

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

PROSPECTIVE INVESTORS OUTSIDE SOUTH AFRICA ARE REFERRED TO THE NOTICE ON PAGE 1 OF THIS CIRCULAR REGARDING THEIR RIGHTS IN TERMS OF THE CLAW-BACK OFFER

The definitions commencing on page 7 of this circular apply *mutatis mutandis* to this document including this cover page.

Action required:

1. This entire circular is important and should be read with particular attention to page 11 entitled "Action required by shareholders".
2. If you are in any doubt as to the action you should take, please consult your CSDP, broker, attorney, accountant, banker or other professional adviser immediately.
3. If you have disposed of all your shares in Metorex, then this circular should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom, you disposed of your shares.

The distribution of this circular and accompanying documents and the granting of the right to subscribe for claw-back shares in certain jurisdictions other than South Africa may be restricted by law and a failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The shares have not been and will not be registered for the purposes of the claw-back offer under the securities laws of the United Kingdom, Canada, United States of America or any other country outside South Africa and accordingly, except as stated below, are not being offered, sold, taken up, re-sold or delivered directly or indirectly to rights recipients with registered addresses outside South Africa. Therefore, this circular is sent to them for information purposes only.

The claw-back offer does not constitute an offer in any area of jurisdiction in which it is illegal to make such an offer and in such circumstances, this circular, if sent, is sent for information purposes only.

The rights that are represented by the letter of allocation are valuable and may be sold on the JSE. Letters of allocation can, however, only be traded in dematerialised form and accordingly, all letters of allocation have been issued in dematerialised form.

The electronic record of certificated shareholders is being maintained by the transfer secretaries and this has made it possible for the holders of certificated shares to enjoy similar rights and opportunities as holders of dematerialised shares in respect of the letters of allocation. Instructions on how to sell the rights represented by the letters of allocation are set out in paragraph 6 of this circular.



METOREX LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1934/005478/06)

JSE code: MTX JSE code for LA's: MTXN

ISIN: ZAE000022745 ISIN for LA's: ZAE000129706

("Metorex" or "the Company")

CIRCULAR TO METOREX SHAREHOLDERS

regarding

a claw-back offer by Metorex of 129 461 597 new ordinary shares of 10 cents each in the ordinary share capital of Metorex at a subscription price of 200 cents per new ordinary share, in the ratio of 34.94 new ordinary shares for every 100 ordinary shares held in Metorex at the close of business on Friday, 2 January 2009;

and enclosing

- **revised listing particulars; and**
- **a form of instruction in respect of a renounceable (nil paid) letter of allocation in respect of the claw-back offer (for use only by certificated shareholders);**

Claw-back offer opens at 09:00 on

Monday, 5 January 2009

Claw-back offer closes at 12:00 on

Friday, 23 January 2009

An English copy of this circular, together with the form of instruction and the documents referred to in section 145A of the Act have been lodged with the Registrar and the form of instruction was registered by the Registrar on 28 November 2008 in terms of section 146A of the Act.

Shareholders are referred to paragraph 21 of this circular, which outlines the responsibility of the directors with respect to this circular.

Each of the advisers have consented in writing to act in the capacity stated and to their names being stated and, where applicable, their reports being included, in the form and context in which they appear, in this circular and have not withdrawn their consent prior to the publication hereof.

Date of issue: 5 January 2009

Copies of this circular are available in English only and may be obtained during normal business hours between 5 January 2009 until 23 January 2009 from the registered office of the Company, the office of the Sponsor and the transfer secretaries, the addresses of which are set out in the "Corporate information" section of this circular.

**Sponsor, book-runner and
corporate adviser**



**Corporate
Finance**

**Independent reporting
accountants and auditors**

Deloitte.
Deloitte & Touche
Registered Auditors

Legal adviser to book-runner



**DLA CLIFFE DEKKER
HOFMEYR**

Bankers



Standard Bank

Transfer secretaries



Legal adviser

BG *Bowman Gilfillan*
Attorneys

Independent sponsor

Deloitte.
Deloitte & Touche Sponsor Services (Pty) Ltd
(Incorporated in the Republic of South Africa)
(Registration number 1996/000034/07)

GENERAL

The claw-back offer is being made in accordance with the Act and is only addressed to persons to whom it may lawfully be made. By subscribing for any claw-back offer shares, you will be deemed to have represented and agreed that (a) you are not (and any person for whom you are acting is not) (i) resident in any jurisdiction in which such offer would be unlawful or (ii) a person to whom the claw-back offer may not lawfully be made and (b) you have received all necessary information required to make an informed investment decision.

THE DISTRIBUTION OF THIS CIRCULAR, AND THE EXERCISE OF RIGHTS IN TERMS OF THE LETTERS OF ALLOCATION, MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS. ANY FAILURE TO COMPLY WITH APPLICABLE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF THE SECURITIES LAWS OF SUCH JURISDICTIONS. IN PARTICULAR, DUE TO RESTRICTIONS UNDER THE SECURITIES LAWS OF CERTAIN COUNTRIES, SHAREHOLDERS RESIDENT IN SUCH COUNTRIES MAY NOT EXERCISE RIGHTS IN TERMS OF LETTERS OF ALLOCATION. PERSONS INTO WHOSE POSSESSION THIS CIRCULAR COMES OR WHO WISH TO EXERCISE ANY OF THE RIGHTS IN TERMS OF THE LETTERS OF ALLOCATION MUST INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS. THIS CIRCULAR DOES NOT CONSTITUTE AN OFFER OF METOREX SHARES OR ADRs, OR AN INVITATION TO EXERCISE ANY OF THE RIGHTS IN TERMS OF LETTERS OF ALLOCATION, IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION WOULD BE UNLAWFUL. NEITHER METOREX NOR ITS RESPECTIVE ADVISERS ACCEPT ANY RESPONSIBILITY FOR ANY VIOLATION BY ANY PERSON, WHETHER OR NOT A PROSPECTIVE PARTICIPANT IN THE CLAW-BACK OFFER, OF ANY SUCH RESTRICTIONS.

NOTICE TO PROSPECTIVE INVESTORS OUTSIDE SOUTH AFRICA

The shares have not been and will not be registered for the purposes of the claw-back offer under the securities laws of the United Kingdom, Canada, United States of America or any other country outside South Africa and accordingly, except as stated below, are not being offered, sold, taken up, re-sold or delivered directly or indirectly to rights recipients with registered addresses outside South Africa. Therefore, this circular is sent to them for information purposes only. In this regard, the approval of the Registrar in terms of section 142(2)(a) of the Companies Act has been obtained. The rights attributable to such rights recipients will, if a premium can be obtained over the expenses of sale, be sold on the JSE, for the benefit of such rights recipients as soon as practicable. However, if the net proceeds of sale in relation to any such rights recipient are less than R5.00, if payment is to be made in Rands or £1.00 if payment is to be made in British Pounds, they will be retained for the benefit of Metorex. The proceeds of such sales, after deducting expenses, will be in Rands if the shareholder is on the South African register and converted into British Pounds in the case of such shareholders on the United Kingdom register. None of the South African or United Kingdom transfer secretaries, any broker appointed by them or Metorex will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales or the remittance of the net proceeds of such sales. No letters of allocation will be sent, therefore, to any rights recipient whose registered address is in the United Kingdom, Canada, the United States or any other country outside South Africa. Payment is expected to take place on or about 23 January 2009.

No application will be made to the Financial Services Authority for the claw-back shares to be admitted to the Official List in the UK and no application will be made to the LSE for the claw-back shares to be admitted to trading on the LSE's main market until the Company has issued a prospectus.

For the purposes of the above, "United States" means the United States of America (including the States and District of Columbia), its territories, its possessions and all areas subject to its jurisdiction and "United States person" means a citizen or resident of the United States, a corporation, partnership or other entity created or organised in or under the laws of the United States and an estate or trust, the income of which is subject to United States Federal Income Taxation regardless of its source.

This document is not a prospectus but comprises an advertisement for the purposes of paragraph 3.3.2 of the United Kingdom prospectus rules made under Part VI of the Financial Services and Markets Act 2000. A prospectus will be published in due course, copies of which will, following publication, be available from Metorex's registered office and from the offices of Beaumont Cornish Limited.

OTHER AREAS

Any addressee resident elsewhere, who receives this circular and the attached form of instruction, where applicable, should obtain advice as to whether any governmental and/or legal consents are required and/or any other formality must be observed to enable a subscription to be made in terms of such letter of allocation.

CORPORATE INFORMATION

Directors

A S Malone* (*Chairman*)
C D S Needham* (*Chief Executive Officer*)
M Smith* (*Alternate Director*)
K C Spencer* (*Operations Director*)
E W Legg*
A Barrenechea
G A Forrest
A J Laughland
R G Still
*Executive

Company secretary

Moore Stephens MWM Incorporated
Chartered Accountants (SA)
7 West Street
Houghton, 2198, South Africa
(PO Box 1574, Houghton 2041)

Sponsor book-runner and corporate adviser

Barnard Jacobs Mellet Corporate Finance
(Proprietary) Limited
24 Fricker Road
Ground Floor, Illovo Corner
Illovo, 2196, South Africa
(PO Box 62200, Marshalltown, 2107)

Legal adviser

Bowman Gilfillan Incorporated
165 West Street
Johannesburg, 2196, South Africa
(PO Box 785812, Sandton, 2146)

Independent reporting accountants and auditors

Deloitte & Touche, Registered Auditors
The Woodlands
Woodlands Drive, Woodmead
Sandton, 2196, South Africa
(Private Bag X6, Gallo Manor, 2052)

United Kingdom Secretaries

St James's Corporate Services Limited
6 St James's Place
London, SW1A 1NP, England

Bankers

The Standard Bank of South Africa Limited
5 Simmonds Street
Johannesburg, 2001, South Africa
(PO Box 7725, Johannesburg, 2000)

STOCK EXCHANGE LISTINGS

ISIN: ZAE000022745

Stock Exchange	Type	Share code
JSE	Shares	MTX
LSE	Shares	MTX LN
NYSE	ADRs	MRXLY

JSE is the primary listing.

Website

<http://www.metorex.co.za>

Date and place of incorporation

18 April 1934
Johannesburg, South Africa

Registered office

Metorex Limited
2nd Floor, Cradock Heights
21 Cradock Avenue
Rosebank, 2196, South Africa
(PO Box 2814, Saxonwold, 2132)

Transfer secretaries

Link Market Services South Africa
(Proprietary) Limited
11 Diagonal Street
Johannesburg, 2001, South Africa
(PO Box 4844, Johannesburg, 2000)

Sponsoring brokers USA

Barnard Jacobs Mellet USA LLC
31st Floor, 780 Third Avenue
New York, NY 10017
USA

Legal adviser to book-runner

Cliffe Dekker Hofmeyr Incorporated
1 Protea Place
Sandown
Sandton, 2196, South Africa
(Private Bag X40, Benmore, 2010)

United Kingdom Share Registrar

Capita Registrars Limited
The Registry, 34 Beckenham Road
Beckenham
Kent, BR3 4TU, England

Independent Sponsor

Deloitte & Touche Sponsor Services
(Pty) Limited
The Woodlands, 20 Woodlands Drive
Woodmead, 2196, South Africa
(Private Bag X6, Gallo Manor, 2052)

TABLE OF CONTENTS

	<i>Page</i>
Corporate information	3
Salient dates and times	5
Certain forward-looking statements	6
Definitions	7
Action required by shareholders	11
Circular to Metorex shareholders	
1. INTRODUCTION	12
2. PURPOSE OF THE CLAW-BACK OFFER	12
3. SPECIFIC ISSUE	14
4. THE BRIDGING FACILITY	14
5. TERMS OF THE CLAW-BACK OFFER	15
6. PROCEDURE FOR ACCEPTANCE, RENUNCIATION AND SALE OF CLAW-BACK	17
7. SUBSCRIBERS	19
8. FINANCIAL EFFECTS OF THE CLAW-BACK OFFER	20
9. NATURE OF BUSINESS AND PROSPECTS	22
10. SHARE CAPITAL	22
11. CORPORATE GOVERNANCE	23
12. INFORMATION RELATING TO THE DIRECTORS	23
13. LITIGATION	27
14. EXCHANGE CONTROL REGULATIONS	28
15. TAX CONSEQUENCES	29
16. JURISDICTION	29
17. EXPENSES	30
18. REGISTRATION OF DOCUMENTS	30
19. CONSENTS	30
20. SOUTH AFRICAN LAW	30
21. DIRECTORS' RESPONSIBILITY	31
22. DOCUMENTS AVAILABLE FOR INSPECTION	31
Annexure 1 <i>Pro forma</i> consolidated financial information	32
Annexure 2 Independent reporting accountants' report on the <i>pro forma</i> consolidated financial information	37
Annexure 3 Table of entitlement to claw-back shares	39
Annexure 4 Price history of Metorex shares on the JSE	40
Annexure 5 Corporate Governance	42
Annexure 6 Information on the subscribers	45
Revised Listing Particulars	47
Form of instruction in respect of the Letter of Allocation	Enclosed

SALIENT DATES AND TIMES

Last day to trade in Metorex shares in order to settle by the record date and to qualify to participate in the claw-back offer (<i>cum</i> entitlement)	Tuesday, 23 December 2008
Listing of Letters of Allocation on the JSE commences at commencement of trading	Wednesday, 24 December 2008
Metorex shares commence trading <i>ex-rights</i> on the JSE at commencement of trading	Wednesday, 24 December 2008
Record date for participation in the claw-back offer at the close of business	Friday, 2 January 2009
Claw-back offer circular and Form of Instruction posted to shareholders, where applicable	Monday, 5 January 2009
Claw-back offer opens at commencement of trading	Monday, 5 January 2009
Dematerialised shareholders will have their accounts at their CSDP or broker automatically credited with their entitlement	Monday, 5 January 2009
Certificated shareholders on the register will have their entitlement credited to an account held with the transfer secretaries	Monday, 5 January 2009
Last day to trade in Letters of Allocation on the JSE	Friday, 16 January 2009
Listing of claw-back offer shares on the JSE commences at commencement of trading	Monday, 19 January 2009
Claw-back offer closes – payments to be made and Form of Instruction in respect of Letters of Allocation lodged by certificated shareholders by 12:00	Friday, 23 January 2009
Record date for Letters of Allocation	Friday, 23 January 2009
Dematerialised shareholders' accounts will be updated with entitlements and debited by their CSDP or broker and certificates posted to certificated shareholders	Monday, 26 January 2009
Results of claw-back offer announcement released on SENS and to the LSE on	Monday, 26 January 2009
Results of claw-back offer announcement published in the South African press on	Tuesday, 27 January 2009

Notes:

1. Dematerialised shareholders are required to notify their duly appointed CSDP or broker of their acceptance of the claw-back offer in the manner and time stipulated in the agreement governing the relationship between the shareholder and his CSDP or broker.
2. All times indicated are South African times unless otherwise stated.
3. Share certificates may not be dematerialised or rematerialised between Wednesday, 24 December 2008 and Friday, 2 January 2009, both days inclusive.
4. The CSDP/broker accounts of dematerialised shareholders will be automatically credited with new Metorex shares to the extent to which they have accepted the claw-back offer. Metorex share certificates will be posted, by registered post at the shareholders' risk, to certificated shareholders in respect of the claw-back offer shares which have been accepted.
5. CSDPs or brokers effect payment in respect of dematerialised shareholders on a delivery versus payment method.

CERTAIN FORWARD-LOOKING STATEMENTS

This circular includes “forward-looking information” within the meaning of section 27A of the Securities Act, and section 21E of the Exchange Act. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements are not based on historical facts, but rather reflect Metorex’s current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “aim”, “expect”, “anticipate”, “intend”, “foresee”, “forecast”, “likely”, “should”, “planned”, “may”, “estimated”, “potential” or similar words and phrases. Similarly, statements that describe Metorex’s objectives, plans or goals are or may be forward-looking statements.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Metorex’s actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied by these forward-looking statements. Although Metorex believes that the expectations reflected in these forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct.

The risk factors described herein could affect Metorex’s future results, causing these results to differ materially from those expressed in any forward-looking statements. These factors are not necessarily all of the important factors that could cause Metorex’s actual results to differ materially from those expressed in any forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on the future results.

Metorex shareholders should review carefully all information, including the *pro forma* financial information and the notes to the *pro forma* financial information, included in this circular. The forward-looking statements included in this circular are made only as of the last practicable date. Metorex undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this circular or to reflect the occurrence of unanticipated events. All subsequent written and oral forward-looking statements attributable to Metorex or any person acting on its behalf are qualified by the cautionary statement in this section.

DEFINITIONS

In this circular, unless otherwise stated or the context otherwise indicates, the words in the first column shall have the meanings stated opposite them in the second column and words in the singular shall include the plural and *vice versa*. Words importing natural persons shall include corporations and associations of persons and an expression denoting any gender shall include the other genders.

"Act" or "Companies Act"	the Companies Act, 1973 (Act 61 of 1973), as amended;
"ADRs"	American Depositary Receipts evidencing American Depositary Shares;
"Allan Gray"	Allan Gray Limited (registration number 2005/002576/06);
"Avgold Limited"	means Avgold Limited (registration number 1996/007026/06), a public company duly incorporated in terms of the laws of South Africa; the shares of which are listed on the JSE;
"Barberton Mines"	means Barberton Mines, a 74% owned subsidiary of Pan African Resources;
"Beankin"	Beankin Investments (Proprietary) Limited (registration number 2003/008102/07) a company wholly owned by a trust of which Mr R Still (a director of Metorex) is a trustee and potential beneficiary;
"bridging facility"	a term loan provided to Metorex by Standard Bank to the value of the bridging facility amount which is governed by the bridging facility agreement;
"bridging facility agreement"	the agreement, entered into between Standard Bank and Metorex on Tuesday, 11 November 2008, subject to the terms and conditions of which Standard Bank has agreed to provide the bridging facility to Metorex;
"bridging facility amount"	a maximum of R300 000 000 (three hundred million Rand);
"bridging facility effective date"	the first business day after all conditions precedent to the bridging facility have been waived or fulfilled, being 28 November 2008;
"business day"	any day other than a Saturday, Sunday or official public holiday in South Africa;
"the Capital Raising"	the performance of the specific issue and the claw-back offer to raise a total of R744 million;
"certificated shareholders"	Metorex shareholders who hold Metorex shares represented by a paper share certificate or other physical document(s) of title, which shares have not been surrendered for dematerialisation in terms of the Strate system;
"this circular"	all the documents and annexures contained in this bound circular, dated 5 January 2009, including the form of instruction;
"claw-back offer"	the renounceable claw-back offer by Metorex of 129 461 597 ordinary shares at a subscription price of 200 cents per share in the ratio of 34.94 new ordinary shares for every 100 ordinary shares held at the close of business on Friday, 2 January 2009;

"claw-back participant"	a shareholder entitled to participate in the claw-back offer;
"claw-back shares" or "new Metorex shares" or "new ordinary shares"	the 129 461 597 new ordinary shares which are the subject of the claw-back offer;
"common monetary area"	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
"Coronation"	Coronation Asset Management (Proprietary) Limited (registration number 1993/002807/06);
"CRC"	means Copper Resources Corporation, a company incorporated as an International Business Company and automatically re-registered as a BVI Business Company and existing under the Laws of the British Virgin Islands;
"CSDP"	Central Securities Depository Participant as defined in Section 1 of the SSA;
"dematerialisation"	the process by which certificated shares are converted to an electronic form as uncertificated shares and recorded in the sub-register of shareholders maintained by a CSDP;
"dematerialised shareholders"	Metorex shareholders who hold Metorex shares which have been incorporated into the system operated by Strate and which are no longer evidenced by physical documents of title in terms of the Custody and Administration of Securities Act, 1992;
"directors"	the board of directors of Metorex, whose names are set out in the corporate information section of this circular;
"documents of title"	share certificates and/or certificated transfer deeds and/or balance receipts or any other documents of title in respect of Metorex shares in certificated form;
"DRC"	the Democratic Republic of Congo;
"Exchange Act"	the U.S. Securities Exchange Act of 1934, as amended;
"Exchange Control Regulations"	the Exchange Control Regulations of South Africa;
"emigrants"	former residents of the common monetary area;
"form of instruction" or "form"	a form of instruction in respect of a letter of allocation reflecting the rights of certificated shareholders and on which certificated shareholders are entitled to indicate whether they wish to take up, sell or renounce all or a portion of their rights;
"the IDC"	The Industrial Development Corporation of South Africa Limited;
"IFM"	means International Ferro Metals SA (Pty) Limited (registration number 2002/011936/07), a private company duly incorporated in terms of the laws of South Africa;
"independent reporting accountants" and/or "auditors"	Deloitte & Touche, Registered Auditors;
"JIBAR"	the 1-month Johannesburg Interbank Agreed Rate of interest as calculated by Standard Bank;
"JSE"	JSE Limited, a company duly incorporated and registered with limited liability under the company laws of South Africa, under registration number 2005/022939/06 and licensed as an exchange under the SSA;
"last practicable date"	the last practicable date prior to the finalisation of this circular, being Monday, 1 December 2008;

“letter/s of allocation” or “LA’s”	renounceable (nil paid) letters of allocation to be issued to Metorex shareholders, conferring a right on the holder to subscribe for claw-back shares in terms of the claw-back offer;
“LSE”	the London Stock Exchange Group PLC, a company incorporated with limited liability under the laws of England and Wales, registration number 02075721;
“record date”	Friday, 2 January 2009;
“Registrar”	the Registrar of Companies in South Africa;
“right”	the renounceable right to subscribe for claw-back shares in terms of the claw-back offer;
“Metorex” or “the Company”	Metorex Limited (registration number 1934/005478/06), a public company duly incorporated in terms of the laws of South Africa, the shares of which are listed on the JSE and LSE;
“Metorex group” or “the group”	collectively, Metorex, its subsidiaries and any other company which is controlled or jointly controlled by it and a reference to the group shall embrace a reference to each subsidiary;
“Metorex shareholders” or “shareholders”	registered holders of Metorex shares;
“Metorex shares” or “ordinary shares”	ordinary shares of 10 cents each in the authorised share capital of Metorex;
“Minersa”	Minerales y Productos Derivados, S.A. a privately owned company incorporated in Spain (registration number A/48008502);
“NYSE”	means New York Stock Exchange, the United States national securities exchange owned and operated by NYSE Euronext Incorporated, a corporation organised and existing under the laws of the State of Delaware;
“Pan African Resources”	means Pan African Resources plc, a company incorporated in the United Kingdom;
“Phoenix Platinum”	means Phoenix Platinum Mining (Proprietary) Ltd (registration number 2006/023689/07), a private company duly incorporated in terms of the laws of South Africa;
“PIC”	the Public Investment Corporation Limited (registration number 2005/009094/06);
“Ruashi” or “Ruashi Project”	Ruashi Mining sprl, owned 80% by Ruashi Holdings (Proprietary) Limited (a wholly-owned subsidiary of Metorex), is Metorex’s operating copper and cobalt company in the DRC;
“SA” or “South Africa” or “RSA”	the Republic of South Africa;
“Sable Zinc”	means Sable Zinc Kabwe Limited a company duly incorporated in terms of the laws of Zambia;
“SARS”	the South African Revenue Services;
“Securities Act”	the US Securities Act of 1933, as amended;
“SENS”	the Securities Exchange News Service of the JSE;
“Shanduka Resources”	means Shanduka Resources (Proprietary) Limited (registration number 2002/017835/07) (formerly MCI Resources (Proprietary) Limited), a private company duly incorporated in terms of the laws of South Africa;

“specific issue”	the specific issue of 242 538 403 ordinary Metorex shares for cash at the subscription price to the subscribers;
“Sponsor”	Barnard Jacobs Mellet Corporate Finance (Proprietary) Limited (registration number 2006/033725/07);
“SSA”	the Securities Services Act, 2004 (Act 36 of 2004), as amended;
“Standard Bank”	The Standard Bank of South Africa Limited (registration number: 1962/000738/06), a subsidiary of Standard Bank Group Limited;
“Stanlib”	Stanlib Asset Management Limited (registration number 1969/0027553/06);
“Strate”	Strate Limited (registration number 1998/022242/06), a public company duly incorporated in accordance with the laws of South Africa and a registered CSDP responsible for the electronic custody and settlement system used by the JSE;
“subscribers”	the subscribers to the claw-back offer under the terms and conditions of the subscription agreements who are detailed in Annexure 6 to this circular;
“subscription agreements”	the legal agreements in terms of which subscribers subscribed for the shares which are to be offered in terms of the claw-back offer to Metorex shareholders;
“subscription price”	the price paid for the claw-back shares by the subscribers in terms of the subscription agreement being an amount of 200 cents per Metorex ordinary share;
“transfer secretaries”	Link Market Services South Africa (Proprietary) Limited (registration number 2000/007239/07), a private company duly incorporated in terms of the laws of South Africa;
“Umnotho”	means Umnotho weSizwe Investment Holdings (Proprietary) Limited (registration number 1997/014260/07), a private company duly incorporated in terms of the laws of South Africa;
“USD”	is the American dollar, the official currency of the United States of America;
“VAT”	Value-added tax levied in terms of the Value-added Tax Act, 1991 (Act 89 of 1991), as amended from time to time;
“Vergenoeg Mine” or “Vergenoeg”	means Vergenoeg Mining Company (Proprietary) Limited (registration number 1951/004241/07), a public company duly incorporated in terms of the laws of South Africa;
“VWAP”	is the volume weighted average price;
“Wakefield Investments” or “Wakefield”	means Wakefield Investments (Proprietary) Limited (registration number 1990/002122/07), a private company duly incorporated in terms of the laws of South Africa; and
“ZAR” or “Rand” or “R”	South African Rand.

