THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take you are recommended immediately to seek your own financial advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, who specialises in advising on the acquisition of shares and other securities.

This document, which comprises an AIM Admission Document has been drawn up in accordance with the Public Offers of Securities Regulations 1995 ("POS Regulations") and the AIM Rules and has been issued in connection with the application for admission to trading of the Ordinary Shares on AIM.

The Directors of Jubilee Platinum plc, whose names appear on page 6 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and makes no omission likely to affect the import of such information.

Persons receiving this document should note that Insinger English Trust and Insinger Townsley which are both regulated by the Financial Services Authority, are acting exclusively for the Company and no-one else in connection with the Placing and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Insinger English Trust or Insinger Townsley or providing advice in connection with the Placing and Admission. In particular, the information contained in this document has been prepared solely for the purposes of the Placing and Admission and is not intended to inform or be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

Jubilee Platinum plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 4459850)

Placing by
Insinger English Trust and Insinger Townsley
of 13,750,000 Ordinary Shares of 1p each at a price of 16p per share (of which 9,687,500 are to be allotted for cash and 4,062,500 by means of an exchange of securities)
and
Admission to Trading on the Alternative Investment Market

Nominated Adviser
Insinger English Trust

Stockbroker
Insinger Townsley

SHARE CAPITAL FOLLOWING THE PLACING IN ORDINARY SHARES OF 1p EACH

Authorised		*Issued and fully paid*	
Number	*Nominal Value*	*Number*	*Nominal Value*
500,000,000	£5,000,000	38,750,000	£387,500

The Ordinary Shares being issued pursuant to the Placing will rank *pari passu* in all respects with the existing issued Ordinary Shares of the Company and will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company.

Application has been made for the whole of the ordinary share capital of Jubilee Platinum plc in issue and to be issued pursuant to the Placing to be admitted to trading on AIM. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. London Stock Exchange plc has not itself examined or approved the contents of this document.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The attention of persons receiving this document is drawn to the section headed "Risk Factors" contained in Part I of this document.

Insinger English Trust is the Company's nominated adviser for the purposes of the AIM Rules. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire Ordinary Shares in reliance on any part of this document. No representation or warranty, express or implied, is made by either Insinger English Trust or Insinger Townsley as to any of the contents of this document.

CONTENTS

DEFINITIONS

The following definitions and terms apply throughout this document unless the context otherwise requires:

"Act"	the Companies Act 1985, as amended
"Admission"	the effective admission to trading on AIM of the entire ordinary share capital of the Company, issued and to be issued pursuant to the Placing
"AIM"	the Alternative Investment Market of the London Stock Exchange
"AIM Rules"	the rules relating to AIM published by the London Stock Exchange
"BRGM"	Bureau de Recherches Géologiques et Minières
the "Company" or "Jubilee Platinum" or "Jubilee"	Jubilee Platinum plc
"CDN$"	Canadian Dollars
"CREST"	the system of paperless settlement of trades and the holding of uncertificated shares of which CRESTCo Limited is the operator
"Directors" or "Board"	the board of directors of the Company whose names appear on page 6
"E-W"	East West Resources Corporation, a company incorporated in Vancouver
"FSA"	the Financial Services Authority Limited
"Golden Prospect"	Golden Prospect plc
"Group"	the Company and its subsidiaries
"Insinger English Trust"	Insinger English Trust, a division of Insinger de Beaufort (Corporate Finance) Limited, the Company's Nominated Adviser
"Insinger Townsley"	Insinger Townsley, a division of Insinger de Beaufort (a subsidiary of Bank Insinger de Beaufort N.V.), the Company's Broker
"JM Report"	the Johnson Matthey Platinum 2002 Review published in May 2002
"London Stock Exchange"	London Stock Exchange plc
"Official List"	the Official List of the UK Listing Authority
"Ordinary Shares"	ordinary shares of 1p each in the capital of the Company
"Placing"	the conditional placing of the Placing Shares by Insinger English Trust and Insinger Townsley on behalf of the Company pursuant, *inter alia*, to the Placing Agreement and the Share Exchange Agreement, details of which are set out in Part VI of this document.
"Placing Agreement"	the conditional agreement dated 24 July 2002 between the Company, Insinger English Trust, Insinger Townsley, the Directors, Golden Prospect and Mining Finance Co Limited, details of which are set out in paragraph 6(d) of Part VI of this document
"Placing Price"	16p per Placing Share
"Placing Shares"	13,750,000 new Ordinary Shares which are the subject of the Placing
"Properties"	the areas of land over which the Group has secured, by option and joint venture agreements the PGM mineral rights as described in the summaries set out in Part V of this document
"REIT"	Resources Investment Trust plc, a company whose shares are admitted to the Official List
"REIT Shares"	4,062,500 ordinary shares in REIT issued pursuant to the Share Exchange Agreement
"RDCL"	the Company's principal subsidiary, Resource Development Corporation Limited, a company incorporated in Jersey
"Scheme"	the Jubilee Platinum plc Unapproved Share Option Plan
"Share Exchange Agreement"	the conditional agreement dated 24 July 2002 between REIT, Insinger Townsley, Insinger English Trust and the Company, details of which are set out in paragraph 6(g) of Part VI of this document
"UK Listing Authority"	the FSA acting in its capacity as the competent authority for the purposes of Part 8 of the Financial Services and Markets Act 2000
"UNCTAD"	United Nations Conference on Trade and Development
"US$"	United States Dollars

GLOSSARY OF SELECTED GEOLOGICAL AND MINING TERMS

"Ag"	silver
"Alluvial"	deposited, transported and formed by a river or the action of running water
"anomaly"	an abnormal find or result
"Archaean"	a geological era greater than 2.5 Ga
"Au"	gold
"Basic" or "Mafic"	a term applied to any dark coloured igneous rock which has a high proportion of pyroxene and olivine
"Basic Complexes"	an assemblage of intimately associated basic igneous rocks that may consist of plutonic rocks, volcanic rocks or both
"Bed Rock"	unweathered rock below the soil
"Bushveld Complex"	a geological region, internationally recognized for its PGM and chromitite deposits, located in South Africa
"Chromitite"	rocks of 90 to 100 per cent. chromite
"Chromite"	chrome oxide ore mineral
"Cr"	chromium
"Cu"	copper
"dip"	direction or angle that the plane of a rock formation makes with the horizontal
"dyke"	a sheet-like body of igneous rock cutting across bedding planes of rock
"Eluvial"	formed from the decomposition of rocks in place
"g/t"	grams per tonne
"Ga"	a thousand million years
"gabbro"	a coarse grained igneous rock
"Great Dyke"	an extensive platinferous chrome nickle bearing dyke in Zimbabwe
"ha"	hectare
"hydrothermal"	heated or superheated fluid or water from depth in the earth's crust
"Igneous rock"	rock formed by crystallization or solidification of magma
"Ir"	iridium
"JORC Code"	the Australasian Code for reporting of Mineral Resources and Ore Reserves as most recently documented by the Joint Committee of the Australasian Institute of Mining and Metallurgy, the Australian Institute of Geoscientists and the Mineral Council of Australian in September 1999
"km"	kilometre
"Ma"	a million years
"Magma"	molten rock material formed within the earth's crust
"Merensky Reef"	a platiniferous pyroxenite rock layering the Bushveld Complex, containing economic grades of PGMs. The term is generally used to refer to that part of the Merensky stratigraphic rock unit that is economically exploitable, regardless of the rock type
"Nb"	niobium
"Ni"	nickel
"Nipigon Plate"	a geological region of Northern Ontario, Canada, characterised by extensive volcanics of Proterozoic age

"NSR"	net smelter return
"Olivine"	a rock forming group of magnesium iron silicate minerals forming a complete solid solution series between the forsterite mineral (magnesium silicate) to the fayalite mineral (iron silicate)
"Ophiolite"	collective name for a group of mafic and ultramafic rocks
"Os"	osmium
"Outcrop"	rock unit exposure at surface
"Pd"	palladium
"Picotite"	a chromium mineral
"Pt"	platinum
"PGM"	platinum group metals, comprising the six closely related elemental metals of platinum, palladium, iridium, rhodium, ruthenium and osmium
"Proterozoic"	a geological era of between 2.5 to 0.6 Ga
"Pyroxenite"	an igneous rock comprising generally of pyroxene minerals, of varying calcium, magnesium and iron silicates
"Reef"	a term used to describe a lode or vein of gold bearing or precious metal rock
"Reserve"	that part of a Resource which can be mined at a profit under reasonably expected economic conditions as defined by the JORC Code
"Resource"	mineralised body for which there is sufficient sampling information and geological understanding to outline a deposit of potential economic merit as defined by the JORC Code
"Rh"	rhodium
"Rift"	a tensional fracture system in the earth's crust
"Ru"	ruthenium
"Serpentinite"	an altered ultramafic
"Sill"	a sheet-like body of igneous rock which conforms to bedding planes of rock
"Strata-bound"	contained within a stratum
"Stratiform"	strata like
"Strike"	horizontal level direction or bearing of an inclined rock bed, structure, vein or stratum surface. The direction is perpendicular to the direction of dip
"Sub outcrop"	rock unit exposure below the surface
"Sulphide"	a mineral containing sulphur in its non oxidised form
"Telluric process"	precipitation of PGMs by weak electrical currents
"Troctolite"	an olivine gabbro
"Tuff"	rocks consisting of fragmented volcanic material blown into the atmosphere by explosive activity
"Ultramafic"	partial acronym describing an igneous rock consisting of ferro (iron) magnesian minerals
"Upper Group 2 Chromitite" or "UG2"	a distinct chromitite horizon layer in the Bushveld Complex often containing economic grades of PGMs
"Zn"	zinc

DIRECTORS, SECRETARY AND ADVISERS

Directors

Stephen Victor Kearney *(Non-Executive Chairman)*
Colin Bird *(Chief Executive Officer)*
John David Parker *(Non-Executive)*
Malcolm Alec Burne *(Non-Executive)*

all of: 22 Melton Street, London NW1 2BW

Company Secretary and Registered Office

Cargil Management Services Limited
22 Melton Street
London NW1 2BW

Nominated Adviser

Insinger English Trust
44 Worship Street
London EC2A 2JT

Broker

Insinger Townsley
44 Worship Street
London EC2A 2JT

Solicitors to the Company

Stringer Saul
17 Hanover Square
London W1S 1HU

Solicitors to the Placing

Wedlake Bell
16 Bedford Street
Covent Garden
London WC2E 9HF

Reporting Accountants

Grant Thornton
The Quadrangle
Imperial Square
Cheltenham
Gloucestershire GL50 1PZ

Auditors

Grant Thornton
Barnes Wallis Road
Segensworth
Hampshire PO15 5GT

Experts for Competent Person's Report

Ddraig Mineral Developments Limited
31 Madoc Street
Llandudno
North Wales LL30 2TL

Public Relations

Parkgreen Communications Limited
137-141 Regent Street
London W1B 4HZ

Registrars

Melton Registrars Limited
PO Box 30
Cresta House
Alma Street
Luton LU1 2PU

PLACING STATISTICS

Placing Price per Ordinary Share	16p
Number of Ordinary Shares in issue after the Placing	38,750,000
Market capitalisation of the Company at the Placing Price	£6,200,000
Number of Shares subject to the Placing	13,750,000
Proportion of enlarged issued share capital subject to the Placing	35.5%
Proceeds of the Placing to be received by the Company (including the REIT Shares) net of estimated expenses of £412,000 to be borne by the Company	£1,788,000

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Admission effective and dealings in the Ordinary Shares commence on AIM	31 July 2002
CREST accounts credited	31 July 2002
Share certificates in respect of Placing Shares despatched by	14 August 2002

PART I

Information on the Business

1. Introduction

The Company was formed as a public limited company on 12 June 2002 to act as a holding company for a group which will explore and develop PGM properties worldwide. The Company has acquired the entire issued share capital of RDCL, which has entered into, or been assigned, option agreements to prospect for and acquire interests in PGM properties in South Africa, Canada, Madagascar, Ethiopia and Sierra Leone. Further details of these agreements are set out in Part V of this document.

The Company's commercial partners include E-W which is a Canadian, publicly listed company and Golden Prospect, an AIM-quoted, natural resources investment fund based in London. Golden Prospect holds 9,634,888 Ordinary Shares in the Company representing approximately 38.5 per cent. of the current issued share capital and will hold 11,197,388 Ordinary Shares following the Placing which will represent 28.9 per cent. of the enlarged issued share capital.

The Company is seeking to raise funds through the Placing and Admission to AIM to carry out its strategic objectives and programme of exploration on the PGM Properties in its portfolio.

2. Strategy

Since the mid-nineties major mining companies have tended to scale down their in-house exploration activities and have, instead, either funded exploration companies or acquired companies who have made a significant discovery. It is therefore the Company's strategy to add value to the Properties with a view to achieving a favourable exit either through an outright sale of the Properties or through joint venture agreements with major mining companies. However, as the Board may consider that it is in the best interests of the Company to retain one or more of the Properties following a successful discovery or because of market conditions, the Company has assembled a team of Directors and advisers who, collectively, have the necessary skills to develop the projects through to production and manage new mines, subject to the Company obtaining the necessary funding.

The Group's strategy is based on the extensive and diverse knowledge of the industry of its Directors and their ability to identify opportunities for acquisition, exploration and development of world-class PGM deposits. Driving this strategy is the Directors' view, based on industry and commodity research, that platinum and palladium will undergo upward price pressure in the mid term due to anticipated continued shortfalls in supply.

3. Market Overview – Platinum and Palladium

3.1 *Supply and demand characteristics*

Demand for the main PGMs, platinum and palladium, has remained strong for some years and, in the opinion of the Directors, is expected to remain so in the mid to long term.

