4)(a)(i) of the Companies Act.
- 34.3 The provisions of section 68(2) of the Companies Act shall apply to the election of Directors, provided that any Shareholder will have the right to nominate Directors and provided further that, with effect from the Listing Date, a Director may not be elected by written vote of the Shareholders, as contemplated in section 60 of the Companies Act.
- 34.4 Notwithstanding anything in this MOI to the contrary, the Board may appoint a Person who satisfies the requirements for election as a Director to fill any vacancy or to serve as a Director of the Company (or to the extent permitted in law, serve as an additional Director) on a temporary basis until the earlier of the date of the next annual general meeting of the Company and the date on which the vacancy has been filled by election in terms of article 34.2. During that period any Person so appointed has all of the powers, functions and duties, and is subject to all of the liabilities, of any other Director of the Company. The authority of the Board in this regard is not limited or restricted by this MOI.
- 34.5 The Directors shall retire from office in accordance with the following provisions of this article 34.5:
- 34.5.1 at each annual general meeting Directors comprising one third of the aggregate number of Directors (excluding executive Directors) or, if their number is not three or a multiple thereof, then the number nearest to but not less than one third of the aggregate number of Directors (excluding executive Directors) shall retire from office;
- 34.5.2 the Directors to retire in terms of article 34.5.1 shall exclude executive Directors and shall be those who have been longest in office since their last election, provided that if more than one of them were elected Directors on the same day and at the same time, those to retire shall be determined by lot unless those Directors agree otherwise between themselves;
- 34.5.3 if, after the retirement of Directors in terms of article 34.5.1, there would remain in office any Director (excluding any executive Director) who would have held office for three years since his last election, he shall also retire, in addition to the Directors retiring in terms of article 34.5.1, at such annual general meeting;
- 34.5.4 any Director appointed as such by the Directors after the conclusion of the Company's preceding annual general meeting shall, in addition to the Directors retiring in terms of article 34.5.1 and article 34.5.3, retire from office at the conclusion of the annual general meeting held immediately after his appointment;
- 34.5.5 a retiring Director shall be eligible for re-election and, if re-elected, shall be deemed for all purposes other than articles 34.5.1 to 34.5.4 not to have vacated his office;

- 34.5.6 the annual general meeting at which a Director retires may elect another person to fill the vacated office, and if it is not so filled, the retiring Director shall, if he has offered himself for re-election, be deemed to have been re-elected unless the annual general meeting expressly resolves not to fill such vacated office or not to re-elect such retiring Director and provided that the Company shall not be entitled to fill the vacancy in accordance with article 32;
- 34.5.7 no person other than a retiring Director shall be eligible for election as a Director at any annual general meeting unless the Directors recommend otherwise, or unless during the period of 30 days following the end of the financial year of the Company which immediately precedes such annual general meeting a Shareholder, who will be entitled to attend and exercise voting rights at such annual general meeting, shall have lodged at the registered office of the Company written notice proposing such person as a Director, together with the consent of that person to be elected as a Director; and
- 34.5.8 a retiring Director shall continue to act as Director throughout the annual general meeting at which he retires and his retirement shall become effective only at the end of such meeting.
- 34.6 The Board shall provide the Shareholders with a recommendation in the notice of the annual general meeting at which the re-election of a retiring Director is proposed, as to the re-election of that retiring Director, taking into account that Director's past performance and contribution. Sufficient time shall be allowed between the date of such notice and the date of the annual general meeting at which the re-election of the Director is to be proposed to allow nominations to reach the Company's registered office from any part of South Africa.
- 34.7 The Company may not permit a Person to serve as Director if that Person is ineligible or disqualified in terms of the Companies Act.
- 34.8 Life directorships and directorships for an indefinite period are not permissible.
- 34.9 In addition to the grounds of ineligibility and disqualification of Directors as contained in section 69 of the Companies Act, a Director shall cease to be eligible to continue to act as a Director if he absents himself from three consecutive meetings of the Board without the leave of the Board, and the Board resolves that his office shall be vacated; provided that this article 34.9 shall not apply to a Director who is represented by an Alternate Director who does not so absent himself.
- 34.10 This MOI does not impose any minimum shareholding or other qualifications to be met by the Directors of the Company in addition to the ineligibility and disqualification provisions of the Companies Act and article 34.9.
- 34.11 Section 70 of the Companies Act shall apply to any vacancy on the Board which may arise from time to time.
- 34.12 If the minimum requirement in article 34.1 ceases to be met, the remaining Directors must as soon as possible, and in any event not later than three months from the date that that minimum requirement ceases to be met, meet the minimum requirement by, *inter alia*, acting in terms of article 34.3 or holding a Shareholders Meeting for the purpose of filling the vacancies or appointing additional Directors, and the failure by the Company to meet those minimum requirements during the said three month period does not limit or negate the authority of the Board or invalidate anything done by the Board.
- 34.13 If the Board continues not to meet the minimum requirement in article 34.1 after the expiry of the three month period contemplated in article 34.12, it may, for as long after the expiry of that three month period as it fails to meet those requirements, act only for the purpose of meeting the minimum requirements or in the preservation and necessary formal administration of the Company, but not for any other purpose.
- 34.14 A Director may hold any other office or place of profit under the Company (except that of auditor), any subsidiary of the Company, any company controlled by the Company, any company promoted by the Company, or any company in which the Company may be interested, whether as Shareholder or otherwise, in conjunction with the office of Director, and in this event, his appointment 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 must be determined or agreed to by a disinterested quorum of the Directors.

34.15 Except insofar as otherwise decided by the Board, a Director of the Company who holds an office or place of profit contemplated in article 34.14 shall not be required to account to the Company for any remuneration or other benefits received by him by reason of such office or place of profit.

35. **ALTERNATE DIRECTORS**

35.1 Each Director may, by notice to the Company at any time:

35.1.1 nominate any one or more than one person in the alternative (including any of his co-directors) to be his alternate director ("**Alternate Director**"); and

35.1.2 terminate any such appointment.

35.2 The appointment of an Alternate Director shall terminate:

35.2.1 when the Director to whom he is an Alternate Director ceases to be a Director; or

35.2.2 upon the removal of that Alternate Director from his office as such.

35.3 An Alternate Director shall, subject to this MOI:

35.3.1 in the place and stead of the Director to whom he is an Alternate Director, act as a Director and generally exercise all the rights of a Director, but only:

35.3.1.1 at any meeting of the Board during the absence of that Director from such meeting; or

35.3.1.2 otherwise than at a meeting of the Board, during the incapacity of that Director or to the extent authorised by that Director in writing,

and if more than one Alternate Director to a Director is present at a meeting or able to act in the place of that Director and that Director has not indicated in writing who should act in his place, then those Alternate Directors may agree as to which of them should act in the place of that Director and in the absence of such agreement between them, the Alternate Directors to act in the place of that Director shall be determined by lot; and

35.3.2 in all respects be subject to the terms and conditions existing with reference to the appointment, rights and duties and the holding of office of the Director to whom he is an Alternate Director, but shall not have any claim of any nature whatsoever against the Company for any remuneration of any nature whatsoever.

40. **EXECUTIVE DIRECTORS**

40.1 Without limiting article 34.14, the Board may appoint, from time to time, one or more of the Directors as executive directors, who shall be employees of the Company or its Subsidiary, on such terms and conditions of employment as to remuneration and otherwise as may be determined from time to time by a disinterested quorum of the Board, and may from time to time remove or dismiss such Persons from office as an executive Director and appoint another or others in his or their place or places.

40.2 Any Director appointed in terms of article 40.1:

40.2.1 shall not (subject to the provisions of the contract under which he is appointed) whilst he continues to hold that position or office, be subject to retirement by rotation;

40.2.2 shall not, during the currency of such appointment, be taken into account in determining the rotation of retirement of Directors; and

40.2.3 shall be subject to the same provisions as to the removal as the other Directors of the Company.

41. PAYMENTS TO DIRECTORS

- 41.1 The Company may pay remuneration to its Directors for their services as such and, without detracting from the foregoing, may pay any additional remuneration as referred to in article 41.3; and the authority of the Board in this regard is not restricted or limited by this MOI; provided that such remuneration must be approved by a special resolution passed by the Shareholders within the previous two years. For the avoidance of doubt, it is recorded that this article 41 does not apply to remuneration paid to executive Directors for their services as employees of the Company or its Subsidiary which is governed by article 40.1.
- 41.2 Each Director shall be paid all travelling, subsistence and other expenses properly and necessarily incurred by him in the execution of his duties as a Director; provided that such expenses shall first have been authorised or subsequently ratified by an executive Director.
- 41.3 Any Director who:
- 41.3.1 performs extra services;
 - 41.3.2 serves on any executive or other committee;
 - 41.3.3 devotes special attention to the business of the Company;
 - 41.3.4 travels or resides outside South Africa for the purpose of the Company; or
 - 41.3.5 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 allowances (either in addition to or in substitution for any other remuneration to which he may be entitled as a Director), as a disinterested quorum of the Board may from time to time determine.

42. BORROWING POWERS

- 42.1 The:
- 42.1.1 borrowing powers of the Company; and
 - 42.1.2 powers of the Company to Encumber its undertaking and property or any part thereof and to issue debt instruments (whether secured or unsecured), whether outright or as security for any debt, liability or obligation of the Company or of any third party,
- shall be unlimited (subject to compliance with section 43 of the Companies Act to the extent applicable) and shall be exercised by the Directors.

PART F – GENERAL PROVISIONS

45. FINANCIAL ASSISTANCE

45.1 Financial assistance for subscription for or purchase of securities

The Board may, as contemplated in section 44 of the Companies Act and subject to the requirements of that section, authorise the Company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise, to any Person for the purpose of, or in connection with, the subscription for any option, or any Securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any such Securities. The authority of the Board in this regard is accordingly not limited or restricted by this MOI.

45.2 Financial assistance to Directors, Prescribed Officers and related and inter-related companies

45.2.1 The Board may, as contemplated in section 45 of the Companies Act and subject to the requirements of that section, authorise the Company to provide direct or indirect financial assistance to a Director or prescribed officer of the Company, or of a related or inter-related company, or to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, or to a Person related to any such company,

corporation, director, prescribed officer or member. The authority of the Board in this regard is accordingly not limited or restricted by this MOI.

- 45.2.2 To the extent permissible in law and without limitation, the obligation to provide notice to Shareholders contemplated in section 45(5) of the Companies Act may, at the Board's election, be discharged by way of an announcement on SENS.

46. DISTRIBUTIONS

- 46.1 Subject to the provisions of the Companies Act and this MOI, the Board may declare any Distribution. With effect from the Listing Date, all Distributions shall comply with the JSE Listings Requirements. The Company may not make it a condition to a distribution that all or part of the amount of that Distribution may be called up again by the Company in its discretion.
- 46.2 Distributions (in the form of a dividend or otherwise) are to be declared by the Board in accordance with the Companies Act.
- 46.3 The Company shall transmit any Distribution or amount payable in respect of a Share by electronic bank transfer to such bank account as the Registered Holder thereof may have notified the Company in writing for this purpose, and the Company shall not be responsible for any loss in transmission. In the case of joint holders, the bank account of the first named in the Securities Register (or sub-register, as the case may be) in respect of such joint holdings, the details of which bank account were furnished to the Company by such person, and the electronic transfer of the Distribution or amount payable into such bank account shall be a good discharge by the Company in respect thereof. For the purposes of this article 46.3, no notice of change of bank account or instructions as to payment being made into any other bank account which is received by the Company after the date on which a holder must be registered in order to qualify for a Distribution or other amount payable or which would have the effect of changing the currency in which such payment would be made, shall be effective in respect of such payment. A Shareholder who is a South African resident shall only be entitled to supply a Rand denominated bank account of a bank registered to operate such account in South Africa. In the event that a Shareholder has failed to furnish the Company with a valid bank account as envisaged in this article 46.3, the Distribution or other amount payable shall be deemed unclaimed distributions in accordance with article 46.5.
- 46.4 The Company shall not be responsible for a Shareholder's loss arising from any fraudulent, diverted or incorrect electronic funds transfer of Distributions or other amounts payable to a Shareholder unless such loss was due to the Company's gross negligence or wilful default.
- 46.5 Any Distribution or other money payable on or in respect of a Share:
- 46.5.1 which is unclaimed, may be retained by the Company and held in trust indefinitely until lawfully claimed by such Shareholder/s or until the Shareholder's claim therefor prescribes in terms of article 46.5.2;
 - 46.5.2 which is unclaimed for a period of three years from the date on which they were declared may be declared forfeited by the Board for the benefit of the Company. The Directors shall be entitled at any time to annul such forfeiture upon such conditions (if any) as the Board deems fit;
 - 46.5.3 which is retained and unclaimed for three years, should the Company be wound-up or deregistered, after the payment date of the Distribution or money in question, shall be forfeited and revert to the Company or its assigns and may be dealt with by the Directors or such assigns as they deem fit; and
 - 46.5.4 shall not bear interest against the Company and the Board shall, for the purpose of facilitating the winding-up or deregistration of the Company before the date of any such forfeit, be entitled to delegate to any bank, registered as such in accordance with the laws of South Africa, the liability for payment of any such Distribution or other money, payment of which has not been forfeited in terms of the foregoing.
- 46.6 Distributions (in the form of a dividend or otherwise) shall be paid to Shareholders registered as at a relevant record date subsequent to the date of declaration or, if applicable, date of confirmation of the Distribution, whichever is the later date.

AUTHORISED SHARES

The Company is authorised to issue 2 000 000 000 Ordinary Shares, having no par value and having the rights and limitations set out in the MOI to which this Schedule is attached.

ANNEXURE 5: DETAILS OF DIRECTORS OF NORTHAM HOLDINGS

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

1. Directors' interests in shares

1.1 Current Directors' and proposed directors' (and their associates) interests in Northam Shares (and directors who have resigned in the past 18 months)

As at the Last Practicable Date, the Northam Directors (including those who have resigned in the past 18 months) held, directly and indirectly, beneficial interests in 5 997 321 Northam Shares, representing approximately 1.18% of the total Northam Shares in issue:

	Beneficial interests		Total shares	Total %
Director	Direct	Indirect		
Executive				
PA Dunne	41 050	–	41 050	0.01%
Non-executive				
KB Mosehla ¹	–	5 116 974	5 116 974	1.00%
CK Chabedi ^{1, 2}	–	204 000	204 000	0.04%
TE Kgosi ¹	–	635 000	635 000	0.12%
NY Jekwa	175	–	175	<0.01%
GT Lewis	122	–	122	<0.01%
Total	41 347	5 955 974	5 997 321	1.18%

- Pursuant to the Zambezi BEE Transaction, Mr KB Mosehla, Mr CK Chabedi and Ms TE Kgosi acquired a beneficial interest in the ordinary stated share capital of Zambezi. This will result in them and their associates acquiring an effective indirect interest in Northam Holdings Shares on implementation of the Northam Scheme. Mr Mosehla has resigned from the Northam Board with effect from the earlier of (i) the date upon which all approvals have been obtained in respect of the Composite Transaction or (ii) 30 June 2021 and is accordingly not proposed to be a Director of Northam Holdings.
- Mr CK Chabedi was not re-elected as a member of the Northam Board in November 2020 and is accordingly not proposed to be a Director of Northam Holdings.

Post implementation of the Northam Scheme, and based on various assumptions applicable to the Composite Transaction, the Northam Directors (including those who have resigned in the past 18 months) will hold, directly and indirectly, beneficial interests ¹¹ in Northam Holdings Shares, representing approximately 0.30% of the total Northam Holdings Shares in issue:

	Beneficial interests		Total shares	Total %
Director	Direct	Indirect		
Executive				
PA Dunne	41 050	–	41 050	0.01%
Non-executive				
KB Mosehla	942 547	–	942 547	0.25%
CK Chabedi	37 577	–	37 577	0.01%
TE Kgosi	116 967	–	116 967	0.03%
NY Jekwa	175	–	175	<0.01%
GT Lewis	122	–	122	<0.01%
Total	1 138 438	–	1 138 438	0.30%

¹¹ The beneficial interests are provided for illustration purposes only and are determined by reference to, inter alia, Northam's shareholding and the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual beneficial interests post implementation of the Northam Scheme will depend on, inter alia, the dates on which the various components of the Composite Transaction are implemented.

Post implementation of the Northam Scheme and the BEE SPV Subscriptions, and based on various assumptions applicable to the Composite Transaction, the Northam Directors (including those who have resigned in the past 18 months) will hold, directly and indirectly, beneficial interests ¹² in Northam Holdings Shares, representing approximately 0.29% of the total Northam Holdings Shares in issue:

	Beneficial interests		Total shares	Total %
Director	Direct	Indirect		
Executive				
PA Dunne	41 050	–	41 050	0.01%
Non-executive				
KB Mosehla	942 547	–	942 547	0.24%
CK Chabedi	37 577	–	37 577	0.01%
TE Kgosi	116 967	–	116 967	0.03%
NY Jekwa	175	–	175	<0.01%
GT Lewis	122	–	122	<0.01%
Total	1 138 438	–	1 138 438	0.29%

- 1.2 Save as set out in paragraph 1.1 above, no Directors (and their associates), proposed Directors (and their associates), competent person and/or Related parties to Northam and/or Northam Holdings hold a direct or indirect beneficial interest:

1.2.1 in any asset:

1.2.1.1 of Northam and/or Northam Holdings; or

1.2.1.2 which has been acquired or disposed of by, or leased to or by, Northam and/or Northam Holdings, including any interest in the consideration passing to or from Northam and/or Northam Holdings; or

1.2.2 in the share capital of Northam and/or Northam Holdings.

2. Directors' emoluments

- 2.1 Executive Northam Directors do not receive directors' or sub-committee fees. Non-executive directors' remuneration consists of an annual fee plus sub-committee membership fees. The non-executive directors' remuneration is approved by Northam Shareholders at the annual general meeting and is considered to be market-related.

¹² The beneficial interests are provided for illustration purposes only and are determined by reference to, inter alia, Northam's shareholding and the 30 Day VWAP as at the Last Practicable Date and based on the assumptions used for the "base case scenario" in the pro forma financial information set out in paragraph 36 of the Circular and annexures 5 and 6 to the Circular. The actual beneficial interests post implementation of the Composite Transaction will depend on, inter alia, the dates on which the various components of the Composite Transaction are implemented.

- 2.2 The remuneration of the Northam Directors for the year ended 30 June 2020, for their services as Northam Directors was as follows:

R'000	Fees	Remuneration package	Performance bonus and retention payouts	Gain on share-based payments	Total emoluments
Non-executive					
KB Mosehla	618	—	—	—	618
R Havenstein ¹	748	—	—	—	748
DH Brown	651	—	—	—	651
CK Chabedi ¹	676	—	—	—	676
HH Hickey	568	—	—	—	568
NY Jekwa ²	713	—	—	—	713
MH Jonas	352	—	—	—	352
TE Kgosi	706	—	—	—	706
TI Mvusi	352	—	—	—	352
JJ Nel ³	584	—	—	—	584
JG Smithies	467	—	—	—	467
Executive					
PA Dunne	—	9 353	9 198	17 571	36 122
AH Coetzee	—	4 404	4 171	3 749	12 324
	6 435	13 757	13 369	21 320	54 881

1. Mr R Havenstein and Mr CK Chabedi retired as Northam Directors on 27 November 2020.

2. Dr NY Jekwa was appointed as a member of the health, safety and environmental committee on 1 November 2019.

3. Mr JJ Nel was appointed as a member of the investment committee on 1 November 2019.

- 2.3 An analysis of the non-executive directors' fees in respect of the Northam Board and Northam Board committee services for the year ended 30 June 2020 is as follows:

R'000	Board	Audit and risk committee	Health, safety and environmental committee	Investment committee	Social, ethics, human resources and transformation committee	Nomination committee	Ad hoc fees	Total
KB Mosehla	470	—	—	94	—	54	—	618
R Havenstein	400	—	152	94	—	89	13	748
DH Brown	352	170	—	129	—	—	—	651
CK Chabedi	352	—	115	94	115	—	—	676
HH Hickey	352	216	—	—	—	—	—	568
NY Jekwa	352	170	76	—	115	—	—	713
MH Jonas	352	—	—	—	—	—	—	352
TE Kgosi	352	—	—	—	154	54	146	706
TI Mvusi	352	—	—	—	—	—	—	352
JJ Nel	352	170	—	62	—	—	—	584
JG Smithies	352	—	115	—	—	—	—	467
Total	4 038	726	458	473	384	197	159	6 435

- 2.4 The Northam SIP refers to the bonuses of the executive Northam Directors payable annually in cash. In addition, the Northam SIP can consist of incentive loan shares as an alternative to cash bonuses.
- 2.5 Save as set out above, the Northam Directors as at the Last Practicable Date did not receive any emoluments for the 12 months ended 30 June 2020 in the form of:
- 2.5.1 management, consulting, technical or other fees paid for such services rendered, directly or indirectly, including payments to management companies, a part of which is then paid to a director of the company;
 - 2.5.2 sums paid by way of expense allowance;
 - 2.5.3 basic salaries;
 - 2.5.4 bonuses and performance-related payments;
 - 2.5.5 any other material benefits;
 - 2.5.6 contributions paid under any pension scheme; or
 - 2.5.7 any commission, gain or profit-sharing arrangements.
- 2.6 The remuneration of the directors of the Northam Group (including from the Subsidiaries of the Northam Group) for the year ended 30 June 2021 is anticipated to be as follows:

R'000	Fees	Remuneration package	Performance bonus and retention payouts	Gain on share-based payments	Total
<i>Non-executive</i>					
DH Brown	831	—	—	—	831
HH Hickey	647	—	—	—	647
NY Jekwa ¹	838	—	—	—	838
MH Jonas	422	—	—	—	422
TE Kgosi	730	—	—	—	730
TI Mvusi	422	—	—	—	422
JJ Nel ²	762	—	—	—	762
JG Smithies	541	—	—	—	541
GT Lewis ³	269	—	—	—	269
KB Mosehla	699	—	—	—	699
R Havenstein	319	—	—	—	319
CK Chabedi	293	—	—	—	293
<i>Executive</i>					
PA Dunne	—	9 326	9 439	24 953	43 718
AH Coetzee	—	4 402	4 361	5 625	14 388
	6 773	13 728	13 800	30 578	64 879

1. Dr NY Jekwa was appointed as a member of the health, safety and environmental committee on 1 November 2019.
2. Mr JJ Nel was appointed as a member of the investment committee on 1 November 2019.
3. Mr GT Lewis was appointed as a Northam Director on 1 December 2020.

- 2.7 An analysis of the anticipated non-executive directors' fees in respect of the Northam Board and Northam Board committee services for the year ended 30 June 2021 is anticipated to be as follows:

R'000	Board	Audit and risk committee	Health, safety and environmental committee	Investment committee	Social, ethics, human resources and transformation committee	Nomination committee	Ad hoc fees	Total*
KB Mosehla	545	–	–	98	–	57	–	699
R Havenstein	174	–	66	41	–	38	–	319
DH Brown	455	177	–	199	–	–	–	831
CK Chabedi	152	–	50	41	50	–	–	293
HH Hickey	422	225	–	–	–	–	–	647
NY Jekwa	422	177	120	–	120	–	–	838
MH Jonas	422	–	–	–	–	–	–	422
TE Kgosi	422	–	–	–	160	57	92	730
TI Mvusi	422	–	–	–	–	–	–	422
JJ Nel	422	177	–	164	–	–	–	762
JG Smithies	422	–	120	–	–	–	–	541
GT Lewis	269	–	–	–	–	–	–	269
Total	4 545	755	355	543	330	152	92	6 773

* Rounding of figures may result in computational discrepancies.

- 2.8 If the Northam Scheme is implemented, all Directors will be remunerated by Northam Holdings.
- 2.9 Save as disclosed in this paragraph 2, no Northam Director received any remuneration or benefit in any form from any Subsidiary, associate, joint venture or other third party management or advisory company.
- 2.10 There will be no fees payable or accrued as payable by Northam Holdings to a third party *in lieu* of Directors' fees.
- 2.11 Save as set out in this annexure 5, the current remuneration of the Northam Directors will not be varied as a consequence of the Northam Scheme.
- 2.12 As at the Last Practicable Date, the executive Directors' service contracts are between such executive Director and Northam, and will remain as such following implementation of the Northam Scheme.
- 2.13 The business of Northam Holdings, or any part thereof, is not managed or proposed to be managed by any third party under contract or arrangement.
- 2.14 Northam Holdings has not entered into any contracts relating to the directors' and managerial remuneration, secretarial and technical fees and restraint payments.
- 2.15 Non-executive directors' fees are approved in advance by Shareholders by Special Resolution at the Company's annual general meeting, at intervals of no longer than 2 years at a time.
- 2.16 No restraints of trade have been imposed on any of the executive or non-executive directors and no payments will be made in this regard.

3. Directors' interests in transactions

- 3.1 SMS Mining Holdings Proprietary Limited ("**SMS Mining**") is a company which provides secondary support work, including the supply and application of shotcrete and anchor installation to the Northam Group. Mr KB Mosehla, Northam's chairman as at the Last Practicable Date, holds a 10% indirect interest in SMS Mining. Below is a summary of transactions between the Northam Group and SMS Mining:

	Group		Northam	
<i>R'000</i>	2020	2019	2020	2019
Services provided by SMS Mining to the Northam Group during the year accounted for as part of operating costs and capital expenditure	87 338	33 637	17 583	–
Amount payable to SMS Mining included as part of trade payables	7 272	6 695	–	–

- 3.2 Save as set out in paragraph 3.1 above, no Northam Directors and/or Northam Holdings Directors, including any director who resigned during the preceding 18 months, has or had any material beneficial interest, direct or indirect, in any transactions that were effected by Northam and/or Northam Holdings during the current or immediately preceding financial year or during any earlier financial year and which remain in any respect outstanding or unperformed.

4. Interests of directors and promoters

- 4.1 Save as in relation to Mr KB Mosehla's interest in SMS Mining as disclosed hereinabove:
- 4.1.1 none of the other Directors or proposed Directors will benefit directly or indirectly, in any manner as a consequence of the implementation of the Northam Scheme;
- 4.1.2 other than the Northam Shares beneficially held by the Directors and proposed Directors, as set out in paragraph 1 above, the Directors and proposed Directors have no direct or indirect interest in the promotion of the Company or any property acquired or proposed to be acquired, during the 3 years preceding the date of this Prospectus, where the interest of such Director, proposed Director or promoter consists of being a member in a partnership, company, syndicate or other association of persons; and
- 4.1.3 no amount has been paid, or agreed to be paid, within the 3 years preceding the date of this Prospectus, to any Director, Northam Director, or to any company in which any Director or Northam Director is beneficially interested, directly or indirectly, or of which he is a director ("**the associate company**") or to any partnership, syndicate or other association of which he is a member ("**the associate entity**"), in cash, securities or otherwise, by any person, either to induce him to become, or to qualify him as a director or otherwise for services rendered by him, by the associate company or the associate entity in connection with the promotion of Northam and/or Northam Holdings.

5. **Directors' declarations**

- 5.1 In anticipation of the listing of the Northam Holdings Shares on the Main Board of the JSE, the Directors have declared in terms of Schedule 13 of the JSE Listings Requirements that none of the Directors:
- 5.1.1 have been declared bankrupt, insolvent or have entered into any individual voluntary compromise arrangements or declared sequestrated in any jurisdiction;
 - 5.1.2 have been directors with an executive function of any company put under, or proposed to be put under, any business rescue plans, or that is or was the subject of an application for business rescue, any notices in terms of section 129(7) of the Companies Act, receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any compromise or arrangements with creditors generally or any class of creditors, at the time of such event or within the 12 months preceding any such event;
 - 5.1.3 have been partners in a partnership that was the subject of any compulsory liquidation, administration or partnership voluntary arrangement, at the time of such event or within the 12 months preceding any such event;
 - 5.1.4 have entered into any receiverships of any asset(s) or of a partnership where such directors are or were partners during the preceding twelve months;
 - 5.1.5 have been publicly criticised by a statutory or regulatory authority, including recognised professional bodies, or 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;
 - 5.1.6 have been involved in any offence of dishonesty or found guilty in disciplinary proceedings, by an employer or regulatory body, due to dishonest activities;
 - 5.1.7 have been removed from an office of trust, on the grounds of misconduct, involving dishonesty;
 - 5.1.8 have been the subject of any court order declaring him delinquent or placing him under probation in terms of section 162 of the Companies Act and/or section 47 of the Close Corporations Act, No. 69 of 1984 or been disqualified by a court to act as a director in terms of section 219 of the Companies Act;
 - 5.1.9 have 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;
 - 5.1.10 have been convicted of any offence resulting from dishonesty, fraud, theft, forgery, perjury, misrepresentation or embezzlement;
 - 5.1.11 have been a party to a scheme of arrangement or made any other form of compromise with creditors;
 - 5.1.12 have been barred from entry into any profession or occupation; or
 - 5.1.13 have been at any time a director / alternate director / officer of a company at the time of the offence, been convicted in any jurisdiction of any criminal offence, or an offence under legislation relating to the Companies Act.

6. Share incentive scheme

- 6.1 Below is an analysis of Northam's share incentive plan, as set out in the Northam annual financial statements for the year ended 30 June 2020:

	11 Nov 2015 Share award	8 Nov 2016 Share award	2 Nov 2017 Share award	6 Nov 2018 Share award	8 Nov 2019 Share award	Total
Performance shares						
Balance at 1 July 2019	–	1 289 300	1 841 700	2 339 700	–	5 470 700
Shares awarded during the year	–	–	–	–	1 351 815	1 351 815
Shares forfeited / adjusted for performance conditions met during the year	–	(9 200)	(17 000)	(63 800)	(37 360)	(127 360)
Shares cash settled during the year	–	(1 280 100)	(69 600)	(75 400)	(18 530)	(1 443 630)
Balance at 30 June 2020	–	–	1 755 100	2 200 500	1 295 925	5 251 525
Balance at 1 July 2018	1 925 350	1 444 100	2 029 100	–	–	5 398 550
Shares awarded during the year	–	–	–	2 480 100	–	2 480 100
Shares forfeited / adjusted for performance conditions met during the year	(418 982)	(46 300)	(56 650)	(70 200)	–	(592 132)
Shares cash settled during the year	(1 506 368)	(108 500)	(130 750)	(70 200)	–	(1 815 818)
Balance at 30 June 2019	–	1 289 300	1 841 700	2 339 700	–	5 470 700
	11 Nov 2015 Share award	8 Nov 2016 Share award	2 Nov 2017 Share award	6 Nov 2018 Share award	8 Nov 2019 Share award	Total
Retention shares						
Balance at 1 July 2019	–	436 100	623 000	773 300	–	1 832 400
Shares awarded during the year	–	–	–	–	449 705	449 705
Shares forfeited	–	(3 100)	(5 800)	(21 000)	(12 405)	(42 305)
Shares cash settled during the year	–	(433 000)	(23 500)	(24 900)	(6 170)	(487 570)
Balance at 30 June 2020	–	–	593 700	727 400	431 130	1 752 230
Balance at 1 July 2018	649 950	488 500	686 500	–	–	1 824 950
Shares awarded during the year	–	–	–	819 500	–	819 500
Shares forfeited	(4 000)	(15 700)	(19 250)	(23 100)	–	(62 050)
Shares cash settled during the year	(645 950)	(36 700)	(44 250)	(23 100)	–	(750 000)
Balance at 30 June 2019	–	436 100	623 000	773 300	–	1 832 400

- 6.2 The Northam Shares awarded in terms of the rules of the share incentive plan comprise: (i) retention shares, which vest after 3 years from grant date with no performance criteria; and (ii) performance shares, which vest after 3 years from grant date. The final number of performance shares that an employee will receive will be subject to certain performance criteria being met, which includes safety, production, unit cash cost and share performance.
- 6.3 All awards that had not yet vested but were cash-settled during the year under review relate to employees who retired or passed away.
- 6.4 Below is an analysis of the share incentives held by the Directors, as set out in the Northam annual financial statements for the year ended 30 June 2020:

	11 Nov 2015 Share award	8 Nov 2016 Share award	2 Nov 2017 Share award	6 Nov 2018 Share award	8 Nov 2019 Share award	Share award LIM shares	Total
Retention shares and performance shares							
<i>PA Dunne</i>							
Balance at 1 July 2019	–	170 100	183 200	184 500	–	1 500 000	2 037 800
Retention shares awarded during the year	–	–	–	–	17 900	–	17 900
Performance shares awarded during the year	–	–	–	–	53 700	–	53 700
Shares adjusted for performance conditions met during the year	–	–	(41 100)	–	–	–	(41 100)
Shares cash settled during the year	–	(170 100)	–	–	–	–	(170 100)
Balance at 30 June 2020	–	–	142 100	184 500	71 600	1 500 000	1 898 200
Balance at 1 July 2018	193 200	170 100	183 200	–	–	1 500 000	2 046 500
Retention shares awarded during the year	–	–	–	46 100	–	–	46 100
Performance shares awarded during the year	–	–	–	138 400	–	–	138 400
Shares adjusted for performance conditions met during the year	(34 413)	–	–	–	–	–	(34 413)
Shares cash settled during the year	(158 787)	–	–	–	–	–	(158 787)
Balance at 30 June 2019	–	170 100	183 200	184 500	–	1 500 000	2 037 800

	11 Nov 2015 Share award	8 Nov 2016 Share award	2 Nov 2017 Share award	6 Nov 2018 Share award	8 Nov 2019 Share award	Total
Retention shares and performance shares						
<i>AH Coetzee</i>						
Balance at 1 July 2019	–	36 300	41 300	79 100	–	156 700
Retention shares awarded during the year	–	–	–	–	8 065	8 065
Performance shares awarded during the year	–	–	–	–	24 215	24 215
Shares adjusted for performance conditions met during the year	–	–	(9 270)	–	–	(9 270)
Shares cash settled during the year	–	(36 300)	–	–	–	(36 300)
Balance at 30 June 2020	–	–	32 030	79 100	32 280	143 410
Balance at 1 July 2018	55 100	36 300	41 300	–	–	132 700
Retention shares awarded during the year	–	–	–	19 800	–	19 800
Performance shares awarded during the year	–	–	–	59 300	–	59 300
Shares adjusted for performance conditions met during the year	(9 812)	–	–	–	–	(9 812)
Shares cash settled during the year	(45 288)	–	–	–	–	(45 288)
Balance at 30 June 2019	–	36 300	41 300	79 100	–	156 700

ANNEXURE 6: ZAMBEZI SCHEME CONDITIONS AND TRANSACTION CONDITIONS

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

ZAMBEZI SCHEME CONDITIONS

1. Implementation of the Zambezi Scheme is conditional upon the fulfilment or waiver (to the extent permitted) of, *inter alia*, the following conditions precedent ("**Zambezi Scheme Conditions**"):

Zambezi

- 1.1 by no later than the 30th Business Day after the date on which the Zambezi Scheme Circular is posted to Zambezi Shareholders:

- 1.1.1 the Zambezi Pref Share Term Amendments are approved by way of the following inter-conditional resolutions:

- 1.1.1.1 a Special Resolution adopted by Zambezi Ordinary Shareholders and Zambezi Preference Shareholders jointly, in accordance with the Zambezi MOI and section 16(1)(c) of the Companies Act;
- 1.1.1.2 a Special Resolution (requiring at least 80% approval) adopted by Zambezi Preference Shareholders, in accordance with the Zambezi MOI, the Zambezi Pref Share Terms and section 16(1)(c) of the Companies Act; and
- 1.1.1.3 an extraordinary resolution (as defined in the Debt Listings Requirements) (requiring at least 66.66% approval) adopted by Zambezi Preference Shareholders in accordance with paragraph 6.56(b)(ii) of the Debt Listings Requirements,

(collectively, "**Zambezi Pref Share Term Amendments Resolutions**");

- 1.1.2 the Zambezi MOI Amendments are approved by a Special Resolution adopted by Zambezi Ordinary Shareholders in accordance with the Zambezi MOI and section 16(1)(c) of the Companies Act ("**Zambezi MOI Amendments Resolution**"); and

- 1.1.3 the Zambezi N Share Term Amendments are approved by way of:

- 1.1.3.1 a Special Resolution adopted by the Zambezi Ordinary Shareholders and the Zambezi N Shareholder jointly, in accordance with the Zambezi MOI, the Zambezi N Share Terms and section 16(1)(c) of the Companies Act; and
- 1.1.3.2 a Special Resolution adopted by the Zambezi N Shareholder, in accordance with the Zambezi MOI, the Zambezi N Share Terms and section 16(1)(c) of the Companies Act,

(collectively, the "**Zambezi N Share Term Amendments Resolutions**") and Northam in writing consents to such amendments and the amended Zambezi MOI is duly filed (as defined in the Companies Act) with the CIPC;

- 1.2 by no later than the 30th Business Day after the date on which the Zambezi Scheme Circular is posted to Zambezi Shareholders, the Zambezi Scheme is approved by way of 2 separate Special Resolutions (requiring at least 80% approval) adopted by:

- 1.2.1 Zambezi Ordinary Shareholders and Zambezi Preference Shareholders jointly; and
- 1.2.2 Zambezi Preference Shareholders,

in each case as contemplated in section 115(2)(a) of the Companies Act, (collectively, "**Zambezi Scheme Resolutions**"), and in the event of the provisions of section 115(2)(c) of the Companies Act becoming applicable:

- 1.2.3 by no later than the 40th Business Day after the relevant Zambezi Scheme Resolution, is adopted:
 - 1.2.3.1 the High Court of South Africa approving the implementation of such resolution and no appeal or review is timeously lodged or, if timeously lodged, the appeal or review is not successful; or
 - 1.2.3.2 the provisions of section 115(2)(c) of the Companies Act cease to be applicable; and
- 1.2.4 if applicable, Zambezi not treating the Zambezi Scheme Resolutions as a nullity as contemplated in section 115(5)(b) of the Companies Act;
- 1.3 in relation to the relevant Zambezi Scheme Resolution or a Zambezi Pref Share Term Amendments Resolution (to the extent applicable), as the case may be, either:
 - 1.3.1 no Zambezi Preference Shareholder gives notice objecting to such resolution as contemplated in section 164(3) of the Companies Act, alternatively Zambezi Preference Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against such resolution at the relevant Zambezi general meeting in respect of 1% or less of all of the Zambezi Preference Shares in issue. Any notice of objection given by a Zambezi Preference Shareholder which is subsequently withdrawn prior to such resolution being voted on, will reduce the number of Zambezi Preference Shares in respect of which notices of objection are given; or
 - 1.3.2 if Zambezi Preference Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against the resolution in respect of more than 1% of all of the Zambezi Preference Shares in issue, then, by the 30th Business Day following the adoption of such resolution (for purposes of this paragraph defined as the **"Last Date for Appraisal Rights"**), Dissenting Shareholders have not exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of more than 1% of all the Zambezi Preference Shares in issue. Any demand made in terms of sections 164(5) to 164(8) of the Companies Act which is subsequently withdrawn by the Last Date for Appraisal Rights, will reduce the number of Zambezi Preference Shares in respect of which Appraisal Rights are exercised. In the circumstances, this condition will not be considered to have failed until the Last Date for Appraisal Rights, notwithstanding the fact that Dissenting Shareholders may initially have exercised their Appraisal Rights in respect of more than 1% of all the Zambezi Preference Shares in issue prior to such date;
- 1.4 in relation to the relevant Zambezi Scheme Resolution, or to the extent applicable, the relevant Zambezi Pref Share Term Amendments Resolution, the Zambezi MOI Amendments Resolution or the relevant Zambezi N Share Term Amendments Resolutions, as the case may be, either:
 - 1.4.1 no Zambezi Ordinary Shareholder gives notice objecting to such resolution as contemplated in section 164(3) of the Companies Act, alternatively Zambezi Ordinary Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act but such notice of objection is subsequently withdrawn prior to such resolution being voted on; or
 - 1.4.2 if Zambezi Ordinary Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against the resolution, then, by the 30th Business Day following the adoption of such resolution (for purposes of this paragraph defined as the **"Last Date for Appraisal Rights"**), Dissenting Shareholders have not exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act. Any demand made in terms of sections 164(5) to 164(8) of the Companies Act may be withdrawn by the Last Date for Appraisal Rights. In the circumstances, this condition will not be considered to have failed until the Last Date for Appraisal Rights, notwithstanding the fact that Dissenting Shareholders may initially have exercised their Appraisal Rights prior to such date;
- 1.5 by no later than the 30th Business Day after the date on which the Zambezi Scheme Circular is posted to Zambezi Shareholders, the Zambezi Delisting is approved by way of an extraordinary resolution (requiring at least 66.66% approval) adopted by the Zambezi Preference Shareholders, in accordance with paragraph 1.17(b) of the Debt Listings Requirements; and

- 1.6 by no later than 27 August 2021:
 - 1.6.1 the Transaction Conditions contemplated in this annexure of this Prospectus are timeously fulfilled or waived save for the condition relating to the Zambezi Scheme being implemented;
 - 1.6.2 the Extended BEE Transaction Conditions contemplated in Section 2, paragraph 3.1.4 are timeously fulfilled or waived save for the condition relating to the Repurchase and the Zambezi Scheme being implemented; and
 - 1.6.3 all Regulatory Consents (save for the issue of a Compliance Certificate in respect of the Share Acquisitions Scheme, the Zambezi Disposals and the Northam Scheme) are received on an unconditional basis or, to the extent that any such Regulatory Consents are subject to any obligation, undertaking, condition or qualification, the party (i.e. Northam or Zambezi) adversely affected by the obligation, undertaking, condition or qualification confirms in writing to the other party that the condition is acceptable to it, which confirmation shall not be unreasonably withheld or delayed.
2. In the event that the Zambezi Scheme Conditions are not timeously fulfilled or waived then the Zambezi Scheme will lapse and will not become operative.
3. The Zambezi Scheme Conditions envisaged in:
 - 3.1 paragraphs 1.3 and 1.4 above are capable of waiver by Northam in whole or in part and the date for fulfilment or waiver of any such Zambezi Scheme Condition may be extended by Northam from time to time, upon written notice to Zambezi, provided that such extension shall not be beyond the Long Stop Date, unless Zambezi consents thereto in writing. Such waiver and/or extension will be permissible at any time prior to the relevant Zambezi Scheme Condition failing; and
 - 3.2 paragraphs 1.1 and 1.2 and paragraphs 1.5 to 1.6 above are not capable of being waived. However, Northam shall be entitled to extend the date for fulfilment of any such Zambezi Scheme Condition from time to time, upon written notice to Zambezi, provided that such extension shall not be beyond the Long Stop Date unless Zambezi consents thereto in writing. Such extension will be permissible at any time prior to the relevant Zambezi Scheme Condition failing.

TRANSACTION CONDITIONS

1. Implementation of the Repurchase is conditional upon the fulfilment or waiver (to the extent permitted) of the following conditions precedent ("**Transaction Conditions**"):
 - 1.1 by no later than 30 June 2021, the Ordinary Resolutions and Special Resolutions required in order to approve and implement the Composite Transaction, are adopted by Northam Shareholders at the General Meeting ("**Northam Shareholder Resolutions**"), including the following resolutions:
 - 1.1.1 approving the acquisition by Northam of Northam Shares as a specific repurchase in terms of the:
 - 1.1.1.1 Revised Accumulated Dividends Settlement, the Repurchase, the Zambezi Preference Share Redemption, the acquisition of Zambezi Retention Shares (if applicable) and the ESOP Repurchase, by way of a Special Resolution in accordance with section 48(8)(b) as read with sections 114 and 115(2)(a) of the Companies Act ("**Share Acquisitions Scheme Resolution**");
 - 1.1.1.2 Revised Accumulated Dividends Settlement, the Repurchase, the Zambezi Preference Share Redemption, and the acquisition of Zambezi Retention Shares (if applicable), by way of a Special Resolution in accordance with paragraph 5.67(B)(a) read with paragraph 5.69(b) of the JSE Listings Requirements; and
 - 1.1.1.3 ESOP Repurchase, by way of a Special Resolution in accordance with paragraph 5.67(B)(a) read with paragraph 5.69(b) of the JSE Listings Requirements;
 - 1.2 in the event of the provisions of section 115(2)(c) of the Companies Act becoming applicable in relation to the Share Acquisitions Scheme Resolution:
 - 1.2.1 by no later than the 40th Business Day after the Share Acquisitions Scheme Resolution is adopted:
 - 1.2.1.1 the High Court of South Africa approving the implementation of the Share Acquisitions Scheme Resolution and no appeal or review is timeously lodged or, if timeously lodged, the appeal or review is not successful; or

- 1.2.1.2 the provisions of section 115(2)(c) of the Companies Act cease to be applicable; and
 - 1.2.2 if applicable, Northam not treating the Share Acquisitions Scheme Resolution as a nullity as contemplated in section 115(5)(b) of the Companies Act;
- 1.3 in relation to the Share Acquisitions Scheme Resolution, either:
 - 1.3.1 no Northam Shareholder gives notice objecting to such resolution as contemplated in section 164(3) of the Companies Act, alternatively, Northam Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against such resolution at the General Meeting, in respect of 1% or less of all of the Northam Shares in issue. Any notice of objection given by a Northam Shareholder which is subsequently withdrawn prior to such resolution being voted on will reduce the number of Northam Shares in respect of which notices of objection are given; or
 - 1.3.2 if Northam Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against such resolution in respect of more than 1% of all of the Northam Shares in issue, then, by the 30th Business Day following the adoption of such resolution (for purposes of this paragraph defined as the “**Last Date for Appraisal Rights**”), Dissenting Shareholders have not exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act, in respect of more than 1% of all the Northam Shares in issue. Any demand made in terms of sections 164(5) to 164(8) of the Companies Act which is subsequently withdrawn by the Last Date for Appraisal Rights will reduce the number of Northam Shares in respect of which Appraisal Rights are exercised. In the circumstances, this condition will not be considered to have failed until the Last Date for Appraisal Rights, notwithstanding the fact that Dissenting Shareholders may initially have exercised their Appraisal Rights in respect of more than 1% of all the Northam Shares in issue prior to such date;
- 1.4 by no later than the 30th Business Day after the date on which the Zambezi Disposals Circular is posted to Zambezi Ordinary Shareholders, the Ordinary Resolutions and Special Resolutions required in order to approve and implement the Transaction are adopted by Zambezi Ordinary Shareholders, including the following resolutions:
 - 1.4.1 approving the Zambezi Disposals by way of a Special Resolution in accordance with section 112 as read with 115(2)(a) of the Companies Act (“**Zambezi Disposals Resolution**”), and in the event of the provisions of section 115(2)(c) of the Companies Act becoming applicable in relation to such resolution:
 - 1.4.1.1 by no later than the 40th Business Day after the Zambezi Disposals Resolution is adopted:
 - 1.4.1.1.1 the High Court of South Africa approving the implementation of the Zambezi Disposals Resolution and no appeal or review is timeously lodged or, if timeously lodged, the appeal or review is not successful; or
 - 1.4.1.1.2 the provisions of section 115(2)(c) of the Companies Act cease to be applicable; and
 - 1.4.2 if applicable, Zambezi not treating the Zambezi Disposals Resolution as a nullity as contemplated in section 115(5)(b) of the Companies Act; and
 - 1.4.3 electing such persons as may be nominated by Northam, as directors of Zambezi with effect from the Repurchase Implementation Date (if any);
- 1.5 in relation to the Zambezi Disposals Resolution, either:
 - 1.5.1 no Zambezi Ordinary Shareholder gives notice objecting to such resolution as contemplated in section 164(3) of the Companies Act, alternatively Zambezi Ordinary Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act but such notice of objection is subsequently withdrawn prior to such resolution being voted on; or

- 1.5.2 if Zambezi Ordinary Shareholders give notice objecting to such resolution as contemplated in section 164(3) of the Companies Act and vote against the resolution, then, by the 30th Business Day following the adoption of such resolution (for purposes of this paragraph defined as the **"Last Date for Appraisal Rights"**), Dissenting Shareholders have not exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the Companies Act. Any demand made in terms of sections 164(5) to 164(8) of the Companies Act may be withdrawn by the Last Date for Appraisal Rights. In the circumstances, this condition will not be considered to have failed until the Last Date for Appraisal Rights, notwithstanding the fact that Dissenting Shareholders may initially have exercised their Appraisal Rights prior to such date;
- 1.6 by no later than 31 May 2021 all of the Zambezi Directors, save for Zambezi Directors appointed or nominated by Northam, deliver resignation letters to Zambezi in terms of which they resign as directors of Zambezi with effect from the Net Value Distribution Date, which resignation letters shall be in such form and substance as may be approved by Northam;
- 1.7 by no later than 30 June 2021 the Tax Ruling is obtained by Northam and Zambezi;
- 1.8 by no later than 30 July 2021:
 - 1.8.1 the Transaction Documents (save for the Implementation Agreement, the BEE Trust Transaction Agreements, the Zambezi Ordinary Shareholder Loan Agreements, the Zambezi MOI and the MOIs and trust deeds of each of the Zambezi Ordinary Shareholders) are entered into and have become unconditional in accordance with their terms save in relation to the condition contained therein regarding the implementation of the Zambezi Scheme; and
 - 1.8.2 the written consent or waiver of the relevant counterparties to any material contracts to which a Member of the Group is a party, is obtained in relation to the implementation of the Transaction, to the extent required;
- 1.9 by no later than 16 August 2021, the Zambezi Scheme Conditions are timeously fulfilled or waived and the Zambezi Scheme is implemented; and
- 1.10 by no later than 27 August 2021:
 - 1.10.1 the Extended BEE Transaction Conditions are timeously fulfilled or waived save for the condition relating to the Repurchase being implemented; and
 - 1.10.2 a Compliance Certificate is issued in respect of the Share Acquisitions Scheme and the Zambezi Disposals.
2. In the event that all of the Transaction Conditions are not timeously fulfilled or waived by no later than the relevant date/s for fulfilment or waiver thereof (or such later date/s as may be determined by Northam from time to time in accordance with paragraph 3 below), then the Repurchase will lapse and will not be implemented.
3. The Transaction Conditions envisaged in:
 - 3.1 paragraphs 1.3, 1.5, 1.6, 1.7 and 1.8.2 above are capable of waiver by Northam in whole or in part and the date for fulfilment or waiver of any such Transaction Condition may be extended by Northam from time to time upon written notice to Zambezi, provided that such extension shall not be beyond the Long Stop Date unless Zambezi consents thereto in writing. Such waiver and/or extension will be permissible at any time prior to the relevant Transaction Condition failing; and
 - 3.2 paragraphs 1.1, 1.2, 1.4, 1.8.1, 1.9 and 1.10 of this annexure are not capable of being waived. However, Northam shall be entitled to, prior to any such Transaction Condition having failed, extend the date for fulfilment of any such Transaction Condition from time to time, provided that such extension shall not be beyond the Long Stop Date unless Zambezi consents thereto in writing.

ANNEXURE 7: FINANCIAL INFORMATION REQUIRED IN TERMS OF REGULATION 78 (NORTHAM)

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

In terms of Regulation 78, this annexure includes the historical profits of Northam and the Northam Group for the preceding 3 financial years prior to the date of the Prospectus, being 30 June 2020, 30 June 2019, 30 June 2018 and the statement of financial position as at 30 June 2020.

Northam Holdings will be treated as the parent of the Northam Group in terms of *IFRS 10: Consolidated Financial Statements* and will therefore present consolidated financial statements for the Northam Group, pursuant to the implementation of the Northam Scheme, which consolidation will result in the recognition of the consolidated profits and losses of the Northam Group.

The financial information included in this annexure has been extracted from published audited annual financial statements of Northam and the Northam Group for each of the years presented and are available for inspection at Northam's registered office.

The Independent Auditor has issued a report on the financial information required in terms of Regulation 78, which is included as annexure 8.

SUMMARISED INCOME STATEMENTS AND STATEMENTS OF COMPREHENSIVE INCOME

Northam Group	30 June 2020 R'000	30 June 2019 R'000	30 June 2018 R'000
Profit / (loss) before tax	3 633 662	701 947	(473 025)
Profit / (loss) for the year	2 169 184	60 093	(704 998)
Total comprehensive income for the year	2 193 515	71 447	(705 362)
Northam (company)	30 June 2020 R'000	30 June 2019 R'000	30 June 2018 R'000
Profit before income tax	3 091 277	995 339	229 236
Profit for the year	2 234 812	726 282	142 612
Total comprehensive income for the year	2 226 611	734 483	140 573

STATEMENTS OF FINANCIAL POSITION

	Northam Group 30 June 2020 R'000	Northam (company) 30 June 2020 R'000
ASSETS		
Non-current assets	24 299 715	21 617 505
Property, plant and equipment	16 522 533	4 652 884
Mining properties and Mineral Resources	6 663 425	1 080 139
Interest in associate	62 657	–
Investment in subsidiaries	–	12 353 207
Other investments	–	1 921 141
Land and township development	75 967	10 826
Long-term receivables	82 232	19 222
Investments held by Northam Platinum Restoration Trust Fund	128 732	64 366
Environmental Guarantee investment	62 953	33 276
Buttonshope Conservancy Trust	15 850	–
Long-term subsidiary loan	–	797 078
Other financial assets	23 084	23 084
Non-current inventories	662 282	662 282
Current assets	6 367 790	6 512 518
Short-term subsidiary loan receivable	–	105 142
Inventories	3 744 313	4 014 805
Trade and other receivables	456 494	324 754
Cash and cash equivalents	2 160 956	2 067 817
Tax receivable	6 027	–
TOTAL ASSETS	30 667 505	28 130 023
EQUITY AND LIABILITIES		
EQUITY	9 650 315	12 138 602
Stated capital	13 778 114	13 778 114
Treasury shares	(6 556 123)	–
Retained earnings / (accumulated loss)	1 518 555	(2 813 268)
Foreign currency translation reserve	35 321	–
Equity settled share-based payment reserve	874 448	1 173 756
LIABILITIES		
Non-current liabilities	16 639 103	11 442 622
Deferred tax liability	2 177 317	1 089 952
Long-term provisions	729 327	149 292
Preference share liability	8 291 117	–
Long-term loans	130 533	95 566
Lease liability	64 361	12 492
Long-term share-based payment liability	354 363	193 101
Financial guarantee liability	–	5 010 134
Domestic medium-term notes	4 892 085	4 892 085

	Northam Group	Northam (company)
	30 June 2020	30 June 2020
	R'000	R'000
Current liabilities	4 378 087	4 548 799
Short-term subsidiary loan payable	–	1 338 132
Current portion of long-term loans	28 472	18 526
Current portion of lease liability	16 261	3 062
Current portion of domestic medium-term notes	616 327	616 327
Short-term share-based payment liability	183 029	131 348
Tax payable	229 628	229 394
Trade and other payables	2 939 251	1 949 818
Short-term provisions	365 119	262 192
TOTAL EQUITY AND LIABILITIES	30 667 505	28 130 023

ANNEXURE 8: INDEPENDENT AUDITOR'S REPORT IN TERMS OF REGULATION 78 (NORTHAM)

*The definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated **do not** apply to this annexure.*

The Directors
Northam Platinum Holdings Limited
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, Johannesburg
2090

Dear Sirs

REPORT ON THE AGREED-UPON PROCEDURES BY THE AUDITOR IN TERMS OF REGULATION 78 OF THE SOUTH AFRICAN COMPANIES ACT IN RESPECT OF NORTHAM PLATINUM LIMITED

Ernst & Young Incorporated ("**EY**" or "**we**") are the appointed statutory auditor of Northam Platinum Limited ("**Northam**" or the "**Company**"), a company incorporated in the Republic of South Africa. Northam Platinum Holdings Limited ("**Northam Holdings**") is issuing a prospectus on or about 31 May 2021 (the "**Prospectus**").

Regulation 78 to the South African Companies Act 71 of 2008 (the "**Companies Act**") requires a report by the auditor of the Company to be included in the Prospectus contemplated in terms of Regulation 56 of the Companies Act, and for such report to address matters set out in Regulation 78 of the Companies Act.

We have therefore performed the procedures agreed with you and enumerated below with respect to the required matters in Regulation 78 of the Companies Act.

Our engagement was undertaken in accordance with the International Standard on Related Services 4400 *Engagements to Perform Agreed-Upon Procedures regarding Financial Information*. The procedures were performed solely to assist you in evaluating the validity of the accounts detailed and summarised below.

Responsibility of the Directors for the Regulation 78 Financial Information

The directors are responsible for the annual financial statements of the Company, and its subsidiary undertakings (collectively, the "**Northam Group**") for the years ended 30 June 2020, 30 June 2019 and 30 June 2018, for the extraction of the Regulation 78 financial information therefrom included as Annexure 7 to the Prospectus, and for the presentation of the Regulation 78 financial information in accordance with the requirements of the Companies Act.

Collectively, the below constitutes the "**Regulation 78 Financial Information**":

- the Northam Group and Company summarised income statements and statements of comprehensive income in respect of the years ended 30 June 2020, 30 June 2019 and 30 June 2018, as set out in Annexure 7 to the Prospectus;
- the Northam Group and Company statements of financial position as at 30 June 2020, as set out in Annexure 7 to the Prospectus; and
- Northam Holdings will be treated as the parent of the Northam Group in terms of *IFRS 10: Consolidated Financial Statements* and will therefore present consolidated financial statements for the Northam Group, pursuant to the implementation of the Northam Scheme, which consolidation will result in the recognition of the consolidated profits and losses of the Northam Group.

Other Responsibilities of the Directors

The directors have the responsibility for the accuracy and completeness of the records, documents, explanations and other information provided to us for the purpose of performing the procedures described below, and for determining whether the nature and scope of our work specified in this agreed-upon procedures report is sufficient for the purposes of evaluating the Regulation 78 Financial Information required by Regulation 78 of the Companies Act.

Responsibilities of the Auditor

Our engagement was undertaken in accordance with the International Standard on Related Services 4400 *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*. The procedures were performed solely to assist you in complying with Regulation 78 of the Companies Act. Our findings relate only to the accounts and items specified above and do not extend to any annual financial statements of the Company, or of any of its subsidiaries, taken as a whole.

An agreed-upon procedures engagement involves us performing procedures as agreed by us and the directors and reporting the findings from the procedures performed. We have complied with relevant ethical requirements, including the principles of integrity, objectivity, professional competence and due care.

Since an agreed-upon procedures engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information management has provided to us to complete the agreed-upon procedures engagement.

Because the below procedures do not constitute either an audit, review or other assurance engagement in accordance with International Standards on Auditing (ISAs) or International Standards on Review Engagements (ISREs) or International Standards on Assurance Engagements (ISAEs), we do not express any assurance on the Regulation 78 Financial Information of Northam.

Had we performed additional procedures or had we performed an audit or review of, or other assurance engagement on, the Regulation 78 Financial Information in accordance with International Standards on Auditing (ISAs), International Standards on Review Engagements (ISREs) or International Standards on Assurance Engagements (ISAEs), other matters might have come to our attention that would have been reported to you.

Procedures and Findings

We have performed the following procedures which were agreed with you:

1. Obtain from management of the Company the Regulation 78 Financial Information, as set out in Annexure 7 to the Prospectus.
2. Agree the Northam Group and Company summarised income statements and statements of comprehensive income in respect of the years ended 30 June 2020, 30 June 2019 and 30 June 2018, as set out in Annexure 7 to the Prospectus as obtained in procedure 1, to the respective signed annual financial statements for those years. We have no adverse findings to report.
3. Agree the Northam Group and Company statements of financial position, as set out in Annexure 7 to the Prospectus as obtained in procedure 1, to the signed annual financial statements for the year ended 30 June 2020. We have no adverse findings to report.
4. Obtain from the company secretary the minutes of meetings of the board of directors of the Company since 30 June 2020, and up to the date of this report, and read them to inspect of any matters referring to changes in assets or liabilities. We have no matters to report.
5. Obtain a letter of representation from management of the Company confirming that there have been no material changes in the assets and liabilities of the Company, and its subsidiaries, since 30 June 2020, and up to the date of our report.

Restriction on use and distribution

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to the accounts and items specified above and does not extend to any financial statements of Northam Platinum Limited, taken as a whole.

Ernst & Young Inc.

Director: Ebrahim Dhorat CA(SA)
Registered Auditor

19 May 2021

ANNEXURE 9: FINANCIAL INFORMATION REQUIRED IN TERMS OF REGULATION 79 (NORTHAM HOLDINGS)

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

Northam Holdings is a newly incorporated public company and has not conducted any business since incorporation, on 2 December 2020. It is a special purpose company incorporated for purposes of (i) implementing the Northam Scheme; and (ii) holding Northam Shares acquired pursuant to the Northam Scheme for the benefit of the Northam Holdings Shareholders.