ACTION REQUIRED BY SHAREHOLDERS

This circular is important and it requires your immediate attention. The enclosed form of instruction applies to South African certificated shareholders only. The letter of allocation to which the form of instruction relates is negotiable and can be dealt in on the JSE.

Shareholders are referred to paragraph 5 of this circular, which sets out the procedures to be followed by shareholders in relation to the claw-back offer.

1. SHAREHOLDERS RECORDED ON METOREX'S SHARE REGISTER IN SOUTH AFRICA WHO HAVE DEMATERIALISED THEIR SHARES:

- 1.1** you will **not** receive a printed form of instruction.
- 1.2** your CSDP or broker will credit your account with the number of rights to which you are entitled.
- 1.3** your CSDP or broker will contact you to ascertain:
- whether or not you wish to follow your rights in terms of the claw-back offer and in respect of how many claw-back shares; or
 - if you do not wish to follow all or any of your rights:
 - whether you wish to sell your rights and how many rights you wish to sell; or
 - whether you wish to renounce your rights and how many rights you wish to renounce and the details of the renounee.
- 1.4** If you are not contacted, you should contact your CSDP or broker and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they are obliged to act in terms of the agreement entered into between you and your CSDP or broker.

Metorex does not take responsibility and will not be held liable for any failure on the part of any CSDP or broker to notify shareholders of the claw-back offer and/or to obtain instructions from shareholders as to whether to subscribe for the right shares and/or to sell the rights allocated and any and all such liability is hereby expressly excluded.

2. IF SHAREHOLDERS RECORDED ON METOREX'S SHARE REGISTER IN SOUTH AFRICA WHO HAVE NOT DEMATERIALISED THEIR METOREX SHARES:

If you wish to subscribe for the claw-back shares allocated to you, you must complete the enclosed form of instruction in accordance with the instructions contained therein and lodge it, together with payment for the amount due, with the transfer secretaries by 12:00 on Friday, 16 January 2009.

If you do not wish to subscribe for all or some of the claw-back shares allocated to you, as reflected in the form of instruction, you may sell or renounce or lapse your rights. In such event, you must complete the relevant section of the form of instruction and return it to the transfer secretaries to be received by no later than 12:00 on Friday, 9 January 2009 if you wish to sell your rights or by no later than 12:00 on Friday, 16 January 2009 if you wish to renounce your rights.

3. IF YOU HAVE DISPOSED OF YOUR SHARES:

If you have disposed of all your Metorex shares, please forward this circular to the purchaser of such shares or to the broker, CSDP or agent through whom the disposal was effected.

If you are in any doubt as to what action to take, consult your CSDP, broker, attorney, banker or other professional advisor immediately.



METOREX LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1934/005478/06)

JSE code: MTX JSE code for LA's: MTXN

ISIN: ZAE000022745 ISIN for LA's: ZAE000129706

Directors

A S Malone* (*Chairman*), C D S Needham* (*Chief Executive Officer*), M Smith* (*Alternate Director*), K C Spencer* (*Operations Director*), E W Legg*, A Barrenechea, G A Forrest, A J Laughland, R G Still
* *Executive*

CIRCULAR TO METOREX SHAREHOLDERS

A. THE CLAW-BACK OFFER

1. INTRODUCTION

Shareholders were advised by way of an announcement dated 27 November 2008 that in terms of a claw-back offer, 129 461 597 ordinary shares of 10 cents each in the issued share capital of Metorex will be issued at a subscription price of 200 cents per share to raise R258 923 194. Metorex has entered into a subscription agreement in terms of which the subscribers have subscribed for all the claw-back shares offered in terms of the claw-back offer.

The enclosed form of instruction in respect of the letter of allocation contains details of the rights to which certificated shareholders are entitled, as well as the procedures for acceptance, sale or renunciation of the claw-back shares. Dematerialised shareholders will be advised of the rights to which they are entitled as well as the procedure for acceptance, sale or renunciation of the claw-back offer by their CSDP or broker.

The JSE has approved the listing of the letters of allocation in respect of the claw-back shares from the commencement of trade on Wednesday, 24 December 2008 to the close of trade on Friday, 16 January 2009.

The JSE has approved the listing of the claw-back shares from the commencement of trade on Monday, 19 January 2009.

Shareholders recorded in the register at the close of business on Friday, 2 January 2009 will receive rights to subscribe for claw-back shares in terms of the claw-back offer on the basis of 34.94 claw-back shares for every 100 Metorex shares held at a subscription price of 200 cents per claw-back share.

The claw-back shares, upon their issue, will rank *pari passu* in all respects with the Metorex shares currently in issue.

2. PURPOSE OF THE CLAW-BACK OFFER

Metorex's liquidity position has been adversely affected by a number of factors that were exacerbated by the recent decline in metal prices.

These factors include, *inter alia*:

- delays experienced in the commissioning and production ramp-up of the Ruashi Project undertaken by Metorex and its affiliates in the DRC;

- additional capital expenditure overruns on the Ruashi Project;
- further funding requirements arising from Metorex's controlling interest in CRC; and
- the requirement to reinvest the copper hedge book profits from the Ruashi Project into an extended hedgebook in order to maintain sound funding principles in the light of recent metal price volatility and weakness.

At the end of October 2008, the Metorex Group had long-term and medium-term debt commitments totalling approximately R2.392 billion ("Metorex Group Debt"), comprising the following:

- R1.965 billion in respect of Standard Bank, Export Credit Insurance Corporation Limited and other lenders' project finance facility pertaining to the Ruashi Project ("the Ruashi Debt");
- R386 million in respect of the Chibuluma mining operation; and
- R41 million in respect of other Metorex Group operations.

The repayment periods of the Metorex Group Debt vary from 42 months to 60 months and the debt is mainly US Dollar denominated.

The recent weakening of the exchange rate further increased Metorex's debt exposure (expressed in South African Rands).

The Board appointed Barnard Jacobs Mellet Corporate Finance (Proprietary) Limited to assist the Company in co-ordinating a suitable debt and capital restructuring programme to address the Company's immediate liquidity requirements and to ensure that Metorex is adequately capitalised over the medium term ("the Capital and Debt Restructuring Programme").

Metorex has entered into various agreements that, subject to the fulfilment of the conditions detailed in this announcement, will result in a R3 billion Capital and Debt Restructuring Programme, the salient features of which are:

- a fresh equity capital injection of R744 million;
- the bridging facility of R300 million;
- a term loan facility (which converts from the bridging facility) being an amount after the set-off as described below;
- a restructuring of the approximately R2 billion Ruashi Debt, as well as the accompanying repayment terms with Standard Bank; and
- a waiver by Standard Bank of certain of its rights in terms of the agreements pertaining to the Ruashi Debt in order to allow the successful implementation of the Capital Raising and the above mentioned other agreements.

As a result of commissioning delays and capital cost escalations, Metorex requires additional capital for the completion of its Ruashi projects in the DRC as well as to provide funding for CRC's operations.

Ruashi produces copper and cobalt and is located near Lubumbashi in the Katanga province of the DRC. Ruashi has the rights to process the ore stockpiles on Ruashi and Etoile and the rights to exploit the Ruashi orebody. Cold commissioning of the Phase I concentrator commenced in June 2006 and the first ore feed to the plant occurred during July 2006. Following a 12-month production build-up the Ruashi Phase I concentrator has achieved production of copper and cobalt concentrate containing approximately 10 000 tons of copper and 500 tons to 1 000 tons of cobalt during the year ended 30 June 2008. The concentrator will be shut down once the Phase II plant is ready to receive supply.

Metorex requires additional capital for the completion of commissioning and the ramp-up to full production of Ruashi. The additional funding requirement arose principally from the following:

- application of the Ruashi hedgebook profits to an extended hedgebook;
- increases in the scope and extent of the Ruashi Project from the original feasibility study (which study was completed in 2006);
- unexpected commissioning delays during September, October and November 2008 following pumps, valves and piping design flaws, resulting in the loss of anticipated revenue and cash flow from the project;

- delays in the completion of the cobalt circuit;
- inflation-related capital cost escalations during the construction and commissioning phases, particularly in relation to stainless steel, cement and diesel prices; and
- further capital and social investment cost overruns.

Metorex estimates that it requires approximately R700 million of additional funding to ensure completion and ramp-up to full production of the Ruashi Project. The Capital Raising and, preceding full implementation thereof, the bridging facility, will be applied principally towards the funding requirements relating to the Ruashi Project. The Board is confident that the Ruashi Project, once at design capacity, should produce copper at the lower end of the global copper cost curve, net of cobalt credits.

The construction of Ruashi is currently 85 percent to 95 percent complete and an estimated 78 percent of the required cash for the completion of the project has been outlaid as at the last practicable date.

In view of:

- the existing level of Ruashi Debt;
- the existing level of Metorex Group Debt; and
- the current global economic climate (including metal price volatility),

the Board agreed that new equity capital was required to capitalise Metorex appropriately in the medium-term, thus necessitating the Capital Raising. Standard Bank agreed to provide the bridging facility (as more fully set out in paragraph 4 below) to allow Metorex to implement the Capital Raising exercise.

Metorex is acutely aware of the recent volatility and weakness in metal prices and the potential funding implication thereof on its other operations. At present, its principal non-copper key operations, being Vergenoeg and Barberton are operating in line with expectations, and are generating significant cash flows.

Notwithstanding the above, Metorex considered it prudent to raise sufficient capital to withstand anticipated metal price weakness and other market forces that could impact the Metorex Group's cash flow position in the foreseeable future.

3. SPECIFIC ISSUE

In order for Metorex to raise the capital required to complete the projects detailed in 2 above, a second tranche of capital totalling 485 076 806 is required to be raised. This is to be raised through a specific issue of 242 538 403 shares for cash to selected investors at the subscription price offered in terms of the claw-back offer. All the subscribers have signed irrevocable undertakings to vote in favour of the specific issue.

Details of the specific issue were set out in an announcement on SENS dated 27 November 2008 and in the circular to shareholders posted on Monday, 1 December 2008.

4. THE BRIDGING FACILITY

Standard Bank has agreed to provide Metorex with the bridging facility in terms of which a maximum amount of R300 million will be extended to Metorex. The facility is to be used by Metorex to cover its working capital requirements and for the purpose of advancing loans to group companies.

There are no outstanding conditions precedent as at the last practicable date.

The salient terms of the bridging facility are as follows:

- an upfront fee equal to 5.0% of the maximum amount of the bridging facility amount being R300 million, payable out of the proceeds of the claw-back offer undertaken by Metorex, shall be paid to Standard Bank within two days of Metorex or its agent receiving the cash proceeds from the claw-back offer;

- interest is payable to Standard Bank at a rate equal to JIBAR plus 7.5% per annum (nominal annual compounded monthly);
- a commitment fee of 3.75% per annum will be charged on any committed but undrawn amount of the bridging facility from the earlier of the bridging facility effective date and the date on which Standard Bank makes any advance to Metorex on account of the bridging facility, and will be payable quarterly in arrears;
- draw down on the facility occurs at Metorex's request and instance; and
- Metorex may cancel the whole or any portion of the undrawn amount of the bridging facility by providing notice in writing to Standard Bank not less than 10 business days, in respect of which cancelled portion of the bridging facility Metorex shall not be liable for any penalties or commitment or other fees.

Subsequent to implementation of the Capital Raising, the outstanding balance on the bridging facility will convert into a term loan facility, the salient terms and conditions of which are similar to the bridging facility, save for the fact that no upfront or facility fee will be payable. Once converted, the final repayment date of the balance of the term loan facility, subject to certain conditions, will be 30 November 2009.

The equity contribution from Standard Bank arising from its participation in the specific issue shall be settled by means of set off against the outstanding balance of the bridging facility at the time of the specific issue. To the extent that the outstanding balance of the bridging facility is less than the amount of Standard Bank's equity subscription, the balance of the subscription will be settled in cash.

Standard Bank's equity contribution amounts to R122 million and, assuming the full bridging facility is drawn down at the time of the specific issue, the bridging facility will convert into a term loan facility with a facility amount of R178 million.

5. TERMS OF THE CLAW-BACK OFFER

5.1 Particulars of the claw-back offer

Metorex hereby offers for subscription a total of 129 461 597 claw-back shares at an issue price of 200 cents per claw-back share in the ratio of 34.94 claw-back shares for every 100 Metorex shares held by Metorex shareholders at the close of business on Friday, 2 January 2009. The claw-back offer is being performed in terms of the resolution placing the unissued share capital of the Company under the control of the directors which was passed by the requisite majority of shareholders at the last annual general meeting of shareholders on 16 January 2008.

The subscription price is payable in rand, in full, by holders of certificated shares on acceptance of the claw-back offer. CSDPs will make payment to Metorex on a delivery versus payment basis in respect of holders of dematerialised Metorex shares who have accepted the claw-back offer. Holders of dematerialised shares who wish to accept the claw-back offer should ensure that the necessary funds are deposited with the relevant CSDP.

Metorex shareholders recorded in the South African register at the close of business on Friday, 2 January 2009, or renounees in terms of the claw-back offer, will be entitled to participate in the claw-back offer.

The letters of allocation may only be traded in dematerialised form and accordingly Metorex has issued all letters of allocation in dematerialised form. The electronic record of certificated shareholders is being maintained by the transfer secretaries and this has made it possible for the holders of certificated shares to enjoy similar rights and opportunities as holders of dematerialised shares in respect of the letters of allocation.

This circular and the letter of allocation shall be governed by and be subject to the laws of South Africa.

5.2 Commitments from the subscribers

In terms of the subscription agreements, the subscribers have agreed to subscribe for 129 461 597 new Metorex shares for a consideration of 200 cents per share. Metorex shareholders will have the right to acquire their *pro rata* portion of the new Metorex shares upon the terms set out in this circular.

The claw-back offer has accordingly been fully subscribed for and the proceeds have been duly received by the Company. The Company's CSDP has been provided with the claw-back share subscription schedule as follows:

Subscriber	Shareholding prior to the claw-back subscription	Percentage shareholding prior to the claw-back subscription	Number of shares subscribed for in terms of the claw-back subscription agreements	Percentage shareholding after the claw-back subscription
Allan Gray	10 659 665	2.88	8 804 738	3.89
Coronation	27 644 798	7.46	20 544 389	9.64
IDC	12 669 721	3.42	12 669 721	5.07
Minersa	55 933 753	15.10	42 832 630	19.75
PIC	22 666 003	6.12	8 804 183	6.29
Beankin	478 403	0.13	11 739 651	2.44
Stanlib	19 717 895	5.32	24 066 285	8.76
	149 770 238	40.42	129 461 597	55.85

Details of the subscribers are set out in Annexure 6.

5.3 Opening and closing dates of the claw-back offer

The claw-back offer will open at 09:00 on Monday, 5 January 2009 and will close at 12:00 on Friday, 23 January 2009.

5.4 Entitlement

Metorex shareholders will be granted the right to subscribe for 34.94 claw-back shares for every 100 Metorex shares held at the close of business on Friday, 2 January 2009. Metorex shareholders are referred to the table of entitlements set out in Annexure 3 hereto. The allocation of claw-back shares will be such that only whole numbers of claw-back shares will be issued and shareholders will be entitled to rounded numbers of claw-back shares. Fractional entitlements of 0.5 or greater will be rounded up and less than 0.5 will be rounded down.

5.4.1 Certificated shareholders will have their rights credited to a custody account in electronic form, which will be administered by Link Market Services South Africa (Proprietary) Limited on their behalf. The enclosed form of instruction reflects the number of claw-back shares for which the certificated shareholder is entitled to subscribe. The procedure that the shareholder should follow for the acceptance, sale or renunciation of his rights is reflected in the form of instruction.

5.4.2 Dematerialised shareholders will have their rights to the claw-back shares to which they are entitled to subscribe, credited to their custody accounts by their appointed CSDP or broker in electronic form. The CSDP or broker will advise the dematerialised shareholders of the procedures they need to follow for the acceptance, sale or renunciation of rights.

5.4.3 The letters of allocation to which the form of instruction relates are negotiable and can be traded on the JSE.

5.5 Excess applications

Metorex shareholders may not apply for claw-back shares in excess of those allocated to them in terms of the claw-back offer.

5.6 JSE listings

The JSE has granted listings for the letters of allocation and claw-back shares as follows:

- letters of allocation in respect of 129 461 597 claw-back shares will be listed from the commencement of trade on Wednesday, 24 December 2008 to the close of trade on Friday, 23 January 2009, both days inclusive; and
- 129 461 597 claw-back shares will be listed with effect from the commencement of business on Monday, 19 January 2009.

6. PROCEDURE FOR ACCEPTANCE, RENUNCIATION AND SALE OF CLAW-BACK

6.1 Certificated shareholders

6.1.1 Acceptance

Full details of the procedure for acceptance of the claw-back offer by certificated shareholders are contained in the form of instruction enclosed with this circular. It should be noted that:

- 6.1.1.1 acceptances are irrevocable and may not be withdrawn;
- 6.1.1.2 acceptances may be made only by means of the form of instruction;
- 6.1.1.3 any instruction to sell or renounce the claw-back shares may only be made by means of the form of instruction;
- 6.1.1.4 the properly completed form of instruction and a banker's draft or cheque in ZAR crossed "not transferable" and "or bearer" deleted made payable to "**Metorex Limited - Claw-back offer**" in payment of the subscription price payable for the relevant claw-back shares must be received by the transfer secretaries at either of the addresses referred to in paragraph 6.1.3.2 by no later than 12:00 on Friday, 23 January 2009. No late postal acceptances will be accepted;
- 6.1.1.5 the form of instruction to take up the rights in question will be regarded as complete only when the cheque or banker's draft has been cleared for payment;
- 6.1.1.6 such payment will constitute an irrevocable acceptance of the claw-back offer upon the terms and conditions set out in this circular and in the form of instruction once the banker's draft or cheque has been cleared for payment; and
- 6.1.1.7 if any form of instruction is not received as set out above, the claw-back offer will be deemed to have been declined and the right to subscribe for the claw-back shares in terms of the form of instruction will lapse regardless of who holds it.

6.1.2 Renunciation or sale of rights

- 6.1.2.1 Metorex has issued all letters of allocation in dematerialised form and the electronic record for certificated shareholders is being maintained by the transfer secretaries. This has made it possible for certificated shareholders to enjoy the same rights and opportunities as dematerialised shareholders.
- 6.1.2.2 Certificated shareholders not wishing to subscribe for all, or some of the claw-back shares allocated to them as reflected in the form of instruction, may sell or renounce or lapse their claw-back shares.

