Overview of Company Dealings with the

Bakgatla-Ba-Kgafela Traditional Authority

A response to the Daily Maverick reports





1. Response to Daily Maverick

The Facts - Anglo American Platinum and its dealing with the Bakgatla- Ba-Kgafela Traditional Authority

Anglo American Platinum (AAP) refutes the allegations of fraud and corruption levelled against it and its management in the articles published by the Daily Maverick and entitled 'Stealing the Crust: How the Bakgatla-Ba-Kgafela were robbed of their inheritance' and 'Investigative analysis: Stealing the Crust II: All players in a heinous SA mining fraud'. A detailed review of Company records in relation to the dealings with the Bakgatla-Ba-Kgafela Traditional Authority (the Bakgatla) and Kgoshi Pilane has shown all dealings to be 'above board' and lawful. This response to allegations made by the Daily Maverick summarises the due process followed by the Company in its dealings with the Bakgatla and Kgoshi Pilane.

Daily Maverick Allegations

- the "largest government-sanctioned, business-perpetrated fraud in the history of big mining in South Africa"; and
- being the major behind-the-scenes architects of the alleged corruption.

AAP Response

These allegations are refuted. The facts are that the Company has had a longstanding relationship with the Bakgatla in respect of Union mine, dating back to 1982 when royalty payments for mining on the portion 2 of the farm Spitzkop first commenced as mining in the area advanced. Following changes to the mining rights laws under the post-Apartheid Government, the nature of the royalties' regime changed and a dispute over royalty payments for mining on portion 2 of the farm Spitzkop was lodged by the Bakgatla in February 2004 (See Map 1 in Appendix A showing Spitzkop portion 2 and the areas AAP leased surface rights from the Bakgatla).

This led to a period of negotiations with the Bakgatla for a new deal, which culminated in the 2006 transaction, whereby the Bakgatla became a joint-venture partner in Union mine. This transaction was publicly announced on 14 December 2006 and it saw the Company converting the royalty obligations it had on portion 2 of the farm Spitzkop into a participation interest in Union mine and then the Bakgatla purchasing a further participation interest in Union mine for R420 million as well as an undertaking to make available various surface rights required by the mine. The total stake acquired was 15% of Union mine's mining and concentrating business. In terms of the agreement, AAP would purchase the Bakgatla's 15% share of the concentrate produced by Union mine. AAP further disposed of a 55% interest in the mineral rights of Rooderand to the Bakgatla and advanced a loan, secured by the Bakgatla's interest in Rooderand, which was used to settle the Bakgatla traditional authorities land debt¹ with the Land Bank and fund community projects. There was full and transparent disclosure of the transaction in the Company 2006 annual report, including the Land Bank loan payment, all further pointing to an open and transparent process (See Disclosures in Appendix B)

It needs to be emphasised that the Bakgatla traditional community and the Kgoshi are recognised and appointed in terms of the Traditional Leadership and Governance Framework Act 41 of 2003. Under this (and other relevant traditional affairs legislation such as the Communal Land rights Act of 2004) power is centralised under the South African Government recognised traditional leaders (in the Bakgtala's instance it is Kgoshi Pilane) within the prescribed traditional community boundaries and the Company cannot arbitrarily choose who it does and does not recognise, engage and transact with in its dealings with traditional communities.

¹ Confirmation was received from the Land Bank that the debt was not in the Kgoshi's private capacity. AAP settled the loan amount directly with the Land Bank and this was fully disclosed publicly at the time.

Daily Maverick Allegations

- a transaction that the community did not know anything about or the financial havoc that was being wrought in their name;
- settling the Kgoshi's private debt with the Land Bank in 2006, when the Company announced the BEE transaction with the Bakgatla at a time when the Company should have known there were corruption charges being brought against the Kgoshi;
- supporting the Kgoshi at a time he was facing corruption charges through his appointment as a director on the various joint-venture governance structures including Lexshell 36; and
- professionals having "blatantly ignored or actively encouraged the fraudulent activities of the Bakgatla traditional council".

AAP Response

From a review of Company documentation, it is evident that great care was taken by management to ensure that the Company was dealing with the <u>legitimate traditional community</u> recognised under South African law, and not just individuals, and that the full traditional council and broader Bakgatla community needed to be aware of what was being proposed in terms of the transaction and agreed upon in 2006.