As Northam Holdings was incorporated on 2 December 2020, has a financial year end of 30 June and has not conducted any business since incorporation, there are no historical profits or losses of Northam Holdings and no dividends have been declared since incorporation and prior to the date of the Prospectus. This annexure therefore only includes Northam Holdings' statement of financial position as at incorporation.

The financial information included in this annexure has been extracted from the audited financial statements of Northam Holdings as at the date of incorporation. The audited financial statements of Northam Holdings are available for inspection at Northam Holdings' registered office.

The Independent Auditor has issued a report on the financial information required in terms of Regulation 79, which is included as annexure 10 to the Prospectus.

STATEMENT OF FINANCIAL POSITION

	2 Dec 2020 R
Assets	
Current assets	
Cash and cash equivalents	–
Total assets	–
Equity and liabilities	
Total equity	–
Stated capital	–
Retained earnings	–
Total equity and liabilities	–

ANNEXURE 10: INDEPENDENT AUDITOR'S REPORT IN TERMS OF REGULATION 79 (NORTHAM HOLDINGS)

*The definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated **do not** apply to this annexure.*

The Directors
Northam Platinum Holdings Limited
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, Johannesburg
2090

Dear Sirs

REPORT ON THE AGREED-UPON PROCEDURES BY THE AUDITOR IN TERMS OF REGULATION 79 OF THE SOUTH AFRICAN COMPANIES ACT IN RESPECT OF NORTHAM PLATINUM HOLDINGS LIMITED

Ernst & Young Incorporated ("EY" or "we") are the appointed statutory auditor of Northam Platinum Holdings Limited ("Northam Holdings" or the "Company"), a company incorporated in the Republic of South Africa. Northam Holdings is issuing a prospectus on or about 31 May 2021 (the "Prospectus").

Regulation 79 to the South African Companies Act 71 of 2008 (the "Companies Act") requires a report by the auditor of the Company to be included in the Prospectus contemplated in terms of Regulation 56 of the Companies Act, and for such report to address matters set out in Regulation 79 of the Companies Act.

We have therefore performed the procedures agreed with you and enumerated below with respect to the required matters in Regulation 79 of the Companies Act.

Our engagement was undertaken in accordance with the International Standard on Related Services 4400 *Engagements to Perform Agreed-Upon Procedures regarding Financial Information*. The procedures were performed solely to assist you in evaluating the validity of the accounts detailed and summarised below.

Responsibility of the Directors for the Regulation 79 Financial Information

The directors are responsible for the annual financial statements as at incorporation date, being 2 December 2020, for the extraction of the Regulation 79 financial information therefrom included as Annexure 9 to the Prospectus, and for the presentation of the Regulation 79 financial information in accordance with the requirements of the Companies Act.

Collectively, the below constitutes the "Regulation 79 Financial Information":

- the statement of financial position of the Company as at incorporation date, being 2 December 2020, as set out in Annexure 9 to the Prospectus; and
- the ordinary share dividends paid by the Company as at incorporation date 2 December 2020, as set out in Annexure 9 to the Prospectus.

Other Responsibilities of the Directors

The directors have the responsibility for the accuracy and completeness of the records, documents, explanations and other information provided to us for the purpose of performing the procedures described below, and for determining whether the nature and scope of our work specified in this agreed-upon procedures report is sufficient for the purposes of evaluating the Regulation 79 Financial Information and the material changes in the assets and liabilities of the Company in order to satisfy the requirement of Regulation 79(4)(v) of the Companies Act.

Responsibilities of the Auditor

Our engagement was undertaken in accordance with the International Standard on Related Services 4400 *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*. The procedures were performed solely to assist you in complying with Regulation 79(4)(b)(v) of the Companies Act. Our findings relate only to the accounts and items specified above and do not extend to any annual financial statements of the Company, or of any of its subsidiaries, taken as a whole.

An agreed-upon procedures engagement involves us performing procedures as agreed by us and the directors and reporting the findings from the procedures performed. We have complied with relevant ethical requirements, including the principles of integrity, objectivity, professional competence and due care.

Since an agreed-upon procedures engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information management has provided to us to complete the agreed-upon procedures engagement.

Because the below procedures do not constitute either an audit, review or other assurance engagement in accordance with International Standards on Auditing (ISAs) or International Standards on Review Engagements (ISREs) or International Standards on Assurance Engagements (ISAEs), we do not express any assurance on the Regulation 79 Financial Information of Northam Holdings.

Had we performed additional procedures or had we performed an audit or review of, or other assurance engagement on, the Regulation 79 Financial Information in accordance with International Standards on Auditing (ISAs), International Standards on Review Engagements (ISREs) or International Standards on Assurance Engagements (ISAEs), other matters might have come to our attention that would have been reported to you.

Procedures and Findings

We have performed the following procedures which were agreed with you:

1. Obtain from management of the Company Regulation 79 Financial Information, as set out in Annexure 9 to the Prospectus.
2. Obtain from management of the Company the signed financial statements of the Company as at incorporation date, being 2 December 2020.
3. Agree the statement of financial position balances of the Company, as set out in Annexure 9 to the Prospectus as obtained in procedure 1, to the signed, at incorporation financial statements as at 2 December 2020. We have no adverse findings to report.
4. Agree the financial information as set out in Annexure 9 to the Prospectus as obtained in procedure 1, for the rates of the dividends, if any, paid by the Company in respect of each class of securities of the Company since incorporation, giving particulars of (i) each class of shares on which dividends were paid; and (ii) the cases in which no dividends were paid in respect of a particular class of shares in respect of any of those years, since incorporation date, being 2 December 2020, and agree to the note disclosure of the at incorporation signed financial statements. We have no adverse findings to report.
5. Obtain from the company secretary the minutes of meetings of the directors of the Company since 2 December 2020, and up to the date of this report, and read them to inspect of any matters referring to changes in assets or liabilities. We report that there were no meetings held by the directors of the Company from 2 December 2020 up to the date of this report.
6. Obtain a letter of representation from management of the Company confirming that there have been no material changes, in the assets and liabilities of the Company since 2 December 2020, and up to date of our report.

In respect of Regulation 79(4)(b)(i to iv) we refer you to the signed annual financial statements as at incorporation date, being 2 December 2020 that are available at the Northam Holdings offices.

Restriction on use and distribution

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to the accounts and items specified above and does not extend to any financial statements of Northam Holdings Platinum Limited, taken as a whole.

Ernst & Young Inc.

Director: Ebrahim Dhorat CA(SA)
Registered Auditor

19 May 2021

ANNEXURE 11: MINING REPORT

The definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated **do not** apply to this annexure.



Specialist Consultants to the Mining Industry

Northam Platinum Limited Mineral Assets in South Africa

Competent Persons Report

Prepared By The MSA Group (Pty) Ltd for:
Northam Platinum Limited



Prepared by Competent Persons:

Mr Jeremy Witley	Pr.Sci.Nat., FGSSA
Mr Jonathan Hudson	Pr.Eng., FSAIMM

Prepared by Competent Valuator:

Mr Vince Agnello	MGSSA, MSAIMM, Pr.Sci.Nat.
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Primary Contributors

Mr Franz Bruwer	MSAIMM, MSANIRE
Mr Gordan Cunningham	Pr.Eng., FSAIMM
Ms Pascale Petit	Pr.Eng., FIEAust. CP Eng.
Mr Alkie Marais	MGSSA, MIMWA, MWISA
Mr Duncan Cameron	Pr.Eng., CP Eng.
Mr Richard Garner	Pr.Sci.Nat.

Effective Date: 31 March 2021

Report Date: 1 May 2021

Mineral Resource and Mineral Reserve Effective Date: 31 March 2021

Valuation Date: 31 March 2021

MSA Project No.: J4402

The MSA Group (Pty) Ltd | Registration No: 2000/002800/07
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Specialist Consultants to the Mining Industry

The MSA Group (Pty) Ltd
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 Henley House, Greenacres Office Park:
 Cnr Victory and Rustenburg Roads, Victory Park, 2195
 PO Box 81356, Parkhurst, 2120, South Africa
 Directors: KD Scott, NNP Makhoba, IG Haddon

31 March 2021

The Directors
 Northam Platinum Limited
 Building 4, 1st Floor, Maxwell Office Park
 Magwa Crescent West, Waterfall City
 Jukskei View 2090
 South Africa

**Competent Person's Report for Northam Platinum Limited
 on its Mineral Assets in the Republic of South Africa**

*JSE 4.28(a),
 12.9(a)(i), 12.9(b),
 12.10(a), 12.10(c),
 12.10(h)(i)*

Northam Platinum Limited's (Northam, the Client, the Company or the Group) wholly owned Mineral Assets, or the Northam Operations, are located on the Western and Eastern Limbs of the Bushveld Complex in the Republic of South Africa (South Africa). The Mineral Assets comprise the Zondereinde Mine; Booyssendal North and Booyssendal South (collectively Booyssendal Mine); and Eland Platinum Mine (Eland Mine); as well as five concentrators; two smelter furnaces; a base metal removal plant (BMR); four chromite recovery plants (CRPs); and associated surface infrastructure.

*SV T1.0, T1.2,
 T1.3, T1.13, T1.15*

The Zondereinde Mine is located in the Magisterial District of Thabazimbi in the Limpopo Province, approximately 200 kilometres (km) northwest of Johannesburg and 30 km south of Thabazimbi. Booyssendal Mine is located approximately 40 km west of the town of Mashishing, and the Mining Right straddles the Limpopo and Mpumalanga provinces. Eland Mine is located 15 km east of the town of Brits, in the North West Province, and is approximately 70 km north-northwest of Johannesburg.

The Dwaalkop Joint Venture (Dwaalkop) and the recycling plant in the United States of America have been excluded from the Mineral Asset base. Third party, long-term concentrate feedstock / contracts have been excluded in the Cash Flow Model (CFM). For Eland Mine, Maroelabult Section, Nyala Section and the Merensky Open Pit have not been included in the CFM or Mineral Reserves and are referenced for information purposes exclusively. Currently, Northam does not own the Maroelabult Section, the Nyala Section requires further studies to be undertaken, and the Merensky Open Pit is in the process of receiving approved Environmental Authorisations. Planned platinum group metal (PGM) tailings retreatment is reported for Booyssendal Mine (F2021 exclusively), and at Eland Mine (planned 1.82 Mt in F2022, ending with 0.32 Mt in F2030). The financial year is from 1 July to 30 June.

The Northam Operations exploit the PGM-bearing resources in the Merensky Reef and UG2 Reef to produce concentrate containing PGMs, as well as gold and base metals.



The Company requires the compilation of a Competent Person's Report (CPR or the Report) for a proposed transaction. At the request of Northam, The MSA Group (Pty) Limited (MSA) has prepared this CPR and fulfilled the role of collator, peer reviewer, Competent Persons and Competent Valuator. Relevant documentation and information was reviewed and verified for accuracy by MSA and the Contributors, collectively the authors, for this CPR.

On 23 March 2021, Northam reported that it will accelerate the maturity of the black economic empowerment (BEE) transaction entered into with Zambezi Platinum (RF) Limited (Zambezi) in 2015 and extend its historically disadvantaged person(s) (HDP) ownership for a further 15 years. The transaction will result in a significant reduction in Northam's issued share capital through buybacks to settle the preference shares issued by Zambezi and held by Northam, and provide liquidity to Zambezi to settle its taxes and transaction costs. The HDP ownership extension will incorporate the delisting of Northam from the Johannesburg Stock Exchange Limited (JSE) and the simultaneous listing of Northam Platinum Holdings Limited (Northam Holdings), which will acquire all of the Northam shares in issue excluding treasury shares. This will be effected through a share for share transaction on a one for one basis, whereby Northam Holdings will issue one Northam Holdings share for each Northam share acquired.

Contemporaneously with this, three BEE special purpose vehicles (SPVs) will be created. Two of these SPVs will collectively acquire up to 23% of Northam's issued share capital. The third SPV will hold and administer the collective interests of HDP groups and will acquire 4.6% in Northam Holdings. The collective see-through interests of the three SPVs in Northam will amount to 26.5%. The acquisition of the above-mentioned interests by the three SPVs in Northam / Northam Holdings will be vendor funded through the subscription by Northam/ Northam Holdings for preference shares in these SPVs. No external funding will be introduced. The aforementioned buyback, delisting, new listing and SPV arrangement is collectively referred to as the Transaction.

The implementation of the Transaction is both subject to and conditional on the fulfilment of conditions precedent customary for a transaction of this nature.

The compilation of this CPR is based on technical and financial data gathering undertaken between 25 January 2021 and 31 March 2021. The Report Date is 1 May 2021; and the Effective Date and Valuation Date is 31 March 2021. This Report is therefore based upon information provided by Northam, for purposes of this Report, that is valid as at the Effective Date, including with regards to, inter alia, the technical, geological and financial prospects of Northam and prevailing market conditions as at the date thereof. This CPR has been prepared in accordance with The South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves, 2016 Edition (the SAMREC Code); The South African Code for the Reporting of Mineral Asset Valuation, 2016 Edition (the SAMVAL Code) and the JSE Limited Listings Requirements, Section 12.9 and 12.10 (Mineral Companies) (Service Issue 27).

*JSE 12.10(d),
12.10(e)
SV T1.4, T1.13*

JSE 12.12(a)

The Mineral Resource estimate has been completed by the various Northam Competent Persons, and reviewed by Mr Jeremy Witley, Head of Department and Principal Mineral Resource Consultant of MSA. Mr Jeremy Witley is the Competent Person who has compiled the Geology and Mineral Resource sections of the CPR. Mr Jeremy Witley has the appropriate relevant qualifications, experience, competence and independence to be considered a Competent Person under the definitions provided by the SAMREC Code.

JSE 12.12(a)



The Mineral Reserve estimates have been reviewed and signed off by Mr Jon Hudson, Principal Consultant and Associate at MSA. Mr Jon Hudson has the appropriate relevant qualifications, experience, competence and independence to be considered Competent Persons under the definitions provided by the SAMREC Code. Mr Jon Hudson is overall Competent Person, Mineral Reserves and Lead Competent Person for the overall CPR.

The Mineral Asset Valuation (Valuation) for this CPR has been prepared by Mr Vince Agnello of MSA, in accordance with the SAMVAL Code.

The authors have endeavoured, by making reasonable enquiry of Northam, to ensure that all material information in the possession of Northam, for the purposes of this Report, has been fully disclosed to the authors. However, the authors have not carried out a comprehensive audit of the records of the Mineral Assets to verify that all material documentation has been provided. The Northam data was provided by the Northam representatives listed below.

The Mineral Resource estimate for Zondereinde Mine was completed by Mr Dennis Hoffmann, who is the Mineral Resource Consultant for Northam and signed off by Mr Mpumelelo Thabethe who is the Chief Geologist at Zondereinde Mine.

The Mineral Resource estimate for Booyssendal Mine was completed by Mr Dennis Hoffmann, who is the Mineral Resource Consultant for Northam and signed off by Mr Meshack Mqadi, who is the Chief Geologist for Booyssendal Mine.

The Mineral Resource estimate for Eland Mine was completed and signed off by Ms Paula Preston, Eland Mine's Chief Geologist.

The Life of Mine (LoM) production schedules underpinning the Mineral Reserves for Zondereinde Mine have been compiled by Mr Charl van Jaarsveld, the Zondereinde Mine Manager: Mining Services.

The LoM production schedules underpinning the Mineral Reserves for Booyssendal Mine have been compiled by Mr Willie Swartz, Booyssendal Mine Technical Services Manager.

The LoM production schedules underpinning the Mineral Reserves for Eland Mine have been compiled by Mr Coenie Roux, Eland Mine Technical Services Manager.

The overall responsibility for Northam's Mineral Resources and Mineral Reserves resides with Mr Damian Smith, Northam's Executive: New Business and Mineral Resources.

Northam has agreed to indemnify the authors from any liability arising from the author's reliance upon information provided or not provided to it by Northam. A draft version of this Report was provided to the executive directors of Northam, along with a request to confirm that, as at the Effective Date, there are no material errors or any omissions in the CPR and that the information in the CPR is factually accurate. Confirmation in those terms has been provided in writing to the authors and has been relied upon by the authors.

This Report is provided subject to the quality of information, conclusions and estimates contained herein, and is consistent with the level of effort involved in MSA's services, based on: i) information available at the



time of preparation, and valid as at the Effective Date; ii) data supplied by outside sources; and iii) the assumptions, conditions, and qualifications set forth below:

- a) Northam has made available to the authors all material information in its possession or known to Northam that is deemed valid for the purposes of this Report and in relation but not limited to the legal, geological, mining, process, environmental, financial and marketing aspects of Northam Operations and that Northam has not withheld any material information and that information is accurate and up to date in all material respects as at the Effective Date.
- b) All geological reports, Mineral Resource estimations and other technical documents provided by Northam correctly and accurately record the result of all valid geological and other technical activities conducted to date in relation to the relevant mining titles and accurately record any advice from relevant technical experts in respect thereof.
- c) Northam has good and valid title to all mining titles or other land tenure required to explore, develop, mine and operate in the manner proposed, including tenure required for access, transport and infrastructure needs for current and planned project(s) advancement.
- d) All necessary governmental and other consents and approvals (including environmental aspects) required to operate and the associated activities under the relative legislation have been obtained or will be forthcoming without any material delay and on terms which will not cause any material change to any exploration, mining, processing or other activities proposed and which will not cause any material change to the costs of such activities.
- e) Northam will have access to sufficient working capital or other sources of finance to conduct the proposed activities of Northam's Operations.
- f) All factual information provided by Northam as to its history or future intentions, financial forecasting or the effect of relevant agreements is correct and accurate in all material respects.
- g) This CPR is intended for use by Northam subject to the terms and conditions of its contract with MSA. Any use of this Report by any third party is at that party's sole risk.

In relation to the above qualifications and assumptions, the authors have not undertaken comprehensive enquiries or audits to verify that the assumptions are correct and give no representation that the assumptions are correct.

The authors have prepared this CPR on the assurance that all Mineral Rights relating to the revised acquisition are currently in good standing. MSA has reviewed Northam's Mineral Rights but has not attempted to establish the legal status of the Mineral Rights and has relied on independent legal opinion.

The authors have reviewed, where applicable, exploration expenditure and supporting documentation, current LoM production profiles, mine and plant monthly operational reports, and cash flows provided by Northam management as at 31 March 2021, as well as information on platinum transactions in the public domain over the last 15 years.

The preferred valuation method is a cash flow approach, considering the detailed planning that has been undertaken to generate projections that reflect the technical and economic parameters and assumptions



existing at the date of this Report; and is supported by extensive operating experience. The CFM is most sensitive to metal prices including the US\$/ ZAR exchange rate and secondly to operating costs.

The Competent Valuator's Concluding Opinion of Value is presented in the table below for the Mineral Asset, on a 100% basis, post-tax, pre-dividend and pre-finance basis. The preferred value is a net present value (NPV) of ZAR 83.86 billion, using a discount rate of 10.83% (real) for the Mineral Asset, and a long-term exchange rate of US\$ 1: ZAR 14.48. As at the Valuation Date, there were 509.78 million issued Northam shares; this equates to an NPV per share of ZAR 164.50. The upper and lower threshold NPVs are derived from a 20% increase and decrease in the value of beta. No market premium or discount has been applied. The NPV preferred value is the Market Value.

JSE 12.10(h)(xi))

Valuation approach	Concluding opinion of value, in ZAR billion		
	Lower	Preferred	Upper
Cash Flow Approach	76.68	83.86	92.22
Market Value of Mineral Asset		83.86	

SV T1.14

Source: CFM, 2021

It must be noted that the forecasts of prices and exchange rates, parameters, plans and assumptions may change significantly over time. Should these change materially, the Valuation determined may be significantly different. The Competent Valuator is under no obligation to advise of any change in circumstances after the Valuation Date, or to review, revise or update the Valuation or opinion.

The CPs and Competent Valuator, with the assistance of several other employees from MSA, Northam, and associated companies, have contributed to the compilation of this CPR and Valuation, with review undertaken by Mr Nevan Pillay of MSA. Furthermore, the CPs and Competent Valuator have approved the CPR and Valuation in writing, prior to distribution.

JSE 12.11,
12.12(a)(i)

The authors are independent of and do not have any material interest in Northam, Zambezi or the Mineral Asset. The authors are remunerated for their work by way of a professional fee determined according to a standard schedule of rates which is not contingent on the outcome of the CPR and Valuation.

JSE 12.12(a)(ii)

The undersigned states that this Letter, Executive Summary and detailed CPR and Valuation are a true reflection of Northam's Mineral Asset.

JSE 12.11,

Yours faithfully

Jeremy Witley

MSc Eng.; BSc Hons (Geology), Pr.Sci.Nat., FGSSA

Principal Consultant and Head of Department

The MSA Group (Pty) Ltd

Duties: Competent Person sign-off: Mineral Resources



Jon Hudson

BEng Mining, MBA, Professional Mining Engineer (ECSA); FSAIMM

Associate: Principal Mining Engineer Consultant

The MSA Group (Pty) Ltd

Duties: Competent Person sign-off of overall CPR, Competent Person: Mineral Reserves

SV T1.0

Vince Agnello

BSc Hons (Geology), M.Eng (Min Econ.), Pr.Sci.Nat., MSAIMM, MGSSA

Principal Consultant

The MSA Group (Pty) Ltd

Duties: Competent Valuator and collator



1 EXECUTIVE SUMMARY

SV T1.2

1.1 Purpose and Structure of this Competent Persons Report

JSE 12.9(a)(i),
12.10(h)(i),
12.10(g)
SR 1.1(i), 1.2(i)
SV T1.0, T1.2, T1.3

Northam Platinum Limited's (Northam, the Client, the Company or the Group) wholly owned Mineral Assets or the Northam Operations are operating mines located on the Western and Eastern Limbs of the Bushveld Complex in the Republic of South Africa (South Africa). The Mineral Assets comprises the Zondereinde Mine; Booyssendal North and Booyssendal South (collectively Booyssendal Mine); and Eland Platinum Mine (Eland Mine); as well as five concentrators: two smelter furnaces; a base metal removal plant (BMR); four chromite recovery plants (CRPs); and associated surface infrastructure.

The Dwaalkop Joint Venture (Dwaalkop) and the recycling plant in the United States of America have been excluded from the Mineral Asset base. Third party, long-term concentrate feedstock/ contracts have been excluded in the Cash Flow Model (CFM). For Eland Mine, Maroelabult Section, Nyala Section and the Merensky Open Pit have not been included in the CFM or Mineral Reserves and are referenced for information purposes exclusively. Currently, Northam does not own Maroelabult Section, the Nyala Section requires further studies to be undertaken, and the Merensky Open Pit is in the process of receiving approved Environmental Authorisations.

The Zondereinde Mine is located in the Magisterial District of Thabazimbi in the Limpopo Province, approximately 200 kilometres (km) northwest of Johannesburg and 30 km south of Thabazimbi. Booyssendal Mine is located approximately 40 km west of the town of Mashishing, and the Mining Right straddles the Limpopo and Mpumalanga provinces. Eland Mine is located 15 km east of the town of Brits, in the North West Province, and is approximately 70 km north-northwest of Johannesburg.

The Northam Operations exploit the platinum group element (PGM) bearing Mineral Resources in the Merensky Reef and UG2 Reef to produce concentrate containing PGMs, as well as gold and base metals.

The Company requires the compilation of a Competent Person's Report (CPR or the Report) for a proposed transaction. At the request of Northam, The MSA Group (Pty) Limited (MSA) has prepared this CPR and fulfilled the role of collator, peer reviewer, Competent Persons and Competent Valuator. Relevant documentation and information was reviewed and verified for accuracy by MSA and the Contributors, collectively the authors, for this CPR. The authors are noted in Section 1.6.3 of the CPR.

On 23 March 2021, Northam reported that it will accelerate the maturity of the black economic empowerment (BEE) transaction entered into with Zambezi Platinum (RF) Limited (Zambezi) in 2015 and extend its historically disadvantaged person(s) (HDP) ownership for a further 15 years. The transaction will result in a significant reduction in Northam's issued share capital through buybacks to settle the preference shares issued by Zambezi and held by Northam, and provide liquidity to Zambezi to settle its taxes and transaction costs. The HDP ownership extension will incorporate the delisting of Northam from the Johannesburg Stock Exchange Limited (JSE) and the simultaneous listing of Northam Platinum Holdings Limited (Northam Holdings), which will acquire all of the Northam shares in issue excluding treasury shares. This will be effected through a share



for share transaction on a one for one basis, whereby Northam Holdings will issue one Northam Holdings share for each Northam share acquired.

Contemporaneously with this, three BEE special purpose vehicles (SPVs) will be created. Two of these SPVs will collectively acquire up to 23% of Northam's issued share capital. The third SPV will hold and administer the collective interests of HDP groups and will acquire 4.6% in Northam Holdings. The collective see-through interests of the three SPVs in Northam Holdings will amount to 26.5%. The acquisition of the above-mentioned interests by the three SPVs in Northam/ Northam Holdings will be vendor funded through the subscription by Northam/ Northam Holdings for preference shares in these SPVs. No external funding will be introduced. The aforementioned buyback, delisting, new listing and SPV arrangement is collectively referred to as the Transaction.

The implementation of the Transaction is both subject to and conditional on the fulfilment of conditions precedent customary for a transaction of this nature.

The Report was commissioned in order to comply with the requirements and regulations of the Johannesburg Stock Exchange (JSE). The Report has been compiled in compliance with The South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves (2016 Edition) (the SAMREC Code), and in terms of the specifications embodied in The South African Code for the Reporting of Mineral Asset Valuation (2016 Edition) (the SAMVAL Code). All requirements in terms of Sections 12.9 and 12.10 (Mineral Companies) of the JSE Limited Listings Requirements (Service Issue 27), the SAMREC Code and the SAMVAL Code have been complied with.

*JSE 12.10(d),
12.10(e)
SV T1.4*

Relevant documentation and information was reviewed and verified for accuracy by MSA, Northam, and the Contributors, collectively the authors, for this CPR.

The Mineral Resource estimate has been completed by the various Northam Competent Persons, and reviewed by Mr Jeremy Witley, Head of Department and Principal Mineral Resource Consultant of MSA. Mr Jeremy Witley is the Competent Person who has compiled the Geology and Mineral Resource sections of the CPR. Mr Jeremy Witley has the appropriate relevant qualifications, experience, competence and independence to be considered a Competent Person under the definitions provided by the SAMREC Code.

JSE 12.12(a)

The Mineral Reserve estimates have been reviewed and signed off by Mr Jon Hudson, Principal Consultant and Associate at MSA. Mr Jon Hudson has the appropriate relevant qualifications, experience, competence and independence to be considered a Competent Person under the definitions provided by the SAMREC Code. Mr Jon Hudson is the CP Mineral Reserves and Lead CP for the overall CPR.

JSE 12.12(a)

The Mineral Asset Valuation (Valuation) for this CPR has been prepared by the Competent Valuator, Mr Vince Agnello of MSA, in accordance with the SAMVAL Code.

*JSE 12.12(a)
SV T1.4*

The Mineral Resource estimate for Zondereinde Mine was completed by Mr Dennis Hoffmann, who is the Mineral Resource Consultant for Northam and signed off by Mr Mpumelelo Thabethe who is the Chief Geologist at Zondereinde Mine.



The Mineral Resource estimate for Booyssendal Mine was completed by Mr Dennis Hoffmann, who is the Mineral Resource Consultant for Northam and signed off by Mr Meshack Mqadi, who is the Chief Geologist for Booyssendal Mine.

The Mineral Resource estimate for Eland Mine was completed and signed off by Ms Paula Preston, Eland Mine's Chief Geologist.

The Life of Mine (LoM) production schedules underpinning the Mineral Reserves for Zondereinde Mine have been compiled by Mr Charl van Jaarsveld, the Zondereinde Mine Manager: Mining Services.

The LoM production schedules underpinning the Mineral Reserves for Booyssendal Mine have been compiled by Mr Willie Swartz, Booyssendal Mine Technical Services Manager.

The LoM production schedules underpinning the Mineral Reserves for Eland Mine have been compiled by Mr Coenie Roux, Eland Mine Technical Services Manager.

The overall responsibility for Northam's Mineral Resources and Mineral Reserves resides with Mr Damian Smith, Northam's Executive: New Business and Mineral Resources.

The compilation of this CPR is based on technical and financial data gathering undertaken between 25 January 2021 and 31 March 2021. The Report Date is 1 May 2021; and the Effective Date and Valuation Date is 31 March 2021. JSE 12.10(a)
SV T1.13

The authors consider this CPR to be compliant with Table 1 of the SAMREC Code and the SAMVAL Code. All facts presented in the report are correct to the best of the CPs and Competent Valuator's knowledge. MSA notes that the analyses and conclusions are limited only by the reported forecasts and conditions. SV T1.4

The CPR will be updated prior to publication of the pre-listing statement, listing particulars, prospectus or Category 1 circular if further material data becomes available after the Effective Date. JSE 12.10 (b)

Platinum, palladium, rhodium and gold, are collectively referred to as 3PGE+Au (4E) with the addition of ruthenium and iridium as 6E in this Report. Chrome and chromite are used interchangeably in this Report, with regards to concentrate produced, operating expenditure and metal pricing.

The singular and plural of Mineral Asset(s) has been used in this Report; both reference the Northam Operations.

The United States dollar (US\$) and South African Rand (ZAR) are the principal currencies used in this Report.

The CPR will be published on the Northam website (www.northam.co.za).



Margin annotations in this CPR reference:

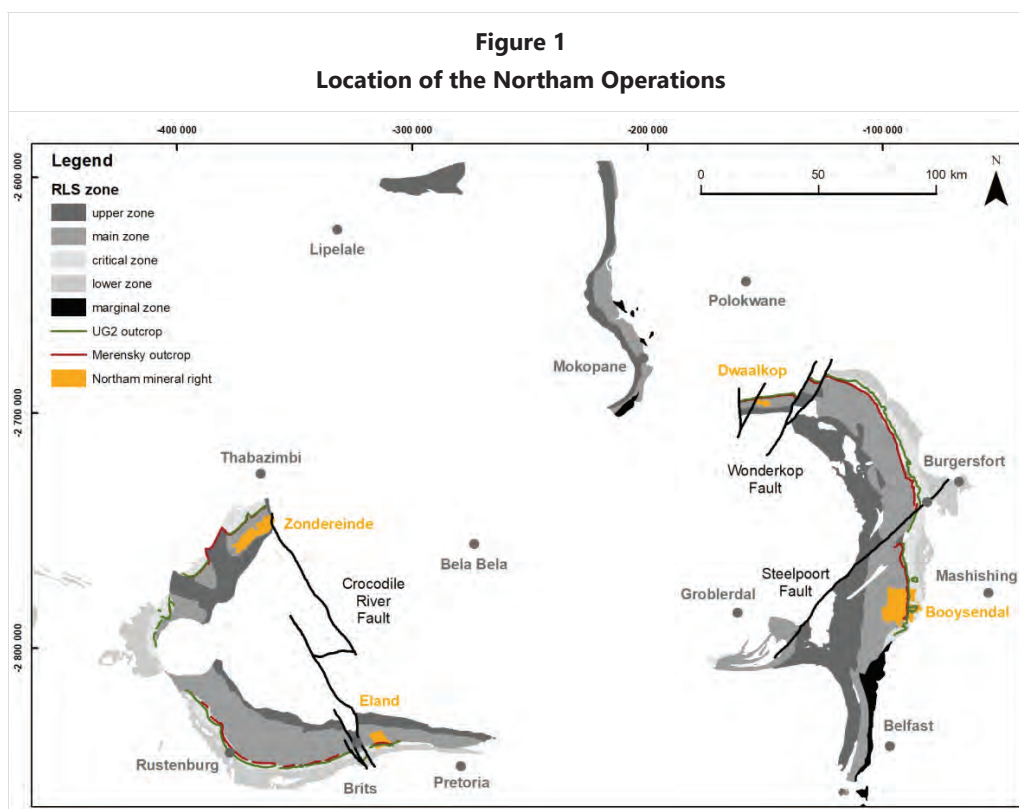
- the Section 12 (Mineral Companies) checklist of the JSE Limited Listings Requirements ('JSE' annotations)
- Table 1 of the SAMREC Code, presented in Appendix 3 (SAMREC Code Checklist), and annotated by 'SR' in the CPR, e.g. SR 1.1(i) relates to Item 1.1(i) in the SAMREC Table 1.
- Table 1 of the SAMVAL Code, presented in Appendix 4 (SAMVAL Code Checklist), and annotated in the CPR, e.g. SV T1.2 relates to Criteria T1.2 of the SAMVAL Code Table 1.

The CPs and Competent Valuator deem this Executive Summary to be a true and accurate reflection of the full CPR. JSE 12.10(h)(xi)

1.2 Project Outline JSE 12.10(h)(ii)

1.2.1 Property Description SR 1.1(ii) SV T1.5

The location of the Mineral Assets or Northam Operations are shown in Figure 1. Dwaalkop has been excluded from the CPR but has been shown in Figure 1 for completeness. A description on Dwaalkop has been provided in Section 1.2.2.



JSE 12.10(h)(iii)
SV T1.1

Note: Excluded in this CPR is Dwaalkop, labelled on the northern portion of the Eastern Limb; Map excludes US recycling operations.

Source: Northam, 2021a.



1.2.2 Dwaalkop Joint Venture Exclusion

The JSE has provided a ruling that full reporting on Dwaalkop is not required (JSE, 2021a). Commentary on the feasibility study and Mineral Resource is provided below, from the Northam Annual Reports.

The Dwaalkop deposit is located in the northern portion of the Eastern Limb of the Bushveld Complex, in which Northam holds a 50% interest through its wholly owned subsidiary Mvelaphanda Resources (Pty) Ltd. The joint venture partner is Sibanye-Stillwater Limited (Sibanye). Northam is a passive partner in Dwaalkop and thus does not control the Mineral Resource estimation, planning or Mineral Reserve estimation processes.

Dwaalkop was granted a new order Prospecting Right on 18 August 2006 (DMR: LP 30/5/1/1/2/870 PR; MPTR: 352/2006352 PR) over 1,452 ha in the Magisterial District of Thabamooopo, Limpopo Province. This Prospecting Right expired on 17 August 2007. A renewal application for the Prospecting Right has been submitted and is in process. In addition, an application for a new order Mining Right was submitted in 2009 and is still in process.

A feasibility study on the viability of mining the Dwaalkop deposit was undertaken in 2017, and a review and update of the mining feasibility study has been initiated, but has not yet been concluded.

As at 30 June 2020, Northam's attributable Mineral Resource is estimated to be 75.61 million tonnes (Mt), at 3.66 g/t 4E, with metal content of 8.89 million ounces (Moz) 4E. This attributable Mineral Resource comprises Merensky Reef mineralisation of 38.05 Mt at 2.98 g/t 4E, with metal content of 3.64 Moz; and UG2 Reef mineralisation of 37.56 Mt at 4.35 g/t 4E, with metal content of 5.25 Moz. The F2020 Mineral Resource has remained unchanged since F2013.

Mineral Resources for Dwaalkop are declared by Sibanye. Northam has consent from Sibanye's Lead Competent Person for their managed PGM operations and projects to publish the Mineral Resources as at 31 December 2019.

1.2.3 Mineral Rights

The South African legislative framework, mineral laws, mining and surface rights, Mining Charter and the applicant's additional responsibilities have been discussed in Section 2 of the Full CPR.

The MSA has been given access to the Mineral Rights, Prospecting Rights and surface rights pertaining to the Northam Operations, although it has not performed any form of dedicated legal due diligence.

All mining and prospecting rights in South Africa are issued by the Department of Mineral Resources and Energy (DMRE) in accordance with the Mineral and Petroleum Resources Development Act, No. 28 of 2002 (the MPRDA). The Northam Operations are wholly owned by Northam or its wholly owned subsidiaries, and the Group has the legal entitlement to such minerals. Northam holds, either directly or through its subsidiaries, new order Mining Rights over the Boosendal Mine, Eland Mine and Zondereinde Mine.

JSE 12.9(d),
12.9(e),
12.10(h)(iv)
SR 1.5(i), 1.5(ii),
1.5(iii), 1.5(iv),
1.5(v)
SV T1.5



In terms of Section 102 of the MPRDA, Northam has applied to consolidate the individual Mining Rights for the Booyssendal Mine and for the Eland Mine into a single consolidated Mining Right for each mine. These applications are in process.

The directors of Northam conclude that all Mineral Rights are held in good order, and Northam management perceives no risk to its rights to continue prospecting for and mining of minerals over any of its properties.

MSA have placed reliance on the legal opinion undertaken by Webber Wentzel, in the letter received by MSA on 27 March 2021, titled Mining Rights held by Northam and its Subsidiaries (Webber Wentzel, 2021).

MSA understands that there are no legal proceedings that may have an influence on the Group's rights to mine at any one of the Northam Operations; and that Northam has the necessary legal title to explore and mine the relevant minerals (Webber Wentzel, 2021).

Mine Work Programmes (MWPs) have been submitted to the DMRE for each Mining Right; Zondereinde MWP (January 2017), Booyssendal MWP (August 2020) and Eland MWP (July 2020).

A condensed summary of Northam's Mining Rights is shown in Table 1 (detailed summary presented in full CPR, Section 2.2.1.1.



Table 1
Condensed summary of Northam Mining Rights

Mine	Type (Northam MR reference)	DMRE Reference	Official Area (ha)	Licence Expiry Date	Holder**	Status
Zondereinde	Converted Mining Right	DMR: LP 30/5/1/2/2/37 MR MPTRO: 155/2012 MR	9,257	12 July 2041	Northam Platinum Limited	Granted/ current
Booyssendal	Converted Mining Right (BN MR)	DMR: LP188 MR MPTRO: 114/2010 MR ##	15,733	9 Sept 2039	Booyssendal Platinum (Pty) Ltd (previously known as Micawber 278 (Pty) Ltd) *	Granted/ current
Booyssendal	Converted Mining Right (BS MR)	DMR: MP127 MR MPTRO: 20/2007	2,799	22 Nov 2021	Booyssendal Platinum (Pty) Ltd*	Renewal application being drafted
Eland	Mining Right (Elandsfontein MR)	DMR: NW30/5/1/2/2/28 0 MR MPTRO 38/2007 MR	3,982	20 Dec 2036	Eland Platinum Pty Ltd*	Granted in terms of Section 23 of MPRDA/ current
Eland	Mining Right (Zilkaatsnek MR)	DMR: NW30/5/1/2/2/34 1MR MPTRO: 47/2009 MR***	419	20 May 2043	Eland Platinum Pty Ltd*	Granted in terms of Section 23 of MPRDA/ current. Renewal application submitted and in process/ pending#

Note: DMRE – Department of Mineral Resources; MPTRO – Mineral and Petroleum Titles Registration Office

* Consolidation of Mining Rights through a DMRE Section 102 is in process for each mine

** Mineral Right 100% owned by Northam Platinum Limited directly or indirectly

*** Amended by two notarial deeds of amendment (executed on 25 Jan 2011 and 20 May 2013)

In terms of section 24(5) of the MPRDA, the Zilkaatsnek MR continues in force until such time as the renewal application is granted or refused

Amended by three notarial deeds amendment with MPTRO reference numbers: MPT11/2010, MPT10/2010, and MPT06/2001

A Prospecting Right application has been submitted by a third party; this application overlaps with for different minerals (dimension stone, iron, phosphate and vanadium) over two properties within the Zondereinde Mine Mining Right. There is an overlapping application for different minerals (chromite) over two properties within the Booyssendal Mine Mining Right. Northam have objected to the Prospecting Right application. A community has instituted a land claim over the planned BS4 module area. The land claim is valid and the properties have and are currently being transferred to the land claimants. Booyssendal Mine has a lease agreement with the community



through a Community Property Association (CPA), where it leases properties that are and will be transferred. There are no land claims over the Zondereinde Mine Mining Rights.

An agreement to purchase the Maroelabult Section of the Crocodile River mine from Barplats Mines Proprietary Limited, a subsidiary of Eastern Platinum Limited, was entered into during F2020. An application for transfer of the Mining Rights is in process and this is expected to be finalised during F2021. There is a historic, valid land claim (submitted in 1997) on Eland Mine for a portion where current infrastructure is located. The claim has been transferred to the Land Claims Court.

MSA has reviewed the immovable property registers for the Northam Operations with regards to surface rights. MSA understands that all surface rights, where critical infrastructure is located, for Zondereinde Mine and Eland Mine are 100% owned by Northam. There are no surface lease agreements required for Zondereinde Mine and Eland Mine. However, at Booyssendal Mine, a portion of the Mining Right associated with the Booyssendal South mining operations is under a lease agreement; this has been discussed in Section 2.3.

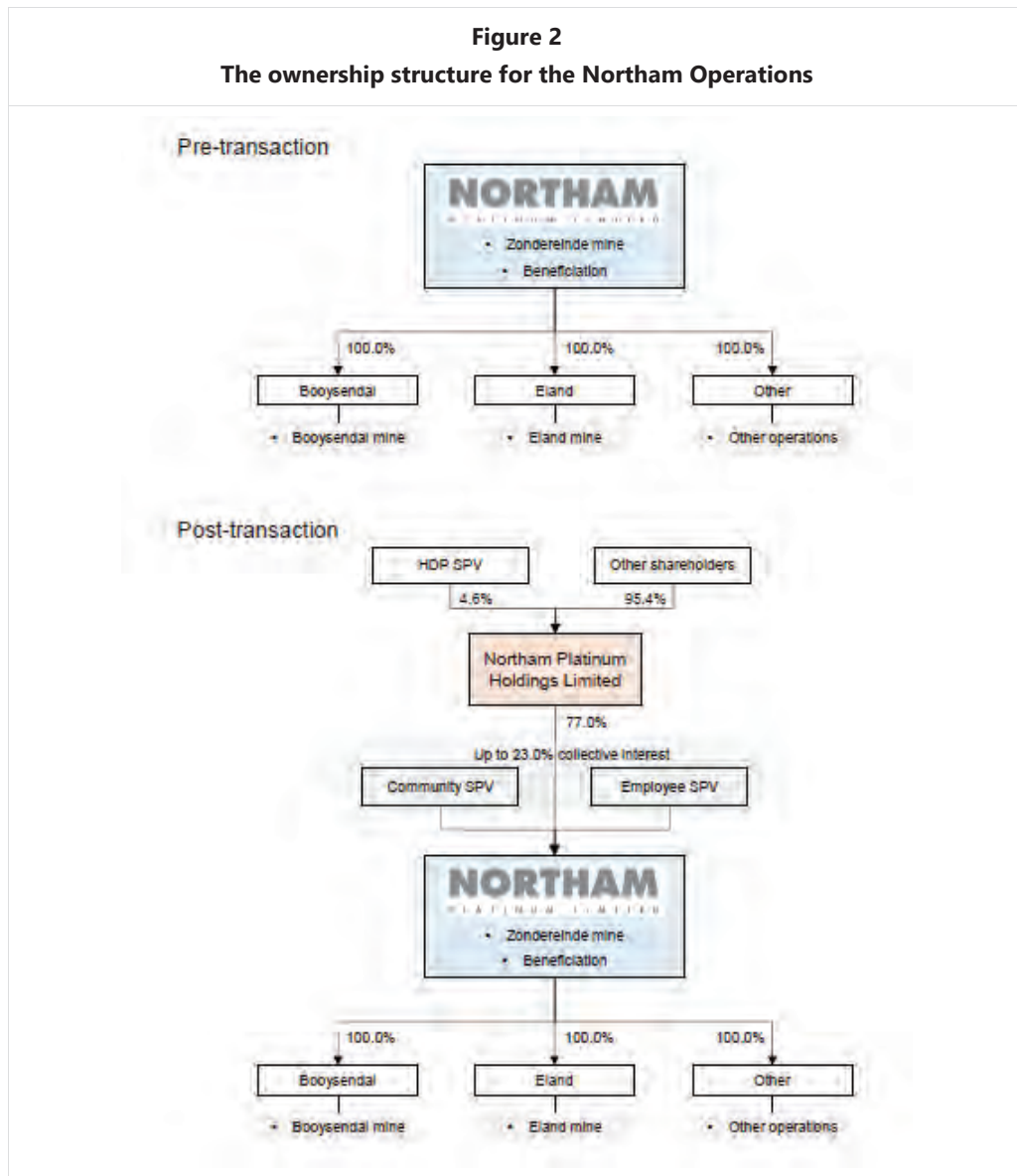
A number of servitudes have been granted and are clearly marked on the Mining Rights Regulation 2(2) plan and Regulation 42 plans for the DMRE. The servitudes are predominately for power lines and right of way.

1.2.4 Ownership

The Northam ownership structure is depicted in Figure 2.



Figure 2
The ownership structure for the Northam Operations



Source: Northam, 2021a.

1.3 Site Visits

MSA staff conducted independent site inspections of the Mineral Assets in 2021 (Table 2).

SR 1.1(iii)
SV T1.0



Table 2
Site inspections undertaken

Company	Contributor	Site Visit Dates	Duties
MSA	Jeremy Witley (Principal Consultant & HoD: MinRes)	25, 26 Feb 2021: Booyssendal Mine 18, 19 March 2021: Zondereinde Mine 16 Feb 2021: Eland Mine	Exploration Sample preparation, analyses, and security Mineral Resource estimate
MSA Associate	Jon Hudson (Principal Mining Engineer)	8,9 Feb 2021: Booyssendal Mine 11,12 Feb 2021: Zondereinde Mine 16 Feb 2021: Eland Mine	Assessment and inspection of mining methods, mining infrastructure, ventilation
Middindi	Franz Bruwer (Senior Rock Engineer)		Assessment and inspection of geotechnical considerations
Turnberry MSA Associate	Gordon Cunningham (Senior Process Engineer)		Assessment and inspection of concentrators, smelter, laboratories, slag dumps, tailings, associated infrastructure and testwork undertaken.
MSA	Richard Garner (HoD: Environmental Services)		Assessment and inspection of EIA, EMPR, MWP, IWULA, water storage facilities, social considerations and geohydrology.
MSA	Vince Agnello (Principal Consultant; Mining Studies)		Assessment of opex, capex, marketing contracts; inspection of bulk infrastructure, overland rope conveyor system, and select surface infrastructure; meetings with HR, SHER and SLP staff

Notes: EIA – Environmental impact assessment; EMPR – Environmental management programme report; MWP – Mine Work Programme; IWULA – Integrated water use licence; HR – Human Resources; SHER – Safety, health, environmental and risk; SLP – Social and labour plan; HoD – Head of Department; MinRes – Mineral Resources.

1.4 Summary of Geological Setting, Deposit Type and Mineralisation

JSE 12.10(h)(v)
SR 2.1(i), 2.1(ii),
2.1(v), 2.1(vi),
2.1(vii)
SV T1.7

Northam's PGM projects and mines occur within the Rustenburg Layered Suite (RLS) of the Bushveld Complex; a layered igneous body that intruded sedimentary and volcanic rocks of the Transvaal Supergroup approximately 2.06 billion years (Ga) ago. The Bushveld Complex is situated in northern South Africa, within the north-central Kaapvaal Craton, where it underlies an area of approximately 65,000 km² and constitutes the world's largest known layered intrusion.

The RLS was derived from differential crystallization of multiple magma injections. The general dip of the RLS layering is towards the centre of the Bushveld Complex normally at between 8° and 25° in the Eastern and Western Limbs but is known to be more steeply dipping in some areas. Individual layers or groups of layers, including the well-known Merensky Reef and UG2 Reef, can be traced along strike for distances in excess of 100 km within the Eastern and Western Limbs,



although lateral facies variations within the sequence are common. The RLS in the Eastern and Western Limbs comprises five principal zones, from the base upwards termed the Marginal, Lower, Critical, Main and Upper Zones. The regional stratigraphy is well established and the Merensky Reef and UG2 Reef are located within the Upper Sub-Zone of the Critical Zone.

PGM mineralisation at Northam's mines is hosted in the Merensky Reef and UG2 Reef in both the Western and Eastern Limbs. The Merensky Reef and UG2 Reef have consistently been the source of most of the world's platinum for several decades. These are tabular layers in the order of one to two metres thick and are laterally persistent for tens of kilometres, locally interrupted by geological features such as faults, dykes, potholes, and iron rich ultramafic pegmatite (IRUP), which can constitute a loss of mineable area.

The PGMs comprise the platinum group elements of platinum (Pt), palladium (Pd), rhodium (Rh), ruthenium (Ru), osmium (Os) and iridium (Ir). Gold (Au) is intimately associated with the PGMs as well as nickel (Ni) and copper (Cu). The UG2 Reef is predominantly a chromitite layer, and tailings sourced from PGM concentration are processed as a secondary source of chromite for the chrome industry. The PGM grades and quantities are typically expressed in terms of a combination of elements most commonly 4E, which is the sum of Pt, Pd, Rh and Au.

1.4.1 Zondereinde Mine

Zondereinde Mine is located in the Western Limb of the Bushveld Complex towards the northern end of the northern lobe. The stratigraphy has been well established through exploration drilling and the local geology of the reefs has been well-defined from approximately 30 years of mining. A reliable geological model has been constructed that support the interpretations based on the drilling information, mining exposures and an aeromagnetic survey interpretation.

The Mining Right can be divided into four blocks. The Central block of the Zondereinde Mine is where most of the mining has taken place to date. The Western Extension block was acquired from Anglo American Platinum Limited (AAPL; previously Anglo Platinum Limited) in 2017 and the mining area has now progressed into the fringes of this block. The Middellaagte Graben block is structurally complex and no mining is anticipated to take place within it. To the northeast of the Middellaagte Graben is an area known as Middeldrift. At the northeast extremity of this block, the Upper Critical Zone that hosts the Merensky Reef and UG2 Reef, terminates against the Far Northern Gap that roughly coincides with the extension of the Crocodile River Fault.

The Merensky Reef and the UG2 Reef occur from approximately 1,150 m below surface at Zondereinde Mine and have been projected from drillholes to 3,130 m below surface at the down-dip extremity. The sub-outcrop is on the neighbouring AAPL Amandelbult Mine Complex to the northwest that includes the Dishaba and Tumela Mines. Both the Merensky Pyroxenite and the UG2 Chromitite Layer strike from southwest to northeast over a strike distance of approximately 22 km, of which approximately 6 km has been exposed in mine workings. The general dip of the Upper Critical Zone layering is approximately 20°SE. The dip varies from 17°SE to 22°SE in the Central block and increases by between 2° and 5° in the Western Extension block.

The Zondereinde Mine deposit occurs within the regional Swartklip Facies, where the Merensky Reef and UG2 Reef are separated by several magmatic cycles including the Upper and Lower



Pseudo Reef. Locally, two sub-facies of Merensky Reef occur, the Normal and the Regional Pothole sub-facies, with the latter being where the Merensky Pyroxenite has cut through the Merensky footwall sequence in a step like manner to eventually rest on the Lower Pseudo Reef. In the Regional Pothole sub-facies, the Merensky Reef and UG2 Reef are stratigraphically separated by approximately 20 m rather than 40 m in the Normal sub-facies. Several sub-types exist within the Regional Pothole sub-facies and recognition of these sub-types is important in understanding the mineability of the Merensky Reef. Various Mineral Resource cuts are applied, depending on the sub-type, that are based on the grade distribution around one or two chromitite stringers.

The UG2 Reef ranges from 1.3 m to 1.5 m in thickness and comprises a 1.0 m thick main poikilitic chromitite layer (Main Member) overlain by up to two thin (0.10 m to 0.15 m thick) chromitite layers (Leaders; L1 and L2). A third, 0.01 m thick Leader (L3) occurs intermittently approximately 1.5 m above the L2. The UG2 Reef is underlain by a thick pyroxenite, which is pegmatoidal at the immediate UG2 Reef footwall contact and is sporadically well mineralised. The nature of the UG2 Reef is generally consistent across the property with a trend of narrower, higher-grade reef towards the southwest. The UG2 Reef is a composite reef comprising the L1 and L2 Leader chromitite layers and intervening pyroxenite, the Main Member chromitite layer and 10 cm of footwall lithology.

Various generations of faults and dykes occur that strike in several directions and are generally steeply dipping. Three of the larger structures are major water bearing structures that were challenging in the earlier years of mining, have been compartmentalised within barrier pillars, and are now routinely managed using experience gained over the long period of mining.

The UG2 Reef potholes are a downward transgression of the hangingwall layering through underlying layers resulting in highly disturbed reef. These types of potholes are ubiquitous in all Western and Eastern Limb PGM mines and constitute geological losses, along with faults and dykes. IRUP occurrences are known to occur in the area, however they have to date not seriously impacted on mining. Much of the Merensky Reef occurs within the Regional Pothole sub-facies that contains mineable Merensky Reef, although potholing within this regional feature contributes to geological losses where the Merensky Reef transitions through the stratigraphy.

1.4.2 Booyssendal Mine

Booyssendal Mine is located in the Eastern Limb of the Bushveld Complex towards the southern extremity of the southern sector. The stratigraphy has been well established through exploration drilling and mining over a number of years. A reliable geological model has been constructed that supports the interpretations, based on the drilling information, mining exposures, surface mapping, an aeromagnetic survey interpretation and reasonable assumptions.

The Merensky Pyroxenite and the UG2 Chromitite Layer outcrop along the western flank of the Groot Dwars River Valley over a strike length of approximately 14 km. The mineralised layers strike approximately north to south and dip from 10° to 12° to the west.

Aside from mostly minor structural disturbances, both the UG2 Reef and the Merensky Reef are interpreted to be continuously developed across the Mining Right area. The UG2 Reef is projected



to reach an estimated depth of 2,200 m below surface at the northern limit of the Mining Right. The Merensky Reef lies approximately 175 m above the UG2 Reef.

Two chromitite layers are recognised in the UG2 Reef at Booysendal Mine; the Main Chromitite overlain by the Leader Chromitite. The Main and Leader Chromitite layers are juxtaposed in places and, when not separated by a narrow layer of pyroxenite, are discernible mainly by the poikilitic texture of the Leader Chromitite. The PGM grade distribution through the combined chromitite has a bimodal characteristic with peaks on the footwall contacts of the two chromitite layers. The Leader Chromitite is overlain by a pyroxenite unit that contains several discrete chromitite layers known as the "Triplets", which have been termed UT0 to UT5 and UPC. The occurrence and separation of these layers relative to the Leader and each other is variable.

The UG2 Reef characteristics vary from north to south. These variations have been described as facies changes. Three broad zones have been identified that have differing characteristics; from north to south being Normal, Slump and Abutment Facies, with the geological complexity expected to increase southwards. Mining to date has been in the Normal Facies. In the eastern portion of the Slump Facies a large synformal structure occurs in the UG2 Reef where the historic Everest Mine is situated. The Everest Mine was acquired from Aquarius Platinum SA (Pty) Ltd (Aquarius) in 2015 and is now referred to by Northam as the BSU4 mine block.

Mineral Resource cuts are defined within the currently defined mine blocks that are aligned with the mechanised bord and pillar mining method used at Booysendal Mine. The cut includes the Triplets (up to and including UT3) in areas where the separation between the Leader Chromitite and UT2 is less than 1 m. The decision to mine the Triplets up to UT3 is an economic one, rather than geotechnical, as they do not form weak planes in the hangingwall in the current mining areas. Outside the defined mining blocks, in the Extension areas, where the mining method has not been defined, the Mineral Resource cut consists of the Main and Leader Chromitite layers.

The Merensky Pyroxenite at Booysendal Mine is a thick (approximately 5 m) feldspathic pyroxenite, which contains a narrow chromitite stringer near its top contact. The reef portion in the mine blocks has been defined over a thickness of either 190 cm or 210 cm depending on the grade distribution. Outside the mine blocks in the Extension areas, a 1 g/t 4E threshold is applied to define the base of the cut within the hangingwall formed by the top of the Merensky Pyroxenite. No notable facies variations occur in the Merensky Pyroxenite within the Mining Right area.

Various generations of faults and dykes occur that strike in several directions and are generally steeply dipping. These have not to date severely impacted on mining and the structures are relatively minor in nature with throws of generally less than 5 m.

Potholes are downward transgressions of the hangingwall layering through underlying layers resulting in highly disturbed reef at Booysendal. Potholes are ubiquitous in all Western and Eastern Limb PGM mines and constitute geological losses, along with faults and dykes. Occurrences of IRUP have not been identified at Booysendal Mine and are therefore not expected to have a major impact on mining.



1.4.3 Eland Mine

Eland Mine is located in the Western Limb of the Bushveld Complex towards the eastern extremity of the southern lobe. The stratigraphy has been well established through exploration drilling and mining over a number of years. A reliable geological model has been constructed that supports the interpretation, based on the drilling information, mining exposures, and an aeromagnetic survey interpretation.

The Merensky Pyroxenite and the UG2 Chromitite Layer sub-outcrop below the soil cover over a strike length of approximately 6.7 km. The predominant strike direction near surface is 080° in the west that swings to 100° toward the east around a basin feature, to 050° at the eastern limit of the Mining Right. The dip of the UG2 Reef is from 16° to 22° northwards. Aside from mostly minor structural disturbances, both the UG2 Reef and the Merensky Reef are interpreted to be continuously developed across the Mining Right area and the UG2 Reef is projected to reach an estimated depth of 2,200 m below surface at the northern limit of the Mining Right.

Two layers of chromitite are recognised in the UG2 Reef at Eland Mine; a basal chromitite layer (UG2 Lower Chromitite or U2L) overlain by another chromitite layer (UG2 Upper Chromitite or U2U). The Upper and Lower chromitite layers are often visibly indistinct from one another and, when not separated by a narrow layer of pyroxenite or anorthosite (IWP), are discernible mainly by their geochemical signatures. The PGM grade distribution through the combined chromitite has a bimodal characteristic with peaks on the footwall contacts of the U2L and U2U.

The UG2 Reef characteristics vary from west to east. These variations have been described as facies changes (or sub-reef types). The UG2 Reef at Eland Mine is subdivided into three facies based on the morphology of the chromitite cycle; namely, Normal, Split and Zilkaats facies. The transition from Normal to Zilkaats facies involves an increase in the thickness of the IWP eastward whilst absorbing the U2L, represented by thin chromitite lenses within the IWP, until the eventual complete disappearance of the U2L. The facies types are important as they are used to define the Mineral Resource cut which will be extracted during mining. The UG2 Reef Mineral Resource cut at Eland Mine varies between 1 m and 2 m in thickness.

The Merensky Pyroxenite at Eland Mine is a thick (13 m) feldspathic pyroxenite. The reef portion has been defined as the upper 3 m of the pyroxenite. No notable facies variations occur in the Merensky Pyroxenite within the Mining Right area. The Merensky Reef is relatively low grade and Mineral Resources have only been defined for potential open pit mining from the sub-crop to 50 m below surface.

Various faults and dykes occur. The Kareespruit Fault traverses the Mining Right property along a northeasterly trend and has a down-throw of approximately 350 m to the north. This divides the mine into two major fault blocks, although no mining is currently planned in the northern block or in the immediate vicinity of the Kareespruit Fault. No major faults are evident in the southern areas, although a significant increase in faulting is observed toward the east, particularly in the Zilkaatsnek and Schietfontein farm portions, where a fault zone has a similar trend to the Kareespruit fault. A series of sub-vertical northwesterly trending Karoo age dolerite dykes as well as north-northwesterly trending Pilanesberg age syenite dykes occur throughout the property. Minor northwesterly trending lamprophyre dykes have also been identified in drillhole



intersections and underground workings. The lamprophyre dykes are known for their tendency to deteriorate when exposed in the mining excavations creating hazardous ground conditions.

A shallow dipping shear structure parallels the UG2 Reef hangingwall contact and is locally referred to as the Hangingwall Shear (HW Shear). It has been widely identified in drillhole intersections and in underground mining excavations. Mining by the previous owner at Eland Mine experienced mining conditions that were severely impacted by this pervasive structure, in particular where it rests in close proximity to the UG2 Reef hangingwall contact. The HW Shear has been observed to crosscut through the UG2 Reef into the footwall in places.

Potholes are downward transgressions of the layering through underlying layers resulting in highly disturbed reef at Eland Mine. Potholes are ubiquitous in all Western and Eastern Limb PGM mines and constitute geological losses, along with faults and dykes. Occurrences of IRUP are rare at Eland Mine and are not expected to have a major impact on mining.

