

**MINUTES OF THE SHAREHOLDERS GENERAL MEETING OF SANDY PLACE SHARE  
BLOCK (PTY) LIMITED HELD AT VRS ON THE 14<sup>TH</sup> OF AUGUST 2015**

**PRESENT:**

**DIRECTORS:**

**JW MEYER** (JWM)  
**JH PRETORIUS** (JH) (Alternate to IL WILCOCKS)  
**JP DE BEER** (JdB)

**SHAREHOLDERS:**

**AS PER THE ATTENDANCE REGISTER**

**IN ATTENDANCE:**

**VRS STAFF AS PER THE ATTENDANCE REGISTER**

**1. OPEN AND WELCOME**

The Chair opened the meeting and welcomed everyone present.

**2. APOLOGIES / PROXIES / QUORUM**

**NOTED:**

Apologies were received from IL Wilcocks and E Heathman.

There were no Proxies were received.

Five Letters of Representation were received.

The Chair further advised that 3 Shareholders present in person or by proxy representing at least 25% of the total votes in the Company constituted a quorum and as there was a quorum present the Chair accordingly declared the meeting as duly constituted.

**3. DIRECTOR'S REPORT**

The Directors report having been circulated was accepted as read.

The Chair referred to the contents of the Director's Report and outlined the reasons and effect of the Special Resolution and the Ordinary Resolution that followed on from the approval of the Special Resolution.

The Shareholders considered the tabled Reports and the proposed Special Resolutions, and then on a show of hands unanimously approved the following Special and Ordinary Resolutions.

**RESOLVED THAT:**

**SPECIAL RESOLUTION 1:**

“To abrogate in its entirety and replace the existing Memorandum of Incorporation (Mol) of the Company with the new Memorandum of Incorporation (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)”.

**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 Shareholders for their input and contributions and dissolved the meeting.

Approved and signed at Pretoria on the 4<sup>th</sup> day of January 2016.

  
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JW MEYER  
(Chair)