AAP was aware of the allegations of fraud levelled against the Kgoshi at the time. Therefore, the Company was insistent and took great care to engage with the broader Bakgatla traditional authority, the elders and that a public land rights holders' community meeting needed to be held so that the community could pass a resolution that the Company could transact with the Bakgatla traditional council and that the Kgoshi was duly authorised by the Bakgatla community to sign all legal documentation. In addition, the Company obtained legal confirmation that the Bakgatla and Kgoshi were 'fit and proper' in every respect to enter into all legally binding agreements and to be appointed onto the boards of the respective companies.

There were extensive engagements with the Bakgatla traditional council, elders and the broader community at various meetings including the widely advertised land rights holders' community meeting which took place on 25 November 2006 in Saulspoort. In all these engagements, records show that the details of the transaction, including the Company settling the Bakgatla traditional authorities loan with the Land Bank, were shared with the stakeholders and approved by the community in a resolution adopted at the land rights holders' meeting (See Appendix C). Some of the key governance steps AAP followed were:

- Independent financial advisors (Resource Finance Advisors) were appointed by the traditional council to represent and advise the Bakgatla in the negotiations with the Company;
- The Bakgatla traditional council formally passed a resolution approving the 13 January 2006 term sheet;
- The Bakgatla tribal elders meeting approved the 13 January 2006 term sheet;
- The Company insisted on a full land rights holders' meeting being convened so that the Bakgatla broader community could consider the transaction and mandate the Kgoshi to enter into legally binding agreements with the Company; and
- This land rights holders' meeting was properly advertised (newspapers, radio stations and in the Sowetan newspaper), attended by the traditional council, elders, Department of Land Affairs, DMR and broader Bakgatla community and at which the resolution was agreed and signed at the public gathering.

Key dates were as follows

• 14 November 2006 – Legal confirmation received that the Bakgatla is a traditional community established according to the recognised laws of South Africa and has the full power, authority and legal rights under applicable law to carry on its business;

- **25 November 2006** Resolution of the Bakgatla tribe passed at the land rights holders' meeting in the community at Saulspoort;
- **30 November 2006** Surface lease agreement between the Company and the Bakgatla to lease various portions of surface rights held by the Bakgatla;
- 14 December 2006 SENS public announcements of the transaction; and
- **9 February 2007** The Company's 2006 Annual Report which has full public disclosures on all aspects of the transaction from mineral rights, financing and loan disclosures.

From the above summary it is evident that AAP took great care to confirm it was transacting with a legitimate community, it was aware of allegations of fraud against the Kgoshi and mitigation included ensuring the entire traditional council and broader community were aware and approved the terms of the 2006 transaction.

Daily Maverick Allegations

- structuring a deal that would cost the Bakgatla R750 million to settle because of the forward hedging arrangements; and
- an estimated R25 billion in assets and capital being stolen from the Bakgatla community of 350,000 mostly un-employed South Africans.

AAP Response

The Company also refutes the allegations that the transaction has wreaked havoc on the community and ended up costing the Bakgatla as they never had to pay out any funds from its own coffers. Briefly, from a review of the financial records, dividend and lease payments and loan write-offs, it can be concluded that the transaction has not cost the Bakgatla R750 million and in fact value has been created.

Following the formation of the Union JV in 2006, the Bakgatla's loan for the net acquisition price of R435 million was repaid in a period of time that exceeded all expectations and thereafter the Bakgatla enjoyed significant returns from the JV with total dividends amounting to R1.1bn from 2007 to 2011². Since 2012, with the downturn in PGM³ commodity markets and a challenging operating environment the Union JV went through a period of being cash flow negative (loss making) and required significant funding. The Company supported the Bakgatla by funding the Bakgatla's 15% share of cash shortfalls in the JV and advancing payments on the purchase of concentrate pipeline. During this period, and up until the Union mine sale transaction was concluded, amounts owing to the Company ended up totalling R877 million, until such time as the Company wrote this debt off and does not require it to be re-paid.

It is worth highlighting that the Bakgatla never had to physically pay-out any money from their own coffers to acquire their 15% share as the initial loan amount (R435 million) was vendor financed, dividends to the tune of R1.1bn (from 2007 to 2011) more than paid off the loan and during the downturn the Company funded the Bakgatla's cash funding into the JV, which has subsequently been written off. Therefore ultimately the Bakgatla are cash positive to the tune of c.R700 million.

In summary and subsequent to both the 2006 and 2017 transactions, the Bakgatla are not required to pay AAP back, have a 27% interest in Union mine and an effective 13.5% interest in MASA chrome. They have fully paid off the original vendor financed loan of R420 million through having received R1.1 billion in dividends from 2007 – 2011. This asset remains in the hands of the Bakgatla and has in no way been 'stolen'.