- 6.1.2.3 In addition, certificated shareholders who wish to sell the claw-back shares allocated to them as reflected in the form of instruction, must complete the relevant section of the form of instruction and return it to the transfer secretaries in accordance with the instructions contained therein, to be received by no later than 12:00 on Friday, 16 January 2009.
- 6.1.2.4 The transfer secretaries will endeavour to procure the sale of the rights on the JSE on behalf of such certificated shareholders and will remit the proceeds in accordance with the payment instructions reflected in the form of instruction, net of brokerage charges and associated expenses. Neither the transfer secretaries nor the Company nor any broker appointed by either of them will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales, the price obtained or any failure to sell such rights. References in this paragraph to a certificated shareholder include references to the person or persons executing the form of instruction and any person or persons on whose behalf such person or persons executing the form of instruction is/are acting and in the event of more than one person executing the form of instruction, the provisions of this paragraph shall apply to them, jointly and severally.
- 6.1.2.5 Certificated shareholders who do not wish to sell the claw-back shares allocated to them as reflected in the form of instruction, and who do not wish to subscribe for claw-back shares offered in terms of the form of instruction but who wish to renounce their rights, should complete the relevant section of the form of instruction and return it to the transfer secretaries in accordance with the instructions contained therein.
- 6.1.2.6 Certificated shareholders who wish to subscribe for only a portion of the claw-back shares allocated to them must indicate on the form of instruction the number of claw-back shares for which they wish to subscribe.
- 6.1.2.7 Certificated shareholders wishing to sell their claw-back shares will be liable to pay a cost of R60.00 plus taxes and costs.

6.1.3 **Payment**

6.1.3.1 **Currency**

The amount due on acceptance of the claw-back offer is payable in ZAR.

6.1.3.2 **Payment terms**

A banker's draft drawn on a registered bank or a cheque drawn on a South African bank (each of which should be crossed and marked "not transferable" and, in the case of a cheque, with the words "or bearer" deleted) in favour of "**Metorex Limited - Claw-back offer**" in respect of the amount due, together with a properly completed form of instruction, must be lodged by certificated shareholders and/or their renounees by no later than 12:00 on Friday, 23 January 2009 in accordance with the instructions contained in the form of instruction and clearly marked "**Metorex - Claw-back Offer**": Metorex shareholders wishing to use electronic payment methods must contact the transfer secretaries (telephone number 0861 546572) in order to obtain the relevant details.

By hand to:

Link Market Services South Africa (Proprietary) Limited
11 Diagonal Street
Johannesburg, 2001

or sent by post, at the risk of the shareholder or renounee concerned, to:

Link Market Services South Africa (Proprietary) Limited
PO Box 4844
Johannesburg, 2000

All cheques or banker's drafts received by the transfer secretaries will be deposited immediately for payment. In the event that any cheque or banker's draft is dishonoured, Metorex, in its sole discretion, may treat the relevant acceptance as void or may tender delivery of the relevant claw-back shares to which it relates against payment in cash of the subscription price for such claw-back shares. Payments received in respect of an application which is rejected or otherwise treated as void by Metorex, or which is otherwise not validly received in accordance with the terms stipulated in this paragraph, will be posted by ordinary post (without interest) by way of a cheque drawn in ZAR to the applicant concerned, at the applicant's risk on or about Friday, 23 January 2009. If the applicant concerned is not a Metorex shareholder and gives no address in the form of instruction, then the relevant refund will be held by Metorex until collected by the applicant.

6.1.3.3 Metorex share certificates

Where applicable, share certificates in respect of claw-back shares will be posted, by registered post, by the transfer secretaries, at the risk of the certificated shareholders concerned, on or about Monday, 26 January 2009. As Metorex uses the "certificated transfer deeds and other temporary documents of title" procedure approved by the JSE, only "block" certificates will be issued in respect of claw-back shares.

Certificated shareholders receiving claw-back shares in certificated format must note that such shares cannot trade on the JSE until they have been dematerialised. This could take between one and ten days.

6.2 Dematerialised shareholders

6.2.1 Acceptance, renunciation or sale of rights

6.2.1.1 The CSDPs or brokers appointed by dematerialised shareholders should contact them to ascertain:

- whether they wish to follow their rights in terms of the claw-back offer (in which case CSDPs effect payment on a delivery versus payment basis) or renounce their rights and in respect of how many claw-back shares;
- if they do not wish to follow all or any of their rights, whether they wish to sell their rights and how many rights they wish to sell.

If you are not contacted, you should contact your CSDP or broker and furnish them with your instruction. Should a CSDP or broker not obtain instructions from a dematerialised shareholder, they are obliged to act in terms of the mandate granted to them by such dematerialised shareholder, or if the mandate is silent in this regard, not to accept the rights on behalf of such shareholder.

6.2.2 Payment

Your CSDP or broker will effect payment directly on your behalf in respect of rights followed, in ZAR, on Monday, 26 January 2009 on a delivery versus payment basis.

6.2.3 Claw-back shares

Dematerialised shareholders will have their accounts credited with the claw-back shares subscribed for in terms of the claw-back offer, on Monday, 26 January 2009.

7. SUBSCRIBERS

Metorex entered into subscription agreements with the subscribers in terms of which the subscribers have agreed to fully subscribe for the claw-back shares in terms of the claw-back offer.

7.1 Liquidity fee

In consideration for the subscribers agreeing to subscribe for the claw-back shares and paying the subscription price, Metorex shall pay to the subscribers a liquidity fee equal to 5% (five percent) of the total value subscribed for in terms of the claw-back offer.

7.2 Suspensive conditions

As at the last practicable date all the suspensive conditions of the subscription agreements were fulfilled.

7.3 Irrevocable undertakings

In terms of the subscription agreements the subscribers have provided Metorex with irrevocable undertakings stating that they will vote in favour of the increase in authorised share capital and the specific issues of cash for the purpose of repaying the bridging facility provided by Standard Bank.

The general meeting wherein the approval of the increase in authorised share capital and the specific issue of the shares for cash was tabled before shareholders on 23 December 2008.

8. FINANCIAL EFFECTS OF THE CLAW-BACK OFFER

The table below sets out the unaudited *pro forma* financial effects of the claw-back offer based on the Company's audited results for the year ended 30 June 2008 and are presented in a manner consistent with the format and accounting policies adopted by Metorex. The unaudited *pro forma* financial effects are presented for illustrative purposes only and because of their nature may not give a fair reflection of the Company's financial position after the claw-back offer and specific issue. It has been assumed for purposes of the *pro forma* financial effects that the claw-back offer took place with effect from 30 June 2008 for balance sheet purposes and 1 July 2007 for income statement purposes. These *pro forma* financial effects are the responsibility of the directors of Metorex.

The *pro forma* consolidated balance sheet and income statement of Metorex is set out in Annexure 1 to this circular.

The independent reporting accountants' report on the *pro forma* financial information is set out in Annexure 2 to this circular.

	Before (cents)	After the specific Issue (cents)	Move- ment (%)	After the bridging facility (cents)	Move- ment (%)	After the claw back offer (cents)	Move- ment (%)	Total move- ment (%)
Net asset value per share ¹	934.60	641.10	(31.4)	638.60	(0.4)	559.20	(12.4)	(40.2)
Net tangible asset value per share ¹	871.40	603.00	(31.0)	600.50	(0.4)	527.70	(12.1)	(39.4)
Earnings per share ²	159.40	93.90	(41.1)	86.10	(8.3)	70.60	(18.0)	(55.7)
Diluted earnings per share ³	156.50	92.90	(41.0)	85.10	(8.4)	69.90	(17.9)	(55.3)
Headline earnings per share ⁴	131.70	77.60	(41.1)	69.70	(10.2)	57.20	(17.9)	(56.6)
Diluted headline earnings per share ⁵	129.30	76.80	(41.0)	69.00	(10.2)	56.70	(17.8)	(56.1)
Weighted average number of shares in issue ('000) ⁶	347 797	590 335	70.0	590 335	-	719 797	21.9	107.0
Weighted average diluted number of shares in issue ('000) ⁷	354 447	596 985	68.4	596 985	-	726 447	21.7	105.0
Number of shares in issue ('000) ⁸	369 173	611 711	66.0	611 711	-	741 173	21.2	100.8

Notes:

- (1) Net asset value per share is computed by dividing total equity by the number of shares in issue. Net tangible asset value per share is computed by dividing total equity (excluding intangible assets) by the number of shares in issue.
- (2) Earnings per share is computed by dividing net profit attributable to equity holders of parent by the weighted average number of shares in issue.
- (3) The diluted earnings per share is computed by dividing net earnings attributable to the equity holders of parent by the weighted average diluted number of shares in issue.
- (4) Headline earnings removes items of a capital nature and earnings in respect of discontinued operations from the calculation of earnings per share. Headline earnings per share is computed by dividing headline earnings by the weighted average number of shares in issue.
- (5) The diluted headline earnings per share is computed by dividing net headline earnings attributable to the equity holders of parent by the weighted average diluted number of shares in issue.
- (6) The weighted average number of Metorex shares in issue was 347.797 million for the year ended 30 June 2008 and as a result of the issuance of 242.538 million and 129.462 million Metorex Shares in respect of the specific issue and the claw-back offer, respectively, the weighted average number of Metorex shares in issue for that period would have been 590.335 million and 719.797 million shares after the specific issue and claw-back offer, respectively.
- (7) The weighted average diluted number of Metorex shares in issue for the year ended 30 June 2008 does assume the effect of 6.65 million shares issuable upon the exercise of the share incentive options.
- (8) The number of Metorex shares in issue as at 30 June 2008 was 369.173 million and, as a result of the issues of shares, the number of Metorex shares in issue as at that date would have been 611.711 million and 741.173 million after the specific issue and claw-back offer, respectively.
- (9) Estimated issue and related issue expenses comprise the following (a detailed break-down of these expenses is provided in paragraph 17 of this circular):

Description	Specific issue (R)	Claw-back offer (R)
Placement fees	12 126 920	6 473 080
Liquidity fee	–	12 946 160
Legal fees	1 000 000	1 000 000
Other costs	593 000	438 000
	13 719 920	20 857 240

- (10) The following costs in respect of the bridging facility were taken into account:

Description	Pro forma income statement (R)	Pro forma balance sheet (R)
Facility fee	15 000 000	15 000 000
Interest expense*	33 483 900	–
	48 483 900	15 000 000

* Assuming an amount of R178 million is drawn down upon inception and remains outstanding for the entire period.

- (11) The issue price per Metorex share was assumed to be R2.00 in respect of the claw-back offer and the specific issue.

INFORMATION ON METOREX

9. NATURE OF BUSINESS AND PROSPECTS

Metorex occupies a unique position within the mining industry of sub-Saharan Africa. Metorex specialises in identifying, turning to profit and managing, mineral deposits. The Company's current activity is in base metals, industrial minerals and gold.

Metorex's basic tenets are:

- partnerships in all its investments; and
- a centralised strategic logic combined with a strong decentralised profit centre concept at operational level, which gives management at the mines the confidence and flexibility to conduct their operations efficiently.

The elements which contribute to the success of Metorex include:

- a natural caution;
- operational leanness;
- minimal overheads;
- rigid cost control;
- strong accountability;
- limited capital expenditure;
- the utilisation of specialist consultants; and
- the quality of the orebody.

The Company has evolved by assembling a portfolio of profitable mining companies with a well-balanced commodity mix and good growth prospects. Metorex has a record of sustained profitability, despite the cyclical nature of commodity prices. The current mining activities are in antimony, cobalt, copper, gold and fluorspar.

Metorex's expertise ranges across the broad spectrum of the mining industry, from prospect selection, ground acquisition, exploration and feasibility studies through operations management and financing, to mine closure.

The directors are of the opinion that with the introduction of the capital to be raised from the claw-back offer and the specific issue that Metorex's Ruashi Project described in paragraph 2 will be completed and enter production shortly. Once fully operational the director's are of the opinion that this project will reap substantive rewards for the Company and its shareholders.

10. SHARE CAPITAL

10.1 Authorised and issued share capital before the claw-back offer

The authorised and issued share capital of Metorex before the claw-back offer, is set out below:

	R'000
<hr/>	
<i>Authorised share capital</i>	
500 000 000 ordinary shares of 10 cents each	50 000
<hr/>	
<i>Issued share capital</i>	
370 538 403 ordinary shares of 10 cents each	37 054
Share premium	2 342 167
<hr/>	
	2 379 221
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10.2 Authorised and issued share capital after the claw-back offer

The authorised and issued share capital of Metorex after the claw-back offer, is set out below:

	R'000
<i>Authorised share capital</i>	
500 000 000 ordinary shares of 10 cents each	50 000
<i>Issued share capital</i>	
500 000 000 ordinary shares of 10 cents each	50 000
Share premium	2 588 144
	2 638 144

10.3 Share price history

A table setting out the share price history of Metorex shares on the JSE is included in this circular as Annexure 4.

11. CORPORATE GOVERNANCE

The Metorex Group endorses the code of corporate governance as set out in the King II Report as well as the Listings Requirements of the JSE. In the opinion of the directors, the Group has complied in all material aspects with the code of King throughout the current financial year.

Metorex' statement in support of the King II Report is set out in Annexure 5 to this circular.

12. INFORMATION RELATING TO THE DIRECTORS

12.1 Details of directors

Details relating to the directors of Metorex and its major subsidiary companies are set out below:

Name of director/ company secretary	Age	Business address	Role within Metorex group and abbreviated curriculum vitae	Term of office
Anthony Simon Malone <i>B.Sc, MBL, Fellow (SAIMM), Pr.Eng (South African)</i>	65	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Chairman Simon, a founding member of Metorex in 1975, is a mining engineer with a business degree. His expertise lies in the identification, evaluation and development of mining projects. Simon's current focus is on the strategic development and positioning of the Company.	Not fixed (rotation every 5 years)
Charles Denby Stockton Needham <i>(South African)</i>	55	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Chief Executive Member of Audit Committee Charles joined Metorex in 1983. His specific expertise lies in the field of financing, financial reporting, management reporting, hedging and company affairs, as well as in-depth knowledge of and experience in the Metorex group operations. As our Chief Executive, Charles is active in the interface between corporate and operational management.	Not fixed (rotation every 5 years)

Name of director/ company secretary	Age	Business address	Role within Metorex group and abbreviated curriculum vitae	Term of office
Keith Cousens Spencer <i>Pr.Eng; B.Sc Eng. (Mining), Fellow (SAIMM) (South African)</i>	59	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Operations Director Chairman of Pan African Resources (Barberton) Responsible for Consolidated Murchison Division Keith is a mining engineer with 34 years of practical mining experience. Keith was Mine Manager and Consulting Engineer to various companies in the Goldfields of SA stable before establishing himself as an independent consultant. Keith joined Metorex in 1999 and was appointed as Operations Director of the Company in September 2001, with responsibility for various operations within the Group. He was appointed to the position of Chairman of Pan African Resources in October 2008 and has taken on the management of Consolidated Murchison, the second gold producing mine in the Metorex stable.	Not fixed (rotation every 5 years)
Edward Legg <i>B.Sc Mining (Wits), MBA (Herriot Watt) Pr.Eng (ECSA), Fellow (SAIMM) (South African)</i>	51	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Executive Director Managing Director of Chibuluma Mines Managing Director of Sable Zinc Kabwe Managing Director of Vergenoeg Mining Company Responsible for the Alfluorco Project. Ed is a mining engineer, who has worked at AngloGold and Anglo Platinum, and has extensive operational and strategic planning experience. Ed was appointed as Executive Director, and as Managing Director of Vergenoeg Mining Company, in February 2005. Ed manages the Aluminium Fluoride Project – an expansion programme of Vergenoeg Mining Company.	Not fixed (rotation every 5 years)
Maritz Smith <i>CA(SA) (South African)</i>	32	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Alternate Director Chief Financial Officer Maritz, who is a Chartered Accountant (SA), joined Metorex in 2002 from Deloitte & Touche. He was appointed CFO in 2005, and in this capacity has overall responsibility for the Group's financial affairs and reporting. Maritz was appointed to the Metorex Board as Alternate Director to Charles Needham in November 2007.	n/a

Name of director/ company secretary	Age	Business address	Role within Metorex group and abbreviated curriculum vitae	Term of office
Alberto Barrenechea <i>(Spanish)</i>	64	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Non-executive Director Member of the Remuneration Committee Alberto has 34 years of industry experience and is a Director of the largest producer and consumer of fluorspar in Europe – the Spanish based Minerales Y Productos Derivados. He is also an adviser on plant upgrades and the general metallurgical process of Metorex’s fluorspar mine, Vergenoeg. Alberto joined the Metorex board in May 2002.	Not fixed (rotation every 3 years)
George Arthur Forrest <i>(Belgian)</i>	68	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Non-executive Director George has been chairman and chief executive officer of the Forrest Group of companies, for over 20 years. This is a private group with companies located across Africa, Middle East and Europe, and active across a broad range of sectors including civil works, engineering, cement, trading, mining and refining. In addition, George has been an Honorary Consul for France since 1999; Conseiller au Commerce Exterieur for Belgium since 1999; and is First Vice President of the Federation des Entreprises du Congo. George also currently holds many international decorations and orders from Italy, France, and the DRC amongst others. George joined the Metorex Board in September 2007.	Not fixed (rotation every 3 years)
Alistair John Laughland <i>(British)</i>	60	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Independent Non-executive Director Chairman of the Audit Committee Alistair has extensive experience in banking, specifically in corporate and mining finance. He was a board member of Maranda Mines Limited, and has served as an Independent Non-executive Director of Metorex since 1999.	Not fixed (rotation every 3 years)
Robert George Still <i>BCom (Hons), CA(SA), IMM (South African)</i>	53	Metorex Limited 2nd Floor, Cradock Heights 21 Cradock Avenue Rosebank 2196, South Africa (PO Box 2814, Saxonwold 2132)	Deputy Chairman Chairman of the Remuneration Committee Rob started his career as a chartered accountant, becoming a partner of Ernst & Whinney before leaving in 1986 to co-found the JSE listed	

Name of director/ company secretary	Age	Business address	Role within Metorex group and abbreviated curriculum vitae	Term of office
			exploration and mining company Rhoex Ltd. Since that time Rob has been involved in both the senior and junior sectors of the mining industry worldwide and has held both executive and non-executive director positions in mining and exploration companies listed in South Africa, Australia, Canada and the UK. Rob has participated in the development of several new mining projects including Rhovan, Ticor Titanium, Pangea Goldfields, Southern Mining (Corridor Sands), Great Basin Gold (Burnstone) and Zimbabwe Platinum Mines Ltd. He is currently chairman of Pangea Exploration, a private company active in exploration, mining project development and mining finance. Rob was appointed to the Metorex Board in February 2005 and as Deputy Chairman in November 2007.	Not fixed (rotation every 3 years)

12.2 Directors' remuneration and service contracts

The total aggregate remuneration and benefits paid to the directors of Metorex for the year ended 30 June 2008 were as follows:

Director	Basic salary R'000	Bonuses R'000	Vehicle allow- ances R'000	Company contri- butions R'000	Medical aid R'000	Directors' fees R'000	Total Emolu- ments R'000
Executive							
Mr A Malone	810	224	162	178	-	-	1 374
Mr C Needham	1 812	910	181	232	-	-	3 135
Mr E Legg	1 308	375	123	219	-	-	2 025
Mr K Spencer	1 404	610	141	205	-	-	2 360
Mr M Smith*	473	-	173	142	-	-	788
	5 807	2 119	780	976	-	-	9 682
Non-executive							
Mr A Barrenechea	-	-	-	-	-	143	143
Mr A Laughland	-	-	-	-	-	145	145
Mr R Still	-	-	-	-	-	173	173
Mr G Forrest**	-	-	-	-	-	105	105
	-	-	-	-	-	566	566

* Appointed, effective 1 December 2007.

** Appointed, effective 27 September 2007 and resigned, effective 12 December 2008.

No management, consulting, technical or other fees, directly or indirectly, including payments to management companies have been paid to any directors of the Company. There are no commissions, gains or profit-sharing arrangements payable to any of the directors.

Details of the directors' interests in share options over Metorex shares, with varying strike dates, are provided below:

Director	Total options 1 July 2007	Options granted	Options exercised	Average option price (cents)	Total options 30 June 2008
Mr A Malone	1 000 000	200 000	–	550	1 200 000
Mr C Needham	681 250	350 000	(185 000)	980	846 250
Mr K Spencer	550 000	226 000	–	725	776 000
Mr E Legg	725 000	172 000	(462 500)	910	434 500
Mr M Smith	170 000	272 000	–	1 345	442 000
Mr A Barrenechea	200 000	125 000	–	1 166	325 000
Mr A Laughland	200 000	125 000	–	1 166	325 000
Mr R Still	200 000	125 000	–	1 166	325 000
	3 726 250	1 595 000	(647 500)		4 673 750

At the last practicable date, no payment had been made to any director in the preceding three years in order to induce him to become a director.

Metorex has not made any loans or furnished any security for the benefit of any director or manager or any associate of any director or manager.

No amounts have been paid to third parties *in lieu* of directors' fees.

There will be no variation in the remuneration receivable by any of the directors as a consequence of the claw-back offer.

12.3 Directors' interests in Metorex shares

As at 30 June 2008, the directors' interests in Metorex shares were as follows:

Director	Beneficial		Total	Percentage of total
	Direct	Indirect		
A S Malone	–	15 101 511	15 101 511	4.1
C D S Needham	2 095 086	–	2 095 086	0.6
A Barrenechea	–	1 696 242	1 696 242	0.5
K C Spencer	–	122 500	122 500	0.0
E W Legg	222 000	300 000	522 000	0.1
R G Still	–	478 403	478 403	0.1
	2 317 086	17 698 656	20 015 742	5.4

There has been no change in these interests between the date of the Company's most recent year end and the last practicable date other than the acquisition of 2 646 500 Metorex shares by a company in which Mr A Barrenechea has an indirect beneficial interest.

All the directors of Metorex, at the date of the offer, intend to follow their rights with regards to the shares under their control, with the exception of Mr C Needham who intends to sell his rights.

12.4 Directors' interests in transactions

None of the directors of the Metorex group have any interest in any transaction, direct or indirect, which is material to the business of Metorex and which was effected during the current or immediately preceding financial year or during an earlier financial year that remains in any respect outstanding or unperformed.

13. LITIGATION

To the best of the directors' knowledge, there are no current, pending or threatened legal or arbitration proceedings against Metorex or the Metorex group, which may have or have had a material effect on its financial position during the 12 months preceding the last practicable date.

B. GENERAL

14. EXCHANGE CONTROL REGULATIONS

The following summary is intended only as a guide and is therefore not comprehensive. Metorex shareholders who are in any doubt as to the appropriate course of action to take should consult their professional advisors.

The claw-back shares to be issued pursuant to the claw-back offer are not freely transferable from South Africa and must be dealt with in terms of the South African Exchange Control Regulations.

Metorex shareholders who are not resident in the common monetary area should obtain advice as to whether any governmental and/or other legal consent is required and/or whether any other formality must be observed to follow their rights in terms of the claw-back offer.