1.5 Exploration and Drilling, Sampling Techniques and Data

SR 3.1(i), 3.1(ii),
3.1(iii), 3.2(i),
3.3(i), 3.4(i)

1.5.1 Zondereinde Mine

Exploration work has been conducted by AAPL in the Western Extension block, and by Gold Fields of South Africa (GFSa) in the Central and Middeldrift blocks. The exploration work included airborne aeromagnetic surveys and surface diamond drilling targeting the Merensky Reef and UG2 Reef. AAPL completed a three-dimensional (3D) seismic survey over a portion of the Western Extension block and has shared its geological interpretation with Northam.

The GFSa surface exploration comprised nine diamond drillholes in the Central block and a further 14 diamond drillholes (two of which lie approximately 1 km to the north of the Mining Right) in the Middeldrift block that were drilled prior to 1990. This drilling formed the basis of the decision to establish the mine. AAPL completed 32 surface drillholes in the Western Extension block, that was part of its Amandelbult Mining Right at the time, that were completed in several campaigns from 1989 to 2008.

Over 40,000 channel sample sections have been collected from underground reef exposures. These are spaced between 5 m and 25 m apart and form the basis of the Mineral Resource estimate for the Central section of the mine. The samples were assayed at the Zondereinde Mine laboratory.

The AAPL drilling work that underpins the Western Extension block Mineral Resource has been completed using general industry standard processes. The samples were assayed at the Anglo American Research and Setpoint Laboratories. The GFSa drilling is applicable to the Middeldrift block. It was carried out more than 30 years ago using standard processes in place at the time and the samples were assayed at the GFSa laboratory in Johannesburg.

1.5.2 Booysendal Mine

Exploration work has been conducted by various companies on the Mining Right, namely AAPL, Aquarius and Northam. The exploration work included mapping, airborne aeromagnetic surveys, trenching and diamond drilling targeting the Merensky Reef and UG2 Reef.



AAPL completed 261 diamond drillholes over the Booysendal Mining Right from 2002 to 2009. Aquarius provided Northam the diamond drillhole data for 248 holes, of which 26 holes were drilled south of the UG2 Reef outcrop (i.e., stratigraphically below the UG2 Reef). Northam has endeavoured to verify the exploration work completed by AAPL prior to its involvement in the project, however the original Aquarius records are not available. Northam has completed 106 surface diamond drillholes on the property and the results obtained are broadly consistent with those of AAPL. Underground mining has taken place in several areas within the Mining Right and much information has been gained on the nature of the Merensky Reef and UG2 Reef, including numerous channel sample sections.

The diamond drilling work that underpins the Mineral Resource estimates at Booysendal Mine has been completed using general industry standard processes. The assaying work for the AAPL and Northam surface drillholes was completed by reputable laboratories (Anglo American Research Laboratories, SGS Analytical Services and Mintek), although little is known about the Aquarius data. The underground channel samples were assayed by the Booysendal Mine laboratory. Given the uncertainty in processes used for the Aquarius data and concerns in the quality of the 4E gravimetric assay method used by the Booysendal Mine laboratory, these data have been restricted in their influence on the Mineral Resource estimate.

The channel samples are spaced between 15 m and 60 m apart, although they are sparser in some areas. Surface drillholes are generally spaced 200 m apart within the shallower areas that comprise the mine blocks. Drilling becomes progressively sparser westwards as the reef become deeper, this being impacted by the steep escarpment restricting access to suitable drilling sites. The UG2 Reef has been intersected by drillholes to a depth of approximately 2,000 m below surface at Booysendal Mine, however the sample assays of the three deepest holes that were drilled by AAPL are not currently available, and they were not considered for Mineral Resource estimation or exploration purposes.

1.5.3 Eland Mine

Exploration work has been conducted by various companies on the Mining Right. Exploration prior to Northam's ownership commenced in the late 1980s and continued up until 2013. The activities included mapping, airborne aeromagnetic surveys, trenching and diamond drilling targeting the Merensky Reef and UG2 Reef.

The majority of the drilling at Eland Mine is diamond drilling completed between 2006 and 2013 by Xstrata plc (Xstrata) and Glencore Operations South Africa (Pty) Ltd (Glencore). AAPL completed 69 holes in 1981 and from 1999 to 2002. Northam has endeavoured to verify the exploration work completed prior to its involvement in the project, resulting in a reliable data base that securely hosts the validated exploration drilling data at Eland Mine. Northam has not carried out extensive exploration within the Mining Right area, with surface geological work being limited to trenching to locate outcrops of the Merensky Reef and UG2 Reef in proposed open pit areas, and seven drillholes for the proposed eastern UG2 Reef Open Pit and along the Kukama Shaft declines in 2019 and 2020. The near surface UG1 Chromitite Unit was investigated by trenching and the drilling of 11 short drillholes, prior to any future sterilisation by the tailings dam.



The diamond drilling work that underpins the Mineral Resource estimates at Eland Mine has been completed using general industry standard processes and the more recent sample assays have been subjected to routine quality control and quality assurance processes outside of those used by the laboratory itself. The assaying work was completed by reputable laboratories; Anglo American Research Laboratories, ALS Chemex and SGS Analytical Services.

Surface diamond drillhole intersections are generally spaced 200 m apart in the southern part of the central Mining Right where the UG2 Reef is mostly less than 400 m below surface. Thereafter, drillhole spacing is between 200 m and 400 m apart up to a UG2 Reef depth of approximately 700 m below surface. Further down-dip, the drillhole spacing is wide and the evaluation of the UG2 Reef relies on the assumption of its generally continuous nature. The UG2 Reef has been intersected by drillholes to a depth of approximately 1,300 m below surface.

1.5.4 Planned exploration budget and programme

JSE 12.9(e)(i),
12.10(e)(ii),
12.10(e)(iii),
12.10(h)(vi)

1.5.4.1 Zondereinde Mine

No exploration has been completed by Northam. Exploration by GFSA was carried out over 30 years ago and the expenditure incurred is not known. The AAPL exploration took place over a long period of time (1989 to 2008) and the expenditure details are not known by Northam.

Previous and planned exploration expenditure is listed in Table 3. Grade control and drilling to mitigate operational risk in areas already defined as Mineral Reserves is not included in budget and future requirements, as it is outside of the broad definition of exploration. The planned exploration is mainly to upgrade Inferred Mineral Resources to Indicated Mineral Resources in the Western Extension block.

Table 3 Summary of previous and planned exploration expenditure – Zondereinde Mine			
Type	Expenditure (ZAR millions)	Period	Purpose
Exploration expenditure incurred	-	-	-
Committed exploration expenditure	-	-	-
Budgeted planned exploration expenditure	10.1	2022 & 2023	3 diamond drillholes for 5,400 m. Includes new core-yard ZAR 2.0 million.
Future exploration expenditure requirements	68.8	2024 onwards	20 diamond drillholes for 36,000 m in Western Extension block. Includes ZAR 2.0 million for reprocessing geophysics data.

Source: Northam, 2021a.

1.5.4.2 Booyseindal Mine

Planned and previous exploration expenditure is listed in Table 4. Exploration expenditure prior to Northam's ownership is not available. Grade control and drilling to mitigate operational risk in areas already defined as Mineral Reserves is not included in future and budget requirements, as it



is outside the broad definition of exploration. The planned exploration is to upgrade Inferred Mineral Resources to Indicated Mineral Resources in the BS3 block to the west of the historic Everest Mine (BS4) area and to infill the down-dip areas outside the defined mining blocks in order to understand their potential for future mining.

Table 4 Summary of previous and planned exploration expenditure – Booyssendal Mine			
Type	Expenditure (ZAR millions)	Period	Purpose
Exploration expenditure incurred	42.2	2015-2018	108 diamond drillholes for 29,528 m
Committed exploration expenditure	8.5	2021	16 diamond drillholes for 8,000 m
Budgeted exploration expenditure	32.0	2022 & 2023	40 diamond drillholes for 32,000 m. BS3 block.
Future exploration expenditure requirements	36.6	2024 onwards	36 diamond drillholes for 28,800 m

Source: Northam, 2021a.

1.5.4.3 Eland Mine

Planned and previous exploration expenditure is listed in Table 5. Exploration expenditure prior to Northam's ownership is not available. Grade control and drilling to mitigate operational risk in areas already defined as Mineral Reserves is not included in future and budget exploration, as it is outside of the broad definition of exploration.

Table 5 Summary of previous and planned exploration expenditure - Eland Mine			
Type	Expenditure (ZAR millions)	Period	Purpose
Exploration expenditure incurred	4.0	2019 & 2020	21 diamond drillholes for 4,176 m in shallow areas. Includes ZAR 0.6 million for geophysical survey in future open pit area
Committed exploration expenditure	0.0	-	-
Budgeted exploration expenditure	8.0	2021 & 2022	8 diamond drillholes for 8,000 m, to increase Indicated Resources south of the Kareespruit Fault
Future exploration expenditure requirements	46.4	2022 onwards	40 diamond drillholes for 32,000 m. Includes ZAR 5.0 million for geophysical survey in deeper areas

Source: Northam, 2021a.



1.6 Mineral Resource Estimates (MREs)

1.6.1 Zondereinde Mine

JSE 12.9(a)(i),
12.10(h)(ix)
SR 4.2(ii), 4.5(vii)
SV T1.9

The grade block models were constructed using Datamine Studio RM software and were completed in-house by the Northam Mineral Resource Consultant, Mr Dennis Hoffmann.

For the Central and Western Extension areas, PGM grade, reef thickness and density were estimated from validated diamond drillhole and channel sample composite data using ordinary kriging into a set of two-dimensional (2D) block models. Estimates were generated for each layer in the UG2 Reef using ordinary kriging and combined into a single reef cut. The Regional Pothole sub-facies Merensky Reef estimation followed a probabilistic assessment of the proportion of each sub-type using indicator kriging. The grades and density of each sub-type were estimated using ordinary kriging into the block model and the indicator kriged proportions of each sub-type were applied to create the final block model. The Normal sub-facies Merensky Reef grade and density was estimated using inverse distance squared.

For the Middeldrift block UG2 Reef, ordinary kriging of the accumulation of PGM and length and density was used to estimate a block model made up of 500 m cells. For the Middeldrift block Merensky Reef, a 140 cm cut was defined for all intersections and the declustered mean grade and density of the intersections were calculated to provide a global estimate.

The estimates have been reviewed by MSA. MSA considers that the estimates are a reasonable representation of the quantity and quality of the *in-situ* mineralisation. It is furthermore MSA's opinion that the Zondereinde Mineral Resources have been prepared in accordance with the guidelines of the SAMREC Code and that the classification of Measured, Indicated and Inferred that has been applied by Zondereinde Mine, reasonably represents the confidence in the estimates.

JSE 12.10(d),
12.10(e)

1.6.1.1 UG2 Reef Mineral Resource Statement

SR 4.5(v)

The UG2 Reef Mineral Resource extends from the upper limit of the Mining Right approximately 1,180 m below surface, or from the limit of the underground mine workings, to a depth of approximately 2,700 m below surface at the limit of the Inferred Mineral Resource. The Mineral Resource excludes any remnant areas within the mined-out areas as well as water pillars and the shaft pillar. The Mineral Resource cut is a combination of Main Member and Leader Chromitite layers and includes 10 cm of mineralised footwall, which provides for a Mineral Resource cut suitable for a narrow conventional stoping mining method.

The UG2 Reef Mineral Resource has been classified into the Measured, Indicated and Inferred Mineral Resource categories in accordance with the guidelines of the SAMREC Code, and is shown in Table 6.

All areas of UG2 Reef defined as a Mineral Resource are considered to have reasonable prospects for eventual economic extraction based on assumed parameters. The theoretical cut-off grade was calculated as 2.32 g/t 4E which is based on a continuation of the current narrow conventional stoping method with back fill and hydropower cooling.



Table 6
Total Zondereinde Mine UG2 Reef Mineral Resource Estimates as at 31 March 2021

Block	Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Western Extension	Measured	0.0	-	0.0
	Indicated	19.2	5.48	3.4
	Inferred	18.4	5.63	3.3
	Total	37.6	5.55	6.7
Central	Measured	5.3	4.73	0.8
	Indicated	42.2	5.05	6.9
	Inferred	34.1	5.07	5.6
	Total	81.6	5.04	13.2
Middeldrift	Measured	0.0	-	0.0
	Indicated	0.0	-	0.0
	Inferred	96.5	5.27	16.3
	Total	96.5	5.27	16.3
Total Zondereinde	Measured	5.3	4.73	0.8
	Indicated	61.5	5.19	10.2
	Inferred	149.0	5.27	25.2
	Total	215.7	5.23	36.3

Notes: The Zondereinde Mine UG2 Reef Mineral Resource is reported above a cut-off grade of 2.32 g/t 4E
The Mineral Resource reported constitutes 100% of the Mineral Resource at Zondereinde.
Values have been rounded and minor computational errors may occur.
Mineral Resources are inclusive of those converted to Mineral Reserves.
 $4E = Pt + Pd + Rh + Au$.
Mineral Resources are reported after a percentage has been removed from the area to cater for geological losses.
These are 36% for Zondereinde and Western Extension. For Middeldrift a geological loss of 36% was also applied.
The average thicknesses of the UG2 Reef Mineral Resource cuts are 1.46 m at Zondereinde Central, 1.26 m at Western Extension and 1.37 m at Middeldrift.

The reader is advised that the assessment to satisfy the criteria of reasonable prospects for eventual economic extraction (RPEEE) is not an attempt to estimate Mineral Reserves. Costs and technical challenges could increase more than expected at depth, which may impact on RPEEE for the deeper areas of the Mining Right.

A significant portion of the UG2 Reef Inferred Mineral Resource (approximately 50%) has been extrapolated from the drillhole intersections or channel samples, which accounts for approximately 35% of the total UG2 Reef Mineral Resource at Zondereinde Mine. The distance of extrapolation was limited to 1,600 m from the drillholes or channel samples and a depth constraint of 2,700 m below surface was applied. In the Competent Persons opinion, it is reasonable to assume that the majority of the Inferred Mineral Resource could be upgraded to Indicated Mineral Resource with further exploration.



1.6.1.2 Merensky Reef Mineral Resource Statement

SR 4.5(v)

The Merensky Reef Mineral Resource extends from the upper limit of the Mining Right approximately 1,150 m below surface, or from the limit of the underground mine workings, to a depth of 2,700 m below surface at the limit of the Inferred Mineral Resource. The Mineral Resource excludes any remnant areas within the mined-out areas as well as water pillars and the shaft pillar. Mineral Resource cuts were based on the various Merensky Reef sub-facies and sub-types at Zondereinde Mine, and parameters were applied that take a narrow conventional stoping mining method into consideration.

The Merensky Reef Mineral Resource has been classified into the Measured, Indicated and Inferred Mineral Resource categories in accordance with the guidelines of the SAMREC Code, and is shown in Table 7.

All areas of Merensky Reef defined as a Mineral Resource are considered to have reasonable prospects for eventual economic extraction based on assumed parameters. The theoretical cut-off grade was calculated as 3.39 g/t 4E, which is based on a continuation of the current narrow conventional stoping method with back fill and hydropower cooling.



Table 7
Total Zondereinde Mine Merensky Reef Mineral Resource Estimates as at 31 March 2021

Block	Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Western Extension	Measured	1.3	7.84	0.3
	Indicated	15.4	7.14	3.5
	Inferred	13.3	6.76	2.9
	Total	29.9	7.00	6.7
Central	Measured	0.9	9.87	0.3
	Indicated	12.6	7.59	3.1
	Inferred	33.8	6.92	7.5
	Total	47.2	7.15	10.9
Middeldrift	Measured	0.0	-	0.0
	Indicated	0.0	-	0.0
	Inferred	84.7	7.72	21.0
	Total	84.7	7.72	21.0
Total Zondereinde Mine	Measured	2.1	8.66	0.6
	Indicated	27.9	7.34	6.6
	Inferred	131.8	7.42	31.4
	Total	161.8	7.42	38.6

Notes: The Zondereinde Mine Merensky Reef Mineral Resource is reported above a cut-off grade of 3.39 g/t 4E. The Mineral Resource reported constitutes 100% of the Mineral Resource at Zondereinde Mine. Values have been rounded and minor computational errors may occur. Mineral Resources are inclusive of those converted to Mineral Reserves. $4E = Pt + Pd + Rh + Au$. Mineral Resources are reported after a percentage has been removed from the area to cater for geological losses. These are on average for Zondereinde and Western Extension 23% for Normal, 33% for Measured and Indicated Regional Pothole and 40% for Inferred Regional Pothole. For Middeldrift, a geological loss of 27.8% was applied. Mineral Resource cuts were applied for each Merensky Reef sub-facies type. Mineral Resource cuts at Zondereinde Mine and Western Extension are fixed cuts from 1.1 m to 1.6 m. For Middeldrift a fixed cut of 1.40 m was applied.

The reader is advised that the assessment to satisfy the criteria of reasonable prospects for eventual economic extraction (RPEEE) is not an attempt to estimate Mineral Reserves. Costs and technical challenges could increase more than expected at depth, which may impact on RPEEE for the deeper areas of the Mining Right.

A significant portion of the Inferred Merensky Reef Mineral Resource (approximately 50%) has been extrapolated from the drillhole intersections or channel samples, which accounts for approximately 40% of the total Merensky Reef Mineral Resource at Zondereinde Mine. The distance of extrapolation was limited to 1,600 m from the drillholes or channel samples and a depth constraint of 2,700 m below surface was applied. In the Competent Persons opinion, it is



reasonable to assume that the majority of the Inferred Mineral Resource could be upgraded to Indicated Mineral Resource with further exploration.

1.6.1.3 Comparison between the June 30, 2020 and March 31, 2021 Mineral Resource estimates

SR 1.4(ii), 4.5(iv)
4.5 (vi)

The Zondereinde (Central) and Western Extension Mineral Resource estimates underwent a complete revision since June 2020, both in terms of the estimation and classification methodology. A block modelling approach was applied and the Anglo Platinum drillhole data for the Western Extension block was accepted for inclusion in the data set. This additional data provided important information on grade, thickness and facies trends that was incorporated in the modelling.

The Middeldrift block UG2 Reef Mineral Resource estimate was revised in 2021 with the previous polygonal approach being replaced by a block model estimate. The Middeldrift block Merensky Reef estimate was revised in 2021 and a fixed thickness cut was applied rather than the previous variable thickness cut.

The Inferred Mineral Resource extrapolation and depth limits were revised. Extrapolation was limited to 1,600 m from the nearest drillhole or channel sample intersection and a 2,700 m depth limit was applied. This resulted in a significant reduction to the Inferred Mineral Resource tonnages (Table 8 and Table 9).

Table 8
Comparison of total Zondereinde Mine UG2 Reef Mineral Resources between the 30 June 2020 and 31 March 2021 estimates

Mineral Resource Classification	March 2021 Estimate			June 2020 Estimate			Percentage difference		
	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Measured	5.3	4.73	0.8	7.7	4.85	1.2	-31%	-3%	-33%
Indicated	61.5	5.19	10.2	78.6	4.99	12.6	-22%	3%	-19%
Inferred	149.0	5.27	25.2	247.7	5.06	40.3	-40%	4%	-37%
Total	215.7	5.23	36.3	334.0	5.04	54.2	-35%	4%	-33%

Notes: The Mineral Resource reported constitutes 100% of the UG2 Reef Mineral Resource at Zondereinde Mine.

Values have been rounded and minor computational errors may occur.

Mineral Resources are inclusive of those converted to Mineral Reserves.

4E = Pt+Pd+Rh+Au.



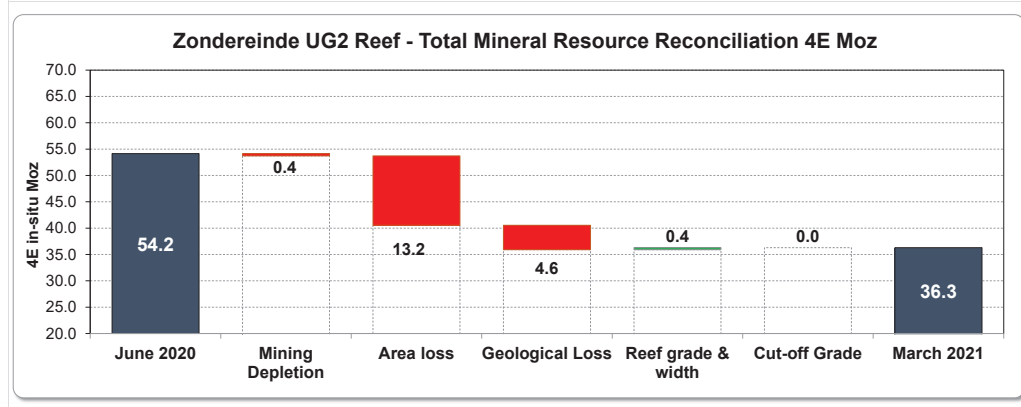
Table 9
Comparison of total Zonderiende Mine Merensky Reef Mineral Resources between the
30 June 2020 and 31 March 2021 estimates

Mineral Resource Classification	March 2021 Estimate			June 2020 Estimate			Percentage difference		
	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Measured	2.1	8.66	0.6	3.2	7.78	0.8	-34%	14%	-25%
Indicated	27.9	7.34	6.6	38.2	7.82	9.6	-27%	-6%	-31%
Inferred	131.8	7.42	31.4	165.6	7.42	39.5	-20%	0%	-21%
Total	161.8	7.42	38.6	207.0	7.50	49.9	-22%	-1%	-23%

Notes: The Mineral Resource reported constitutes 100% of the Merensky Reef Mineral Resource at Zondereinde Mine.
Values have been rounded and minor computational errors may occur.
Mineral Resources are inclusive of those converted to Mineral Reserves.
4E = Pt+Pd+Rh+Au.

A reconciliation of the total Mineral Resource 4E content is shown in Figure 3 for the UG2 Reef and Figure 4 for the Merensky Reef.

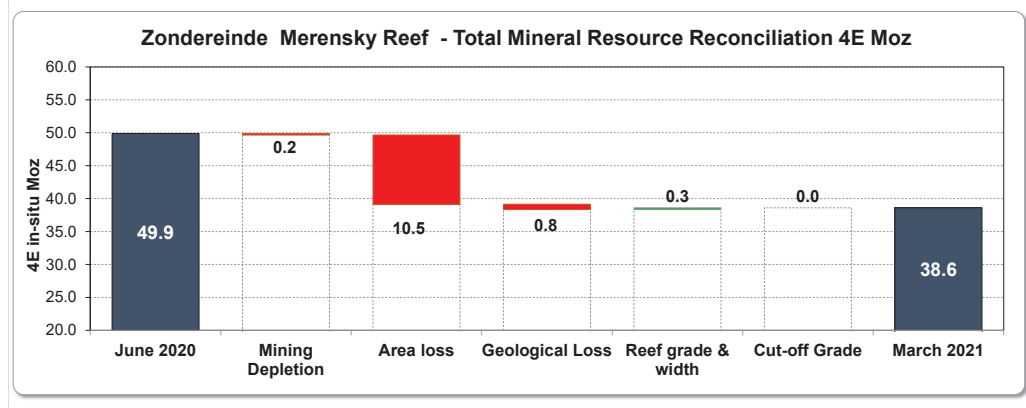
Figure 3
UG2 Reef reconciliation by 4E ounces – 30 June 2020 to 31 March 2021 – all Zondereinde Mine



Note: Values have been rounded and minor computational errors may occur.



Figure 4
Merensky Reef reconciliation by 4E ounces – 30 June 2020 to 31 March 2021 – all
Zondereinde Mine



Note: Values have been rounded and minor computational errors may occur.

1.6.2 Booyensdal Mine

The geological and grade models were constructed using Datamine Studio RM software and were completed in-house by the Northam Mineral Resource Consultant, Mr Dennis Hoffmann. PGM and base metal grades, reef thickness and density were estimated using ordinary kriging into block models of 100 m or 500 m cell size from a set of validated diamond drillhole and underground channel sample composite data. Estimates were generated for both the Merensky Reef and UG2 Reef cuts over the whole area and the final estimates for each reef were cut from the model using the facies boundaries. The Aquarius diamond drillhole data were restricted in the estimation to only influence the BSU4 mine block in which they occur. Similarly, the Booyensdal Mine channel sample data were only allowed to influence the current mine blocks and immediate surrounds.

The estimates have been reviewed by MSA. MSA considers that the estimates are a reasonable representation of the quantity and quality of the *in-situ* mineralisation. It is furthermore MSA's opinion that the Booyensdal Mine Mineral Resources have been prepared in accordance with the guidelines of the SAMREC Code and that the classification of Measured, Indicated and Inferred that has been applied by Booyensdal Mine, reasonably represents the confidence in the estimates.

JSE 12.9(a)(i),
12.10(h)(ix)
SR 4.2(ii), 4.5(viii)
SV T1.9

JSE 12.10(d),
12.10(e)

1.6.2.1 UG2 Reef Mineral Resource Statement

SR 4.5(v)

The UG2 Reef Mineral Resource extends from 10 m below outcrop to a depth of approximately 1,800 m below surface at the limit of the Inferred Mineral Resource. The Mineral Resource excludes any remnant areas or existing pillars within the mined-out areas. Mineral Resource cuts were based on the various UG2 Reef cuts at Booyensdal Mine, and parameters were applied within the currently defined mining blocks that take a bord and pillar stoping mining method into consideration. Outside of the currently defined mining blocks, the cut is restricted to the Main and Leader Chromitite layers and any internal pyroxenite partings.

The UG2 Reef Mineral Resource has been classified into the Measured, Indicated and Inferred categories in accordance with the guidelines of the SAMREC Code and is shown in Table 10.



Table 10
Booysendal Mine UG2 Reef Mineral Resource Estimates as at 31 March 2021

Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Measured	166.7	3.21	17.2
Indicated	118.5	3.76	14.3
Inferred	151.3	4.26	20.7
Total	436.6	3.72	52.3

Notes: Variable cut-off grades have been applied depending on depth below surface, which impacts on mining method, refrigeration and back fill requirements. These are 1.0 g/t 4E for the bord and pillar mine areas (current shaft blocks), 1.1 g/t 4E outside the current shaft blocks to 1,100 m below surface where conventional mining will be used, 1.2 g/t 4E from 1,100 m to 1,600 m below surface where chilled hydropower is expected to be required and 1.3 g/t 4E deeper than 1,600 m below surface where backfill is expected to be required.

The Mineral Resource reported constitutes 100% of the UG2 Reef Mineral Resource at Booysendal Mine.

Values have been rounded and minor computational errors may occur.

Mineral Resources are inclusive of those converted to Mineral Reserves.

$4E = Pt + Pd + Rh + Au$.

Mineral Resources are reported after a percentage has been removed from the area to cater for geological losses. These are on average 12.8% for Measured, 19.5% for Indicated and 19.7% for Inferred, for a total average loss of 17.6%.

Mineral Resource cuts were applied for each UG2 facies type. The average thicknesses of the Mineral Resource cuts are 2.11 m for Measured, 1.64 m for Indicated and 1.88 m for Inferred, for a total average thickness of 1.86 m.

The reader is advised that the assessment to satisfy the criteria of RPEEE is not an attempt to estimate Mineral Reserves.

A significant portion of the Inferred UG2 Reef Mineral Resource (approximately 65%) has been extrapolated by up to 1,600 m from the drillhole intersections, which accounts for approximately 20% of the total UG2 Reef Mineral Resource at Booysendal Mine. A maximum depth constraint was not applied as all the mineralisation considered as part of the Mineral Resource is below the maximum depth constraint of 2,700 m. In the Competent Persons opinion, it is reasonable to assume that the majority of the Inferred Mineral Resource could be upgraded to Indicated Mineral Resource with further exploration.

1.6.2.2 Merensky Reef Mineral Resource Statement

SR 4.5(v)

The Merensky Reef Mineral Resource extends from 10 m below outcrop to a depth of approximately 1,600 m below surface at the limit of the Inferred Mineral Resource. The Mineral Resource excludes any remnant areas or existing pillars within the mined-out areas. Mineral Resource cuts were based on the various Merensky Reef cuts at Booysendal Mine, and parameters were applied within the currently defined mining blocks that take a bord and pillar stoping mining method into consideration. Outside of the currently defined mining blocks, the cut extends from the Merensky Pyroxenite top contact downwards to an assay footwall defined at a threshold 4E grade of 1.0 g/t. The Merensky Reef Mineral Resource has been classified into the Measured, Indicated and Inferred categories in accordance with the guidelines of the SAMREC Code and is shown in Table 11.



Table 11
Booysendal Mine Merensky Reef Mineral Resource Estimates as at 31 March 2021

Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Measured	79.7	3.14	8.1
Indicated	39.8	3.84	4.9
Inferred	78.0	4.27	10.7
Total	197.5	3.73	23.7

Notes: Variable cut-off grades have been applied depending on depth below surface, which impacts on mining method, refrigeration and back fill requirements. These are 1.5 g/t 4E for the bord and pillar mine areas (current shaft blocks), 1.9 g/t 4E outside the current shaft blocks to 1,100 m below surface where conventional mining will be used, 2.0 g/t 4E from 1,100 m to 1,600 m below surface where chilled hydropower is expected to be required and 2.2 g/t 4E deeper than 1,600 m below surface where backfill is expected to be required (no Merensky Reef Mineral Resources occur deeper than 1,600 m depth below surface).

The Mineral Resource reported constitutes 100% of the Merensky Reef Mineral Resource at Booysendal Mine.

Values have been rounded and minor computational errors may occur.

Mineral Resources are inclusive of those converted to Mineral Reserves.

4E = Pt+Pd+Rh+Au

Mineral Resources are reported after a percentage has been removed from the area to cater for geological losses. These are on average 19.3% for Measured, 23.5% for Indicated and 22.9% for Inferred, for a total average loss of 21.8%.

Mineral Resource cuts were applied for each Merensky facies type. The average thicknesses of the Mineral Resource cuts are 1.40 m for Measured, 1.12 m for Indicated and 1.14 m, for Inferred for a total average thickness of 1.21 m.

The reader is advised that the assessment to satisfy the criteria of RPEEE is not an attempt to estimate Mineral Reserves.

A significant portion of the Inferred Merensky Reef Mineral Resource ((approximately 65%) has been extrapolated by up to 1,600 m from the drillhole intersections, which accounts for approximately 25% of the total Merensky Reef Mineral Resource at Booysendal Mine. A maximum depth constraint was not applied as all the mineralisation considered as part of the Mineral Resource is below the maximum depth constraint of 2,700 m. In the Competent Persons opinion, it is reasonable to assume that the majority of the Inferred Mineral Resource could be upgraded to Indicated Mineral Resource with further exploration.

1.6.2.3 Comparison between the June 30, 2020 Mineral Resource estimate and the March 31, 2021 Mineral Resource estimate

SR 1.4(iii), 4.5(iv), 4.5(vi)

The current Mineral Resource for Booysendal Mine, depleted as at 31 March 2021, is compared to the previous Mineral Resource dated 30 June 2020 in Table 12 and Table 13.

The increased Indicated Mineral Resource tonnage at a lower grade than June 2020 is a result of extending the mining block boundary limits westwards, which increases the proportion of the Mineral Resource estimated using the wider lower grade bord and pillar aligned Mineral Resource cut compared with the higher grade narrower conventional stoping Mineral Resource cut. A revised understanding of the UG2 Reef cut in the southern areas also contributed to the change.

The decrease in UG2 Reef and Merensky Reef Inferred Mineral Resource tonnage is a result of a slightly increased cut-off grade in the deeper areas and considerably reduced extrapolation.



Extrapolation for the 31 March 2021 Mineral Resource estimate was limited to 1,600 m from the drillholes in the Booyendal Mine lease, rather than being extended to the limit of the lease previously. The cut-off grade impacted the lower grade areas of Merensky Reef in the southern portions of the lease and an overall increase in Inferred Merensky Reef grade resulted from the removal of the lower grade areas.

Table 12
Comparison of total Booyendal UG2 Reef Mineral Resources between 30 June 2020 and 31 March 2021 estimates

Mineral Resource Classification	March 2021 Estimate			June 2020 Estimate			Percentage difference		
	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Measured	166.7	3.21	17.2	166.8	3.58	19.2	0%	-10%	-10%
Indicated	118.5	3.76	14.3	100.9	3.98	12.9	17%	-6%	11%
Inferred	151.3	4.26	20.7	325.8	4.11	43.1	-54%	3%	-52%
Total	436.6	3.72	52.3	593.4	3.94	75.2	-26%	-5%	-30%

Notes: The Mineral Resource reported constitutes 100% of the UG2 Reef Mineral Resource at Booyendal Mine.

Values have been rounded and minor computational errors may occur.

Mineral Resources are inclusive of those converted to Mineral Reserves.

4E = Pt+Pd+Rh+Au.

Table 13
Comparison of total Booyendal Merensky Reef Mineral Resources between 30 June 2020 and 31 March 2021 estimates

Mineral Resource Classification	March 2021 Estimate			June 2020 Estimate			Percentage difference		
	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Measured	79.7	3.14	8.1	76.9	3.24	8	4%	-4%	0%
Indicated	39.8	3.84	4.9	34	4.03	4.4	17%	-5%	11%
Inferred	78.0	4.27	10.7	178.8	3.84	22.1	-56%	11%	-52%
Total	197.5	3.73	23.7	289.8	3.70	34.5	-32%	1%	-31%

Notes: The Mineral Resource reported constitutes 100% of the Merensky Reef Mineral Resource at Booyendal Mine.

Values have been rounded and minor computational errors may occur.

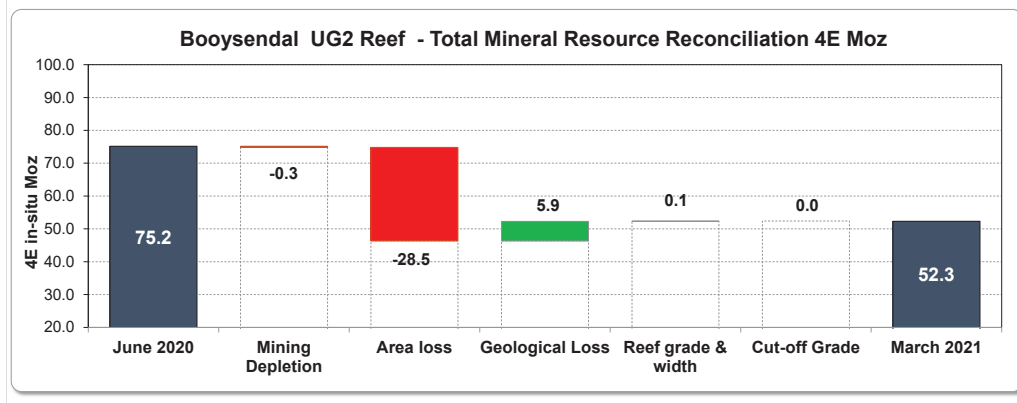
Mineral Resources are inclusive of those converted to Mineral Reserves.

4E = Pt+Pd+Rh+Au.

A reconciliation of the total Mineral Resource 4E content is shown in Figure 5 for the UG2 Reef and Figure 6 for the Merensky Reef.

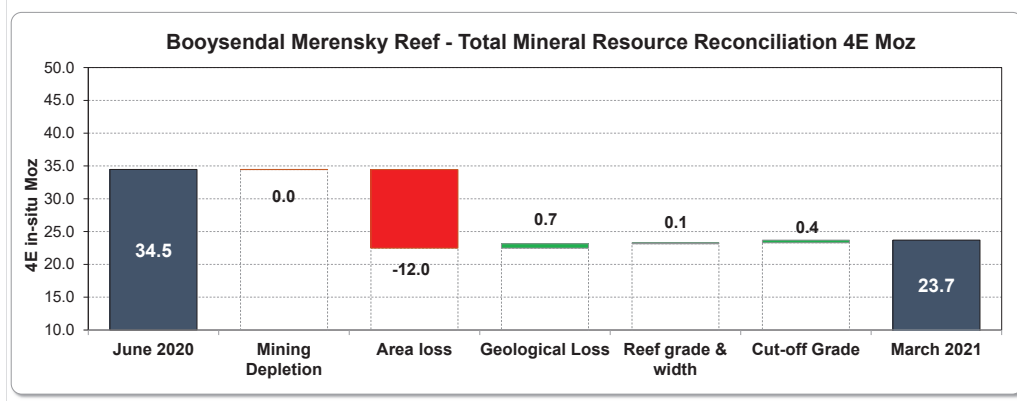


Figure 5
UG2 Reef reconciliation by 4E ounces – 30 June 2020 to 31 March 2021 – all Booyesendal Mine



Note: Values have been rounded and minor computational errors may occur.

Figure 6
Merensky Reef reconciliation by 4E ounces – 30 June 2020 to 31 March 2021 – all Booyesendal Mine



Note: Values have been rounded and minor computational errors may occur.

1.6.3 Eland Mine

The geological and grade models were constructed using GEOVIA Minex (version 6.5.2) software and were completed in-house by the Eland Mine Chief Geologist, Ms Paula Preston. Grades, elevation, thickness and density were estimated into a grid of 25 m spaced nodes using the Minex software "Growth Technique" from a set of validated diamond drillhole sample composite data. The interpolation was performed in a 2D grid with both vertical thickness and elevation being interpolated for the grid nodes. Grids were generated for each UG2 Reef cut and the Merensky Reef over the whole area and the final estimates were cut from the model using the facies boundaries.

JSE 12.9(a)(i),
12.10(h)(ix)
SR 4.2(ii), 4.5(viii)
SV T1.9



The estimates have been reviewed by MSA. MSA considers that the estimates are a reasonable representation of the quantity and quality of the *in-situ* mineralisation. It is furthermore MSA's opinion that the Eland Mine Mineral Resources have been prepared in accordance with the guidelines of the SAMREC Code and that the classification of Measured, Indicated and Inferred that has been applied, reasonably represents the confidence in the estimates.

JSE 12.10(d),
12.10(e)

1.6.3.1 UG2 Reef Mineral Resource Statement

SR 4.5(v)

The UG2 Reef Mineral Resource extends from the open pit or underground mine workings to a depth of 1,900 m below surface, at the limit of the Inferred Mineral Resource. The Mineral Resource excludes any remnant areas or existing pillars within the mined-out areas. Mineral Resource cuts were based on the various UG2 facies types at Eland Mine, and parameters were applied that take a narrow conventional stoping mining method into consideration.

The Mineral Resource has been classified into the Measured, Indicated and Inferred Mineral Resources in accordance with the guidelines of the SAMREC Code, and is shown in Table 14.

Table 14 Total Eland Mine UG2 Reef Mineral Resource Estimates as at 31 March 2021			
Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Measured	32.3	3.95	4.1
Indicated	26.4	3.76	3.2
Inferred	48.7	4.02	6.3
Total	107.4	3.94	13.6

Notes: Variable cut-off grades have been applied depending on depth below surface, which impacts on mining method, refrigeration and back fill requirements. These are 1.02 g/t 4E for the current shallow mining areas, 1.25 g/t 4E from current block to 1,100 m, 1.4 g/t 4E from 1,100 m to 1,600 m below surface where chilled hydropower is expected to be required and 1.5 g/t 4E from 1,600 m to 1,900 m below surface where backfill is expected to be required. The Mineral Resource reported constitutes 100% of the Mineral Resource at Eland Mine. Values have been rounded and minor computational errors may occur. Mineral Resources are inclusive of those converted to Mineral Reserves. 4E = Pt+Pd+Rh+Au. Mineral Resources are reported after a percentage has been removed from the area to cater for geological losses. These are on average 13.5% for Measured, 17.7% for Indicated and 23.1% for Inferred, for a total average loss of 19.3%. Mineral Resource cuts were applied for each UG2 facies type. The average true thicknesses of the Mineral Resource cuts are 1.64 m for Measured, 1.39 m for Indicated, 1.41 m for Inferred for a total average thickness of 1.46 m.

Approximately 40% of the Inferred UG2 Reef Mineral Resource is based on extrapolation of the Normal facies grade and thickness up to 1.6 km from the drillholes, which accounts for approximately 18% of the total UG2 Reef Mineral Resource at Eland Mine. A maximum depth constraint was not applied as all the mineralisation considered as part of the Mineral Resource is below the maximum depth constraint of 2,700 m. In the Competent Persons opinion, it is reasonable to assume that the majority of the Inferred Mineral Resource could be upgraded to Indicated Mineral Resource with further exploration.



The reader is advised that the assessment to satisfy the criteria of RPEEE is not an attempt to estimate Mineral Reserves.

1.6.3.2 Merensky Reef Mineral Resource Statement

SR 4.5(v)

The Merensky Reef Mineral Resource extends from the sub-outcrop (beneath the soil cover) to a depth of 50 m below surface, this being the limit of the proposed open pit mining. The Mineral Resource has been classified as Indicated and is shown in Table 15. The Mineral Resource cut of 3 m takes into consideration the planned open pit mining method.

Table 15 Total Eland Mine Merensky Reef Mineral Resource Estimates as at 31 March 2021			
Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Measured	0.0	-	0.0
Indicated	4.8	1.05	0.2
Inferred	0.0	-	0.0
Total	4.8	1.05	0.2

Notes: The Mineral Resource reported constitutes 100% of the Mineral Resource at Eland Mine.
Values have been rounded and minor computational errors may occur.
Mineral Resources are inclusive of those converted to Mineral Reserves.
4E = Pt+Pd+Rh+Au.
Mineral Resources are reported after a percentage has been removed from the area to cater for geological losses.
These are on average 12 %.
A fixed Mineral Resource cut of 3.0 m from the Merensky Pyroxenite downwards was applied to define the Merensky Reef.

All the Merensky Reef estimated within the open pit area has been reported by Northam as a Mineral Resource. The Merensky Reef is low grade and is only likely be mined for strategic reasons as part of a UG2 Reef Open Pit project.

1.6.3.3 Comparison between the March 31, 2021 and June 30, 2020 Mineral Resource estimates for Eland Mine

SR 1.4(iii), 4.5(iv), 4.5(vi)

The Measured and Indicated Mineral Resource grades and quantities reported as at 31 March 2021 do not differ from those reported by Northam as at 30 June 2020 or 30 June 2019 (Northam, 2020a) as the amount of mining that has taken place at Eland Mine since the model was constructed is insignificant. The quantity of the Inferred Mineral Resource is significantly less as at March 31 2021, as the extrapolation distance was limited to 1,600 m from the drilling, rather than being extended to the Mining Right boundary (Table 16).

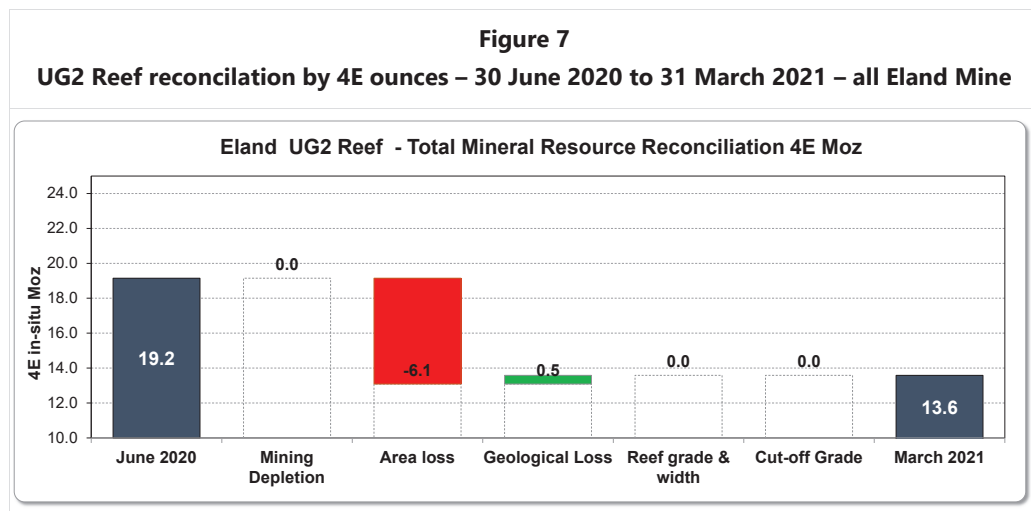


Table 16
Comparison between the 31 March 2021 and 30 June 2020 Mineral Resource estimates for Eland Mine

Reef	Mineral Resource Classification	March 31 2021			June 30 2020			Percentage difference		
		Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Merensky	Measured	0.0	-	0.0	0.0	-	0.0	0%	0%	0%
	Indicated	4.8	1.05	0.2	4.8	1.05	0.2	0%	0%	0%
	Inferred	0.0	-	0.0	0.0	-	0.0	0%	0%	0%
	Total	4.8	1.05	0.2	4.8	1.05	0.2	0%	0%	0%
UG2	Measured	32.3	3.95	4.1	32.3	3.95	4.1	0%	0%	0%
	Indicated	26.4	3.76	3.2	26.4	3.76	3.2	0%	0%	0%
	Inferred	48.7	4.02	6.3	88.7	4.16	11.9	-45%	-3%	-47%
	Total	107.4	3.94	13.6	152.3	3.95	19.2	-29%	-1%	-30%

Notes: The Mineral Resource reported constitutes 100% of the Mineral Resource at Eland Mine.
Values have been rounded and minor computational errors may occur.
Mineral Resources are inclusive of those converted to Mineral Reserves.
4E = Pt+Pd+Rh+Au.

A reconciliation of the total Mineral Resource 4E content is shown in Figure 7 for the UG2 Reef.



Note: Values have been rounded and minor computational errors may occur.

1.6.4 Consolidated MRE

The consolidated Mineral Resources for Northam are presented in Table 17.

JSE 12.10(h)(ix)
SR 4.5(viii)
SV T1.9



Table 17
Consolidated Northam Mineral Resource estimates as at 31 March 2021

Mine	Reef	Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Zondereinde Mine	Merensky	Measured	2.1	8.66	0.6
		Indicated	27.9	7.34	6.6
		Inferred	131.8	7.42	31.4
		Total	161.8	7.42	38.6
	UG2	Measured	5.3	4.73	0.8
		Indicated	61.5	5.19	10.2
		Inferred	149.0	5.27	25.2
		Total	215.7	5.23	36.3
Total Zondereinde Mine	All	Measured	7.4	5.84	1.4
		Indicated	89.4	5.86	16.8
		Inferred	280.8	6.28	56.7
		Total	377.6	6.17	74.9
Booyssendal Mine	Merensky	Measured	79.7	3.14	8.1
		Indicated	39.8	3.84	4.9
		Inferred	78.0	4.27	10.7
		Total	197.5	3.73	23.7
	UG2	Measured	166.7	3.21	17.2
		Indicated	118.5	3.76	14.3
		Inferred	151.3	4.26	20.7
		Total	436.6	3.72	52.3
Total Booyssendal Mine	All	Measured	246.4	3.19	25.3
		Indicated	158.4	3.78	19.3
		Inferred	229.4	4.26	31.4
		Total	634.1	3.72	75.9
Eland Mine	Merensky	Measured	0.0	-	0.0
		Indicated	4.8	1.05	0.2
		Inferred	0.0	-	0.0
		Total	4.8	1.05	0.2
	UG2	Measured	32.3	3.95	4.1
		Indicated	26.4	3.76	3.2
		Inferred	48.7	4.02	6.3
		Total	107.4	3.94	13.6
Total Eland Mine	All	Measured	32.3	3.95	4.1
		Indicated	31.2	3.34	3.4
		Inferred	48.7	4.02	6.3
		Total	112.2	3.81	13.8
Northam	Merensky	Measured	81.8	3.28	8.6
		Indicated	72.6	5.01	11.7
		Inferred	209.8	6.25	42.1
		Total	364.2	5.33	62.4
	UG2	Measured	204.3	3.37	22.1
		Indicated	206.4	4.19	27.8
		Inferred	349.0	4.66	52.2
		Total	759.7	4.18	102.2



Mine	Reef	Class	Tonnes (millions)	4E (g/t)	4E (Moz)
Total Northam	All	Measured	286.1	3.34	30.8
		Indicated	278.9	4.40	39.5
		Inferred	558.8	5.25	94.4
		Total	1,123.9	4.56	164.6

Notes: The Mineral Resource reported constitutes 100% of the Mineral Resource
Values have been rounded and minor computational errors may occur.
Mineral Resources are inclusive of those converted to Mineral Reserves.
 $4E = Pt + Pd + Rh + Au$.
Mineral Resources are reported after a percentage has been removed from the area to cater for geological losses.
Mineral Resource cuts were applied for each reef type and variation. Cuts are either fixed cuts or variable cuts referenced on a distinct geological horizon.

1.7 Development and Operations

SV T1.2

Salient features of the Northam Operations include planned, steady state annual 6E production of approximately 1.1 Moz (including approximately 546 koz platinum, 273 koz palladium and 79 koz rhodium), on a consolidated basis in the CFM, with a planned LoM over the period F2021 to F2051.

1.7.1 Zondereinde Mine

SR 5.1(i), 5.1(ii),
5.2(ii), 6.3(i),
6.3(iii), 6.3(iv),
6.3(v), 6.3(vi)

The MSA site visit (see Section 1.3), included a review of the mining infrastructure and mine plan underpinning the Mineral Reserves. The site visit involved the following;

- underground trip to a Merensky Reef stoping section on 16 Level;
- review of all surface and underground infrastructure; and
- review of long term plan and projects.

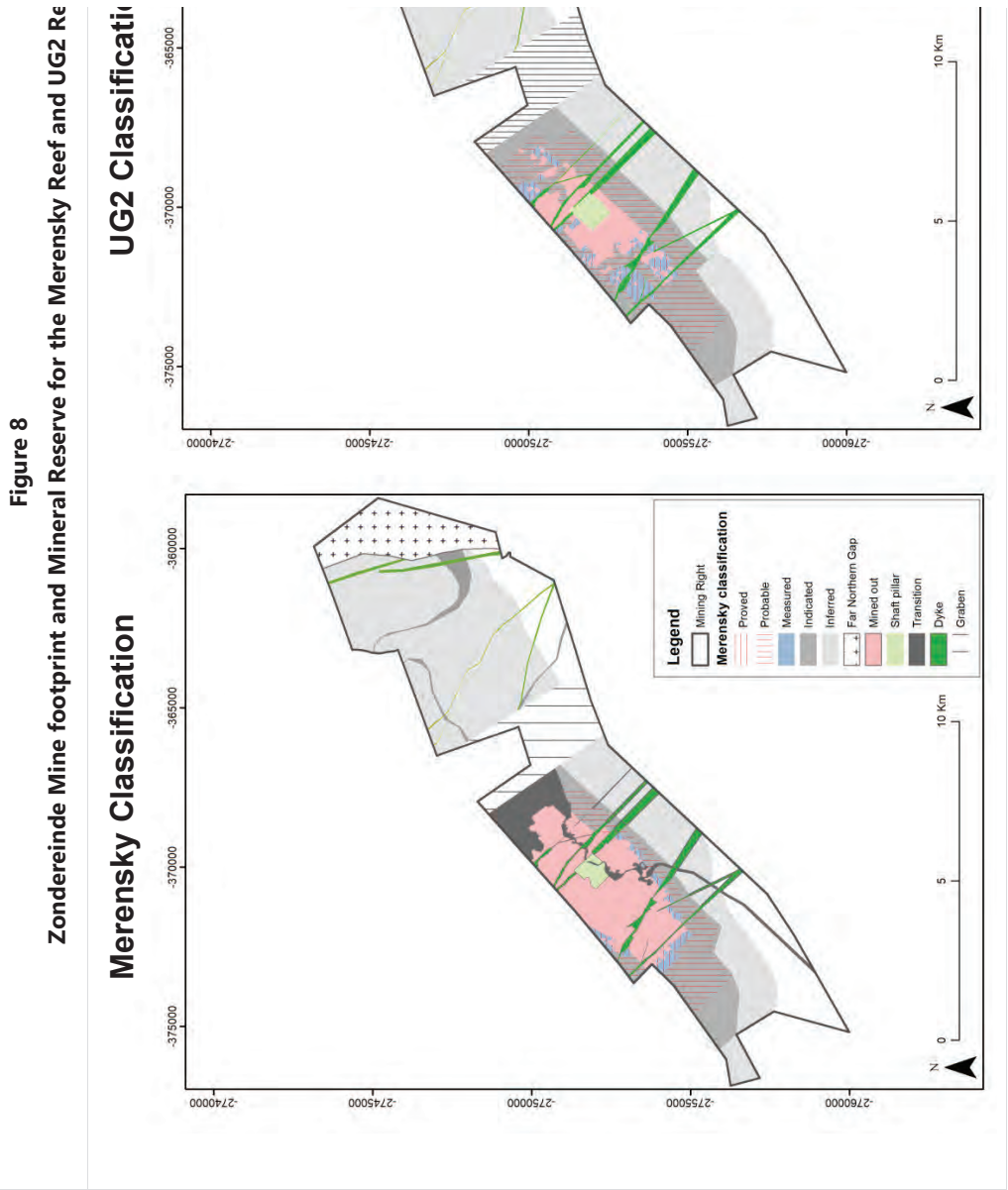
Zondereinde Mine is a mature operation, which has successfully mined PGM ores from the narrow tabular Merensky Reef and UG2 Reef since 1992. The Zondereinde Mine is situated in the northern portion of the Western Limb of the Bushveld Complex, approximately 30 km south of the town of Thabazimbi in the Limpopo Province. The mining right covers 9,257 hectares, and is underlain by both the Merensky Reef and UG2 Reef. Zondereinde Mine is the deepest platinum mine in the world, mining at depths in excess of 2,000 m.

The Merensky Reef and UG2 Reef are accessed via a twin vertical shaft system, where mining occurs between depths of 1,100 m and 2,000 m below surface, with deeper access via a decline system to a depth of 2,300 m. Mine development started in 1986, with ore production commencing in the early 1990s.

The mine originally exploited only the Merensky Reef but the commissioning of a UG2 concentrator in 2000, together with the necessary underground ore handling systems, allowed mining and processing of UG2 Reef from this time onwards. The mine produces approximately 2.0 Mt of ore per annum, generating circa 300,000 oz 4E metal in concentrate together with associated precious and base metal by-products. The commissioning of a second smelter furnace at the adjoining Zondereinde metallurgical complex in 2017 has added additional downstream processing capacity, specifically for chromite bearing, UG2 concentrates.



The Zondereinde Mine Mineral Reserves is based on an ongoing LoM plan. The Merensky Reef and UG2 Reef Mineral Reserve footprints for the Zondereinde Mine are shown in Figure 8.



Source: Northam, 2021a.



The Tumela Block which is now referred to as the Western Extension, was acquired from AAPL in 2017. This is an approximately 4 km contiguous extension of the Merensky Reef and UG2 Reef horizons along strike towards the west. The Western Extension extends the Zondereinde Mine LoM and importantly provides access to additional Merensky Reef production for the Merensky concentrator which is under capacity. In addition, the Merensky Reef tailings are used for backfilling which provides critical support for Zondereinde Mine to operate at depth.

The current annual ore production is approximately 0.9 Mt Merensky Reef and 1.1 Mt UG2 Reef.

All the on reef development is sampled which provides the sampling values for the stoping blocks. The block factor described below is the discrepancy between the grades in the Mineral Resource model compared with underground sampling. All the modifying factors described are used to formulate the sampled tonnes and 4E grade supplied to the concentrator. A comparison is drawn from the sampling of the ore tonnes and 4E grade received in the concentrator. Individual built up metal accounting reports are derived on a monthly basis by the mine for Merensky Reef and UG2 Reef. The UG2 Reef and Merensky Reef Mine Call Factors are derived as per the criteria described below.

The following geological losses, shown in Table 18 under F2021, were discounted from the Mineral Resource estimates underlying the individual mining modules. The geological loss is higher for the Regional Pothole Merensky Reef compared to the Normal Merensky Reef due to the increased geological disturbances.

Table 18 Geological loss factors applied to the LOM Plan and Mineral Reserves		
	F2020	F2021
Merensky Reef	23% Normal Reef/ 36% Regional Pothole Reef	23% Normal Reef/ 36% Regional Pothole Reef
UG2 Reef	36%	36%

Note: No year-on-year changes to the geological loss factors were made for the mine planning.

Source: Zondereinde Mine, 2021b.

The following Modifying Factors were used for the derivation of the Zondereinde Mine Mineral Reserves:

- extraction:
 - the overall extraction rate applied to the Regional Pothole Facies sub-types remains at 64% for the conversion from Mineral Resources to Reserves. This is based on historical extraction rates achieved on the Regional Pothole Facies sub-types types. The overall extraction rate for the Normal Merensky Reef remains at 77%;
 - the extraction rate applied to the UG2 Reef is 64%, mainly due to areas that are left unmined on the Merensky Reef horizon where high stress abutment stresses exist which impact on the extraction;
- planned dilution:



- the planned waste mining dilution for the Regional Pothole Merensky Reef is planned at 9% due to the structural complexity, and 2% for the Normal Merensky Reef. The overall planned waste mining dilution for the Merensky Reef is 6%. Due to the consistent continuity of the UG2 Reef, the planned waste dilution is 1%;
- unplanned dilution:
 - as a result of the geological variability of the Merensky Reef, the following unplanned dilution factors were applied (Table 19);

Table 19 Stoping unplanned dilution factors	
Reef Type	Percentage
Normal Merensky Reef	2%
NP2 Merensky Reef	6%
P2 Merensky Reef	8%
FWP2 Merensky Reef	15%
UG2 Reef	1%

Note: NP2 – Normal P2 Pothole Merensky Reef, P2 – Pothole Merensky Reef, FWP2 – Footwall P2 Pothole Merensky Reef.

Source: Zondereinde Mine, 2021b.

- the mining cut:
 - the stoping widths for both the P2 and FWP2 Merensky Reef types are maintained at 120 cm. The NP2 Merensky Reef type will be mined at 110 cm stoping width. The stoping width of the Normal Merensky Reef type is maintained at 160 cm. Additional 10 cm hangingwall dilution is allowed for over and above the channel width for the Normal Merensky Reef and P2 Merensky Reef types and 20 cm hangingwall dilution is allowed for the NP2 and FWP2 Merensky Reef types to accommodate for the undulating nature of the facies types;
 - the actual three-year average stoping width for the UG2 Reef of 147 cm compares well with the expected stope width of 150 cm. Small variations occur in isolated areas of reef disruption;
- the Mine Call Factor (MCF):
 - the MCF is defined as the sum of the metal produced in recovery plus residue to the metal called for by the mine's sampling and evaluation methods expressed as a percentage. MCF constitutes a loss/gain of metal in the Mineral Reserves which impacts the head grade;
 - a 100% MCF is applied to the Merensky Reef and a 90% MCF is applied to the UG2 Reef based on a three-year historical average performance. MSA notes that the MCF for the Merensky Reef is high due to all the accumulated mud pumped from underground being put through the Merensky concentrator. This enhances the Merensky Reef grade and MCF received at the concentrator. The average historical MCF for the Merensky Reef is in excess of 100%;



- Block Factor:
 - the Block Factor is the difference between the sampled grade and Mineral Resource grade in the Mineral Resource model and is expressed as a percentage;
 - based on a three-year average, the Block Factor used for the UG2 Reef is 96.4% and 92.8% for the Merensky Reef;
- off-reef mining:
 - the off-reef mining is expressed as a percentage and relates to the reef being replaced by waste due to geological disturbances and rolling reef. The off-reef stoping constitutes a mining loss of Mineral Reserves. Zero grade is assigned to off-reef mining;
 - off-reef mining is broken down into different facies types for the Merensky Reef. 9.32% was used for the Regional Pothole Merensky Reef (PH) and 1.49% for the Normal Merensky Reef (NR) based on a three-year historical average;
- stoping other sources:
 - stoping other sources is expressed as a percentage and relates to additional waste material that is mined outside of the mining cut to support the mining cycle (e.g., winch beds, falls of ground, backfill, etc.). Stoping other sources constitutes additional dilution at zero grade to the Mineral Reserves. Dilution of 3.2% was used for the Merensky Reef and 3.7% for the UG2 Reef based on a three-year average; and
- discrepancy/mining (+shortfall/-excess):
 - discrepancy is a survey tonnage reconciliation factor between all the mined tonnages accounted for underground compared with the tonnage hoisted. The assumption in the historical ore flow accounting is that this is waste tonnage and therefore does not affect the metal accounting. A 2.9% excess was used for the UG2 Reef and a 7.7% shortfall was used for the Merensky Reef based on a three-year average. This is applied as dilution with zero grade.

A summary of the main Modifying Factors used for the LoM plan and Mineral Reserves with history *JSE 12.10(h)(vii)* is shown below in Table 20.



