

**MINUTES OF THE GENERAL MEETING OF THE MEMBERS OF MOUNT AMANZI SHARE  
BLOCK (PTY) LIMITED HELD AT MOUNT AMANZI ON THE 5<sup>TH</sup> OF SEPTEMBER 2015**

**PRESENT:**

**DIRECTORS:  
AS PER THE ATTENDANCE REGISTER**

**MEMBERS:  
AS PER THE ATTENDANCE REGISTER**

**BY INVITATION:  
AS PER THE ATTENDANCE REGISTER**

**1. OPEN AND WELCOME**

The Chair opened the meeting and welcomed everyone present.

**2. APOLOGIES / PROXIES / QUORUM**

**Noted:**

The Chair advised that a quorum of 25% of the total votes in the Company needed to be present and confirmed that 35% of total votes in the Company were present either by Proxy or in person, which meant that the meeting was duly constituted.

**3. DIRECTOR'S REPORT**

The Chair referred to the contents of the Directors Report and outlined the reasons and effect of the Special Resolutions.

On a show of hands the following Resolutions were unanimously carried.

**Special Resolution 1:**

"That the Company cancel the authorised and unissued 26500 Ordinary "A" shares carrying a par value of 10 cents each and simultaneously therewith diminish the authorised share capital of the Company with an amount of R2650.00."

**Special Resolution 2:**

"To abrogate in its entirety and replace the existing Memorandum of Incorporation (Mol) of the Company with the new Mol tabled at the meeting (initialled by the Chair of the meeting for purposes of identification) with effect from the date of filing of the notice of Amendment with the Companies and Intellectual Property Commission (CIPC)."

**Special Resolution 3:**

“That in terms of Section 66(9) of the Companies Act no 71 of 2008 (as amended), the Company be and is hereby authorised to remunerate its non-executive Directors for their services as Directors on the basis set out below and on such basis as may be approved by the Board of Directors.”

Fees are paid per meeting attended, unless otherwise resolved.”

The non-executive Directors and the Chair will be remunerated at an amount of R5 300.00 and R8 480.00 respectively per Board meeting or Committee Meeting (based on a minimum of one Board meeting per quarter.)”

An annual increase in the fees of the non-executive Directors for the effective period of this Special Resolution will be equal to the percentage increase approved for the Companies Management staff Members.”


**Ordinary Resolution:**

That following on from the acceptance and approval of the preceding Special Resolution that the Directors and/or the Company Secretary are hereby duly authorised to take such action and sign and file such documents as may be necessary to give effect to the Special Resolution.

**4. DISSOLUTION**

As there were no further matters for discussion the Chair thanked the VRS Staff, the Directors and the Members for their input and contributions and dissolved the Meeting.

Signed at Pretoria..... on the 4<sup>th</sup>..... day of January.....2016.

  
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**J.W. Meyer**  
**(Chair)**