² In addition, the Bakgatla received R17.3 million in surface lease payments between 2006 and 2017. A nominal separate return (given this was effectively an equity contribution for the original stake).

³ Platinum Group Metals

Daily Maverick Allegations

• the sale of Union mine to Siyanda Resources through a transaction that may not have been in the best interests of the Bakgatla and that the Company had "jumped into bed" with a convicted fraudster

AAP Response

It is worth pointing out that, come 2016, Kgoshi Pilane was acquitted on appeal and found innocent of all charges laid against him and that in fact he is not presently a convicted fraudster as alleged by the Daily Maverick. Also, for the 2016 transaction, which saw the Company dispose of its 85% interest in Union mine and 50.1% in Masa Chrome to Siyanda Resources (Siyanda) AAP transacted with Siyanda and not the Bakgatla. Siyanda chose to transact with the Bakgatla to ensure communities benefited from the 2016 transaction in accordance with the requirements of the MPRDA⁴.

In terms of the 2016 transaction, Siyanda were obliged to obtain the Bakgatla communities consent for the transaction and also facilitate the participation of the Bakgatla community in the consortium so as to ensure, *inter alia*, that the Bakgatla community's rights under the 2006 joint venture agreements were recognised and obtain the necessary consents and approvals from the Minister of Mineral Resources in terms of the section 11 of the MPRDA were obtained.

As part of this transaction, AAP wrote off the R877 million owed to it by the Bakgatla who no longer have to pay the Company back. In addition, the Bakgatla increased their effective economic interest in the mine to 27% and enabled their participation in chrome with a 13.5% indirect interest in MASA chrome. The Bakgatla's stake in Union mine and MASA chrome remains an asset for the Bakgatla's community's benefit.

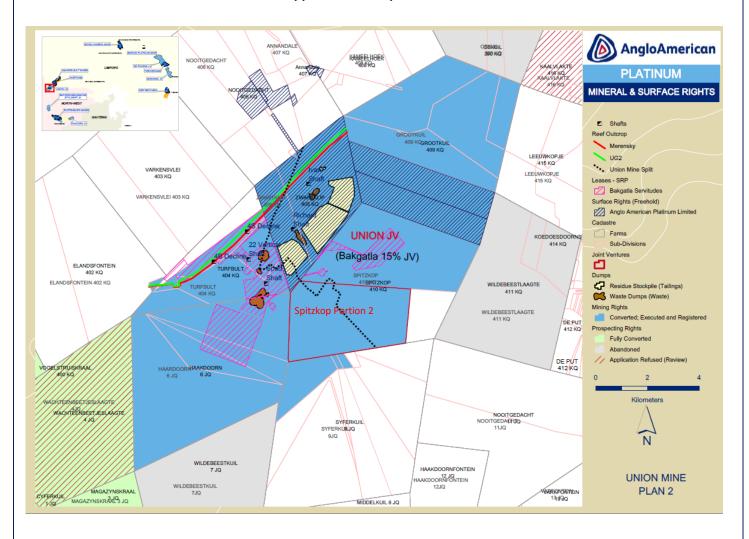
Concluding remarks

It is evident that AAP's dealing with the Bakgatla have been legitimate, aligned with the Country's laws governing traditional authorities, above board and transparent. The Bakgatla community has received benefits from the transaction, and post the conclusion of the sale of Union mine, the Bakgatla traditional authority had no debt owing to AAP and it now holds an effective 27% share in Union mine and 13.5% indirect interest in MASA chrome, without having to pay out money from their coffers.

Whilst we have taken steps to improve governance structures with traditional authorities, increase direct community representation on various traditional authority governance structures and ensure greater transparency AAP cannot ultimately dictate the way the Bakgatla traditional authority administers its funds and affairs. If it is ultimately proven there has been fraud within the traditional authority it certainly has not been 'business perpetrated' by AAP and therefore the allegations contained in the Daily Maverick article are refuted.

⁴ Mining and Petroleum Resources Development Act

Appendix A - Map of Union mine



Appendix B - Transaction Public Disclosures

14 December 2006

Anglo Platinum and the Bakgatla-Ba-Kgafela traditional community ("the Bakgatla"), are pleased to announce the conclusion of the proposed BEE transaction, announced on 8 November 2006, in terms of which the Bakgatla has acquired a 15% interest in Anglo Platinum's Rustenburg Platinum Mines' Union section mining and concentrating business ("Union") and interests in the prospecting rights of the Rooderand 46 JQ, portion 2 ("Rooderand") and Magazynskraal 3 JQ ("Magazynskraal") properties.