According to the JM Report, in 2000 and 2001, the total demand for platinum exceeded supply by 390,000 oz and 290,000 oz or 7.4 per cent. and 4.9 per cent. respectively. Over the same period the demand for palladium exceeded supply by 1.16m oz in 2000 (14.9 per cent.), although in 2001 supply exceeded demand by 590,000 oz (8.1 per cent.). This oversupply in 2001 can be attributed to a fall in demand for palladium in the electronics and autocatalyst sector. The use of palladium in autocatalysts fell for the first time since 1988 mainly due to substitution by platinum based catalysts. Automotive industry purchases of platinum increased by a third as diesel-engined cars gained market share in Europe, confirming forecasts made in 2001. Jewellery demand in 2001 for platinum fell by 10 per cent. with sharp declines in Japan and USA, although China registered another record year for demand.

Significantly, consumer demand for diesel-engined vehicles continues to grow and unlike petrol-powered cars, diesel vehicle catalysts contain only platinum as opposed to palladium. Demand for platinum and palladium in autocatalysts is expected to continue to increase in response to international legislation, forcing stricter controls on hydro-carbon emissions. In the European Union, regulation for new diesel engines commonly referred to as Euro Stage I — Euro Stage V is in place, Euro Stage III emission legislation has been the norm for new automobiles since 2000. According to UNCTAD, many automobile manufacturers are planning to switch directly to Stage IV emission standards, which will come into force in 2005. Future Euro V regulations, which will introduce further controls in emission, remain under discussion. Furthermore in the US, increasing sales of automobiles and sport utility vehicles with larger engines require higher loadings of palladium in order to control emission and meet the Low Emission Vehicle Standards.

3.2 *Platinum and Palladium Price History*

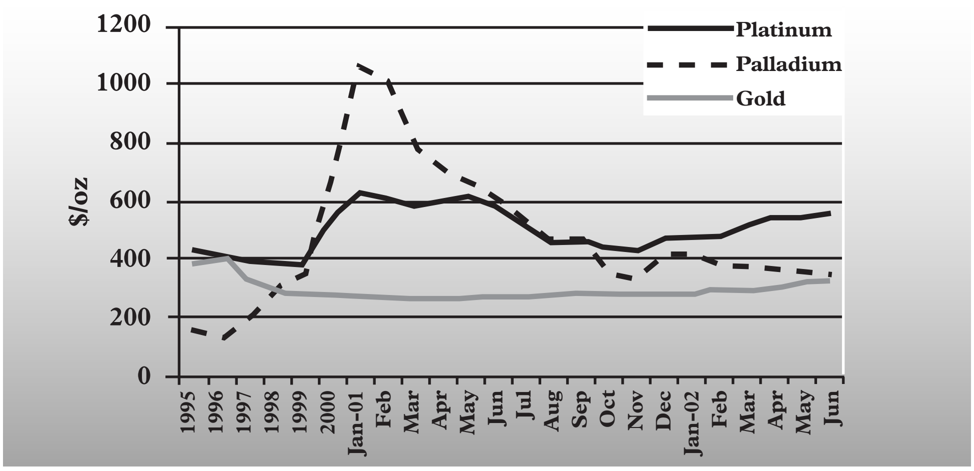

Figure 1: PGM prices since 1995 (Source: United States Geological Survey, Johnson Matthey)

In January 2001, strong demand, concerns about Russian supplies and marked price rises in palladium contributed to advancing platinum prices to more than US$600/oz. Platinum prices eased slightly during 2001 to US$422/oz reflecting a slowdown in the US economy but have now returned to higher prices and remain at more than US$500/oz.

The demand for palladium in the near term is likely to fall by at least the same as it did in 2001 — around 25 per cent. On the supply side, the perceived risk in stability of supply from Russian stocks, which accounts for more than 60 per cent. of the world's palladium, is expected to provide a hedge against future price falls.

3.3 *Uses of Platinum and Palladium*

3.3.1 *Platinum*

Platinum has multiple applications while new uses are constantly being discovered and developed.

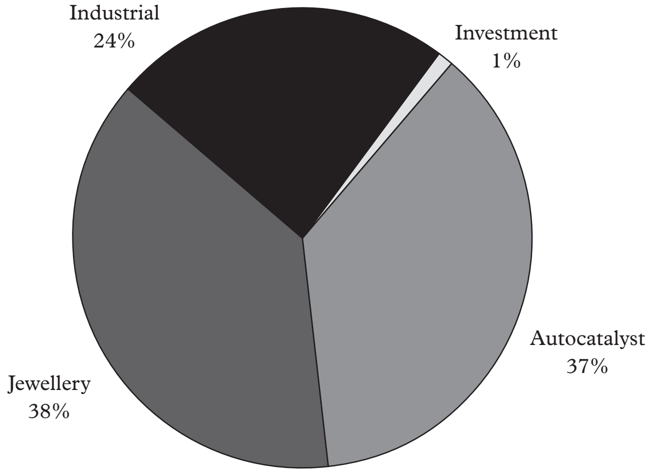

Figure 2: Platinum demand by application in 2001 (Source – JM Report)

Autocatalysts

Motor vehicle exhaust systems are fitted with catalytic converters to reduce the polluting effects of exhaust emissions. The converter's main component is a ceramic honeycomb, the surface of which is coated with platinum, palladium and rhodium primary elements which control vehicle exhaust emissions of hydrocarbons, carbon monoxide, oxides of nitrogen and particulate.

Jewellery

The largest consumer sector for platinum is the international jewellery trade, which is the largest source of platinum demand. Demand from this sector has virtually doubled since 1995 from 1.4 million oz. (S.A. Chamber of Mines) to 2.5 million oz in 2001 (JM Report). The metal is highly valued for its beauty and purity. Its resistance to corrosion and tarnish, strength and hardness provide a secure setting for diamonds and other gemstones enhancing their brilliance.

Electronics

The uses of platinum in electrical and electronics components include hard disk drive coatings, fibre optic cables, and thermocouples for temperature measurement in the glass, steel and semi conductor industries, and for infrared detectors for military and commercial applications. It is also used in multi-layer ceramic capacitors and crucibles to grow single crystals.

Chemical

Platinum is used as a catalyst in numerous industry sectors including the fertilizer and explosives industries to convert ammonia to nitric acid, the fabrication for aerospace, automotive and construction sectors, as a petrol additive in the fuel sector to enhance combustion and reduce engine emissions and in the production of biodegradable elements in household detergents.

Investment

Platinum is seen as an attractive investment vehicle as a sound way of hedging assets against inflation. This attraction for platinum investment is spreading worldwide and is based on platinum's relative scarcity, its historical price performance and unique fundamentals. Investment in platinum may be made in bars, ingots and bullion coins such as the American Eagle, the Australian Koala or the Canadian Maple Leaf.

Fuel cells

Platinum is a primary component of many types of fuel cells, which are forecast to become increasingly important as a source of renewable energy and hence a significant consumer of the metal. The cells are being developed mainly as an alternative to internal combustion engines in vehicles. They are more energy efficient and produce negligible pollution. All the major automotive companies, lead by Daimler-Chrysler, are reportedly planning to have fuel cell powered light vehicles by 2003-2004. There are already some fuel cell powered heavy vehicles in use. Although the replacement of internal combustion engines may impact negatively on the demand for platinum in autocatalysts, this would be more than compensated for by the reportedly higher platinum consumption in automotive fuel cells. Accordingly, the use of platinum in fuel cells is predicted to be one of the platinum applications with greatest prospects for future demand.

3.3.2 *Palladium*

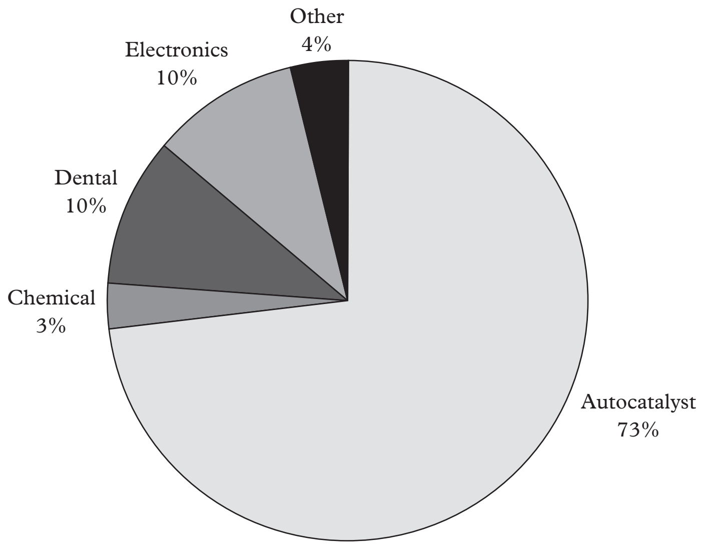

Figure 3: Palladium demand by application in 2001 (Source – JM Report)

Autocatalyst

Palladium, together with platinum and rhodium, are primary components in autocatalysts which reduce vehicle exhausts emissions of hydro-carbons, carbon monoxide, oxides of nitrogen and particulate.

Electronics

The second largest demand sector for palladium is electronics, which accounts for around 10 per cent. of total palladium demand. Palladium is used mainly in the production of multi-layer ceramic capacitors. These are used in electrical components for cellular telephones, personal and notebook computers, fax machines and in auto and home electronics. Other electronic applications for palladium are the plating for connectors and leadframes for electronic circuits, as well as hybrid integrated circuits.

Dental

Palladium is widely used in dental alloys. The popularity of palladium alloys in dentistry is based on the facts that palladium alloys are adaptable and consequently easy to work with. Additionally, the palladium alloys are robust and do not readily tarnish.

Jewellery

Palladium is extensively used in jewellery. It may be used either on its own or as an element of "white gold" which is produced when palladium is added to gold, with or without other elements. The yellow colour of gold fades and the alloy becomes quite white.

Chemical

Palladium process catalysts are used in the production of bulk and specialty chemicals, such as purified telephthalic acid which is used in the manufacture of artificial fibres. Palladium is also demanded by the fertilizer industry for use in the production of nitric acid for the manufacture of artificial fertilizers.

4. PGM Geology and Mining

The world's primary supply of platinum and palladium comes from South Africa and the Russian Federation. According to the JM Report, in 2001 92 per cent. of the world's platinum supply and 86 per cent. of palladium supply came from these two regions. The next largest source of production is from North America (including Canada) which supplied around 6 per cent. of the platinum and 12 per cent. of the world's palladium in 2001.

The identified world production of PGM mineralisation is currently:

- 56 per cent. from primary mineralisation;
- 42 per cent. from by-product mineralisation; and
- 2 per cent. from other forms of mineralisation.

The primary and by-product mineralisation occurs in two distinct geological models, namely the “Bushveld” model and the “Norilsk” model named after the areas in South Africa and the Russian Federation, respectively.

In by-product deposits the main revenue producing metals are copper, nickel with by-product PGMs. The main producers of by-products are in the Russian Federation and Sudbury in Canada. Including the by-product deposits there are only some 23 producing PGM mines in the world, of which 15 are primary deposits in South Africa, one in the United States of America, one in Canada and one in Zimbabwe.

5. Exploration Properties

Detailed below are brief summaries of each of the Group’s exploration properties. Reference should be made to the Competent Persons’ Report set out in Part II of this document for further background and technical information on each of the Properties. Further details of the option and joint venture agreements referred to below are set out in Part V of this document.

5.1 *Eastern Bushveld, South Africa*

The Company, through its wholly owned subsidiary RDCL, has secured exclusive five-year option agreements for the prospecting and mineral rights on fifteen Properties, totalling more than 4,500 hectares in the south east portion of the eastern Bushveld within the Mpumulanga province of South Africa some 300km east of Johannesburg.

The Properties are located in the Bushveld Complex, which hosts the largest known platinum reserves in the world and are on strike with the Merensky Reef and UG2 PGM deposits to the north. The Bushveld Complex contains two extensive PGM rich horizons or reefs that are currently being mined and explored. The Merensky Reef is an approximately 1 to 2 metre thick pyroxenite that has an average grade of 5g/t PGM. The UG2 is an approximately 1 to 2.5 metre thick chromitite layer that has average grades of 5g/t PGM. The outstanding characteristics of these reefs are their uniformity and strike extent that gives rise to extensive deposits.

The Directors believe that, in the area of the Properties, the Merensky Reef and UG2 continue south from known deposits and mines in the north. Some 12 km to the north of the property lie the new PGM projects of Aquarius Platinum Ltd (Everest South) and Anglo Platinum (Der Brochen) developing the Merensky Reef and UG2. Immediately to the north of these projects lies the Dwars Rivier joint venture between Anglovaal Mining Ltd and Impala Platinum Holdings Ltd (Implats). The Directors understand that Anglo Platinum has identified a large Resource base of both the Merensky Reef and UG2. Government geophysical data also suggests that the Merensky Reef and UG2 continue down in the direction of and on the Properties held by the Company.

The Directors believe that the potential for the discovery of PGM-bearing Merensky Reef and UG2 rocks on the Group’s Properties is favourable. Subject to obtaining the necessary prospecting permit, the Company intends to investigate the sub-outcrop potential for the Merensky Reef and UG2 by undertaking a diamond drilling programme.

Exploration companies which have held ground in the Bushveld, and following a similar strategy to that proposed to be adopted by the Company, and have been acquired by major mining companies after exploration showed such a potential PGM Resource. A recent example of this was Implats’ acquisition in December 2000 of Platexco, a Canadian exploration company, for approximately CDN$190 million, for its Winnaarshoek farm with its Merensky Reef and UG2 Reserves.

5.2 *Thunder Bay, Canada*

The Company, through RDCL, has the exclusive right and option to acquire for cash payments and exploration expenditures over 5 years, a 50 per cent. undivided interest rising to a maximum of a 70 per cent. interest upon completion of exploration work, a feasibility study and financing to production of three Properties. These Properties namely, Havoc Lake, Norwood Lake and Pillar Lake, are held by E-W in the Thunder Bay district of north-western Ontario. This area contains Canada’s only PGM mine, Lac des Iles, and has been identified as a geological environment similar to the Norilsk region in the Russian Federation.

