



FOR USE BY CERTIFICATED ORDINARY SHAREHOLDERS, "OWN NAME" DEMATERIALIZED ORDINARY SHAREHOLDERS, CERTIFICATED REDEEMABLE OPTION-HOLDING SHAREHOLDERS AND "OWN NAME" DEMATERIALIZED REDEEMABLE OPTION-HOLDING SHAREHOLDERS

Form of proxy

for use by ordinary shareholders and redeemable option-holding shareholders for the 14th annual general meeting

I/We

(FULL NAME(S) IN BLOCK LETTERS)

of (address)

being a member/members of Mvelaphanda Group and entitled to

votes

do hereby appoint

or failing him/her

or failing him/her

the Chairman of the annual general meeting as my/our proxy to act for me/us at the annual general meeting of the Company to be held at 10:00 on Wednesday, 25 November 2009, and at any adjournment thereof, in the Executive Boardroom, 28 Eddington Crescent, Highveld Techno Park, Centurion and to vote for me/us on my/our behalf in respect of the undermentioned resolutions in accordance with the following instructions (see note 2):

| | Number of votes (one vote per ordinary share and redeemable option-holding share) | | |
|---|---|---------|---------|
| | For | Against | Abstain |
| 1. Adoption of annual financial statements | | | |
| 2. Approval of directors' remuneration | | | |
| 3. Reappointment of auditors | | | |
| 4. Election of directors – | | | |
| Mr K Dlamini | | | |
| Mr O Mabandla | | | |
| Mr E Roth | | | |
| 5. Place unissued preference shares under the directors' control | | | |
| 6. Place ordinary shares required for the purposes of carrying out the obligations of the Mvelaphanda Group Share Incentive Scheme under the directors' control | | | |
| 7. Authorise Mvelaphanda Group or its subsidiaries to acquire ordinary shares | | | |
| 8. Authorise Mvelaphanda Group or its subsidiaries to acquire preference shares | | | |
| 9. Authorise reduction of share capital or share premium | | | |
| 10. Authorise the directors to give effect to resolutions | | | |
| 11. Transact such other business as may be transacted at the AGM | | | |

Signed at

on

2009

Signature

Assisted by me

(WHERE APPLICABLE – SEE NOTE 7)

Please read the notes overleaf

Form of proxy continued

NOTES

Shareholders holding certificated ordinary shares, dematerialised ordinary shares registered in their own name, certificated redeemable option-holding shares and dematerialised redeemable option-holding shares registered in their own name

1. Only shareholders who hold certificated ordinary shares or redeemable option-holding shares and shareholders who have dematerialised their ordinary shares or redeemable option-holding shares with "own name" registrations may use this form of proxy.
2. Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the Company) to attend, speak and, on a poll, vote in place of that shareholder at this annual general meeting, by inserting the name of the proxy or the names of two alternate proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at this annual general meeting will be entitled to act as the proxy to the exclusion of those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the Chairman of the annual general meeting, if he is the authorised proxy, to vote in favour of the resolutions at this annual general meeting, or any other proxy to vote or to abstain from voting at this annual general meeting, as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
4. A shareholder or his/her proxy is not obliged to vote in respect of all the ordinary shares held or represented by him/her, but the total number of votes for or against the resolutions in respect of which any abstention is recorded may not exceed the total number of votes to which the shareholder or his/her proxy is entitled.
5. Forms of proxy must be lodged and/or posted to the Company's transfer secretaries (Computershare Investor Services (Proprietary) Limited) at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by the transfer secretaries by no later than 10:00 on Monday, 23 November 2009.
6. The completion and return of this form of proxy in accordance with paragraph 5 above will not preclude the relevant shareholder from attending this annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. A minor must be assisted by the minor's parent or guardian, unless the relevant documents establishing the minor's capacity are produced or have been registered by the Company.
8. Any alterations or corrections to this form of proxy must be initialled by the signatory(ies).
9. This form of proxy must be signed by all joint shareholders. If more than one of those shareholders is present at this annual general meeting either in person or by proxy, the person whose name stands first in the register shall alone be entitled to vote.
10. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer office or waived by the Chairman of this annual general meeting.
11. The Chairman of this annual general meeting may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a member wishes to vote.

Shareholders holding dematerialised ordinary shares or dematerialised redeemable option-holding shares

1. Shareholders who have dematerialised their ordinary shares or redeemable option-holding shares through a Central Securities Depository Participant ("CSDP") or broker (except those shareholders who have elected to dematerialise their ordinary shares or redeemable option-holding shares in "own name" registrations) and all beneficial shareholders holding their ordinary shares or redeemable option-holding shares (dematerialised or certificated) through a nominee should provide such CSDP, broker or nominee with their voting instructions in sufficient time to allow them to advise the transfer secretaries of the Company of their voting instructions before the closing time referred to in paragraph 5 above.
2. All such shareholders wishing to attend the annual general meeting in person may do so only by requesting their CSDP, broker or nominee to issue the shareholder with a letter of representation in terms of the custody agreement. Such letter of representation must be lodged with the transfer secretaries before the closing time referred to in paragraph 5 above.