At a Kgotha-Kgothe (or general meeting) of the Bakgatla on 25 November 2006, the community members voted in favour of the transaction.

The terms of the concluded transaction are as follows:

- The Bakgatla has acquired a 15% equity stake in an operating asset, Union, via an unincorporated joint venture ("the Joint Venture") with effect from 1 December 2006,
- The Bakgatla has made a cash contribution of R420 million funded by commercial debt via a loan from Rand Merchant Bank. In the unlikely event that the after tax cash flow from the Bakgatla's share of Union is inadequate to service the loan, Anglo Platinum will lend the Bakgatla an amount limited to Anglo Platinum's share of the after tax cash flow from Union to service the loan,
- The Bakgatla, as part of the debt package with Rand Merchant Bank, has taken out forward cover on half of its 15% share of Union's platinum concentrate revenue for an initial 5 year period,
- Anglo Platinum will credit the Bakgatla with an initial profit share adjustment of 15% of the net free cash flows of Union from 1 January 2006 to 30 November 2006 less notional interest that would have accrued to Anglo Platinum on the purchase price. The current estimate of the adjustment is approximately R70 million,
- The Bakgatla has agreed to convert its entitlement to royalties into equity and in so doing, has cancelled Anglo Platinum's royalty obligation over a portion of Union, more specifically over Portion 2 of the farm Spitskop 410 JQ ("Spitskop"),
- The Bakgatla has provided access, through nominal rental leases, to the surface rights required by Union for all future mining and processing activities,
- Anglo Platinum and the Bakgatla have established an exploration joint venture to further develop the Magazynskraal property. The Bakgatla's initial stake in the exploration joint venture will be 26%,
- Anglo Platinum has ceded a 55% interest in the prospecting rights of Rooderand to the Bakgatla who are strategically well positioned to add value to Rooderand,
- Anglo Platinum has made a R45 million loan to the Bakgatla, part of which has been used to repay land debt and the balance will be used to fund community projects,
- As security for the R45 million loan, the Bakgatla has pledged its interest in Rooderand to Anglo Platinum and
- Anglo Platinum retains the right, at its election, to purchase any concentrate produced from Rooderand and Magazynskraal.

This transaction is expected to contribute between 2% and 3% towards Anglo Platinum's achievement of the HDSA ownership participation targets.

The pro-forma, unaudited, initial impact of the transaction on Anglo Platinum's earnings for the year ended 31 December 2006 is a once-off loss on formation of a subsidiary and a BEE compensation charge totalling approximately R218 million taking into account the fair value of Union in terms of AC503 – Accounting for Black Economic Empowerment Transactions and tax recoupment. This accounting loss does not take into account the value accruing to Anglo Platinum as a result of securing the unencumbered right to mine the Spitskop property and the surface rights acquired which together were valued, as part of the negotiated transaction, at R210 million.

The initial impact of the transaction of approximately R218 million and the estimated profit share associated with the Bakgatla's 15% stake from 1 December 2006 of some R20 million were included in the earnings estimates in Anglo Platinum's Trading Statement published on 29 November 2006.

The Bakgatla-Ba-Kgafela Traditional Community comprises some 350 000 people resident in the greater Pilanesburg area adjacent to Union and comprises approximately 47% of Union's labour force. The Bakgatla is the beneficial owner of portion 1 of Rooderand 46 JQ and has an existing exploration joint venture with Barrick Gold Corporation on properties contiguous to Magazynskraal.

Ralph Havenstein, CEO of Anglo Platinum commenting on the transaction said:

"Anglo Platinum is pleased to be able to conclude a sustainable transaction with a truly broad-based and strategically-placed empowerment partner that is integral to the company's mining operations in the region"

Kgosi John Pilane of the Bakgatla said "The Bakgatla look forward to a committed and mutually beneficial relationship with Anglo Platinum. This is truly a union with the people of the Pilanesburg"

For further information please contact

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(Plateau), a wholly owned South African subsidiary of Anoorag Resources Limited (Anoorag) to develop the Ga-Phasha project. Plateau replaced Pelawan Investments (Pty) Limited (Pelawan) as Anglo Platinum's BEE joint venture partner on the project as a result of a reverse takeover of Anooraq by Pelawan. The joint venture covers the farms Klipfontein 465KS and Paschaskraal 466KS, contributed by Anglo Platinum, and the farms Avoca 472KS and De Kamp 507KS contributed by the Department of Minerals and Energy on behalf of Pelawan. The joint venture has embarked on a programme to determine how to optimally exploit both the Merensky and UG2 reef horizons. The parties agreed to continue with studies to advance the project and will conduct a prefeasibility study, scheduled for completion by the end of the first quarter of 2007. Anglo Platinum, through its wholly owned subsidiary RPM, has loaned R70 million to Plateau. Plateau will use the majority of the funding to advance the Ga-Phasha project to bankable feasibility study, as part of Anooraq's objective of becoming a substantial PGM production company.