Table 20
Modifying Factors applied to the LoM plan and Mineral Reserves, Zondereinde Mine

	Historical/Actual data				Plan		
	F2018	F2019	F2020	F2021 YTD	F2020	F2021	Plan Variance
Zondereinde Mine UG2 Reef							
Mine Call Factor (MCF)	88.0%	91.0%	92.3%	86.7%	92.5%	90.0%	-2.5%
Block Factor	96.0%	96.2%	95.6%	97.4%	95.8%	96.4%	0.6%
Waste %	1.2%	1.4%	0.9%	0.9%	0.6%	1.3%	0.6%
Other Sources	2.9%	3.3%	3.3%	3.1%	2.9%	3.2%	0.3%
Discrepancy (+Shortfall/-Excess) %	-6.6%	-1.5%	-1.8%	-5.4%	-1.0%	-2.9%	-1.9%
Zondereinde Mine Merensky Reef							
MCF	96.3%	104.1%	102.7%	99.6%	100.0%	100.0%	0.0%
Block Factor	93.3%	92.8%	93.6%	92.1%	95.0%	92.8%	-2.2%
PH Waste %	7.5%	10.5%	8.2%	9.2%	8.2%	9.3%	1.1%
NR Waste %	2.2%	1.9%	2.1%	0.5%	2.1%	1.5%	-0.6%
Total Waste %	6.2%	8.7%	6.8%	7.3%	6.8%	7.6%	0.8%
Other Sources	3.6%	3.8%	3.4%	3.8%	3.6%	3.7%	0.1%
Discrepancy (+Shortfall/-Excess) %	6.0%	7.5%	9.0%	6.7%	7.0%	7.7%	0.7%

Source: MSA interpretation of Zondereinde Mine historical data, 2021

Mining of the narrow tabular orebodies at Zondereinde Mine in the intermediate to deep level mining environment is successfully conducted using a conventional stoping mining method. The mining layout is a breast configuration on both the Merensky Reef and UG2 Reef. The Merensky Reef excavation is backfilled, which has, historically, then been followed by the extraction of UG2 Reef in a de-stressed mining zone. UG2 Reef stoping operations are migrating to areas where there has been no previous Merensky Reef mining. In these areas; support regimes and layouts similar to those employed on the Merensky Reef are adopted.

The underground workings are accessed from a twin vertical shaft system. The vertical interval between production levels is 63 m.

The mining at Zondereinde Mine is undertaken with the use of hydropowered equipment such as rock drills and high-pressure water jets in conjunction with electric scraper winches. The hydropower equipment was developed and engineered from the outset of mining at Zondereinde Mine and continues to function successfully.

Based on the Mine Design Criteria, Modifying Factors and underlying F2021 Mineral Resource models for the Merensky Reef and UG2 Reef, the following production schedules were derived for the Zondereinde Mine. The LoM profiles and Mineral Reserves were cut off at F2051 to align with the reporting in the Financial Model. MSA notes that the production profile for Zondereinde starts tailing off post-F2051 with limited production volumes to support the overhead costs. The Merensky Reef profile extends to F2062 and the UG2 Reef profile extends to F2067. Future



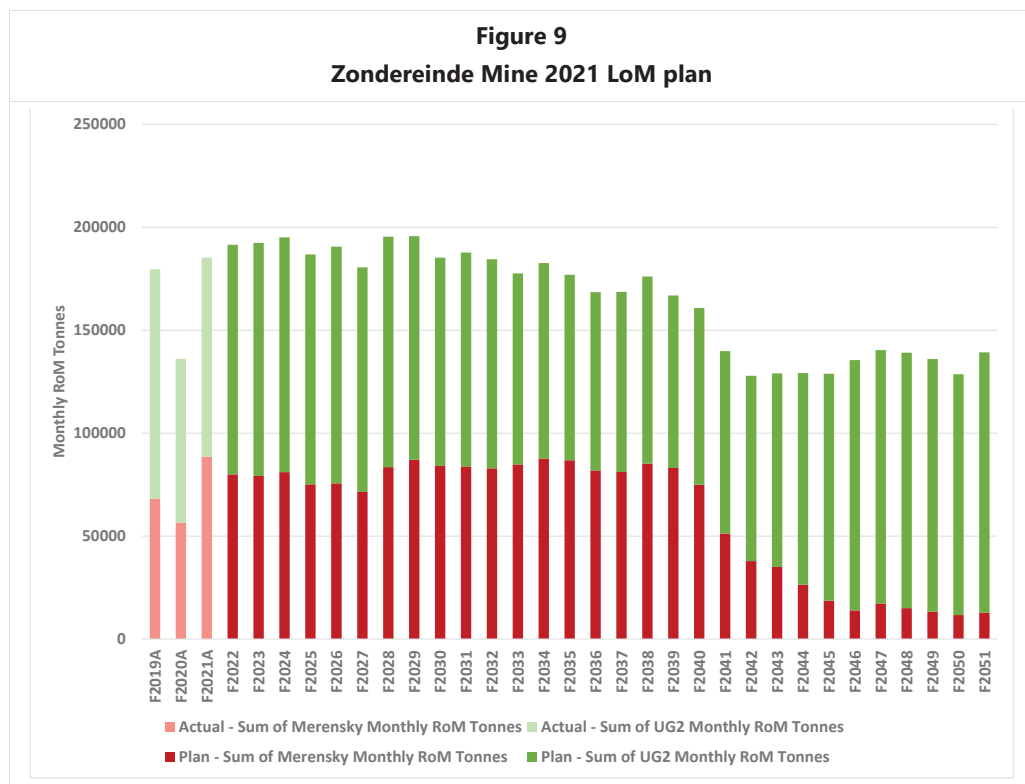
consideration needs to be given to optimising the LoM profile through tail management and increasing the potential Mineral Reserves.

The Zondereinde Mine twin shafts have the potential to hoist 220 kilotonnes per month (ktpm) of ore and waste. Due to the depletion of Merensky Reef Mineral Reserves, the mine has historically been hoisting below 200 ktpm. With the purchase of the Western Extension, the mine builds back up to close to 200 ktpm by F2024 as shown in Figure 9. The Merensky Reef production builds up to 85 ktpm of Merensky and UG2 Reef production sustains 110 ktpm and later, up to 120 ktpm, when the Merensky Reef production winds down.

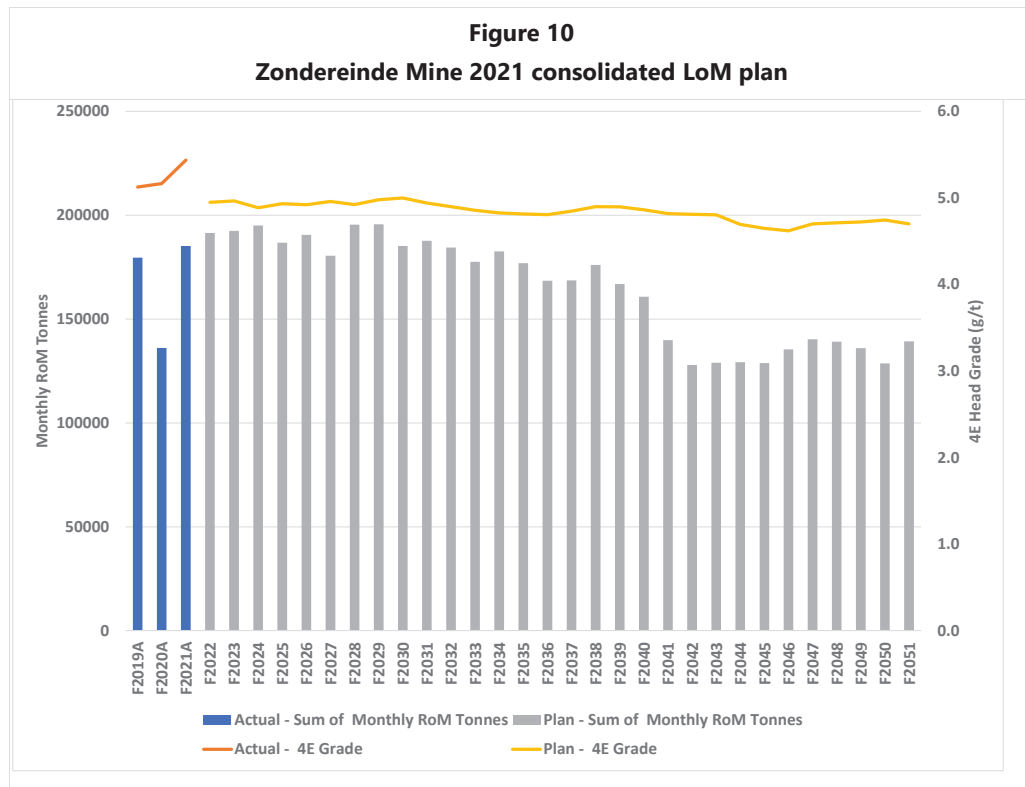
The combined total Merensky Reef and UG2 Reef LoM shown in Figure 10 highlights a consistent production of approximately 190 ktpm for the next 10 years with Merensky Reef production tailing off in F2041. The combined Merensky Reef and UG2 Reef grade is consistent and averages 4.84 g/t 4E for the Mineral Reserves and LoM plan.

MSA notes that the 18 Level depth extension was removed from the LoM plan and Mineral Reserves from the previous year. Study work is in progress to investigate this opportunity.

Two additional raise-lines were brought in from the Western Extension section compared to the previous year. A 20% lower stoping productivity rate was used to counter the excessive tramming constraint and distance back to the twin shaft system (No.1 Shaft and No.2 Shaft).



Source: MSA, 2021.



Source: MSA, 2021.

The shaft head LoM mining operating costs are based on a detailed F2021 five-year budget provided by Zondereinde Mine, calculated from first principles. The costs are summarised into the following main categories and calculated further for the LoM based on fixed/variables drivers and the Run of Mine (RoM) production schedule:

- labour;
- stores;
- sundry expenses;
- contractors; and
- utilities.

The budget costs provided were aligned with historical costs post escalation.

In order to cater for the above mining related items for the 30-year LoM, a default stay in business (SIB) capital rate of 8% mining opex was used.

The main outstanding mining capital costs is the completion of the Zondereinde Mine Western Extension capital project. The historical spend and future project capex was reviewed by MSA.

1.7.1.1 **Geotechnical considerations**

Zondereinde Mine is classified as an intermediate to deep level mine, with current mining extending to a depth of 2,301 m below surface. The following conclusions can be made regarding the geotechnical designs at Zondereinde Mine:



- based on the design and strategies implemented on the mine, the geotechnical risks are effectively managed;
- the designs are based on industry accepted deep level and multi-reef mining guidelines and does not warrant any alteration; and
- due to the depth below surface, the risk of seismicity is inherent to the Zondereinde mining operation and will require continuous management to prevent damaging seismic events from occurring. There are however several systems which have been introduced on the mine to assist with the quantification and management of the seismic risk.

1.7.2 Booyensdal Mine

SR 5.1(i), 5.1(ii),
5.2(ii), 6.3(i),
6.3(ii), 6.3(iv),
6.3(v), 6.3(vi)

The MSA site visit (see Section 1.3) included review of the mining infrastructure and mine plan underpinning the Mineral Reserves. The site visit involved the following:

- underground trip to North UG2 mine;
- underground trip to South UG2 mine;
- review of all surface and underground infrastructure; and
- review of long-term plan and projects.

The Booyensdal Mine is separated into the North and South mines (Booyensdal North and Booyensdal South), with Merensky and UG2 mining modules currently either in production or development and mining ramp-up. The currently unplanned extension to these mining areas down dip and along strike is known collectively as the Booyensdal Prospect, which is available for future mine planning.

The mining modules relating to the LoM plan and Mineral Reserves within the Booyensdal North Mine area are:

- Booyensdal North UG2 Mine (BNU); and
- Booyensdal North Merensky Mine (BNM).

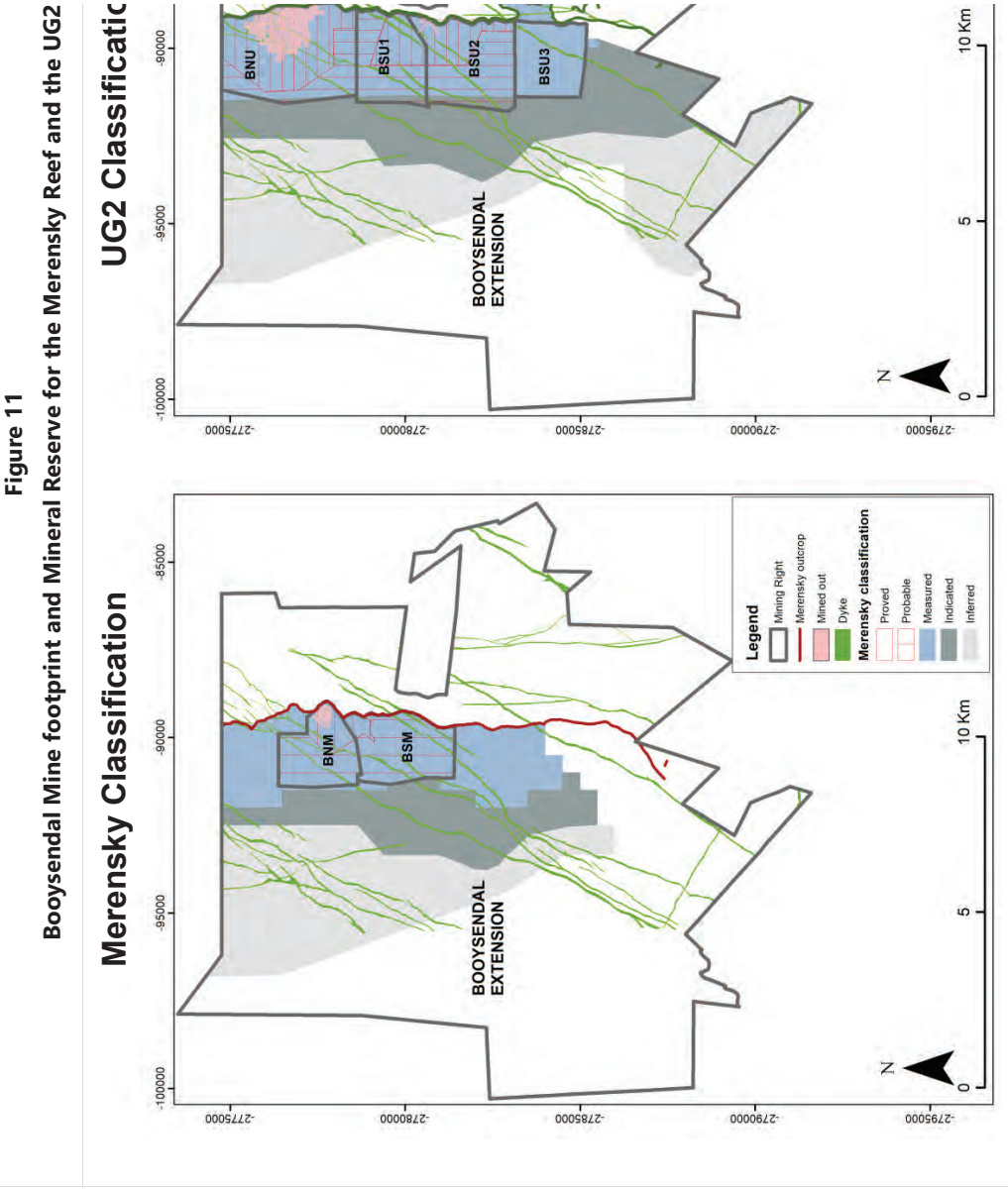
The mining modules relating to the LoM plan and Mineral Reserves within the Booyensdal South Mine area are:

- Booyensdal Central UG2 Mine (BCU) comprising:
 - Booyensdal South Mine 1 UG2 and Booyensdal South Mine 2 UG2 (BSU1 and BSU2); and
- Booyensdal South Mine 4 UG2 (BSU4), previously known as Everest Mine; and
- Booyensdal Central Merensky Mine (BCM) also referred to as Booyensdal South Merensky Mine (BSM1).

Ore from BNU and BNM is transported to the Booyensdal North concentrator operations. A rope conveyor system (South Ropecon™) is used to transport ore from the two Booyensdal South mine modules (BSU1 and BSU2) to the Booyensdal South concentrator operation. The ore from the BSU4 is mined from the existing Everest Mine infrastructure and is transferred directly to the Booyensdal South concentrator operation. An additional rope conveyor (North Ropecon™) is currently being constructed to allow for additional Merensky Reef ore to be mined and transported from BNM to the Booyensdal South concentrator operations and for the future BSM1 mining module.



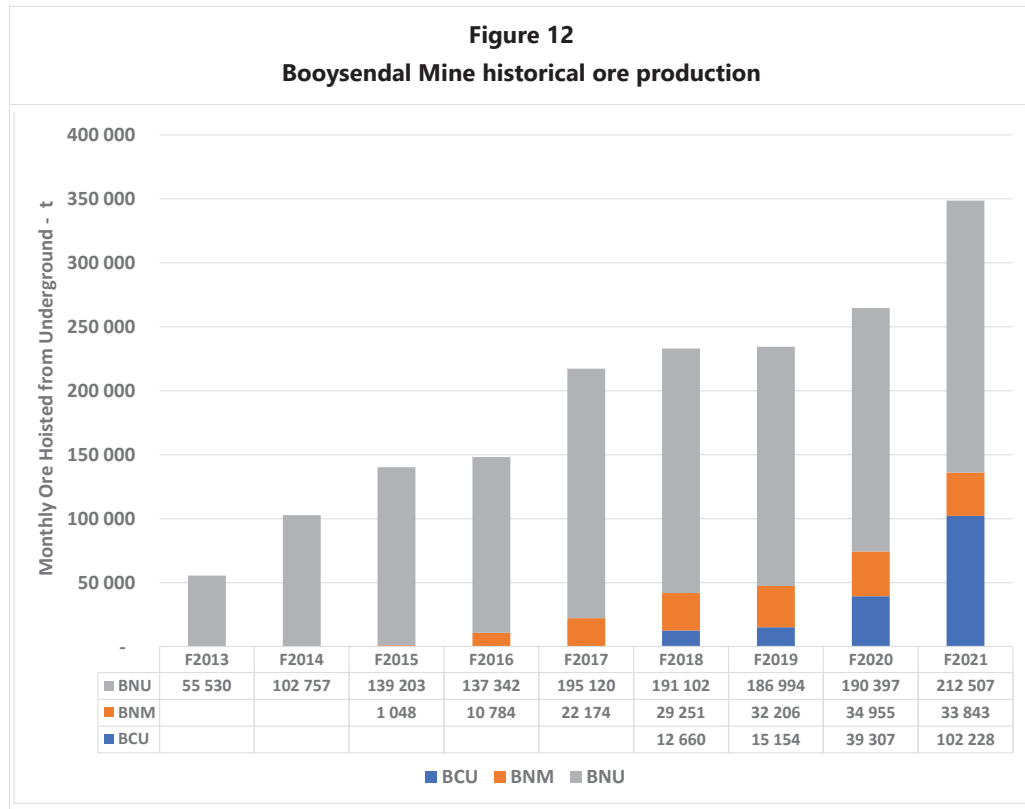
The Booyesendal Mine Mineral Reserves is based on an ongoing LoM plan The Merensky Reef and UG2 Reef Mineral Reserve footprints for Booyesendal Mine are shown in Figure 11.



Source: Northam, 2021a.



The historical production build-up for Booyssendal Mine, combining all the current mining modules, is shown in Figure 12. The Booyssendal South Mine 3 UG2 (BSU3) mining module is not part of the LoM plan and Mineral Reserves due to the lack of feasibility type study work.



Source: MSA interpretation of Booyssendal Mine historical data, 2021.

The Mineral Reserves are based on the updated 2021 LoM plan. For the LoM plan, the BSU1 and BSU2 mining modules are combined for reporting purposes as the BCU mining area.

Booyssendal Mine uses a bord and pillar mining method to mine both the Merensky Reef and UG2 Reef. The bord and pillar mining method is used primarily for flat lying, shallow dipping orebodies (less than 12 degrees) and is well adapted to the use of mechanisation. The mining method is well understood and has been applied to many of the mines on the Bushveld Complex with similar orebody characteristics. The blocks of reef in between the bords are left unmined as pillars that support the overburden to surface. The bords are 8 m wide and connected from one bord to the next by an 8 m holing. The pillars are designed as 7 m x 7 m squares.

The combination of underground channel sampling and surface boreholes is used to derive the sampling values for the stoping blocks. All the Modifying Factors described are used to formulate the sampled tonnes and 4E grade supplied to the concentrator. A comparison is drawn from the sampling of the ore tonnes and 4E grade received in the concentrator. Individual built up metal accounting reports are derived on a monthly basis by the mine for Merensky Reef and UG2 Reef. The UG2 Reef and Merensky Reef Mine Call Factors are derived as per definition described below.



The following geological losses, as shown in Table 21 under F2021, were discounted from the Mineral Resource estimates underlying the individual mining modules.

Table 21 Geological loss factors applied to the LoM Plan and Mineral Reserves		
	Geological Loss Factor	
	F2020	F2021
Booyssendal North mining operations		
BNU	4.2%	12.1%
BNM	13.5%	13.5%
Booyssendal South mining operations		
BSU1	15.0%	12.8%
BSU2	15.0%	12.8%
BSU4		10.0%
BSM1		15.0%

Note: The rationale for the year-on-year changes to the geological loss factors are described in the Mineral Resource section.

Source: MSA interpretation of Booyssendal historical data, 2021.

The following Modifying Factors were used for the derivation of the Booyssendal Mine Mineral Reserves:

- the MCF:
 - the MCF is defined as the sum of the metal produced in recovery plus residue to the metal called for by the mine's sampling and evaluation methods expressed as a percentage. MCF constitutes a loss/gain of Mineral Reserves which impacts the head grade;
- off-reef stoping:
 - off-reef stoping is expressed as a percentage and relates to the reef being replaced by waste due to geological structures and rolling reef. In mature operations, once sufficient mining has taken place, the waste is packed in the old mining areas "bords" to prevent dilution to the concentrator and assist with ventilation control. The off-reef stoping constitutes a mining loss of Mineral Reserves;
- stoping other sources:
 - stoping other sources is expressed as a percentage and relates to additional waste material that is mined outside of the mining cut to support the mining cycle (e.g., waste slyping to allow for the construction of the strike belt tipping arrangements over the dip belts, Load Haul Dumper (LHD) tipping area, engineering infrastructure requirements, workshops etc). Other sources constitute additional dilution to the Mineral Reserves;



- Discrepancy/mining (+shortfall/-excess):
 - discrepancy/mining (+shortfall/-excess) is a survey tonnage reconciliation factor between all the mined tonnages accounted for underground compared with the tonnage hoisted. The assumption in the historical ore flow accounting is that this is waste tonnage and therefore does not affect the metal accounting.

The Modifying Factors used to convert the scheduled Mineral Resources to Mineral Reserves are shown in Table 22. Table 22 includes a three-year history and year to date up to December 2020, and the variance between year-on-year changes: *JSE 12.10(h)(vii)*

- Booyesendal North UG2 Mine:
 - the MCF for the F2021 plan is unchanged from the F2020 plan at 95%, which is in line with recent performance levels, but lower than the historical average of 96.8%;
 - stoping off-reef tonnes is set at zero for the F2021 plan. The previous FY2020 plan was based on 4% off-reef mining which is aligned with historical mining performance;
 - stoping other sources for the F2021 plan is unchanged from the F2020 plan at 1.1% which is in line with historical performance levels; and
 - the discrepancy between tonnes accounted for underground and hoisted has not been accounted for in the planning. Historical annual accounting highlights an average 3% (excess) in tonnage which are accounted for underground but not realised from a RoM hoisting perspective;
- Booyesendal North Merensky Mine:
 - the MCF for the F2021 plan is increased to 93% compared with the F2020 plan of 82%. The latest MCF used for F2021 plan is in line with the historical performance levels;
 - stoping off-reef tonnes is set at zero for the F2021 plan. The F2020 plan was based on 1% off-reef mining. It needs to be noted that the recent historical off-reef percentage mining has been high due to excessive rolling reef at the BNM mining section. It is not understood whether this is a localised geological event or will result in continuous excessive off-reef mining in the future. The average historical stoping off-reef mining is 6.7%;
 - stoping other sources for the F2021 plan is unchanged from the previous FY2020 plan at 0.7% which is in line with recent production history but lower than historical average of 1.3%; and
 - the discrepancy between tonnes accounted for underground and hoisted has not been accounted for in the planning. Historical annual accounting highlights an average 6.2% (shortfall) in tonnage which are additional RoM tonnage realised from a hoisting perspective over and above tonnage accounted for from underground mining;



- Booyssendal Central UG2 Mine:
 - the MCF for the F2021 plan is 90% which is lower than the 95% used for the F2020 plan and the historical average (F2018 to F2021YTD) of 94%;
 - stoping off-reef tonnes is set at zero for the F2021 plan. The F2020 plan was based on 4% off-reef mining which is aligned with historical mining performance;
 - stoping other sources is in line with the previous year and historical performance levels of 0.9%; and
 - the discrepancy between tonnes accounted for underground and hoisted has not been accounted for in the planning. Historical annual accounting highlights an average 4.8% (excess) in tonnage which are accounted for underground but not realised from a RoM hoisting perspective;
- Booyssendal South Merensky Mine:
 - the MCF for the F2021 LoM plan is 95% which is higher than the 82% used for F2020. There are no historical actual data points for the BSM mining area as it is a new project and no previous mining has taken place;
 - stoping off-reef tonnes is set at zero for the F2021 plan. The F2020 plan was based on 1% off-reef mining which was aligned and benchmarked with BNM F2020 plan. There are no historical actual data points for the BSM mining area;
 - stoping other sources for the F2021 plan is set at zero compared with the 0.7% which was aligned and benchmarked with the BNM F2020 plan. There are no historical actual data points for the BSM mining area; and
 - the discrepancy between tonnes accounted for underground and hoisted has not been accounted for in the planning. There is no historical annual accounting for the BSM mining area.



Table 22
Modifying Factors applied to the LoM Plan and Mineral Reserves

JSE 12.10(h)(vii)

	Historical/ Actual				Plan		
	F2018	F2019	F2020	F2021 YTD	F2020	F2021	Plan Variance
Booyssendal North UG2 Mine							
Mine Call Factor (MCF)	96.4%	97.6%	98.2%	95.2%	95.0%	95.0%	0.0%
Stoping Off-reef tonnes	4.4%	4.2%	3.3%	4.2%	4.0%	0.0%	-4.0%
Stoping Other Sources	0.8%	1.0%	1.2%	0.9%	1.0%	1.1%	0.1%
Discrepancy (+ Shortfall/-Excess)	-3%	-1%	-3%	-6%	0%	0%	0%
Booyssendal North Merensky Mine							
MCF	90.2%	96.2%	94.5%	90.7%	82.0%	93.0%	11.0%
Stoping Off-reef tonnes	3.1%	2.6%	8.5%	12.6%	1.0%	0.0%	-1.0%
Stoping Other Sources	0.6%	2.7%	1.5%	0.4%	0.7%	0.7%	0.0%
Discrepancy (+ Shortfall/-Excess)	8.2%	8.3%	6.6%	1.9%	0.0%	0.0%	0%
Booyssendal Central UG2 Mine							
MCF		90.2%	93.7%	98.7%	95.0%	95.0%	0.0%
Stoping Off-reef tonnes		7.0%	5.5%	5.5%	4.0%	0.0%	-4.0%
Stoping Other Sources		0.4%	0.5%	1.3%	0.9%	0.9%	0.0%
Discrepancy (+ Shortfall/-Excess)		-2.7%	-3.5%	-8.2%	0.0%	0.0%	0%
South Mine Merensky Mine							
MCF					82.0%	95.0%	13.0%
Stoping Off-reef tonnes					1.0%	0.0%	-1.0%
Stoping Other Sources					0.7%	0.0%	-0.7%
Discrepancy (+ Shortfall/-Excess)					0.0%	0.0%	0%

Notes: A 90% MCF was applied to BSU4 mined from the historic Everest Mine infrastructure due to lack of knowledge and uncertainty around the mining.

Additional 20 cm footwall dilution over and above the Mineral Resource mining cut was applied to BSU4.

Additional 10 cm footwall dilution over and above the Mineral Resource mining cut was applied to BNU.

Additional 20 cm footwall dilution over and above the Mineral Resource mining cut was applied to BNM.

Additional 20 cm footwall dilution over and above the Mineral Resource mining cut was applied to BSM.

Refer to Section 5.7.2.1 (full CPR) for explanation around the Mineral Resource mining cut.

Source: MSA interpretation of Booyssendal Mine historical data, 2021.

MSA notes the following points regarding the Modifying Factors:

- off-reef mining constitutes a loss of Mineral Reserves and additional dilution. An assumption of zero off-reef mining for mine planning is optimistic;
- the application of MCF at Booyssendal North and Booyssendal South mines in some instances is lower than historical performance levels and constitutes upside potential for the Mineral Reserves;
- due to the lack of historical database information for the new BNM mining zone, it would be considered better practise to align with the BSM Modifying Factors until mining commences; and



- the application of zero tonnage discrepancy is not aligned with historical actual data points. This has a grade and cost implication to the mine planning and is considered optimistic.

Based on the MDC, Modifying Factors and underlying F2021 Mineral Resource models for the Merensky Reef and UG2 Reef, the production schedules were derived for the Booyssendal North and Booyssendal South mines.

The LoM profiles were cut off at F2051, to align with the reporting in the CFM. The BSM LoM profile extends to F2061 but it is not profitable due to low tonnage. The LoM for the Booyssendal Mine extends to F2044 post economic tail cutting. Future consideration should be given to optimising the LoM profile and retaining the potential Mineral Reserves.

The Booyssendal North Mine is at steady state averaging 250 ktpm RoM which it sustains for the next five years. BNU is at steady state averaging 200 ktpm RoM with a total of fourteen stoping crews and one crew which alternates between ore reserve development and ledging.

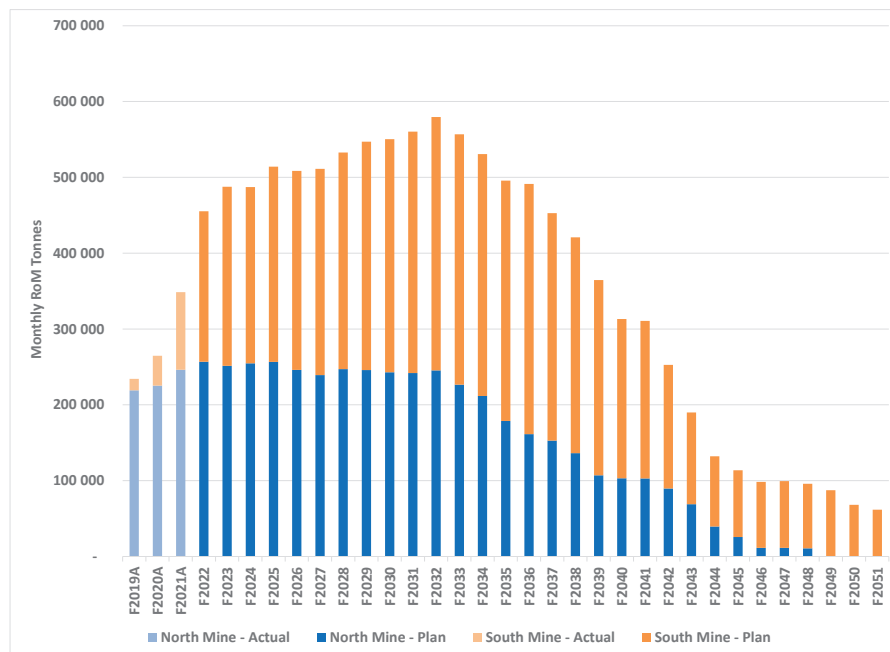
BNM has been averaging 30 ktpm RoM over the past few years with four crews. The Merensky Reef production builds up to 60 ktpm RoM by F2031 over the next few years to compensate for the loss of UG2 Reef tonnes through the use of additional production crews.

It will be possible to transport additional ore mined from BNM to the Booyssendal South concentrator operations via the planned North RopeCon™, once commissioned in F2022.

The Booyssendal Mine combined LoM plan is presented in Figure 13 and shows a mine ramping up to 500 ktpm RoM over the next five years though growth production accumulating from the Booyssendal South Mine through the additional Merensky Reef and UG2 Reef mining modules, the impact of which is shown in Figure 14. Figure 15 shows the combined Booyssendal North and Booyssendal South mine tonnages and 4E head grade post economic tail cutting to F2044. The chart highlights the historical combined Merensky Reef and UG2 Reef 4E head grade of 2.67 g/t, which is aligned with the LoM forecast grade for the Mineral Reserves of 2.78 g/t.



Figure 13
Booyssendal Mine 2021 LoM plan (combined)



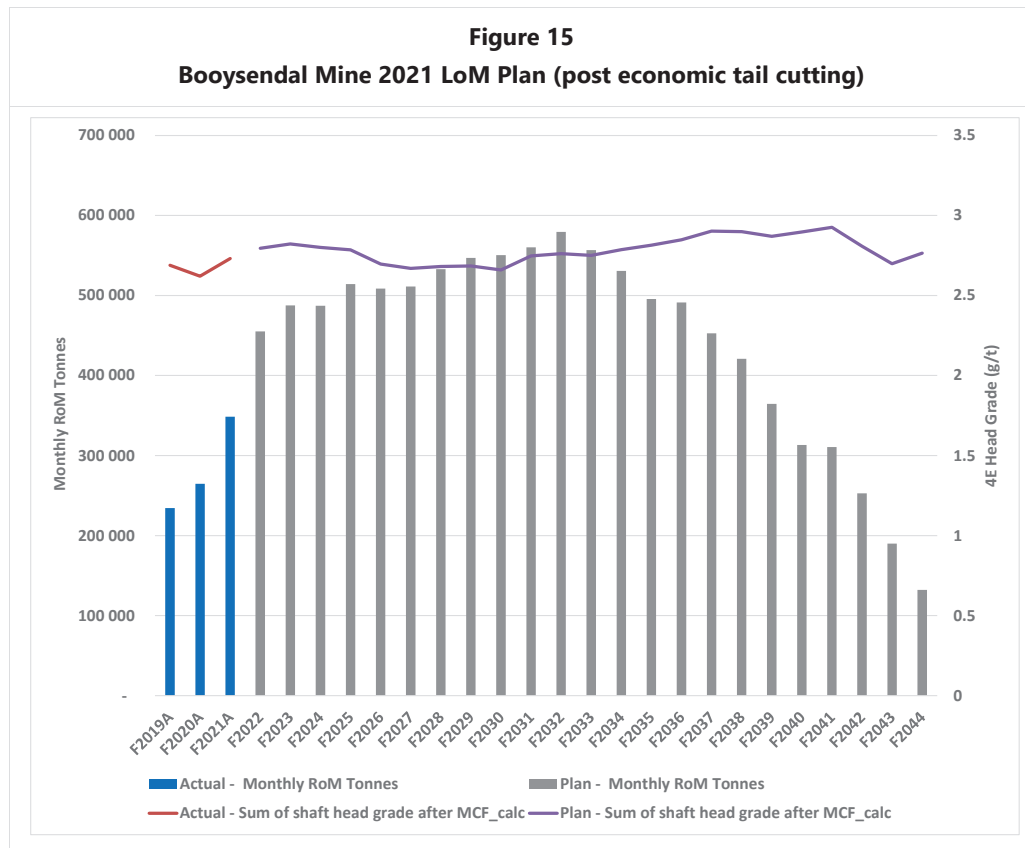
Source: MSA, 2021.



Figure 14
Booyssendal Mine 2021 LoM plan (by mine by reef type)



Source: MSA, 2021.



Source: MSA, 2021.

The shaft head LoM mining operating costs are based on a detailed F2021 five-year budget provided by Booyssendal Mine, calculated from first principles. The costs are summarised into the following main categories and calculated further for the LoM based on fixed/variables drivers and the RoM production schedule:

- labour;
- stores;
- sundry expenses;
- contractors; and
- utilities.

The budget costs provided were aligned with historical costs, post-escalation.

In order to cater for these mining related items for the 30-year LoM, a default SIB capital rate of 14% mining opex was applied from F2026 onwards in the CFM.

The main outstanding mining capital cost is the completion of the Booyssendal Central Mine capital project. The historical spend and future project capex and SIB was reviewed by MSA.



1.7.2.1 **Geotechnical considerations**

The main geotechnical considerations at Booyssendal Mine are:

- the stoping pillar design is based on the Watson *et al.* (2008) formula which is currently not widely used in industry. Underground observations by MSA did not indicate any cause for concern, however following the decision to remove regional barrier pillars and not compartmentalise the mine, the residual risk with regional stability is inherently higher. This places significant emphasis on monitoring to ensure prompt response to potential pillar instability;
- the support design is tailored to the main Ground Control Districts (GCDs) stipulated for the mine. The criteria adopted for the design considers the variable nature of the parting planes in the hangingwall associated with the changing thickness in internal waste between UG2 chromitite. The design is based on best practice and caters for the conditions at hand.
- mine access ways are well protected with control measures accounting for the longevity of the LoM. Portal entrances are stabilised through benching as well as areal support to reduce the risk and exposure to rockfall;
- monitoring and design reconciliation is well established on the mine and is supported by a staffing structure that allows for relevant information to be captured and analysed on a daily basis. In addition to this, compliance checks have been introduced which considers both pillars and support. The information collected in this regard allows for the identification of lead indicators which are communicated to management on a monthly basis.

Forward looking measures to consider to de-risk geotechnical designs:

- the operation originally planned then discarded the use of strike stabilising regional pillars that offer compartmentalisation of the workings. The reintroduction of these pillars should be considered since it offers an additional control against large-scale instability. Regional pillars can be substituted by geological losses, but it is recommended to do this on an ongoing basis as geological losses are confirmed;
- installation of hangingwall extensometers to assist with detecting layer detachment in the back areas, as well as extensometers between hangingwall and footwall to assist with identification of ride on pillars, are highly recommended. This is based on current monitoring focussing on the advancing faces and less on the existing excavations; and
- consideration can be given to expand the GCD's to include separation distances between critical chromitite stringers and the top mining contact. The position of hangingwall chromitite stringers is a significant leading indicator for room or bord stability.

The influence of crosscutting joints on pillar strengths as predicted by the Watson *et al.* (2008) formula is untested. It is important to establish this potential strength reduction since this formula predicts bulk strength values significantly superior to that produced using the tried and tested Hedley and Grant strength estimation techniques.



1.7.3 Eland Mine

SR 5.1(i), 5.1(ii),
5.2(ii), 6.3(i),
6.3(iii), 6.3(iv),
6.3(v), 6.3(vi)

The MSA site visit (see Section 1.3) included review of the mining infrastructure and mine plan underpinning the Mineral Reserves. The site visit involved the following:

- underground trip to Kukama Shaft;
- review of all Surface and underground infrastructure; and
- review of long-term plan and projects.

Mining at Eland Mine commenced in 2007, with initial open pit mining of the UG2 Reef from sub-outcrop to a maximum depth of 80 m. Open pit mining continued until mid-2009, when sinking of the Kukama decline (Kukama) was started from the pit high-wall, followed a year later by the Nyala Shaft. Underground mining continued until 2015 when the then owners, Glencore, placed the mine on care and maintenance. Northam purchased the mine in late 2017 and commenced a study for restarting the operations.

Historical mining has been limited to the higher grade UG2 Reef, exploiting the Mineral Resources with open pit and underground, mechanised bord and pillar mining methods. Underground access to the UG2 Reef is via two decline shafts, namely Kukama (west) and Nyala (east), which have exposed UG2 Reef Mineral Resources to depths of 250 m and 170 m below surface respectively.

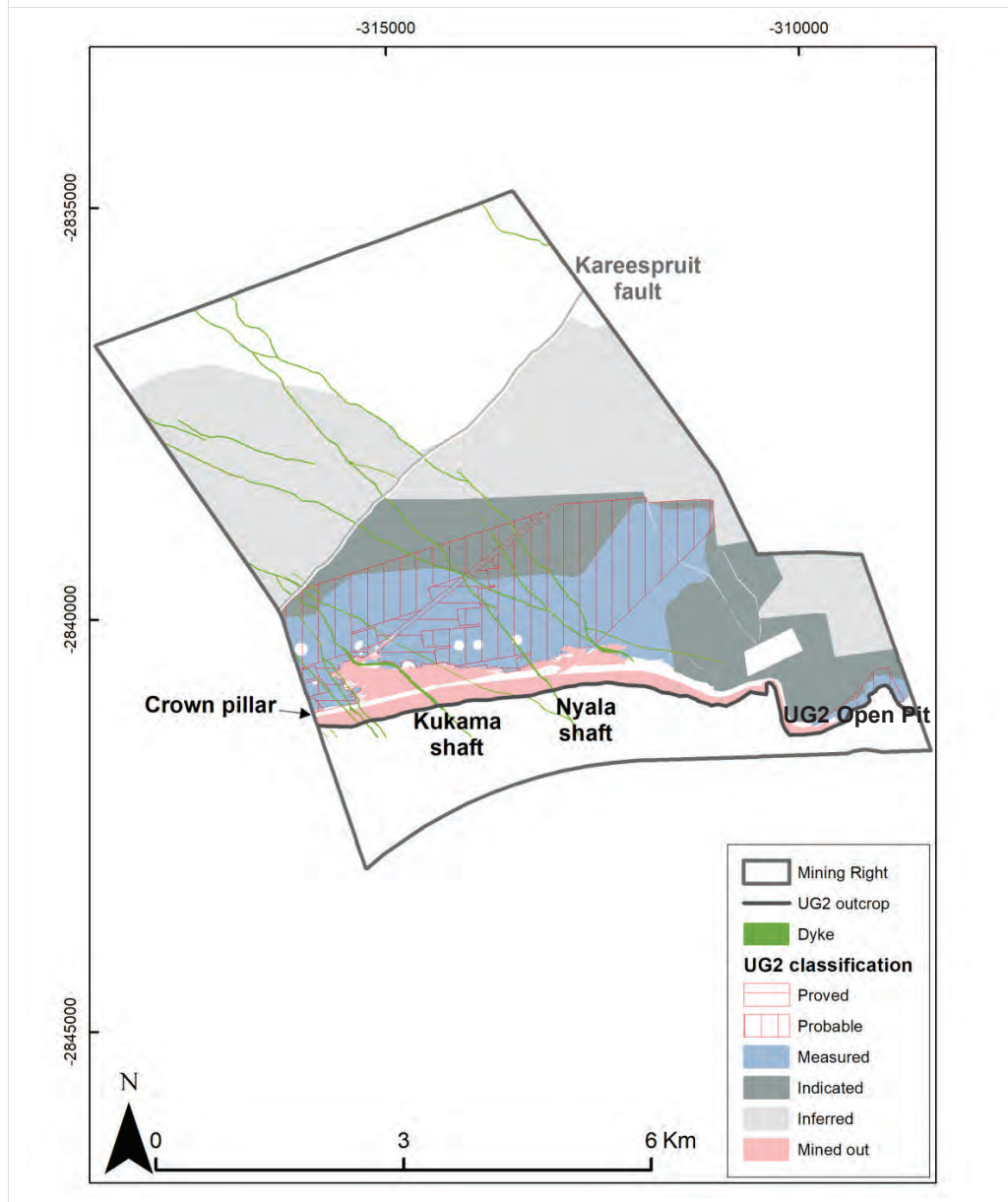
The dip of the UG2 Reef is between 16° and 22° to the north of the property and reaches an estimated depth of 2,200 m below surface along the northern boundary. The boundary depth is unconfirmed and was extrapolated from the deepest confirmed borehole intersection at 1,300 m below surface.

A feasibility study to bring Kukama to a steady state of 137 ktpm, annually producing 150,000 oz 4E of metal in concentrate was completed in August 2019. The study allows for extending the mining infrastructure down dip and along strike of the orebody (Figure 16). The proposed hybrid mining method comprises standard conventional stoping with a semi-mechanised primary development and ore transport along strike.

The Eland Mine Mineral Reserves are based on a feasibility study. Trial mining has been taking place on the hybrid mining method from F2020. The five year Proved Mineral Reserves are highlighted in Figure 16 as mainly on-reef development and initial stoping mined off the main Kukama shaft decline.



Figure 16
Eland Mine footprint of the mining feasibility study and Mineral Reserve



Source: Northam, 2021a.

The results of the feasibility study are considered to be appropriate, and the chosen hybrid mining method is considered the only viable option to extract the Mineral Resource in a safe, efficient and profitable way from the existing mechanised decline infrastructure. Hybrid mining is applied in the South African platinum mining industry to narrow tabular orebodies to reduce dilution in the stopping environment through the use of conventional mining.

Trial mining has commenced, with the development of the first conventional raise on 1 Level West at Kukama Shaft. The 1 Level West area is not an ideal area for the pilot stope, due to extensive



potholing. Production results from the trial mining are therefore mixed but have proved that the mining method works although will need to be reviewed on a regular basis as production builds up. The Kukama Mineral Reserve and feasibility study area is shown in Figure 16. The area comprises 45% of the total Eland Mine's Mineral Resource on the UG2 Reef horizon.

One of the main challenges for the Kukama hybrid mine design is the location of the HW Shear in relation to the UG2 Reef top contact. The isopach model reveals a significant narrowing of the separation toward the central portion within the Kukama Shaft block. The HW Shear towards the west, as observed in the current underground workings, is predominantly located between 1 to 2 m above the UG2 Reef top contact. In the central portion of the Kukama block, the HW Shear is located in the immediate hangingwall and often crossing through the reef horizon into the footwall.

The Mineral Reserve reported for the Eland Mine's UG2 Reef is based on a revised hybrid mining method based on the Kukama Shaft feasibility study and some UG2 Open Pit mining. There are no Mineral Reserves from the Merensky Reef.

There is limited historical information from the trial mining to inform the Modifying Factors for the new hybrid method. The Modifying Factors are therefore based on benchmarking with similar conventional UG2 Reef platinum mines in the area. The Modifying Factors for the hybrid mining would need to be reviewed on an annual basis as part of the planning cycle and updated accordingly.

The combination of underground sampling and surface boreholes is used to derive the sampling values for the stoping blocks. All the Modifying Factors described are used to formulate the sampled tonnes and 4E grade supplied to the concentrator. As no processing has taken place from the small amount of underground ore mined from the trial stope, the ore is currently being stockpiled and no metal accounting reports were available for review to assist with the formulation of Modifying Factors.

No suitable previous historical data is available from Eland Mine operations to define the Modifying Factors for the new hybrid mining method at Kukama. The Modifying Factors were based on reasonable assumptions taken from the feasibility study from comparative industry mining operations in the western Bushveld Complex.

The Modifying Factors for Kukama UG2 Shaft are unchanged year on year.

A 13.5% geological loss factor was applied to the Eland Mine LoM plan for unknown geological losses (potholes, faults, dykes and contingency) based on the Measured classification area.



The following Modifying Factors were used for the derivation of the Eland Mine Underground Mineral Reserves:

- in-stope extraction:
 - in-stope extraction is the extraction of the stoping blocks excluding the rock engineering pillars;
- MCF:
 - the MCF is defined as the sum of the metal produced in recovery plus residue to the metal called for by the mine's sampling and evaluation methods expressed as a percentage. The MCF constitutes a loss/gain of Mineral Reserves which impacts the head grade. A figure of 98% was applied based on benchmarking against other UG2 Reef platinum operators;
- off-reef stoping:
 - off-reef stoping is expressed as a percentage and relates to the reef being replaced by waste due to geological structures and rolling reef. The off-reef stoping constitutes a mining loss of Mineral Reserves and dilution to the concentrator;
- in-stope overbreak:
 - in-stope overbreak is the additional dilution induced by mining over and above the Mineral Resource cut. The assumption was to use a 15 cm dilution additional to the Mineral Resource width;
- in-stope gulley:
 - in-stope gulley is the additional dilution induced by blasting of gulleys and 4.2 cm is assumed as overall additional dilution to the stoping width;
- in-stope extra width:
 - in-stope extra width is the additional dilution over and above the stope width to allow for falls of ground, winch bed slyping and gulley shoulder breaks, and 4 cm is assumed;
- in-stope re-development:
 - in-stope re-development is an allowance for redevelopment to re-establish a stope panel which is off-reef. The assumption was to use an additional 1% allowance;
- in-stope off-reef re-development:
 - in-stope off-reef re-development is the additional off-reef development required to re-establish a stope panel. The assumption was to use an additional 1.5% allowance;
- primary development off-reef:
 - primary development off-reef is dilution incurred by the primary strike drives and raise/winze development. An allowance of 20% is assumed, i.e., 20% of all linear primary development is planned at 100% off-reef; and



- discrepancy/mining (+shortfall/-excess):
 - discrepancy/mining (+shortfall/-excess) is a survey tonnage reconciliation factor between all the mined tonnages accounted for underground compared with the tonnage hoisted. The assumption in the historical ore flow accounting is that this is waste tonnage and therefore does not affect the metal accounting. The discrepancy between tonnes accounted for underground and hoisted is unknown. A 2% (shortfall) in tonnage is assumed.

The Modifying Factors are based on industry practises. MSA considers that the change to hybrid mining is correct but that there is no clear benchmark to confirm the Modifying Factors used for the Kukama hybrid mining method. This is mainly due to the HW Shear and dip of the orebody which provides operational complexity, although in-stope it is comparable to Zondereinde Mine, with similar dips. The confidence in the Modifying Factors has not been proved by the trial stope which has needed to negotiate complex geology. An annual year on year review of the Modifying Factors would improve the confidence level.

A summary of the Modifying Factors used for the Kukama Hybrid LoM plan and UG2 Reef Mineral Reserves are shown below in Table 23. *JSE 12.10(h)(vii)*

Table 23 Modifying Factors applied to the Kukama Hybrid LoM plan and Mineral Reserves	
Modifying Factors	Value
In-stope extraction (%)	70.7
In-stope off-reef (%)	4.0
In-stope overbreak (cm)	15.0
In-stope gulley (cm)	4.2
In-stope extra widths (cm)	4.0
In-stope re-dev (%)	1.0
In-stope off-reef re-development (%)	1.5
Primary development off-reef (%)	20.0
Discrepancy (+shortfall/excess) (%)	2.0
Mine Call Factor (%)	98

Notes: Historical data from pilot stope considered not representative to be used for determination of the Modifying Factors.

Source: MSA interpretation of Eland Mine historical data, 2021.

In the previous 2020 LoM plan, a low grade Merensky Reef Open Pit was used to supplement ore feed and placed in the Mineral Reserve statement. The 4E cut-off grade for the Merensky Reef Open Pit based on the latest CPR planning and financial assumptions, and a processing recovery of 65%, is calculated to be 0.84 g/t by MSA compared to the 4E Mineral Resource grade of 1.05 g/t which confirms that it is sub economic and it was therefore taken out of the Mineral Reserves.

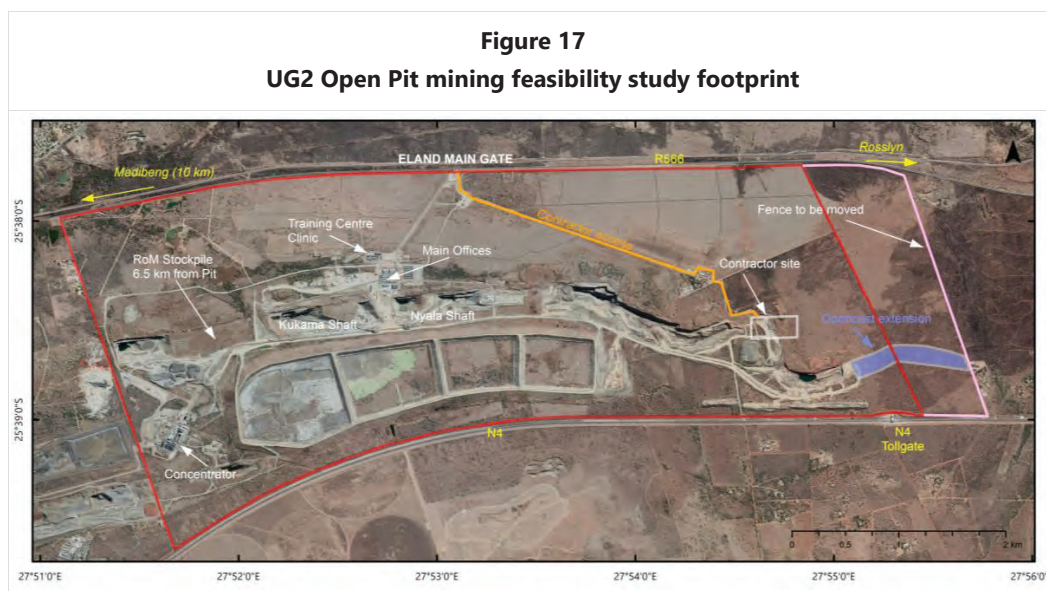
In support of establishing a LoM plan for Eland Mine, a feasibility study for the Zilkaatsnek UG2 Open Pit block (UG2 Open Pit) was started in 2020 which extended the existing open pit on strike



(Figure 17). The study was based on well-known and proven open pit mining methods. The study included in particular the following:

- pit optimisation to define the economic pit limit;
- backfill strategy to minimise mining cost, environmental impact, exposure, and liability;
- mining strategy and sequence that delivers the planned production targets;
- pit design with ramps and access strategy;
- bill of quantity with mining cost estimation assuming a contractor mining model; and
- financial viability.

The UG2 Open Pit project is planned to deliver 20 ktpm for five years, yielding approximately 60,000 4E ounces over the five-year period. The outcome of the feasibility study was to develop a project that provides positive financial returns at the current corporate weighted average cost of capital.



Note: Background image from Google Earth, © 2021 Maxar Technologies, Imagery Date 22/07/2019.

Source: Eland, 2020.

The open pit optimisation was performed by Ukwazi Mining Studies (Pty) Ltd (Ukwazi) to determine the optimal pit shell to be used for the pit design and scheduling for the UG2 Open Pit. Dassault Whittle™ pit optimisation software (Whittle™) was used to determine the optimal pit shell for the open pit in 3D using the Mineral Resource model provided by Eland Mine. All the planning, cost and financial input parameters were based on benchmarking from the Ukwazi database or provided by Eland Mine.

The following Modifying Factors were applied for the UG2 Open Pit operation:

- dilution is defined as the external waste rock added during the ore planning process because of blasting practices, loader bucket size, or allocating trucks to the wrong destinations. Dilution, therefore, is the external waste portion of the scheduled RoM. A mining dilution of



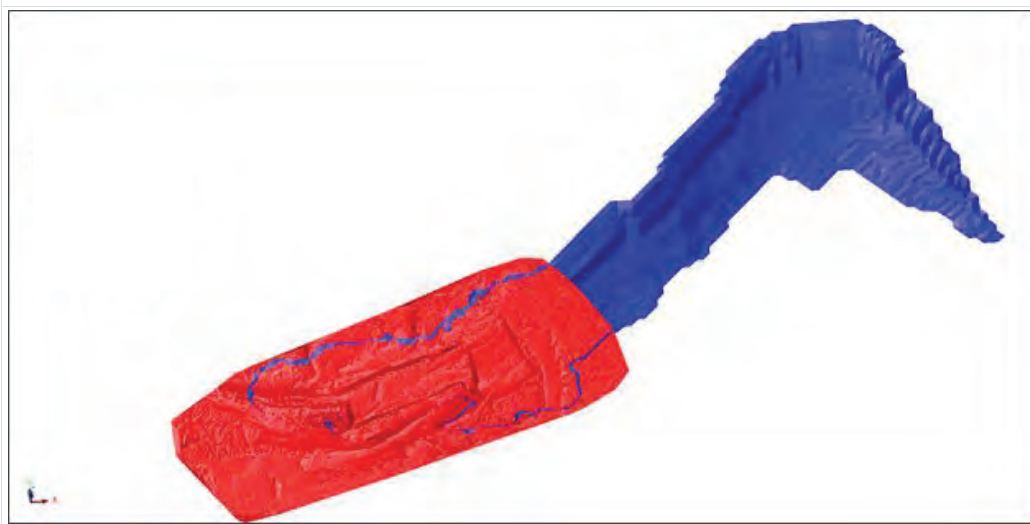
10% or 20 cm on the 2 m mining cut scenario (estimated based on industry benchmarks) was applied;

- a mining loss of 5% was applied based on industry benchmarks;
- a 15% geological loss was applied; and
- 90% MCF.

MSA considers the Modifying Factors to be appropriate for the UG2 Open Pit. The impact of the complex geology has been negated by the use of the low MCF.

From the Whittle™ pit optimisation process a selected pit shell was chosen, as shown in the isometric view of the selected pit shell (Figure 18).

Figure 18
Isometric view of the selected pit shell



Source: Eland Mine, 2021h.

Dassault Surpac (Surpac™) general mine planning software was used by Ukwazi for the detail pit design based on the selected pit shell. This process involves the addition of berms, ramps and haul roads to the pit shell generated by the Whittle™ pit optimisation process. A cutback design methodology was followed by optimising the final highwall through the reduction of highwall ramps. With the cutback approach and highwall design, no final highwall ramp was required, with sufficient access through the ramps in the cutback designs.

Table 24 shows the geotechnical parameters used for the final pit and cutback designs. For the final pit design, no ramp was included. Access to all the mining benches will be from a backfill ramp and the ramp designed within each cutback design.

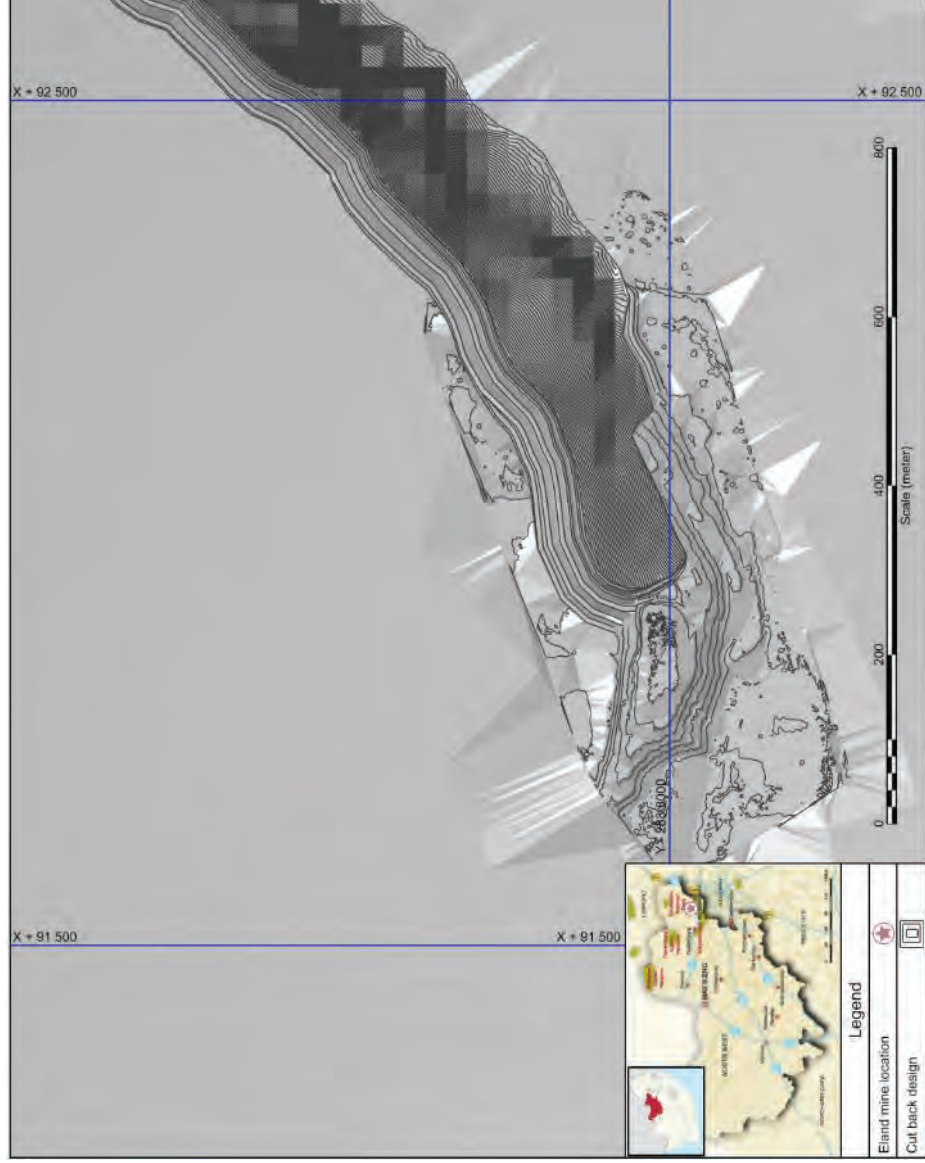


Table 24
Eland Mine UG2 Open Pit design geotechnical parameters

Material	High wall height (m)	High wall angle (°)	Berm width (m)
Overburden (Soil)	5	35	6
Weathered waste	20	50	6
Fresh waste	25	75	3

Ukwazi used a cutback design methodology to break up the pit design into practical executable stages to ensure sufficient access is always available to the mining blocks. For the purpose of the strategic LoM plan, four cutbacks were designed. The final pit design is shown in the isometric view of the selected pit shell (Figure 19).