Non-residents of the common monetary area

In terms of the Exchange Control Regulations of South Africa and upon specific approval to the South African Reserve Bank, non-residents, excluding former residents of the common monetary area, will be allowed to:

- take up rights allocated to them in terms of the claw-back offer;
- purchase rights on the JSE;
- subscribe for the claw-back shares in terms of the claw-back offer.

provided payment is received through normal banking channels or from a non-resident account.

In respect of Metorex shareholders taking up their rights in terms of the claw-back offer:

- a “non-resident” endorsement will be applied to forms of instruction issued to non-resident certificated shareholders; or
- a “non-resident” annotation will appear in the CSDP or broker’s register for non-resident dematerialised shareholders.

All applications by non-residents for the above purposes must be made through a South African authorised dealer.

Where rights are sold on the JSE on behalf of non-residents, the proceeds of such sale are freely remittable through a South African authorised dealer in foreign exchange.

Emigrants

Where a right in terms of the claw-back offer falls due to an emigrant, which right is based on shares blocked in terms of South African Exchange Control Rulings, then only blocked funds may be used to:

- take up rights allocated to such emigrant in terms of the claw-back offer;
- purchase rights on the JSE;
- subscribe for claw-back shares in terms of the claw-back offer.

All applications by emigrants using blocked Rand for the above purposes must be made through the South African authorised dealer controlling their blocked assets. Metorex share certificates issued pursuant to blocked Rand transactions must be endorsed “non-resident” and placed under the control of the authorised dealer through whom the payment was made.

In respect of Metorex shareholders taking up their rights in terms of the claw-back offer:

- a “non-resident” endorsement will be applied to forms of instruction issued to non-resident certificated shareholders; or
- a “non-resident” annotation will appear in the CSDP or broker’s register for non-resident dematerialised shareholders.

Where rights are sold on the JSE on behalf of emigrants, which rights are based on an investment which is blocked in terms of South African Exchange Control Regulations, the proceeds of such sales will be credited to the blocked Rand accounts of the Metorex shareholders concerned.

Non-resident and emigrant dematerialised shareholders will have all aspects relating to Exchange Control managed by their CSDP or broker.

Investors outside South Africa

The shares have not been and will not be registered for the purposes of the claw-back offer under the securities laws of the United Kingdom, Canada, United States of America or any other country outside South Africa and, accordingly, except as stated below, are not being offered, sold, taken up, re-sold or delivered directly or indirectly to rights recipients with registered addresses outside South Africa. Therefore, this circular is sent to them for information purposes only. In this regard, the approval of the Registrar in terms of section 142(2)(a) of the Companies Act has been obtained. The rights attributable to such rights recipients will, if a premium can be obtained over the expenses of sale, be sold on the JSE, for the benefit of such rights recipients as soon as practicable. However, if the net proceeds of sale in relation to any such rights recipient are less than R5.00, if payment is to be made in Rands or £1.00 if payment is to be made in British Pounds, they will be retained for the benefit of Metorex. The proceeds of such sales, after deducting expenses, will be in Rands if the shareholder is on the South African register and converted into British Pounds in the case of such shareholders on the United Kingdom register. None of the South African or United Kingdom transfer secretaries, any broker appointed by them or Metorex will have any obligation or be responsible for any loss or damage whatsoever in relation to or arising out of the timing of such sales or the remittance of the net proceeds of such sales. No letters of allocation will be sent, therefore, to any rights recipient whose registered address is in the United Kingdom, Canada, the United States or any other country outside South Africa. Payment is expected to take place on or about 23 January 2009.

No application will be made to the Financial Services Authority for the claw-back shares to be admitted to the Official List in the UK and no application will be made to the LSE for the claw-back shares to be admitted to trading on the LSE's main market until the Company has issued a prospectus.

For the purposes of the above, "United States" means the United States of America (including the States and District of Columbia), its territories, its possessions and all areas subject to its jurisdiction and "United States person" means a citizen or resident of the United States, a corporation, partnership or other entity created or organised in or under the laws of the United States and an estate or trust, the income of which is subject to United States Federal Income Taxation regardless of its source.

This document is not a prospectus but comprises an advertisement for the purposes of paragraph 3.3.2 of the United Kingdom prospectus rules made under Part VI of the Financial Services and Markets Act 2000. A prospectus will be published in due course, copies of which will, following publication, be available from Metorex's registered office and from the offices of Beaumont Cornish Limited.

Other areas

Any addressee resident elsewhere, who receives this circular and the attached form of instruction, where applicable, should obtain advice as to whether any governmental and/or legal consents are required and/or any other formality must be observed to enable a subscription to be made in terms of such letter of allocation.

15. TAX CONSEQUENCES

Metorex shareholders are advised to consult their professional advisers regarding the tax consequences of the claw-back offer.

16. JURISDICTION

The distribution of this circular and/or accompanying documents and/or the transfer of the claw-back shares and/or the rights to subscribe for claw-back shares in jurisdictions, other than South Africa, may be restricted by law and failure to comply with any of those restrictions may constitute a violation of the laws of any such jurisdiction. Neither this circular nor any form of instruction may be regarded as an offer in any jurisdiction in which it is illegal to make such an offer. In those circumstances, this circular and any form of instruction are sent for information purposes only.

17. EXPENSES

As at the last practicable date estimated expenses of R20.9 million were provided for in respect of the claw-back offer which will be settled out of the proceeds of the claw-back offer. Details of the expenses (excluding VAT) are set out below:

	R'000
Liquidity fee – Subscribers	12 946
Composite corporate advisory, book-runner and Sponsor fees – Barnard Jacobs Mellet Corporate Finance (Pty) Ltd	6 473
Legal fees – Bowman Gilfillan Inc. and Cliffe Dekker Hofmeyr Inc	1 000
Independent sponsor and independent reporting accountants' fees – Deloitte & Touche	50
Transfer secretaries fees – Link Market Services South Africa (Pty) Ltd	50
Printing costs and related announcements – Ince (Pty) Ltd	100
JSE documentation inspection fees	30
JSE listing fees	108
Contingency for other costs	100
	20 857

No preliminary expenses have been incurred within the three years preceding the date of this circular.

18. REGISTRATION OF DOCUMENTS

A signed copy of this circular, together with a copy of the form of instruction, was registered by the Registrar in terms of section 146A of the Act, on Friday, 28 November 2008 accompanied by:

- the written consents of the sponsor, transfer secretaries, subscriber and independent reporting accountants to act in the capacities stated and to their names being stated and, where applicable, their report, being included in the form and context in which they appear in this circular, which consents had not been withdrawn prior to the lodging of the documents for registration;
- a signed copy of the independent reporting accountants' report on the *pro forma* financial information relating to Metorex;
- copies of all documents required and approved by the JSE, including the subscription agreement and a copy of the letter from the JSE confirming its approval of such documents;
- the exchange control approval for the claw-back offer;
- where applicable, powers of attorney granted by the directors of Metorex; and
- a copy of the form of instruction with respect to the letters of allocation to be issued in relation to the claw-back offer.

19. CONSENTS

Each of Metorex' advisers namely its sponsor, independent sponsor, corporate adviser, book-runner, legal adviser, transfer secretaries, subscribers and the independent reporting accountants and auditors have consented in writing to act in the capacities stated and to their names appearing in this circular and have not withdrawn such consents prior to the issue of this circular.

The independent reporting accountants have given and have not withdrawn their consent to the inclusion of their report in the form and context in which it is included in this circular.

20. SOUTH AFRICAN LAW

All transactions arising from the provisions of this circular and the form of instruction shall be governed by and be construed in accordance with the laws of South Africa.

21. DIRECTORS' RESPONSIBILITY

The directors of Metorex, whose names appear in the "Corporate information" section of this circular, collectively and individually, accept full responsibility for the accuracy of the information given in this circular 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 circular contains all the information required by law and the JSE Listings Requirements.

22. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection during normal business hours at the registered office of Metorex, from the date of issue of this circular, up to and including Monday, 19 January 2009:

- the memoranda and articles of association of Metorex and its subsidiaries;
- the Metorex group audited financial statements for the financial years ended 30 June 2008, 30 June 2007 and 30 June 2006;
- the independent reporting accountants' report on the *pro forma* financial information, the text of which is included in this circular as Annexure 2;
- this circular, signed by or on behalf of the directors and the form of instruction, registered by the Registrar;
- the letters of consent of the sponsor, independent sponsor, corporate adviser, book-runner, legal adviser, transfer secretaries, subscribers and the independent reporting accountants; and
- signed copies of the subscription agreements.

SIGNED AT JOHANNESBURG ON 5 JANUARY 2009 BY MR CHARLES NEEDHAM IN HIS CAPACITY AS A DIRECTOR AND FOR ALL THE DIRECTORS, IN TERMS OF POWERS OF ATTORNEY GRANTED TO THEM BY SUCH DIRECTORS.

CHARLES NEEDHAM
Chief Executive Officer

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

The unaudited *pro forma* consolidated balance sheet and income statement for the year ended 30 June 2008 before and after the claw-back offer and presented in a manner consistent with the format and accounting policies adopted by Metorex, is set out below. The unaudited *pro forma* consolidated balance sheet and income statement is the responsibility of the directors of Metorex and it has been prepared for illustrative purposes only, in order to provide information about the financial position and results of Metorex assuming that the claw-back offer and specific issue had been implemented on 30 June 2008 for balance sheet purposes and 1 July 2007 for income statement purposes. Due to its nature, the *pro forma* financial information may not give a fair reflection of Metorex' financial position and results of operations subsequent to the claw-back offer and specific issue.

The independent reporting accountants' report on the *pro forma* financial effects of the claw-back offer and specific issue is set out in Annexure 2.

Pro forma consolidated income statement

R'000	Metorex year ended 30 June 2008	Specific issue	Pro forma year ended 30 June 2008, after specific issue	Bridging facility	Pro forma year ended 30 June 2008, after bridging facility	Claw-back offer	Note reference	Pro forma year ended 30 June 2008
Gross revenue	2 438 519		2 438 519		2 438 519	–		2 438 519
Realisation costs	(304 581)		(304 581)		(304 581)	–		(304 581)
On-mine revenue	2 133 938		2 133 938	–	2 133 938	–		2 133 938
Cost of production	(1 213 076)		(1 213 076)		(1 213 076)	–		(1 213 076)
Mining profit	920 862		920 862	–	920 862	–		920 862
Other (expenses)/ income	(38 511)		(38 511)		(38 511)	–		(38 511)
Held-for-sale and discontinued operations	(8 859)		(8 859)		(8 859)	–		(8 859)
Reverse acquisition of PAR	157 995		157 995		157 995	–		157 995
Finance income	10 556		10 556		10 556	–		10 556
Finance costs	(10 688)		(10 688)	(48 484)	(59 172)	–	1.1	(59 172)
Profit before taxation	1 031 355		1 031 355	(48 484)	982 871	–		982 871
Taxation	(335 261)		(335 261)	–	(335 261)	–		(335 261)
Profit for the year	696 094	–	696 094	(48 484)	647 610	–		647 610
Attributable to:								
Equity holders of the parent	554 552	–	554 552	(46 473)	508 079			508 079
Minority interest	141 542		141 542	(2 011)	139 531			139 531
Profit for the year	696 094		696 094	(48 484)	647 610	–		647 610

R'000	Metorex year ended 30 June 2008	Specific issue	Pro forma year ended 30 June 2008, after specific issue	Bridging facility	Pro forma year ended 30 June 2008, after bridging facility	Claw- back offer	Note reference	Pro forma year ended 30 June 2008
From continuing and discontinued operations:								
Earnings per share (cents)	159.40		93.90		86.10			70.60
Diluted earnings per share (cents)	156.50		92.90		85.10			69.90
From continuing operations:								
Earnings per share (cents)	159.40		93.90		86.10			70.60
Diluted earnings per share (cents)	156.50		92.90		85.10			69.90
Headline earnings per share is calculated using the following:								
Income attributable to ordinary shareholders	554 552		554 552		508 079			508 079
Profit after tax on reverse acquisition of PAR	(105 220)		(105 220)		(105 220)			(105 220)
Loss on sale of fixed assets, net of tax	31		31		31			31
Impairment reversal, net of tax and minorities								-
Discontinued operations – O'Okiep	8 859		8 859		8 859			8 859
Headline earnings (R'000)	458 222		458 222		411 749	-		411 749
Headline earnings per share (cents)	131.7		77.6		69.7			57.20
Diluted headline earnings per share (cents)	129.3		76.8		69.0			56.70
Weighted average number of shares in issue ('000)	347 797	242 538	590 335	-	590 335	129 462		719 797
Diluted number of shares in issue ('000)	354 447	242 538	596 985	-	596 985	129 462		726 447

Notes:

1. Notes to the adjustments to the *pro forma* consolidated income statement.

1.1 Finance costs

The following costs in respect of the bridging facility were taken into account:

- Facility fee 15 000 000 Based on 5% on the total facility initially available of R300 million.
- Interest expense 33 483 900

R48 483 900

Interest expense is based on an annual interest rate of JIBAR plus 7.5% (nominal annual, compounded monthly) with JIBAR being assumed as 11.0% per annum.

Pro forma consolidated balance sheet

R'000	Metorex year ended 30 June 2008	Specific issue	Pro forma year as at 30 June 2008, after specific issue	Bridging facility	Pro forma year as at 30 June 2008, after bridging facility	Claw-back offer	Note reference	Pro forma year as at 30 June 2008
ASSETS								
Non-current assets								
Property, plant and equipment	3 191 306		3 191 306		3 191 306			3 191 306
Mineral rights	3 286 840		3 286 840		3 286 840			3 286 840
Goodwill	233 104		233 104		233 104			233 104
Investments	3 443		3 443		3 443			3 443
Rehabilitation trust funds	40 962		40 962		40 962			40 962
Deferred tax asset	1 354		1 354		1 354			1 354
	6 757 009		6 757 009	–	6 757 009	–		6 757 009
Current assets								
Inventories	328 096		328 096		328 096			328 096
Trade and other receivables	648 214		648 214		648 214			648 214
Derivative financial instruments	349		349		349			349
Current tax assets	13 900		13 900		13 900			13 900
Bank balances and cash	203 435	451 493	654 928	163 000	817 928	238 066	1.3	1 055 994
	1 193 994	451 493	1 645 487	163 000	1 808 487	238 066		2 046 553
Assets held for sale, net	8 440		8 440		8 440			8 440
Total assets	7 959 443	451 493	8 410 936	163 000	8 573 936	238 066		8 812 002
EQUITY AND LIABILITIES								
Capital and reserves								
Share capital	36 917	24 254	61 171		61 171	12 946	1.1	74 117
Share premium	2 292 746	447 103	2 739 849		2 739 849	225 120	1.1	2 964 969
Hedging and translation reserve	(173 178)		(173 178)		(173 178)			(173 178)
Retained earnings	1 389 089		1 389 089	(15 000)	1 374 089		1.4	1 374 089
Share option equity	26 452		26 452		26 452			26 452
Equity reserve	(121 922)		(121 922)		(121 922)			(121 922)
Equity attributable to equity holders of the parent	3 450 104	471 357	3 921 461	(15 000)	3 906 461	238 066		4 144 527
Minority Interest	683 570		683 570		683 570			683 570
Total equity	4 133 674	471 357	4 605 031	(15 000)	4 590 031	238 066		4 828 097
Non-current liabilities								
Long-term liabilities – interest bearing	1 364 993		1 364 993		1 364 993			1 364 993
Long-term provisions	201 156		201 156		201 156			201 156
Deferred tax liabilities	943 452		943 452		943 452			943 452
Post-retirement medical aid	8 611		8 611		8 611			8 611
	2 518 212	–	2 518 212	–	2 518 212		–	2 518 212

R'000	Metorex year ended 30 June 2008	Specific issue	Pro forma year as at 30 June 2008, after specific issue	Bridging facility	Pro forma year as at 30 June 2008, after bridging facility	Claw-back offer	Note reference	Pro forma year as at 30 June 2008
Current liabilities								
Trade and other payables	593 220		593 220		593 220			593 220
Short-term borrowings – interest bearing	187 982		187 982		178 000	365 982	1.5	365 982
Short-term provisions	44 388		44 388		44 388			44 388
Derivative instruments, net	305 372		305 372		305 372			305 372
Taxation	156 731		156 731	–	156 731			156 731
Bank overdraft	19 864		(19 864)	–	–		1.2	–
	1 307 557	(19 864)	1 287 693		178 000	1 465 693	–	1 465 693
Total equity and liabilities								
	7 959 443	451 493	8 410 936	163 000	8 573 936	238 066		8 812 002
Number of shares in issue								
	369 172 653	242 538 403	611 711 056	–	611 711 056	129 461 597		741 172 653
Net asset value per share (cents)								
	935		641		639			559
Net tangible asset value per share (cents)								
	871		603		601			528

Notes:

1. Notes to the adjustments to the *pro forma* consolidated balance sheet.
 - 1.1 Ordinary share capital and share premium

Specific issue: The increase in the share capital and share premium is due to the share issue proceeds of R485.1 million and the issue and related expenses of R13.7 million.

Claw-back offer: The increase in the share capital and share premium is due to the share issue proceeds of R258.9 million and the issue and related expenses of R20.9 million.
 - 1.2 Bank overdraft

Specific issue: The net proceeds of R471.4 million from the share issue are used to repay the bank overdraft of R19.9 million.
 - 1.3 Bank balances and cash

Specific issue: The remaining proceeds of R451.5 million is after repayment of the bank overdraft.

Bridging facility: Represent the net proceeds in respect of the bridging facility, being the gross proceeds of R178 million less R15 million related expenses.

Claw-back offer: The net proceeds of R238 million is added to bank balances and cash.
 - 1.4 Retained earnings

Bridging facility: The effect of the related costs in respect of the bridging facility.
 - 1.5 Short-term borrowing

Bridging facility: Comprise the gross drawdown amount of R178 million.

General notes:

1. Net asset value per share is computed by dividing total equity by the number of shares in issue. Net tangible asset value per share is computed by dividing total equity (excluding intangible assets) by the number of shares in issue.
2. Earnings per share is computed by dividing net profit attributable to equity holders of parent by the weighted average number of shares in issue.
3. The diluted earnings per share is computed by dividing net earnings attributable to the equity holders of parent by the weighted average diluted number of shares in issue.
4. Headline earnings removes items of a capital nature and earnings in respect of discontinued operations from the calculation of earnings per share. Headline earnings per share is computed by dividing headline earnings by the weighted average number of shares in issue.
5. The diluted headline earnings per share is computed by dividing net headline earnings attributable to the equity holders of parent by the weighted average diluted number of shares in issue.
6. The weighted average number of Metorex shares in issue was 347.797 million for the year ended 30 June 2008 and as a result of the issuance of 242.538 million and 129.462 million Metorex Shares in respect of the specific issue and the claw-back offer, respectively, the weighted average number of Metorex shares in issue for that period would have been 590.335 million and 719.797 million shares after the specific issue and claw-back offer, respectively.

7. The weighted average diluted number of Metorex shares in issue for the year ended 30 June 2008 does assume the effect of 6.65 million shares issuable upon the exercise of the share incentive options.
8. The number of Metorex shares in issue as at 30 June 2008 was 369.173 million and, as a result of the issues of shares, the number of Metorex shares in issue as at that date would have been 611.711 million and 741.173 million after the specific issue and claw-back offer, respectively.
9. Estimated issue and related expenses comprise the following:

Description	Specific issue (R)	Claw back offer (R)
Placement fees	12 126 920	6 473 080
Liquidity fee	–	12 946 160
Legal fees	1 000 000	1 000 000
Other costs	593 000	438 000
	13 719 920	20 857 240

10. The following estimated costs in respect of the bridging facility were taken into account:

Description	Pro forma income statement (R)	Pro forma balance sheet (R)
Facility fee	15 000 000	15 000 000
Interest expense*	33 483 900	–
	48 483 900	15 000 000

* Assuming an amount of R178 million is drawn down upon inception and remains outstanding for the entire period.

11. The issue price per Metorex share was assumed to be R2.00 in respect of the claw back offer and the specific issue.

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

The definitions outlined in the "Definitions" sector, commencing on page 7 of the circular, to which this report relates and of which this report forms part, have been used mutatis mutandis in this report.

"The Directors
Metorex Limited
2nd Floor, Cradock Heights
21 Cradock Avenue
Rosebank 2196

2 December 2008

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANTS' LIMITED ASSURANCE REPORT ON THE PRO FORMA FINANCIAL INFORMATION OF METOREX RELATING TO THE CLAW-BACK OFFER**INTRODUCTION**

We have performed our limited assurance engagement in respect of the *pro forma* financial effects as set out in paragraph 8 and the *pro forma* balance sheet and income statement set out in Annexure 1 ("*pro forma* financial information") to the circular to be dated on or about 5 January 2009 ("the circular") to be issued to Metorex ordinary shareholders in connection with the fully underwritten claw-back offer of 129 461 597 ordinary shares at an issue price of 200 cents per share in the ratio of 34.94 new Metorex shares for every 100 Metorex shares held ("the claw-back offer"), which is the subject of the circular, to which this report is attached.

The *pro forma* financial information has been compiled from the audited annual financial statements of Metorex for the year ended 30 June 2008 and has been prepared in accordance with the JSE Listings Requirements, for illustrative purposes only, to provide information about how the claw-back offer might have affected the reported historical information presented, had the claw-back offer been implemented at the date of the *pro forma* financial information being reported on. Because of their nature, the unaudited *pro forma* financial information may not fairly present the financial position of Metorex.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for the compilation, contents and presentation of the *pro forma* financial information contained in the circular and for the financial information from which they have been prepared. Their responsibility includes determining that:

- the *pro forma* financial information has been properly compiled on the basis stated;
- the basis is consistent with the accounting policies of Metorex;
- the *pro forma* adjustments are appropriate for the purposes of the *pro forma* financial information disclosed in terms of the Listings Requirements.

REPORTING ACCOUNTANTS' RESPONSIBILITY

Our responsibility is to express our limited assurance conclusion on the *pro forma* financial information included in the circular. We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements applicable to Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and the Guide on *Pro Forma* Financial Information issued by SAICA. This standard requires us to obtain sufficient appropriate evidence on which to base our conclusion.

We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the *pro forma* financial information, beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

SOURCES OF INFORMATION AND SCOPE OF WORK PERFORMED

Our procedures consisted primarily of comparing the unadjusted financial information with the source documents, considering the *pro forma* adjustments in light of the accounting policies of Metorex, considering the evidence supporting the *pro forma* adjustments and discussing the adjusted *pro forma* financial information with the directors of Metorex in respect of the claw-back offer.