Elandsfontein

In October 2005, Anglo Platinum signed an agreement with Eland Platinum Mines (Pty) Limited for the disposal of its mineral and surface rights on the property Elandsfontein 440JQ for a cash consideration. The Ngazana HDSA-owned consortium holds an unencumbered 26% interest in Eland Platinum Mines. In addition to this beneficial interest, historically disadvantaged South Africans control the boards of both Eland Platinum Mines and Eland Platinum Holdings Limited, which holds a further 65% of Eland Platinum Mines and is listed on the JSE Limited.

Union mine, Rooderand and Magazynskraal

Union mine is a significant Anglo Platinum operation on the western limb, located to the north of the Pilanesberg. Union mine's attributable equivalent refined platinum production in 2006 was 316 700 ounces. Portion two of Rooderand 46JQ and Magazynskraal 3JQ are early-stage assets to the south-west of Union section. Anglo Platinum has concluded an agreement with the Bakgatla-Ba-Kgafela (Bakgatla) traditional community, which is the local community in the region and which provides approximately 47% of Union mine's workforce.

The transaction concluded in December 2006 saw Anglo Platinum converting the royalty agreement it had with

the Bakgatla on portion two of Spitskop 410JQ into a participation interest in Union mine and then the Bakgatla purchasing a further participation interest in Union mine for R420 million in cash as well as an undertaking to procure the use of various surface rights required by the mine. The total stake acquired is 15% of Union mine's mining and concentrating business. Anglo Platinum will purchase the Bakgatla's 15% share of the concentrate produced by Union mine and, in respect of the Rooderand and Magazynskraal transactions, will retain the right to purchase the concentrate.

Anglo Platinum further disposed of a 55% interest in the mineral rights of Rooderand to the Bakgatla and advanced a loan, secured by the Bakgatla's interest in Rooderand, which has been used to settle land debt and fund community projects. On Magazynskraal, an exploration joint venture has been established where the Bakgatla will procure funding for and completion of the necessary exploration and feasibility work to compile a bankable feasibility study in return for a majority stake in the asset. Anglo Platinum will retain the right to increase its stake in the asset by contributing a disproportionate share of the development capital expenditure required.

Chrome and tailings projects

Siyanda Chrome Investments (Pty) Limited, controlled by HDSAs, owns 26% of the chromite recovery business at Union section. Platinum Mile Resources (Pty) Limited, which is 67% owned by Mvelaphanda Holdings (Pty) Limited, owns the platinum tailings retreatment business at Rustenburg. Kilken Platinum (Pty) Limited and Imbani Minerals, an HDSA-controlled company, are in a 70:30 joint venture and own the platinum tailings retreatment business at Amandelbult

Prospecting joint ventures

Anglo Platinum has a number of South African prospecting projects, either on its own or with joint venture partners, in respect of which it is applying for either conversion of its existing prospecting permits or has applied for new prospecting rights. Prospecting projects already concluded include the Boikgantsho and Thusong joint ventures with Anooraq in the PPRust and Union section areas respectively and the Western Bushveld joint venture with Platinum Group Metal RSA (Pty) Limited and Africa Wide Mineral Prospecting and Exploration (Pty) Limited.

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Appendix C – Example Presentation and Land Rights Resolution

PRESENTATION TO THE BAKGATLA TRIBAL COUNCIL: PROPOSED TRANSACTIONS BETWEEN ANGLO PLATINUM AND THE BAKGATLA



15 JUNE 2006

Resource
Finance Advisors

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1. Introduction



- Anglo Platinum and the Bakgatla is in the process of finalising transactions involving:
 - Rooderand;
 - the Union Section mine; and
 - Magazynskraal.

Rooderand transaction	Provides upfront cash to settle certain liabilities and fund community initiatives.
Union Section transaction	Equity participation in a long-term and cash-generative mining asset.
Magazynskraal transaction	Blue-sky potential.