Figure 19
UG2 Open Pit final pit design



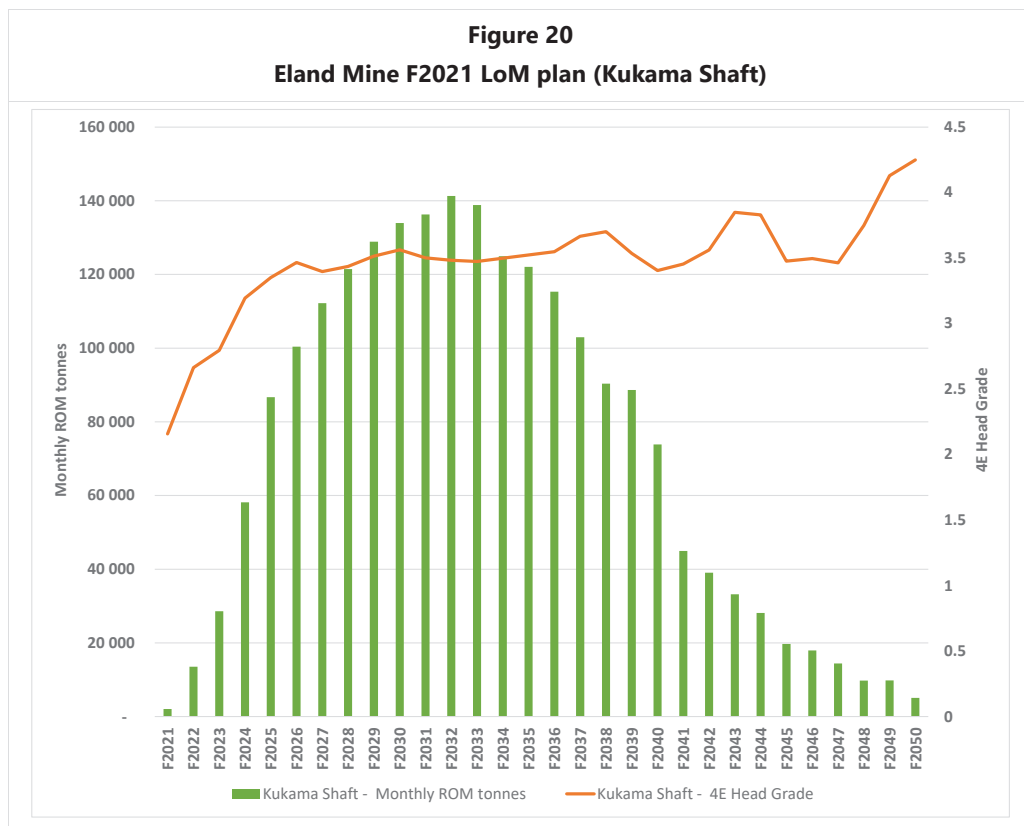
Source: Eland Mine, 2021h



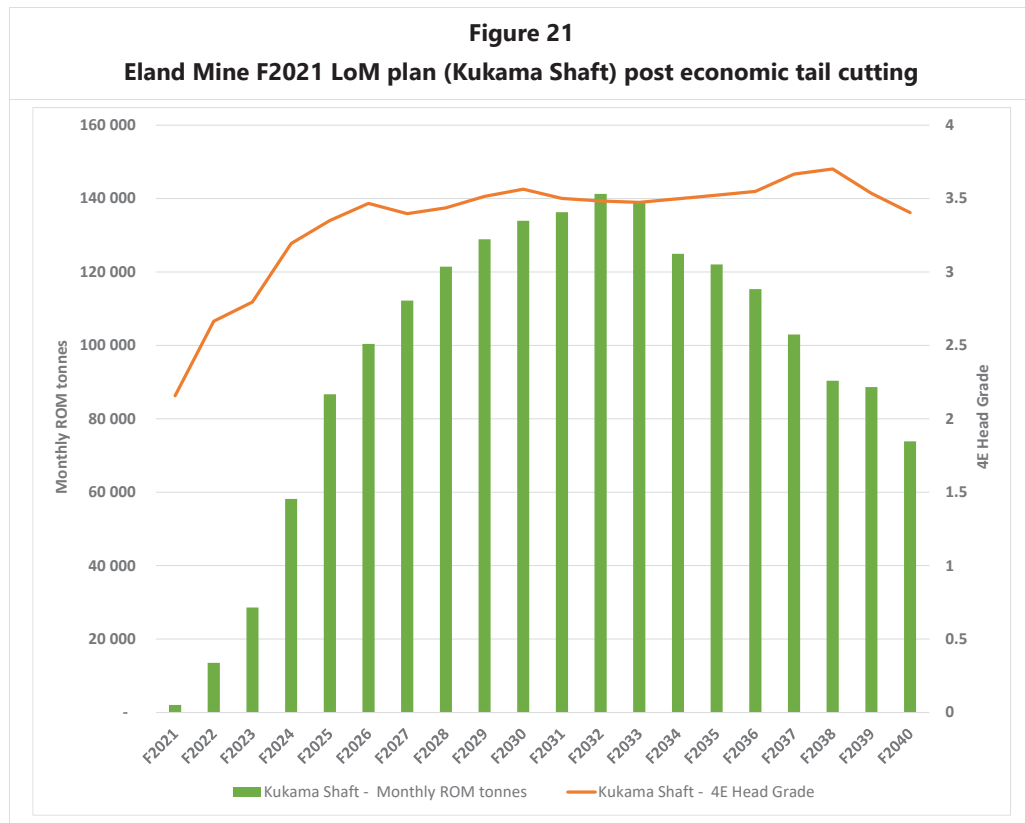
Based on the MDC, Modifying Factors and underlying 2020 Mineral Resource models for the UG2 Reef, the following production schedules were derived for Kukama and UG2 Open Pit.

The Kukama LoM profile shown in Figure 20 includes Measured and Indicated Mineral Resource material only. Exploration work is ongoing to improve the Mineral Resource classification for this area and convert Inferred Mineral Resource material to Indicated Mineral Resources.

The Kukama LoM profile shown in Figure 21 shows the Mineral Reserve only (RoM tonnes and 4E head grade) post economic tail cutting from F2040. The production profile builds up to 120 ktpm by F2028 and increases to the planned blueprint production of 137 ktpm. MSA recommends a more sustainable production rate of 120 ktpm based on the current Mineral Resources available.



Source: MSA, 2021.



Source: MSA, 2021.

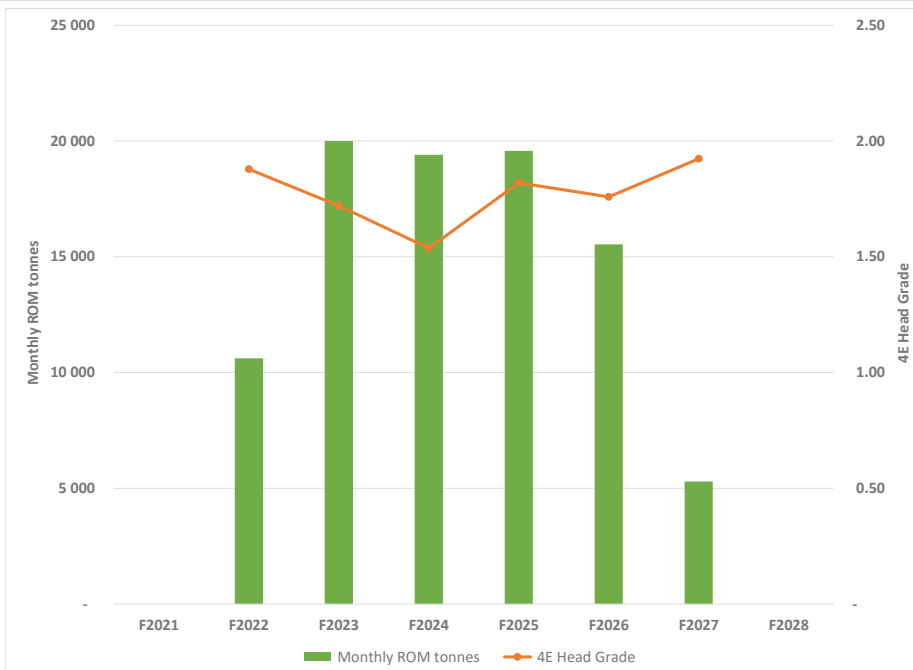
The production from the UG2 Open Pit shown in Figure 22 builds up to the planned production rate of 20 ktpm by F2023 which is sustained for a few years until depletion of the pit in F2027. The 4E head grade is consistent with an average LoM and Mineral Reserve grade of 1.74 g/t.

The total tonnes (ore + waste) averages around 300 ktpm with an average LoM waste to ore stripping ratio of 22.6 m³/m³ or 18.1 t/t.

The Eland Mine combined LoM plan aligned with the Mineral Reserves is shown in Figure 23. The mine builds up to 120 ktpm RoM over the next seven years though growth production accumulating from the Kukama Hybrid and UG2 Open Pit.

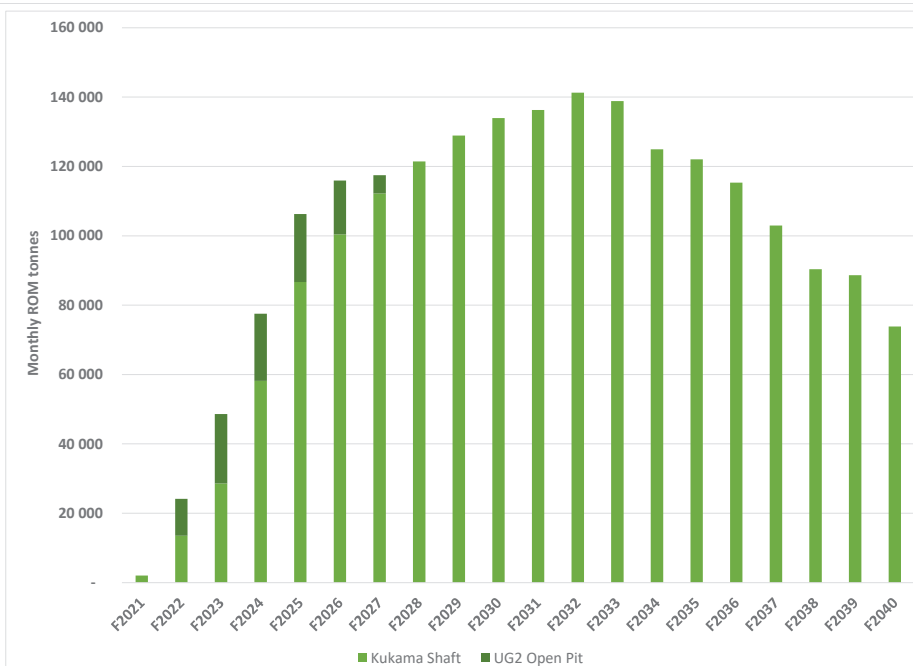


Figure 22
Eland Mine 2021 LoM plan (UG2 Open Pit)



Source: MSA, 2021

Figure 23
Eland Mine 2021 LoM plan (combined Kukama and UG2 Open Pit)



Source: MSA, 2021



1.7.3.1 **Geotechnical considerations and hydrology**

The geotechnical risk at Eland Mine is largely driven by the HW Shear Zone located above the UG2 Reef. The geotechnical design adopted to manage this risk is summarised as follows:

- panel spans are limited to 20 m, being well below the 30 m panel spans generally used in the Bushveld Complex;
- the position of the HW Shear Zone is identified through exploration drilling and delineated on hazard plans to assist with assigning GCDs. This allows for the pro-active identification of high-risk areas;
- pillar designs are based on the Hedley and Grant (1972) formula using a bulk strength factor equal to one third the Uniaxial Compressive Strength (UCS) of the reef. Following back analysis of the Everest Mine failure by Watson (2018), this approach was deemed best suited for mines affected by an alteration zone within the pillars;
- the support design makes use of a combination of grout packs, temporary hydraulic props, Hydrabолts and in-stope mesh. The design adheres to industry accepted guidelines and trial mining has indicated the approach to be effective in undercutting the shear structure in the hangingwall. This being the case, the approach is fairly uncommon and will only be fully validated with further implementation; and
- a project is underway to assess the feasibility of mining the UG2 Open Pit along the far eastern boundary of the mine. The slope angles provided for the initial project analysis are however not clearly justified and will require further investigation.

Forward-looking measures to consider:

- it is recommended that an Eland Mine specific study be undertaken to assess the impact of the HW Shear Zone on pillar behaviour, taking into consideration the variable material strength of the UG2 indicated by the UCS tests;
- to assist with the above-mentioned study, test work needs to be commissioned for the shear material to obtain representative strength parameters and quantify the strength reduction associated with the shear zone;
- the k value used in the design of the footwall decline pillars is based on the laboratory strength of anorthosite (185.5 MPa) rather than the norite host rock (115 MPa). As such, further consideration should be given to the bulk strength value used in the design of the decline pillars to ensure a representative strength is used;
- the current design of the in-stope pillars has an increased potential for pillar bursting between 650 m and 700 m below surface. It is recommended that the pillar width-to-height ratio for this depth range be adjusted to ensure controlled pillar yield is maintained;
- the current development support design makes use of 1.8 m bolts. The historic 95th percentile fall-out height for mechanised bords as recorded at Kukama Shaft is estimated at 1.9 m. It is therefore recommended to further substantiate the use of 1.8 m bolt in on-reef development ends to ensure an effective support system;
- the mine could consider the use of instrumented monitoring in the form of hangingwall extensometers (FOG-Lights, RockTales, etc.) to allow for the long-term monitoring of access ways in high-risk areas; and



- it is recommended a slope engineering study be undertaken to validate the proposed slope angles stipulated for the planned UG2 Open Pit prior to project implementation.

1.8 Metallurgical Considerations and Tailings

SR 5.3(vi)

The metallurgical operations of Northam consist of one dense media separation (DMS) plant, six flotation concentrators (including slag retreatment), one backfill plant, four chromite recovery spiral plants, one smelter and one base metal removal plant. These facilities are supported by four analytical laboratories and four tailings storage facilities.

The combined name plate capacity of the concentrators is 10.9 Mtpa (either Merensky or UG2 ores but not blended) most of which is allocated to the treatment of UG2 ore.

The Zondereinde smelter has a drying capacity of 400 kilotonnes per annum (ktpa) of concentrate and 320 ktpa for smelting between the two drying plants and the two furnaces. The slag retreatment concentrator is reprocessing the slag discard generated by the smelting operation.

The Zondereinde base metal removal plant (BMR) has a current capacity of 4,320 tpa of convertor matte to produce copper cathode, nickel sulphate crystals and a PGM-rich calcine which is shipped to the Heraeus Group's (Heraeus) precious metal refinery in Hanau (Germany) for refining. The BMR capacity is to be debottlenecked and expanded to be able to treat future production from Northam.

The backfill plant provides classified tailings for use as mining support for the Merensky and UG2 stopes at Zondereinde Mine.

The chromite recovery spiral plants are fed with the tailings from the associated UG2 concentrator. This process allows for the recovery of contained chromite which is upgraded to recover the contained chromite to a metallurgical grade concentrate (~40.5% Chrome).

The four tailings dams, cumulatively, have ten separate compartments available to contain tailings from the associated concentrators or chromite spiral plants.

Of the four laboratories, one is commercial and is used for accounting purposes whilst the remaining three are site based, primarily for grade control and process control. In addition, the Zondereinde Mine laboratory is the accepted facility for concentrate quality determination and final calcine product evaluation for exchange with the precious metal refinery.

1.8.1 Zondereinde Mine

SR 5.3(vi), 5.6(viii)

The 150 ktpm Merensky and the 105 ktpm UG2 concentrators at Zondereinde Mine are independent of each other and treat the specific feed stock and the final concentrates remain separated for transport to the smelter as a filtered cake. Both plant flowsheets follow the principal of the typical mill-float-mill-float (MF2) flotation circuit, although with some site specific modifications. The tailings from the Merensky plant are hydro-cycloned to produce the classified tailings whilst the UG2 plant tails are treated to recover the chromite.

The Merensky concentrator treats ore from underground. Merensky tailings and waste rock are milled to satisfy the backfill demand. Each of the feed stocks are treated separately and the concentrates produced are separately dispatched to the smelter.



The combined final tailings from both concentrators are pumped to one of the two compartments of the tailings dam. The capacity of the tailings dam is sufficient for the current LoM production, provided that backfill consumes some 57% of the Merensky plant tailings.

The Merensky concentrator flotation product contains 95 g/t 4E with a recovery of 90% whilst the UG2 plant has a 200 g/t 4E product with an 87.5% recovery. Chromite yield is ~30% whilst backfill yield is 57%. These performance parameters are used in the forecast of operations and are supported by historical operational statistics.

The smelter plant will be conducting a scheduled furnace rebuild on No.1 Furnace from July 2021, which will impact production in the short term but concentrate will be stockpiled and will be consumed within the financial year, following recommissioning of the furnace. The smelter has been treating about 155 ktpa of concentrates with a PGM recovery of 99%. The forecast concentrate production to be treated is anticipated to increase to >275 ktpa and the system has been upgraded to treat this increased throughput with the drying capacity at 400 ktpa and smelting capacity at 320 ktpa, whilst maintaining PGM recovery at 99%.

The BMR has historically treated up to 3,700 tpa of convertor matte which is the full production from the smelter, producing ~1,000 tonnes of copper cathode and ~8,500 tonnes of nickel sulphate containing 21 %Ni. The PGM recovery at the BMR is in excess of 99.5% historically.

The copper and nickel recovery across the smelter and BMR is assumed to be 100% as base metal sampling and accounting has shown well in excess of 100% being consistently achieved historically, which is not sustainable.

All plants and tailings facilities at Zondereinde Mine were inspected and no red flag issues were identified. There are therefore no concerns for sustaining production for the LoM, provided that maintenance protocols are maintained.

Operating cost forecasts are appropriate and are consistent with historical norms and appropriate considering the increased levels of production being forecast, especially at the smelter.

Major capital projects during the next few years are aligned with the No.1 Furnace rebuild and the debottlenecking and upgrade of the BMR. No major project capital expenditure is required at the concentrators or the tailings storage facility.

Adequate provision has been included for SIB capital for the concentrators and the smelter/BMR.

1.8.1.1 Zondereinde Mine tailings storage facility (TSF)

The Zondereinde Mine tailings storage facility (TSF) comprises two compartments using an upstream configuration with spray bar/spigotted tailings deposition. The facility has its own storm water management structures to manage precipitation and the penstock water recovery that are drained to an associated Return Water Dam (RWD). Water from the facility is recycled back to the processing operations for reuse.

As the facility only receives UG2 tailings (the Merensky tailings being used for backfill) the facility is receiving only 70% of the designed feed and the rate of rise is slower than expected with reportedly less than 50% of the capacity of the facility having been used to date.



Although there are some operational issues associated with the penstock for the TSF, it is operated by a competent and recognised operator. The TSF's are managed as per the operations manual. Rehabilitation of the facility is ongoing/concurrent as benches become available which reduces erosion and dust.

1.8.2 Booyssendal Mine

SR 5.3(vi), 5.6(viii)

The two concentrators are located some 15 km apart with the Booyssendal Mine South Plant (South Plant) being acquired from Aquarius in 2015 (previously known as Everest Mine) and the Booyssendal Mine North Plant (North Plant) being constructed in 2013. Both plant flowsheets follow the typical MF2 flotation circuit, with the North Plant also having a pre-concentration DMS plant ahead of the concentrator. The North Plant has a DMS nominal capacity of 187.5 ktpm with a flotation capacity of 150 ktpm whilst the South Plant has a flotation capacity of 250 ktpm.

Both plants can treat either Merensky Reef or UG2 Reef ores. The management decision is that these ores will not be blended but will be campaigned through each plant until it is necessary to reconsider this decision as production increases. Merensky Reef ore at the North Plant bypasses the DMS whilst the majority of the UG2 Reef ore is treated through the DMS with a reject yield of 17% to 20%.

The North Plant has been milling between ~2.1 Mtpa of UG2 Reef and ~0.4 Mtpa of Merensky Reef ore and has proven that it will be capable of treating the forecast production schedule. The South Plant has been treating remined historical tailings to re-engineer the tailings storage to an acceptable standard, plus recover some PGM and chromite concentrate. The South Plant has also treated limited quantities of UG2 Reef ore, but adequate to confirm that the plant will be capable of treating the forecast scheduled production.

Chromite spiral plants recover metallurgical grade chromite. These CRPs have been installed at each concentrator to recover the contained chromite with a mass yield of ~10%, although historically the North Plant yield has been closer to 14%.

The Merensky concentrate from North Plant contains in excess of 95 g/t 4E with a recovery of 87% whilst the UG2 plant has a 160 g/t 4E product with an 88% recovery. The South Plant UG2 concentrate is targeted at 160 g/t 4E with a recovery of 86% improving to 88% once sustainable UG2 Reef production is available. These performance parameters are used in the forecast of operations and are supported by historical operational statistics.

Concentrate from both plants are filtered and dispatched to the Zondereinde Mine smelter for sampling and analysis.

The North Plant tailings dam is still being developed but will have sufficient capacity to receive the quantity of tailings to be produced as per the LoM forecast, provided that the DMS discard percentage and the chromite yield are maintained.

The South Plant tailings dam, originally consisting of four compartments is being remined and deposited back onto the combined 1 and 2 compartments. This has been conducted to improve the overall sustainability and safety factor of the tailings dam – this remaining will be complete by December 2021. Compartments 3 and 4 will also be combined and eventually slimed to one tailings



storage facility. The capacity of the South Plant facility is inadequate for the LoM production schedule and from about F2031, a new storage site will be required to be operational. Two suitable sites have been identified.

All plants and tailings facilities at Booyseendal Mine were inspected and no red flag issues were identified. There are therefore no concerns for sustaining production for the LoM, provided that maintenance protocols are maintained and the tailings facility is expanded for the South Plant.

Operating cost forecasts are appropriate and are consistent with historical norms and appropriate considering the increased levels of production being forecast, although the South Plant costs are based upon forecast levels.

Major capital projects during the next few years are aligned with the tailings dam requirement and upgrades at the South Plant.

Adequate provision has been included for SIB capital for the concentrators.

1.8.2.1 Booyseendal Mine TSF

The tailings at Booyseendal Mine are managed at two separate facilities – one for Booyseendal South and the other for Booyseendal North. Both facilities are managed by the same competent and recognised operator as per an operations' manual and design specific to the facility. Below is a summary of the two TSFs:

- the Booyseendal South TSF was inherited with the purchase of the historic Everest Mine and is a hillside facility located downslope from the Booyseendal South concentrator operation with its own RWD for capturing storm water and penstock decant and returning it to the Booyseendal South concentrator for re-use. The historic TSF did not meet Northam's internal operating standards and as such significant re-working and penstock repairs to the facility has been undertaken and is still ongoing. Much of the original rehabilitation has been removed however, concurrent rehabilitation will be implemented as soon possible. The TSF will not meet the LoM requirements and work has already started on defining the extension options in the short to medium term; and
- the Booyseendal North TSF was commissioned by Northam in 2013 and is also a hillside upslope design facility. This facility was constructed under the current regulatory requirements and has a partial liner in place as well as a dam safety permit as a category III dam. Water from the TSF is managed through a penstock to a sump and pump system that sends the water directly back to the concentrator process water dams for re-use. Historical seepages from the facility have been addressed and will be monitored on an ongoing basis. The dam is reportedly at around 16% of its 60 Mt capacity and the concurrent rehabilitation is up to date.

1.8.3 Eland Mine

SR 5.3(vi), 5.6(viii)

The Eland Mine concentrator was commissioned in 2007 and operated until 2015. It was placed on care and maintenance from 2015 to 2018. Northam procured the plant along with the mine prior to 2018. Remined tailings from own sources and external parties recommenced in early 2019 and RoM processing is expected to commence during the first quarter of F2022.



The plant flowsheets follow the typical MF2 flotation circuit and the Eland Mine plant is an identical plant to that at Booyssendal South. The nominal capacity of the plant is 250 ktpm treating only UG2 Reef ore.

The plant has been treating remined historical tailings to recover some PGM and chromite concentrate whilst the operation is being refurbished (scheduled to be substantially complete by July 2021). No underground ore has been treated since 2015. The historical records confirm that the plant will be capable of treating forecast scheduled production, although this will be less than the nominal capacity. Additional sources of feed are scheduled to fill the plant, including third party materials.

Chromite spiral plants to recover metallurgical grade chromite is available to recover the contained chromite with a mass yield of ~5%, although historically indications are that a future yield of metallurgical grade chromite could be closer to 18% with improved UG2 Reef production.

The UG2 concentrate is targeted at 150 g/t 4E with a recovery of 71% improving to 83% with increasing head grades and potentially some process upgrades. The historic recovery achieved was about 75%. These performance parameters are used in the forecast of operations but are not adequately supported by historical operational statistics. Without metallurgical testwork to support the improvements, this is considered a production risk.

Concentrate from the plant is filtered and dispatched to the Zondereinde smelter for sampling and analysis.

The four compartments fully contained tailings dam has more than sufficient capacity to receive the quantity of tailings to be produced as per the LoM forecast with or without the chromite yield are maintained.

All plants and tailings facilities at Eland Mine were inspected and no red flag issues identified. There are therefore no concerns for sustaining production for the LoM, provided that maintenance protocols are maintained and the third party sources of feed stock are available. Metallurgical evaluation to confirm the recovery improvement will add confidence to the production forecast.

Operating cost forecasts are appropriate and are consistent with the other concentrators within the Northam Operations - historical norms are not appropriate considering no recent performance data.

Major capital projects during the next few years are aligned with upgrades at the plant.

Adequate provision has been included for SIB capital for the concentrator.

1.8.3.1 Eland TSF

Tailings at Eland Mine are managed at a single TSF that consists of four paddocks/compartments with perimeter walls constructed from waste rock. The waste rock walls have been constructed to full LoM height and excess capacity exists for the deposition of tailings through the Eland Mine LoM.

Although all four paddocks are complete, only Paddock 1 and 2 have established penstock facilities and are functional at this time. There is no dedicated RWD associated with the Eland TSF and water



from within the TSF paddocks is removed via a gravity penstock and returned directly to the process plant water system via a plant-controlled sump and pump arrangement.

The TSF is operated by a competent and recognised operator using a detailed operations manual. There is currently re-mining of the tailings material underway in Paddock 2 with as arising tailings currently being deposited in Paddock 1. A waste classification of the tailings in Paddock 1 classified the material as Type 3 Waste and the Eland TSF paddocks were designed accordingly and approved as a Section 21(g) Water Use. Maintaining the integrity of the norite clay layer within the paddock basin is integral to the design, approval and prevention of seepage.

1.9 Infrastructure

SR 5.4(i)
SV T1.5

The engineering infrastructure for the Northam Operations includes all surface and underground infrastructure required to support mining and processing.

The utilities, namely power supply, electricity and water underpin current and forecasted production and initial beneficiation. Infrastructure for servicing, maintenance, and storage of materials and consumables support all on-site activities. These parameters are considered as a function of the mine value chain.

The non-process infrastructure and utilities which sustain the operations contain data at different levels of granularity across operations. An analysis of data throughput and management for Northam may be beneficial for growth in operations to improve the quality of decisions and ensure no capital underfunding.

In tandem, the maintenance scheduling pertaining to surface and underground infrastructure can be improved through an understanding of fixed routines and the cycle of activities, as part of asset management. This will become essential as the operations quickly ramp-up to steady-state production and/or transition from tailings processing to mining, and processing of its own ore and third party material.

1.9.1 Zondereinde Mine

SR 5.4(i)

The data room provided an overview of documentation assimilated over the last decade. Several areas will require accompanying reference data to understand the detailed impacts on utilities. This is imperative for the power supply forecast and hydropower water distribution.

Several gaps have been identified which overlap across the various activities and disciplines for the Zondereinde Mine. The main source of power and backup power will be dependent on the power and electricity needs for future mining and processing phases.

The future reliability of the main power/grid supply will entail a full design analysis of the backup power requirements for mining ventilation, dewatering and processing equipment sensitive to fluctuation power supply. The requirements, especially the power ratings of equipment, may need to be reviewed for changes in production profiles, and more specifically, high-consuming processing equipment.

Consistency in the Eskom power delivery will continuously need to be assessed. Tolerance of voltage fluctuation will have to be investigated for sources and loads.. These topics will form the



basis of contractual agreements for power servitudes, and with Eskom, affecting the network and energy charges and electricity consumption rates.

Fluctuations in fissure water during wet seasons and as development progresses, will need to be included into water balances. Inflow ranges, water treatment capacity, water storage optimisation and tailings structures for the future operation will need to be detailed capital, sustaining and operating costs.

It is anticipated that the upgrades and extensions across site will include some automation and centralised monitoring for data collection, functional interfaces and storage of raw and assimilated data.

The construction of projects will potentially necessitate additional accommodation in the surrounding areas. The functional responsibility of accommodating contractors needs to be determined due to the temporary nature of their activities. Stakeholder engagement will be necessary to ensure that no disruptions occur during the delivery and construction phase.

1.9.2 Booyssendal Mine

SR 5.4(i)

Several areas will require extra work to consolidate and align information and quantification across the three mines and the processing forecast. This is imperative for the power supply and water source and reticulation.

As the mines progress to steady-state, the reliability of power supply versus increased demand for ventilation and other power loads for processing equipment will necessitate a review of other types of power sources and contractual agreements.

The integration of the water reticulation system as part of the water management system will require updating to ensure that the design of 80% recirculation can be maintained as the Booyssendal North and Booyssendal South mines expand.

Data management, storage and utilisation will become critical as the mining, concentrating and metallurgical operations reach steady-state production.

1.9.3 Eland Mine

SR 5.4(i)

The design criteria for power ratings of equipment based on future mining and processing plant consumption are to be reviewed. The tolerance for voltage fluctuation will have to be investigated for sources and loads.

Future water accessibility and the potential for water savings will become increasingly reliant on the water management for the operation, and of the water treatment throughputs and the tailings facilities, as a water source. Maintenance of pumping and piping equipment will need review, especially for the stormwater management system, and the recirculation of water will require monitoring. Water quality based on accredited methods is critical. This is required to prevent stormwater contamination, the potential for erosion, ensuring piping integrity and to ensure that the water quality is sustained for recirculation.



A consolidated approval for water use is critical and can only be sustained with a water management system that considers maintenance as a central activity as the operation progresses from tailings processing to processing underground ore.

The various projects being planned, or in progress to fulfil the production profile necessitate additional accommodation in the surrounding areas. The functional responsibility of accommodating contractors needs to be determined due to the temporary nature of their activities. Stakeholder engagement will be necessary during the delivery and construction phase.

It is anticipated that the upgrades and extensions across the site will include some automation and centralised monitoring for data collection, functional interfaces and storage of raw and assimilated data. This will be necessary for balancing supply and demand of power, water and associated tangible assets.

Several areas pertaining to non-process infrastructure will require additional and granular consideration for further in-depth opportunity framing and financial modelling.

1.10 Environmental and Social

JSE 12.10(h)(viii)

Environmental management at Northam is undertaken through mine based environmental teams of competent and informed personnel with clear objectives and requirements set out through the environmental requirements stipulated in the relevant environmental authorisations granted to the mines. Each mine has its own budget that includes environmental costs and projects that are managed either by the environmental professionals or imbedded into other discipline areas where best suited.

1.10.1 Zondereinde Mine

*SR 1.5(v), 1.7(i),
5.5(i), 5.5(iii)
5.5(iv)*

All potential environmental impacts have been identified as part of the environmental permitting application processes and in consultation with Interested and Affected Parties (I&As), regulatory authorities and specialist consultants. A range of environmental issues were considered and are reported in the Environmental Impact Assessments (EIA), Environmental Management Programme reports (EMPr), Integrated Water Use Licences (IWUL) and other supporting documentation. Zondereinde Mine management has conducted regular third party compliance assessment audits against these requirements. These are reported as required to the relevant regulators.

Although Zondereinde Mine has been in operation for several years there are currently several significant developments to the mine planned that will require close environmental management and authorisations. These include the new No.3 Shaft construction, smelter and BMR upgrades. In addition, ongoing maintenance of water infrastructure such as dams and planning for new domestic waste facilities will be required in the short to medium term.

The legal environmental compliance for the mine includes several environmental, water, waste and air emission authorisations that are managed by the team. New applications are also pending for items such as the No.3 Shaft Water Use Licence (WUL) where the mine is in close communications with the regulator. Delays in approvals are however an ongoing challenge and risk that are closely tracked.



The management of mine closure liability and provisioning is in an evolving state in South Africa. Zondereinde Mine is following the regulatory requirements for provisioning set out under the MPRDA regulations and is yet to be subject to the new proposed National Environmental Management Act No. 107 of 1998 (NEMA) regulations. Although engaged on the matter with the DMRE, financial provisioning and lodging of guarantees with the DMRE is delayed due to regulator administration and is resulting in discrepancies in the guarantees and assessed liability. Zondereinde Mine and the regulator are engaged on the matter.

Zondereinde Mine management has been working hard to address the new air emissions requirements for the smelter. An air emissions management plan has been recently approved for the mine that, including the planned capital upgrades to the processing facilities, is expected to address a significant portion of the emission excess. Part of this will include commitments to improving local community emissions and the development of a solar plant in the medium to long-term.

1.10.2 Booyseindal Mine

SR 1.5(v), 1.7(i),
5.5(i), 5.5(iii)
5.5(iv)

The current approved EIA and EMPs for Booyseindal Mine remain in good standing and, along with the WUL and Waste Management Licence (WML), define the integrated management programmes, auditing and performance assessment scopes and environmental controls for Booyseindal Mine.

Booyseindal Mine is actively engaged with the various environmental authorities and this includes the submission of regular reports, audits and updates of documentation. The DMRE provincial split is also an ongoing management area for the mine. The approval of long pending authorisations for water use at Booyseindal South is also expected.

Booyseindal Mine is operationally split into two areas, Booyseindal South and Booyseindal North. The Booyseindal South section was recently purchased and has some inherited challenges around the TSF, water and land access. The Booyseindal North section is newly constructed bringing in all new controls and standards but is located in a biodiversity sensitive area and has disturbance constraints that are effectively managed through a biodiversity off-set agreement.

With the Booyseindal South Mining Right due for renewal in 2021, efforts have been made to simplify and ensure compliance with the environmental aspects that support the renewal process. As with Zondereinde Mine, the mine closure provisioning is facing the same challenges of lodging the required guarantees with the regulator due to the regulator administrative delays. This is more pertinent for Booyseindal Mine than Zondereinde Mine due to the Mining Right renewal process, but has been effectively managed and communicated with the regulator.

Due to the ecologically sensitive area that Booyseindal Mine is located in, extensive water management, hydrocarbon and land disturbance controls are required with regular monitoring of key environmental parameters. These are inherent in the design and management of Booyseindal Mine and although mostly in place will be finalised once the mine reaches a near steady state of operation.



1.10.3 Eland Mine

SR 1.5(v), 1.7(i),
5.5(i), 5.5(ii),
5.5(iv)

Eland Mine was purchased in 2017 by Northam. Operations were historically under care and maintenance for several years and Eland Mine's ramp-up to full production is only in its early stages.

The environmental authorisations for Eland Mine have been successfully transferred to Northam from the previous owners and several environmental license amendments have successfully been made to address changes to the operations. Additionally, there are also applications pending for further developments to enable surface mining amongst others.

With Eland Mine having been on care and maintenance there are several areas where increased maintenance and capital infrastructure upgrades have and will still be required. These include upgrades to dam and pump systems, refurbishment of storm water and contaminated water drains and maintenance of the artificial wetland system used for the polishing of water qualities used on the mine and for planned Social and Labour Plan (SLP) projects. These have been identified and where not already in progress will be planned and scheduled over the short to medium term.

1.11 Estimation and Reporting of Mineral Reserves

JSE 12.10(h)(ix)
SV T1.9

The Mineral Reserves have been reported under the guidelines of the SAMREC Code.

1.11.1 Zondereinde Mine

SR 6.1(ii), 6.1(iii),
6.2(i), 6.3(ii),
6.3(iv)

The combined Merensky Reef and UG2 Reef Mineral Reserves have been estimated for Zondereinde Mine as shown in Table 25 with an Effective Date of 31 March 2021.

The previous Mineral Reserve estimate as at 30 June 2020 is tabled for comparison purposes.



Table 25
Zondereinde Mine total Mineral Reserves as at 31 March 2021

Reef	Classification	31-Mar-21			30-Jun-20		
		Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Merensky	Proved	3.23	5.90	0.61	3.84	6.00	0.74
	Probable	18.66	5.71	3.42	22.57	5.69	4.13
	Total	21.89	5.74	4.04	26.41	5.74	4.87
UG2	Proved	7.18	4.12	0.95	8.00	4.27	1.1
	Probable	30.90	4.38	4.35	53.57	4.27	7.36
	Total	38.08	4.33	5.30	61.57	4.27	8.46
Combined	Proved	10.41	4.67	1.56	11.84	4.83	1.84
	Probable	49.56	4.88	7.77	76.14	4.69	11.49
	Total	59.97	4.84	9.34	87.98	4.71	13.33

Notes: The Effective Date of the Mineral Reserve is 31 March 2021 based on projected mining depletions. Mineral Reserves are reported assuming the following PGM prices (platinum US\$ 1,062/oz, palladium US\$ 1,695/oz, rhodium US\$ 11,776/oz and gold US\$ 1,505/oz). A long-term US\$ 1: ZAR 14.48 exchange rate was applied. The Mineral Reserves are based on the 2021 Zondereinde Mineral Resource models for Merensky Reef and UG2 Reef.

The reference point for the Mineral Reserves is the RoM tonnes feeding the Zondereinde Mine concentrators. Values are rounded to the appropriate level of precision for the reporting of Mineral Reserves. Due to rounding, some columns or rows may not compute as shown.

The Mineral Reserve is stated as in-situ dry metric tonnes.

The mine plan and production schedule underpinning the Mineral Reserves has been prepared by Northam and independently reviewed by MSA.

MSA does not know of any known legal, political, environmental, or other risks that could materially affect the potential development of the Mineral Reserves. MSA considers the risks regarding permitting and socio-economic factors to be low.

In accordance with the SAMREC Code the reporting of Mineral Reserves is classified as either "Probable" or "Proved" Mineral Reserves and are based on Indicated and Measured Mineral Resources only. Measured Mineral Resources have been converted to Probable Mineral Reserves based on a considered opinion from the CP regarding the confidence levels of the Modifying Factors used.

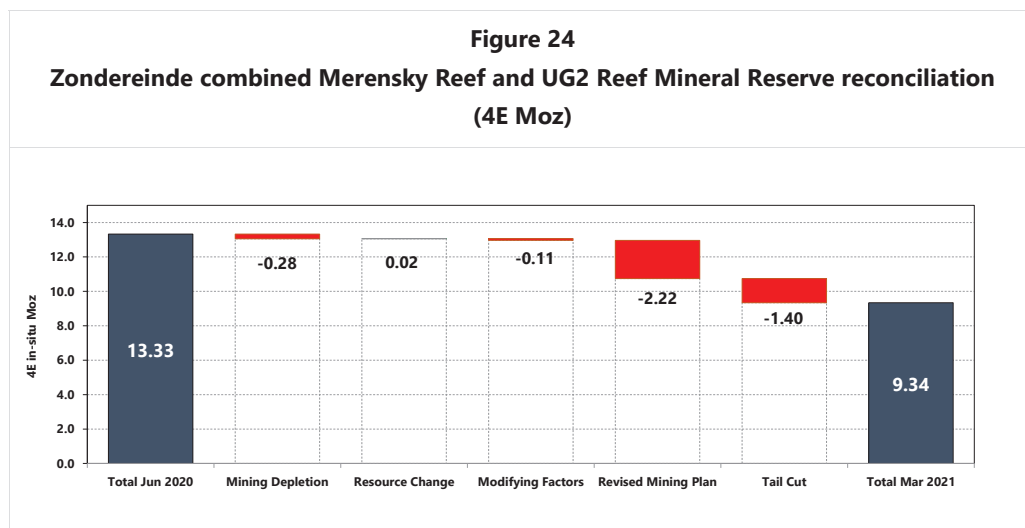
The Zondereinde Mineral Reserves have reduced from 13.33 Moz 4E declared as at 30 June 2020 to 9.34 Moz 4E as at 31 March 2021 due to the following reasons:

- a reduction of approximately 2.2 Moz based on the following changes to the mining reserve block due to:
 - the removal of 18 Level from the Mineral Reserves; and
 - the addition of two production lines from the Western Extension from the 5 line to the 3 line;
- a reduction in 1,185 koz 4E to the UG2 Reef Mineral Reserve tonnes as a result of economic tail cutting from 2051 to align with the financial model;



- a reduction in 219 koz 4E to the Merensky Reef Mineral Reserve tonnes as a result of economic tail cutting from 2051 to align with the financial model;
- mining depletion of 134 koz 4E to the UG2 Reef Mineral Reserve tonnes from the previous F2020 UG2 Reef Mineral Reserve estimate ; and
- mining depletion of 143 koz 4E to the Merensky Reef Mineral Reserve tonnes from the previous F2020 Merensky Reef Mineral Reserve estimate.

A summary of the combined Merensky Reef and UG2 Reef year-on-year Mineral Reserve reconciliation for Zondereinde Mine is shown in Figure 24. The substantial change in Mineral Reserves reflects the removal of 18 Level from the revised LoM plan due to a change in mining strategy. Zondereinde Mine management intend to increase production from the newly acquired Western Extension block, which is easier to access from increased strike development on the upper levels. The Mineral Reserve deficit for the revised LoM plan is partially offset by the inclusion of two additional production lines from the Western Extension section.



Source: Northam, 2021a.

1.11.2 Booyensdal Mine

The combined Merensky and UG2 Reef Mineral Reserves have been estimated for Booyensdal Mine as in Table 26 with an Effective Date of 31 March 2021.

The previous Mineral Reserve estimate as at 30 June 2020 is tabled for comparison purposes.

SR 6.1(ii), 6.1(iii),
6.2(i), 6.3(i), 6.3(ii),
6.3(iv)



Table 26
Booysendal Mine total Mineral Reserves as at 31 March 2021

Reef	Classification	31-Mar-21			30-Jun-20		
		Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Merensky	Proved	4.10	2.43	0.32	35.15	2.65	2.99
	Probable	19.25	2.53	1.56	0.00	0.00	0.00
	Total	23.34	2.51	1.88	35.15	2.65	2.99
UG2	Proved	43.62	2.79	3.92	95.96	3.29	10.15
	Probable	57.32	2.87	5.30	2.22	3.36	0.24
	Total	100.94	2.84	9.22	98.18	3.29	10.39
Combined	Proved	47.71	2.76	4.24	131.11	3.12	13.14
	Probable	76.57	2.79	6.86	2.22	3.36	0.24
	Total	124.28	2.78	11.10	133.33	3.12	13.38

Notes: The Effective Date of the Mineral Reserve is 31 March 2021 based on projected mining depletions. Mineral Reserves are reported assuming the following PGM prices (platinum US\$ 1,062/oz, palladium US\$ 1,695/oz, rhodium US\$ 11,776/oz and gold US\$ 1,505/oz). A long-term US\$ 1: ZAR 14.48 exchange rate was applied. The Mineral Reserves are based on the 2021 Booysendal Mineral Resource models for Merensky Reef and UG2 Reef; The reference point for the Mineral Reserves is the RoM tonnes feeding the Booysendal Mine concentrators operation. Mining, General and Administration (G&A), processing cost, and process recovery are dependent on the deposit and detailed in the respective deposit sections. Values are rounded to the appropriate level of precision for the reporting of Mineral Reserves. Due to rounding, some columns or rows may not compute as shown. The Mineral Reserve is stated as in-situ dry metric tonnes. The mine plan underpinning the Mineral Reserves has been prepared by Northam and independently reviewed by MSA. MSA does not know of any known legal, political, environmental, or other risks that could materially affect the potential development of the Mineral Reserves. MSA considers the risks regarding permitting and socio-economic factors to be low. In accordance with the SAMREC Code the reporting of Mineral Reserves is classified as either "Probable" or "Proved" Mineral Reserves and are based on Indicated and Measured Mineral Resources only. Measured Mineral Resources have been converted to Probable Mineral Reserves based on a considered opinion from the CP regarding the confidence levels of the Modifying Factors used.

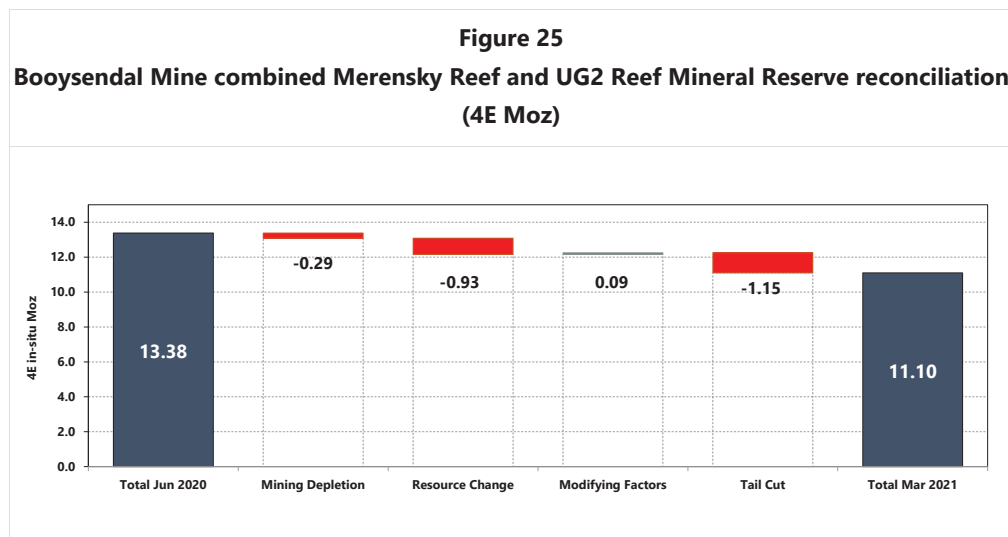
The Booysendal Mine Mineral Reserves have reduced from 13.38 Moz 4E declared as at 30 June 2020 to 11.10 Moz 4E as at 31 March 2021 due to the following reasons:

- a reduction in 835 koz 4E due to changes in the Mineral Resource grades for Booysendal South and overall Modifying Factors;
- a reduction in 890 koz 4E to the Merensky Reef Mineral Reserve tonnes for the Booysendal South mining operation as a result of economic tail cutting from F2044;
- a reduction in 197 koz 4E to the UG2 Reef Mineral Reserve tonnes for the Booysendal South mining operation as a result of economic tail cutting from F2044;



- a reduction in 44 koz 4E to the Merensky Reef Mineral Reserve tonnes for the Booyssendal North mining operation as a result of economic tail cutting from F2044;
- a reduction in 18 koz 4E to the UG2 Mineral Reserve tonnes for the Booyssendal North mining operation as a result of economic tail cutting from F2044; and
- a depletion of 292 koz 4E from the F2020 Mineral Reserve declaration from 30 June 2020.

A summary of the combined Merensky Reef and UG2 Reef year-on-year Mineral Reserve reconciliation for Booyssendal Mine is shown in Figure 25. The main factors affecting the drop in Mineral Reserves is the 13% drop in the Booyssendal South UG2 Reef Mineral Resource grade and the economic tail cutting.



Source: Northam, 2021a.

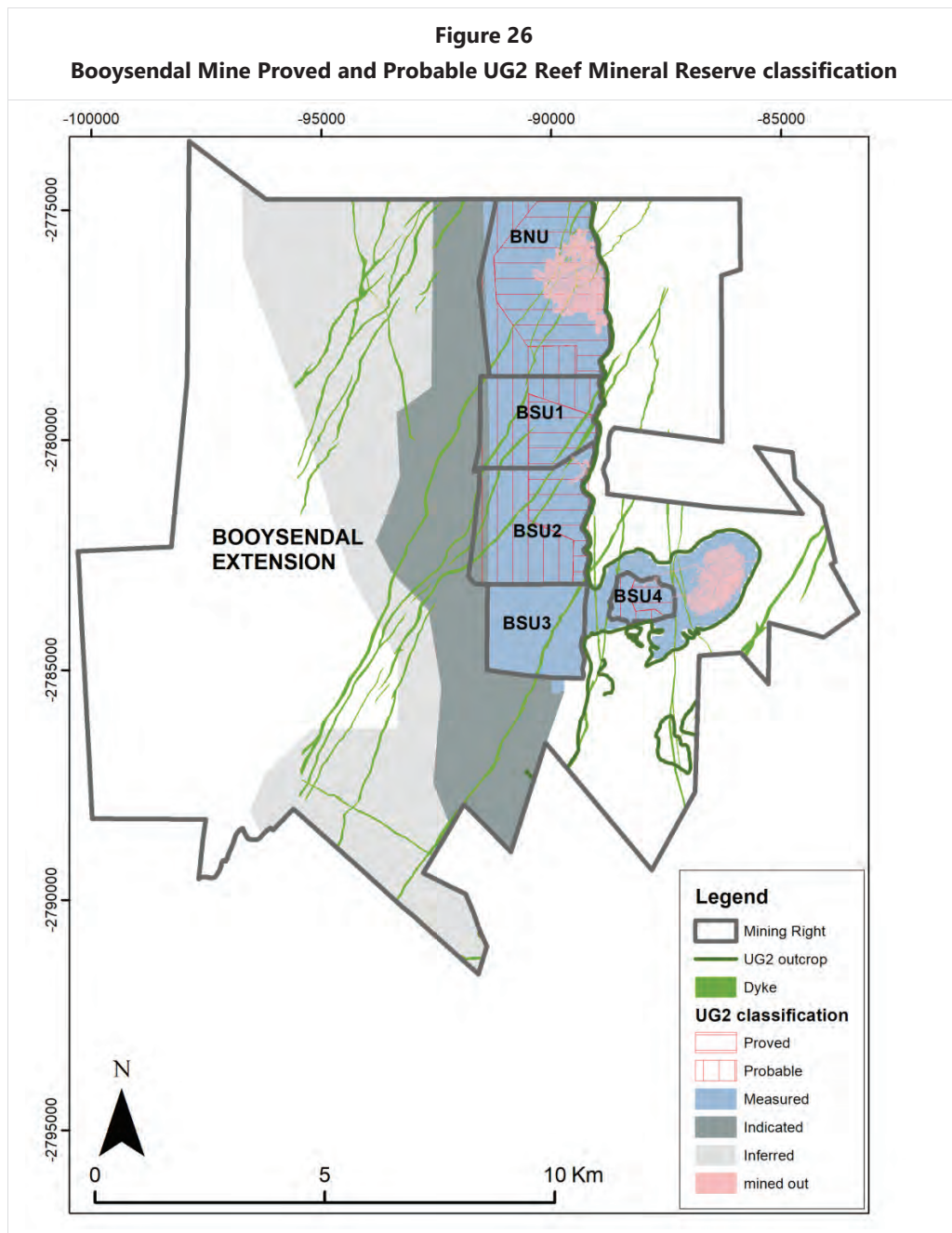
The latest Mineral Reserves include a change to the Proved and Probable Mineral Reserve classification criteria. The Proved classification footprint was reduced for each mining module in the reefs dip and strike directions where a more conservative view on the confidence levels of the long-term Modifying Factors was taken. At BNU and BSU1 and BSU2 (Figure 26), the UG2 Proved Mineral Reserve was defined down dip and along strike by a maximum distance of 1,000 m from the existing stoping operations, with the southern shallow part of BSU2 being a maximum 2,000 m along strike, these being correlated with the magnitude of historical mining. In addition, uncertainty associated with possible local orebody variability of the UG2 Reef Split facies and the consequent Modifying Factors, has resulted in these areas being classified as Probable Mineral Reserves.

At the BSU4 mining module (Figure 26), and the Merensky BNM and BSM (Figure 27), the Proved Mineral Reserves have been defined at the maximum of five years forecast production or at steady state after start-up. The main reason for this is the uncertainty around the future predominance of rolling reef at Booyssendal Mine leading to dilution and off-reef mining.

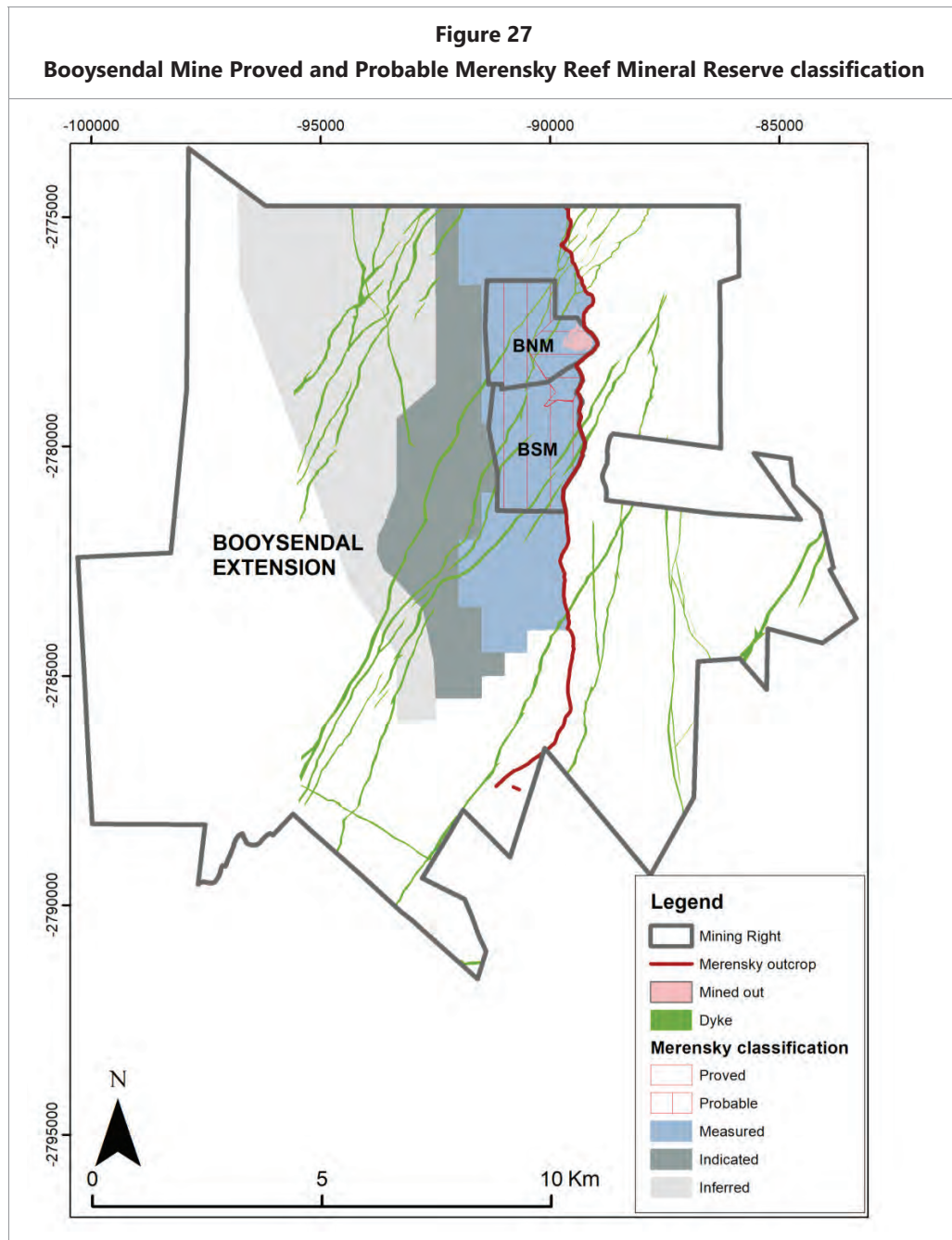
The proportion of Probable Mineral Reserves derived from Measured Mineral Resources for the UG2 Reef is 57.32 Mt at a 4E grade of 2.87 g/t (5.30 Moz 4E).



The proportion of Probable Mineral Reserves derived from Measured Mineral Resources for the Merensky Reef is 19.25 Mt at a 4E grade of 2.53 g/t (1.56 Moz 4E).



Source: Northam, 2021a.



Source: Northam, 2021a.

1.11.3 Eland Mine

The Merensky Reef and UG2 Reef Mineral Reserves have been estimated for Eland Mine as shown in Table 27 with an Effective Date of 31 March 2021.

The previous Mineral Reserve estimate, as at 30 June 2020, is tabled for comparison purposes.



Table 27
Eland Mine total Mineral Reserves as at 31 March 2021

Reef	Classification	30-Mar-21			30-Jun-20		
		Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Merensky	Proved						
	Probable				5.27	0.86	0.15
	Total				5.27	0.86	0.15
UG2	Proved	2.27	3.16	0.23	2.27	3.16	0.23
	Probable	21.86	3.42	2.41	23.44	3.53	2.66
	Total	24.13	3.40	2.64	25.71	3.50	2.89
Combined	Proved	2.27	3.16	0.23	2.27	3.16	0.23
	Probable	21.86	3.42	2.41	28.72	3.04	2.80
	Total	24.13	3.40	2.64	30.99	3.05	3.03

Notes: The Effective Date of the Mineral Reserve is 31 March 2021 based on projected mining depletions. Mineral Reserves are reported assuming the following PGM prices (platinum US\$ 1,062/oz, palladium US\$ 1,695/oz, rhodium US\$ 11,776/oz and gold US\$ 1,505/oz). A long-term US\$ 1: ZAR 14.48 exchange rate was applied. The Mineral Reserves are based on the 2021 Eland Mineral Resource models for Merensky Reef and UG2 Reef. The reference point for the Mineral Reserves is the RoM tonnes feeding the Eland Mine concentrator. Values are rounded to the appropriate level of precision for the reporting of Mineral Reserves. Due to rounding, some columns or rows may not compute as shown. The Mineral Reserve is stated as in-situ dry metric tonnes. The mine plan underpinning the Mineral Reserves has been prepared by Northam and independently reviewed by MSA. MSA does not know of any known legal, political, environmental, or other risks that could materially affect the potential development of the Mineral Reserves. MSA considers the risks regarding permitting and socio-economic factors to be low. In accordance with the SAMREC Code the reporting of Mineral Reserves is classified as either "Probable" or "Proved" Mineral Reserves and are based on Indicated and Measured Mineral Resources only. Measured Mineral Resources have been converted to Probable Mineral Reserves based on a considered opinion from the CP regarding the confidence levels of the Modifying Factors used.

The Eland Mine Kukama Mineral Reserve was subjected to an economic tail cut from F2040 due to reduced production levels (refer to Section 6.7.5 of the Competent Person's Report).

The first five years of the production build-up within the Measured Mineral Resources on Kukama Shaft, which includes a high proportion of on reef development tonnes, has been classified as Proved Mineral Reserves. The remaining material along strike, beyond the Proved Mineral Reserves, and the subsequent levels which have been equipped at the decline break-away up to the half level boundary, are classified as Probable Mineral Reserves.