In early 2002, under the terms of the joint venture agreement with E-W, the Group funded a limited reconnaissance drilling programme over part of Havoc Lake, which identified greenstone belt rocks. In addition, E-W has conducted limited ground and airborne geophysical surveys and geological mapping, and has identified several strong anomaly targets. Government geological surveys have reported geochemical Cr, Pt, Pd and Ni anomalies in local lake sediments, occurring in three groupings on the Havoc Lake property and in close proximity to the airborne anomalies. The Directors believe that the geophysical signatures together with anomalous geochemistry of the lake sediments may indicate the presence of disseminated sulphides in a mafic intrusive, which is a classic environment for PGM mineralisation.

An independent engineering report further noted that an airborne survey produced a number of excellent geophysical responses on the property, indicating that some of the possible structures responsible may be flat lying, at shallow depths and that they most likely reflect the existence of sulphides.

PGM-chromium and PGM-nickel-copper anomalies also occur in the other two properties.

Dr Robert Middleton of E-W, who was recently awarded the North West Ontario Prospectors Association Award for the "Discovery of the Year" for his discovery of Cu-Ni sulphides with PGMs in the Seagull ultramafic intrusion at Wolf Mountain, to the east of the Lac des Iles mine, is the geologist in charge of operations on the Canadian Properties.

5.3 *Madagascar*

The Company, through RDCL, has entered into an option agreement with a claim holder to acquire an 85 per cent. interest in four areas totalling 121,875 ha in the Maharaja Province of central Madagascar. Ten year exploration permits have been granted on the four areas.

Madagascar lies some 400 kms off the east coast of South Africa and it is thought to be favourable for PGM mineralisation. The first record of platinum from Madagascar was between 1909 and 1911, when it was recovered as a by-product from alluvial gold mining at Anosibe on the east coast. Between 1960 and 1971 the French BRGM organisation discovered PGMs while undertaking alluvial exploration for gold in the intrusive Antampombato complex and the basic Antara Massif regions of the east coast.

The country has suffered political instability since the last elections in December 2001, but the situation is gradually being resolved. A single government has now been formed under the presidency of Mr Marc Ravalomana who was sworn in in May 2002. The US together with Germany, Japan, Australia and France formally recognised his Presidency.

5.4 *Yubdo Project, Ethiopia*

The Company has entered into an option agreement with Golden Prospect. Under the terms of this agreement the Company may, until January 2003, at its election enter into a joint venture agreement with Golden Prospect to acquire 65 per cent. of Golden Prospect's interest in the Yubdo Project. The Company will fund all exploration costs up to bankable feasibility study level and Golden Prospect will retain a 35 per cent. interest and a NSR royalty of 2½ per cent. with NSR royalty buy-back rights for the Company.

The Yubdo Project is located in the Welega province of western Ethiopia, approximately 500 kms west of the capital city of Addis Ababa.

In addition, Golden Prospect holds two 3-year exploration licences covering 205.4 square kms in the Tulu Dimtu and Daleti localities and a 1-year prospecting licence (about to be converted to an exploration licence) covering 535.6 square km in the Yubdo locality of western Ethiopia. It also holds a 59 per cent. interest in a local joint venture company which has acquired an existing mining lease, which covers 27.3 square km in the historical platinum mining district of Yubdo.

The Yubdo diggings produced approximately 86,805 ounces (2,700 kilograms) of platinum between 1926 and 1941, which underpins the prospectivity of the project. In 2001 Golden Prospect undertook field work in the area as part of a due diligence study which included a reconnaissance survey consisting of 101 samples of soil and weathered bedrock.

5.5 *Sierra Leone*

The Company has entered into an option agreement with Golden Prospect. Under the terms of this agreement the Company may, until January 2003, at its election enter into a 80/20 (Jubilee/Golden Prospect) joint venture with the licence holder Golden Prospect, in consideration for funding future exploration and development. Golden Prospect holds a 105.3 square km platinum licence for the York Property, located on the Freetown Peninsula, 37 km south of the capital city of Sierra Leone. Discussions are currently taking place between Golden Prospect and the Ministry of Mines regarding the status of the licence following the ending of hostilities, and Golden Prospect is anticipating a satisfactory resolution from the discussions.

The York licence covers the central section of the Freetown Layered Gabbro, an area with a history of artisanal platinum production, having produced 5,242 ounces between 1929 and 1949). Rock and soil samples obtained in previous reconnaissance exploration assayed up to 0.84 grams of platinum per tonne in weathered bedrock, again providing a basis for further exploration. Geophysical surveys followed by mapping and assays have identified a platinum-enhanced 5.2 km continuous layer within the gabbroic rock sequence. There is topographic evidence for further extension to at least 8.5 km. Geochemical anomalies have been observed in both the rocks and the soils. Enhanced levels are seen not only in platinum and palladium but also of associated elements, particularly nickel, cobalt, chromium and copper.

After years of civil war, there has been a ceasefire since November 2001 and in May 2002 the country held democratic presidential and parliamentary elections, in which the incumbent President Kabbah was re-elected with a comfortable 70 per cent. majority.

6. Current Activities and Prospects

The Company's subsidiary, RDCL, has expended over £135,000 to date to maintain the Properties in good standing and identify development opportunities. The funds have been used in Canada on limited geophysics and drilling, in South Africa on property acquisition and maintenance and in Madagascar on option acquisition and permitting.

Following Admission, the Company intends to develop the Properties in terms of its corporate strategy as described in paragraph 2 of this Part I of the document. Further details of the proposed expenditure to achieve this strategy are set out in paragraph 11 of this Part I of the document.

7. Directors, Officers and Senior Management

Directors

Stephen Kearney (43) BSc, G.Dip.(Eng), MBL — Non-Executive Chairman

Resident in South Africa, Stephen Kearney is a mining engineer with 20 years operational, senior managerial and corporate experience. From 1987 to 1990 he was general manager of the Grootvlei (Gold) Mine and Winkelhaak (Gold) Mine. In 1990 he was appointed Consulting Engineer (Operations) with Impala Platinum Holdings (Implats) Limited. In 1992 he was promoted to director with responsibility for the Implats' mines and mineral processing operations in the Rustenburg area. From 1996 to 1998 he was managing director of Implats, then a subsidiary of the mining finance company Gencor. In 1998 he became chief executive officer of Implats, a position he held until 2001. He is a management adviser to Stillwater Mining Company in Montana, USA, a PGM producer, and a non-executive director of Brandrill SA.

Colin Bird (58) C Eng FIMM — Chief Executive Officer

Resident in Surrey, England, Colin Bird is a chartered engineer and a Fellow of the Institute of Mining and Metallurgy with more than 30 years experience in resource operations management, corporate management and finance.

The formative part of his career was spent with the National Coal Board in England where he was assistant underground manager. He moved to the Zambian Copper Belt in 1970 as an assistant underground manager before joining Anglo America Coal Division in 1974 as section manager. He then moved to Botswana in 1979 to be mine manager of the BBC Nickel Copper Mine, a joint venture between Anglo American Corporation, Amax and the Botswana Government. On his return to the UK, he worked with Hampton Gold Mine areas as a director of their coal mines in Scotland before joining Costain Mining Ltd as technical director in 1987 and thereafter Plateau Mining Plc as managing director in 1989.

In 1993 he was appointed operations and technical manager for Petromin, Saudi Arabia, of their gold mining activities with responsibility for an underground mine producing 175,000oz of gold and three gold mines in various stages of feasibility study and development. In October 1995 he joined Lion Mining Finance Ltd in London as technical manager and is now managing director of that company. He is a director of the listed Canadian mining companies International Freegold and MIT Ventures.

Colin Bird is technical adviser to Pacific North West Capital who have made a significant PGM discovery close to Sudbury, Canada and successfully assisted the admission of Franconia Minerals plc to OFEX in February 2002.

John David Parker (68) B.Eng (Met) C Eng MIMM — Non-Executive Director

Resident in South Africa, David is a metallurgist and retired director of Matthey Rustenburg Refiners, a former company jointly owned by Rustenburg Platinum and Johnson Matthey. From 1978 to 1993 he held metallurgical responsibility for all operations within the Johannesburg Consolidated Investment Company Limited group as consulting engineer (Metallurgical). From 1977 to 1978 he was a consulting metallurgist of Anglo American Corporation (SA) and was seconded to Zambia Consolidated Copper Mines (ZCCM) in control of metallurgical operations in all of ZCCM's mines at Nchanga, Bancroft, Rokana, Broken Hill and Nampundwe. From 1961 to 1976, he held various process management positions and became manager (metallurgical) before rising to the level of acting general manager, at the Nchanga Consolidated Copper Mines on the Zambian Copper Belt.

Malcolm Burne (58) — Non-Executive Director

Malcolm commenced his career as an equity analyst, later as a financial journalist, for The Financial Times and Sunday Telegraph. He has worked as a venture capitalist and founded a number of public and private companies some of which have been in the mineral resource and gold exploration fields. He was executive chairman of the Australian Bullion Company (Pty) Ltd, then Australia's leading gold dealer and is currently the executive chairman of Golden Prospect.

Senior Management

Andrew Sarosi B.Sc M.SC. — Metallurgist — Technical Manager

Andrew Sarosi is currently a metallurgical consultant to the resource industry and an associate of UK based Lion Mining Finance Ltd and Lion Capital Corporation Ltd. He has wide previous experience with consultancy groups, the Ethiopian Government and resource companies together with production and project management experience in base and precious metal mineral processing and refining.

Raju Samtani BA Honours CIMA — Group Financial Manager

Raju's previous experience includes three years as the group financial controller at marketing services agency, WTS Group Limited, where he was appointed by the Virgin Group to oversee their investment in the company.

Johannes Jacobus Nel B.Sc — Geologist — Consultant (South Africa and Madagascar)

Johannes Nel is an independent geologist currently evaluating UG2 reef on a South African platinum mine. He has 27 years' experience with JCI Limited in exploration and evaluation of platinum, copper, nickel, gold and base metal deposits worldwide including Madagascar.

Philip Raisin B.Sc — Mining Engineer — Manager (South Africa and Madagascar)

Philip Raisin is a consultant and mining engineer with broad Southern African operational mining experience. He has held senior positions on the Zambian copper belt.

Robert Middleton Ph.D — Consultant Manager (Canada)

Robert is a noted Canadian geophysic specialist with wide experience. He was recently acclaimed for his discovery of Norilsk sulphides in the Seagull claims of the Wolf Mountain Platinum Palladium project. He is also a director of several resource companies.

Dr. John Bowles Ph.D. F.G.S. F.I.M.M. C.Eng. C.Geol. Eur.Geol. F.Min.Soc — Geologist — Manager (Ethiopia and Sierra Leone)

Dr. Bowles has considerable experience in exploration in Africa and other developing areas, specialising in gold and platinum. He is a director of several junior mining companies and is Honorary Research Fellow at two UK universities. Dr. Bowles is the author of numerous technical papers and publications on precious metals, exploration and peripheral topics.

8. Corporate Governance

The Company intends to develop appropriate measures to ensure that it will, as far as possible, be able to comply with the Combined Code (Principles of Good Governance and the Code of Best Practice) as set out in the Listing Rules of the UK Listing Authority so far as is practicable for a company of the size and stage of development of the Company.

The Board has established a Remuneration Committee comprising the Chairman and one other Non-Executive Director. The Remuneration Committee will review the performance of the executive Director and determine the remuneration of the executive Director and the basis of his service agreement with due regard to the interests of shareholders. The Remuneration Committee will also determine the payment of any bonuses to the executive Director and the grant of options to employees, including the executive Director, under the Scheme.

The Board has established an Audit Committee and a Nomination Committee. The Audit Committee will meet at least twice a year and will be responsible for ensuring that the financial performance, position and prospects of the Company are properly monitored, controlled and reported on and for meeting the auditors and reviewing their reports relating to accounts and internal controls. The Board also intends that the Nomination Committee will consider Board appointments, review the Board structure, size and composition, recommend the continuation (or not) in service of the executive Director as executives or non-executive Directors and recommend Directors who are retiring by rotation to be put forward for re-election.

The Directors have also considered the guidance published by the Institute of Chartered Accountants in England and Wales (commonly known as the Turnbull report) concerning the internal control requirements of the Combined Code. The Board will regularly review and manage key business risks in addition to financial risks facing the Company in the operation of its business.

9. Dividend Policy

The Directors anticipate that, following the Placing, the cash resources will be retained for the development of the Group's business strategy and will not be distributed for the foreseeable future. Accordingly the Directors intend to commence payment of dividends only when it becomes commercially viable to do so, subject to the exploration and working capital requirements of the Group and the availability of distributable profits.

10. The Placing

The Company is raising £2,200,000 (before expenses and including the REIT Shares as referred to below) pursuant to the Placing to fund the exploration of the Properties as outlined above, and additional working capital.

13,750,000 new Ordinary Shares representing 35.5 per cent. of the enlarged issued share capital of the Company have been conditionally placed at 16p per share by Insinger English Trust and Insinger Townsley pursuant to the Placing Agreement and the Share Exchange Agreement, the principal terms of which are summarised in paragraphs 6(d) and (g) of Part VI of this document. The Placing Shares will, when issued, rank *pari passu* in all respects with the existing issued Ordinary Shares. The Placing will raise approximately £1,788,000 net of expenses for the Company, assuming that the REIT Shares are disposed of for an average net consideration of 104.85p per share, representing the underlying net asset value of the REIT Shares as at the date the Share Exchange Agreement was entered into. As at the close of business on 22 July 2002, being the latest date prior to the publication of this document, the mid-market value of the REIT Shares was 88p.