In arriving at our conclusion, we have relied upon financial information prepared by the directors of Metorex and other information from various public, financial and industry sources.

Whilst our work performed has involved an analysis of the historical published reviewed financial information and other information provided to us, our assurance engagement does not constitute an audit or review of any of the underlying financial information conducted in accordance with International Standards on Auditing or International Standards on Review Engagements and accordingly, we do not express an audit or review opinion.

In a limited assurance engagement, the evidence-gathering procedures are more limited than for a reasonable assurance engagement and therefore less assurance is obtained than in a reasonable assurance engagement. We believe our evidence obtained is sufficient and appropriate to provide a basis for our conclusion.

CONCLUSION

Based on our examination of the evidence obtained, nothing has come to our attention, which causes us to believe that, in terms of paragraphs 8.17 and 8.30 of the Listings Requirements:

- the *pro forma* financial information has not been properly compiled on the basis stated;
- such basis is inconsistent with the accounting policies of Metorex;
- the adjustments are not appropriate for the purposes of the *pro forma* financial information as disclosed.

CONSENT

This report on the *pro forma* financial information relating to the claw-back offer is included in the circular solely for the information of the shareholders of Metorex. We consent to the inclusion of this report on the *pro forma* financial information and the references thereto, in the circular in the form and context in which they appear.

Yours faithfully

Deloitte & Touche
Registered Auditors

Deloitte Place
The Woodlands
Woodlands Drive
Woodlands
2146

Per Ian Marshall
Partner

National Executive: G G Gelink *Chief Executive*, A E Swiegers *Chief Operating Officer*, G M Pinnock *Audit*, D L Kennedy *Tax & Legal and Financial Advisory*, L Geeringh *Consulting*, L Bam *Corporate Finance and Strategy*, Beukman, *Finance*, T J Brown *Clients & Markets*, N T Mtoba *Chairman of the Board*, C R Qually *Deputy Chairman of the Board*.

A full list of partners and directors is available on request"

TABLE OF ENTITLEMENT TO CLAW-BACK SHARES

The rounded number of rights to new shares to which a claw-back participant will become entitled will be as follows:

Number of claw-back Existing Ordinary shares held	Number of claw-back shares to which a claw-back participant is entitled	Number of existing ordinary shares held	Number of claw-back shares to which a claw-back participant is entitled	Number of existing ordinary shares held	Number of claw-back shares to which a claw-back participant is entitled
1	–	35	12	69	24
2	1	36	13	70	24
3	1	37	13	71	25
4	1	38	13	72	25
5	2	39	14	73	26
6	2	40	14	74	26
7	2	41	14	75	26
8	3	42	15	76	27
9	3	43	15	77	27
10	3	44	15	78	27
11	4	45	16	79	28
12	4	46	16	80	28
13	5	47	16	81	28
14	5	48	17	82	29
15	5	49	17	83	29
16	6	50	17	84	29
17	6	51	18	85	30
18	6	52	18	86	30
19	7	53	19	87	30
20	7	54	19	88	31
21	7	55	19	89	31
22	8	56	20	90	31
23	8	57	20	91	32
24	8	58	20	92	32
25	9	59	21	93	32
26	9	60	21	94	33
27	9	61	21	95	33
28	10	62	22	96	34
29	10	63	22	97	34
30	10	64	22	98	34
31	11	65	23	99	35
32	11	66	23	100	35
33	12	67	23		
34	12	68	24		

PRICE HISTORY OF METOREX SHARES ON THE JSE

Day ended

Date	High (Cents)	Low (Cents)	Volume	Value (Rand)
1-Dec-08	235	210	2 371 064	5 141 038
28-Nov-08	290	235	5 595 138	14 326 124
27-Nov-08	414	360	497 745	1 860 357
26-Nov-08	395	354	829 940	3 041 367
25-Nov-08	435	390	748 555	3 048 402
21-Nov-08	410	370	1 002 076	3 751 710
20-Nov-08	400	365	856 679	3 315 013
19-Nov-08	402	330	688 023	2 558 339
18-Nov-08	420	360	369 029	1 481 960
17-Nov-08	490	420	204 195	890 517
14-Nov-08	500	439	1 460 590	6 882 266
13-Nov-08	510	459	254 692	1 209 247
12-Nov-08	560	520	689 545	3 634 825
11-Nov-08	630	535	790 293	4 357 958
10-Nov-08	701	600	1 264 866	8 107 985
7-Nov-08	575	560	234 444	1 340 179
6-Nov-08	610	570	198 769	1 164 642
5-Nov-08	620	590	291 456	1 760 443
4-Nov-08	599	570	717 585	4 181 263
3-Nov-08	599	562	231 176	1 337 559
31-Oct-08	560	520	1 459 064	7 922 359
30-Oct-08	575	510	2 858 788	15 085 469
29-Oct-08	550	484	3 728 073	18 667 876
28-Oct-08	520	465	2 405 750	11 944 031
27-Oct-08	525	408	1 887 019	8 556 651
24-Oct-08	602	495	1 355 396	6 971 456
23-Oct-08	718	620	339 785	2 226 568
22-Oct-08	785	699	341 609	2 510 561
21-Oct-08	850	780	846 060	6 645 809
20-Oct-08	880	780	292 713	2 395 185
17-Oct-08	870	765	383 401	3 013 279
16-Oct-08	900	765	476 373	3 982 319
15-Oct-08	1 039	900	351 808	3 285 565
14-Oct-08	1 100	1 000	1 174 753	12 430 878
13-Oct-08	1 075	900	473 684	4 748 288

Month ended

Date	High (Cents)	Low (Cents)	Volume	Value (Rand)
28-Nov-08	410	370	9 253 418	45 973 906
31-Oct-08	560	520	38 231 699	315 284 694
30-Sep-08	1 340	1 198	32 671 188	468 573 345
29-Aug-08	1 650	1 600	26 094 394	417 346 778
31-Jul-08	1 981	1 887	28 272 974	546 770 886
30-Jun-08	2 330	2 204	19 835 006	449 784 041
30-May-08	2 400	2 231	21 694 650	507 425 819
30-Apr-08	2 384	2 296	33 742 981	741 463 704
31-Mar-08	2 130	2 065	23 583 103	505 581 533
29-Feb-08	1 850	1 800	36 634 019	721 059 297
31-Jan-08	1 922	1 857	27 070 337	503 558 131
31-Dec-07	2 200	2 116	14 491 805	312 275 354
30-Nov-07	2 265	2 180	33 162 733	797 696 274

Quarter ended

Date	High (Cents)	Low (Cents)	Volume	Value (Rand)
28-Sep-07	2 830	2 720	108 336 679	2 676 343 043
29-Jun-07	2 510	2 435	52 510 851	1 301 219 776
30-Mar-07	2 385	2 250	63 357 478	1 179 747 642
29-Dec-06	1 635	1 610	51 227 556	733 020 916
29-Sep-06	1 270	1 245	20 523 170	239 390 447
30-Jun-06	1 150	1 073	36 863 705	374 089 319
31-Mar-06	965	945	33 607 734	270 605 274
30-Dec-05	729	720	25 151 327	160 717 008
30-Sep-05	515	498	18 795 121	83 977 644

Source: **Mcgregor BFA.**

CORPORATE GOVERNANCE

The Metorex Group endorses the code of corporate governance as set out in the King II Report as well as in the Listings Requirements of the JSE. In the opinion of the directors, the Group has complied in all material aspects with the code of King II and JSE throughout the current financial year. In supporting the code, the Board reviews and enhances the Group's systems of internal control and governance on a continual basis to ensure that its business is managed ethically and in conformity with accepted standards of best practice. The directors of Metorex are committed to the principles of fairness, accountability, responsibility and transparency in all their dealings with stakeholders.

CODE OF ETHICS

The Group's code of ethics requires all employees within the Group to act with the utmost good faith and integrity in all transactions and with all stakeholders with whom they interact. It commits Metorex and its employees to sound business practices and compliance with legislation. Metorex is committed to operating in accordance with the highest standards of professional and business ethics by maintaining a Board of directors and management as well as the development of a community of employees with the highest ethical levels.

The Company has developed a code of ethics which complies with sound corporate governance principles, and has the full support of the Board of directors and senior management, as we believe that this is the only way to do business. The Company has also established a method for reporting fraud which is well communicated to all staff and management. Further insight regarding the Company's code of ethics can be obtained via the Metorex website (www.metorexgroup.co.za).

Amongst the principles to which the directors, management and employees dedicate themselves are:

- compliance with legislative and regulatory provisions;
- the protection of human life by following leading-edge safety, health and environmental practices;
- treating all employees and stakeholders with respect;
- not discriminating against any person;
- providing employees with equality of opportunity, based on merit;
- ensuring that the quality of life of stakeholders is maintained by seeking to improve, rather than adversely affect, the environment;
- upholding the integrity of all stakeholders;
- respecting the cultural background of stakeholders;
- avoiding all potential conflicts of interest by being transparent in the declaration of all interests;
- only using Company resources for the benefit of the Company and its shareholders; and
- providing all employees with the opportunity to grow and advance.

THE BOARD

The Board of directors sets overall Group policy, which provides input and makes decisions on matters of strategic importance. The roles of the chairman and chief executive officer are separated to ensure that no one person has unfettered powers.

The main responsibilities of the Board are to:

- determine the Company's purpose and values;
- determine the strategy to achieve its purpose;
- exercise leadership, enterprise, integrity and judgement in directing the Company so as to achieve continuing prosperity for its shareholders;

- ensure that procedures and practices are in place that protect the Company's assets and reputation;
- monitor and evaluate the implementation of strategies, policies, management performance criteria and business plans;
- ensure that the Company complies with all the relevant laws, regulations and codes of best business practice;
- ensure that technology and systems used in the Company are adequate to run the business properly and for it to compete through the efficient use of its assets, processes and human resources;
- identify key risk areas and key performance indicators of the business in order for the Company to generate economic profit, so as to enhance shareholders' value in the long term;
- regularly assess its performance and effectiveness as a whole;
- and that of individual directors, including the CEO; and
- ensure that the Company has developed a succession plan for its executive directors and senior management.

The Board of directors meets quarterly and is responsible for preparing financial statements, monitoring executive management and exercising control over Group activities.

BOARD COMMITTEES

In order to aid and assist the Board and its directors in discharging their duties and responsibilities, specific responsibilities have been allocated to three committees, namely: the Audit Committee, Hedging and Risk Committee, and the Remuneration and Nomination Committee. All the Board committees are chaired by a non-executive director and these committees are free to seek independent, professional advice at the Company's expense if so required.

AUDIT COMMITTEE

Messrs A J Laughland, R G Still and C D S Needham serve as members of the Audit Committee. Three Audit Committee meetings were held during the financial year ended 30 June 2008.

The external and internal auditors have unrestricted access to the committee and representatives of the external auditors attend the committee meetings by invitation.

The principal functions of the committee, as set out in the formal terms of reference, are to review the financial statements and accounting policies, the effectiveness of internal controls and to review and discuss the risks facing the Group and the findings and recommendations of the internal and external auditors. The use of auditors for non-audit services is controlled by the committee.

REMUNERATION AND NOMINATION COMMITTEE

The committee, which comprises Messrs A S Malone, A Barrenechea and R G Still, meets quarterly and reviews directors' and senior management's salaries. This is done by reviewing salaries in the marketplace to ensure that the Company is competitive and offers reward for individual contributions which enhance the performance and achievements of the Group.

The committee also puts recommendations forward with regard to new share option grants in terms of the Group Share Incentive Plan. This is done by reviewing similar trends in the marketplace, assessment of management performance as well as Group and subsidiary performance.

ROTATION AND SELECTION PROCESS OF DIRECTORS

The retirement of directors follows a staggered process, with one-third of the directors retiring at the annual general meeting every three years, and no director serving for more than three years without being re-elected by the members in general meeting. Retiring directors are free to make themselves available for re-election and may, as such, be re-elected at the annual general meeting at which they retire. A summarised curriculum vitae of each retiring director is circulated to shareholders with the notice of annual general meeting, in terms of the Company's articles of association.

The Company in general meeting may also from time to time increase or reduce the number of directors and may also determine in what rotation such increased or reduced number is to go out of office.

Non-executive directors are individuals of calibre and credibility, and have the necessary skill and experience to bring judgement to bear, independent of management, on issues of strategy, performance, resources, transformation, diversity and they also maintain the balance of power between shareholders and management.

All non-executive directors receive remuneration in the form of share options in line with the Company's previous remuneration policies.

INTERNAL AUDIT

The internal audit function is currently performed by Moore Stephens MWM. This function provides management with an independent objective consulting and assurance service that reviews matters relating to control, risk management and corporate governance.

The function's responsibility is to independently assess and appraise the systems of internal control and the policies and procedures of the Group, in order to monitor how adequate and effective they are in ensuring the achievement of organisational objectives, the relevance, reliability and integrity of management and financial information, the safeguarding of assets and compliance with relevant policies, procedures, laws and regulations.

The internal audit function reports directly to the Audit Committee. Bi-annual operational visits are undertaken to each of our operations and the results of these audits are tabled at Audit Committee meetings. A corporate governance review was also conducted by the internal audit function during the financial year.

INFORMATION ON THE SUBSCRIBERS

The following information on the subscribers is disclosed in accordance with the JSE Listings Requirements:

Company name:	Allan Gray
Date of incorporation:	26 January 2005
Place of incorporation:	South Africa
Directors:	G W Fury, D D Govender, M Cooper, S C Marais, I N Mkhize, W B Gray, I S Liddle, T Mhlambiso
Company Secretary:	C Hetherington
Company name:	Coronation
Date of incorporation:	25 May 1993
Place of incorporation:	South Africa
Directors:	J Snalam, A Pillay, H Nelson
Company Secretary:	Y Moodley
Bankers:	Nedbank Limited
Authorised share capital:	250 000 ordinary shares of R1.00 per share
Issued share capital:	250 000 ordinary shares of R1.00 per share
Company name:	IDC
Date of incorporation:	1940
Place of incorporation:	South Africa
Directors:	W Y N Luhabe, G M Qhena, G S Gouws, F A du Plessis, P Graham, D H Lewis, T Kunene, N Nokwe, J Barton, G Nika, B Njobe, S Mokolo, J Mtshali, L October, M Nkhulu, M Hlahla
Company Secretary:	B Makwane
Bankers:	Various major SA banks
Company name:	Minersa
Date of incorporation:	30 June 1942
Place of incorporation:	Spain
Directors:	A Barrenechea, J F L Wicke, A A Sainz, F J G Uribe, G Barrenechea, J I G Uribe
Company Secretary:	J Arcaraz
Bankers:	Banco de Santander y Central Hispano
Authorised share capital:	N/A
Issued share capital:	222 851 056 Euro
Company name:	PIC
Date of incorporation:	30 March 2005
Place of incorporation:	South Africa
Directors:	B Molefe, A Kekana, Z J Sithole, V Ntombela, J H Strydom, N T Mtoba, Y Waja, PJ Moleketi, I S Sehoole, M A Moses, A G Rhoda, S Nyanda, D M Matjila
Company Secretary:	W J F Louw
Bankers:	Various major SA banks
Authorised share capital:	100 ordinary shares of R1.00 each
Issued share capital:	100 ordinary shares of R1.00 each

Company name: Beankin
Date of incorporation: 7 April 2003
Place of incorporation: South Africa
Directors: R G Still
Company Secretary: J Schwartz
Bankers: ABSA
Authorised share capital: 1 000 shares of R1.00 each
Issued share capital: 200 shares of R1.00 each

Company name: Stanlib
Date of incorporation: 25 February 1969
Place of incorporation: South Africa
Directors: G Brits, P Mamathuba, M Rabe, H Viljoen,
A Mabizela, S Segar
Company Secretary: J Parrat
Bankers: Standard Bank



METOREX LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1934/005478/06)

JSE code: MTX

JSE code for LA's: MTXN

ISIN: ZAE000022745

ISIN for LA's: ZAE000129706

REVISED LISTING PARTICULARS

(The corporate information on page 3 of the circular and the "Definitions" commencing on page 7 of the circular apply, *mutatis mutandis*, to these Revised Listing Particulars.)

At the date of these Revised Listing Particulars, the authorised ordinary share capital of Metorex will comprise 500 000 000 ordinary shares with a value of 10 cents each.

References to the date of these Revised Listing Particulars are accordingly to be construed as 5 January 2009, unless the context states otherwise.

The directors of Metorex, whose names appear in the "Corporate information" section of the circular, 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, the omission of which would render any statement in these Revised Listing Particulars false or misleading, and that they have made all reasonable enquiries to ascertain such facts and that these Revised Listing Particulars contains all information required by law and the JSE Listings Requirements.

The Sponsor, independent reporting accountants, auditors, corporate advisors legal advisor, bankers and transfer secretaries have consented in writing to act in the capacity stated and to their name being stated in these Revised Listing Particulars and, in the case of the independent reporting accountants, reference to their reports in the form and context in which they appear and have not withdrawn their consents prior to the publication of these Revised Listing Particulars.

CONTENTS

The definitions commencing on page 7 of this Circular apply, *mutatis mutandis*, to the following contents:

	Page
Revised Listing Particulars	
1. Introduction	49
2. Nature of business of Metorex group	49
3. Strategies for growth	51
4. History and development	52
5. Material acquisitions and disposals	54
6. Prospects	55
7. Financial information	55
8. Share capital	56
9. Material contracts and material changes	58
10. Directors	59
11. Major shareholders	64
12. Consents	64
13. Working capital statement	64
14. Borrowings and advances	64
15. Interests of advisers and promoters	64
16. Litigation statement	65
17. Code of Corporate Practices and Conduct	65
18. Documents available for inspection	65
Annexure 1 Extract of historical information of Metorex	66
Annexure 2 Details of material loans to Metorex as at 30 June 2008	75
Annexure 3 Extract in provision of articles of association relating to dividends	78
Annexure 4 Extract of provision in articles of association relating to the appointment, qualifications, remuneration and borrowing powers of directors	79
Annexure 5 Summary of the ordinary shares issued to the participants of the Metorex share scheme	84

REVISED LISTING PARTICULARS

1. INTRODUCTION

The purpose of these Revised Listing Particulars is to inform Metorex shareholders of the effects of the claw-back offer. The purpose of the claw-back offer is set out in paragraph 2 of the circular of which these Revised Listing Particulars forms part.

2. NATURE OF BUSINESS OF METOREX

2.1 Incorporation

Metorex Limited was incorporated on 18 April 1934 under the name Consolidated Murchison (Transvaal) Goldfields and Development Company Limited. Metorex's shares were first admitted to trading on the Official List (the official list of the Financial Services Authority) of the LSE on 13 September 1951. On 28 April 1972 it changed its name to Consolidated Murchison Limited. It was listed on the JSE on 6 December 1999 and changed its name from Consolidated Murchison Limited to Metorex Limited.

2.2 Nature of business

Metorex is an established mid-tier African based mining group that occupies a unique position in the Southern African mining industry. It specialises in identifying, developing and profitably managing mining projects. Metorex's current activities include a diversified portfolio of base-metals, industrial minerals and gold mines.

Metorex's basic tenets are:

- partnerships in all its investments; and
- a centralised strategic logic combined with a strong decentralised profit centre concept at operational level, which gives management at the mines the confidence and flexibility to conduct their operations efficiently.

The company has evolved by assembling a portfolio of profitable mining companies with a well-balanced commodity mix and good growth prospects, although with changing market conditions Metorex may consider focusing on key operations in order to ensure that they are given utmost attention and for purposes of cost control. Aside from the issues associated with Phase II of Ruashi's expansion project, Metorex has a record of sustained profitability, despite the cyclical nature of commodity prices. The current mining activities are in antimony, cobalt, copper, gold and fluorspar.

Metorex's expertise ranges across the broad spectrum of the mining industry, from prospect selection, ground acquisition, exploration and feasibility studies through operations management and financing, to mine closure.

2.3 Overview of operations

Base Metals

Metorex produces copper and cobalt. Copper is used mostly in electrical and electronic products, construction and industrial applications and in the manufacturing, information technology and transport industries. Cobalt is a tough white metal used in the production of Ni-Cad batteries, alloy hardening and diamond tools and is also still used as a colouring agent in the pottery and glazing industries.

Metorex's base metals interests comprise of an 85% interest in Chibuluma Mines, an 80% interest in Ruashi (through Metorex's wholly-owned subsidiary, Ruashi Holdings) and a 100% interest in Sable Zinc.

Ruashi:

Metorex is currently producing copper and cobalt at the Ruashi copper-cobalt mine in the Katanga province of the DRC, which is owned by Ruashi Mining. Ruashi Mining has the rights to process the ore stock piles located at the Ruashi mine and the Etoile copper-cobalt stockpiles in the Katanga province, which are also owned by Ruashi Mining. Ruashi Mining also has the rights to exploit the Ruashi orebody.

CRC:

CRC is quoted on Alternative Investment Market on the LSE and owns a 75% interest in Minière De Musoshi et Kinsenda SARL, which in turn holds three copper deposits in the Katanga province of the DRC. In addition, CRC has a significant interest in the Hinoba copper project in the Philippines.

Chibuluma:

Metorex is currently mining copper at the Chibuluma mine complex located in southern Zambia, which is owned by Chibuluma Mines.

Current production is running at design capacity of 50 000 tonnes per month of copper milled.

Sable Zinc:

Sable Zinc owns the copper and cobalt processing facility located near the town of Kabwe in central Zambia and is in turn, a wholly-owned subsidiary of Metorex. The copper and cobalt mined by Metorex at Ruashi, together with third-party material, is currently processed at Sable Zinc.

Industrial Minerals

Metorex currently produces antimony and fluorspar.

Fluorspar is used as a source of fluorine, which, substituted for hydrogen in organic molecules, is the basis of fluorinated hydrocarbon inert plastics such as teflon, resins, aerosols and lubricants. Fluorine is also used to produce hydrofluoric acid which is utilised mostly in the production of fluoro-carbon gasses for refrigeration and air conditioning. Other uses for fluorine include steel and aluminium production, food preservation and fluoridation of drinking water.

Antimony has a variety of uses but the main use is as a trioxide for flame retardant polymers in plastics, fabrics and electronic printed circuit boards.

Metorex's industrial minerals interests comprise of its Consolidated Murchison division and a 70% interest in Vergenoeg.