- The parties are in the process of:
 - agreeing transaction details; and
 - drafting formal agreements.
- This presentation provides an overview of the transactions and progress made to date.



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2. Rooderand transaction overview



- Anglo Platinum will sell its rights in respect of Rooderand to Newco.
- The Bakgatla will obtain a 74% shareholding in Newco for a nominal consideration.
- Thereafter, the Bakgatla will sell its shareholding in Newco to AfriOre for:
 - R27 million in cash upfront;
 - R20 million in AfriOre shares upfront, which can be sold for cash; and
 - R18 million in cash, receivable after 12 months.
- As a further sweetener, the Bakgatla will receive two-year options on 750,000 AfriOre shares.



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3. Union Section transaction overview



- The Bakgatla will acquire a 15% interest in Union Section for R630 million, to be settled by:
 - R420 million in cash; and
 - the contribution of Spitskop 2.
- Cash portion of R420 million will be financed by debt from Rand Merchant Bank ("RMB debt").
- Anglo Platinum will provide facilitation for the RMB debt through a "chip-in" facility.
- Based on current estimates, RMB debt is projected to be repaid in 6 years.
- Minimum cash distributions to the Bakgatla while the RMB debt is being repaid.
- Concentrate off-take agreement with Anglo Platinum.
- 15% interest in Union Section to be held until 1 May 2014.
- Preferential right for Bakgatla to increase its interest in Union Section from 15% to 26%.



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4. Magazynskraal transaction overview



- Anglo Platinum will contribute Magazynskraal to a joint venture with the Bakgatla.
- The Bakgatla will be entitled to 80% of the joint venture if it secures funding a bankable feasibility study ("BFS").
- The Bakgatla's options for funding the BFS include:
 - a listing of its interest in the joint venture; and
 - the procurement of another mining company to fund the BFS.
- Should the Bakgatla be unable to secure funding for minimum exploration activities required by the DME, Anglo Platinum will provide bridging finance.
- No time limit will be imposed on the Bakgatla to secure funding for the BFS.
- Should another mining company fund the BFS, the Bakgatla will share its 80% interest with the mining company on terms to be agreed.
 - Selection of mining company at the Bakgatla's discretion.



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RESOLUTION OF THE BAKGATLA-BA-KGAFELA TRIBE ("Bakgatla") PASSED AT A MEETING OF THE TRIBE AT SAULSPOORT ON 25 NOVEMBER 2006

RESOLVED THAT -

- The conclusion by the Bakgatla of the transactions with, inter alia, Rustenburg Platinum Mines Ltd ("RPM") whereby the Bakgatla or companies owned and controlled by the Bakgatla will –
- 1.1 acquire a 15% interest in RPM's Union Section Mine (Swartklip);
- 1.2 execute and implement agreements with FirstRand Bank Limited (acting through its Rand Merchant Bank Division) for the funding of the acquisition referred to in 1.1;
- 1.3 acquire an interest in prospecting rights for the farm Magazynskraal 3, registration division J.Q., North-West Province;
- acquire an interest in prospecting rights for portion 2 of the farm Rooderand 46, registration division J.Q., North-West Province, in conjunction with the advancing of a loan of R45 million by RPM to the Bakgatla, with the Bakgatla's interest in such prospecting rights serving as RPM's only security; and
- 1.5 conclude surface leases with RPM for the lease of surface rights for mining purposes for RPM's Union Section Mine (Swartklip) pursuant to the acquisition in 1.1,
 - (collectively, "the Transaction"), and all related transactions, is hereby unconditionally ratified, confirmed and approved; and
- Signature by Kgosi John Pilane of all agreements to give effect to the Transaction, and all related agreements and documents, is hereby unconditionally ratified, confirmed and approved.

Signed at Saulspoort on 25 of November 2006

Daniel Masing - Project Office,
Representative of the Department of Land Affairs

(Print name and designation)

As Witnesses

1

KGOSI MOLEGE JOHN PILANE

(Print name and designation)

2

(Print name and designation)

Photograph taken of CEO at the time Ralph Havenstein at the land holders meeting on 26 November 2006.



KICKER: Chief Nyalala Pilane. Chief Nyalala John Molefe Pilane (left) signs a mining deal with Ralph Havenstein (CEO) of Anglo Platinum, at a ceremony at the Bakgatla Ba-Kgafela Kraaal in Saulpoort, North West on Saturday. Next to them is Chief Lencoe 11 of Botswana. Pic: WINKIE DIBAKWANE. 26/11/2006. © Sowetan