Immediately following Admission, the Directors, their associates and certain principal shareholders will be interested in an aggregate of 5,000,000 Ordinary Shares, representing 64.5 per cent. of the then issued Ordinary Shares. The Directors, persons connected with them and certain principal shareholders have undertaken that they will not sell or otherwise dispose of any part of their respective interests in the Ordinary Shares held immediately preceding the Placing for a period of up to twelve months following Admission and for a twelve month period thereafter shall only sell Ordinary Shares through the Company's broker in accordance with orderly market principles. The Directors' undertakings and those of their associates are contained in the Placing Agreement, further details of which are set out in paragraph 6(d) of Part VI of this document.

The principal shareholders' undertakings are contained in lock in agreements executed by each of such principal shareholders, further details of which are set out in paragraph 6(f) of Part VI of this document.

11. Use of Placing Proceeds

The Company intends to use the net proceeds from the Placing in the development of the Properties as follows:

	£
Exploration	932,000
Property — general, administration and management	191,000
Property Holding Costs	81,000
Corporate Head office administration	456,000
New business development	15,000
Working capital	113,000
Total	1,788,000

12. Risk Factors

Potential investors should carefully consider the risks described below before making a decision to invest in the Company. In addition to the usual risks associated with an investment in a small to medium sized business at an early stage of development, the Directors have identified the following risks to be the most significant for potential investors:

- The Ordinary Shares are not listed on the Official List and although the Ordinary Shares are to be traded on AIM, this should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Ordinary Shares may, therefore, in certain circumstances be difficult to realise. The value of the Ordinary Shares may go down as well as up.

- The investment offered in this document may not be suitable for all recipients of this document. Investors are accordingly advised to consult an investment adviser authorised under the relevant statute within their own jurisdiction who specialises in investments of this kind before making a decision to invest.

- The activities of the Group are subject to the usual commercial risks and such factors as industry competition and economic conditions generally may affect the Group's ability to generate income.

- In exploring and developing its Properties the Group will be subjected to an array of complex economic factors and technical considerations. The Group may also face delays in obtaining governmental and other approvals and licences, inability to obtain financing or other factors could cause delays in exploring and developing properties. Such delays could have a materially adverse affect on the financial performance of the Group.

- Investments in mining and exploration are inherently speculative and involve a high degree of financial risk. There is no assurance that the Group's exploration activities will be successful. At present, all of the Group's Properties are at an exploratory stage. There are a number of uncertainties inherent in any exploration or development program, including location of economic ore bodies, the development of appropriate metallurgical processes and the receipt of necessary governmental permits. Substantial expenditures may be required to pursue such exploration and, if warranted, development activities. Assuming discovery of an economic ore body and depending on the type of mining operation involved, several years may elapse from the initial stages of development until commercial production is commenced. New projects frequently experience unexpected problems during exploration and development stages and frequently result in abandonment of the properties or potential development projects. Most exploration projects do not result in the discovery of mineable deposits of ore. There can be no assurance that the Company's exploration efforts will yield reserves or result in any commercial mining operations.

- If it does not prove possible to dispose of the REIT Shares for their aggregate value, at the issue price, of £650,000 during the timescale envisaged for the Company's exploration programme, the Company may need to raise further funds in order to complete the programme described in this document.

- Any investments made by the Company in the natural resources sector may be subject to fluctuations in the value of metals and minerals and changes in commodity prices can make this sector particularly volatile from an investment perspective.

- Some of the countries in which the Group operates, notably Sierra Leone and Madagascar, have had a history of turbulence in recent times and this may affect the Group's ability to continue with exploration or mining or enforce its rights under its option and joint venture agreements.
- The Group will be making investment in capital and operations in currencies other than its reporting currency (Sterling), and there is therefore a risk from exchange rate fluctuations.
- Proving up Reserves is inherently speculative and involves a degree of financial risk. The development of mineral deposits normally requires substantial investment and will depend upon the Company's ability to obtain financing through the farming out of projects, provide placement financing, public financing or other means. There is no assurance that the Company will be successful in obtaining the required financing.
- Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Group, the extent of which cannot be predicted.
- The Company may become subject to liability for pollution or other hazards against which it cannot insure or against which it may elect not to insure because of high premium costs or other reasons. The payment of such liabilities would reduce the funds available for exploration activities.
- The success of the Company is currently largely dependent on the abilities of its Directors. The loss of the services of these persons may have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can retain the services of its Directors or other qualified personnel required to operate its business. Failure to do so could have a material adverse affect on the Company and its prospects.

PART II

Competent Person's Report

The Directors
Jubilee Platinum plc
22 Melton Street
London NW1 2BN

and

Insinger Townsley
44 Worship Street
London EC2A 2JT

and

Insinger English Trust
44 Worship Street
London EC2A 2JT

Ddraig Mineral Developments Limited

25 July 2002

Dear Sirs,

1. Introduction

1.1 *Background*

This report has been produced by Ddraig Mineral Developments Limited (DMD) of Llandudno, North Wales, United Kingdom on behalf of Jubilee Platinum plc (Jubilee). DMD is a specialist company with extensive expertise in the exploration and development of Platinum Group Metals (PGM) and it offers independent technical advice and assists with the valuation of mineral projects.

Jubilee is a UK registered public limited company that was formed on 12 June 2002 to act as a holding company for a group, which will explore and develop PGM properties worldwide. Jubilee has acquired the entire issued share capital of RDCL, which has entered into or been assigned option agreements to prospect for and acquire interests in PGM properties in South Africa, Canada, Madagascar, Ethiopia and Sierra Leone (the Jubilee Projects).

The report comprises an independent technical review of the Jubilee Projects, including an assessment of Jubilee's phased work programmes and budgets and an assessment of the indicative valuations of the properties at this stage.

The Jubilee Projects are summarised as follows:

- The eastern Bushveld property (Bushveld) that is located in the Mpumulanga Province of South Africa. The project is located approximately 300km east of Johannesburg and consists of 15 farms portions totalling 4,515 hectares.
- The Thunder Bay properties of Havoc Lake, Norwood Lake and Pillar Lake (Thunder Bay) that are located in the Thunder Bay district of north-west Ontario in Canada and consist of 8,914 hectares.
- In Madagascar an agreement has been reached to acquire an 85 per cent. interest in four areas totalling 121,875 ha. The holdings consist of 4 principal lands, all located in the Province of Mahajanga and in the communes of Londokomanana, Tsaramasoandro, Tsratanana, and Tsiandrarafa.
- The Yubdo Project (Ethiopia) which includes three exploration and prospecting licences covering 535.6 square kilometres and a mining licence, is located in the Oromia Region, Gimbi Zone of western Ethiopia approximately 500 kilometres west of the capital city of Addis Ababa.
- The York Project located 37 kilometres south of Freetown in Sierra Leone that consists of 105.3 square kilometres.

The general locations of the projects are shown in Figure 1.

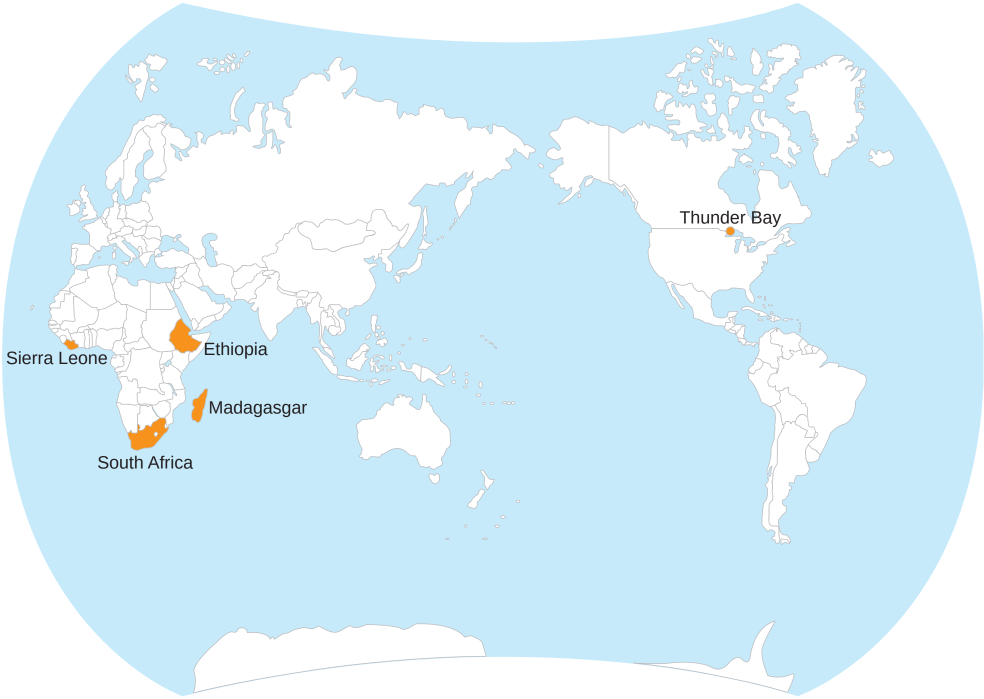

Figure 1. Location of Jubilee Properties

DMD was retained in May 2002 to complete a Competent Person's Report of the Jubilee Projects to support the proposed listing of Jubilee on the Alternative Investment Market ("AIM") of the London Stock Exchange.

The report is based on site visits to the project in South Africa, Canada and Ethiopia, discussions with senior Jubilee personnel and the Company's technical consultants and nominated advisors. At the time of preparing this report it was not opportune to visit Madagascar and Sierra Leone. DMD are cognisant of the geology of the deposits in these countries and are confident in the reliability of the data presented by Jubilee.

All Jubilee's available geological and operating data were reviewed in conjunction with DMD's own information and various literature and Internet sources of relevant material.

1.2 *DMD Qualifications*

DMD is a specialist company that offers independent technical advice that assists with the development and financing of mineral projects. The principals of DMD are Tony Hopkins and David Jordan who have a wealth of experience and knowledge in the minerals' industry and who have been accepted as authors of Recognised Mining Professional Reports and Competent Person's Reports for various International Stock Exchanges.

Mr. Hopkins and Mr. Jordan have compiled the Competent Persons Report in their capacity as Recognised Mining Professionals. They are both Chartered Engineers and Members, in good standing, of the Institution of Mining and Metallurgy of the United Kingdom.

DMD and its personnel are experienced in the PGM industry and have specific knowledge of the PGM opportunities and operations in the vicinity of the Jubilee PGM Projects.

Mr Hopkins is a geologist with a Masters Degree in Geology from the University of Natal, South Africa. He is a Member of the Institute of Mining and Metallurgy and a Chartered Engineer. Mr Hopkins became involved with chromite and PGM exploration in 1974 in the Bushveld Complex, South Africa whilst working for Utah International. Since then he has worked on the Great Dyke of Zimbabwe, Skeargaard Intrusion in Greenland and the Stillwater Complex in Montana, USA. He has been involved in the independent assessment and valuation of mineral properties including PGM's for both private and public companies for over 30 years.

Mr. Jordan is a mineral processing engineer with a Minerals Engineering degree from Birmingham University, United Kingdom. He is a Member of the Institute of Mining and Metallurgy and a Chartered Engineer. Mr Jordan has been involved in platinum projects in both South Africa and Zimbabwe. He is familiar with valuation techniques and associated financial analysis and has undertaken a number of such exercises for both public and private companies. Mr Jordan has been involved in the independent assessment and valuation of mineral properties including PGM's for the past 20 years.

DMD has been commissioned on a fee-paying basis and has not received nor does it expect to receive any interest, directly or indirectly, in the properties that are the subject of this report or in the equity of the Company.

2. General

2.1 *Competent Person's Report*

The Competent Person's report is defined as a technical audit of the information available on the Jubilee Projects that results in the derivation of a "Fair Market Value" of each project by a "Recognised Mining Professional".

The Fair Market Value is defined as "the price agreed between a willing buyer and a willing seller dealing at arm's length, both fully informed and under no compulsion to act, in an open and unrestricted market, at a given point in time." The effective date at which the fair market value is established is important as this value can change with variations in conditions and base parameters.

A Recognised Mining Professional can in practice be an individual or a company in which case a Director or Partner has to sign the Report. A Recognised Mining Professional has to be professionally qualified and have at least five years of relevant experience with regard to the type of mineral deposits in question. DMD reserves the right to alter the conclusions of its report should additional information become available before publication. Permission is hereby granted to Jubilee to use this report to support its AIM Admission provided the meaning intended by the report as a whole is not altered by partial extractions or quotations.

2.2 *Valuation Procedures*

Although there is a history of PGM presence in each of the Jubilee Projects, and in South Africa and Canada there is production from surrounding properties that are geologically similar, the Projects have no defined reserves or resources. Consequently, the Jubilee Projects are exploration targets that must be subjected to on-going geological and associated technical studies to determine their full potential.

To justify both the purchase price and the costs of the proposed on-going activities, the geological potential of each of the Jubilee Projects has been considered in order to derive a Fair Market Value utilising the Appraised and Comparative valuation methods.

2.3 *Other Information*

DMD has been shown the title documents, permits and contracts relating to the Jubilee Projects and all the necessary licenses and associated permits appear to be in place. In addition, legal due diligence has been conducted on the Jubilee holdings by an independent firm of lawyers who specialise in mining law.

The mining, exploration and subsequent development of PGMs are the core business of Jubilee and it is their prime objective to pursue an aggressive policy of growth through exploration, further acquisition and subsequent development.

3. Background

The Group has made a decision to enter the mining business via the PGM commodity route. This decision is based on the current strong position of the PGM mining industry. Jubilee has identified and entered into agreements to secure rights over five geological occurrences that have either known or potential PGM mineralisation.

The approach adopted by DMD is:

- Review of the geology of PGM deposits
- Review the economics of exploration, mining, recovery, refining and marketing of PGM mineralisation to determine the parameters that govern the viability of PGM deposits.
- Integrate the characteristics of Jubilee's targets into a model based on the above criteria that will determine the potential viability of the various deposits to justify the raising of public money for their investigation and subsequent development.