FOR USE BY CERTIFICATED PREFERENCE SHAREHOLDERS AND "OWN NAME" DEMATERIALISED PREFERENCE SHAREHOLDERS

Form of proxy

for use by preference shareholders for the 14th annual general meeting

I/We _____
 (FULL NAME(S) IN BLOCK LETTERS)
 of (address) _____

being a member/members of Mvelaphanda Group and entitled to _____ votes

do hereby appoint _____ or failing him/her

_____ or failing him/her

the Chairman of the annual general meeting as my/our proxy to act for me/us at the annual general meeting of the Company to be held at 10:00 on Wednesday, 25 November 2009, and at any adjournment thereof, in the Executive Boardroom, 28 Eddington Crescent, Highveld Techno Park, Centurion and to vote for me/us on my/our behalf in respect of the undermentioned resolutions in accordance with the following instructions (see note 2):

| | Number of votes (one vote per preference share) | | |
|---|--|---------|---------|
| | For | Against | Abstain |
| 1. Place ordinary shares required for the purposes of carrying out the obligations of the Mvelaphanda Group Share Incentive Scheme under the directors' control | | | |
| 2. Authorise Mvelaphanda Group or its subsidiaries to acquire ordinary shares | | | |
| 3. Authorise Mvelaphanda Group or its subsidiaries to acquire preference shares | | | |
| 4. Authorise reduction of share capital or share premium | | | |

Signed at _____ on _____ 2009

Signature _____ Assisted by me _____
 (WHERE APPLICABLE – SEE NOTE 7)

Please read the notes overleaf

Form of proxy continued

NOTES

Shareholders holding certificated preference shares, dematerialised preference shares registered in their own name

1. Only shareholders who hold certificated preference shares and shareholders who have dematerialised their preference shares with "own name" registrations may use this form of proxy.
2. Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the Company) to attend, speak and, on a poll, vote in place of that shareholder at this annual general meeting, by inserting the name of the proxy or the names of two alternate proxies of the shareholder's choice in the space provided, with or without deleting "the Chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at this annual general meeting will be entitled to act as the proxy to the exclusion of those whose names follow.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the Chairman of the annual general meeting, if he is the authorised proxy, to vote in favour of the resolutions at this annual general meeting, or any other proxy to vote or to abstain from voting at this annual general meeting, as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
4. A shareholder or his/her proxy is not obliged to vote in respect of all the ordinary shares held or represented by him/her, but the total number of votes for or against the resolutions in respect of which any abstention is recorded may not exceed the total number of votes to which the shareholder or his/her proxy is entitled.
5. Forms of proxy must be lodged and/or posted to the Company's transfer secretaries (Computershare Investor Services (Proprietary) Limited) at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to be received by the transfer secretaries by no later than 10:00 on Monday, 23 November 2009.
6. The completion and return of this form of proxy in accordance with paragraph 5 above will not preclude the relevant shareholder from attending this annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. A minor must be assisted by the minor's parent or guardian, unless the relevant documents establishing the minor's capacity are produced or have been registered by the Company.
8. Any alterations or corrections to this form of proxy must be initialled by the signatory(ies).
9. This form of proxy must be signed by all joint shareholders. If more than one of those shareholders is present at this annual general meeting either in person or by proxy, the person whose name stands first in the register shall alone be entitled to vote.
10. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer office or waived by the Chairman of this annual general meeting.
11. The Chairman of this annual general meeting may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a member wishes to vote.

Shareholders holding dematerialised preference shares

1. Shareholders who have dematerialised their preference shares through a Central Securities Depository Participant ("CSDP") or broker (except those shareholders who have elected to dematerialise their ordinary shares or redeemable option-holding shares in "own name" registrations) and all beneficial shareholders holding their ordinary shares or redeemable option-holding shares (dematerialised or certificated) through a nominee should provide such CSDP, broker or nominee with their voting instructions in sufficient time to allow them to advise the transfer secretaries of the Company of their voting instructions before the closing time referred to in paragraph 5 above.
2. All such shareholders wishing to attend the annual general meeting in person may do so only by requesting their CSDP, broker or nominee to issue the shareholder with a letter of representation in terms of the custody agreement. Such letter of representation must be lodged with the transfer secretaries before the closing time referred to in paragraph 5 above.