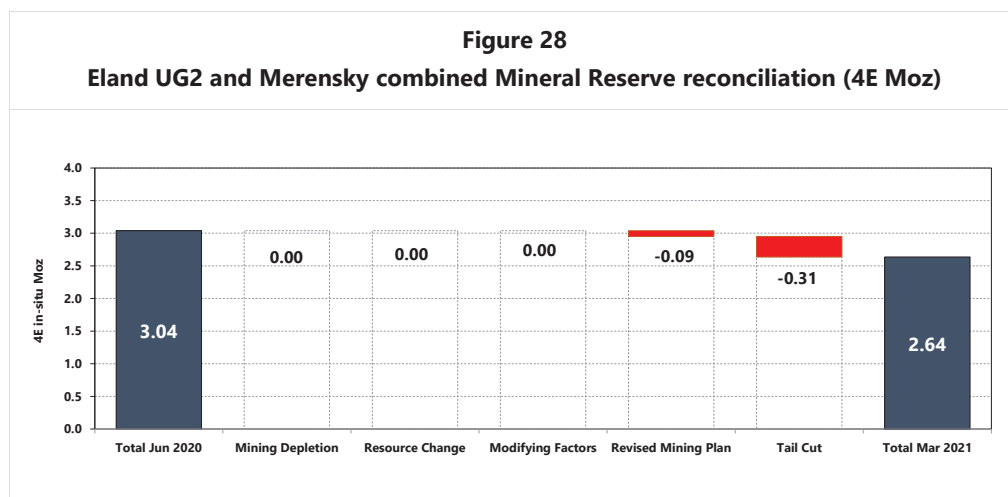
The proportion of Probable UG2 Reef Mineral Reserves derived from Measured Mineral Resources for the Kukama shaft is 14.8 Mt at 4E grade of 3.42 g/t (1.70 Moz 4E).

The Eland Mine Mineral Reserves have reduced by 397 koz 4E from 3.03 Moz declared as at 30 June 2020 to 2.64 Moz 4E as at 31 March 2021 due to the following reasons:



- the previous Merensky Reef Open Pit Mineral Reserve declaration in 2020 was calculated by MSA as sub-economic and below the cut-off grade at the planned PGM prices which has resulted in a reduction of 145 koz 4E;
- the loss of the Merensky Reef Open Pit was partially replaced by the UG2 Reef Open Pit which provided an additional 61 koz 4E; and
- a reduction in 303 koz 4E to the UG2 Reef Mineral Reserve tonnes for the Eland Kukama Shaft as a result of economic tail cutting from F2040.

A summary of the UG2 Reef and Merensky Reef year-on-year Mineral Reserve reconciliation for Eland Mine is shown in Figure 28. The main factors affecting the drop in Mineral Reserves is the revised mine plan which excludes the previous Merensky Open Pit from 2020 and includes the UG2 Open Pit in 2021 and the economic tail cutting at Kukama shaft described above.



Source: Northam, 2021a.

1.11.4 Consolidated Mineral Reserve

Table 28 summarises the Mineral Reserves attributable to Northam as at 31 March 2021 compared to the previous declaration of 30 June 2020. More specific notes on the reporting criteria for each operation are described in the report. Breakdowns of the Mineral Reserves into respective confidence categories are reported in the sections specific to each of the respective mining operations.



Table 28
Northam consolidated Mineral Reserve estimates as at 31 March 2021

Mine	Reef	Classification	31-Mar-21			30-Jun-20		
			Tonnes (Mt)	4E (g/t)	4E (Moz)	Tonnes (Mt)	4E (g/t)	4E (Moz)
Zondereinde	Merensky	Proved	3.23	5.90	0.61	3.84	6.00	0.74
		Probable	18.66	5.71	3.42	22.57	5.69	4.13
		Total	21.89	5.74	4.04	26.41	5.74	4.87
	UG2	Proved	7.18	4.12	0.95	8.00	4.27	1.10
		Probable	30.90	4.38	4.35	53.57	4.27	7.36
		Total	38.08	4.33	5.30	61.57	4.27	8.46
Total Zondereinde	All	Proved	10.41	4.67	1.56	11.84	4.83	1.84
		Probable	49.56	4.88	7.77	76.14	4.69	11.49
		Total	59.97	4.84	9.34	87.98	4.71	13.33
Booyssendal	Merensky	Proved	4.10	2.43	0.32	35.15	2.65	2.99
		Probable	19.25	2.53	1.56	0.00	0.00	0.00
		Total	23.34	2.51	1.88	35.15	2.65	2.99
	UG2	Proved	43.62	2.79	3.92	95.96	3.29	10.15
		Probable	57.32	2.87	5.30	2.22	3.36	0.24
		Total	100.94	2.84	9.22	98.18	3.29	10.39
Total Booyssendal	All	Proved	47.71	2.76	4.24	131.11	3.12	13.14
		Probable	76.57	2.79	6.86	2.22	3.36	0.24
		Total	124.28	2.78	11.10	133.330	3.12	13.380
Eland	Merensky	Proved	0.00	0.00	0.00	0.00	0.00	0.00
		Probable	0.00	0.00	0.00	5.27	0.86	0.15
		Total	0.00	0.00	0.00	5.27	0.86	0.15
	UG2	Proved	2.27	3.16	0.23	2.27	3.16	0.23
		Probable	21.86	3.42	2.41	23.44	3.53	2.66
		Total	24.13	3.40	2.64	25.71	3.50	2.89
Total Eland	All	Proved	2.27	3.16	0.23	2.27	3.16	0.23
		Probable	21.86	3.42	2.41	28.72	3.04	2.80
		Total	24.13	3.40	2.64	30.99	3.05	3.03
Northam	Merensky	Proved	7.33	3.96	0.93	38.99	2.98	3.73
		Probable	37.91	4.09	4.99	27.84	4.78	4.28
		Total	45.24	4.07	5.92	66.83	3.73	8.01
	UG2	Proved	53.07	2.99	5.10	106.23	3.36	11.48
		Probable	110.08	3.41	12.05	79.23	4.03	10.26
		Total	163.14	3.27	17.15	185.46	3.65	21.74
Total Northam	All	Proved	60.39	3.11	6.03	145.22	3.26	15.21
		Probable	147.99	3.58	17.04	107.08	4.22	14.53
		Total	208.38	3.44	23.08	252.30	3.67	29.74

1.12 Market Studies

SV T1.18

The following is a PGM market summary sourced from the Johnson Matthey website (<https://matthey.com>) and the Market Report for February 2021 (Johnson Matthey, 2021).



1.12.1 Platinum trends

- The platinum market remained in deficit in 2020, with significantly lower supplies, and strong investment demand;
- Auto-catalyst consumption decreased by 22%, with steep falls in European diesel car production;
- Industrial purchasing was more resilient, especially in China, where petrochemical and glass expansions went ahead;
- Chinese jewellery demand decreased to a 20-year low, although record gold prices encouraged some retailers to stock more platinum;
- Japan saw significant bar purchasing in the first half of 2020, while ETF investment turned strongly positive in H2 2020.
- Primary platinum supplies decreased by 20%, due to processing outages and pandemic-related disruption in South Africa; and
- Auto recycling contracted sharply on weak diesel scrap volumes in Europe and processing capacity constraints.

1.12.2 Palladium trends

- The palladium market remained in significant deficit, driving the price to all-time highs in early 2020;
- A significant decrease in vehicle output was partly offset by higher palladium loadings on gasoline vehicles;
- Consumption in chemical catalysts remained buoyant, with strong investment in new plants in China;
- Other industrial demand fell sharply, due to COVID-19 related disruption and price-driven thrifting;
- Investment demand remained negative, with further redemption of palladium ETFs; and
- Primary supplies were hit by mine closures and processing outages, while auto-catalyst recycling also slowed.

1.12.3 Rhodium trends

- The rhodium market moved deeper into deficit as supplies decreased faster than demand;
- With tighter emissions limits boosting catalyst loadings, auto-catalyst demand fell by less than 10%;
- Purchases by glass companies plunged, as high prices stimulated thrifting;
- Primary supplies contracted sharply due to mine disruption and processing outages in South Africa; and
- The rhodium price increased strongly to an all-time record of US\$ 17,000/oz in December 2020.

1.12.4 Outlook for 2021, all PGMs

- PGM supply and demand are forecast to rebound in a V-shaped recovery in 2021;



- Auto-catalyst demand will recover strongly, on higher car output and stricter emissions limits for trucks in China; and
- Industrial consumption will remain robust, with PGM use in chemicals set to reach an all-time high.

1.13 Valuation of Mineral Asset

JSE 4.28(a),
12.9(b), 12.10(c),
12.10(f),
12.12(a)(ii)
SV T1.3

An independent Valuation of the Mineral Reserves, Mineral Resources and exploration results of the Mineral Asset was undertaken. Unless explicitly stated, the valuation and associated information is provided on the basis of 100% of the Mineral Rights contained in the Mineral Asset, excluding the US recycling business and Dwaalkop deposit. The value attributable to Northam Operations is based on the corporate structure outlined in Section 1.2.4, whereby 100% of the Mineral Asset value is attributable to Northam.

For Eland Mine, Maroelabult Section, Nyala Section and the Merensky Open Pit have not been included in the CFM or Mineral Reserves and are referenced for information purposes exclusively. Currently, Northam do not own Maroelabult Section, the Nyala Section requires further studies to be undertaken, and the Merensky Open Pit is in the process of receiving approved environmental authorisations.

The compilation of this CPR is based on technical and financial data gathering undertaken between 25 January 2021 and 31 March 2021. The Report Date is 1 May 2021; and the Valuation Date is 31 March 2021.

JSE 12.10(a)
SV T1.13

1.13.1 Valuation approaches and methods

SV T1.12

The SAMVAL Code requires that a Competent Valuator must apply at least two valuation approaches in determining a mineral asset valuation. The three generally accepted mineral asset valuation approaches are:

- Cash Flow or Discounted Cash Flow (DCF) Approach:

The Cash Flow Approach relies on the value-in-use principle and requires determination of the NPV of future cash flows over the useful life of a mineral asset. This approach is used in the valuation of the Mineral Asset.

- Market Approach:

The Market Approach relies on the principle of willing buyer, willing seller and requires that the amount obtainable from the sale of the mineral asset is determined as if in an arm's-length transaction. The Market Approach followed applies a ZAR or US\$ value per *in-situ* Mineral Resource or Mineral Reserve ounce determined by analysis of the transactional value of recently traded similar mineral assets. This approach is used in the valuation of the Mineral Asset.

- Cost Approach:

The Cost Approach relies on historical and/or future amounts spent on the mineral asset. This approach is usually applied to early exploration assets and has not been used in the valuation of the Mineral Asset considered in this Report.



1.13.2 Cash Flow Approach Valuation

SR 5.8(ii)

The CFM forms the basis of the DCF Approach in this Report. All cost information has been provided in F2021 money terms and the original production and cost schedule commenced on 1 January 2021. The CFM has been modified to a new start date of 31 March 2021, with discounting from 1 April 2021. For the Year 1 period/ F2021, actual production has been reported up to and including January 2021, with forecast values applied for the remainder of F2021. Cut-off dates for select inputs include audited values for unredeemed capex, assessed losses and closure costs (1 March 2021); metal prices (8 March 2021); and weighted average cost of capital (WACC) as at 31 March 2021.

The CFM runs from Q1 F2021 up to and including F2051, with financial years ending 30 June, and is undertaken in real terms. The NPV is determined from the post-tax, pre-dividend and pre-finance cash flow projections from the Northam Operations.

Only Mineral Reserves are considered in the CFM; no Inferred Mineral Resources have been included in the LoM plans.

The CFM has been undertaken on a 6E prill split, based on ex-mine concentrate sold to the Northam metallurgical operation. In essence, the 4E Mineral Reserve has been converted to 6E, for purposes of the CFM revenue estimation. The addition of two metals (ruthenium and iridium), to complete the 6E prill split, have been included in the CFM. These two metals are recovered in the smelting process and are reported in all final metal sold. Northam have accurate, long-term records of 6E recovered metals versus current, less accurate records for *in-situ* ruthenium and iridium in the Mineral Reserve. In terms of materiality, ruthenium and iridium collectively contribute 4.5% of consolidated LoM revenues in the CFM.

The Competent Valuator has undertaken robust discussion with the CP: Mineral Resources and CP: Mineral Reserves and has reviewed relevant reports in terms of geology (specifically grade control and continuity), mining and processing (planned production, schedules, MCF, utilisations, capacities, recoveries, throughput, cost control, and expansion projects). A similar exercise has been undertaken with Modifying Factors.

The Competent Valuator has satisfied himself that he can rely on the technical information and Modifying Factors provided with regards to mining, metallurgical, infrastructure, tailings and environmental, social and governance factors and other non-Modifying Factors.

A residual Mineral Resource, for the Mineral Resource exclusive of the Mineral Reserve, is discussed further in Section 1.13.2.12.

1.13.2.1 LoM production projections

The CFM is based on physical projections for mining and processing production from the Zondereinde Mine, Booyssendal Mine and Eland Mine and separated by reef type (Merensky or UG2) as well as the planning level. The mine production and necessary Mineral Reserves development have been scheduled using appropriate industry recognised software and the format of the underlying data was reported in months for the first five years (F2021 to F2025) and thereafter annually. The mining production schedule has been developed from first principles.



The concentrate production schedule reflects RoM ore production from the Northam Operations outlined in Section 1.7, with ore processed at five concentrators, as well as four UG2 CRPs (one at Zondereinde Mine and Eland Mine and two at Booysendal Mine). The recovery of chromite tailings has been modelled as a contribution to gross revenue for the Northam Operations, and costed accordingly.

All recovered content is assumed equivalent to metal produced for revenue purposes. The metals are contained in a concentrate that is delivered to Northam's BMR and smelting facilities. To accommodate the Heraeus quotation periods, a working capital adjustment has been applied in the CFM, with a normalisation undertaken at the end of F2025 in the CFM.

Planned PGM tailings retreatment is reported for Booysendal Mine (F2021 exclusively), and at Eland Mine (planned 1.82 Mt in F2022, reducing to 0.63 Mt in F2026, ending with 0.32 Mt in F2030).

Mining production projections commence 1 February 2021 but only the projections commencing 1 April 2021 have been used as part of the CFM to respect the model start date of 1 April 2021. Depletion of Mineral Reserves have been applied to the F2021 Mineral Resource and Mineral Reserve statement for the period July 2020 to March 2021.

Based on Mineral Reserves and economic cut-offs, the overall LoM extends to F2051, with LoM plans for Zondereinde Mine ending in F2051, Booysendal Mine in F2044 and Eland Mine in F2040.

It is noted that over the Zondereinde Mine LoM, excess UG2 Reef ore is extracted above UG2 concentrator nameplate capacity. Northam have an undertaking with the adjacent Amandelbult platinum mine (Amandelbult), whereby Northam will sell excess UG2 Reef RoM at an agreed over the fence base price to Amandelbult. Similar contracts have been undertaken over the years between the two parties.

Limited metallurgical testwork has been completed at Eland Mine but the historical data, all at lower than forecast head grade, may be used to predict the recoveries at a higher head grade and as such the recoveries as used in the Whittle™ are regarded as a fair and reasonable estimate for the Mineral Reserve declaration.

1.13.2.2 Metal prices and fiscal assumptions

BDO Corporate Finance Services (Pty) Ltd (BDO) has undertaken a review of consensus pricing as at 8 March 2021. Commodity price forecasts for platinum, palladium, rhodium, gold, nickel, copper and cobalt as well as the ZAR/US\$ exchange rate were reviewed. BDO has modelled the selected metal prices in terms of their own assessment, the Northam management price deck, SFA (Oxford) Ltd (SFA) and mean consensus metal prices. The Northam management price deck has been applied for metals such as osmium, iridium, ruthenium. Chromite values have been estimated on a received price basis, with current spot prices applied.

After careful review, BDO has inputted the metal price forecast that is in alignment and lower than Northam management and SFA long-term pricing, and in the middle of the band for consensus pricing of 4E metal prices. The nominal and long-term prices and US\$/ZAR exchange rate were deflated to Q4 F2021 real terms; with long-term prices applied from F2026 onwards. The selected, long-term exchange rate is in alignment with Northam management and consensus forecasts.



The metal price and exchange rate assumptions are shown in Table 29 and have been applied on a monthly basis in the CFM, to honour the calendar year to financial year changeover.

Table 29 Metal price and exchange rate assumptions (real)							
Metal	Unit	F2021	F2022	F2023	F2024	F2025	Long-term
Precious metals							
Platinum	US\$/oz	1,024	1,142	1,159	1,137	1,062	1,062
Palladium	US\$/oz	2,322	2,122	1,938	1,940	1,695	1,695
Rhodium	US\$/oz	17,316	18,726	15,563	14,157	11,776	11,776
Gold	US\$/oz	1,857	1,741	1,622	1,573	1,505	1,505
Ruthenium	US\$/oz	260	279	282	280	275	275
Iridium	US\$/oz	2,180	2,539	2,484	2,435	2,387	2,387
Base metals and Chromite							
Copper	US\$/t	7,441	7,740	7,231	6,931	6,648	7,441
Nickel	US\$/t	16,568	16,453	16,044	15,486	15,166	16,568
Chromite RP (B)	US\$/t	47	44	54	59	60	47
Chromite RP (Z)	US\$/t	44	41	50	55	57	44
Chromite RP (E)	US\$/t	40	49	55	60	61	40
Exchange rate							
Forex rate	US\$ 1: ZAR	15.57	14.95	14.63	14.41	14.48	14.48

Note: Chromite RP – Chromite received price; (B), (Z), (E) – Booyensdal Mine, Zondereinde Mine and Eland Mine respectively.

Source: BDO, 2021.

The exchange rate and US denominated metal prices for F2021 are recognised as different to the current exchange rate and spot prices. A comparison between the long-term metal price for the F2020 Mineral Reserve estimate, the CFM and current spot prices is shown in Table 30.

Moderately conservative long-term metal pricing and foreign exchange (forex) rates have been applied in F2020 Mineral Reserve estimation. More conservative long-term metal pricing and forex rates have been applied in the CFM, when compared to the long-term metal and forex rates used in the F2020 Mineral Reserve estimation and reported current spot prices.

On a consolidated LoM 6E prill split, final metal basis (after recoveries and payabilities have been applied), the long term 6E basket price for the Mineral Reserve estimate, the CFM and the current spot price is shown in Table 30. The CFM 6E basket price is significantly lower than current spot price equivalent 6E basket price. The long-term prices have been applied in the CFM for the period F2026 to F2051.

In Section 1.12.2.11, MSA has shown a DCF value for Northam Operations, when the current spot price is applied, compared to the CFM long-term price applied. MSA considers the conservative application of the long-term metrics above, to be prudent.



Table 30
Long-term (LT) metal prices applied

Component	Unit	F2020 Mineral Reserve LT	CFM LT	Spot price, 22 March 2021
Precious metals				
Platinum	US\$/troy oz	1,052	1,062	1,187
Palladium	US\$/troy oz	2,337	1,695	2,623
Rhodium	US\$/troy oz	16,964	11,776	29,800
Gold	US\$/troy oz	1,858	1,505	1,739
Ruthenium	US\$/troy oz	290	275	390
Iridium	US\$/troy oz	2,816	2,387	6,000
Base Metals				
Copper	US\$/t	7,607	6,648	9,116
Nickel	US\$/t	16,751	15,166	16,420
Chromite RP (B)	US\$/t	60	60	61
Chromite RP (Z)	US\$/t	62	57	62
Chromite RP (E)	US\$/t	74	61	75
Foreign exchange rate (forex rate)				
Forex rate	US\$ 1: ZAR	15.49	14.48	14.71
Basket price 6E LT				
6E basket price*	ZAR/oz 6E	38,190	29,597	51,156

Note: LT – Long term.

Chromite RP – Chromite Received Price for (B), (Z), (E) – Booyensdal Mine, Zondereinde Mine and Eland Mine respectively.

* 6E basket price is premised on received metal sales price, after all payabilities and recoveries applied.

Source: Northam, 2021; BDO, 2021.

1.13.2.3 Purchase and toll treatment of concentrate

Gross revenue in the CFM is based on the terms and conditions of the internal sale or purchase of concentrate agreements (PoCs) entered into between Northam and its individual operations; and external sales. External sales refer to Heraeus precious metal refining and buyers that purchase Northam's refined, final metals and chromite concentrate.

All PGM concentrate is sold internally to the Zondereinde metallurgical operations (ZMO). ZMO final products include dried, filtered and drummed PGM concentrate that is shipped to the Heraeus refinery in Germany; crystalline nickel sulphate; copper cathode; and cobalt sulphate.

Final product from ZMO is refined further by the Heraeus, after which it is sold by Northam to several clients that receive the refined metal. Primary clients have long-term contracts in place that are renewed every two to three years. The balance is sold in the open market to several longstanding clients. In addition, other final metal contracts are in place; gold and silver final metal product is allocated to a specific client; as is nickel and cobalt metal; and copper metal. Northam receives no credits for selenium and tellurium in the refinement process.



Third party tailings ore (concentrated PGM tails) are processed in the Booysendal Mine concentrators, through a long-term fixed contract; this sales agreement contributes less than 15,000 oz per annum to final metal Group sales, by volume.

Currently, the Eland concentrator operations receives third party ore from four sources. These are short-term contracts, which includes a large, once-off purchase. There will be a reduction in third party sourcing of concentrate in the short term, as Eland Mine RoM operations ramp-up; specifically the planned UG2 Open Pit operation in H1 F2022 and Kukama Shaft in the medium-term. Eland Mine expansions include the Merensky Open Pit and Maroelabult Section in the medium-term, but these have not been included in the CFM or Mineral Reserves and are referenced for information purposes exclusively.

The ZMO also receives material from a US recycling facility. MSA have not reviewed this contract, and all contractual/ allocated metals have been excised from the CFM, for the purposes of the CPR. Any other ZMO smelter sources are considered immaterial in the CFM, and have a nominal profit margin.

Chrome concentrate from the four UG2 CRPs is sold under a tri-partite profit-share agreement between Northam, it's marketing agent and a primary seller. The bulk of chromite sales are through longstanding contracts, with the balance sold on the open market.

MSA has reviewed the primary PoC, metal and chromite offtake terms and conditions, and considers these to be fair. MSA has assessed the quotational periods, payability, payment cycles, product specifications, metal accounting, risk clauses and other key terms for primary offtake agreements in the CFM, and considers these to have been inputted correctly, for all metals and concentrates modelled in the CFM to F2051.

The majority of contracts are undertaken at ruling spot price terms. Northam has no PGM hedges in place.

Platinum, palladium and rhodium are the current primary revenue streams for Northam (Table 31).



Table 31
Primary metal sales revenue for Northam, as a percentage contribution

Contribution to Gross Sales Revenue	Platinum (%)	Palladium (%)	Rhodium (%)	Iridium (%)	Other (%)
CFM steady state	27%	21%	42%	3%	7%
F2020	24%	29%	33%	2%	12%
F2019	39%	27%	17%	3%	14%
F2018	46%	23%	11%	2%	18%
F2017	54%	19%	7%	2%	18%

Note: * CFM steady state defined as F2027 onwards.

Source: Northam Annual Reports, 2017 to 2020; CFM, 2021.

1.13.2.4 Operating expenditure (opex)

Opex estimates have been developed and provided by Northam management, according to the LoM schedule. For F2021, actual data points are reported for the period 1 June 2020 to 31 January 2021. Opex estimates have been developed in F2021 money terms for the period 1 February 2021 to F2051.

No real cost escalation or inflationary indexing has been applied in the CFM. A summary of the CFM operating costs for F2021 to F2027 is given in terms of cost categories per mine and the consolidated operations (Table 32 to Table 35). Steady state, on a consolidated basis, is considered to be F2027 in the CFM.

Principal on-mine costs have been divided into mining opex, concentrator opex, on-mine overhead opex and metallurgical opex, with bracketed primary components):

- mining opex
 - labour (basic pay, benefits, leave, bonuses and overtime);
 - stores (mechanical and electrical equipment, repairs and maintenance, explosives, diesel and lubricants, construction and mining support);
 - sundries (insurance, IT, SLP costs, consulting, training and employee-related costs);
 - contractors (mining-related); and
 - utilities (predominantly power and water).
- concentrator opex
 - labour (basic pay, benefits, leave, bonuses and overtime);
 - stores (grinding media and mill liners, chemicals and reagents, repairs and maintenance, equipment instrument and spares, construction, other stores);
 - sundries (insurance, IT, SLP costs, consulting, training and employee-related costs);
 - contractors (processing, transport, tailings and waste removal); and
 - utilities (predominantly power and water).
- on-mine overhead opex
- metallurgical opex
 - labour (basic pay, benefits, leave, bonuses and overtime);



- stores (mechanical equipment, furnace and converters, repairs and maintenance, construction, chemicals and activators, equipment instrument and spares, grinding media and mill liners, other stores);
- utilities (predominantly power, and water);
- contractors (metallurgical); and
- sundries (insurance, IT, SLP costs, consulting fees, training and employee-related costs).

On a consolidated level, at steady-state, the principal opex category is shaft labour which represents 46% of steady state shaft head opex and 34% of steady state on-mine opex. At steady-state, shaft stores represent 32% of shaft head opex and 23% of total opex. In terms, of consolidated on-mine opex, the largest cost categories at steady state, are labour (36%), stores (29%), utilities (11%) and on-site overheads (12%). Power is the principal element of the utility cost category, accounting for more than 98% of on-mine utilities. Explosives, diesel and lubricants, mechanical and electrical equipment and concentrator reagents are the main consumables of the on-mine stores opex.

The following departmental and cost categories are reported for each mine, using F2021 as a reference point:

- at Zondereinde Mine, on-mine overheads primarily include, in decreasing order of magnitude, mining technical services, finance, engineering, HR and accommodation; and per activity-based cost category, labour (46%), sundries (24%) and contractors (15%);
- on-mine overheads for Booyssendal Mine include principally HR, finance, technical services and mining services; and per activity-based cost category, labour (53%), sundries (37%) and contractors (9%); and
- on-mine overheads at Eland Mine include technical services, mining services, finance, and HR; and per activity-based cost category, labour (64%), sundries (17%) and contractors (10%).

Off-site overheads comprise realisation costs, central and Group Services, share based payment expenses, audit fees, guarantee charges, non-production services such as accommodation and protection services; and shared services such as IT, accounting and employee services. The bulk of off-site overheads has been reported under realisation costs. Realisation costs include selling, marketing administration, refining and associated costs.

Opex per mine and for the consolidated operations, have been shown in Table 32 to Table 35.



Table 32
Real, on-mine operating expenditure by cost category, Zondereinde Mine (in ZAR million)

Cost Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
Shaft Head Opex							
Labour	1,763	1,808	1,808	1,808	1,808	1,808	1,808
Stores	974	974	992	1,001	1,020	1,030	1,030
Sundry Expenses	0	0	0	0	0	0	0
Contractors	384	384	384	384	384	384	384
Utilities	579	589	589	589	589	589	589
Shaft Head Total Opex	3,699	3,756	3,773	3,782	3,802	3,811	3,811
Concentrator Opex							
Labour	135	137	137	137	137	137	137
Stores	199	210	211	211	212	213	213
Sundry Expenses	1	1	1	1	1	1	1
Contractors	39	40	42	42	42	42	42
Utilities	122	124	124	124	125	125	125
Total Concentrator Opex	496	512	514	514	517	517	517
CRP	26	27	27	27	25	25	25
On-Site Overheads	1,050	1,151	1,122	1,122	1,122	1,122	1,122
Total On-Mine Opex	5,272	5,445	5,437	5,446	5,465	5,476	5,476
On-Mine Unit Opex**							
Mining	1,723	1,692	1,707	1,694	1,759	1,758	1,800
Concentrator	231	231	233	230	239	239	244
On-site Overheads	489	518	507	503	519	517	530
Total On-Mine Unit Opex**	2,443	2,441	2,447	2,427	2,517	2,514	2,575
Metallurgical operations (smelter and BMR)							
Labour	236	255	255	255	255	255	255
Stores	300	334	340	352	356	358	358
Sundry Expenses	10	14	14	14	14	14	14
Contractors	60	87	87	87	87	87	87
Utilities	307	332	355	367	369	368	368
Total metallurgical operations	913	1,023	1,052	1,076	1,081	1,082	1,082

Note: ** Unit opex based on milled tonnes, and expressed as ZAR/ t milled (excludes CRP costs).

CRP – Chrome tailings retreatment.

Rounding applied to values.

Source: CFM, 2021.



Table 33
Real, on-mine operating expenditure by cost category, Booysendal Mine (in ZAR million)

Cost Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
Shaft Head Opex							
Labour	1,279	1,529	1,529	1,529	1,529	1,529	1,529
Stores	1,139	1,370	1,610	1,687	1,828	1,815	1,825
Sundry Expenses	87	105	105	105	105	105	105
Contractors	442	542	542	542	542	542	542
Utilities	118	142	167	175	189	188	189
Shaft Head Total Opex	3,065	3,688	3,953	4,038	4,193	4,179	4,190
Concentrator Opex							
Labour	152	160	160	160	160	160	160
Stores	260	313	368	385	417	414	417
Sundry Expenses	5	5	5	5	5	5	5
Contractors	110	135	135	135	135	135	135
Utilities	220	265	311	326	353	351	353
Total Concentrator Opex	747	878	979	1,011	1,070	1,065	1,069
CRP	30	30	30	30	30	30	30
On-Site Overheads	281	281	281	281	281	281	281
Total Opex	4,123	4,877	5,242	5,360	5,575	5,554	5,570
On-Mine Unit Opex**							
Mining	570	675	676	691	680	685	683
Concentrator	139	161	167	173	173	174	174
On-site Overheads	52	51	48	48	46	46	46
Total On-Mine Unit Opex**	761	887	891	912	899	905	903

Note: ** Unit opex based on milled tonnes and expressed as ZAR/ t milled (excludes CRP costs).

F2021 includes reprocessing of PGM tailings.

CRP – Chrome tailings retreatment.

Rounding applied to values.

Source: CFM, 2021.



Table 34
Real, on-mine operating expenditure by cost category, Eland Mine (in ZAR million)

Cost Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
Shaft Head Opex							
Labour	184	293	474	762	934	1,001	1,117
Stores	92	90	126	191	233	254	247
Sundry Expenses	7	1	1	1	1	1	1
Contractors	240	118	172	191	204	177	73
Utilities	48	24	43	58	73	77	151
Shaft Head Total Opex	571	525	816	1,203	1,444	1,510	1,588
Concentrator Opex							
Labour	-	18	22	35	41	45	49
Stores	-	46	60	96	112	124	123
Sundry Expenses	-	-	-	-	-	-	-0
Contractors	-	11	14	23	27	30	32
Utilities	-	36	48	77	90	99	101
PGM tailings*	343	285	223	162	125	98	48
Total Concentrator Opex	343	397	367	393	394	396	353
CRP	27	33	33	33	33	33	32
On-Site Overheads	81	107	135	171	189	199	192
Total Opex	1,022	1,062	1,351	1,800	2,060	2,138	2,165
On-Mine Unit Opex**							
Mining	637	242	407	612	697	748	802
Concentrator	382	183	183	200	190	196	178
On-site Overheads	90	49	67	87	91	99	97
Total On-Mine Unit Opex**	1,109	475	657	899	979	1,043	1,077

Note: * PGM tailings refers to retreatment of milled PGM ores and has been costed separately.

** Unit opex based on milled tonnes and expressed as ZAR/ t milled (excluding CRP costs).

CRP – Chrome tailings retreatment.

Rounding applied to values.

Source: CFM, 2021.



Table 35
Real operating expenditure for the consolidated Northam Operations (in ZAR million)

Cost Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady state
Shaft Head Opex							
Labour	3,225	3,630	3,812	4,099	4,271	4,338	4,454
Stores	2,205	2,435	2,728	2,879	3,081	3,099	3,102
Sundry Expenses	95	106	106	106	106	106	106
Contractors	1,065	1,044	1,097	1,117	1,130	1,103	998
Utilities	745	755	799	822	851	854	929
Shaft Head Total Opex	7,336	7,969	8,542	9,023	9,439	9,500	9,589
Concentrator Opex							
Labour	287	314	319	332	338	342	346
Stores	459	569	639	692	742	751	752
Sundry Expenses	6	6	6	6	6	6	6
Contractors	149	186	191	199	203	206	209
Utilities	342	426	483	526	568	575	578
PGM tailings*	343	285	223	162	125	98	48
Total Concentrator Opex	1,586	1,786	1,860	1,918	1,981	1,978	1,939
CRP	83	90	90	90	88	88	87
On-Site Overheads	1,412	1,539	1,538	1,574	1,591	1,602	1,595
Total On-Mine Opex	10,417	11,384	12,030	12,605	13,100	13,168	13,211
Metallurgical operation (smelter and BMR)	913	1,023	1,052	1,076	1,081	1,082	1,082
Group costs	525	633	687	703	735	741	741
Total Opex	11,856	13,040	13,769	14,385	14,916	14,991	15,034
On-Mine Unit Opex**							
Mining	871	809	849	898	907	923	937
Concentrator	148	152	163	175	178	183	185
On-site Overheads	168	156	153	157	153	156	156
Total On-Mine Unit Opex**	1,186	1,118	1,164	1,230	1,239	1,262	1,278

Note: * PGM tailings refers to retreatment of milled PGM ores and has been costed separately.

** Unit opex based on milled tonnes and expressed as ZAR/ t milled (excluding CRP costs).

CRP – Chrome tailings retreatment.

Rounding applied to values.

Source: CFM, 2021.



Consolidated, steady state average on-mine unit cost is ZAR 1,278/t milled of which mining, processing and overhead comprise ZAR 937/t milled, ZAR185/t milled and ZAR 156/t milled respectively.

MSA has reviewed the opex estimates per mine and on a consolidated basis. MSA considers these opex estimates reasonable, based on historic and current performance. In addition, MSA considers the opex estimates to be broadly in alignment with that of peer PGM operations.

1.13.2.5 Capital expenditure (capex)

Capex estimates have been developed and provided by Northam management, according to the LoM schedule. For F2021, actual data points are reported for the period 1 June 2020 to 31 January 2021. Capex estimates have been developed in F2021 money terms for the period 1 February 2021 to F2051.

Capex estimates are reported in the CFM according to the principal categories of project capital and SIB capital. For mining, project capital comprises infrastructure capital and capital development provided by Northam. Capital development is for waste development necessary to replace productive capacity up to the first crosscuts on each new half level. SIB capital includes capital required for business continuity and is not included in the above classification. All processing, TSF and overhead capital estimates have been provided by Northam.

Mining project capital is scheduled each year up to and including F2026. Planned steady state is achieved in F2027. Once planned steady state is reached, no further project capital has been allocated to any of the Northam Operations.

In terms of project capital contingencies, a qualitative risk-based method is used to determine the contingency percentage for each individual project. In the event that contingency funds are required, a formal application is submitted to the relevant approval body, for the granting of access to utilise the required contingency amount. MSA understands that a phased approach is applied when undertaking capital projects. Contingencies are typically between 5% and 10% in general. MSA considers that fair contingencies have been applied for growth and expansion projects at each mine, where applicable.

A summary of the capital costs in the CFM is shown in Table 36 to Table 39.

Primary Zondereinde Mine capex relates to:

- mining operations (upgrading of rock winders, backfill piping, chairlift decline development, development of belt decline 15 to 18 Level, No.3 Shaft Development, and No.3 Shaft Expansion and No.3 Shaft feasibility study);
- concentrator operations (upgrades, fire protection system, mills control system upgrade, emergency backfill reclaim facility, UG2 plant critical spares, decanter critical spare, front end loader and chrome fee surge tank); and
- metallurgical operations (furnace capacity upgrade and optimisation, storm water management, pneumatic transfer, handling and sampling, transformer, slag conveyor and handling, dryer, convertor blowers, debottlenecking of BMR, process laboratory upgrades, environmental monitoring).



Table 36
Real capital expenditure by category, Zondereinde Mine (in ZAR million)

Capex Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
Mining capex							
SIB capex	251	244	259	317	301	357	305
Project capex	404	975	957	692	554	236	-
Mining total capex	655	1,219	1,216	1,009	855	594	305
Concentrator capex							
SIB capex	35	64	89	24	12	18	5
Project capex	5	5	8	10	-	-	-
Concentrator total capex	41	69	97	34	12	18	5
Overhead SIB capex							
SIB capex	7	8	9	12	11	19	6
Project capex	-	-	-	-	-	-	-
Overhead SIB capex	7	8	9	12	11	19	6
Total On-Mine Capex	703	1,296	1,322	1,055	878	631	316
Metallurgical operation capex							
SIB capex	502	387	119	105	153	82	74
Project capex	215	327	190	172	82	-	-
Total metallurgical operation capex	717	714	309	277	235	82	74
Total SIB capex	795	702	476	458	477	477	389
Total Project capex	625	1,307	1,155	874	636	236	-
Grand total capex	1,420	2,009	1,631	1,332	1,113	713	389

Note: First seven months in F2021 is actual.
Rounding applied to values.

Source: CFM, 2021.

Primary Booyseendal Mine capex relates to:

- mining operations (North RopeCon™, belt extensions, critical spares, BS4 belts, BCU belts, mini-substation, trackless mobile machinery, surface and underground mine infrastructure, mine indirects, Booyseendal South access upgrade);
- concentrator operations (North and South TSF upgrades, concentrator modifications, Everest Mine plant upgrades); and
- on-mine overhead capex (IT systems, vehicles, Der Brochen road upgrade, exploration drilling).



Table 37
Real capital expenditure by category, Booysendal Mine (in ZAR million)

Capex Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
Mining capex							
SIB capex	551	443	519	505	585	582	586
Project capex	725	546	302	78	-	-	-
Mining total capex	1,276	989	821	582	585	582	586
Concentrator capex							
SIB capex	79	82	73	71	12	13	11
Project capex	-	46	111	218	38	-	-
Concentrator total capex	79	128	184	289	50	13	11
Overhead SIB capex							
SIB capex	3	3	3	3	3	3	3
Project capex	8	15	14	13	12	12	-
Overhead SIB capex	11	18	17	16	15	15	3
Total SIB capex	632	528	594	578	601	598	600
Total Project capex	733	607	427	309	50	12	-
Grand total capex	1,365	1,135	1,021	887	651	610	600

Note: First seven months in F2021 is actual.

Rounding applied to values.

Source: CFM, 2021.

Primary Eland Mine capex relates to:

- mining operations (Kukama Shaft advancement, capitalised pre-production charges, UG2 Open Pit select capital purchases); and
- concentrator operations (Zone 3a, indirects, spares, capitalised pre-production charges, mechanical, plate, piping and valve expenses).



Table 38
Real capital expenditure by category, Eland Mine (in ZAR million)

Capex Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
Mining capex							
SIB capex	-	-	-	164	525	343	222
Project capex	415	641	976	675	120	22	-
Mining total capex	415	641	976	840	645	365	222
Concentrator capex							
SIB capex	-	-	-	6	4	4	3
Project capex	89	48	65	35	-	-	-
Concentrator total capex	89	48	65	40	4	4	3
Overhead SIB capex							
SIB capex	-	-	-	2	2	2	2
Project capex	-	11	7	5	7	7	-
Overhead SIB capex	-	11	7	7	8	9	2
Total SIB capex	-	-	-	172	531	349	227
Total Project capex	504	700	1,047	715	127	29	-
Grand total capex	504	700	1,047	887	657	378	227

Note: First seven months in F2021 is actual.
Rounding applied to values.

Source: CFM, 2021.



Table 39
Real capital expenditure for the Consolidated Operations (in ZAR million)

Capex Category	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
Mining capex							
SIB capex	801	687	778	986	1,410	1,282	1,113
Project capex	1,545	2,163	2,234	1,445	674	258	-
Mining total capex	2,346	2,850	3,012	2,431	2,085	1,541	1,113
Concentrator capex							
SIB capex	114	146	161	100	28	35	20
Project capex	94	99	184	263	38	-	-
Concentrator total capex	209	245	345	363	67	35	20
Overhead SIB capex							
SIB capex	10	11	12	17	16	25	10
Project capex	8	26	20	18	19	18	-
Overhead SIB capex	18	36	32	35	35	43	10
On-mine capex	2,572	3,131	3,390	2,829	2,186	1,618	1,143
Metallurgical operation capex							
SIB capex	502	387	119	105	153	82	74
Project capex	215	327	190	172	82	-	-
Total metallurgical operation capex	717	714	309	277	235	82	74
Total SIB capex	1,427	1,230	1,070	1,209	1,608	1,424	1,216
Total Project capex	1,862	2,615	2,629	1,898	814	277	-
Grand total capex	3,289	3,845	3,699	3,106	2,422	1,701	1,216

Note: First seven months in F2021 is actual.
Rounding applied to values.

Source: CFM, 2021.

In Table 40, steady state SIB capex is shown as a percentage of opex for each area-based opex category. Area based opex covers mining, concentrators, overheads and/or metallurgical operations (smelter and BMR).



Table 40
Steady state SIB capex, as a percentage of area-based opex

SIB Capex Category	Zondereinde Mine	Booysendal Mine	Eland Mine	Consolidated
Mining	8.0%	14.0%	14.0%	11.6%
Concentrators	1.0%	1.0%	1.0%	1.0%
Overhead	0.5%	1.0%	1.0%	0.6%
Metallurgical operation	6.8%	-	-	6.8%

Source: CFM, 2021.

Overhead SIB capex provides for ongoing costs associated with maintenance of the centralised facilities such as potable water supply, railways and railway control systems, security and security systems, road repairs, and the supply of water and compressed air (where applicable). MSA considers the planned overhead SIB capex, combined with overhead opex to be reasonable.

MSA considers that reasonable levels of SIB capital have been applied in the CFM for each area-based opex category.

MSA has reviewed the project capital and SIB capital estimates applied in the detailed management reports, plans and CFM, and considers these reasonable, based on historic and current performance. Furthermore, MSA considers these estimates to be in alignment with that of peer operations.

1.13.2.6 Mineral Royalties and Taxes

SR 1.6(i)

State royalties have been determined according to the requirements of the Mineral and Petroleum Resources Royalty Act, No. 28 of 2008 (the Royalty Act). The Royalty Act formula for refined and unrefined mineral resources is:

- Royalty rate (Refined) = $0.5 + [\text{EBIT}/(\text{Gross sales} \times 12.5)] \times 100$ with a maximum of 5%.
- Royalty rate (Unrefined) = $0.5 + [\text{EBIT}/(\text{Gross sales} \times 9)] \times 100$ with a maximum of 7%.

A mineral royalty payment has been modelled in the CFM by using the unrefined royalty rate calculation for all concentrator product/ Company inter-sales from Booysendal Mine and Eland Mine. The external, final mineral royalty payment has been modelled by using the refined royalty rate calculation for all final products sold (which includes Zondereinde Mine product). The Company submits a consolidated royalty each year for the Northam Operations.

The average, royalty percentage reflected in the CFM is 4.2% of steady state, consolidated gross revenues.

The corporate tax rate in South Africa is 28% and all capital expenditure is deducted for tax purposes in the year that it is incurred. A reduced tax rate of 27% has been applied from F2023 onwards (aligned to promulgated changes in the Income Tax Act 58 of 1962). Unredeemed capital balances are allowed to be carried forward under South African Revenue Services guidelines. MSA notes that the audited values for unredeemed capital balance and assessed losses, for each mine is as follows:



- Zondereinde Mine (no unredeemed capital or assessed loss);
- Booyssendal Mine (unredeemed capex of ZAR 4.28 billion; and assessed loss of ZAR 5.04 billion);
- Eland Mine (unredeemed capex of ZAR 1.58 billion (estimated value, detailed calculation not undertaken in F2020); assessed loss of ZAR 1.27 billion).

Revenues and costs reported in the CFM exclude value added tax (VAT).

1.13.2.7 Working Capital

A weighted debtor's days/ quotational period (based on 3E sold) of between 46 days and 50 days for the first five years has been applied in the CFM. This working capital adjustment incorporates excess feedstock, the Heraeus pipeline and smelter availabilities. An opening balance of ZAR 6.5 million (audited) is reported for 30 June 2020 and has been applied to month 1 in F2021 of the CFM. Final working capital values are reported on an annual basis (as shown in Table 41).

Debtors' for the traded final product is principally 8 to 10 days for final metals sold. Payment terms for all creditors' are assumed as 30 days. Working capital stores at any one time, are less than ZAR 30 million for Zondereinde Mine and ZAR 150 million for Booyssendal Mine. Eland Mine requires minimal working capital stores as it is close to principal manufacturers, and currently operates at a pre-production level. MSA considers the working capital arrangement for final product sold (excluding the inventory adjustment) to be immaterial to overall cash flows in the CFM, and has therefore not modelled these in the CFM.

1.13.2.8 Real Discount Rate

A discount rate has been determined using a nominal WACC and Capital Asset Pricing Model (CAPM) approach and deflating this to real terms. WACC inputs are reported as at 31 March 2021. The real WACC is 9.43% and excludes small stock premium and specific or technical risk premium.

A technical risk has been applied to each operation, primarily based on mining, geotechnical and metallurgical risks highlighted in the risk table:

- 1.5% for Zondereinde Mine;
- 0.75% for Booyssendal Mine; and
- 3% for Eland Mine.

The technical risks above have been prorated in terms of total 6E PGM produced by each mine (Zondereinde Mine: 38%, Booyssendal Mine: 51%, Eland Mine 11%). This cumulatively adds up to 1.28%. The real WACC plus the technical risk of 1.28%, equals the overall Valuation discount rate of 10.83% (real).

The free cash flow, post of tax and mineral royalties, but before any interest and financing costs, was discounted to determine a NPV for the Mineral Asset.

1.13.2.9 Rehabilitation provision

SR 1.7(i)

Mining companies are required to make a financial provision for environmental closure and rehabilitation. A consolidated closure cost of ZAR 1,243 million (F2021 money terms) from the updated closure liability assessment prepared by SRK Consulting in Q1 2021 has been applied in



the CFM. The closure liability for Zondereinde Mine is ZAR 279.78 million, Booyssendal Mine ZAR 362.28 million, and Eland Mine ZAR 601.12 million; these values have been subtracted as a once-off from F2021 cash flows. More details on environmental closure and rehabilitation are provided in sections 4.12.3, 5.11.3 and 6.11.2.

1.13.2.10 Other considerations

Other considerations include consolidated internal sales/metal inventory changes between Northam Operations.

1.13.2.11 Net Present Value and Sensitivity Analysis

SV T1.14
SR 5.8(ii), 5.8(iv)

The NPV, internal rate of return (IRR) and payback time are typically used as indicators of project performance and for valuation using the Cash Flow Approach. As the Northam Operations consists of operating mines and there is no initial capital investment required, NPV is considered the most appropriate indicator of economic performance for this Mineral Asset. The discounted free cash flow for the consolidated operations in the CFM (Table 41), reflects a NPV of ZAR 83.86 billion for 100% of the Mineral Asset, on a stand-alone basis, using a discount rate of 10.83% (real). As at the Valuation Date, there were 509.78 million issued Northam shares; this equates to an NPV per share of ZAR 164.50. A consolidated CFM is shown in Appendix 2.

The CFM is most sensitive to metal prices including the US\$/ ZAR exchange rate and secondly to operating costs. The CFM is least sensitive to capital cost changes, as capital costs are less than 11% of total operating costs, and the Mineral Asset is an ongoing operation. The results of the sensitivity analysis at the Valuation discount rate of 10.83% (real) are shown in Table 42.



Table 41
Cash flow for Consolidated Operations (in ZAR billion)

Component	Unit	F2021	F2022	F2023	F2024	F2025	F2026	Steady State
RoM tonnes	Mt	7.01	8.05	8.74	9.12	9.69	9.78	9.71
Milled tonnes#	Mt	8.42	9.85	10.07	10.04	10.40	10.29	10.23
6E recovered	Moz	0.78	0.89	0.95	0.98	1.04	1.04	1.04
Basket price	ZAR/oz	39,474	38,263	33,521	31,457	27,746	27,802	27,819
Gross revenue	ZAR B	31.00	35.98	34.05	33.10	31.04	31.12	30.89
Shaft head cost	ZAR B	7.34	7.97	8.54	9.02	9.44	9.50	9.59
Concentrator cost	ZAR B	1.59	1.79	1.86	1.92	1.98	1.98	1.94
On-mine overhead cost & CRP	ZAR B	1.50	1.63	1.63	1.66	1.68	1.69	1.68
Smelting and BMR	ZAR B	0.91	1.02	1.05	1.08	1.08	1.08	1.08
Off-mine and Group costs*	ZAR B	0.53	0.63	0.69	0.70	0.73	0.74	0.74
Total operating cost	ZAR B	11.86	13.04	13.77	14.38	14.92	14.99	15.03
Project capital	ZAR B	1.86	2.61	2.63	1.90	0.81	0.28	-
SlB capital	ZAR B	1.43	1.23	1.07	1.21	1.61	1.42	1.22
Total capital cost	ZAR B	3.29	3.84	3.70	3.11	2.42	1.70	1.22
CF after capex	ZAR B	15.85	19.10	16.58	15.61	13.70	14.43	14.64
Royalties	ZAR B	1.14	1.79	1.61	1.50	1.23	1.24	1.34
Income tax	ZAR B	3.34	4.93	4.14	3.75	3.05	3.15	3.51
Other^	ZAR B	-1.21	0.09	0.51	0.24	0.43	0.02	0.02
Working capital	ZAR B	6.19	0.52	-0.92	-0.43	-0.74	-3.42	0.04
FCF (100%)	ZAR B	6.41	11.80	11.27	10.57	9.75	13.46	9.79
Rehabilitation provision	ZAR B	1.24						
DCF (at 10.83% DR)**	ZAR B	83.86						

Note: CF – Cash flow; FCF – Free cash flow; DCF – Discounted cash flow; DR – Discount Rate (real); CRP – Chromite retreatment plant; B- Billion.

LoM end is F2051. Working capital discussed in text.

Milled tonnes includes Booyseendal Mine third party ore and Eland Mine tailings.

** Discount rate (real) applied from 1 April 2021; first seven months in F2021 is actual.

^ Consolidated internal sales/ metal inventory changes between Northam Operations.

Rounding applied to values.

Source: CFM, 2021.



Table 42
High level sensitivity analysis for CFM (in ZAR billion)

Sensitivity Range	Metal Prices	Operating Expenditure	Capital Expenditure
-20%	48.84	94.36	86.45
-15%	57.48	91.68	85.80
-10%	66.32	89.02	85.15
-5%	75.08	86.42	84.51
-	83.86	83.86	83.86
5%	92.65	81.29	83.21
10%	101.49	78.73	82.56
15%	110.39	76.18	81.92
20%	119.30	73.62	81.27

Source: CFM, 2021.

For comparative purposes, MSA has applied the Mineral Reserve long-term metal price deck and current, reported spot price over the LoM to show the material effect on NPV, whilst the Valuation discount rate (real), and all other CFM inputs the same. The F2020 Mineral Reserve price deck provides an NPV of ZAR 131.73 billion; the application of the current spot price, provides an NPV of ZAR 216.16 billion.

1.13.2.12 Residual Mineral Resource

MSA has assessed the value of the Mineral Resource outside of the current LoM mine plans (the residual Mineral Resource). The term residual Mineral Resource and Mineral Resources exclusive of Mineral Reserves are used interchangeably in the Report.

The Mineral Resource outside of the LoM total is 141.5 Moz 4E.

MSA has not ascribed value to the residual Mineral Resource based on the following factors:

- likelihood of extraction. The Mineral Resource would be difficult to extract at present due to depth and geotechnical considerations; furthermore, it would be extracted in 30 years' time. The current Mining Rights only allow for Northam to extract this Mineral Resource. In terms of current mineral property location, pool and share, royalty considerations or Mining Right portion swaps on the periphery of the Northam Operations; these are unlikely in the medium and long-term.
- market considerations. The potential for reduced, long-term PGM consumption in primary applications, coupled with the potential impact of recycling,
- real cost of project development and production. The capital vote required to extract these resources, coupled with current long-term bulk services cost trends may prove prohibitive.
- mining legislation. Current mining legislation and policy uncertainty is a challenge for new entrants in terms of security of tenure and successful application for Prospecting and/or Mining Rights.



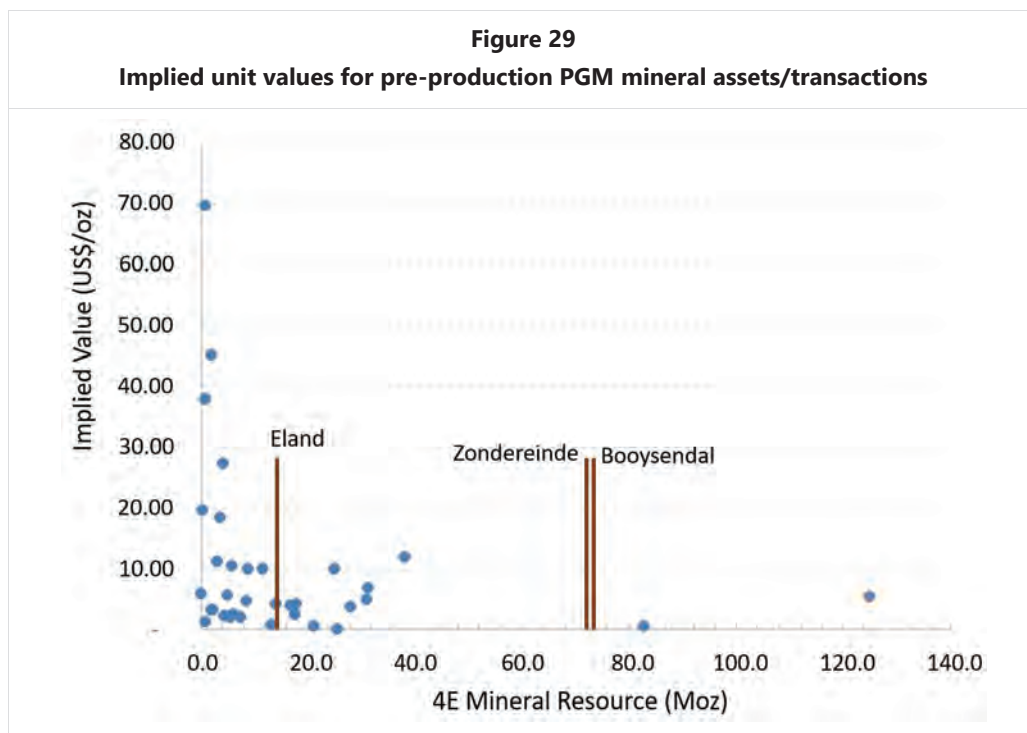
1.13.3 Market Approach Valuation

The second valuation method for the Northam Operations is based on the Market Approach using comparable transactions. The Market Approach relies on the principle of “willing buyer, willing seller” and assumes that the amount received from the sale of the asset is determined on an arm’s length basis. The methodology follows comparison of the asset under consideration to relatively recent asset transactions with similar characteristics. This approach is generally based upon a monetary value per unit of Mineral Resource (US\$/oz), or where available, Mineral Reserve.

The relative infrequency of recent platinum transactions, particularly of operating assets, necessitates the use of data extending back to March 2007. MSA has reviewed historical transactions which can broadly be divided into two groups, namely transactions relating to pre-production assets (34 transactions were considered) that primarily comprise Mineral Resources only, and operational transactions that include both Mineral Resources and Mineral Reserves (15 transactions were considered).

A US\$ deflation index has been applied to each transaction, from the reported date of the transaction to February 2021. Transactions in March 2007 would have had the largest deflation index or discount applied of approximately 1.305. All values reported in this section have been deflated or normalised. No other normalisation to metal or basket prices has been applied.

The implied value per Mineral Resource unit for the pre-production transactions is illustrated in Figure 29. The average, implied value for Mineral Resources associated with pre-production assets is US\$ 10.32/oz 4E and the median value is US\$ 4.72/oz 4E. Once the four outliers are excised (values above US\$ 25/oz 4E), the average value is US\$ 5.69/oz 4E and median US\$ 4.10/oz 4E.



Note: Mineral Resource for each Northam Operation superimposed on the X-axis.

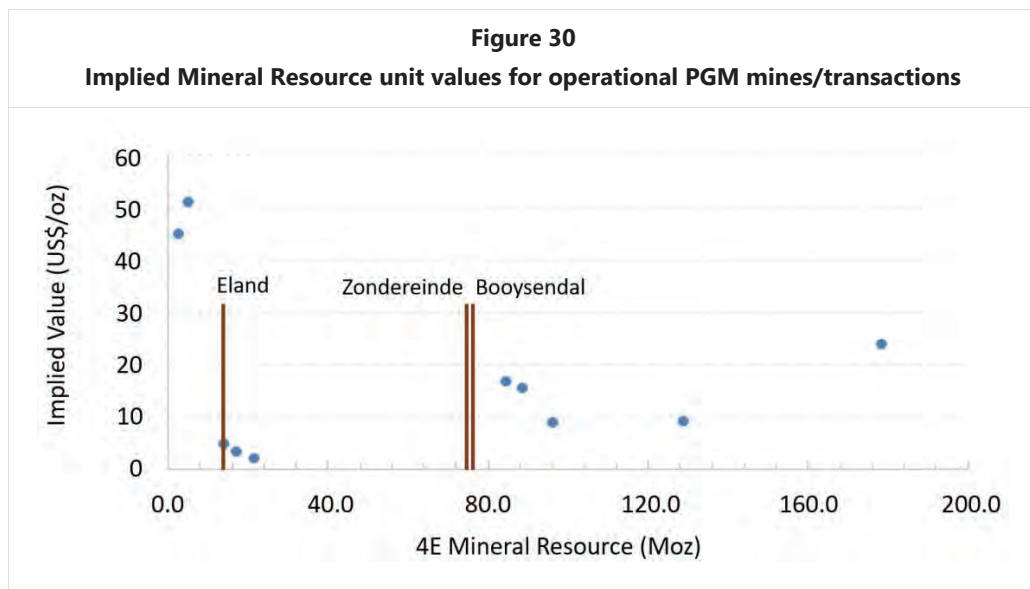
Source: MSA, 2021.



In total, 15 historic transactions relating to operating assets were evaluated. However, of these, five were not considered comparable as the transactions included related parties or share buy backs. On the basis of the transaction value for the remaining ten transactions, the implied value for the Mineral Resources and Mineral Reserves are illustrated in Figure 30 and Figure 31 respectively.

The average implied value for Mineral Resources associated with operational assets is US\$ 18.02/oz 4E and the median value is US\$ 12.34/oz 4E. If three outliers are excised (values above US\$ 20/oz 4E), the average value is US\$ 8.65/oz 4E and median US\$ 8.80/oz 4E.

The average implied value for Mineral Reserves associated with operational assets is US\$ 95.27/oz 4E and the median value is US\$ 76.03/oz 4E. Once the three outliers are excised (values above US\$ 100/oz 4E), the average value is US\$ 53.80/oz 4E and median US\$ 47.22/oz 4E.

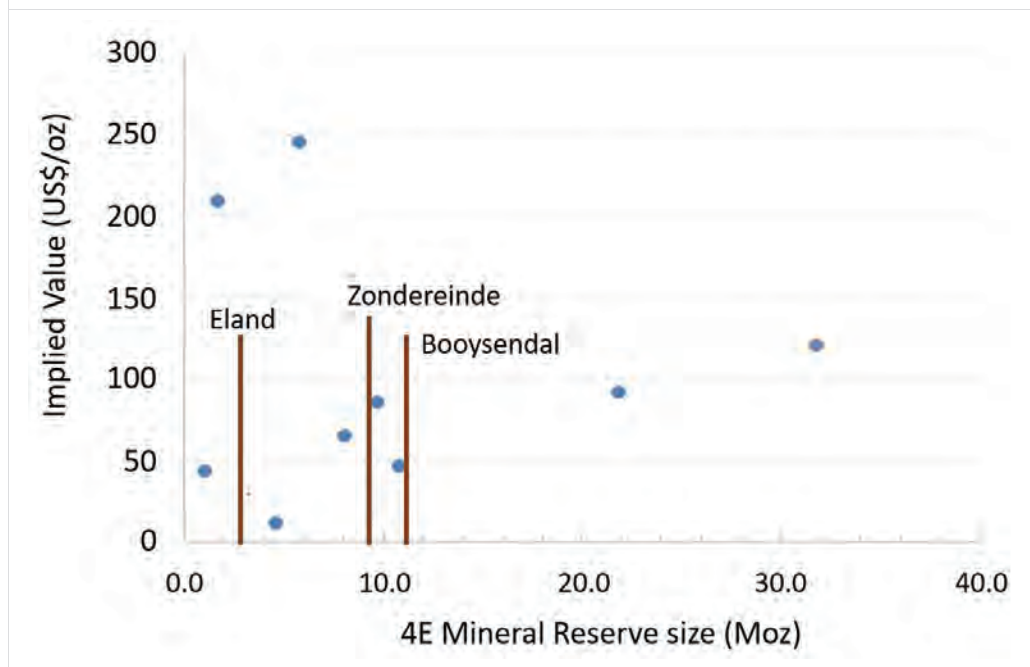


Note: Mineral Resource for each Northam Operation superimposed on the X-axis.

Source: MSA, 2021.