PGMs consist of platinum (Pt), palladium (Pd), and rhodium (Rh), which are the three common metals that are often recovered together along with gold to make up the value of ore being mined. In the Bushveld regions of South Africa these four elements are called 4E, which is the combined value of the four elements. The other PGE members are ruthenium (Ru), osmium (Os), and iridium (Ir), which are less common and are only recovered in specialized circumstances.

PGMs are mined and recovered principally in South Africa (60 per cent.), Russia (30 per cent.), Canada and the United States, with smaller amounts from Finland, Yugoslavia, and Australia. However, the largest amount of platinum comes from South Africa, and the largest amount of palladium (67 per cent.) comes from Russian Federation (Siberia).

The primary mineralisation occurs predominantly in sub volcanic layered Basic Complexes and the by-product mineralisation in Basic Complexes associated with rift environments where there has been contamination of the magma with country rock. The former is referred to as a "Bushveld" model and the latter as a "Norilsk" model named after the principal type areas in South Africa and the Russian Federation respectively.

In the by-product deposits the main revenue producing minerals are copper, nickel with PGM as by product. Including the by-product deposits there are only some 23 producing PGM mines of which 15 are primary deposits in South Africa, 1 in USA, 1 in Canada and 1 in Zimbabwe.

The main by-product producer is the Norilsk complex in the Russian Federation followed by Sudbury in Canada.

Current world production of PGM is (2001) 13.2 million ozs of which 44 per cent. is platinum dominated and 56 per cent. palladium dominated.

Of the platinum production 76 per cent. comes from primary deposits (South Africa accounts for 69 per cent. of this amount) and of the palladium 60 per cent. is by product production of which the Russian Federation accounts for 95 per cent. of this number.

4. Geological Models

4.1 *Introduction*

The geological processes that are ascribed to the origin and formation of PGM deposits may be described in terms of the following thee basic models:

- Bushveld Model
- Norilsk Model
- Other Models

4.2 *Bushveld Model*

In the Bushveld model the PGM mineralisation is found as stratiform reefs in a stratabound situation.

DMD interpret the formation of strataform/stratabound PGM reefs as akin to a flotation process during cooling of suitable pyroxenite units. In olivine rich pyroxenites the base and precious metals in the magma are mostly absorbed into the olivine lattice.

On cooling and formation of the cumulus pyroxenite phase the base metal, precious metal and sulphur content of the magma becomes enriched in the inter cumulus liquor. On progressive cooling the inter cumulus liquor degasses and a process akin to a flotation cell is initiated.

The PGMs in their native state are siderophile in character, i.e. they partition with a metal. This is why most PGM minerals are metal complexes such as arsenides or tellurides. When the PGM forms a metal complex it then they becomes chalcophile and may or may not partition with a sulphide.

The base metals copper and nickel are chalcophile and partition with a sulphide complex such as iron sulphides.

Iron will partition directly with sulphur to form sulphide complexes.

The degassed volatiles will rise through the pyroxenite pile and collect base and precious metals en route. If there are any contaminants in the magma such as carbon then the process will be enhanced.

The flotation products will rise until their progress is impeded by a physical barrier such as an impervious layer that could be the development of an inter cumulus phase such as feldspar (feldspathic websterite of the Great Dyke) or a different lithological unit such as chromite, as in the Bushveld, or a different rock type.

At the physical barrier the flotation products are ponded and produce a typical hydrothermal mineral assemblage. The volatile package contains a high proportion of water, which causes typical hydrothermal alteration of the ferro silicates and feldspars.

In practice the PGM mineralisation is usually deposited at the barrier in a disseminated form. However, depending on the quantity of ponded material there could be breaching as in a typical hydrothermal vein system. This is rare in PGM deposits but is known from the Stillwater Mine in Montana.

In the disseminated form the mineralisation accumulates close to the barrier and diminishes downwards. This gives rise to the typical downward exponential decay shape to the distribution curve.

The outstanding characteristic of these reef type deposits is the uniformity and strike extent that gives rise to extensive deposits.

4.3 *Norilsk Type Model*

In the Norilsk model layered Basic Complexes there are several differences to the Bushveld model that are summarised in the following paragraphs.

The intrusions are sills indicating a higher crustal level of emplacement than the deep sub volcanic plutonic Bushveld type. Being sills they are subject to a greater heat loss to the surrounding country rocks and hence a more rapid rate of cooling.

The Norilsk model is characterised by significant contamination of sulphur from the surrounding rocks, which has a marked effect on the proportion of base metal to PGM mineralisation that is concentrated.

Copper and nickel are chalcophile elements that allow them rapidly to partition with a sulphide component to produce base metal sulphides.

During rapid cooling the chill phase contact zones degasses rapidly and the evolved excess sulphur partitions with base metals that often form marked disseminated layered zones or entrapped globules in fine grained chilled rocks. The base metal content may often reach percentage levels.

The PGM mineralisation is siderophile and is not effected by excess sulphur in the magma and in the rapid cooling phase has little opportunity to become concentrated. Hence in Norilsk type complexes the PGM is subordinate to base metals and recovered as a by-product.

Base metal sulphides are readily detectable by both geophysical and geochemical means and act as an excellent pathfinder in the exploration for PGM.

4.4 *Other Models*

All basic rocks have a very high PGM background content which is often higher than in well layered complexes. What is lacking is a primary concentrating mechanism as found in Bushveld or Norilsk type complexes. Concentrating processes are normally secondary in nature via weathering and oxidation.

Dunite, an olivine rich rock has an abnormally high PGM background that may be as much as 0.3 to 0.7ppm. (0.3 to 0.7 g/t). The PGM is mostly encapsulated within the olivine lattice and on oxidation is released into the weathered profile.

The PGM in the weathered profile may be concentrated in surface laterite developments where it may be further concentrated into nuggets by telluric processes.

Large very low grade disseminated mineralisation such as found in dunite is often a good source for eluvial and alluvial concentration.

5. Descriptive Geology

5.1 *General*

The Bushveld and Norilsk PGM geological models are well known and need little description. Jubilee's Bushveld property fits the Bushveld model and its Thunder Bay project that of the Norilsk type. These projects are of considerable interest as they are in regions of existing production.

The other three projects are in regions of limited production but have interesting potential. The Ethiopia and Sierra Leone projects are classified as other forms of PGM occurrences and are less well known and therefore require explanation in more detail. Madagascar is an exciting property that possibly could fit the Bushveld model although this possibility requires considerably more work.

5.2 *Bushveld*

5.2.1 General Overview

The Bushveld Complex is host to the largest platinum reserves in the world and is located within the Northern and Mpumulanga Provinces of the Republic of South Africa (Figure 2).

The Proterozoic-age igneous complex is roughly 66,000km^2 and comprises an assemblage of layered ultramafic to felsic plutonic and volcanic rocks (Figure 3).

5.2.2 Property Location and Description

The PGM properties held by the Group are located in the southeast portion of the Eastern Bushveld, where they are on strike with Merensky and UG2 PGM deposits to the north (Figure 3).

In the area of the properties, the Critical Zone, host to the Merensky and UG2 Reefs is covered by the Transvaal Sequence of sedimentary rocks; a regional gravity anomaly suggests that the Bushveld rocks do continue south in this area, very nearly joining with the Western Bushveld. Government geophysical data also suggests that the UG2 and Merensky reefs continue to depth in the direction of, and on the properties held by the Group.

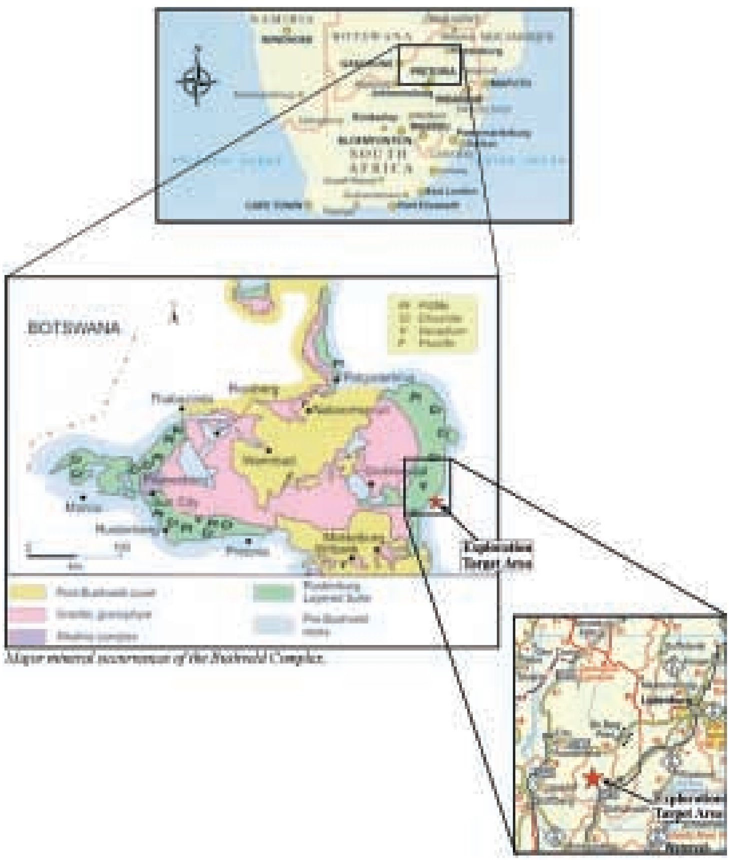

Figure 2. Location of the exploration projects held by Jubilee in South Africa.
Also shown are the general features of the world's largest reserve of PGM, the Bushveld Complex (geological map after Viljoen and Reimold, 1999.

The area of the Eastern Bushveld where the properties are located has a well established infrastructure of roads, rail, power and water.

The establishment of two new mining ventures at Der Brochen and Everest South will upgrade the area to a sophisticated industrial site with all the requisite facilities of an operational mining environment.

In general terms South Africa is an established PGM producer and has smelting facilities with the capacity to absorb new production.

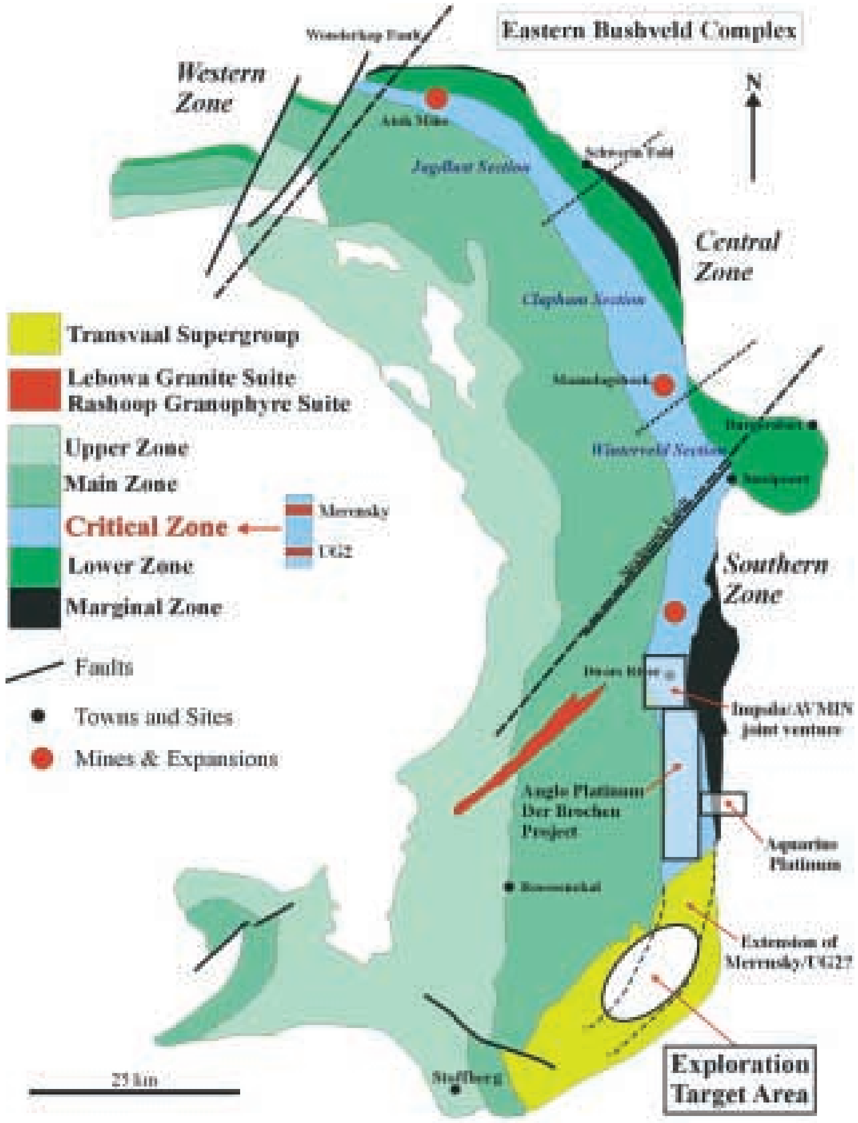

Figure 3. Location of the properties (exploration target area) held by Jubilee relative to the exploration projects of Aquarius, Anglo Plats and Implats. The most prospective PGM horizon is that of the Critical Zone (blue) which is expected to continue south on to the properties. In the area of the properties, Critical Zone rocks are covered by Transvaal sedimentary rocks (yellow).

5.2.3 Property Holdings

The Group has options over 4515ha of ground comprising 15 farm portions that are located on the postulated southern strike extension of the Merensky and UG2 reefs that crop out on the farm Kliprivier 73 JT some 7.5km to the north of Houtenbek 97 JT, the northern most Group property.)

The Group has exploration agreements with the property owners and will be required to apply to the State for Prospecting Permits. This procedure is a formality to ensure that exploration is carried in a correct and expedient manner to assess the mineral potential of the properties as well as avoid any undue despoiling of the environment.

The granting of exploration permits is not normally unduly withheld providing the intent of the applicant is genuine.