Vergenoeg:

The Vergenoeg fluorspar mine, which is situated in the Gauteng Province of South Africa and is the world's largest known fluorspar resource with a lifespan of approximately 100 years at current production rates. Minersa provides Vergenoeg with product marketing services and advice on metallurgical processing.

The bulk of production is exported as acidspar to Europe and North America for fluorine chemicals. The lower grade product, metspar, is sold locally.

Consolidated Murchison division:

The Consolidated Murchison division is the only producer of antimony concentrate in South Africa. The mine is located in the Mpumalanga province of South Africa.

Gold

Metorex currently mines gold, which is used predominantly in electronics and jewellery.

Metorex's gold interests comprise of its Consolidated Murchison division and a 55% interest in Pan African Resources. Pan African Resources owns 74% of Barberton Mines with the remaining 26% held by Shanduka Resources.

Consolidated Murchison division:

The Consolidated Murchison division produces gold as a co-product with antimony.

Pan African Resources:

Pan African Resources is quoted on Alternative Investment Market on the LSE and is a gold exploration company with activities primarily in South Africa as well as, Mozambique, the Central African Republic and Ghana.

Barberton's operations comprise the Fairview, Sheba and New Consort gold mines located in the Mpumalanga province of South Africa. While the gold head grade is high by South African gold industry standards, as a greenstone belt deposit, its grade is highly variable.

2.4 Shares held by Metorex in subsidiaries

Subsidiary	Shares held	Year became subsidiary	Listed on JSE
Pan African Resources	55%	2007	Yes
Chibuluma Mine	85%	1999	No
Ruashi Holdings	80%	2004	No
Sable Zinc	100%	2004	No
Vergenoeg Mine	70%	1999	No
CRC	50.3%	2008	No
Phoenix Platinum	100%	2007	No
O'Okiep Copper Company (Proprietary) Limited	100%	1999	No
Maranda Mines (Proprietary) Limited	100%	1999	No

3. STRATEGIES FOR GROWTH

Metorex's strategy is to develop its southern African mining activities by:

- acquiring and managing a diversified portfolio of long-life, high quality operations that diversify risk and provide sustainable earnings growth;
- maximising the return on investment; and
- sustaining an appropriate Metorex culture throughout the group.

Metorex has no commodity preference and continues to build a multi-commodity portfolio, although with changing market conditions Metorex may consider focusing on key operations in order to ensure that they are given utmost attention and for purposes of cost control.

Metorex's key strengths include:

- quality of the group's ore bodies;
- strong decentralised operational profit centres supported by an experienced central management team; and
- the ability to develop, by organic growth, its exploration and acquisition.

The group's exploration objectives are to:

- identify and develop quality, long-life mining projects;
- identify and develop a new mining project every 18 to 24 months; and
- establish and manage the project pipeline across the mining value curve.

In this regard, Metorex has an established new projects development division, focusing on identifying and developing multi-commodity projects.

4. HISTORY AND DEVELOPMENT

4.1 Structure

Metorex is a public company with limited liability which was incorporated under the laws of South Africa on 18 April 1934. Further information regarding the incorporation of Metorex is set out in paragraph 2.1 above.

4.2 Acquisitions

Ruashi

In May 2004, Metorex acquired an initial 65% share in Ruashi Holdings.

During the period May 2004 to September 2004, Metorex issued in total 1 280 162 shares at an average price of R2.30 per share as consideration paid to increase its interest in Ruashi Holdings from 65% to 68%. During the period May 2005 to October 2005, Metorex increased its interest in Ruashi Holdings from 68% to 84% by exercising an option granted to it in terms of the shareholders agreement then in place. The option was exercised through the issue of 12 200 000 Metorex shares at an average price of R3.94 per share.

On 27 March 2007, Metorex reached agreement to acquire a further 16% interest in Ruashi Holdings at a cost of approximately R327 million, which was satisfied through the issue of 12.5 million Metorex shares and R60 million in cash. This acquisition increased Metorex's interest in Ruashi Holdings to 100% and its effective interest in Ruashi Mining to 80%, which remains the position today.

Sable Zinc

Metorex acquired 100% of the share capital of Sable Zinc in November 2004 for a cash consideration of US\$538 500. Sable was formed in February 2000 when it acquired the Kabwe mine leach plant and mine tailings dumps from the Kabwe division of Zambia Consolidated Copper Mines Investment Holdings plc. The mine is located approximately 2 kilometres south of the centre of Kabwe Town in the Central Province of Zambia, some 150 kilometres north of Lusaka.

Chibuluma

A Metorex-led consortium acquired an 85% interest in Chibuluma Mines from Zambia Consolidated Copper Mines Investment Holdings plc in October 1997. Zambia Consolidated Copper Mines Investment Holdings plc (on behalf of the Zambian Government) retained a 15% interest in Chibuluma Mines. Following a re-organisation of Metorex in 1999, Metorex acquired the consortium members' interests. At the time of acquisition, Chibuluma's operations comprised an existing operating mine, Chibuluma West, which produced approximately 9 500 tonnes of copper metal and 200 tonnes of cobalt per annum.

In February 2003, Metorex entered into a financing agreement with the IDC who agreed to provide an investment of US\$8.3 million, in return for a 35% interest in Metorex's interest in Chibuluma South Mine, to finance the restarting of Chibuluma. Chibuluma also has financing through Standard Chartered Bank.

On 13 February 2007, Metorex acquired the IDC's interest in Chibuluma South Mine for US\$21 million, which was satisfied by the issue of 12 669 721 new Metorex shares.

Vergenoeg

Metorex and its Spanish partner, Minersa, acquired the Vergenoeg fluorspar mine from Bayer AG in May 1999. The mine is situated at Kromdraai, approximately 70 kilometres north of Pretoria and 32 kilometres east of the village and rail siding of Pienaar's River.

Consolidated Murchison

In 1934 Consolidated Murchison Goldfields and Development Company Limited was formed in conjunction with Anglovaal. The company's name was changed to Consolidated Murchison Limited in 1972. A plant, owned by Antimony Products (Proprietary) Limited and managed by Consolidated Murchison, for the conversion of concentrates to crude trioxide, was built at the mine site in 1972. Metorex acquired the mine from JCI Limited in July 1997.

Pan African Resources

On 20 December 2006, Metorex announced that it had conditionally agreed to sell its 74% interest in Barberton Mines to Pan African Resources in consideration for new ordinary shares in Pan African Resources. On completion of the transaction on 31 July 2007, Metorex owned 55% of the enlarged Pan African Resources group (which then included 74% of Barberton, which was directly owned by Metorex before the Pan African Resources transaction).

Pan African Resources' current gold projects include Barberton (South Africa), the Manica project (Mozambique), the Bogoin and Dekoa projects (Central African Republic) and the Akrokerri project (Ghana). Pan African Resources' interests in the Bogoin and Dekoa exploration projects are held in joint venture with CAR Gold Limited.

CRC

On 14 September 2007, Metorex entered into a share purchase agreement to acquire a 36.1% interest in CRC, which together with certain options and warrants exercisable over a further 4 049 929 CRC common shares, would represent 39% of CRC (on the basis that Metorex exercised these warrants and options and no other warrants or options were exercised), for a total consideration of 21.3 million Metorex shares and £2 574 950 cash. In addition, Metorex agreed to purchase a 5% interest in Minière de Musoshi et Kinsenda SARL from the CRC Vendors for consideration of a further 3.7 million Metorex shares. The 25 million Metorex shares were issued on 9 November 2007 to be held in escrow pending completion of the acquisition.

The CRC Consideration shares were issued on 9 November 2007 at a value of R24.00 which valued the acquisition at approximately R600 million.

On 18 January 2008, Metorex announced that it had acquired 5 590 000 CRC shares, and on 30 April 2008, it further announced the acquisition of 4 304 600 CRC shares, which increased its interest in CRC to 50.3%.

CRC is quoted on Alternative Investment Market on the LSE and is the holding company of a group of mineral exploration and development companies. CRC owns a 75% interest in, Minière de Musoshi et Kinsenda SARL which holds three copper deposits in the Katanga Province of the DRC.

Phoenix Platinum

On 10 December 2007 Metorex concluded an agreement with a consortium of shareholders represented by Tony Ricky Gardner in terms of which, Metorex acquired the entire issued share capital in Phoenix Platinum. The consideration paid for this acquisition was paid by Metorex partly in cash and partly by way of an issue of shares to the consortium of shareholders.

4.3 Disposals

Wakefield

On 23 July 2007, Metorex announced that Metorex and Grailton Investments (Proprietary) Limited had completed the disposal of Wakefield to Shanduka Coal (Proprietary) Limited. Wakefield constituted Metorex's coal mining interests comprising four collieries situated in the Witbank and Middelburg region of South Africa. The consideration received by Metorex amounted to R315 million in cash. Although Wakefield was a meaningful contributor to Metorex earnings, the limited life reserves of Wakefield were not in accordance with Metorex's strategy of securing and operating long life, high quality mining and resource assets. The proceeds of the sale have been used to reduce debt and to contribute to the financing of the next phase of development at Ruashi.

Barberton Mines

As discussed above, Metorex disposed of its 74% holding in Barberton Mines to acquire a 55% holding in Pan African Resources.

4.4 General

In November 2008 and primarily as a result of commissioning delays and capital cost escalations, Metorex entered into a debt and capital restructuring programme to address the Company's immediate capital and liquidity requirements to complete its Ruashi Project in the DRC and to provide funding for its CRC operations.

Metorex required additional capital for the completion of commissioning and the ramp-up to full production of Ruashi. The additional funding requirement arose principally from the following:

- application of the Ruashi hedgebook profits to an extended hedgebook;
- increases in the scope and extent of the Ruashi Project from the original feasibility study (which study was completed in 2006);
- unexpected commissioning delays during September, October and November 2008 following pumps, valves and piping design flaws, resulting in the loss of anticipated revenue and cash flow from the project;
- delays in the completion of the cobalt circuit;
- inflation related capital cost escalations during the construction and commissioning phases, particularly including in relation to stainless steel, cement and diesel prices; and
- further capital cost overruns.

Metorex estimates that it requires approximately R700 million of additional funding to ensure completion and ramp-up to full production of the Ruashi Project.

Metorex is also unlikely to embark on further expansion projects until market conditions improve and until existing debt is reduced.

5. MATERIAL ACQUISITIONS AND DISPOSALS

Metorex entered into the following acquisitions and disposals within the three previous years from the date of the circulars:

Dates	Company/ Asset	Consideration received	Acquisition or disposal	Nature of interest acquired
24 July 2007	Pan African Resources	74% of Barberton Mines	Acquisition	Mining Company
4 July 2007 to April 2008	CRC and Miniere de Musoshi et Kinsenda SARL	50.3% of CRC Right to acquire 5% of Miniere de Musoshi et Kinsenda SARL	Acquisition	Mining Company
10 December 2007	Phoenix Platinum	100%	Acquisition	Mining Company
31 August 2006	Barberton Mines	20%	Acquisition	Mining Company
2 February 2007	Chibuluma South	35%	Acquisition	Mining Company
6 June 2007	Wakefield Investments	74%	Disposal	N/A

6. PROSPECTS

The prospects for Metorex are set out in paragraph 9 of the circular of which these Revised Listing Particulars forms part.

7. FINANCIAL INFORMATION

7.1 Financial information

Annexure 1 to these Revised Listing Particulars contains extracts of the financial information of Metorex for the three years ended 30 June 2008. The detailed audited financial statements for the three years ended 30 June 2008 are included in the respective published annual financial statements. The annual financial statements are available on the Company's website (www.metorex.co.za).

7.2 Dividend policy

The aggressive expansion, acquisition and capital programme the company has been involved in during the past two years regrettably have precluded the payment of dividends. Periodically the company will consider the payment of dividends, taking into account prevailing circumstances and future cash requirements of the company in order to determine whether it would be appropriate to pay a dividend in respect of a particular financial reporting period. In terms of the company's articles of association, any dividend that remains unclaimed for a period of 12 years after having been declared by the company shall revert to the company. The provisions of the articles of association of the company relating to dividends are set out in Annexure 3. There is no arrangement under which future dividends will be waived or have been waived.

7.3 Immovable properties and leases

There were no material acquisitions or disposal of property by Metorex or its subsidiaries within the last 3 years as at the date of these Revised Listing Particulars.

7.4 Material commitments, lease payments and contingent liabilities

Other than disclosed in its 2008 annual financial statements, Metorex has no material commitments, lease payment and contingent liabilities as at the three years ended 30 June 2008.

7.5 Material loans

Details of the material loans of Metorex at the Last Practicable Date are set out in Annexure 2 to these Revised Listing Particulars.

7.6 Material loans receivable

Metorex entered into a facility agreement with CRC, in terms of which Metorex made a facility of US\$20 million available to CRC to be used solely for the purpose of funding the initial project development expenditure on the Kinsenda mine.

The date for repayment of the outstanding amount on the facility as well as accrued interest at a rate of US\$ Libor plus 5% is 31 December 2008.

Should CRC fail to settle the facility by 31 December 2008, Metorex shall be entitled to an additional number of CRC shares as have a value equal to the outstanding facility, together with interest.

7.7 Inter-company loan balances

The inter-company loan balances as at 30 June 2008 are detailed below:

Subsidiary	Loan amount owed to Metorex (R'000)
Chibuluma Mine	98 438
Ruashi	870 390
Sable Zinc	103 414
CRC	59 547
Phoenix Platinum	10 574
O'Okiep Copper Company (Proprietary) Limited	(2 789)
Maranda Mines (Proprietary) Limited	(3 164)
Abbey Commodities SA Niue	(3 928)

8. SHARE CAPITAL

8.1 Authorised and issued share capital of Metorex

The authorised and issued share capital of Metorex, before and after the claw-back offer, is set out in paragraphs 10.1 and 10.2 of the circular to Metorex shareholders of which these Revised Listing Particulars form part.

The unissued shares have been placed under the control of the directors until the next annual general meeting.

Metorex has 129 461 597 unissued ordinary shares with a par value of 10 cents each at the date of these Revised Listing Particulars.

No commissions, discounts, brokerages or other special terms have been granted during the three years preceding the date of these Revised Listing Particulars in connection the issue or sale of any securities, shares or debentures in the capital of Metorex.

Other than the liquidity fees detailed in the circular, no commissions have been paid or are payable to any person in respect of underwriting, within the preceding three years to the date of these Revised Listing Particulars.

Metorex operates a share option scheme for eligible employees. Options are offered at a price equal to the average quoted market price of the Company's shares on the business day preceding the offer date. The vesting period is between two and five years and is subject to Board and Remuneration Committee approval. Options lapse if not exercised within 10 years of the option date. Options are forfeited if the employee leaves the Group before the options vest.

A summary of the shares issued by Metorex during the last three years is provided below:

Date	Number of shares ('000)	Price per share (R)	Recipient	Value of asset acquired (R'000)	Reason for issue
July 2005 – June 2006	2 900	2.54	Eligible employees of share scheme		For employee share scheme
31 August 2005	3 300	4.41	Sentinelle Global Investments (Proprietary) Limited	14 553	Acquisition

Date	Number of shares ('000)	Price per share (R)	Recipient	Value of asset acquired (R'000)	Reason for issue
18 October 2005	2 900	5.05	Eligible employees of share scheme		For employee share scheme
31 August 2006	7 460	11.25	Crew Gold (Proprietary) Limited	83 898	Acquisition
27 March 2007	12 669	13.10	IDC	165 972	Acquisition
3 April 2007	12 500	21.35	Sentinelle Global Investment (Proprietary) Limited	266 875	Acquisition
July 2006 – June 2007	2 900	2.52	Eligible employees of share scheme		For employee share scheme
29 October 2007	21 300	24.00	CRC Investment	511 200	Acquisition
22 November 2007	2 300	24.00	Phoenix Investment	54 806	Acquisition
31 December 2007	2 091	24.39	CRC Investment	51 002	Acquisition
24 April 2008	486	21.57	Phoenix Investment	10 000	Acquisition
12 May 2008	5 268	23.00	CRC Investment	121 183	Acquisition
21 May 2008	733	20.44	Phoenix Investment	15 000	Acquisition
4 June 2008	2 250	24.00	Eligible employees of share scheme		For employee share scheme

No shares issued during the last three years were discounted. Neither Metorex nor any of its subsidiaries is party to any contract or arrangement (or proposed contract or arrangement), whereby any other option or preferential right of any kind is (or is proposed to be) given to any person to subscribe for any shares in Metorex or its subsidiaries.

Extracts from the articles of association of Metorex dealing with the rights of holders of Metorex shares to dividends, profits and/or capital, including rights on liquidation and distribution of capital assets are set out in Annexure 3 to these Revised Listing Particulars.

All the authorised and issued shares are of the same class and rank *pari passu* in every respect (including their ranking for dividends). Accordingly, no share has any special right to any dividends, capital or profits of Metorex. No share has any preferential voting, exchange or conversion rights.

8.2 Alterations to share capital

A summary of the ordinary shares issued to the participants of the Metorex Share Scheme described in paragraph 8.1 above in the three years preceding the date of these Revised Listing Particulars are contained in Annexure 5 to these Revised Listing Particulars.

There have been no consolidations or sub-divisions of shares of Metorex or any of its subsidiaries during the three years prior to the date of these Revised Listing Particulars.

8.3 Voting rights

In accordance with the articles of association of Metorex, at a general meeting of the shareholders of Metorex every shareholder present in person or by proxy (or, if a body corporate, duly represented by an authorised representative), shall have one vote on a show of hands, and on a poll every shareholder present in person or by proxy.

8.4 History of Metorex share capital

Changes to the issued ordinary share capital of Metorex during the past three years from the date of issue of this circular are disclosed in Annexure 5 to these Revised Listing Particulars.

8.5 Share buy-backs

There were no share buy backs implemented by Metorex in the three years preceding 30 June 2008.

8.6 Options or preferential rights in respect of shares

Save as described in paragraph 8.1, 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 shares in the Company.

8.7 Loan capital

Metorex has no outstanding loan capital as at the Last Practicable Date.

8.8 Listings on other stock exchanges

Metorex has ordinary shares listed on the JSE and LSE as well as ADR's listed on the NYSE.

9. MATERIAL CONTRACTS AND MATERIAL CHANGES

9.1 Material contracts

Metorex and its subsidiaries have not entered into any other material contracts within the two-year period prior to the date of these Revised Listing Particulars, nor entered into any contract at any time containing an obligation or settlement that is material to Metorex or its subsidiary at the date of these Revised Listing Particulars, other than in the ordinary course of business.

Chibaluma pays royalties of 3% to the Zambian Government and Ruashi pays royalties of 2% to the DRC Government and 0.5% to the parastatal Gecamines.

9.2 Material changes

Other than disclosed in the circular and these revised listing particulars, there have been no material changes in the assets, liabilities or the financial or trading position of Metorex and its subsidiaries between 30 June 2008 and the Last Practicable Date. There have been no material changes in the business of Metorex during the past five years.

10. DIRECTORS

10.1 Appointment, qualifications, remuneration and borrowing powers of directors

Set out in Annexure 4 to these Revised Listing Particulars are extracts of the relevant provisions of the articles of association of Metorex, relating to:

- the qualification, appointment, terms of office and remuneration of directors;
- the borrowing powers of Metorex, exercisable by the directors. The borrowing powers may be varied by an amendment to the articles of association;
- powers enabling directors to vote on a proposal, arrangement or contract in which they are materially interested, to vote remuneration to themselves or any members of the board of directors; and
- retirement of directors by rotation and attaining an age limit.

The borrowing powers of the directors of Metorex and its subsidiaries have not been exceeded during the past three years.

Metorex has Exchange Control restrictions of US\$200 million on Ruashi. No loans have been made or security furnished by Metorex or its subsidiary to or for the benefit of any director, or manager, or any associate of, and director or manager of Metorex.

The executive directors of Metorex have employment contracts with the company, which contracts contain terms which are normal for such contracts and which do not contain notice periods in excess of 12 months.

No loans were granted or security furnished by Metorex or its subsidiary for the benefit of any director or manager or any associate of any director or manager.

No payments were made, or accrued as payable, or were proposed to be paid within the three years preceding the date of the circular, either directly or indirectly, in cash or securities to any director to induce him to become or to qualify him as a director or otherwise for services rendered by him.

No fees are paid or accrued as payable to a third party *in lieu* of directors' fees.

No part of the Metorex business is managed by a third party under a contract or arrangement.

Directors' remuneration is subject to annual review by the Metorex Remuneration Committee. Bonuses, if any, will depend on the extent to which Metorex meets its financial and other objectives and the Metorex Remuneration Committee's appraisal of their individual performances.

The following signed declarations have been made by each director of Metorex and each director of its subsidiary, as required in terms of Schedule 21 of the JSE Listings Requirements:

- there have been no bankruptcies, sequestrations or voluntary arrangements or receivership of any asset(s);
- the directors have not acted as a director of any company at the time or within 12 months preceding, of any of the following events taking place: receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors;
- the directors have not been part of any partnership at the time, or within the 12 months preceding of any of the following events taking place: compulsory liquidations, administrations, partnership voluntary arrangement or receiverships;
- the directors have not received any assets of a partnership of which the directors were a partner at the time, or within the 12 months preceding of any of the following events taking place;
- the directors have not been the subject of public criticism by statutory or regulatory authorities (including professional bodies) and have not been disqualified by a court from acting as directors of a company or from acting in the management or affairs of any company;

- there have been no offences involving dishonesty;
- no fees have been paid or accrued as payable to the directors of Metorex, *in lieu* of directors' fees, other than those disclosed in paragraph 10.4 below;
- no directors have ever been barred from entry into any profession or occupation;
- no directors have ever been found guilty in disciplinary proceedings by an employer or regulatory body due to dishonest activities, and/or
- no director or company, of which such director was a director at the time of the offence, has been convicted in any jurisdiction of any criminal offence, or an offence under legislation relating to the Companies Act.

10.2 Directors' information

No director of Metorex or its subsidiaries have during the past 3 years preceding the date of these Revised Listing Particulars acquired directly or indirectly any material interest out of the proceeds other than the directors' information disclosed in Paragraph 12 of the circular of which these Revised Listing Particulars forms part.

Metorex has not paid or accrued as payable any amounts to any director or director of its subsidiary or to any syndicate, partnership or other association of which any directors of Metorex or its subsidiaries was a member, during the three years preceding the date of these Revised Listing Particulars.