Figure 31
Implied Mineral Reserve unit values for operational PGM mines/transactions



Note: Mineral Reserve for each Northam Operation superimposed on the X-axis.

Source: MSA, 2021.

A further comparison to current market trading multiples has been undertaken. This process has determined the current enterprise value (EV) for listed PGM companies, defined as:

- A company's market capitalisation and debt, minority interests, redeemable preferred stock and non-redeemable preferred stock, less cash, cash equivalents and short term investments; as at 1 March 2021 for the Valuation.

Mineral Resources and Mineral Reserves were used to determine an implied EV US\$ per ounce of PGM, as at 1 March 2021. The implied EVs are based on information obtained from Thomson Reuters (2021), the closing exchange rate as at 1 March 2021 (US\$ 1: ZAR 15.01); and Mineral Resource and Mineral Reserve estimates sourced from public documents (Table 43).



Table 43
Listed PGM mining companies' EV and implied Mineral Resource/Mineral Reserve values

Listed mining company	Enterprise Value (US\$ million)	Attributable 4E Moz		EV per Mineral Resource ounce (US\$/oz)	EV per Mineral Reserve ounce (US\$/oz)
		Mineral Resources	Mineral Reserves		
Northam	8,550	241.85	29.80	35.35	286.91
RB Plats	1,883	68.26	17.12	27.59	109.99
Sibanye	14,142	391.70	66.40	36.10	212.98
Implats	12,997	249.00	43.60	52.20	298.10
AAPL	32,164	718.60	147.90	44.76	217.47
Wesizwe	697	13.26	-	52.55	-

Note: EV – Enterprise Value, as at 1 March 2021; Northam – Northam Platinum Limited; RB Plats – Royal Bafokeng Platinum Limited; Sibanye –Sibanye Stillwater Limited; Implats – Impala Platinum Holdings Limited; AAPL – Anglo American Platinum Limited; Wesizwe – Wesizwe Platinum Limited.

Source: Thomson Reuters, 2021; Annual reports of listed companies.

1.13.3.1 Implied Value for the Northam Operations

In spite of a relatively wide range of unit values presented above, a narrower range, per mine, has been selected by identifying historical transactions with similar attributes.

MSA notes that when valuing mineral assets based on implied Mineral Resource values (including both pre-production and operational assets), which contain a large Mineral Resource base (above 80 Moz 4E) or Mineral Reserve base (above 10 Moz 4E), the implied values decrease significantly. MSA has assessed each of the Northam Operations separately; and has listed relevant comparable or historic Northam-specific transactions below.

A US\$ deflation index has been applied to each transaction, from the reported date of the transaction to 1 March 2021. Transactions in March 2007 would have had the largest deflation index or discount applied of approximately 1.305. All values reported in this section have been normalised. No other normalisation to metal or basket prices has been applied.

The Competent Valuator considers the following PGM transactions to be similar, on a Mineral Resource and/ or Mineral Reserve basis:

- The Atlatsa – Bokoni transaction. On 14 May 2009, it was reported that AAPL would sell an effective 51% of the Lebowa Platinum Mine (Lebowa, now Bokoni Mine) together with an additional 1% controlling interest in the current joint venture projects (Ga-Phasha, Boikgantsho and Kwanda projects) to Pelawan Investments Limited and Anooraq Resources (now Atlatsa Resources Corporation). The Bokoni Mine contains a large Mineral Resource base with an implied value of US\$ 4.96/oz 4E; and a Mineral Reserve base with an implied value of US\$ 44.00/oz 4E; which is broadly in line with the magnitude of Booyseind Mine and Zondereinde Mine Mineral Resource bases.
- The Sibanye Gold – RPM transaction. On 9 September 2015, Sibanye Gold Limited (now Sibanye-Stillwater Limited) reported the intended acquisition of the Rustenburg Operations



from Rustenburg Platinum Mines Limited (RPM), through one of its subsidiaries, for an upfront consideration of ZAR1.5 B in cash or shares and a deferred consideration equal to 35% of the distributable free cash flows generated by the Rustenburg Operations over a six-year period, subject to a minimum nominal payment of ZAR3.0 B. The transaction agreements comprise a sale and purchase agreement, sale and toll treatment of concentrate agreement, use and access agreement and parent company guarantee. A large Mineral Resource base is reported (88.8 Moz 4E), with an implied value of US\$ 3.31/oz 4E. A large Mineral Reserve base is reported (9.7 Moz 4E), with an implied value of US\$ 30.34/oz 4E.

- The Sibanye-Stillwater – Lonmin transaction. On 13 December 2017, Sibanye-Stillwater reported the intended acquisition of the Lonmin plc (Lonmin), through an all-share transaction, based on the closing price of Sibanye-Stillwater on 13 December 2017, the British Pound (£): ZAR exchange rate, and a Lonmin share price premium on the same day; the acquisition is equivalent to £285 million for all Lonmin assets, including greenfield and brownfield projects, mines, smelter and BMR. Following completion of the acquisition, Lonmin shareholders will hold approximately 11.3% of the enlarged Sibanye-Stillwater group. A large Mineral Resource base is reported (178.3 Moz 4E), with an implied value of US\$ 2.02/oz 4E. A large Mineral Reserve base is reported (31.8 Moz 4E), with an implied value of US\$ 11.31/oz 4E.

The Competent Valuator has considered the following historic, Northam transactions:

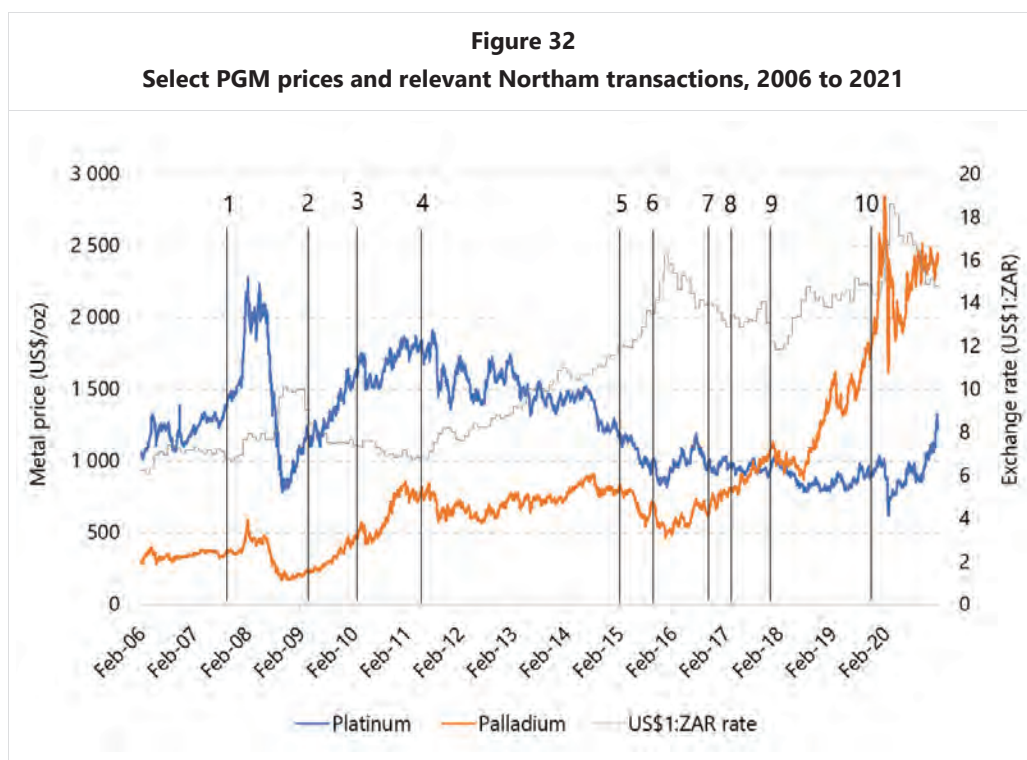
- The Northam-Mvelaphanda transaction. On 4 September 2007, it was reported that Northam will acquire 100% of Booyssendal Project, and secure full operational control of the project for a consideration of 125 million new ordinary shares to be issued to Mvela Resources Limited, with a transactional value of ZAR6.25 billion. A Mineral Resource implied value of US\$ 5.36/oz is noted.
- The Northam-Aquarius transaction. On 1 May 2011, it was reported that Aquarius will acquire 100% of the Mineral Rights referred to as Booyssendal South, which is contiguous to the Everest Mine; with a transactional value of ZAR1.2 billion. A Mineral Resource implied value of US\$ 4.79/oz is noted.
- The Northam – ENRC transaction. On 26 April 2010, it was reported that Eurasian Natural Resources Corporation plc (ENRC) acquired a 12.2% interest in Northam for US\$ 300 million. A Mineral Resource implied value of US\$ 15.51/oz 4E and Mineral Reserve implied value of US\$ 245.69/oz 4E is noted.
- The Northam – Everest transaction. On 9 February 2015, it was reported that Northam has entered into a sale of assets agreement with Aquarius Platinum (South Africa) (Pty) Ltd. Northam would acquire the Everest mining assets, Everest Mining Right, all associated infrastructure, moveable and immoveable property for a total cash purchase consideration of ZAR450 million. A Mineral Resource implied value of US\$ 11.04/oz 4E is noted.
- The Northam – Tumela transaction. On 11 October 2016, it was reported that Northam has acquired a portion of the Amandelbult Mining Right from Rustenburg Platinum Mines Limited (a wholly owned subsidiary of AAPL) for a cash consideration of ZAR1 billion. The portion is contiguous with the north western boundary of Zondereinde Mine. A Mineral Resource implied value of US\$ 3.84/oz 4E is noted.



- The Northam – Eland transaction. On 24 February 2017, it was reported that Northam has acquired Eland Mine from Glencore Operations South Africa Proprietary Limited for ZAR175 million. The mine has shallow mineralisation, two Mining Rights, and Mineral Resource base of 21.3 Moz 4E. Included in the transaction is surface and underground infrastructure, a concentrator, two decline systems and a mining fleet. A Mineral Resource implied value of US\$ 0.59/oz 4E is noted.
- The Northam – Maroelabult transaction. On 29 October 2019, it was reported that Northam has acquired from Barplats Mines Pty Limited, a subsidiary of Eastern Platinum Limited, to purchase the Maroelabult assets for a cash consideration of ZAR20 million. The transaction includes the mining and surface rights, infrastructure, equipment and associated fixed and movable property, A Mineral Resource implied value of US\$ 5.79/oz 4E is noted.

The current Northam Transaction has been excluded as it is not considered to be at arm's length.

Figure 32 shows the transactions referenced above, in terms of nominal, spot platinum and palladium pricing over the period 2006 to 2021.



Source: MSA, 2021; Johnson Matthey, 2021; exchange rates from ofx.com.

Relevant Northam transactions have been superimposed onto Figure 32; numbered lines in Figure 32 are referenced below:

1. Northam-Mvelaphanda, 4 September 2007
2. Atlatsa-Bokoni, 14 May 2009
3. Northam-ENRC, 26 April 2010
4. Northam- Aquarius, 1 May 2011



5. Northam-Everest, 9 February 2015
6. Sibanye Gold-RPM, 9 Sept 2016
7. Northam-Tumela, 11 October 2016
8. Northam-Eland, 24 February 2017
9. Sibanye-Stillwater – Lonmin, 13 December 2017
10. Northam-Maroeleburg, 29 October 2019.

MSA considers the following implied values for each Mine:

- Zondereinde Mine Mineral Resource implied value. An implied minimum threshold would be a 50% premium on the 2016 Northam-Tumela transaction implied value of US\$ 3.84/oz 4E as the transaction excludes any Zondereinde Mine infrastructure. MSA considers an upper threshold value to be 20% discount to the 2010 Northam-ENRC transaction (implied value of US\$ 15.51/oz 4E); and a preferred value of 30% discount to the Northam-ENRC transaction. A discount has been applied to reflect the inclusion of the Booyssendal Project at the time of the transaction. MSA considers that the current vertically integrated mining operations, concentrators, smelter and BMR expansions, coupled with the Western Extension have retained much of the transactional implied value for Zondereinde Mine.
- Zondereinde Mine Mineral Reserve implied value. Zondereinde Mine has a Mineral Reserve base of 9.3 Moz 4E. MSA considers an implied lower threshold to be a 50% discount to the 2010 Northam-ENRC transaction implied value of US\$ 245.69/oz 4E (to factor in the exclusion of Booyssendal Project and other downside risks). MSA considers an upper threshold to be in alignment with the Mineral Resource discounts applied above to the 2010 Northam-ENRC transaction (20% discount for upper threshold, 30% discount for preferred value).
- Booyssendal Mine Mineral Resource implied value. An implied minimum value would be a midpoint between the implied value (US\$ 5.36/oz 4E) for the 2007 Northam-Mvelaphanda transaction (North portion) and implied value (US\$ 4.79/oz 4E) for the 2011 Northam-Aquarius transaction (South portion). MSA considers an upper threshold for the Mineral Resource implied value to be at least 40% higher than US\$ 11.04/oz 4E implied value for the 2015 Northam-Everest transaction, considering the capital expended since 2016, detailed studies undertaken and mining modules completed. MSA's preferred, implied value would be a premium of 20% on the 2015 Northam-Everest transaction implied value.
- Booyssendal Mine Mineral Reserve implied value. A Mineral Reserve base of 11.1 Moz 4E is reported. MSA considers an implied lower threshold to be a 50% premium to the 2009 Atlatsa-Bokoni transaction of US\$ 44.00/oz 4E, considering the Mineral Reserve base, mining and concentrator infrastructure, moveable and immoveable property (but no smelter or BMR). MSA considers an upper threshold and preferred value to be a 30% and 40% discount respectively, to the 2010 Northam-ENRC transaction implied value of US\$ 245.69/oz 4E. A discount factor has been applied in the absence of a smelter and BMR at Booyssendal Mine.
- Eland Mine. An implied minimum value for Eland Mine Mineral Resource would be US\$ 1.00/oz 4E (applying the 2017 Northam-Eland transaction as base) and considering current studies and capital outlay undertaken at Eland Mine. MSA considers an upper threshold for the Mineral Resource implied value to be US\$ 11.04/oz 4E, in alignment with



the 2015 Northam-Everest transaction. MSA's preferred value would be a midpoint between the two thresholds, with an implied value of US\$ 6.02/oz 4E.

- Eland Mine has an estimate Mineral Reserve of 2.6 Moz 4E. MSA considers an implied lower threshold to be the 2009 Atlatsa-Bokoni transaction (US\$ 44.00/oz 4E), considering the Mineral Reserve base, mining and concentrator infrastructure, moveable and immovable property, and proximity to major cities. MSA considers the upper threshold and preferred implied value to be a 30% and 20% premium respectively, of the Atlatsa-Bokoni transaction implied value of US\$ 44.00/oz 4E.

1.13.3.1.1 Northam transaction

The total Mineral Resource for the Mineral Assets is 164.6 Moz 4E. The total Mineral Reserve (including all surface and underground Mineral Reserves) is 23.1 Moz 4E. On the basis of the implied valuation metrics outlined above, Table 44 to Table 47 shows the implied and preferred value ranges for the Northam Operations. An exchange rate of US\$ 1: ZAR 15.01, as at 1 March 2021, was applied.

Table 44 Implied and preferred value ranges, Zondereinde Mine					
Component	Unit	Total Mineral Resource/ Mineral Reserve	Implied Value		
			Low	Preferred	High
Zondereinde Mine Mineral Resource					
Mineral Resource estimate	Moz	74.9			
Implied unit value	US\$/oz		5.76	10.86	12.41
Implied value	US\$ M		431	813	929
Implied value	ZAR M		6,476	12,207	13,951
Zondereinde Mine Mineral Reserve					
Mineral Reserve estimate	Moz	9.3			
Implied unit value	US\$/oz		122.85	171.98	196.55
Implied value	US\$ M		1,146	1,605	1,834
Implied value	ZAR M		17,207	24,090	27,531

Source: MSA, 2021.



Table 45
Implied and preferred value ranges, Booyseendal Mine

Component	Unit	Total Mineral Resource/Mineral Reserve	Implied Value		
			Low	Preferred	High
Booyseendal Mine Mineral Resource					
Mineral Resource estimate	Moz	75.9			
Implied unit value	US\$/oz		5.08	13.25	16.56
Implied value	US\$ M		385	1,006	1,258
Implied value	ZAR M		5,785	15,101	18,877
Booyseendal Mine Mineral Reserve					
Mineral Reserve estimate	Moz	11.1			
Implied unit value	US\$/oz		66.00	147.41	171.98
Implied value	US\$ M		733	1,637	1,910
Implied value	ZAR M		11,004	24,579	28,675

Source: MSA, 2021.

Table 46
Implied and preferred value ranges, Eland Mine

Component	Unit	Total Mineral Resource/Mineral Reserve	Implied Value		
			Low	Preferred	High
Eland Mine Mineral Resource					
Mineral Resource estimate	Moz	13.8			
Implied unit value	US\$/oz		1.00	6.02	11.04
Implied value	US\$ M		14	83	152
Implied value	ZAR M		206	1,242	2,278
Eland Mine Mineral Reserve					
Mineral Reserve estimate	Moz	2.6			
Implied unit value	US\$/oz		44.00	52.80	57.20
Implied value	US\$ M		116	139	151
Implied value	ZAR M		1,742	2,090	2,265

Source: MSA, 2021.



Table 47
Implied and preferred value ranges, Consolidated Operations

Component	Unit	Total Mineral Resource/Mineral Reserve	Implied Value		
			Low	Preferred	High
Consolidated Operations Mineral Resource					
Mineral Resource estimate	Moz	164.6			
Implied unit value	US\$/oz		5.05	11.56	14.21
Implied value	US\$ M		831	1,902	2,339
Implied value	ZAR M		12,467	28,550	35,106
Consolidated Operations Mineral Reserve					
Mineral Reserve estimate	Moz	23.1			
Implied unit value	US\$/oz		86.47	146.53	168.80
Implied value	US\$ M		1,996	3,382	3,895
Implied value	ZAR M		29,954	50,759	58,471

Source: MSA, 2021.

Due to the relatively large Mineral Resource base associated with the Northam Operations and large implied value range, in comparison to historic transactions, MSA does not consider the Mineral Resource implied values to accurately reflect a true value for the Northam Operations. As such MSA's preferred value range for the Northam Operations is on the basis of an implied Mineral Reserve value, whereby Northam-specific transactions have been shown to be more comparable.

1.13.3.2 Market Approach Valuation Summary

SV T1.14

For the reasons contemplated above, comparable PGM properties range between US\$ 44.00/oz 4E (2009 Atlatsa-Bokoni transaction, an operating mine at the time of transaction) and US\$ 245.69/oz 4E (2010 Northam-ENRC transaction), for mineral assets with Mineral Reserve bases that are comparably similar. A lower and upper *in-situ* implied value has been calculated using the consolidated values of US\$ 86.47/oz 4E and US\$ 168.80/oz 4E respectively, as shown in Table 48.

Positive considerations for Northam Operations include the following: it is the world's fourth largest platinum producer; has a long LoM with significant production scalability, over three discrete locations; developed infrastructure, which supports LoM and stand-alone operations; extension and optionality in the Mineral Asset base; value enhancing CRP and PGM tailings retreatment operations in place; third party agreements (short and long-term), shallow Eland Mine mineralisation, sustainable PoC terms that provide secure off-take for a vertically integrated Mineral Asset, and an experienced management team and labour workforce.

Negative considerations include the following: old shafts, infrastructure and concentrators at Zondereinde Mine, relative to other platinum operations; and it is a mid to high unit cost per ounce platinum producer with regards to Zondereinde Mine and the Kukama Shaft.

MSA is of the opinion that Northam Operations are generally comparable to the Northam-ENRC transaction (April 2010), considering the metal prices and the potential of Northam at the time of the transaction; however the current PGM basket is considerably higher (in part to high palladium,



rhodium and base metal prices) and current ZAR exchange rates materially weaker (historic US\$ 1: ZAR 7.33 versus US\$ 1: ZAR 15.01 as at 1 March 2021). The Atlatsa – Bokoni transaction (July 2009) implied values are considered to support the lower threshold for the Market Approach Valuation.

The consolidated operations implied values in Table 47 show a balanced view of the negative and positive considerations discussed above and summarised in Table 48 for the Northam Mineral Reserve base of 23.1 Moz.

Table 48 Derivation of <i>in-situ</i> Mineral Resource unit value in US\$/oz 4E				
Component	Unit	Lower limit	Preferred value	Upper limit
Implied value per Mineral Reserve ounce	US\$/oz	86.47	146.53	168.80
Implied value for Northam Operations	US\$ M	1,996	3,382	3,895
Implied value for Northam Operations	ZAR M	29,954	50,759	58,471

Note: Exchange rate applied of US\$ 1: ZAR 15.01.

Source: MSA, 2021.

A Market Approach value of US\$ 3.38 billion (or ZAR 50.76 billion) in comparison to the DCF base value of US\$ 5.59 million (or ZAR 83.86 billion) is noted, using a 1 March 2021 exchange rate of US\$ 1: ZAR 15.01.

1.13.4 Range of Values

SV T1.14

The Valuation discount rate (real) for the Cash Flow Approach has been determined using a WACC and CAPM methodology, with the addition of technical or specific risk. As discussed above, an average beta, specific to Northam, has been used to determine a beta of 1.48 that supports the Valuation discount rate of 10.83% (real) for the NPV (real). By applying a 20% discount and premium to the reported beta value, a minimum and maximum beta value of 1.18 and 1.77 has been determined. Application of these upper and lower beta values results in a lower and upper real discount rate of 9.42% and 12.24% respectively. Applying these discounts to the CFM results in a lower and upper NPV of ZAR 76.68 billion and ZAR 92.22 billion respectively. The Market Approach results in a lower and upper Mineral Asset value of ZAR 29.95 billion and ZAR 58.47 billion respectively. Cash Flow Approach and Market Approach lower and upper values are shown in Table 49.



Inferred Mineral Resources have been excluded from the Mineral Reserve estimates or CFM.

Table 49
Range of values and concluding opinion of value

Valuation Approach	Value in ZAR billion		
	Lower limit	Preferred value	Upper limit
Cash Flow Approach	76.68	83.86	92.22
Market Approach	29.95	50.76	58.47
Valuator's Concluding Opinion of Value	76.68	83.86	92.22

JSE 12.10 (h)(xii)

Note: Rounding applied to values.

Source: CFM, 2021; MSA, 2021.

1.13.5 Valuation Summary and Conclusions

SV T1.14, T1.15

The preferred valuation method is a Cash Flow Approach, considering the detailed planning that has been undertaken to generate projections that reflect the technical and economic parameters and assumptions existing at the date of this Report; and is supported by extensive operating experience. The CFM is most sensitive to metal prices including the US\$/ ZAR exchange rate and secondly to operating costs.

The Competent Valuator's Concluding Opinion of Value is a Market Value of ZAR 83.86 billion, applying the Valuation discount rate of 10.83% (real) for the Mineral Asset. The Market Value has been undertaken to a post-tax, pre-dividend and pre-finance basis, according to the Cash Flow Approach. The range of values are shown in the table above (Table 49) for the Mineral Assets including a lower and upper value of ZAR 76.68 billion and ZAR 92.22 billion respectively. The ascribed Market Value is significantly greater than the Market Approach upper value of ZAR 58.47 billion.

Key risks associated with the Mineral Assets are discussed in Section 1.15.

1.13.6 Forward Looking Statements

SV T1.15

This report contains forward-looking statements. These forward-looking statements are based on the opinions and estimates of MSA and Northam at the date the statements were made. The statements are subject to several known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those forward-looking statements anticipated by Northam. Factors that could cause such differences include changes in world platinum markets, equity markets, costs and supply of materials, and regulatory changes. Although MSA considers the expectations reflected in the forward-looking statements to be reasonable, MSA does not guarantee future results, levels of activity, performance or achievements.

Although MSA considers the expectations reflected in such forward-looking statements to be reasonable, no assurance can be given that such expectations will prove to be correct. Accordingly, results may differ materially from those set out in the forward-looking statements as a result of, among other factors, namely:



- changes in economic and market conditions;
- changes in the regulatory environment and other State actions;
- success of business and operating initiatives;
- fluctuations in commodity prices and exchange rates;
- business and operational risk management; and
- changes in the actual orebody composition versus the plan.

The Competent Persons and Competent Valuator are not obliged to update or release any revisions to these forward-looking statements to reflect events or circumstances after the dates of this Report or to reflect the occurrence of unanticipated events.

1.13.7 Previous Valuations

SV T1.11

MSA have been informed that there are no previous or historic valuations that have been undertaken.

1.13.8 Competent Persons and Other Experts

The Mineral Resource estimate has been completed by the various Northam Competent Persons, and reviewed by Mr Jeremy Witley, Head of Department and Principal Mineral Resource Consultant of MSA. Mr Jeremy Witley is the Competent Person who has compiled the Geology and Mineral Resource sections of the CPR. Mr Jeremy Witley has the appropriate relevant qualifications, experience, competence and independence to be considered Competent Persons under the definitions provided by the SAMREC Code.

The Mineral Reserve estimates have been reviewed and signed off by Mr Jon Hudson, Principal Consultant and Associate at MSA. Mr Jon Hudson has the appropriate relevant qualifications, experience, competence and independence to be considered Competent Persons under the definitions provided by the SAMREC Code. Jon Hudson is overall Competent Person for the Mineral Reserves of the CPR.

Their certificates are shown in Section 12 in the full CPR.

Primary Contributors have been shown in Section 1.6.3 and Section 1.7 in the full CPR.

1.13.9 Competent Valuator

SV T1.4

The Valuation for this CPR has been prepared by Mr Vince Agnello of MSA, in accordance with the SAMVAL Code. His certificate is shown in Section 12 in the full CPR.

1.13.10 Independence

*JSE 4.28(a),
12.9(b), 12.10(c),
12.12(a)(ii)
SV T1.0, T1.3*

As at the Valuation Date, Report Date and Effective Date, MSA had no association with Northam, or its individual employees, or any interest in the securities of Northam or its Mineral Assets. The Competent Valuator confirms that he has no bias to the Mineral Assets or Valuation ascribed to Northam Operations. MSA will be paid a fee for its study based on a standard schedule of rates for professional services, plus any expenses incurred. The fee is not contingent on the results of the study or valuation.



1.13.11 Identifiable Component Asset (ICA) Values

SV T1.16

Marsh Valuation Services (MVS) have reported a new replacement cost estimate for Zondereinde Mine and Booyssendal Mine plant, machinery and equipment as at 14 January 2019. The estimated new replacement cost has been assessed at ZAR 20.12 billion, excluding VAT. The book value comprises Zondereinde Mine (ZAR 14.83 billion) and Booyssendal Mine (ZAR 5.24 billion), excluding VAT. No MVS market value for plant, machinery and equipment is reported. No 2019 Eland Mine assessment is reported.

MVS have reported a new replacement cost estimate for Eland Mine's plant, machinery and equipment, as at 2 February 2018. The estimated new replacement cost has been assessed at ZAR 3.81 billion, excluding VAT; and the MVS market value for the plant, machinery and equipment is ZAR 1.49 billion including VAT.

MSA has been provided with an asset schedule for third party insurance purposes, as at 1 February 2021. The consolidated, insured asset value for plant and machinery is ZAR 31.32 billion (excluding business interruption insurance/values) and comprises Zondereinde Mine (ZAR 15.88 billion), Booyssendal Mine (ZAR 11.59 billion) and Eland Mine (ZAR 3.85 billion).

The ICA values have been provided for completeness. None of the ICA values reported in this section have been included in the overall Valuation.

1.13.12 Historical Verification

SV T1.17

MSA has undertaken a historical verification of actual versus budgeted values relating to production, operating expenditure, capital expenditure and equivalent opex unit costs for the period F2018 to F2020 (Section 8.4.18). MSA has found that opex, capex and unit cost actual data points are, generally speaking, in alignment or below budget for F2019; indicating that a prudent, cost thrifting methodology has been followed at the Northam Operations over the period F2018 to F2020. However, actual mining and process efficiencies could not be attained at any of the operations (versus budget) in F2020, as a result of COVID-19 and associated disruptions to mining and concentrator operations.

1.13.13 Marketing and Sales

Discussed in the full CPR in Section 7.5.

1.14 Audits and Reviews

No audits relating to valuations are reported.

1.14.1 Other Considerations

No other considerations noted.

1.15 Primary risks

JSE 12.10(h)(x)
SR 5.1(i)

Primary project and operational risks have been assessed by MSA based on likelihood and severity criteria. Mitigation measures and timelines have been recommended that will reduce the majority



of these risks to medium or low (Table 50). Where applicable, an adjustment has been undertaken or recognised in the CFM to address this risk.

Table 50
Primary risks for Northam Operations

Risk	Risk description	Risk rating	Mitigating action/documentation required	Timing of action
Geology and Mineral Resources				
Booyssendal and Eland Mine Inferred Mineral Resource	A large portion of the Inferred Mineral Resource (approximately 45%) is based on extrapolation to the Mining Right boundary.	Medium	<ul style="list-style-type: none"> Conduct a drilling campaign to confirm the extrapolated Inferred Mineral Resources at depth. 	Five years
Eland Mine geological variability	Both the Split and Zilkaats facies have a higher risk rating due to the greater variability of the UG2 Reef in comparison to the Normal facies.	Medium	<ul style="list-style-type: none"> Use drill deflections to assess reef and reduce nugget effect. Assess the viability of 2D or 3D seismic surveys at depth to ensure no major structures exist that can materially impact on the Mineral Resource. 	Two years
Mining, Mineral Reserves and geotechnical				
Zondereinde Mine Western Extension underground logistics	Insufficient technical documentation and study work supporting the underground logistics for the Western Extension.	High	<p>Fully documented logistical report to consider optimal movement of rock, people, material transportation, backfilling and hydropower for mining of the Western Extension. Feasibility study report to be undertaken on preferred mining option with capex estimates.</p> <p>Number of potential mitigation plans which include:</p> <ul style="list-style-type: none"> Setup UG2 tailings for backfilling based on previous surface pilot test work. Purchase waste material from Amandelbult. Removal of chrome at the UG2 concentrator Change underground mining crews from UG2 to Merensky. 	Two years
Zondereinde Mine backfill	Insufficient backfill material available in the long-term plan for backfilling, due to increase in UG2 mining.	High	<p>Number of potential mitigation plans which include:</p> <ul style="list-style-type: none"> Setup UG2 tailings for backfilling based on previous surface pilot test work. Purchase waste material from Amandelbult. Removal of chrome at the UG2 concentrator Change underground mining crews from UG2 to Merensky. 	Five years

Risk	Risk description	Risk rating	Mitigating action/documentation required	Timing of action
Booyssendal Mine pillar stability	The mine adopted the Watson et al. (2008) pillar strength formula which is relatively new to industry. Additionally, the mine has discontinued the use of barrier pillars and therefore do not compartmentalize the underground workings.	High	Establish the potential strength reduction as a result of crosscutting joints on pillar strengths to validate the use of the Watson et al (2008) formula. Until the limitations of the formula is better understood, compartmentalization of the mine should be reconsidered to ensure any abnormal pillar behaviour is restricted to a localised area of the mine.	One year
Booyssendal Mine regional stability	Regional pillars were discarded from the mining layout on the basis that geological losses sufficiently reduce the extraction to within tolerable levels.	High	The mining layout should be modelled on a recurring basis, as the mining footprint expands, to validate the stabilizing effect of geological losses.	Annual
Booyssendal Mine Merensky rolling reefs	Excessive rolling reef and off-reef mining at Merensky North section. Uncertain whether rolling reef is localised situation or will predominate through LoM.	High	Full geological investigation to understand off-reef mining at Merensky North. Adjust Modifying Factors accordingly, post-investigation.	Ongoing
Eland Mine Kukama Modifying Factors	No historical Modifying Factors for hybrid mining method. Difficulty in benchmarking the operation, due to unique hanging wall shear which may impact on stope width and dilution.	High	All Mineral Reserves to be classified as Probable due to uncertainty around the Modifying Factors. Analyse and adjust Modifying Factors from historical mining information on an annual basis.	Three years
Eland Mine, Kukama stoping productivity	Trial stope results inconclusive whether the hybrid mining method will achieve planned stoping productivity rates. This can impact on the production build up.	High	Continually analyse performance of hybrid mining method. Re-engineer mine design to improve productivity (if required).	Three years
Eland Mine, UG2 Open Pit optimisation	Results from processing testwork highlight lower recoveries compared to what was used in the Whittle™ pit optimisation process. 30% recovery for weathered material compared to planned 70%; and 68% for fresh compared to planned 75%. A high proportion of ore in the UG2 Open Pit is weathered.	High	Rerun Whittle™ pit optimisation based on latest processing recoveries for fresh and weathered ore. Risk of lower recovery offset by higher PGM pricing.	Next planning cycle

Risk	Risk description	Risk rating	Mitigating action/documentation required	Timing of action
Process/ metallurgy				
Zondereinde Mine increased UG2 production from F2022	No capital provision has been included for the de-bottlenecking of the UG2 concentrator to accept the increased tonnage from mining in FY2022 onwards.	Medium	The alternative of shipping the excess UG2 production to a neighbouring operation is being considered.	Three years
Environmental, social, safety and tailings considerations				
Zondereinde Mine operational change management	Various significant capital projects are planned, which impact the Zondereinde mining, concentrator, and processing operations.	Medium	The projects will need to be integrated into the Zondereinde Mine key environmental management documentation and operational systems, i.e., ISO14001 scope, procedure, updated water balance, etc. Due care will need to be taken to ensure that that all EA, AEL and WUL requirements are met.	Three years
Zondereinde Mine TSF management	The penstocks at the Zondereinde TSF are of concern – both have integrity and engineering issues.	Medium-High	The refurbishment of the TSF penstocks is key in ensuring a sustained TSF operation at Zondereinde Mine.	1 year
Eland Mine water management	Historically, several ongoing and intermittent discharges have been noted, with excess water discharging from the Lapa Dam during the wet season.	Medium	Eland Mine management are currently addressing some of the infrastructure shortfalls through the upgrades to the Lapa and Farm Dams and the pump and pipeline systems for these facilities.	2 years
Capital projects				
Capital project delays and budget overspend, Zondereinde Mine	Confined spaces coupled with several large capital projects to be undertaken simultaneously may impact the integrated operation.	Medium	Superior execution required in progressing several capital projects in confined spaces, coupled with efficient budget management.	Two years



1.16 Conclusions

The Mineral Resource estimates for all three mines are a reasonable representation of the quantity and quality of the in-situ mineralisation. More supporting documentation is required for the Inferred Mineral Resources at all three operations and additional drilling, surveys and select studies are recommended to address this.

Mining of the narrow tabular orebodies at Zondereinde Mine in the intermediate to deep level mining environment is successfully conducted using a conventional stoping mining method. The Booyssendal Mine is separated into the North and South mines (Booyssendal North and Booyssendal South), with Merensky Reef and UG2 Reef mining modules currently either in production or development and mining ramp-up. Booyssendal Mine uses mechanised mining in a bord and pillar mining layout to extract both the Merensky Reef and UG2 Reef. Booyssendal Mine will provide the majority of Northam's planned production volumes (and saleable metal) over the LoM.

The Mineral Reserve reported for the Eland Mine's UG2 Reef, is based on a revised hybrid mining method based on the Kukama Shaft feasibility study and UG2 Open Pit mining. There is limited historical information from the trial mining to inform the Modifying Factors for the new hybrid mining method at Eland Mine. Further studies may be required.

For all the Northam Operations, geological and structural variability, geotechnical considerations and mining methods applied, have been captured in the MSA reported Mineral Reserves and CFM discount rate applied. Additional production opportunities would include the advancement of the Nyala Shaft and Maroelabult Section at Eland Mine.

The concentrators at Zondereinde Mine are more than 30 years old but are functional. Provided that concentrator infrastructure is well maintained, it will be fit for purpose over the long-term. Extensive upgrades have been undertaken, and additional expansions planned for the smelter in the short and medium term. The concentrators at Booyssendal Mine and Eland Mine are almost new.

Some studies are warranted on the synergies between the processing streams for the Zondereinde Mine and Eland Mine operations. Alternatively, the processing of excess UG2 RoM ore production at Zondereinde Mine may be treated by increasing production capacity at Zondereinde Mine UG2 concentrator operation by 33 ktpm. MSA understands that UG2 plant capacity feasibility studies are being progressed in this regard.

Surface and bulk infrastructure is considered fit for purpose at all three mines. Infrastructure is aged at Zondereinde Mine; Booyssendal and Eland Mine infrastructure is expansive and new, with good housekeeping noted. Additional energy supply considerations and trade-off studies for reliable, uninterrupted power may need to be assessed in the medium and long-term for the three mines, however, this is a common risk for all mines in South Africa.

Compliance with respect to environmental licencing and reporting is essential for continued operations. Pending licence applications and outstanding reports(ing) need to be followed up urgently and closed out with relevant authorities. Several medium level risks exist at some of the operations with regards compliance, and these need to be mitigated.



The operation is vertically integrated, which has allowed it to undertake sourcing of third party material from a host of different sources at RoM, concentrator and smelter level. The Company has successfully turned around loss-making and 'difficult' orebodies, such as at the historic Everest Mine. The Company is considered innovative (hydropower, modern smelter, RopeCon™, and solar farms) and this will assist Northam favourably with its short and long-term growth strategy(ies).

1.17 Recommendations

The Inferred Mineral Resources at all three operations need to be validated with additional drill programs, surveys and select studies to confirm extrapolations in the models. This will also help clarify if there are any facies variations in the Merensky Reef and UG2 Reef.

Pillar design and strength need to be properly evaluated at both Booyssendal Mine and Eland Mine to ensure geotechnical stability and understanding of the impact of cross-cutting joints and the HW Shear at Eland Mine.

The possibility of Eland Mine being able to take the additional UG2 RoM feed from Zondereinde Mine should be the subject of an independent study.

Infrastructure recommendations for all three mines, as they approach planned steady state production, include an assessment of reliability and maximum load for a supply agreement with Eskom; renewable energy options and trade-off studies, and detailed SIB capex lists for short and medium-term maintenance and upgrades.

For SAMREC compliance purposes, MSA considers that audit trails, supporting documentation, trade-off studies and feasibility studies be documented appropriately. In addition, the bolstering of MRM teams with permanent staff may be considered in the short and medium-term across all operations. Group level standardising (geology, estimation, MRM and mining) and SAMREC Table 1 reporting on an annual basis to be considered by Northam management.

An increase in cross-discipline and cross-mine engagement to be considered by Northam staff in the short and medium-term mine planning.

MSA considers the current CFM to be an exemplary accounting model that is output driven. MSA recommends a technical model be undertaken, from first principles, for each mine (and on a consolidated level), with relevant supporting documentation.

1.18 Competent Person and Valuator Validation

*JSE 12.9(a)(i),
12.12(a)*

The MRE has been completed by the various Northam Competent Persons, and reviewed by Mr Jeremy Witley, Head of Department and Principal Mineral Resource Consultant of MSA. Mr Jeremy Witley is the Competent Person who has compiled the Geology and Mineral Resource sections of the CPR. Mr Jeremy Witley has the appropriate relevant qualifications, experience, competence and independence to be considered Competent Persons under the definitions provided by the SAMREC Code.

The Mineral Reserve has been reviewed and signed off by Competent Person, Mr Jon Hudson, Principal Consultant and Associate of MSA, who is the Competent Person for the Mineral Reserve, as stated in Section 12: Certificates of this CPR. Mr Jon Hudson has the appropriate relevant



qualifications, experience, competence and independence to be considered Competent Persons under the definitions provided by the SAMREC Code.

The Valuation has been conducted by Competent Valuator, Mr Vince Agnello, Principal Consultant of MSA, who is the Competent Valuator for the Valuation, as stated in Section 12: Certificates of this CPR. Mr Vince Agnello has the appropriate relevant qualifications, experience, competence and independence to be considered Competent Valuator under the definitions provided by the SAMVAL Code.

ANNEXURE 12: CORPORATE GOVERNANCE

In this annexure unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

Northam Holdings will apply the principles of the King IV Report on Corporate Governance for South Africa, 2016 ("King IV") in substantively the same manner in which Northam currently applies the principles of King IV. In the circumstances, Northam Shareholders should carefully consider Northam's corporate governance disclosures as described below in relation to the relevant principles of King IV as extracted from the 2020 Northam annual integrated report:

Leadership, Ethics and Corporate Citizenship		
	Applied	Northam's response
Principle 1: The board should lead ethically and effectively.	Yes	The Northam Board holds that ethics and integrity are fundamental to an effective governance framework and the foundation for developing a culture that supports employee, customer and investor confidence. Accordingly, it strives to set the highest ethical standards both for itself, as well as for the Subsidiary boards throughout the Northam Group.
Principle 2: The board should govern the ethics of the company in a way that supports the establishment of an ethical culture.	Yes	<p>The Northam Board fully acknowledges and accepts the significant responsibility for ensuring that the Northam Group continues to operate responsibly, sustainably and in an ethical manner, for the benefit of all Northam's stakeholders for generations to come.</p> <p>Northam Board members are individually and collectively accountable for their ethical and effective leadership of the Northam Group.</p> <p>All deliberations, decisions and actions of the Northam Board are based on fairness, accountability, responsibility and transparency.</p> <p>The Northam Board has implemented and embedded a robust and effective governance environment, including strong protected disclosure and whistleblowing mechanisms, where instances of compromised ethical and integrity standards within the organisation are identified, reported and managed transparently.</p>
		<p>Monitoring of ethics</p> <p>Ethics are monitored through various means, including an independent ethics and fraud hotline available on Northam's website and in Northam's code of ethics and conduct. Employees are encouraged to report any approach made to them or of which they are aware, by any person or entity, seeking favour or preference in terms of business dealings with the Northam Group.</p> <p>The independent ethics and fraud hotline is supported by strong investigative capabilities and rigorous disciplinary processes and sanctions.</p> <p>Ethics and fraud hotline reports are a standard agenda item for the Northam audit and risk committee and management updates the audit and risk committee members at each meeting of transgressions recorded.</p>

Leadership, Ethics and Corporate Citizenship		
	Applied	Northam's response
Principle 3: The board should ensure that the company is and is seen to be a responsible corporate citizen.	Yes	<p>The Northam Board and the SEHR&T committee assumes and accepts collective responsibility for ensuring that the Northam Group is a responsible corporate citizen, in compliance with the Constitution of South Africa, including the Bill of Rights, and has delegated to management the responsibility for proactive stakeholder engagement, community development and environmental stewardship.</p> <p>The Northam Group is committed to making a positive contribution to the communities in which Northam operates and the environment. Northam's responsible business efforts are therefore focussed on employee welfare and home ownership, addressing the needs of the communities in which Northam operates and securing land for nature conservation.</p> <p>The Northam Board is furthermore responsible for ensuring that the Northam Group's strategic objectives are achieved in a sustainable way.</p> <p>Management updates the Northam Board and the SEHR&T committee on a quarterly basis on Northam's performance against the Mining Charter.</p>
Strategy, Performance and Reporting		
	Applied	Northam's response
Principle 4: The board should appreciate that the company's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.	Yes	<p>Strategy formulation</p> <p>The chief executive officer (CEO) and the management team are tasked with the formulation and development of the Northam Group strategy, business plan and four-year forecast, including key performance measures and targets.</p> <p>Key macro trends in Northam's operating environment are identified, as part of the strategy setting process, by analysing political, macroeconomic, social, competitive, technological, regulatory and environmental drivers. The impact of these trends on Northam's strategic objectives is assessed. There is also continued engagement with Northam's material internal and external stakeholders and their needs and expectations are considered.</p> <p>This process highlights any applicable material matters, which are ranked according to the greatest relevance and highest likelihood to have a significant impact on the viability of Northam's business and relationships with Northam's stakeholders.</p> <p>Risks and opportunities arising from the material matters are identified and their impact on both the short- and medium-term strategy is assessed.</p> <p>The outcome of this analysis informs the strategic focus areas for the year, which are adjusted in line with changes in material matters.</p>

Strategy, Performance and Reporting		
		<p>Strategy approval</p> <p>The Northam Board approves the Northam Group strategy, ensuring that it is aligned with the purpose of Northam, the value drivers of Northam's business and the interests and expectations of Northam's stakeholders. The Northam Board also ensures that the Northam Group strategy takes cognisance of inherent risks and opportunities that Northam's business faces and the need to achieve sustainable outcomes.</p> <p>Monitoring strategic execution</p> <p>Quarterly: The Northam Board actively monitors strategic performance against the strategic key performance indicators (KPIs) and targets at quarterly Northam Board meetings and challenges the management team accordingly.</p> <p>Annually: The Northam Board is updated annually on the Northam Group strategy, which is embodied in the Northam Group business plan, four-year forecast, KPIs and targets.</p>
<p>Principle 5: The board should ensure that reports issued by the company enable stakeholders to make informed assessments of the company's performance and its short-, medium and long-term prospects.</p>	Yes	<p>The Northam Board is committed to clear, transparent, balanced and truthful communication to shareholders and relevant stakeholders, in line with the JSE Listings Requirements and the Companies Act.</p> <p>The Northam Board oversees and ensures, through an effective control environment, appropriate management structures and a robust assurance framework, that all external communication and reports are issued in compliance with legal requirements and meet the legitimate and reasonable information needs of material stakeholders.</p> <p>The Northam Board, through the audit and risk committee, assumes and accepts the responsibility for the Northam Group's financial reporting and sets the direction for how it should be approached and conducted.</p> <p>Northam reports to stakeholders on both its financial and non-financial performance twice a year.</p> <p>Information related to the required disclosures, as set out in King IV, appears in the Northam Board approved integrated reporting suite and on Northam's website. This includes information on Northam's strategy, long-term goals, medium-to long-term targets, historical performance, outlook and the Northam Group's position for value creation.</p> <p>All disclosed information is subject to review by the external audit and assurance providers (see from page 12 of Northam's annual financial statements 2020 and page 132 of Northam's annual integrated report for the external audit reports), whose appointment is delegated to the Northam audit and risk committee by the Northam Board.</p>

Governing structures and delegation		
Primary role and responsibilities of the Northam Board		
	Applied	Northam's response
<p>Principle 6: The board should serve as the focal point and custodian of corporate governance in the company.</p>	Yes	<p>The Northam Board is ultimately accountable for the performance and the reputation of the Northam Group and ensuring that it continues to operate responsibly, ethically and sustainably.</p> <p>The Northam Board operates in terms of a board charter, which defines its functions and responsibilities.</p> <p>Apart from the requirements of statute and common law, the Northam Board collectively acknowledges that its key deliverables involve providing the Northam Group with clear strategic direction, ensuring that there is adequate succession planning at senior levels, reviewing management's operational performance and facilitating an effective governance environment.</p> <p>The Northam Board displays adequate alignment with King IV objectives in terms of its oversight functions and monitoring, as well as its roles and responsibilities.</p> <p>Northam Board and Northam Board committee charters are reviewed regularly and are aligned with King IV and the Northam Board and the Northam Board committees' areas of responsibility.</p> <p>The Northam audit and risk and SEHR&T committees oversight functions and disclosures have also been specifically reviewed against King IV recommended practices and disclosure requirements for audit and social and ethics committees.</p>

Composition of the board		
	Applied	Northam's response
Principle 7: The board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.	Yes	<p>The Northam Board has thirteen members ¹³ and is specifically constituted in terms of expertise and collective skills required for managing and steering Northam's business into the future.</p> <p>The majority of the Northam Board members (62%) are considered independent non-executive directors.</p> <p>Northam recognises and embraces the benefits of having a diverse Northam Board and have approved and implemented a Northam Board diversity policy, which includes race and gender diversity targets. The Northam Board takes responsibility for its composition and the process of attaining the appropriate diversity as per the targets of its charter.</p> <p>The Northam Board currently has HDP representation of 62% and 31% of Northam's Board members are women. Northam's targets for HDP and female representation on the Northam Board are 50% and 20% respectively.</p> <p>Six of the thirteen Northam Board members ¹³, including the CEO and the lead independent director, have extensive exposure and experience as CEOs. Other Northam Board members have relevant experience in corporate finance, mergers and acquisitions and other associated disciplines.</p> <p>In order to ensure Northam's directors are not overcommitted, Northam limits the number of listed directorships Northam's directors may hold to five.</p> <p>Northam believes that Northam Board refreshment and succession planning is imperative and that it should be done in a systematic and gradual manner, in order to maintain a balance of new insight, depth of experience, continuity and diversity of the Northam Board.</p> <p>This mix is reflected in the Northam Board tenure spread, with three of the directors having tenures in excess of nine years, balanced with five new Northam Board appointments in the last three years. Northam will continue to facilitate the transfer of knowledge from long-serving directors to the newer members on the Northam Board, to ensure the Northam Board comprises of an appropriate balance of institutional knowledge going forward.</p> <p>The Northam Board furthermore has an agreed succession pipeline, which identifies immediate and planned successors for directors on the Northam Board.</p> <p>The Northam Board composition is aligned with the requirements of King IV regarding the number of executive versus non-executive directors. Skills, experience and tenure of Northam Board members are monitored by the nomination committee.</p>

¹³ The Northam Board currently comprises 12 members.

Composition of the board		
	Applied	Northam's response
<p>Principle 8: The board should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.</p>	Yes	<p>The Northam Board has a coherent and comprehensive committee structure with clear and specific committee charters for each committee. The committee structure and the relevant charters are reviewed regularly to ensure effective decision making, discharge of duties and independent judgement, taking into consideration the changing environment within which the Northam Group and the Northam Board are operating.</p> <p>The composition of membership of the committees and the allocation of roles across committees are considered and reviewed to ensure effective collaboration, efficient use of Northam Board resources and a balanced distribution of power across the committees.</p> <p>The chairperson of each committee reports to the Northam Board at each Northam Board meeting and the minutes of all committee meetings are circulated in the Northam Board packs.</p> <p>The current Northam Board committees are:</p> <ul style="list-style-type: none"> • audit and risk committee • nomination committee • investment committee • SEHR&T committee • health, safety and environmental committee <p>All Northam Board committees are free to take independent professional advice, as and when necessary. There is also a protocol in place for directors to gain access to line managers, external auditors and relevant Northam records through the CEO's office and/or the company secretary.</p>

Evaluations of the performance of the Northam Board		
	Applied	Northam's response
<p>Principle 9: The board should ensure that the evaluation of its own performance and that of its committees, its chairman and its individual members, support continued improvement in its performance and effectiveness.</p>	Yes	<p>Northam holds its board members accountable through formal external evaluations of the Northam Board at least every two years.</p> <p>Every alternate year, the Northam Board conducts an assessment of its own performance and of the appropriateness and effectiveness of its procedures and processes. The actions from these assessments are agreed and implementation thereof is tracked.</p> <p>The Northam Board further evaluates the independence of its independent directors, particularly in respect of the independent directors who have served on the Northam Board for an aggregate term exceeding nine years.</p> <p>An independently facilitated self-assessment process on the performance of the Northam Board as a whole, as well as the respective Northam Board committees, was conducted during the financial year ended 30 June 2019.</p> <p>Pleasingly, the assessment indicated that the Northam Board committees are effectively run, appropriately supported and have robust engagements with the Northam Board and management.</p> <p>Areas of improvement, highlighted by the assessment, include the need for technology and information governance to be strengthened at a Northam Board level and for continuing professional development programmes to be made available to Northam Board members, from time to time.</p> <p>These areas of improvement formed part of the Northam Board's work plan for F2020 and were addressed as follows:</p> <ul style="list-style-type: none"> • Technology and information governance was made a standing item on the audit and risk committee agenda and feedback thereon is provided to the Northam Board on a quarterly basis. • Northam directors attended training courses at the JSE and at Northam's corporate office on various topics relevant to their responsibilities. <p>The Northam Board also annually evaluates the performance of the company secretary in terms of her competence, qualification, experience and arm's length relationship with the Northam Board. (See Principle 10).</p> <p>An independent evaluation of the Northam Board, its members, sub-committees and the company secretary will be performed again in F2021.</p>

Appointment and delegation to management		
	Applied	Northam's response
<p>Principle 10: The board should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities.</p>	Yes	<p>CEO</p> <p>In terms of the board charter, the Northam Board appoints the CEO who is responsible for the implementation and execution of the approved strategy, policies and operational planning, and serves as the primary link between management and the Northam Board.</p> <p>The CEO, Mr PA Dunne, is accountable to and reports to the Northam Board and in terms of best practice, is not a member of the audit and risk, the investment, the SEHR&T or the nomination committees ¹⁴. Notwithstanding, the CEO does attend meetings of these committees by invitation. The CEO is a member of the health, safety and environmental committee.</p> <p>The CEO and the chief financial officer's (CFO) performance scorecards, with agreed performance measures and targets, are reviewed and recommended for approval by the SEHR&T committee to the Northam Board in June of each year.</p> <p>The CEO and CFO's remuneration is benchmarked annually, by an independent service provider, against a comparative group of companies in the South African mining industry.</p> <p>The board charter is very clear on the powers which are reserved for the Northam Board and those that are to be delegated to management <i>via</i> the CEO. The Northam Board also defines the level of materiality and approves the approval framework.</p> <p>Through the SEHR&T committee, the Northam Board ensures that there is succession planning for the CEO and CFO positions and that it is regularly reviewed.</p> <p>The CEO has undertaken to hold no other listed company directorships, apart from Zambezi, Northam's BEE shareholder.</p> <p>The CEO has an employment contract that can, subject to fair labour practices, be terminated upon twelve months' notice.</p>

¹⁴ Mr PA Dunne has since been appointed to the SEHR&T Committee on an interim basis until a suitable non-executive director is appointed to replace him.

		<p>Company secretary</p> <p>The company secretary, Ms PB Beale, provides professional and independent guidance to Northam Board members on corporate governance, the execution of their legal duties and keeps the Northam Board abreast of relevant changes in legislation and corporate governance best practice.</p> <p>The company secretary further supports and coordinates the functioning of the Northam Board and its committee meetings.</p> <p>The company secretary has unfettered access to the Northam Board, is not a Northam Board member and maintains an arm's length relationship with the Northam Board and its members. She reports to the Northam Board <i>via</i> the chairman on all statutory duties and functions performed in connection with the Northam Board. Regarding other duties and administrative matters, she reports to the CEO.</p> <p>The performance of the company secretary forms part of the Northam Board's evaluation process.</p> <p>The Northam Board can confirm that it is satisfied that the company secretary:</p> <ul style="list-style-type: none"> • is competent, suitably qualified and experienced; • has the requisite skills, knowledge and experience to advise the Northam Board on good governance; • maintains an arm's length relationship with the Northam Board; and <p>has effectively discharged her responsibilities for the year under review.</p>
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Governance functional areas		
Risk governance		
	Applied	Northam's response
<p>Principle 11: The board should govern risk in a way that supports the company in setting and achieving its strategic objectives.</p>	Yes	<p>The Northam Board's responsibility for risk governance is expressed in the board charter, as well as the terms of the risk policies and plans of the Northam Group.</p> <p>The Northam Board is aware of the importance of risk management as linked to the strategy, performance and sustainability of the Northam Group. It sets the Northam Group's risk appetite and tolerance levels annually as part of its review of the Northam Group's risk strategy.</p> <p>The Northam Board furthermore oversees the risk management process, which is aligned with the principles of King IV. Each of the Northam Board committees, in particular the audit and risk committee, is responsible for evaluating all material risks in terms of their mandates.</p> <p>Risks to the sustainability of Northam's business are identified and managed within acceptable parameters and an approved and defined risk appetite.</p> <p>The duty to identify, assess, mitigate and manage risks within the existing and ever-changing risk profile of Northam's operating environment is delegated to management. Mitigating controls are formulated to address the risks and the Northam Board is kept up to date on progress on the risk management plan.</p> <p>The Northam Board and the Northam Board committees also continuously monitor and challenge risk management exposures and responses through the regular submission and review of executive management risk reports.</p> <p>Enterprise risk management</p> <p>Northam's well-defined enterprise risk management policy is a systematic approach to decision making, based on the principles of cooperation, participation, mitigation and sustainability, adopted to achieve more effective risk management and support good governance practices.</p> <p>Northam's risk management system includes:</p> <ul style="list-style-type: none"> • a clearly defined and documented risk strategy; • a risk governance model based on the three lines of assurance; • defined accountabilities, roles and responsibilities for boards, management and employees; • defined risk policies that set the requirements for managing material risks; • standard processes, procedures and methodologies for identifying, assessing, monitoring, managing and reporting on material risks, including processes for risk-based decision making; • a common risk categorisation model and metrics; • stress testing, and contingency and crisis planning; and • a system of internal controls, including risk, compliance and internal audit control functions. <p>The Northam Group internal audit function performs periodic assessments of the effectiveness of the Northam Group's risk management function and highlights any deficiencies in formal audit reports.</p>

Technology and information governance		
	Applied	Northam's response
<p>Principle 12: The board should govern technology and information in a way that supports the company setting and achieving its strategic objectives.</p>	Yes	<p>The Northam Board and the audit and risk committee are responsible for the oversight of the Northam Group's information and technology ("IT") strategy and policy and ensuring that supporting governance structures and processes are robust. This includes setting the direction of the policy, challenging IT risk assessments and evaluating the effectiveness of the IT function.</p> <p>The audit and risk committee established the Northam Group information systems steering committee ("ISSC"), which is chaired by the CFO.</p> <p>The ISSC is responsible for the oversight, maintenance and protection of the Northam Group's technology and information resources. It meets at least four times per year and the CFO reports to the audit and risk committee on the ISSC's deliberations.</p> <p>Measures have been implemented to ensure that various aspects of the Northam Group's IT infrastructure and information management are enhanced from a security perspective and incorporated into the overarching Northam IT security strategy. The ISSC exercises oversight of the management of information to ensure the following:</p> <ul style="list-style-type: none"> • information is leveraged groupwide to sustain and enhance the Northam Group's intellectual capital; • an information architecture that supports confidentiality, integrity and availability of information remains in place; • integration of information risks into Northam risk management; • proactive monitoring of intelligence to identify and respond to incidents, including cyber-attacks and adverse social media events; • protection of privacy of personal information; • continuous monitoring of information security; • compliance with relevant laws; • ethical and responsible use of information and technology; • integration of technology risks into Northam risk management; • integration of people, technologies, information and processes across the Northam Group; • arrangements are in place to provide for business resilience; • technology architecture enables the achievement of Northam's strategic and operational goals; • management of the performance of, and the risks pertaining to, third-party and outsourced service providers; • appropriate responses to developments in technology, including the leveraging of potential opportunities and the management of disruptive effects on Northam and Northam's business model, are identified and implemented; • the responsible disposal of obsolete technology and information in a way that has regard for the environmental impact and information security; and • the assessment of value delivered to Northam through investments in technology and information. <p>The ISSC receives periodic independent assurance on the effectiveness of the Northam Group's technology and information arrangements, including outsourced services.</p>

Compliance governance		
	Applied	Northam's response
<p>Principle 13: The board should govern compliance with applicable laws and adopt non-binding rules, codes and standards in a way that supports the company being ethical and a good corporate citizen.</p>	Yes	<p>The Northam Board is accountable for compliance and continually provides guidance on and oversight of the management of compliance risk.</p> <p>The Northam compliance policy together with the risk management policy and framework assist the Northam Board and executive management in meeting legal, regulatory and supervisory obligations and to promote and sustain a sound compliance culture. This includes ensuring legal and regulatory compliance implications are integrated into material strategic, financial and operational decisions.</p> <p>The Northam audit and risk, SEHR&T and the health, safety and environmental committees are responsible for overseeing compliance with laws, regulations, rules, codes and standards, including those relating to BEE, employment equity, environmental management, health and safety, HIV/Aids, the United Nations Global Compact Principles and the relevant Organisation for Economic Co-operation and Development (OECD) recommendations.</p> <p>Compliance with all material laws, legislation and regulations applicable to the Northam Group is monitored by management and reported to the Northam Board and the relevant Northam Board committees responsible for oversight.</p> <p>Ethics are monitored through various means, including an independent ethics and fraud hotline available on Northam's website and in Northam's code of ethics and conduct. Ethics and fraud hotline reports are a standard agenda item for the audit and risk committee, and management updates the committee at each meeting of transgressions recorded.</p> <p>The Northam Board receives assurance on the effectiveness of the Northam Group compliance function by way of Northam Group internal audit reporting.</p>

Remuneration governance		
	Applied	Northam's response
<p>Principle 14: The board should ensure that the company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.</p>	Yes	<p>Responsible remuneration</p> <p>Northam manages remuneration on a total remuneration basis, which incorporates a combination of remuneration elements (both financial and non-financial) to allow the Northam Group to attract, motivate and retain appropriately skilled and experienced individuals who will enable the business to meet its strategic objectives.</p> <p>Northam has developed organisation-wide remuneration guiding principles and the Northam Board is committed to ensuring that remuneration of executive management is fair and responsible in the context of overall employee remuneration.</p> <p>The Northam Board established and approved the Northam Group remuneration policy in line with applicable laws and regulations and oversees the implementation thereof.</p> <p>This policy is reviewed annually, which includes benchmarking remuneration levels against industry peers and organisations of similar complexity.</p> <p>The SEHR&T committee assists the Northam Board in overseeing all aspects of the Northam Group's remuneration practices. It sets the requirements for policies, relating to remuneration, and oversees the operational implementation of the applicable requirements by the Executive: HR.</p> <p>The CEO and CFO's remuneration is benchmarked annually by an independent service provider against a comparative group of companies in the South African mining industry.</p> <p>Other than as provided for in the relevant legislation and Northam's policies related specifically to redundancy or retrenchment, there is no automatic entitlement to termination payments.</p> <p>The Northam Group also has a malus and clawback policy in place.</p> <p>Shareholder engagement and voting on the remuneration policy and implementation report</p> <p>The Northam Group is committed to maintaining regular, transparent and informative dialogue with Northam's shareholders, aimed at building relationships based on trust and mutual understanding.</p> <p>At the Northam Annual General Meeting (AGM) held on 7 November 2019, the Northam Group's remuneration policy was approved by a majority of 86.35% of votes cast in favour of said resolution. The Northam Group's remuneration implementation report was approved by a majority of 87.16% of votes cast in favour of said resolution. Both votes were based on an 86.49% shareholder participation rate.</p> <p>In line with best practice and the JSE Listings Requirements, the Northam Group tabled Northam's remuneration policy, as well as the remuneration report for approval by Northam Shareholders as a non-binding resolution at Northam's AGM on Friday, 27 November 2020, which resolutions were approved by the requisite majority of shareholders present or represented by proxy at the AGM.</p>

		In the event that 25% or more of the Northam Shareholders vote against the remuneration policy, or the implementation report (or both), the Northam Board will take measures to engage proactively with shareholders and ascertain their reasons for the dissenting votes. Northam has been engaging with its dissenting shareholders and will consider the feedback received from the engagement process and will review and update the remuneration policy and/or implementation report in line with the feedback received, where applicable.
Assurance		
	Applied	Northam's response
Principle 15: The board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision making and of the company's external reports.	Yes	<p>The Northam Board is accountable for combined assurance and sets the direction for the Northam Group assurance services and functions by means of the Northam combined assurance policy and framework. The Northam Board delegates to the audit and risk committee the responsibility of overseeing that Northam's combined assurance activities are effective in achieving its objectives.</p> <p>Northam's combined assurance framework establishes integrated and coordinated assurance activities between the three lines of assurance across all levels of the organisation. There is continued and on-going focus on increased collaboration and sharing of information, as well as reducing duplication of activities.</p> <p>The internal audit function has been outsourced to KPMG Services Proprietary Limited (KPMG). The responsibilities normally associated with that of a chief audit executive have been allocated to the director in charge of the internal audit function.</p> <p>Northam provides granularity on the internal and external audit functions, as well as the key areas of focus for the year under review, in Northam's audit and risk committee report.</p>
Stakeholder relationships		
	Applied	Northam's response
Principle 16: In the execution of its governance role and responsibilities, the board should adopt a stakeholder inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the company over time.	Yes	<p>The Northam Board, assisted by the SEHR&T committee, is ultimately responsible for the monitoring of the quality of stakeholder relationships and the effectiveness of Northam's stakeholder engagements.</p> <p>The Northam Board approved stakeholder policy regulates the process of engaging and communicating with all defined stakeholders who include, amongst others, both shareholders and employees.</p> <p>The Northam Board has delegated to management the responsibility for implementation and execution of the stakeholder relations policy. Management has developed a strategy and formulated policies for the management of relationships within each defined stakeholder grouping.</p> <p>Along with the publication and dissemination of results on a half-yearly basis, Northam regularly hosts visits, presentations, briefings and meetings with interested shareholders, institutions and other stakeholders. Feedback is a critical element of such engagement processes and is communicated through the executive committee for discussion at the Northam Board level.</p> <p>Stakeholder risks are incorporated into the risk management process and are identified, assessed, mitigated and reported on in the same way as all other risks to the Northam Group.</p>

ANNEXURE 13: ANALYSIS OF RISKS FACING SHAREHOLDERS

In this annexure, unless inconsistent with or otherwise indicated by the context, the definitions and interpretations commencing on page 7 of the Prospectus to which this annexure is incorporated, shall have the same meanings when used in this annexure.