5.2.4 Geology

The Bushveld is a complex layered igneous intrusion of immense dimensions being some 400km east to west and 200km north to south. It is composed of a Mafic phase and a Felsic phase with the PGM mineralisation found towards the middle section of the Mafic phase.

In outcrop, the distribution of the Mafic phase is composed of two crescent shaped limbs that are exposed on the east and west of the complex.

The complex is layered and in many respects may be compared to a sedimentary sequence in terms of structure and disposition. The PGM reefs are found in the central section of the Mafic phase, known as the "Critical Zone", on or around the contact between the change from a predominantly Mafic mineralogy dominated by ferro-magnesian rich minerals such as olivines and pyroxenes (Pyroxenites), to an intermediate mineralogical rock type (Gabbro and Norite) dominated by felsic minerals such as feldspars and micas with only minor ferro magnesian minerals.

The Main Platinum rich zones being the Merensky and UG2 reefs lie on or near to the upper contact of the critical zone and are parted by a vertical distance of about 160m in the south eastern sector. They are characterised by their remarkable uniformity and extent.

Both reefs are thin and mined only over a metre and have an almost sub horizontal disposition with shallow dips of 10 to 12 degrees; unless disturbed by faulting.

The Merensky Reef is an approximately 1-2m thick pyroxenite that has an average grade of 5g/t PGM, while the UG2 reef is an approximately 1-2.5m thick that averages 5g/t PGM.

The age of the Bushveld Complex is about 2.2 Ga and it was involved in an episode of faulting and igneous intrusion around 1.4 to 1.1 Ga.

5.2.5 Exploration History

There is no history of exploration on the properties currently held by the Group. It is a newly identified area based on exploration being carried out to the north by other mining companies.

5.2.6 Regional Activity

Several other companies have active exploration projects in the area of the Jubilee properties (Figure 3).

(a) *Eurasia Mining*

This company controls prospective ground on the Kliprivier Farm, about 7km north of the northern edge of the Group's property. Eurasia Mining has confirmed the presence of shallow UG2 Reef and is hoping to prove up a resource on the order of the Everest South and related deposits – held by Aquarius Platinum Limited – which contain a reported 5.5 million ounces of PGM at a grade of 4.7g/t PGM.

(b) *Anglo Platinum*

Approximately 15km north of Jubilee's project area, Anglo Platinum is working on their Der Brochen Project.

DMD believe that Anglo Platinum has identified a large resource base of both the Merensky and UG2 Reefs.

(c) *Aquarius Platinum Limited*

Aquarius Platinum's Everest South project is located immediately east of the Der Brochen project and within about 12km north of the Group's property. Aquarius Platinum are currently completing a feasibility study on the development of PGM projects from the UG2.

(d) *Anglovaal Mining Limited (Avmin)*

Avmin and their joint venture partner Impala Platinum Holdings Limited (Implats) are exploring the area around Dwars River.

On the basis of the immense size and grade of the Merensky and UG2 reefs, any discovery of the extension of these reefs is expected to be profitable. The simple exercise of extending the last confirmed location of the UG2 reef from the Kliprivier Farm, approximately 7.5km north of the property, southward on to the Group property, reinforces the argument that PGM bearing rocks probably lie under the Transvaal sediments which crop out on the Group property.

5.2.7 Work Programme and Budget

The Group are planning to test the sub outcrop potential for Merensky and UG2 reef mineralisation by diamond drilling. Drilling will be proceeded by geological mapping and geophysical surveys to determine the location in sub outcrop of the contact between the Bushveld intrusive rocks and the overlying volcanics of the Transvaal Sequence

An initial programme of 5,000m of diamond drilling will be adequate to locate any sub out crop occurrence and will include holes drilled to 1,000m with supporting deflections should any mineralisation be encountered.

A proposed exploration budget of £485,980 over 24 months is adequate for 10,000m of drilling and the necessary support services. Drilling will constitute about 50 per cent. of this budget.

5.2.8 Conclusions

In considering the geology of the Bushveld Complex on the Group's properties, it has been established that on the Farms Houtenbek 97 JT and Middelkraal 221 JS there is outcrop over some 5km of strike of a distinct marker in the Main Zone called the "Tennis Ball Marker" that is known to occur approximately 1,200m vertically above the Merensky Reef.

The Bushveld layering in the area dips around 12 degrees to the west and this would indicate that for some 7km to the east of the Tennis Ball Marker there may be potential for both the Merensky and UG2 reefs in sub outcrop up dip of a depth of 1200m. In this area of the Eastern Bushveld PGM resources are calculated to depths of 1400m.

The unknown is the sub outcrop relationship between the intrusive Bushveld rocks and the overlying intruded Transvaal Sequence. This is to be tested by drilling.

The nature of the sub outcrop geology is critical and will determine the viability of the project but it may be concluded from the exposed Bushveld to the north that there is good reason to assume that the layered sequences will be present below the Transvaal contact.

5.3 *Thunder Bay, Canada*

5.3.1 General Overview

The Group holds several groups of claims within the Havoc Lake, Norwood Lake and Pillar Lake areas of the Nipigon Plate near the west shore of Lake Nipigon, Ontario.

The Nipigon Plate, Lake Superior area has been interpreted to be a favorable setting for Norilsk type PGM bearing, massive sulphide deposits. The tectonic setting and geological host rock types are identical to the Norilsk region. The existence of copper-nickel deposits in the region as well as the presence of PGM values in a previously unknown ultraMafic body (Seagull Pluton) on the south side of Lake Nipigon, suggests that favorable Mafic intrusive bodies occur in the Nipigon Plate.

5.3.2 Property Location and Description

The Nipigon Plate Havoc Lake Norwood and Pillar properties are located approximately 95km NNE of the Lac des Iles mine and approximately 35km south of Armstrong, Thunder Bay Mining Division. The property is accessed by road via Hwy 527, which links Thunder Bay to Armstrong, Ontario. Locally this paved highway is known as the Spruce Falls road. Local and forestry roads branch off the highway (Figure 4).

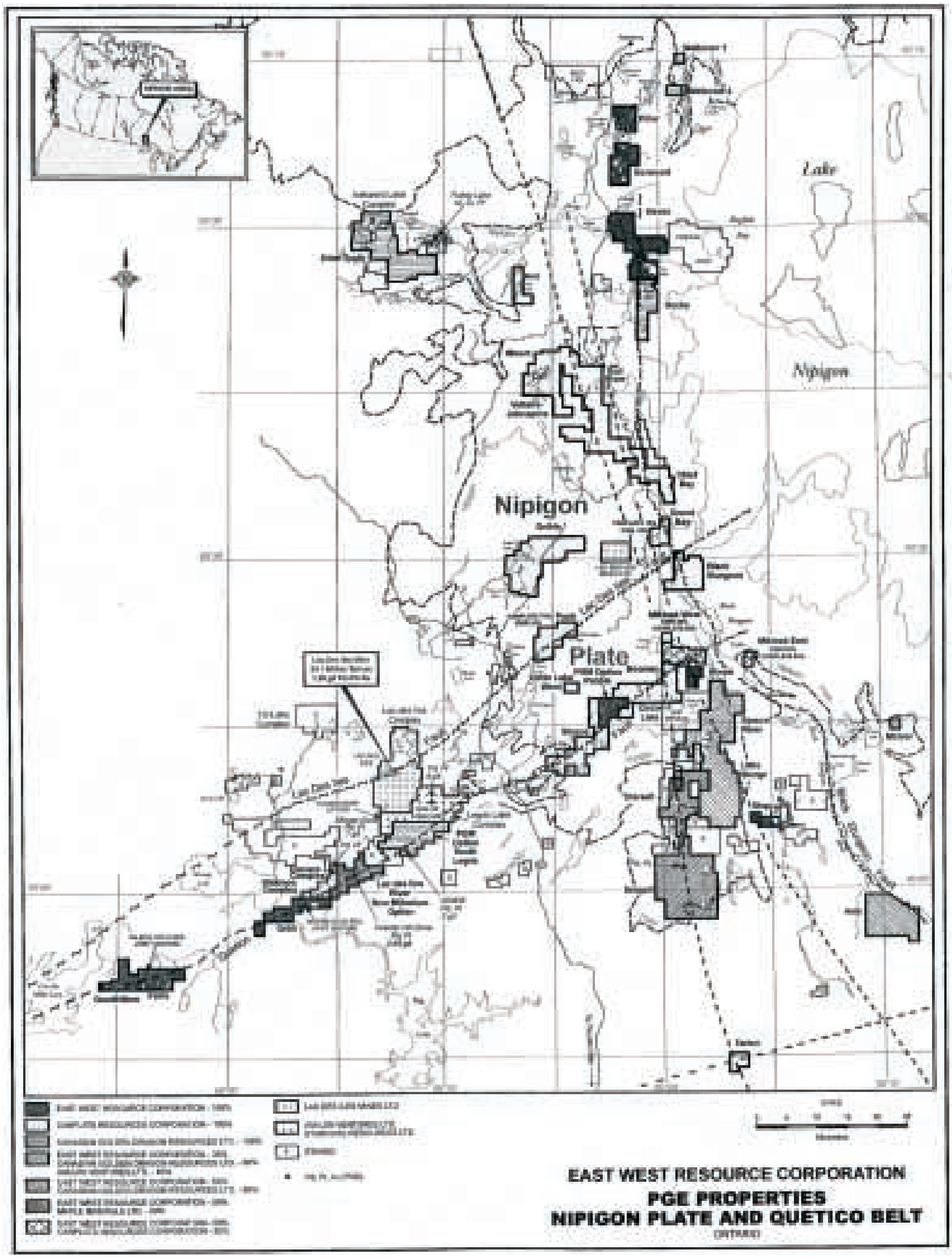

Figure 4. Location of Jubilee Properties in the Thunder Bay PGM Camp.

5.3.3 Property Holdings

The following claim units are held by the Group:

Havoc Lake – 318 units
Norwood Lake – 203 units
Pillar Lake – 92 units
Total 613 units, covering 8914 ha.

Jubilee can earn 50 per cent. interest in each property that will increase to 60 per cent. on the completion of a feasibility study. Furthermore, if Jubilee brings a project into production then their interest will increase to 70 per cent. in that project.

5.3.4 Geology

The properties cover a large magnetic anomaly situated at the junction of two major fault structures, the Black Sturgeon Fault and the Paint Lake Fault. A highly altered granitic body, dated at 1537 Ma is found on the east side of the Havoc Lake property. The Havoc Lake property was originally acquired to cover a Mafic dyke shaped body and an intrusive that was interpreted from the magnetics to be a possible magmatic sulphide target, which could contain nickel, copper, and PGM.

A large part of the property is covered by a Nipigon gabbro (diabase) sill up to 100m thick, however, windows into Archean basement occur on the north west boundary of the property near where Mafic volcanics and tuffs occur.

From four widely spaced drill holes drilled a new Archean greenstone belt has been discovered on the property, which may be the eastward equivalent of the Sturgeon Lake Belt. The reason for this situation not being discovered in the past is that no one has mapped the area; over burden covers a lot of this geology and Nipigon sills mask most of the area. This green stone belt will extend beyond the present property to the east and west. The gabbro in hole 1 has native copper and malachite, suggesting that ultraMafic event has invaded a copper rich system, Hole 2 intersected picrite (olivine gabbro) at the base of the diabasic rocks that form the ideal host for Norilsk style mineralisation. This rock unit was the original objective of this exploration program. Rusty spots were noted in the picrite near the lower contact and may reflect altered sulphides.

The existence of the Black Sturgeon Fault has now been definitely established, because the east side is up thrown by a minimum of 250m on the Havoc Lake property to bring the Archean basement rocks to surface. This also means that a graben down drop block and rifting continues across the property to the central and west side and that other EM (electromagnetic) conductors to the west are still targets for Norilsk style mineralisation.

5.3.5 Exploration History

The Thunder Bay area is a new mining camp that is less than 10 years old. Since the discovery of the Lac des Iles palladium mine and it's coming into production in 1993, exploration based on a Norilsk model has increased progressively year by year.

(a) *Geophysics*

The Thunder Bay region of Canada has an extensive development of lakes and swamps as well as being heavily forested. Outcrop is scarce and exploration is mainly by geophysical techniques and drilling carried out mainly in the winter.

- **Havoc Lake**

  Geological traverses together with both ground and airborne geophysics have been carried out over the property. The ground and airborne survey outlined a large magnetic feature that is "T" shaped with a north-south tail that appears to demark the Black Sturgeon Fault and a possible feeder dyke.

- **Pillar Lake**

  A 92 claim unit block has been staked 20km north of the Havoc property to cover an important pattern of nickel-copper-platinum-palladium lake sediment geochemical anomalies outlined by the Ontario Geological Survey. These anomalies lie on a northerly trend structure extending from Havoc and a complex area of magnetics that may reflect a deeper Mafic intrusive complex.

- **Norwood Lake**

  A 158 claim group has been staked to cover a copper-palladium lake sediment anomaly pattern 10-14km north of the Havoc property. This pattern is located on a structural trend that extends northward from Havoc, which may be related to the Black Sturgeon Rift.

The electromagnetic conductors identified from airborne and ground geophysical surveys on the claims group are interpreted to reflect disseminated to massive sulphide bodies. The very existence of airborne electromagnetic conductors is extremely important, since none of the area had been explored previous to these airborne surveys and no sulphide bodies were previously known. The airborne survey produced a number of excellent responses on the property. Interpretation indicates that some conductors may be flat-lying and depths varying from less than 200 meters to more than 300 meters. There is no conductive sediment, such as graphitic shale, present in the sequence and therefore, the conductors are most likely reflecting the existence of sulphides.

(b) *Geochemistry*

Regional geochemical surveys have been undertaken by Ontario government agencies and have been lake-bottom sediment sampling. In the Nipigon Plate area recent glacial activity has removed soil profiles as well as masking outcrop.

The lake bed samples have been assayed for copper, nickel, chrome, platinum and palladium. In the Havoc, Norwood and Pillar lake areas there are coincident high values for all these elements, indicating that there is potential for rock units that may contain PGM mineralisation.