The director's of Metorex have at any time in the previous 5 years been directors or partners of the following entities:

Name of director	Company names/(Status)
Robert George Still	Beankin Investments (Proprietary) Limited (Active) De Rustica Estates (Proprietary) Limited (Active) Groot Kruis Boerdery (Proprietary) Limited (Active) Metorex Limited (Active) Pangea Diamonds (Proprietary) Limited (Active) Pangea Exploration (Proprietary) Limited (Active) Sam Aviation (Proprietary) Limited (Active) Southern Mining Corporation Limited (Resigned) The Sanctuary Owners Association (Proprietary) Limited (Resigned) The Twenty Niners Bush Lodge (Proprietary) Limited (Active) Upward Spiral 10 (Proprietary) Limited (Active) Zimplats Holdings Limited (Active) Pan African Resources Plc (Active) Pangea Diamondfields Plc (Active) Kimberley Diamond Corporation Limited (Resigned)
Edward William Legg	Metorex Limited (Active)
George Arthur Forrest	Congo Airlines S P R L (Proprietary) Limited (Active) Metorex Limited (Active) Jurox South Africa (Proprietary) Limited (Active) St Mary's Interactive Learning (Proprietary) Limited (Active)

Name of director	Company names/(Status)
Charles Denby Stockton Needham	Unit 8 Tradewinds (Proprietary) Limited (Active) Antimony Products (Proprietary) Limited (Active) Barberton Mines (Proprietary) Limited (Active) Consolidated Murchison (Proprietary) Limited (Active) Dwarsfontein Minerale (Proprietary) Limited (Resigned) Erf 1646 Sea Vista (Proprietary) Limited (Active) Gamsberg Mining Services (Proprietary) Limited (Resigned) Gerhard Unger Dairy Equipment (Proprietary) Limited (Active) Hand Over Hand Investments (Proprietary) Limited (Resigned) Jaguar Metals (Proprietary) Limited (Active) Jock Consortium (Proprietary) Limited (Resigned) Maranda Mines (Proprietary) Limited (Active) Maranda Mining Company (Proprietary) Limited (Resigned) Metinox Manufacturing (Proprietary) Limited (Active) Metmin (Proprietary) Limited (Resigned) Metorex Copper Corporation DRC (Proprietary) Limited (Active) Metorex Limited (Active) Metprop (Proprietary) Limited (Active) Metquip (Proprietary) Limited (Active) O'Okiep Copper Company (Proprietary) Limited (Active) Orpheus Property Holdings (Proprietary) Limited (Active) Phoenix Platinum Mining (Proprietary) Limited (Active) Prosea International Trading (Proprietary) Limited (Active) PT Sands (Proprietary) Limited (Active) Resolution Recycling (Proprietary) Limited (Active) Rondevly Minerals (Proprietary) Limited (Active) Ruashi Holdings (Proprietary) Limited (Active) Sam Aviation (Proprietary) Limited (Active) Side Properties (Proprietary) Limited (Active) Side Property Holdings (Proprietary) Limited (Active) Styria Stainless Steel Fabrication (Proprietary) Limited (Active) Vergenoeg Mining Company (Proprietary) Limited (Active) Wakefield Investments (Proprietary) Limited (Resigned) Pan African Resources Plc (Active) Copper Resources Corporation (Active)

Name of director	Company names/(Status)
Keith Cousens Spencer	In Business Antimony Products (Proprietary) Limited (Active) Bankfontein Properties(Proprietary) Limited (Active) Barberton Mines (Proprietary) Limited (Active) Leeuwfontein Myne (Proprietary) Limited (Resigned) Metorex Limited (Active) Wakefield Investments (Proprietary) Limited (Resigned) Pan African Resources Plc (Active)
Alberto Barrenechea	Metorex Limited (Active) Vergenoeg Mining Company (Proprietary) Limited (Active) Jonker Services (Proprietary) Limited (Active) Suprador 106 CC (Active)
Alistair Laughland	Full Color Cosmetic Agencies CC (Active) Sentrale Registrateurs (Proprietary) Limited (Active) African Fine Carbon (Proprietary) Limited (Resigned) Aljaq Investments (Proprietary) Limited (Active) Avbar (Proprietary) Limited (Active) Bachmat Investments (Proprietary) Limited (Active) Full Color Cosmetic Agencies (Proprietary) Limited (Resigned) Gatewin Holdings Limited (Resigned) Indequity Capital Managers (Proprietary) Limited (Resigned) M Registrars Limited (Active) Maranda Mines (Proprietary) Limited (Resigned) Maranda Mining Company (Proprietary) Limited (Resigned) Mercantile Bank Limited (Resigned) Mercantile Bank Holdings Limited (Resigned) Mercantile Equipment Trading (Proprietary) Limited (Resigned) Mercantile Finance Limited (Resigned) Mercantile Nominees (Proprietary) Limited (Resigned) Mercantile Registrars Limited (Resigned) Mercantile Registrars Management Limited (Active) Mercantile Registrars Services Limited (Active) Merclink (Proprietary) Limited (Active) Mercvest (Proprietary) Limited (Resigned) Metmin (Proprietary) Limited (Resigned) Metorex Limited (Active) MLBH Controlling Consortium (Nominees) (Proprietary) Limited (Active) Nedcrane (Proprietary) Limited (Active) Renaissance Holdings (Proprietary) Limited (Active) SBLTA Investments 1 CC (Active) Strate Limited (Resigned) Timer Finance (Proprietary) Limited (Active) Wakefield Investments (Proprietary) Limited (Resigned) Rand Registrars Limited (Resigned) Sibuna Finance (Proprietary) Limited (Resigned)

Name of director	Company names/(Status)
Anthony Simon Malone	Zs-Mki (Proprietary) Limited (Active) Alfluorco (Proprietary) Limited (Active) Antimony Products (Proprietary) Limited (Resigned) Barberton Mines (Proprietary) Limited (Resigned) Consolidated Murchison (Proprietary) Limited (Active) Dial and Save (Proprietary) Limited (Active) Gamsberg Mining Services (Proprietary) Limited (Resigned) Gerhard Unger Dairy Equipment (Proprietary) Limited (Active) Groot Kruis Boerdery (Proprietary) Limited (Active) Jaguar Metals (Proprietary) Limited (Active) Jock Consortium (Proprietary) Limited (Resigned) Maranda Mines (Proprietary) Limited (Resigned) Metinox Manufacturing (Proprietary) Limited (Active) Metorex Limited (Active) Metprop (Proprietary) Limited (Active) Metquip (Proprietary) Limited (Active) O'Okiep Copper Company (Proprietary) Limited (Resigned) Phoenix Platinum Mining (Proprietary) Limited (Active) Prosea International Trading (Proprietary) Limited (Active) PT Sands (Proprietary) Limited (Active) Purple Plum Properties 102 (Proprietary) Limited (Active) Ruashi Holdings (Proprietary) Limited (Active) Styria Stainless Steel Fabrication (Proprietary) Limited (Active) The Foolery Comics and Entertainment CC (Active) Vergenoeg Mining Company (Proprietary) Limited (Active) Wakefield Investments (Proprietary) Limited (Resigned) De Rustica Estates (Proprietary) Limited (Active) Pan African Resources Plc (Active) Copper Resources Corporation (Active)

10.3 *Curricula vitae*

Executive directors and Non-executive directors:

Information relating to the Directors of Metorex is disclosed in paragraph 12 of the circular of which these Revised Listing Particulars forms part.

10.4 Remuneration

The total aggregate remuneration and benefits paid and payable to the executive and non-executive directors of Metorex for the 12 months ended 30 June 2008 are disclosed in paragraph 12.2 of the circular of which these Revised Listing Particulars form a part.

There will be no variation in the remuneration of the directors as a result of the claw-back offer.

10.5 Share ownership

Details of the Metorex directors who, directly or indirectly, beneficially or non-beneficially, held interests in Metorex shares in issue at the last practicable date, and the effects of the transaction on the directors' holdings are set out in paragraph 12.3 of the circular of which these Revised Listing Particulars forms part.

11. MAJOR SHAREHOLDERS

Details of the Metorex shareholders, other than directors, who directly or indirectly, beneficially held interests of 5% or more of Metorex shares in issue at the Last Practicable Date, and details of the Metorex shareholders who, directly or indirectly, beneficially will hold interests of 5% or more of Metorex shares in issue before and after the claw-back offer are as follows:

Shareholder	Shareholding prior to the claw-back subscription	Percentage shareholding prior to the claw-back subscription	Number of shares subscribed for in terms of the claw-back subscription agreements	Percentage shareholding after the claw-back subscription
Coronation	27 406 244	7.40	20 544 389	9.59
IDC	12 669 721	3.42	12 669 721	5.07
Minersa	55 458 753	14.97	42 832 630	19.66
PIC	22 666 003	6.12	8 804 183	6.29
Stanlib	19 653 647	5.30	24 066 285	8.74

At the date of these Revised Listing Particulars, no shareholder holds a controlling interest in the issued ordinary share capital of Metorex, nor have there been changes in controlling shareholders of Metorex during the five periods preceding the date of these Revised Listing Particulars.

12. CONSENTS

The consents of the experts namely Metorex's Sponsor, corporate adviser, book-runner, legal adviser, bankers, transfer secretaries, subscribers and the independent reporting accountants to the claw-back offer have been provided as set out in paragraph 19 of the circular of which these Revised Listing Particulars forms part.

13. WORKING CAPITAL STATEMENT

The Directors are of the opinion that the working capital available to Metorex and its subsidiaries before the Capital Raising is not adequate to meet its needs for the 12 months subsequent to the issue of these Revised Listing Particulars.

The Directors are of the opinion that subsequent to the Capital Raising the working capital available to Metorex and its subsidiaries will be adequate to meet its needs for the 12 months subsequent to the issue of these Revised Listing Particulars.

14. BORROWINGS AND ADVANCES

Metorex has not issued any debentures, loan stock or other form of loan capital and does not have any off-balance sheet finance commitments. The relevant provisions of the articles of association of Metorex in relation to the borrowing powers of its directors are set out in Annexure 4 to these Revised Listing Particulars.

The borrowing powers of Metorex have not been exceeded during the three years preceding the date of issue of these Revised Listing Particulars. No loans have been made or security furnished by Metorex for the benefit of any director or manager or associates thereof.

15. INTERESTS OF ADVISERS AND PROMOTERS

None of the advisers and promoters associated with this claw-back offer hold any interest, whether directly or indirectly, in Metorex. Metorex has not paid or accrued as payable any amounts to a promoter or to any syndicate, partnership or other association of which any adviser or promoter was a member, during the three years preceding the date of these Revised Listing Particulars.

16. LITIGATION STATEMENT

The litigation statement is detailed in paragraph 13 of the circular of which these Revised Listing Particulars forms part.

17. CODE OF CORPORATE PRACTICES AND CONDUCT

Corporate governance is detailed in Annexure 5 to the circular of which these Revised Listing Particulars forms part

18. DOCUMENTS AVAILABLE FOR INSPECTION

The documents available for inspection are detailed in paragraph 22 of the circular of which these Revised Listing Particulars forms part.

Signed in Johannesburg on 5 January 2009 on behalf of the board of directors in terms of a directors' resolution by:

Mr C D Needham
Chief Executive Officer

EXTRACTS OF HISTORICAL FINANCIAL INFORMATION OF METOREX

The detailed historical financial information of Metorex for the financial years ended 30 June 2006, 2007 and 2008 is contained in the respective published annual financial statement. The historical information was prepared in accordance with International Financial Reporting Standards. The financial years ended 30 June 2006 and 2007 have been reported on without variation by Metorex's auditors. The auditors included an emphasis of matter paragraph regarding the going concern of Metorex in their audit report for the financial year ended 30 June 2008.

The preparation of the report of historical financial information is the responsibility of the Directors of Metorex.

INCOME STATEMENT

	As at 30 June 2008 Audited R'000	As at 30 June 2007 Audited R'000	As at 30 June 2006 Audited R'000
Revenue			
Mineral sales			
Copper	1 247 710	867 916	295 313
Cobalt	111 436	18 787	–
Fluorspar	255 643	225 959	156 546
Gold	679 958	446 509	395 544
Antimony	143 772	144 586	165 925
Gross revenue	2 438 519	1 703 757	1 013 328
Realisation costs	304 581	218 635	111 668
On-mine revenue	2 133 938	1 485 122	901 660
Cost of production	1 213 076	989 895	683 123
Mining profit	920 862	495 227	218 537
Other (expenses)/income	(38 511)	43 671	6 141
Held-for-sale and discontinued operations	(8 859)	(1 998)	–
Reverse acquisition of Pan African Resources	157 995	–	–
Operating profit before finance costs	1 031 487	536 900	224 678
Finance income	10 556	10 713	6 307
Finance costs	(10 688)	(11 920)	(7 640)
Profit before taxation	1 031 355	535 693	223 345
Income tax expense	335 261	132 709	63 875
Profit for the year from continuing operations	696 094	402 984	159 470
Discontinued operations			
Profit after tax on disposal of Wakefield	–	191 768	–
Income after tax from Wakefield operations	–	50 987	50 186
Profit for the year	696 094	645 739	209 656
Attributable to:			
Equity holders of the parent	554 552	555 713	155 394
Minority interests	141 542	90 026	54 262

	As at 30 June 2008 Audited	As at 30 June 2007 Audited	As at 30 June 2006 Audited
From continuing and discontinued operations:			
Earnings per share (cents)	159.4	183.5	54.3
Diluted earnings per share (cents)	156.5	177.5	53.1
From continuing operations:			
Earnings per share (cents)	159.4	107.9	39.7
Diluted earnings per share (cents)	156.5	104.4	38.8
Headline earnings per share (cents)	131.7	110.5	47.7
Diluted headline earnings per share (cents)	129.3	106.9	46.7

BALANCE SHEET

	As at 30 June 2008 Audited R'000	As at 30 June 2007 Audited R'000	As at 30 June 2006 Audited R'000
ASSETS			
Non-current assets			
Property, plant and equipment	3 191 306	1 389 668	797 887
Mineral rights	3 286 840	1 160 751	302 385
Goodwill	233 104	11 514	11 514
Investments	3 443	929	929
Deferred tax asset	1 354	1 887	262
Subsidiaries	–	–	–
Rehabilitation trust fund	40 962	35 340	33 864
	6 757 009	2 600 089	1 146 841
Current assets			
Inventories	328 096	81 118	42 952
Trade and other receivable	648 214	390 654	201 616
Wakefield proceeds receivable	–	338 575	–
Derivative financial instruments	349	897	599
Current tax assets	13 900	3 536	3 592
Bank balances and cash	203 435	54 558	78 952
	1 193 994	869 338	328 711
Assets held-for-sale, net	8 440	12 423	145 902
Total assets	7 959 443	3 481 850	1 621 454
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	36 917	32 454	28 903
Share premium	2 292 746	1 293 733	773 135
Hedging and translation reserve	(173 178)	(115 130)	(145 202)
Retained earnings	1 389 089	834 537	278 824
Share option reserve	26 452	10 340	7 536
Equity reserve	(121 922)	(121 922)	(128 066)
Equity attributable to equity holdings of parent	3 450 104	1 934 012	815 130
Minority interest	683 570	69 691	153 438
Total equity	4 133 674	2 003 703	968 568
Non-current liabilities			
Long-term liabilities	1 364 993	379 250	58 002
Long-term provisions	201 156	84 464	61 881
Deferred tax liabilities	943 452	416 050	125 072
Post-retirement medical aid	8 611	8 997	9 148
	2 518 212	888 761	254 103

	As at 30 June 2008 Audited R'000	As at 30 June 2007 Audited R'000	As at 30 June 2006 Audited R'000
Current liabilities			
Trade and other payables	593 220	393 214	158 669
Shareholder loans	–	–	2 754
Short-term borrowings	187 982	22 228	29 848
Short-term provisions	44 388	29 122	33 005
Bank overdraft	19 864	–	3 421
Derivative financial instruments	305 372	91 764	161 479
Taxation	156 731	53 058	9 607
	1 307 557	589 386	398 783
Total equity and liabilities	7 959 443	3 481 850	1 621 454
Net asset value per share (cents)	935	596	282
Net tangible asset value per share (cents)	871	592	276

Cash flow statements for the years ended 30 June 2006, 2007 and 2008

	As at 30 June 2008 Audited R'000	As at 30 June 2007 Audited R'000	As at 30 June 2006 Audited R'000
CASH INFLOWS FROM OPERATING ACTIVITIES	783 956	575 282	292 630
Cash generated by operations	915 442	638 434	317 588
Dividends paid	(16 284)	(42 131)	(15 132)
Taxation paid	(115 070)	(19 814)	(6 408)
Finance income	10 556	10 713	8 158
Finance costs	(10 688)	(11 920)	(11 576)
CASH OUTFLOWS FROM INVESTING ACTIVITIES	(1 848 615)	(872 522)	(428 011)
Additions to property, plant and equipment and mineral rights	(2 015 085)	(877 080)	(477 431)
Subsidiaries sold			
Acquisition of subsidiaries	(169 710)	–	–
Proceeds on disposal of property, plant and equipment	119	4 558	5 530
Proceeds on issue of shares in subsidiary	338 575	–	43 890
Increase in investments	(2 514)	–	–
CASH INFLOWS FROM FINANCING ACTIVITIES	1 137 289	311 430	34 562
Borrowings raised	1 364 993	374 223	64 125
Borrowings repaid	(282 328)	(69 292)	(66 404)
Shares issued	4 624	6 499	36 841
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	72 630	14 190	(100 819)
Cash and cash equivalents at the beginning of the year	54 558	75 531	189 066
Effect of foreign exchange rate changes	2 516	(939)	(78)
Wakefield disposal and Pan African Resources	–	(34 224)	(12 638)
Acquisition of CRC	53 867	–	–
CASH AND CASH EQUIVALENTS AT END OF YEAR	183 571	54 558	75 531

Statements of changes in equity for the years ended 30 June 2006, 2007 and 2008

	As at 30 June 2008 Audited R'000	As at 30 June 2007 Audited R'000	As at 30 June 2006 Audited R'000
Share capital	36 917	32 454	28 903
Balance at beginning of year	32 454	28 903	27 993
Issue of shares	4 463	3 551	910
Share premium	2 292 746	1 293 733	773 135
Balance at beginning of year	1 293 733	773 135	737 204
Issue of shares	999 013	520 598	35 931
Foreign exchange translation reserve	77 577	(41 312)	(38 588)
Balance at beginning of year	(41 312)	(38 588)	(52 353)
Foreign exchange reserve	161 434	3 822	(17 969)
Translation profit on foreign monetary item	(56 726)	(8 728)	44 430
Tax effect of translation profit on foreign monetary item	14 181	2 182	(12 696)
Hedging reserve	(250 755)	(73 818)	(106 614)
Balance at beginning of year	(73 818)	(106 614)	(8 278)
Fair value profits/(losses) for the year	(126 202)	59 221	(146 772)
Minority interests	(50 735)	(26 425)	48 436
Equity reserve	(121 922)	(121 922)	(128 066)
Balance at beginning of year	(121 922)	(128 066)	–
Sale of Wakefield	–	6 144	–
Share option reserve	26 452	10 340	7 536
Balance at beginning of year	10 340	7 536	3 500
Sale of Wakefield	–	(508)	–
Expense for the year	16 112	3 312	4 036
Retained income	1 389 089	834 537	278 824
Balance at beginning of year	834 537	278 824	123 430
Profit for the year attributable to equity holders of parent	554 552	555 713	155 394
Equity attributable to equity holders of parent	3 450 104	1 934 012	815 130
Minority interest	683 570	69 691	153 438
Total equity	4 133 674	2 003 703	968 568

OPERATING PERFORMANCE AND FINANCIAL REVIEW

The group continued its earnings growth trend, which was largely a result of a 36% increase in copper sales following significant volume growth. All of the commodity prices achieved, improved from the previous year with the increase in the gold price being the most notable. Mining profit increased by 86% to R921 million, which is approximately 50% attributable to the group's increase in its copper and cobalt sales volumes. Headline earnings per share increased by 19% to 132 cents, after a dilution of 11 cents per share following the issue of additional shares for the acquisition of CRC, which is a development project and by a further 9 cents per share including a one-off deferred tax change of 6 cents per share, relating to the change in the Zambian Taxation Legislation. The prior year's headline earnings included a 13 cents per share contribution from the Wakefield Coal Division, disposed of during June 2007.

All operations contributed to the 43% improvement in the group's turnover. The realisation costs increase of 39% is mainly attributable to the high cost of moving and associated border clearing costs of copper/cobalt concentrate from the DRC to Sable Zinc in Zambia.

The group's operating cost structure increased by 26% to R1.13 billion. This increase is related to the increase in production volumes, general inflation pressures, the Kwacha/Dollar exchange rate and exponential price increases in fuel, steel and reagents.

The reverse acquisition by Barberton Mines of Pan African Resources for a 55% shareholding in the combined entity, gave rise to an accounting profit of R158 million.

The group's balance sheet has been enhanced with the equity attributable to its shareholders increasing by R1.5 billion to R3.4 billion. This increase resulted from the acquisition of CRC and the group's earnings during the past financial year. The group's debt/equity ratio net of cash increased to 33% from 17% following the drawdown of the Ruashi Phase II project finance facility of US\$175 million, and a working capital facility of US\$20 million. The interest on the Ruashi loan is capitalised to the project. The debt ratio is expected to reduce to below 30% by the end of the 2009 financial year, which is considered acceptable to the group.

The group's cash generated by operations increased by 44% to R916 million for the year. The cash outflows from investing activities of R1.9 billion is net of proceeds of R340 million from the disposal of the Wakefield Coal Division. Funds were applied to the acquisition of Phoenix Platinum and CRC (R150 million) and group capital expenditure of R2.1 billion. Capital expenditure was mainly applied to the Ruashi Phase II project, decline development at Chibuluma and expenditure on the Kinsenda mine project.

Capital expenditure and commitments

Group capital expenditure totalled R2 billion (2007: R0.8 billion) mainly related to the Ruashi Phase II project (R1.5 billion); capital exploration expenditure at Pan African Resources and development expenditure on CRC's Kinsenda mine.

Contracted capital commitments at 30 June 2008 amounted to R359 million (2007: R717 million), whilst uncontracted commitments amounted to R164 million (2007: R31 million).

Operating lease commitments, which fall due within the next year, amounted to R23 million (2007: R10 million), whilst commitments of R21 million (2007: R10 million) fall due during the next four years.