If the Northam Scheme is implemented, the business of Northam Holdings will effectively mirror the business of Northam as at the Last Practicable Date. Accordingly, Northam Shareholders should carefully consider the risk factors described below, which list is not exhaustive, as extracted from the 2020 Northam annual integrated report, and all other information contained in this Prospectus when considering voting in favour of the Northam Scheme Resolution.

If any of the following risk factors, as well as other risks and uncertainties that are not currently known to Northam or that it currently believes are not material, actually occur, Northam's business, financial condition and results of operations could be materially and adversely affected.

Risk category	Risk	Mitigations in place to manage the risk
Exchange rate and commodity price volatility	<ul style="list-style-type: none">• Lower commodity prices, or strengthening of the Rand, could reduce Rand-denominated revenue.• Weak demand for PGMs, as a result of a depressed global economic environment, could have a negative impact on the prices of PGMs.• Without a commensurate reduction in unit costs, lower commodity prices would compromise profitability, affecting cash flows and resulting in going concern and impairment risks.	<ul style="list-style-type: none">• Northam is an unhedged producer with a view to maximise shareholder exposure to both exchange rate and dollar-denominated commodity prices.• A pricing committee oversees price forecasts. Projected exchange rates and prices are included in the monthly cash flow forecasts.• Northam has adequate funding in place to support its operations in the short- to medium-term.• Should commodity prices stay lower for longer, specific projects could be postponed or halted to preserve cash.• The Northam Group's growth strategy is focussed on growing production down the cost curve by developing new, shallow, mechanisable ore bodies and optimising existing operations.
Social licence to operate	<ul style="list-style-type: none">• Penalties relating to non-compliance.• Withdrawal of mining licences and other permits.• Negative impact on reputation which is likely to affect Northam's rating as a sound investment opportunity.• Increased risk of protest action, boycotts and negative public exposure.	<ul style="list-style-type: none">• Ongoing monitoring of legislative requirements and updates, and maintaining compliance.• Active membership on the Minerals Council South Africa, which represents the mining industry in matters of national interest.• Value sharing and contribution to socio-economic upliftment in Northam's communities.• Open, honest, continuous and effective stakeholder engagement.

Risk category	Risk	Mitigations in place to manage the risk
Growth project execution and the development of new operations	<ul style="list-style-type: none"> • The risk exists that growth projects and new developments underperform and do not meet the cost of capital requirements. • This could pose a threat to the Northam Group's sustainability. • Potential to compromise profitability and cash generation. • Increasing going concern and impairment risk, negatively affecting the relative cost position of the group. 	<ul style="list-style-type: none"> • Experienced and competent project teams are in place to oversee each of the major pipeline projects currently underway. • Suspension / slowing down of certain growth projects ensures cash preservation during uncertain times. • A comprehensive project approval process is in place and governs every stage, from approval to commissioning. This includes future scenario planning. • Material project risks are comprehensively assessed and, where possible, mitigated before each project proceeds to its next phase. • Should commodity prices stay lower for longer, specific projects could be postponed or halted to preserve cash. • There is a continued focus on cost control by all operations within the Northam Group through reporting and monitoring.
Health and safety performance	<ul style="list-style-type: none"> • Failure to ensure the health and safety of employees could result in occupational diseases, injuries or even fatalities. This is likely to affect morale and will ultimately result in reputational damage. • Associated downtime is costly and has an adverse impact on profitability. 	<ul style="list-style-type: none"> • Focus on compliance with health and safety regulations, operating procedures and standards. • Compulsory, continuous safety training and effective on-site management and supervision. • Compulsory use of personal protective equipment, including protective equipment required in terms of COVID-19 pandemic regulations. • Focus on developing mechanisable ore bodies for increased safety and employing technology for improved working conditions. • Continuous health checks of employees, with a strong focus on prevention.

Risk category	Risk	Mitigations in place to manage the risk
Liquidity management	<ul style="list-style-type: none"> • Insufficient liquidity to meet liabilities as they become due and payable. • Insufficient free cash flow for return of value to shareholders. • Inadequate free cash flow for capital or sustainability projects, resulting in compromised profitability and jeopardising sustainability, which poses a going concern risk. • Breach of financial covenants. 	<ul style="list-style-type: none"> • The Northam Group applies prudent liquidity risk management and has uncommitted credit facilities available. • To preserve cash flow, various capital projects can be suspended or postponed and the overall capital budget can be minimised as far as possible. • Policy principles on net debt to EBITDA ratio inform borrowing and spending decisions. • Regular reviews of capital allocations. • Regular forecast and cash flow updates prepared and reviewed. • Maintain continual focus on cost and capital discipline.
Employee relationships	<p>Workforce strikes as a result of labour-related issues could result in:</p> <ul style="list-style-type: none"> • Work stoppages and a negative impact on employees and production. • Workplace injuries and potential loss of life due to violence. • Damage to infrastructure and equipment. • Reduced morale and reputational damage. 	<ul style="list-style-type: none"> • Close monitoring of labour relations. • Open channels of communication with employees and unions in place. • Management intervention on labour-related issues. • Insurance policies in place in the event of damage or production losses.
Community relations	<ul style="list-style-type: none"> • Breakdown in stakeholder relations resulting in community unrest, which could impact production. • Production stoppages and negative impact on profitability. • Damage to infrastructure and equipment. • Local community's over-reliance on mines for economic benefits. 	<ul style="list-style-type: none"> • Continuous engagement and open channels of communication with stakeholders and a review of stakeholder requirements. • Community upliftment programmes in place through the Booyendal Community Trust and the Zondereinde Community Trust. • Management intervention on community-related issues. • Insurance policies in place in the event of damage or production losses.
Operational performance	<ul style="list-style-type: none"> • Underperformance of operational assets results in production targets not being met. • This compromises profitability and jeopardises sustainability, which poses a going concern risk and negatively impacts cash flows. • Negative effect on the Northam Group's cost position relative to its peers. 	<p>Over and above the Northam Group's growth projects, there is:</p> <ul style="list-style-type: none"> • Focus on productivity and efficiencies. • Continuous cost containment and monitoring. • Ongoing internal optimisation initiatives. • Continuous production reviews and interventions where required.

Risk category	Risk	Mitigations in place to manage the risk
Fraud, including cyber risk	<ul style="list-style-type: none"> • Reputational damage. • Non-compliance with laws and regulations resulting in the possibility of fines and penalties. • Risk of legal action against Northam. • Unauthorised use of confidential / sensitive information or loss of critical information / assets. • Potential financial loss. 	<ul style="list-style-type: none"> • Internal controls are reviewed continuously for weaknesses and possible improvements. • Internal and external audits are performed throughout the year to ensure strict adherence to policies and procedures. • Whistle-blowing / ethics hotline in place, together with incident reporting and investigation. • Segregation of duties together with supervisory controls in place. Regular verification of segregation of duties, access control and change management. • Regular review of approval framework. • Increased awareness campaigns of cyber threats for all IT information technology ("IT") users. • Regular reviews of firewalls and built-in security alerts, as well as disaster recovery and back-up plans in place. • Downstream operations of the group are not IT-dependent. • Code of ethics is in place and communicated across the Northam Group. • Physical security in place.
Energy supply	<ul style="list-style-type: none"> • Compromised safety of underground employees. • Increased cost of production. • Production downtime due to a lack of available electricity supply. • Negative impact on profitability. 	<ul style="list-style-type: none"> • At an operational level, there are effective processes and relationships in place to manage occasional shortfalls and supply interruptions. • Northam's long-term energy strategy is based on energy efficiency rather than energy reduction, given the Northam Group's expansion strategy. • Standby generators are in place at all mines to operate ventilation and people-conveyance systems, allowing workers to safely exit the underground workings.
Water supply	<p>Constrained water supply could result in:</p> <ul style="list-style-type: none"> • Operational downtime and loss of production. • Increased cost of production. • Compromised profitability. • A negative effect on water-related licences. 	<ul style="list-style-type: none"> • Water conservation and demand management programme(s) in place (water use licences). • Optimised water use through recycling. • Water management included in sustainability strategy. • On-site water storage facilities.

ANNEXURE 14: CONSENT LETTERS

ALLEN & OVERY

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The Directors
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Waterfall City
Jukskei View, 2090
Gauteng, South Africa

19 May 2021

Dear Sirs

CONSENT LETTER

- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will *inter alia* make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 Allen & Overy LLP, in its capacity as Counsel as to English and US law to Northam Holdings, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Yours faithfully



Adam Wells
Partner
Allen & Overy LLP

Allen & Overy LLP is a limited liability partnership registered in England and Wales with registered number OC306763. It is authorised and regulated by the Solicitors Regulation Authority of England and Wales. The term partner is used to refer to a member of Allen & Overy LLP or an employee or consultant with equivalent standing and qualifications. A list of the members of Allen & Overy LLP and of the non-members who are designated as partners is open to inspection at its registered office, One Bishops Square, London E1 6AD.

Allen & Overy LLP or an affiliated undertaking has an office in each of: Abu Dhabi, Amsterdam, Antwerp, Bangkok, Barcelona, Beijing, Belfast, Bratislava, Brussels, Budapest, Casablanca, Dubai, Düsseldorf, Frankfurt, Hamburg, Hanoi, Ho Chi Minh City, Hong Kong, Istanbul, Jakarta (associated office), Johannesburg, London, Los Angeles, Luxembourg, Madrid, Milan, Moscow, Munich, New York, Paris, Perth, Prague, Rome, São Paulo, Seoul, Shanghai, Singapore, Sydney, Tokyo, Warsaw, Washington, D.C. and Yangon.



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KIETI LAW LLP, KENYA

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Your Reference	Project Ocean
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Date	19 May 2021

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Dear Sirs

CONSENT LETTER

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- 3 Cliffe Dekker Hofmeyr Inc., in its capacity as tax advisors, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.

CHAIRPERSON TG Fuhrmann **CHIEF EXECUTIVE OFFICER** B Williams **CHIEF FINANCIAL OFFICER** ES Burger

DIRECTORS: JOHANNESBURG RS Alho M Aphiri JA Aukema G Barkhuizen-Barbosa R Beerman E Bester A Bezuidenhout P Bhagattjee BSS Boikanyo R Bonnet TE Brincker JJ Brink B Brown N Cara HLE Chang V Chaplin CWJ Charter CJ Daniel J Darling W de Waal L Erasmus P Erasmus JJ Faris TS Fletcher TG Fuhrmann F Gatto MZ Gatto J Govender L Granville I Hayes AJ Hofmeyr Q Honey WH Jacobs T Jordaan B Jennings R Kelly J King Y Kleitman AM le Grange FE Leppan CJ Lewis HJ Louw II Mahomed B Masuku NN Mchunu B Meyer WJ Midgley R Moodley A Moolman MB Mpahlwa MG Mphahudi J Naidoo KT Nkatseng P Nkuna BP O'Connor H Parak A Patel GH Piensaar V Pillay DB Pinnock TZ Rapuleng AG Reid C Rumsey H Schenema M Serfontain TP Smit L Smith S Spamer FP Swart T Tosen R Valayathum HR van der Merwe JG Webber M Werner JG Whittle DA Wilken B Williams MP Yeates

DIRECTORS: CAPE TOWN TN Baker TJ Bawis MR Collins A de Lange S Franks J Gillmer JW Green AM Helberg PB Hesseling S Immelman JAD Jorge A Kariem JA Krige IJ Lessing GC Lumb RE Marcus NS Mbambisa SI Meyer A Mhlongo T Moodley G Orme CH Piensaar L Rhoadie MB Rodgers BJ Scriba BPA Straues DM Thompson CW Williams

EXECUTIVE CONSULTANTS: AC Alexander RD Barendse M Cheria HS Coetzee PJ Conradie J Latsky NW Muller FT Newham JM Wits-Hewinson

CONSULTANTS: A Abercrombie JMA Evenhuis J Ewang Prof A Govindjee JH Jacobs EJ Kingdon FF Kotbe S Naidoo T van Schalkwyk

SENIOR ASSOCIATES: I Abdullah KF Anderson DR Balusik KA Biddulph C Bodenstien JL Botha CF Brockman JC Cameron L Chance LY Coffee BP Cripps N Dhana T Dlamini DV Durand C Dutilleul T Erasmus NK Fletcher RA Geswindt AJ Gillam S Goncalves K Govindsamy A Govuza N Hancock B Hayath M Heppes C Hofmeyr GT Howard SJ Jamieson TC Jagels SM Kelly D Kruger N Loopoo B Mangale V Manku J Meyer T Mita L Mohale V Moodaley W Murray AL Pereira A Piensaar S Singh J Strydom C Thomas R Webster ER West K Weyers CA Wood C Yang

CLIFFE DEKKER HOFMEYR SERVICES PROPRIETARY LIMITED DIRECTORS: GC Badenhorst ES Burger JA Cassette AB Hoek MW Linington R Mouton B Williams

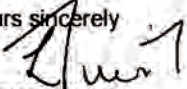
KIETI LAW LLP PARTNERS: NAIROBI S Ndolo C Wambua D Odhiambo S Otanga N Wagacha

*British *Dutch *Kenyan *Office Managing Partner

Cliffe Dekker Hofmeyr Inc. Reg No 2008/018923/21

- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Yours sincerely



LUDWIG SMITH
CLIFFE DEKKER HOFMEYR INC.

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
Gauteng, South Africa

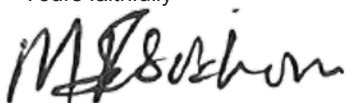
19 May 2021

Dear Sirs

CONSENT LETTER

- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 Deloitte & Touche Sponsor Services Proprietary Limited, in its capacity as Independent Sponsor, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus, subject to no material changes being made between the date of this consent letter and the issue date of the Prospectus.

Yours faithfully



Aubrey Sebothoma
JSE Approved Executive
Deloitte & Touche Sponsor Services Proprietary Limited



Directors: *MG Dicks *C Pretorius *MJ Jarvis
* Registered Auditor

B-BBEE rating: Level 1 contribution in terms of the DTI Generic Scorecard as per the amended Codes of Good Practice

Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

19 May 2021

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor, Maxwell Office Park,
Magwa Crescent West, Waterfall City
Jukskei View, 2090
Gauteng, South Africa

Dear Sirs

CONSENT LETTER

- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 The MSA Group Proprietary Limited, in its capacity as the Competent Person, hereby consents to its name being stated, the inclusion of our Executive Summary of the report titled Competent Persons Report prepared for Northam Platinum Limited on the Mineral Assets with Effective Date 31 March 2021 and Report Date of 1 May 2021 ("**CPR**"), in the form and context in which it appears in the Prospectus, and references thereto and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Yours faithfully,



Ian Haddon

Managing Director

The MSA Group Pty Ltd

Email: ianh@msagroupservices.com

Phone: +27 11 880 4209

Computershare Investor Services Proprietary Limited

Reg No 2004/003647/07
Rosebank Towers 15 Biermann Avenue Rosebank
2196 South Africa
Private Bag X9000 Saxonwold
2132 South Africa
Telephone +27 11 370 5000
Facsimile +27 11 688 5216
www.computershare.com

Our Ref: Gavin Davis/Keitumetse Moiloanyane

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
Gauteng, South Africa

19 May 2021

Dear Sirs

CONSENT LETTER

- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 Computershare Investor Services Proprietary Limited, in its capacity as transfer secretaries, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Yours faithfully,



Gavin Davis
General Manager Asset Services

For and on behalf of Computershare Investor Services Proprietary Limited

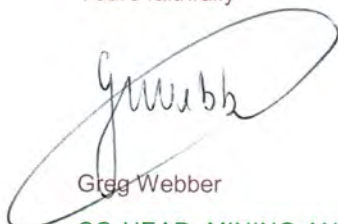
The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
Gauteng, South Africa
19 May 2021

Dear Sirs

CONSENT LETTER

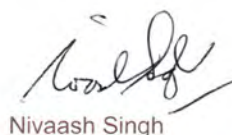
- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, inter alia, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, inter alia, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 Nedbank Limited, acting through its Nedbank Corporate and Investment Banking division, in its capacity as bankers, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Yours faithfully



Greg Webber

**CO-HEAD: MINING AND RESOURCES
INVESTMENT BANKING**



Nivaash Singh

**CO-HEAD: MINING AND RESOURCES
INVESTMENT BANKING**

Nedbank 135 Rivonia Campus 135 Rivonia Road Sandown Sandton 2196 | PO Box 1144 Johannesburg 2000 South Africa
E cib@nedbank.co.za | W nedbank.co.za/cib

Directors: V Naidoo (Chairman) MWT Brown (Chief Executive) HR Brody BA Dames MH Davis (Chief Financial Officer) NP Dongwana EM Kruger RAG Leith L Makalima PM Makwana Prof T Marwala Dr MA Matooane MC Nkuhlu (Chief Operating Officer) S Subramoney IG Williamson Company Secretary: J Katzin
01.10.2020

Nedbank Corporate and Investment Banking is a division of Nedbank Limited Reg No 1951/000009/06. Authorised financial services and registered credit provider (NCRCP16).

NORTHAM

PLATINUM LIMITED

Building 4, 1st Floor, Maxwell Office Park
Magwa Crescent West, Waterfall City
Jukeskei View 2090, South Africa

PO Box 412694
Craighall 2024
South Africa

Tel: +27 11 759 6000 | Website: www.northam.co.za

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukeskei View, 2090
Gauteng
South Africa
(PO Box 412694, Craighall, 2024, South Africa)

19 May 2021

Dear Sirs

CONSENT LETTER

- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 I, Patricia Beatrice Beale, in my capacity as company secretary to Northam Holdings, hereby consent to my name being stated, and to the references of my name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 I hereby undertake that I will not withdraw my consent contained in this letter prior to the issue of the Prospectus.

Yours faithfully



Patricia Beatrice Beale
Company Secretary

Directors: KB Mosehle (Chairman), PA Dunne (Chief Executive Officer) (British), AH Coetzee (Chief Financial Officer), DH Brown, HH Hickey, Dr NY Jekwa, MH Jonas, TE Kgosi, GT Lewis (British), TI Mvuel, JJ Nel, JG Smithies (British) | Company Secretary: PB Beale
Registration Number: 1977/003282/06

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
Gauteng, South Africa

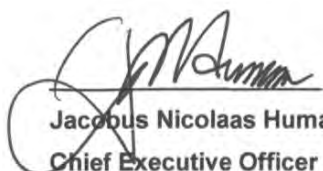
19 May 2021

Dear Sirs

CONSENT LETTER

- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 One Capital Sponsor Services Proprietary Limited, in its capacity as equity sponsor and transaction sponsor, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Yours faithfully



Jacobus Nicolaas Human
Chief Executive Officer

One Capital Sponsor Services Proprietary Limited

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
Gauteng, South Africa

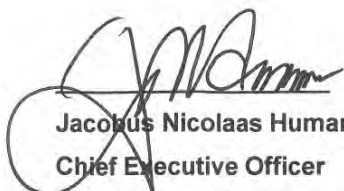
19 May 2021

Dear Sirs

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- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
- 3 One Capital Advisory Proprietary Limited, in its capacity as corporate advisor, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
- 4 We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Yours faithfully



Jacobus Nicolaas Human
Chief Executive Officer

One Capital Advisory Proprietary Limited

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
Gauteng, South Africa

90 Rivonia Road, Sandton
Johannesburg, 2196
PO Box 61771, Marshalltown
Johannesburg, 2107, South Africa
Docex 26 Johannesburg
T +27 (0) 11 530 5000
F +27 (0) 11 530 5111
www.webberwentzel.com

Your reference
The Company Secretary

Our reference
Justin Roberts
3045974

Date
19 May 2021

Dear Sirs

CONSENT LETTER

1. Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
2. In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Prospectus**").
3. Webber Wentzel, in its capacity as attorneys, hereby consents to its name being stated, and to the references of its name in the form and context in which it appears, in the Prospectus which this consent letter accompanies.
4. We hereby undertake that we will not withdraw our consent contained in this letter prior to the issue of the Prospectus.

Prospectus Consent Letter

Senior Partner: JC Els **Managing Partner:** SJ Hutton **Partners:** BW Abraham RB Africa NG Alp RL Appelbaum DC Bayman KL Beillings AE Bennett AP Blair DHL Booyens AR Bowley J Braum MS Burger M Bux RI Carrim T Cassim SJ Chong ME Claassens C Collett KL Collier KM Colman KE Coster K Couzyn DB Cron PA Crosland R Cruywagen JH Davies PM Daya L de Bruyn PU Dela M Denenga DW de Villiers BEC Dickinson MA Diemont DA Dingley MS Dladla G Driver W Drue GP Duncan HJ du Preez CP du Toit SK Edmundson LF Egypt KH Eiser AE Esterhuizen MJR Evans K Fazel AA Felekis G Fitzmaurice JB Forman L Franca KL Gawith OH Geldenhuys MM Gibson CI Gouws PD Grealay S Haroun JM Harvey JS Henning KR Hillis Z Hlophe CM Holfeld PM Holloway AV Ismail ME Jarvis CA Jennings JC Jones CM Jonker S Jooste LA Kahn ACR Katzke M Kennedy KE Kilner A Keyser MD Kota JC Kraamwinkel J Lamb KJ Lebea E Louw M Mahlangu V Mannar L Marais G Masina T Masingi N Mbere MC McIntosh SJ McKenzie CS Meyer AJ Mills D Milo NP Mngomezulu P Mohanlall M Moloi N Moodley LE Mostert VM Movshovich C Murphy RA Nelson G Niven ZN Ntshona M Nxumalo AN Nyatumba A October L Odendaal GJP Olivier N Paige AMT Pardini AS Parry S Patel N Pather GR Penfold SE Phajane M Philippides BA Phillips MA Phillips DJ Rafferty D Ramjetan GI Rapson K Rew SA Ritchie NJA Robb J Roberts G Sader M Sader H Samsodien JW Scholtz KE Shepherd AJ Simpson N Singh N Singh-Nogueira P Singh S Sithole J Smit RS Smith MP Spalding PS Stein MW Straeuli LJ Swaine Z Swanepoel A Thakor T Theessen TK Thekiso C Theodosiou T Theunissen R Tihavani G Truter PZ Vanda SE van der Meulen JP van der Poel CS Vanmali JE Veeran B Versfeld MG Versfeld TA Versfeld DM Visagie EME Warmington J Watson AWR Westwood RH Wilson KD Wolmarans DJ Wright M Yudaken

Chief Operating Officer: SA Boyd

WEBBER WENTZEL

in alliance with > **Linklaters**

Yours faithfully



WEBBER WENTZEL

Justin Roberts

Partner

Direct tel: +27 11 530 5709

Direct fax: +27115306709

Email: justin.roberts@webberwentzel.com

The Directors
Northam Platinum Holdings Limited
Building 4, 1st Floor
Maxwell Office Park
Magwa Crescent West
Waterfall City
Jukskei View, 2090
Gauteng, South Africa

19 May 2021

Dear Sirs

CONSENT LETTER

- 1 Northam Platinum Holdings Limited ("**Northam Holdings**") will, *inter alia*, make an offer to acquire all of the Northam Platinum Limited ("**Northam**") ordinary shares (excluding Northam ordinary shares held by subsidiaries of Northam, from time to time) ("**Northam Scheme Shares**") held by shareholders of Northam ("**Northam Shareholders**"), by way of a scheme of arrangement in terms of section 114(1) as read with section 115 of the Companies Act, No. 71 of 2008 ("**Companies Act**"), proposed by the board of directors of Northam between Northam and Northam Shareholders ("**Northam Scheme**"), in terms of which, subject to certain conditions precedent being fulfilled or waived and the Northam Scheme becoming operative, Northam Holdings will acquire all of the Northam Scheme Shares from the Northam Scheme participants in exchange for Northam Holdings ordinary shares, on a 1:1 basis.
- 2 In order to provide Northam Shareholders with information regarding, *inter alia*, Northam Holdings, for purposes of the Northam Scheme, Northam Holdings will issue a prospectus to Northam Shareholders, as contemplated in section 99 of the Companies Act read with regulation 56 of the Companies Regulations, 2011 ("**Regulation**") ("**Prospectus**") to be issued on or about 31 May 2021.
- 3 Ernst & Young Inc., in our capacity as independent auditor and independent reporting accountant, hereby consent to our name being stated, the inclusion of our independent auditor's reports in terms of Regulations 78 and 79, as set out in Annexures 8 and 10, respectively, thereto, in the form and context in which they appear in the Prospectus, and references thereto, and to the references of our name in the form and context in which it appears in the Prospectus to which this consent letter accompanies.
- 4 We confirm that we have not at the date hereof withdrawn our consent and, provided that the Prospectus is not amended in any material manner after the date of this letter, will not do so prior to the date of issue of the Prospectus.

Yours faithfully

Ernst & Young Inc.

Director: Ebrahim Dhorat CA(SA)
Reporting Accountant
Ernst & Young Inc.

NORTHAM

PLATINUM HOLDINGS LIMITED

NORTHAM PLATINUM HOLDINGS LIMITED

Incorporated in the Republic of South Africa

(Registration number: 2020/905346/06)

Share code: NPH

ISIN: ZAE000298253

("Northam Holdings" or the "Company")

FORM OF APPLICATION FOR SUBSCRIPTION OF NORTHAM HOLDINGS SHARES AND SURRENDER AND TRANSFER OF NORTHAM SHARES (FOR USE BY ALL NORTHAM SCHEME PARTICIPANTS WHO ARE CERTIFICATED SHAREHOLDERS, DEMATERIALIZED SHAREHOLDERS WITH "OWN NAME" REGISTRATION)

The definitions and interpretations commencing on page 7 of the Prospectus to which this form is incorporated, apply to this form, unless a word or a term is otherwise defined herein.

IMPORTANT NOTES CONCERNING THIS APPLICATION AND SURRENDER FORM

1. This Application and Surrender Form is **only** for use by Northam Scheme Participants:
 - 1.1 who are Certificated Shareholders for purposes of surrendering Northam Shares in terms of the Northam Scheme and transferring such Northam Shares to Northam Holdings in exchange for, on a one-for-one basis, Northam Holdings Shares; and/or
 - 1.2 who are Certificated Shareholders and/or who are Dematerialised Shareholders with "own name" registration for purposes of receiving the Northam Scheme Consideration, pursuant to the Northam Scheme being implemented.
2. Northam Shareholders who are:
 - 2.1 Dematerialised Shareholders without "own name" registration must **not** complete this Application and Surrender Form;
 - 2.2 **Dematerialised Shareholders with "own name" registration** must complete **Section 2** of this Application and Surrender Form and must **not** complete Section 1 of this Application and Surrender Form below; and
 - 2.3 **Certificated Shareholders** must complete **both Section 1 and Section 2** of this Application and Surrender Form below and must surrender the Documents of Title in respect of all the Northam Shares held by that Certificated Shareholder.
3. In terms of the Northam Scheme, each Northam Scheme Participant will be entitled to receive Northam Holdings Shares, in exchange for, on a one-for-one basis, Northam Shares. The detailed terms and conditions of the Northam Scheme are set out in the Circular.
4. The Application and Surrender Form must be completed as follows:
 - 4.1 **Section 1:**
 - 4.1.1 **Part A** must be completed by **all** Certificated Shareholders;
 - 4.1.2 **Part B** must be completed by Certificated Shareholders who completed Part A **and** who are Foreign Shareholders; and
 - 4.1.3 **Part C** must be completed by Certificated Shareholders who completed Part A **and** who are emigrants from, or non-residents of, the Common Monetary Area.
 - 4.2 **Section 2:**
 - 4.2.1 **Part A and Part B:** must be completed by **Certificated Shareholders and Dematerialised Shareholders with "own name" registration**, who are Northam Scheme Participants, provided that Dematerialised Shareholders with "own name" registration may instead authorise their CSDP or Broker to submit this Application and 4.2.1. Surrender Form on their behalf by completing Part C;
 - 4.2.2 **Part C and annexure 1, or any document in or substantially in the form of annexure 1 which at a minimum contains the information required in annexure 1:** must be completed by a **CSDP or Broker** on behalf of Northam Scheme Participants who are **Dematerialised Shareholders with "own name" registration** if such CSDP or Broker has received an instruction to do so from the relevant Northam Scheme Participant in terms of their respective custody agreements; and
 - 4.2.3 **Part D:** must be completed by all **Certificated Shareholders and Dematerialised Shareholders with "own name" registration** who are **Foreign Shareholders**. If you are located in the United States or acting on behalf of, or for the account or benefit of, a person on a non-discretionary basis in the United States or any state of the United States, your attention is directed in particular to the section headed "United States Investors Only" in Part D.
5. The Application and Surrender Form must be completed by or on behalf of **ALL** Northam Scheme Participants who are Certificated Shareholders and/or who are Dematerialised Shareholders with "own name" registration in order to receive the Northam Scheme Consideration in respect of the Northam Scheme Shares to be disposed of by the Northam Scheme Participant in terms of the Northam Scheme.

6. **In the case of Certificated Shareholders who are Northam Scheme Participants:**

- 6.1 the completed and signed Application and Surrender Form and the relevant Documents of Title in respect of the Northam Shares surrendered must be delivered to the Transfer Secretaries as follows:
- 6.1.1 by hand: Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, South Africa;
- 6.1.2 by post: PO Box 61763 in Marshalltown, 2107, South Africa; or
- 6.1.3 by e-mail: corporate.events@computershare.co.za,
- so as to be received **by not later than 12:00 on the Northam Scheme Record Date.**
- 6.2 **Once a duly completed and signed Application and Surrender Form is received by the Transfer Secretaries (i) such Application and Surrender Form shall be final and may not be withdrawn or changed without the prior written consent of Northam Holdings; and (ii), you will not be able to trade your Northam Shares without the prior written consent of Northam Holdings.**
- 6.3 If this Application and Surrender Form is submitted together with the relevant Documents of Title prior to the Northam Scheme Record Date, it will be treated as a conditional surrender which is made subject to the Northam Scheme becoming unconditional, details of which are set out in the Prospectus to which this form is attached and forms part of. In the event of the Northam Scheme not becoming unconditional and not being implemented for any reason whatsoever, the Transfer Secretaries shall, by not later than 5 Business Days of either the date upon which it becomes known that the Northam Scheme will not be implemented or on receipt by the Transfer Secretaries of the required Documents of Title, whichever is the later, return the Documents of Title to the Certificated Shareholder concerned, by registered post, at the risk of such Certificated Shareholder.
- 6.4 If the Application and Surrender Form is not completed (including account details, of the Northam Scheme Participant's CSDP or Broker, into which the Northam Scheme Participant's Northam Scheme Consideration should be transferred in Dematerialised form) and signed by the relevant Certificated Shareholder and delivered to the Transfer Secretaries **together** with the duly completed relevant Documents of Title **by 12:00 on the Northam Scheme Record Date**, the Northam Scheme Participant will be deemed, with effect from the Northam Scheme Implementation Date, to have disposed of and transferred the Northam Scheme Shares held by the Northam Scheme Participant to Northam Holdings, who will be deemed to have acquired ownership of such Northam Scheme Shares, free of encumbrance, on the Northam Scheme Implementation Date, against settlement of the Northam Scheme Consideration in accordance with paragraph 16 of the Circular, whereupon all risk and benefit in the Northam Scheme Shares will pass from the Northam Scheme Participant to Northam Holdings.
- 6.5 If this Application and Surrender Form is not completed and signed by the Certificated Shareholder and delivered to the Transfer Secretaries together with the Documents of Title **on or before 12:00 on the Northam Scheme Record Date**, and the Northam Scheme becomes operative, the Northam Scheme Participant's Northam Scheme Consideration will be transferred in Dematerialised form to Computershare Nominees, who will hold such Northam Holdings Shares as the registered holder thereof for the benefit of Issuer Nominee Shareholders on the following basis:
- 6.5.1 The Issuer Nominee Shareholders will be the beneficial owners of such Northam Holdings Shares, and will be recorded on a nominee sub-register maintained by Computershare Nominees and will receive a statement from Computershare Nominees, which will confirm the number of Northam Holdings Shares held by them.
- 6.5.2 Issuer Nominee Shareholders will be bound by the provisions of Strate's rules and directives in respect of their Northam Holdings Shares held in the nominee sub-register, and will be deemed to have concluded a custody agreement with Computershare Nominees, which establishes a business relationship between Computershare Nominees and each Issuer Nominee Shareholder. In terms of the said custody agreement, Issuer Nominee Shareholders will be entitled to receive the Distributions made in respect of their Northam Holdings Shares and to instruct Computershare Nominees how they wish to vote their Northam Holdings Shares. However, the Issuer Nominee Shareholders will be restricted from trading their Northam Holdings Shares until such time they have provided Computershare Nominees with the necessary documents as may be required by Computershare Nominees in this regard.
- 6.5.3 Issuer Nominee Shareholders will have the option to move their Northam Holdings Shares to the account of their own CSDP or Broker or to materialise and certificate their Northam Holdings Shares, at any time provided they duly complete and return the Application and Surrender Form (*pink*) and surrender their Documents of Title (if required).
- 6.5.4 Should Issuer Nominee Shareholders fail to duly complete and return the Application and Surrender Form (*pink*) and surrender their Documents of Title (if required) within 3 years of the Northam Scheme Implementation Date, then the Northam Holdings Shares to which such Issuer Nominee Shareholders are entitled may be disposed of at the ruling market price and the disposal consideration, less realisation costs and taxes, will be paid to the benefit of the Guardian's Fund of the Master of the High Court (the "**Guardian's Fund**"). The proceeds of such disposal may be claimed by the relevant Issuer Nominee Shareholder, subject to the requirements imposed by the Master of the High Court, Johannesburg. As part of the Northam Scheme, each Issuer Nominee Shareholder irrevocably authorises and appoints Northam or Northam Holdings, in rem suam (that is, irrevocably for Northam or Northam Holdings' advantage), with full power of substitution, to act as its agent and in its name, place and stead to dispose of such Issuer Nominee Shareholder's Northam Holdings Shares and to pay the proceeds to the benefit of the Guardian's Fund in the aforesaid manner.
- 6.6 Please refer to paragraph 15 of the Circular for further information regarding the surrender of Documents of Title.
- 6.7 Persons who acquire Certificated Shares following the distribution of the Circular and the Prospectus to Northam Shareholders, to which this Application and Surrender Form is incorporated, but prior to the Northam Scheme LDT, can obtain copies of the Application and Surrender Form and the Circular and the Prospectus from the registered offices of the Company.

7. **In the case of Dematerialised Shareholders with "own name" registration who are Northam Scheme Participants:**

- 7.1 The Application and Surrender Form must also be completed, signed and delivered to the Transfer Secretaries as follows:
- 7.1.1 by hand: Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, South Africa;

7.1.2 by post: PO Box 61763 in Marshalltown, 2107, South Africa; or

7.1.3 by e-mail: corporate.events@computershare.co.za,

so as to be received **by not later than 12:00 on the Northam Scheme Record Date**.

7.2 If the Application and Surrender Form is not completed, signed and delivered by or on behalf of a Northam Scheme Participant to the Transfer Secretaries by **12:00 on the Northam Scheme Record Date**, then the provisions of paragraph 7.4 below shall apply in respect of such Northam Scheme Participant.

7.3 For the avoidance of doubt, communication by a Northam Scheme Participant's Broker or CSDP, acting on the Northam Scheme Participant's instruction, to the Transfer Secretaries **must** be accompanied by a duly completed and signed Application and Surrender Form for such application to be valid, and vice versa. Accordingly, if communication by a Northam Scheme Participant's Broker or CSDP **and** a duly completed and signed Application and Surrender Form is not received by the Transfer Secretaries **by 12:00 on the Northam Scheme Record Date**, then the relevant Northam Scheme Participant will be deemed with effect from the Northam Scheme Implementation Date, to have disposed of and transferred the Northam Scheme Shares held by them to Northam Holdings, who will be deemed to have acquired ownership of such Northam Scheme Shares, free of encumbrance on the Northam Scheme Implementation Date, against settlement of the Northam Scheme Consideration in accordance with paragraph 16 of the Circular, whereupon all risk and benefit in the Northam Scheme Shares will pass from the Northam Scheme Participants to Northam Holdings.

7.4 If a Northam Scheme Participant, who is a Dematerialised Shareholder with "*own name*" registration, directly or via its Broker or CSDP, does not submit a duly completed (including account details, of the Northam Scheme Participant's CSDP or Broker, into which the Northam Scheme Participant's Northam Scheme Consideration should be transferred in Dematerialised form) and signed Application and Surrender Form to the Transfer Secretaries **by 12:00 on the Northam Scheme Record Date** and the Northam Scheme becomes operative, the Northam Scheme Participant's Northam Scheme Consideration will be transferred in Dematerialised form to Computershare Nominees, who will hold such Northam Holdings Shares as the registered holder thereof for the benefit of Issuer Nominee Shareholders on the following basis:

7.4.1 The Issuer Nominee Shareholders will be the beneficial owners of such Northam Holdings Shares, and will be recorded on a nominee sub-register maintained by Computershare Nominees and will receive a statement from Computershare Nominees, which will confirm the number of Northam Holdings Shares held by them.

7.4.2 Issuer Nominee Shareholders will be bound by the provisions of Strate's rules and directives in respect of their Northam Holdings Shares held in the nominee sub-register, and will be deemed to have concluded a custody agreement with Computershare Nominees, which establishes a business relationship between Computershare Nominees and each Issuer Nominee Shareholder. In terms of the said custody agreement, Issuer Nominee Shareholders will be entitled to receive the Distributions made in respect of their Northam Holdings Shares and to instruct Computershare Nominees how they wish to vote their Northam Holdings Shares. However, the Issuer Nominee Shareholders will be restricted from trading their Northam Holdings Shares until such time they have provided Computershare Nominees with the necessary documents as may be required by Computershare Nominees in this regard.

7.4.3 Issuer Nominee Shareholders will have the option to move their Northam Holdings Shares to the account of their own CSDP or Broker or to materialise and certificate their Northam Holdings Shares, at any time provided they duly complete and return the Application and Surrender Form (*pink*) and surrender their Documents of Title (if required).

7.4.4 Should Issuer Nominee Shareholders fail to duly complete and return the Application and Surrender Form (*pink*) and surrender their Documents of Title (if required) within 3 years of the Northam Scheme Implementation Date, then the Northam Holdings Shares to which such Issuer Nominee Shareholders are entitled may be disposed of at the ruling market price and the disposal consideration, less realisation costs and taxes, will be paid to the benefit of the Guardian's Fund. The proceeds of such disposal may be claimed by the relevant Issuer Nominee Shareholder, subject to the requirements imposed by the Master of the High Court, Johannesburg. As part of the Northam Scheme, each Issuer Nominee Shareholder irrevocably authorises and appoints Northam or Northam Holdings, in rem suam (that is, irrevocably for Northam or Northam Holdings' advantage), with full power of substitution, to act as its agent and in its name, place and stead to dispose of such Issuer Nominee Shareholder's Northam Holdings Shares and to pay the proceeds to the benefit of the Guardian's Fund in the aforesaid manner.

8. Northam Holdings reserves the right, in its absolute discretion, to:

8.1 treat as valid an Application and Surrender Form that has not been correctly completed;

8.2 accept late submission of an Application and Surrender Form (*pink*); and/or

8.3 dispense with the requirement that a Northam Scheme Participant holding Dematerialised Shares with "*own name*" registration completes and returns an Application and Surrender Form (*pink*), if it is satisfied that such Northam Scheme Participant is in possession of a copy of the Northam Holdings Prospectus or is aware of its contents.

9. The Northam Scheme Consideration will be issued in Dematerialised form only.

10. Foreign Shareholders should refer to the section headed "*Foreign Shareholders*" commencing in Section 2, paragraph 3.2 and paragraph 52 of the Circular for further information. Foreign Shareholders are required to give the warranty and representation set out in Section 2, Part D of this Application and Surrender Form.

11. The offer of the Northam Scheme Consideration in terms of the Northam Scheme, constitutes an initial public offering in terms of section 95(1)(e) of the Companies Act. A prospectus is therefore required to be issued in terms of section 99(2) of the Companies Act.

12. The Prospectus was registered by the CIPC on Tuesday, 25 May 2021.

13. Pursuant to sections 108(1)(a) and (b) of the Companies Act, a company which has offered securities to the public is not entitled to allot such securities or accept any subscription for such securities unless the subscription has been made on an application form that has been attached to or accompanied by a prospectus; or it is shown that the applicant, at the time of application, was in fact in possession of a copy of the prospectus or was aware of its contents. The Application and Surrender Form (*pink*) constitutes the application form contemplated in section 108(1)(a) of the Companies Act.

Please also read the notes contained at the end of Section 1 and Section 2 of the Application and Surrender Form.

SECTION 1: FOR USE BY CERTIFICATED SHAREHOLDERS ONLY**To:** Computershare Investor Services Proprietary Limited ("Computershare" or the "Transfer Secretaries")

If delivered by hand:
 Rosebank Towers
 15 Biermann Avenue
 Rosebank
 Johannesburg
 2196

If sent by mail:
 PO Box 61763
 Marshalltown
 2107

Dear Sirs

PART A – TO BE COMPLETED BY ALL CERTIFICATED SHAREHOLDERS

I / We (full name and surname / name of juristic entity / name of trust together with the name of each trustee)

Identity number / registration number / Master's reference number and identity numbers of each trustee

hereby surrender and enclose the undermentioned Northam Share certificates and/or Documents of Title attached hereto, representing all the Northam Shares registered in my / our name/s and, conditional upon the Northam Scheme becoming operative, authorise the Transfer Secretaries to register the transfer of these Northam Shares to Northam Holdings:

Certificate number(s) (in numerical order)	Number of Northam Shares covered by each certificate
Total	

Signed at _____ on _____ 2021

Signature(s)	
Capacity (see note 11 below)	
Assisted by (see note 12 below)	
Capacity	
Signature	
Address	Postal code
Country	Telephone ()
Mobile number	Email

In order to comply with the Financial Intelligence Centre Act, 2001 (Act 38 of 2001) ("Financial Intelligence Centre Act"), Computershare will be unable to record any change of address unless the following documentation is received:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number. If you do not have one, please submit this in writing and have the letter signed by a Commissioner of Oaths; and
- an original or original certified copy of a service bill to verify your residential address.

PART B – TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS WHO COMPLETED PART A AND WHO ARE FOREIGN SHAREHOLDERS

Foreign Shareholders are referred to Section 2, paragraph 3.2 of the Prospectus for further information.

Completion of this Application and Surrender Form will constitute a representation and warranty by you to Northam and Northam Holdings that you (i) are not in a Restricted Jurisdiction; and (ii) are not in any jurisdiction in which it is unlawful to receive the Northam Scheme Consideration.

Signed at _____ on _____ 2021

Signature(s)		Stamp and address of agent lodging this form (if any)
Capacity (see note 11 below)		
Assisted by (see note 12 below)		
Capacity		
Signature		

PART C – TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS WHO COMPLETED PART A AND WHO ARE EMIGRANTS FROM, OR NON-RESIDENTS OF, THE COMMON MONETARY AREA (SEE NOTES 3, 4 AND 5 BELOW)

In the case of a Certificated Shareholder who is an emigrant whose emigration was formalised on or before 28 February 2021:

The Northam Holdings Shares will, against surrender of the relevant Documents of Title and completion and return of this form in accordance with the instructions set out herein, be credited to the emigrant's capital (blocked Rand) account held with the relevant Authorised Dealer for its control. Accordingly, a non-resident who is an emigrant must provide the following information:

Name of Authorised Dealer		
Account number		
Postal address		
Contact person		Telephone ()

In the case of a non-resident Certificated Shareholder who is not an emigrant:

The Northam Holdings Shares will, against delivery of the relevant Documents of Title, be credited to the Certificated Shareholder.

Substitute address

Signed at _____ on _____ 2021

Signature/s of Northam Shareholder/s		Stamp and address of agent lodging this form (if any)
Name of Authorised Dealer		

In order to comply with the Financial Intelligence Centre Act, Computershare will be unable to record any change of address unless the following documentation is received:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number. If you do not have one, please submit this in writing and have the letter signed by a Commissioner of Oaths; and
- an original or original certified copy of a service bill to verify your residential address.

NOTES TO SECTION 1:

1. All Documents of Title are posted at the risk of the Certificated Shareholder.
2. All Certificated Shareholders who are Foreign Shareholders must complete Part B.
3. Emigrants from the Common Monetary Area must complete Part C.
4. All other non-residents of the Common Monetary Area must also complete Part C.
5. If Part C is not properly completed, the Northam Scheme Consideration will be held in trust by the Transfer Secretaries for the benefit of the relevant Northam Scheme Participant pending receipt of the necessary information or instructions.
6. If Documents of Title relating to any Northam Shares are lost or destroyed, Northam may dispense with the surrender of such Documents of Title upon production of evidence satisfactory to Northam that the Documents of Title in respect of the Northam Shares in question have been lost or destroyed and upon provision of a suitable indemnity on terms satisfactory to Northam. Accordingly, if the Documents of Title in respect of any of your Northam Shares have been destroyed, you should nevertheless return this Application and Surrender Form, duly signed and completed, to the Transfer Secretaries, together with a duly signed and completed indemnity form which is obtainable from the Transfer Secretaries.

7. No receipts will be issued for Documents of Title surrendered, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts.
8. Signatories may be called upon for evidence of their authority or capacity to sign this Application and Surrender Form.
9. Any alteration to this Application and Surrender Form must be signed in full, not merely initialled.
10. If this Application and Surrender Form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this Application and Surrender Form, unless it has previously been recorded by Northam or the Transfer Secretaries.
11. Documentary evidence establishing the authority of a person signing this Application and Surrender Form in a representative capacity (e.g. on behalf of a company, trust/ees, pension fund, deceased estate, etc.) must be attached to this Application and Surrender Form unless previously recorded by Northam or the Transfer Secretaries.
12. A minor or any other person with legal incapacity must be assisted by his / her parent or guardian, unless the relevant documents establishing his / her capacity are produced or have been recorded by Northam or the Transfer Secretaries.
13. Notes 10, 11 and 12 above do not apply if this Application and Surrender Form bears the stamp of a broking member of the JSE.
14. Certificated Shareholders who are married and who complete this Application and Surrender Form must comply with the provisions of the Matrimonial Property Act, No. 88 of 1984 and by completing this Application and Surrender Form, they warrant that they have the necessary authority and capacity to dispose of the relevant Northam Shares in terms of the Northam Scheme.
15. Where there are joint holders of any Northam Shares, only the holder whose name stands first in the Register must sign this Application and Surrender Form.

SECTION 2: APPLICATION FOR SUBSCRIPTION OF NORTHAM HOLDINGS SHARES (FOR USE BY ALL NORTHAM SCHEME PARTICIPANTS WHO ARE CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION AND RELEVANT FOREIGN SHAREHOLDERS)

To: Computershare Investor Services Proprietary Limited

If delivered **by hand**:
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg, 2196
South Africa

If delivered **by post**:
PO Box 61763
Marshalltown
2107
South Africa

If delivered **by email**:
corporate.events@computershare.co.za

Dear Sirs

PART A – APPLICATION FOR SUBSCRIPTION FOR NORTHAM HOLDINGS SHARES BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION

I / We (full name and surname / name of juristic entity / name of trust together with the name of each trustee) (the "**Applicant**")

Identity number / registration number / Master's reference number and identity numbers of each trustee

having read the Circular and the Prospectus, hereby irrevocably apply to subscribe for 1 Northam Holdings Share, for each and every Northam Share held by the Applicant as at the Northam Scheme Record Date.

The Applicant understands that the Northam Holdings Shares will be settled in Dematerialised form only and in order to receive the Northam Scheme Consideration, the Applicant confirms the following details of the Applicant's CSDP or Broker:

Name of CSDP or Broker:	
CSDP or Broker contact person:	
CSDP or Broker contact telephone number:	
Securities and Commodities Authority or BANK CSD account number:	
Scrip account number:	
Name of account holder:	
Account number:	

Signed at _____ on _____ 2021

Signature(s):		Stamp and address of agent lodging this form (if any)
Name:		
Telephone ()	Mobile:	
Email:		
Capacity (see note 10 below)		

Assisted by (see note 11 below):

Signature:

PART B – NOMINATION OF ADDRESS AND MEANS OF DELIVERY OF NOTICES BY NORTHAM HOLDINGS

In the event that any Northam Holdings Shares are allotted and issued to the Applicant pursuant to the implementation of the Northam Scheme, the Applicant envisaged in Part A shall become a shareholder of Northam Holdings and hereby authorises Northam Holdings to deliver any and all notices envisaged in the Companies Act or the Northam Holdings' MOI to any one of the following, at the discretion of Northam Holdings:

Physical address:

Email:

Postal address:

You are required to complete each of the above.

Any one of the means authorised above shall constitute an authorisation in terms of Table CR 3 annexed to the Regulations and any notices sent by Northam Holdings to the Applicant shall be deemed to have been received in accordance with the time periods specified in Table CR 3.

PART C – APPLICATION FOR SUBSCRIPTION FOR NORTHAM HOLDINGS SHARES BY DEMATERIALISED SHAREHOLDERS WITH “OWN NAME” REGISTRATION

We (full name and registration number of Broker or CSDP) (the “Agent”)

on behalf of each person listed as a beneficial Northam Shareholder in the table attached hereto as annexure 1, or any document in or substantially in the form of annexure 1, and at a minimum contains the information required in annexure 1 (each, an “Own Name Shareholder”), hereby irrevocably apply to subscribe for 1 Northam Holdings Share for each and every Northam Share to be disposed of by each Own Name Shareholder, as at the Northam Scheme Record Date.

By completing Part C of this Application and Surrender Form, the Agent hereby confirms that the Agent is duly authorised to complete this Application and Surrender Form on behalf of each Own Name Shareholder.

Signed at

on

2021

Signature(s):		Stamp and address of agent lodging this form (if any)
Name:		
Telephone ()	Mobile	
Email:		
Capacity (see note 10 below):		

PART D – WARRANTY AND REPRESENTATION BY FOREIGN SHAREHOLDERS

Completion of this Application and Surrender Form will constitute a representation and warranty by you to Northam and Northam Holdings that, except where proof has been provided to Northam Holdings' satisfaction that instruction to receive the Northam Scheme Consideration will not result in the contravention of any applicable legal requirement in any jurisdiction, you:

- (i) are not making the instruction to receive the Northam Scheme Consideration from within the United States or any other Restricted Jurisdiction (except to the extent specifically permitted by the laws of that jurisdiction);
- (ii) are not in any jurisdiction in which it is unlawful to offer the Northam Holdings Shares or instruction to receive the Northam Scheme Consideration or otherwise acquire or subscribe for the Northam Holdings Shares;
- (iii) acknowledge that the Circular and the Prospectus have been prepared for purposes of complying with the Companies Act, the Regulations and the JSE Listings Requirements, in South Africa and as a result the information disclosed therein may not be the same as that which would have been disclosed had the Circular or the Prospectus been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa;
- (iv) are not under instruction to receive the Northam Scheme Consideration for the account of a person located within the United States; and
- (v) are not acquiring Northam Holdings Shares with a view to offer, sell, resell, transfer, deliver or distribute, directly or indirectly, any such Northam Holdings Shares into the United States or any other Restricted Jurisdiction.

UNITED STATES INVESTORS ONLY

Completion of this Application and Surrender Form will constitute a representation and warranty by you to Northam and Northam Holdings that you are not in the United States and are not acting for the account of a person located within the United States, in each case as set out above, unless you are, or are acting for, the account of a person within the United States and have placed a cross in box (a) below.

☐ (a) I have executed and returned an investor letter confirming that I am, or am acting for the account of, a person who is, a "qualified institutional buyer" within the meaning of Rule 144A under the US Securities Act of 1933, as amended, and such investor letter has been accepted by Northam Holdings in writing.

FOREIGN SHAREHOLDERS

Foreign Shareholders are referred to the section headed "Foreign Shareholders" commencing in Section 2, paragraph 3.2 of the Prospectus and paragraph 52 of the Circular for further information.

Signed at _____ on _____ 2021

Signature(s):		Stamp and address of agent lodging this form (if any)
Name:		
Telephone ()	Mobile:	
Email:		
Capacity (see note 10 below):		

Assisted by (see note 11 below): _____ Signature: _____

Northam Holdings reserves the right, in its sole and absolute discretion, to treat as invalid and reject any Application and Surrender Form that appears to Northam Holdings to have been executed or effected in, or despatched from, the United States or any other Restricted Jurisdiction, or that provides an address in the United States or any other Restricted Jurisdiction, or in a manner which may involve a breach of the laws of any jurisdiction, or which has not been preceded by an executed investor letter addressed to Northam Holdings which has been accepted by Northam Holdings in writing.

NOTES TO SECTION 2:

1. Applications for the Northam Scheme Consideration may only be submitted on this Application and Surrender Form.
2. Northam Scheme Participants who are to receive the Northam Scheme Consideration in respect of the Northam Scheme Shares to be disposed of by them in terms of the Northam Scheme must receive 1 Northam Holdings Share for each such Northam Share.
3. All Certificated Shareholders and Dematerialised Shareholders with "own name" registration who are to receive the Northam Scheme Consideration who are Foreign Shareholders must complete Part D.
4. Applications are irrevocable and may not be withdrawn once submitted.
5. Applicants should consult their professional advisors in case of doubt as to the correct completion of this Application and Surrender Form.
6. If this Application and Surrender Form is returned to the Transfer Secretaries, it will be treated by Northam Holdings as a conditional application for subscription of Northam Holdings Shares in respect of the Northam Scheme Consideration which is made subject to the Northam Scheme being implemented. In the event of the Northam Scheme not being implemented for any reason whatsoever, the application for Northam Holdings Shares in respect of the Northam Scheme Consideration shall lapse.
7. Persons who acquire Northam Shares post the issue of the Circular and the Prospectus, which Prospectus incorporates this Application and Surrender Form, but prior to the Northam Scheme Record Date, can obtain copies of this Application and Surrender Form, the Circular and the Prospectus from the registered offices of Northam or Northam Holdings.
8. Any alteration to this Application and Surrender Form must be signed in full, not merely initialled.
9. If this Application and Surrender Form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this Application and Surrender Form, unless it has previously been recorded by Northam or the Transfer Secretaries..
10. Documentary evidence establishing the authority of a person signing this Application and Surrender Form in a representative capacity (e.g. on behalf of a company, trust/ees, pension fund, deceased estate, etc.) must be attached to this Application and Surrender Form, unless previously recorded by Northam or the Transfer Secretaries.
11. A minor or any other person with legal incapacity must be assisted by his / her parent or guardian, unless the relevant documents establishing his / her capacity are produced or have been recorded by Northam or the Transfer Secretaries.
12. Notes 10 and 11 above do not apply if this Application and Surrender Form bears the stamp of a broking member of the JSE.
13. Northam Scheme Participants who are married and who complete this Application and Surrender Form must comply with the provisions of the Matrimonial Property Act, No. 88 of 1984.
14. Where there are joint holders of any Northam Scheme Shares, only the holder whose name stands first in the Northam Register must sign this Application and Surrender Form.

ANNEXURE 1: DETAILS OF BENEFICIAL SHAREHOLDERS (FOR NORTHAM SCHEME PARTICIPANTS WHO ARE DEMATERIALIZED SHAREHOLDERS WITH "OWN NAME" REGISTRATION)

This table must be completed in full by the Broker or CSDP on behalf of such Northam Scheme Participants who are Dematerialised Shareholders with "own name" registration and have instructed such Broker or CSDP accordingly.

	Full name and surname / name of juristic entity / name of trust together with name of each trustee	Identity number / registration number / Master's reference number and identity number of each trustee	Number of Northam Holdings Shares in respect of which the application is being made, on a one-for-one basis in exchange for the Northam Shares held
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			

	Full name and surname / name of juristic entity / name of trust together with name of each trustee	Identity number / registration number / Master's reference number and identity number of each trustee	Number of Northam Holdings Shares in respect of which the application is being made, on a one-for-one basis in exchange for the Northam Shares held
17			
18			
19			
20			