5.3.6 Regional Activity

(a) *Lac des Iles*

The Lac des Iles mine, located 85 km northwest of Thunder Bay, Ontario, is Canada's only PGM producing mine, with an annual production in 2001 of 127,500 oz.

The ore consists of a pyroxenite and brecciated pyroxenite, called the western gabbro, adjacent to a gabbro called the eastern gabbro, which is reflected as an airborne magnetic anomaly. The sulphide content is low with roughly 2.0 per cent. sulphides, including pyrrhotite, pyrite, and chalcopyrite

(b) *Exploration Properties*

In 2002 more than 150 exploration properties were registered as PGM exploration targets in the Thunder Bay South District.

The properties are located over the main structural trends in the region, being the Lac des Iles and the Black Sturgeon faults.

A Teck/Cominco joint venture with the Group's partner, East West Resources Corporation are committed to spend CDN$8million on exploration in the area.

This consortium successfully discovered significant PGM and base metal mineralisation in the Seagull property in 2001.

5.3.7 Work Programme and Budget

A budget of £402,900 has been set aside for exploration over 24 months. £189,300 is for drilling which equates to 5,200m of diamond core drilling.

Drilling will be used to test geophysical anomalies

5.3.8 Conclusions

This project is to test the potential for copper-nickel/PGM mineralisation in an environment where recent exploration has located new discoveries via geophysical exploration and drilling.

In geological terms, it is a new mining camp that is less than 10 years old. Since the discovery of the Lac des Iles palladium mine exploration based on a Norilsk model has increased progressively year by year.

The electromagnetic conductors identified from airborne and ground geophysical surveys on the claims group are interpreted to reflect disseminated to massive sulphide bodies. Exploration of a similar nature 50km south of the Group's properties has, in the most recent drilling programme, intersected both PGM and base metal sulphides in a basal pyroxenite unit of the Seagull pluton

5.4 *Madagascar*

5.4.1 General Overview (Figure 5)

Madagascar, the world's fourth largest island, is located 400 km off the southeast coast of Africa and is approximately 1600 km in length and 580 km at its greatest width. The island is divided into three main parts: the East Coast, a narrow coastal strip of rain forest abutting the steep slopes of the North-South mountain range; the Central Highlands, averaging 760 to 1375 metres above sea level and culminating at 2875 metres; and the West Coast, home of the baobabs and thorny forest.

Figure 5. Political map of Madagascar showing the main Provincial boundaries, roadways and population centres. The four principal properties of Jubilee are located in Mahajanga Province (outlined area).

With respect to economic geology, Madagascar is best known for its rich gemstone deposits and its good quality chemical and metallurgical grade chromite. However, the island consists of many diverse and prospective geological environments that are for the most part under-explored. Moreover, with mining contributing only about 3 per cent. to its GDP, Madagascar does not have a well-developed mineral industry and as such there is great potential to discover and develop new deposits.

5.4.2 Property Location and Holdings

Jubilee has an agreement to acquire an 85 per cent. interest in four areas totalling 121,875 ha. The holdings consist of 4 principal lands, all located in the Province of Mahajanga and in the communes of Londokomanana, Tsaramasoandro, Tsratanana, and Tsiandrarafa.

5.4.3 Geology

Madagascar's West Coast is primarily underlain by Tertiary and Mesozoic limestones and sandstone. This belt of sedimentary rocks is approximately 200 km at its widest and stretches from top to bottom along the western edge of the country. Moving eastward, the Central Highlands and East Coast are underlain by older Archean and Proterozoic basement rocks, ultraMafic intrusions, subordinate younger metamorphic rocks (marble and quartzite) and still younger volcanic rocks and intrusive gabbros. Geologically, this region, which is >400,000 km^2, is the most prospective for regional exploration and potential discovery of new PGM mineralization. UltraMafic-hosted chromite is currently being mined, but to date, there has not been any systematic exploration for Bushveld type PGM deposits. In addition to those yet undiscovered areas of potential, numerous chromite showings, occurrences and deposits occur on the island and these have yet to be fully investigated for their PGM potential.

Layered Archean/Proterozoic Mafic Intrusions where concentrations of PGM are also found in chromite layers but more importantly are associated with disseminated to semi-massive Cu-Ni sulphide (Bushveld type).

The properties are underlain by what is reported as olivine gabbro norite and magnetite gabbro; rock types, which are known to be associated with PGM mineralization (sulphide and/or oxide related PGM). Moreover, the property areas are proximal to several multi-million tonne chromite deposits that are hosted by chromite-bearing layers in intrusive bodies. The lack of exploration for PGM in the chromite environment certainly suggests that these chromite and/or oxide bearing rocks should be further investigated for their PGM potential.

5.4.4 Exploration History

The first mention of platinum in Madagascar was in 1909 at which time, and several years thereafter, small amounts (only ounces) of platinum were recovered as a by-product of alluvial gold placer mining. In the 1960's BRGM collected heavy metal concentrates during its prospecting program for alluvial gold deposits and noted numerous samples containing alluvial PGM. Even more important was BRGM's discovery of primary magmatic Ni-Cu-PGM mineralization in pyroxenite from a layered Archean intrusion. The area is referred to as the Andriamena synclinorium and is within the region that the Group is currently exploring.

Although there is not much historical mention of PGM mineralisation in Madagascar, the geology is favourable. An extensive archive search in 2001 not only provided some information on the work completed by BRGM, but also mentioned the presence of PGM in at least the following two environments:

- Ophiolite-type where PGMs are associated with chromite layers
- Layered Archean/Proterozoic Mafic Intrusions where concentrations of PGM (Pd-Pt-Rh) are also in chromite layers but more importantly are associated with disseminated to semi-massive Cu-Ni sulphides.

5.4.5 Surrounding Properties

Mining and exploration in surrounding areas is for chromite and lateritic nickel. Currently there is no recorded PGM activity.

5.4.6 Work Programme and Budget

The Group has proposed a budget of £112,600 for exploration over 24 months. The area and the country are relatively unknown and the work programme is predominantly reconnaissance followed by preliminary drilling to assess both the properties held under option as well as the potential for new areas.

5.4.7 Conclusions

DMD believe the probability for discovery of economic PGM deposit(s) in Madagascar is high, given that:

(a) the geology is highly prospective for PGM mineralization;

(b) presence of chromite bearing intrusive rocks suggests the possibility for Bushveld and/or Stillwater type PGM mineralization;

(c) very little previous exploration is reported as concentrating on PGM mineralization;

(d) quantities of PGM has been confirmed in alluvial settings but no significant lode sources have never been determined; and

(e) BRGM confirmed the presence of PGM-bearing sulphide from rock outcrop.

5.5 *Ethiopia*

5.5.1 General Overview

Ethiopia is a large east African nation bordered by the Sudan, Eritrea, Somalia and Kenya, with a population of about 60 million. The country covers an area of 1.2 million square kilometres with regions characterized by a high plateau divided by the Great Rift Valley

Minerals account for less than 1 per cent. of Ethiopia's total GDP. However, there is potential for gold, platinum, copper, nickel, lead, zinc, iron, tantalum and various types of industrial minerals and gemstones. The Ministry of Mines is showing considerable flexibility with respect to work commitments and other formalities to accommodate exploration companies.

5.5.2 Property Location and Description

The Yubdo Project is located in the Oromia Region, Gimbi Zone of western Ethiopia, approximately 500 kilometres west of the capital city of Addis Ababa. Access to the localities, which comprise the Yubdo Project, is by means of a tarred road from Addis Ababa, via the towns of Ambo and Nekempti. From Nekempti, a graded road leads to the village of Daleti and on to the Yubdo locality (520 kilometres from Addis Ababa). A fork in this road provides access north to the Tulu Dimtu locality (also 520 kilometres from Addis Ababa). A domestic airport is located in the town of Dembi Dolo, approximately 120 kilometres southwest of the village of Yubdo. Mining equipment, machinery, drill rigs and experienced crews are available in Ethiopia. Other mining equipment and machinery is available from private companies. Water is available at Yubdo from the Birbir River, which flows all year round.

5.5.3 Property Holdings

Jubilee has entered into a six month option agreement to enter into a joint venture with Golden Prospect to acquire a 65 per cent. interest in its 59 per cent. interest in a PGM joint venture.

Golden Prospect holds two exploration licences covering 205.4 square kilometres in the Tulu Dimtu and Daleti localities and a prospecting licence covering 535.6 square kilometres in the Yubdo locality of western Ethiopia. In addition to these licences, Golden Prospect signed a joint venture agreement in May 2000 with a local Ethiopian partner to acquire an existing mining lease. This Lease covers 27.3 square kilometres in the historical platinum mining district of Yubdo. Under the terms of this joint venture, Golden Prospect has a 59 per cent. interest in the new joint venture company, which will hold the mining lease. The remaining 41 per cent. interest is held by the Ethiopian partners. The Yubdo Project, which includes the three licences and the mining licence, is located in the Oromia Region, Gimbi Zone of western Ethiopia, approximately 500 kilometres west of the capital city of Addis Ababa.

Jubilee will have all funding obligations and requirements to maintain the properties in good standing. If Jubilee convert the option agreement into a joint venture agreement, it will continue to fund all exploration and maintain the properties in good standing. The funding will be up to the production of a full feasibility study.

A general geological map and location plan is shown as Figure 6.

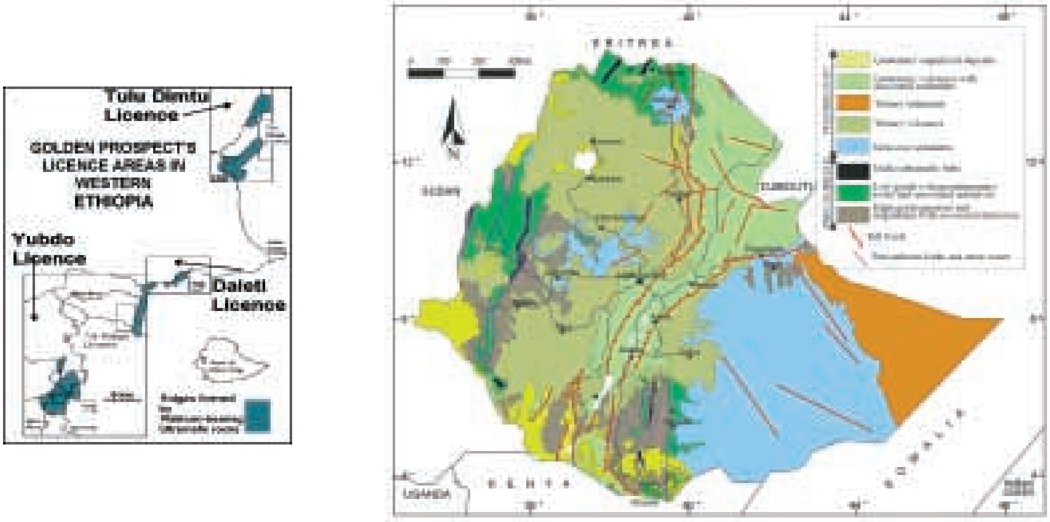

Figure 6. Location of the properties held by Jubilee in Ethiopia.
(Reproduced with permission of the Mining Journal, London)

5.5.4 Geology

- **General Geology**

  The Yubdo Project is underlain by the Precambrian basement of Ethiopia. The Project area occupies a unique position between the orogenic zone of the Mozambique belt to the south and the Pan-African arc complexes to the north. Two parallel shear zones run almost north-south through the Yubdo, Daleti and Tulu Dimtu localities in Western Ethiopia. A series of ultraMafic bodies lie between these shear zones. Due to subsequent metamorphism, the origin of the ultraMafic rocks has been obscured. Originally described as ophiolitic, there is now geochemical evidence to suggest that they are intrusive. The ultraMafic bodies are mainly dunitic and represent the ultimate source of the platinum in the Yubdo Project. Near the surface, the dunite is weathered, friable and covered with a thick layer (1 to 5 metres) of laterite. Despite the weathering, the dunite forms ridges 200 to 300 metres in height and it is likely that the presence of thin horizons of silicified rock (birbirite – named after the nearby Birbir river) has protected the dunite from erosion.

- **Geology of the Individual Areas**

  Six ridges have been identified on the Yubdo Property: Tulu Dimtu, Boji, Daleti, Keley, Ankori and Yubdo. A further ridge at Wanaga may be similar. Platinum minerals were identified in soil and rock samples collected from three ridges (Yubdo, Tulu Dimtu and Daleti). One ridge was selected from within each of the three licence localities. This work resulted in the identification of PGM. The rocks are at surface and friable they should be mineable using open pit techniques.

- **Yubdo Area**

  The Yubdo Mafic-ultraMafic rocks consist of serpentinized dunite, peridotite, pyroxenite and birbirite. These Mafic-ultraMafic rocks are underlain by basement rocks that are comprised mainly of gneisses, quartzites, mica schists, amphibolites, slates and chlorite schists. The western and northwestern border of birbirite is overlain by Tertiary basalts. The occurrence of spongy picotite cores, likely due to the development of solution channels during the migration of chromium, is typical of birbirites which host platinum group minerals in the south of the Western Mozambique belt.

- **Tulu Dimtu Area**

  Most of the rock in the Tulu Dimtu area consists of metagabbros of a serpentinized ultraMafic complex overlain by ultraMafic metavolcanics. These metavolcanics are more characteristic of Archean ultraMafic-greenstone associations. Accordingly, their presence in the middle and upper Proterozoic layers of the Tulu Dimtu locality is of considerable exploration interest. These metavolcanic rocks were deformed and later intruded by large metadiorite and granodiorite bodies and quartz plagioclase porphyries. Geochemical studies conducted on these rocks in 1982 returned high values of silica dioxide, magnesium oxide, nickel and chromium.