Future prospects

The group's organic growth profile envisages its copper and cobalt production increasing up to 125 000 to 140 000 tons/annum and up to 6 000 to 8 000 tons/annum respectively by the 2012 financial year. These growth projects will require estimated capital of US\$300 million to US\$400 million, to be applied to the Kinsenda Mine development and the Musonoi project, both in the DRC.

Development projects

Kinsenda mine - DRC

The re-establishment of mining and surface infrastructure has commenced. An infrastructure study has been completed with regard to the power and water supplies and the costing of the upgrades is currently in progress.

The mine planning and geological models are being prepared by mine personnel together with a mining consultant. Dewatering of the mine has been completed to provide access for the cleaning operations to enable decline and vertical shaft access and to install water management, ventilation and material handling facilities. Front-end engineering design work for the concentrator plant is being finalised and earthworks and civil construction is expected to commence in August 2008. Orders are being placed for major plant components and long lead time items. Final project cost quotations and timing schedules are being prepared.

Musonoi Project - DRC

Drilling on the Dilala Est deposit at Musonoi has identified mineralisation similar to that mined at Kamoto UG, 5km to the west of the project area. In total 33 holes have been drilled for a total of 6 247m on a 100m by 50m grid over a strike length of 600m since exploration commenced in December 2006. The mineralisation does not out crop due to strike parallel faulting and consists of steeply dipping, high grade oxide copper (ave 4% TCu) and cobalt (ave 0.9% TCo) mineralisation from 50m to 230m below surface. The mineralisation is hosted in two wide (10m to 25m each) zones separated by a low grade unit of 15m width.

Sulphides have been intersected below 230m in three boreholes covering 100m of strike. Grades and widths are comparable to those obtained from the oxide intersections and are open ended at depth and along strike. Step out drilling is in progress at depth and along strike to confirm the extent of the sulphide zone.

Geotechnical and metallurgical sample drilling has commenced and a preliminary resource estimate is being prepared which will be released shortly. A Scoping Study will commence once the resource estimate, geotechnical drilling and metallurgical test results have been received to evaluate the financial viability of an operation to exploit the deposit.

Phoenix Platinum - RSA

Phoenix has an agreement with IFM to treat 20 000 tonnes per month of current arisings from the Lesedi Chrome Mine at the IFM Buffelsfontein plant for PGM recovery. An additional 1.5 Mt of tailings are available on an adjacent farm for immediate treatment. Process engineering based on metallurgical test work for a generic 20 000 tons per month plant design has been completed, with detailed engineering and capital cost estimates nearing completion. This design will be expanded to a 40 000 tons per months plan to treat both current arisings and dump tailings. The environmental requirements for final plant and tailings dam site location are in progress and will be finalised shortly. Other chromite tailings streams are being evaluated with the intention of expanding production in the future.

Aluminium Fluoride Plant - RSA

Progress is being made with the site selection study and Environmental Impact Assessment Scoping report, which had been supported by the local authorities in Umhlathuze (Richards Bay). These reports and studies will be presented to the interested parties in September 2008. The basic engineering plant design has been received and a local engineering company is undertaking the detailed costing and peripheral design. The final report is being prepared. Design work of the Vergenoeg expansion has commenced.

Exploration projects

Pan African Resources Exploration

– Manica Project – Mozambique

Geological and drilling work continued with confirmed orebody continuation to a depth of 350 metres below surface. Resources modelling has been completed. This forms the basis for the pre-feasibility study, which will determine the size of a possible mine. The location and future economic factors are being considered. Studies are underway to assess the availability of reliable power and water supplies.

– Bogoin and Dekoa Projects – Central African Republic

A preliminary drilling programme has been completed to narrow down the soil geochemical anomalies. A secondary drilling programme has commenced at Bogoin over an area in excess of 800 km².

– Ghana

Pan African has secured three prospective exploration areas in Ghana on an earn-in basis. Exploration has commenced at two of these properties.

Lubembe Exploration

Exploration drilling commenced during June 2008. Approximately 1 100 metres of evaluation holes were drilled at 100 metres intervals to a depth of approximately 60 metres. Three of the holes intersected moderate malachite mineralisation between 40 metres – 60 metres. The reverse circulation drilling machines will be incremented with a diamond drilling machine in July together with an XRF Analyser.

Corporate activity

The group finalised the reverse acquisition of Pan African Resources on 24 July 2007, whereby 74% of Barberton Mines was reversed into Pan African Resources for a 55% interest in the combined entity. This transaction provides the group with a controlling stake in a separately listed gold vehicle, with significant exploration assets supported by strong cash flow generation from Barberton Mines. Pan African Resources's loss since acquisition together with the effect on the group's revenue and results, had the acquisition been effective 1 July 2007, is immaterial.

The group acquired 50.3% of CRC and the right to acquire 5% of Miniere de Musoshi et Kinsenda Sarl, for a total consideration of 37.2 million new Metorex shares and GBP6.75 million cash.

On 7 December 2007, Metorex acquired 100% of Phoenix Platinum for a consideration of R110 million, settled by way of a cash payment of R55 million and 3.5 million new Metorex shares issued at R24 per share.

DETAILS OF MATERIAL LOANS TO METOREX AS AT 30 JUNE 2008

Lender	Outstanding amount R'000	Details of security	Repayment terms	Interest rate %	Purpose	Secured or unsecured
Standard Bank	1 017 272	A pledge over all subsoil use rights, land use rights and assets and undertakings of the borrower under DRC law, including project assets, assignment of rights under all material contracts including, supply contracts, hedging agreement, offtake contracts and project contracts. First ranking pledge over issued share capital of the borrower held by Ruashi Holdings Assignment of insurance proceeds.	Repayable in 9 semi-annual instalments commencing 30 June 2009	US six-month Libor plus 1.25%	Development of Ruashi Phase II project	Secured
Standard Bank	241 048	A pledge over all subsoil use rights, land use rights and assets and undertakings of the borrower under DRC law, including project assets, assignment of rights under	Repayable in 7 semi-annual instalments commencing 30 June 2009	Pre-project completion: US six-month Libor plus 3,5% Post-project completion: US six-month Libor plus 3.25%	Development of Ruashi Phase II project	Secured

Lender	Outstanding amount R'000	Details of security	Repayment terms	Interest rate %	Purpose	Secured or unsecured
		all material contracts including, supply contracts, hedging agreement, offtake contracts and project contracts. First ranking pledge over issued share capital of the borrower held by Ruashi Holdings Assignment of insurance proceeds.				
Standard Bank	158 436	A pledge over all subsoil use rights, land use rights and assets and undertakings of the borrower under DRC law, including project assets, assignment of rights under all material contracts including, supply contracts, hedging agreement, offtake contracts and project contracts. First ranking pledge over issued share capital of the borrower held by Ruashi Holdings Assignment of insurance proceeds.	Repayable in 36 monthly instalments first repayment being the earlier of date at which first cobalt revenues exceeds US\$555 555; or 12 months from drawdown, April 2009	Interest fixed at 4.68% per annum	Development of Ruashi Phase II project	Secured by Metorex guarantee which is subordinated to Standard Bank

Lender	Outstanding amount R'000	Details of security	Repayment terms	Interest rate %	Purpose	Secured or unsecured
Standard Bank	57 934	Secured by underlying assets and Metorex guarantee until project completion	Repayable in 48 months	JIBAR plus 4.5%	Development of Ruashi Phase II project	Secured by underlying assets
Standard Bank	1 604		Repayable in 60 monthly instalments from 19 August 2005	Prime less 2%	Purchase of farm Kromdraai JR209	Secured by the underlying asset

EXTRACT OF PROVISION IN ARTICLES OF ASSOCIATION RELATING TO DIVIDENDS

- “115. The Company in general meeting or the directors may from time to time declare a dividend to be paid to the members and to the holders of share warrants (if any) according to their respective rights and interest in proportion to the number of shares held by them in each class in respect whereof the dividend is payable; but if any share be issued on terms providing that it shall rank for dividend as from a particular date or for all dividends declared after a particular date, such share shall rank for dividend accordingly.
116. No dividend shall be payable except out of the profits of the company, and no dividend shall carry interest as against the Company, except as otherwise provided under the conditions of issue of the shares in respect of which such dividend is payable. Dividends may be declared either free of or subject to the deduction of income tax and any other tax or duty in respect of which the Company may be chargeable.
117. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the position of the Company. The directors may also pay the fixed dividend payable on any preference share of the Company half-yearly or otherwise on fixed dates whenever such position in the opinion of the directors justifies that course.
118. If the shares of the Company are listed or quoted on any stock exchange dividends shall be declared payable to members registered as such on a date at least fourteen days after the date of the declaration of the dividend.
119. No larger dividend shall be declared by the Company in general meeting than is recommended by the directors; but the Company in general meeting may declare a smaller dividend.
120. The directors may retain the dividends payable in respect of any share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
121. All unclaimed dividends may be invested or otherwise made use of by the directors for the benefit of the Company until claimed, provided that dividends unclaimed for a period of twelve years may be forfeited by the directors for the benefit of the Company.
122. Any dividend, interest or other sum payable in cash to the holder of a share may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first on the register in respect of the share at his registered address, or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the person to whom it is addressed and shall be sent at the risk of the holder or joint holders; and the Company shall not be responsible for the loss in transmission of any cheque or warrant or of any document (whether similar to a cheque or warrant or not) sent through the post as aforesaid. Payment of any such cheque or warrant, to whomsoever effected, shall be a good discharge to the Company.
123. Any dividend may be paid and satisfied, either wholly or “in part”, by the distribution of specific assets, or in paid-up shares, debentures or securities of the Company or of any other company, or in cash, or in any one or more of such ways as the directors of the Company in general meeting may at the time of declaring the dividend determine and direct, and where any difficulty arises in regard to such distribution the directors may settle the same as they think expedient and in particular may fix the value for distribution of such specific assets and may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to secure equality of distribution and may vest any such assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the directors.
124. The directors may from time to time make such regulations as they may think fit in regard to the payment of dividends to members having registered addresses outside South Africa, and such regulations may provide for the payment of such dividends in any foreign currency and the rate of exchange at which such payment shall be made and such other matters as the directors may think fit.”

EXTRACT OF PROVISION IN ARTICLES OF ASSOCIATION RELATING TO THE APPOINTMENT, QUALIFICATIONS, REMUNERATION AND BORROWING POWERS OF DIRECTORS

Directors

75. The number and remuneration of the directors shall be as specified in the Schedule.
76. Any director who serves on any executive or other committee or who devotes special attention to the business of the Company or who goes or resides outside South Africa for any purposes of the Company, or who otherwise performs 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. In addition to the remuneration to which he may be entitled as a director, as the directors may determine. The directors shall also be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company and in attending meetings of the directors or of committees of the directors or of the Company.
77. Without prejudice to the provisions for retirement by rotation or otherwise hereinafter contained, the office of a director shall be vacated in any of the events following, namely:
- (a) if he becomes insolvent or assigns his estate for the benefit of his creditors, suspends payments generally, or compounds with his creditors, or files a petition for the surrender of his estate;
 - (b) if he is found or becomes of unsound mind;
 - (c) if he is requested in writing by all his co-directors to resign;
 - (d) if he be removed by a resolution of the Company pursuant to section 220 of the Act;
 - (e) if he shall pursuant to the provisions of the Statutes or by reason of any order made thereunder be prohibited from acting as a director;
 - (f) if he resigns his office by notice in writing to the company;
 - (g) if he is absent from meetings of the directors for six consecutive months without leave of the directors otherwise than on the business of the Company and is not represented at any such meetings during such six consecutive months by an alternate director, and the directors resolve that his office be, by reason of such absence, vacated; provided that the directors shall have power to grant to any director not resident in South Africa leave of absence for any or an indefinite period.
78. A director may hold any other office or place of profit under the Company (except that of auditor) in conjunction with his office of director 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 as the directors may determine.
79. A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise and (except insofar as otherwise decided by the directors), he shall not be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company.
80. Any director may act by himself or through his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
81. A director who is in any way whether directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company, shall declare the nature of his interest in accordance with sections 234, 235, 237 and 238 of the Act.
82. Subject to the next succeeding article hereof no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any other office or place of profit under the Company or in any company promoted by the Company or in which the Company is interested or in respect of professional services rendered or to be rendered by such director or as vendor, purchaser or in any other manner

whatever, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such appointment, contract or arrangement by reason of such director holding the office or of the fiduciary relationship thereby established.

83. A director shall not vote nor be counted in the quorum and if he shall do so his vote shall not be counted on any resolution for his own appointment to any other office or place of profit under the Company or in respect of any contract or arrangement in which he is interested, but this prohibition shall not apply to:
- (a) any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
 - (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the director has himself guaranteed or secured; or
 - (c) any contract by a director to subscribe for or underwrite shares or debentures of the Company; or
 - (d) any contract or arrangement with a company in which he is interested by reason only of being a director, officer, creditor or member of such company;
- and these prohibitions may at any time be suspended or relaxed to any extent either generally, or in respect of any particular contract or arrangement, by the Company in general meeting.
84. The directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them to be directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company; and any director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to become, a director or other officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

Alternate directors

85. Each director may appoint either another director or any person approved for that purpose by a resolution of the directors to act as alternate director in his place and during his absence and may at his discretion remove such alternate director. A person so appointed shall, except as regards power to appoint an alternate, and remuneration, be subject in all respects to the terms and conditions existing with reference to the other directors of the Company, and each alternate director, whilst so acting, shall be entitled to receive notices of all meetings of the directors or of any committee of the directors of which his appointor is a member, and to attend and vote at any such meeting at which his appointor is not personally present and he shall generally be entitled to exercise and discharge all the functions, powers and duties of his appointor in such appointor's absence as if he were a director. Any director acting as alternate shall (in addition to his own vote) have a vote for each director for whom he acts as alternate. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director, provided that if any director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this article which was in force immediately before his retirement shall remain in force as though he had not retired. Any appointment or removal of an alternate director shall be effected by instrument in writing delivered at the office and signed by the appointor. The remuneration of an alternate director shall be payable only out of the remuneration payable to the director appointing him and he shall have no claim against the Company for his remuneration.

Retirement of directors in rotation

86. Subject to article 100 hereof at every annual general meeting one-third of the directors for the time being or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office. The directors so to retire shall be those who have been longest in office since their last election, but as between persons who became or were last elected directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot; provided that notwithstanding anything herein contained,

if at the date of any annual general meeting any director shall have held office for a period of three years since his last election or appointment, he shall retire at such meeting either as one of the directors to retire in pursuance of the foregoing or additionally thereto. The length of time a director has been in office shall be computed from his last election, appointment or date upon which he was deemed re-elected. A director retiring at a meeting shall retain office until the close or adjournment of the meeting.

87. Retiring directors shall be eligible for re-election but no person, other than a director retiring at the meeting, shall, unless recommended by the directors, be eligible for election to the office of a director at any general meeting unless not more than fourteen but at least seven clear days before the day appointed for the meeting, there shall have been left at the office or the London office (if any) of the Company, a notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.
88. Subject to the last preceding article the Company at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring director, if willing to continue to act, shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
89. The Company may in general meeting (but subject to the provisions of Article 87) elect any person to be a director either to fill a casual vacancy or as an additional director, but so that the total number of directors shall not exceed at any time the maximum number fixed by or in accordance with these articles. The Company in general meeting may also from time to time increase or reduce the number of directors and may also determine in what rotation such increased or reduced number is to go out of office.
90. No appointment of a director, except that of a retiring director re-elected at an annual general meeting or a general meeting of the Company, shall take effect until the consent of such director to act as a director of the Company, referred to in section 211 of the Act, has been lodged with and receipt thereof has been acknowledged by the Registrar.

Powers of directors

91. The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement or other benefit to any director or ex-director or other officer or employee of the Company, its controlling or holding company (if any) or any company controlled company, or subsidiary of the Company whether or not he has held any other salaried office or place of profit with the Company or to his widow or dependants and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance or life assurance or other benefits.
92. Without prejudice to the powers, of the Company in general meeting in pursuance of any of the provisions of these articles to appoint any person to be a director, the directors shall have the power at any time and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing board, but so that the total number of directors shall not at any time exceed the maximum number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
93. The directors may take all steps that may be necessary or expedient in order to enable the shares, debentures or other securities of the Company to be introduced into and dealt with in any country, dominion, colony or state and to procure the same to be recognised by and specially quoted upon any stock exchange or bourse in any country, dominion, colony or state and may accept responsibility for and pay and discharge all taxes, duties, fees, expenses or other sums which may be payable in relation to any of the matters aforesaid and may subscribe to and comply with the laws and regulations of any such country, dominion, colony or state and the rules or regulations of any such stock exchange or bourse.
94. Save as otherwise expressly provided by these articles, all cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all documents to be executed by the Company shall be signed, drawn, accepted, endorsed or executed as the case may be in such manner as the directors shall from time to time by resolution determine.

95. The Company may create and issue secured or unsecured debentures and subject to the provisions of the Schedule and to any regulations from time to time made by the Company in general meeting, the directors may borrow from time to time for the purposes of the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of any such sums by bond, mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures or otherwise as they may think fit, and may make such regulations regarding the transfer of debentures, the issuing of certificates therefor (subject always to Article 13 hereof) and all such other matters incidental to debentures as they may think fit; provided that no special privileges as to allotment of shares in the Company, attending and voting at general meetings, appointment of directors or otherwise, shall be given to the holders of debentures of the Company save with the sanction of the Company in general meeting.

Local boards, agents and committees of the board

96. The directors may establish any local boards or agencies in South Africa or elsewhere for managing any of the affairs of the Company and may appoint any persons to be members of such local boards, or any managers or agents and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the directors with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the directors may think fit, and the directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
97. The directors may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the directors, to be the attorney or agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him or them.
98. The directors may delegate any of their powers to an executive or other committee whether consisting of a member or members of their body or not as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the directors and any such regulations may authorise the appointment of sub-committees.

Managing and executive directors

99. The directors may from time to time appoint one or more of their body to be managing director, assistant managing director, general manager or executive director (with or without specific designation) of the Company or to other executive office with the Company as the directors shall think fit, for a period not exceeding five years, and may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places.
100. Subject to any provisions either in the Schedule or in the contract under which he is appointed any director appointed to any position or executive office pursuant to the last preceding article, shall not, while he continues to hold that position or office under contract for a term of years, be subject to retirement by rotation during the currency of such contract, and he shall not, in such case, be taken into account in determining the rotation of retirement of directors, but, subject to the terms of any such contract as aforesaid, he shall be subject to the same provisions as to removal as the other directors of the Company, and, if he ceases to hold office as director, his appointment to such position or executive office shall *ipso facto* and immediately be terminated but without prejudice to any claims or damages which may accrue under any such contract in respect of such termination. Provided that the directors shall not appoint any director to any position or executive office as aforesaid upon terms which exempt him from retirement by rotation, If at the time of such appointment the effect of such exemption would be to cause one-half or more of the directors to be exempt from retirement by rotation,

101. The remuneration payable by the Company to a director appointed to any position or executive office under Article 99 shall be In addition to or in substitution for any ordinary remuneration as a director of the Company and shall from time to time be fixed by the directors.
102. The directors may from time to time entrust to and confer upon a director appointed to any position or executive office under Article 99 such of the powers exercisable under these articles by the directors as they think fit, and may confer such powers for such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the directors in that behalf, and may from time to time revoke, withdraw, after or vary all or any of such powers.

Proceedings of directors and committees

103. The directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined by the directors, two directors shall form a quorum. A director may at any time, and the secretary upon the request of a director, shall at any time convene a meeting of the directors. A director who is not in South Africa, shall not be entitled to notice of any meeting, but It shall be given to his alternate, if any, unless such alternate is also absent from South Africa.
104. The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these articles, they may act only for the purpose of filling up vacancies in their body or of summoning general meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these articles as a quorum.
105. The directors may elect a chairman and a deputy chairman (to act in the absence of the chairman) of their meetings and determine the period for which they are to hold office, which period shall not exceed one year, but if no such chairman or deputy chairman is elected or if at any meeting the chairman or deputy chairman be not present within five minutes after the time appointed for holding the same, the directors present shall choose one of their number present to be chairman at such meeting.
106. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the chairman shall have a second or casting vote, provided that should the quorum be two and should only two directors be present at the meeting, the chairman shall not have a casting vote.
107. A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these articles for the time being vested in or exercisable by the directors generally.
108. A resolution in writing signed by the directors who may at the time be present in the town where the office is situated, being not less than are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted; provided that where a director is not so present, but has an alternate who is so present, then such resolution must also be signed by such alternate. All such resolutions shall be described as "directors' resolutions" and shall be forwarded or otherwise delivered to the secretary without delay, and shall be recorded by him in the Company's minute book and noted at the meeting of the directors next following the receipt thereof by him. A directors' resolution (unless signed by all the directors or their alternates) shall be inoperative if It shall purport to authorise or to do any act which a meeting of the directors has decided shall not be authorised or done, until confirmed by a meeting of the directors.
109. The meetings and proceedings of any committee consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any regulations made or imposed by the directors.
110. All acts done by the directors or by a committee of directors or by any person acting as a director or a member of a committee, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the directors or persons acting as aforesaid, or that they or any of them were disqualified from or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or member of such committee."

SUMMARY OF THE ORDINARY SHARES ISSUED TO THE PARTICIPANTS OF THE METOREX SHARE SCHEME

1. FINANCIAL YEAR ENDED 30 JUNE 2008

A cumulative amount of 14.1 million share options are available for implementation in terms of the Metorex Limited Share Incentive Scheme. Share options are offered at the ruling market price and implementation may only commence two years after the date of acceptance of the offer. Options of 6.3 million shares at a weighted average price of R19.31 per share were offered to Group employees during the year and 2.1 million share options were exercised at an average price of R2.70 per share.

2. FINANCIAL YEAR ENDED 30 JUNE 2007

A cumulative amount of 10.6 million share options are available for implementation in terms of the Metorex Limited Share Incentive Scheme. Share options are offered at the ruling market price and implementation may only commence two years after the date of acceptance of the offer. Options of 2.4 million shares at a weighted average price of R16.05 per share were offered to Group employees during the year and 2.9 million share options were exercised at an average price of R2.62 per share.

3. FINANCIAL YEAR ENDED 30 JUNE 2006

A cumulative amount of 11.1 million share options are available for implementation in terms of the Metorex Limited Share Incentive Scheme. Share options are offered at the ruling market price and implementation may only commence two years after the date of acceptance of the offer. Options of 1.2 million shares at a weighted average price of R7.49 per share were offered to group employees during the year and 2.9 million share options were exercised at an average price of R2.54 per share.