- **Daleti Area**

  The ultraMafic serpentinized dunite in the Daleti area hosts small lenses of birbirites or talc and occurs in 3 massif outcroppings on the slope of the Birbir river. The dunites are located between beds of peridotite, indicating a layered structure but the birbirites are not present on the flanks or in the inner parts of the massif. The birbirite outcrops contain thin veinlets and spots of manganese oxide.

5.5.5 Exploration History

The Yubdo workings produced approximately 86,805 ounces of platinum between 1926 and 1941. The average composition of the concentrates are 79.4 per cent. platinum, 0.5 per cent. palladium, 0.8 per cent. rhodium, 0.8 per cent. iridium, 1.4 per cent. osmium and 0.5 per cent. gold.

In the 1970's, the United Nations Development Program ("UNDP") conducted exploration in the Yubdo area consisting of geological mapping, soil geochemistry and they drilled at least two holes. In 1969, the Duval Corporation of Canada completed an eight hole drill program to produce 1,410 feet of core. The core from both these programs is currently being stored in Addis Ababa and has been sampled by staff from the University of Graz in Austria. Samples were assayed at Actlabs (Canada) and Genalysis (Australia). The results included three bore holes with values of 0.36 to 0.81 grams of platinum per tonne. The other holes returned lower platinum values.

In 2001 Ato Banti, the Group's Ethiopian partner has set up a small manual mining and sluicing operation at the edge of one of the historical workings.

Monitoring of the programme indicates that a high proportion of the PGM mineralisation is very fine grained and not being recovered by sluicing.

5.5.6 Surrounding Properties

Currently, there is no other active PGM exploration program being conducted in the immediate area of the Yubdo Property. The potential of platinum group metals, however, in the area is considered to be high. Gold exploration programmes are being conducted in southern Ethiopia and gold exploration has been undertaken until recently at Tulu Kapi and east of Tulu Dimtu by Tan Range.

5.5.7 Work Programme and Budget

The Group has budgeted an amount of £111,250 for exploration over 24 months.

Priority is assigned to geochemical exploration and to metallurgical test work to establish the nature of the mineralisation to investigate the fine grained nature of the PGMs as a basis for the recommendations for an appropriate recovery process.

5.5.8 Conclusions

The area has considerable potential for PGM deposits as demonstrated by the fact that the eluvial and weathered part of the Yubdo ultraMafic has supported the recovery of ferro platinum and associated gold by primitive methods.

This potential is not restricted to the Yubdo ultraMafic, as it is one of a series of similar ultraMafic bodies that are covered by exploration licences.

There is potential for a near surface mining operation and it is the first priority of the Group's exploration to initiate a formal programme to improve the understanding and delineation of the mineral resources and to ensure that any future recovery process has the capacity to recover the reportedly large proportion of fine-grained platinum.

If this question can be successfully addressed the PGM resource potential of the area is extensive and would be capable of supporting a high tonnage low grade PGM operation.

5.6 *York Project, Sierra Leone*

5.6.1 General Overview

Sierra Leone is a small West African country of 5.3 million people, bordered by Guinea and Liberia. The country covers 71,740 square kilometres

The country has substantial mineral, agricultural and fishery resources. Diamond mining is the country's main mineral industry and principal source of foreign exchange.

A general geological map and location plan is shown in Figure 7.

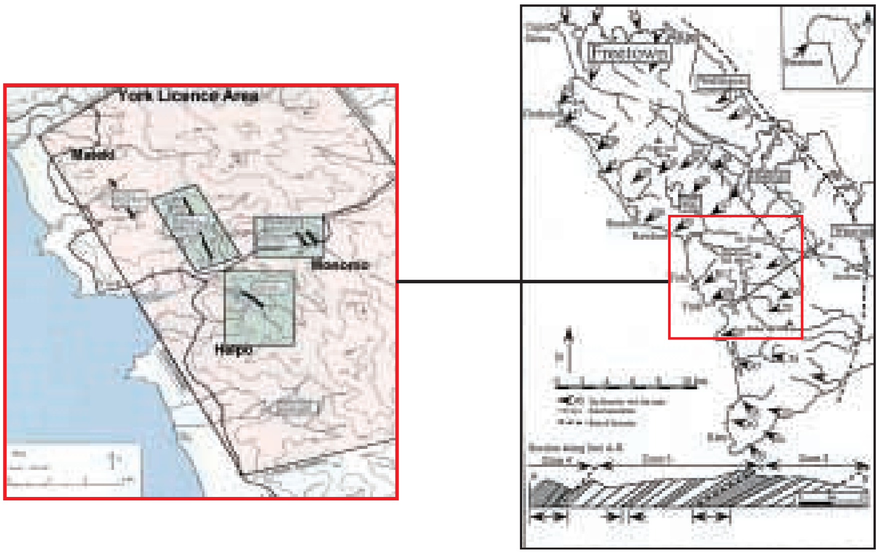

Figure 7. Locality of Sierra Leone Properties.

5.6.2 Property Location and Description

The village of York is 37 kilometres south along the coast road from Freetown (the capital of Sierra Leone) and can be reached in about one hour by a four wheel drive vehicle.

The property is forested with minimal outcrops, hills (generally to 300 metres, rarely rising to 1000 metres) and valleys display extensive weathering. Part of the project (the Monomo Area) is located 2.5 kilometres further inland and is accessible by a path. Water is available from the main river in the area known as Big Water but in common with much of Africa there are no national power supplies.

5.6.3 Property Holdings

Jubilee has entered into a six month option to enter into a joint venture with Golden Prospect on properties in Sierra Leone. If Jubilee exercise its option to enter into a joint venture agreement, Jubilee will have a 80 per cent. interest and Golden Prospect will have a 20 per cent. interest. Jubilee will be responsible for all funding up to the production of a bankable feasibility study.

Golden Prospect holds a 105.3 square kilometre platinum licence (EPL 12/96 – through the wholly owned subsidiary Resource Securities Ltd.) at York on the Freetown Peninsula in the Western Area of Sierra Leone. In common with all licences in Sierra Leone, the licence is subject to a review by the new Commission for the Management of Strategic Resources, National Reconstruction and Development ("CMRRD"). As a result of recent political changes in the country the licence is currently under Force Majeur.

Golden Prospect is in consultation with the Ministry of Mines regarding the status of the licence now that hostilities have ceased and they are anticipating a satisfactory resolution to these discussions. The licence is valid for a period of two years, can be renewed and is subject to annual payments of US$8,000 to maintain its validity.

If a production decision is made then funding shall be Golden Prospect 20 per cent. and Jubilee 80 per cent.

5.6.4 Geology

The York licence covers the central section of the Freetown Layered Gabbro, an area with a history of artisanal platinum production.

The Freetown layered complex consists of westward dipping layered gabbroic rocks forming an arcuate outcrop 36 x 12 km. He dip of the layering varies from 20 degrees in the east to around 40 degrees in the west.

The igneous layering exists in units that vary from 150 m to 5 m in thickness and the rocks also vary between troctolite, anorthosite and gabbro.

Though not exposed drilling on the east has identified a marginal zone in sub outcrop. The layered sequence is as follows:

Top	Anorthosite
	Leucogabbro
	Gabbro
	Olivine gabbro
	Troctolitic gabbro
	Pyroxene troctolite
Bottom	Troctolite

The complex is about 6km thick and exploration has identified an anomalous PGM zone in the Pyroxene troctolite sector.

The area has a long and complicated history of erosion. The Bullom Group sediments inland from the Freetown Complex (Eocene in age, approximately 40 to 60 million years old) overlap into embayments along the eastern edge of the Complex suggesting that erosion has been active since that time. The high rainfall and rainforest cover have led to extensive laterization of the surface, locally reaching depths of 20 to 50 metres. A number of land surface to sea level changes have also eroded the landscape leaving hillsides strewn with boulders and lateritized beach deposits. True outcrops are difficult to find.

Rock and soil samples assayed up to 0.84 grams of platinum per tonne in weathered bedrock. Palladium is also found although assays up to 0.12 grams per tonne reflect some leaching from surface samples. Gold is present (assay results to 0.25 grams per tonne) and rhodium forms some 2 per cent. of the alluvial PGM in the concentrate. Rocks are enriched in nickel, cobalt, chromium and vanadium consistent with a primary origin in layered gabbros. The platinum assays are slightly below economic levels but there are indications of an increase in grade with depth.

5.6.5 Exploration History

Alluvial working of the streams of the Freetown Peninsula in Sierra Leone from 1929 until 1949 produced 5,242 ounces of platinum. Previous exploration by the Sierra Leone Development Corporation ("SDLC") in the 1960's and international exploration companies through the 1970's did not locate a primary source to date, the Company has spent US$1.053 million on the exploration of the York Project.

The York area produced most of the alluvial platinum and as such became the obvious target for hard rock exploration. From 1996 to 1999 the Company conducted an exploration program consisting of fieldwork, rock and soil sampling on the Project. Fieldwork has been concentrated in the York area with excursions to assess the extension along the strike. Rock and soil samples have been collected along carefully measured and located cut lines.

Mapping and assays have identified an anomalous platinum 5.2 kilometre layer within the gabbroic sequence. There is topographic evidence for further extension to at least 8.5 kilometres. Platinum minerals have been located in rock samples from the zone. Where true outcrop is found, platinum anomalies are located using rock and soil samples. The platinum ridge is comprised primarily of plagioclase with minor amounts of interstitial olivine and a little clinopyroxene. There is evidence that other such layers are present which have the potential to contain higher grades of platinum.

5.6.6 Adjacent Properties

Golden Prospect via Resource Finance Ltd holds the licence area along strike to the north and their exploration activities have followed the pattern set by Golden Prospect. Of the two areas Golden Prospect regards its own area as significantly better since it was the main production area during the historical production whilst a significant part of the Resource Finance area is restricted due to the presence of the Guma Dam and its watershed. The Guma Dam is the main source of water for the city of Freetown.

5.6.7 Work Programme and Budget

The Group has proposed a budget of £91,480 for exploration over 24 months in the event that force majeure on the properties is lifted.

5.6.8 Conclusions

The Sierra Leone project has geological merit as a layered basic complex with anomalous PGM mineralisation and warrants a comprehensive well funded exploration programme.

The Company believes that the property merits further exploration to extend the strike length of the proven mineralization as well as identify the PGM.

6. Work Programmes

Jubilee has derived a detailed work programme and associated budget for each of the five projects. This has been shown and discussed with DMD who consider it to be reasonable and accurate.

Although all five projects can justify considerable expenditure it has been decided to concentrate the main initial activities on the Bushveld and Thunder Bay projects as these are located in existing mining regions. Consequently, both targets will be subjected to early drilling programmes.

Madagascar is an early stage project with excellent potential that will be subjected to an extensive data review and limited field activities.

The Ethiopian and Sierra Leone projects have been subjected to considerable historical work and both warrant further work. However, considering that both form large tonnage and relative low grade deposits and are in areas of limited current activities then the initial work programmes will concentrate on re-interpreting existing data and compiling models to determining the viability of each project. A bulk sampling programme will be completed in Ethiopia using an available small plant to more accurately determine the PGM grade.

7. Valuation

7.1 *General*

Although there is a history of PGM production from the Bushveld and Thunder Bay regions and indications of PGM mineralisation at the other three properties there are no defined reserves or resources on the five properties. Consequently, all the properties are exploration targets that must be subjected to on-going geological and associated studies to determine their full potential.

To value the Jubilee Projects and to justify the initial geological programme and associated expenditures the potential of each project has been derived by considering their Appraised and Comparative valuation.

- Comparative Transaction Value

  This valuation method is based on valuing an opportunity based on the transaction price and/or potential value of a property in a similar geographic, political and logistical environment. The property has to have an equivalent geological potential and to be at the same stage of development. The transaction value includes both purchase price and the cost of the initial exploration programme. In practice a price is negotiated between a willing buyer and a willing seller and transactions on relatively similar properties can vary quite considerable.

- Appraised Value

  This valuation method assumes that a property is worth the sum of the meaningful past exploration costs plus future justified expenditure. It is important to realise that only past exploration that has enhanced the advancement of the property can be included although such expenditure can be inflated to current prices. Future exploration expenditure is limited to relative short term activity that can be justified based on historical work and is aimed at the realisation of the property's current potential.

7.2 *Valuation*

Agreements surrounding the purchase and joint venturing of properties vary widely and with the increase in interest in PGM over the past few years has seen prices and financial commitments rise considerably. The considerable interest in PGM opportunities in the Bushveld in South Africa and the Thunder Bay region in Canada has put a premium price on suitable projects in these regions. Projects in areas that are not in regions of current production are receiving more attention as a greater number of companies are undertaking exploration for PGM.

Agreements vary and usually they are success related and are made of several components that will commit the purchaser to an initial option price, holding costs, on-going exploration expenditure, the right to purchase the project outright and possibly a net smelter return (nsr) royalty should a project become developed. Transactions involve cash payments. exploration expenditure and often include a component of equity.

As the Bushveld and Thunder Bay projects are in regions of existing production and surrounded by numerous exploration projects the Comparative Transaction value is most applicable to these opportunities.

7.2.1 Bushveld

The Bushveld property is in a region of extensive production and intense exploration activity and consequently is a valuable and extremely interesting target. Everest South that is controlled by Aquarius Platinum and is located 12km north of the Jubilee Bushveld project is currently undergoing a feasibility study. The purchase price is reported to consist of equity to Implats the previous owner and expenditure to complete the feasibility study. The original transaction was completed in June 2000 and was reported by Implats to be worth US$5.6 million. The Everest South Project is reported to contain in excess of 5.5 million ounces in 36.3 million tonnes containing 4.7 g/t PGM.

The extent of strike on the Jubilee property is 14km and this typically would give a target in excess of 5 million ounces of PGM. Under a similar valuation to Everest South this would potentially value the Jubilee Bushveld property at the original purchase inflated to current terms and this would make it in excess US$6 million.

All the major producers in South Africa are continuing exploration activities in the Bushveld region either by themselves or in joint ventures. It is difficult to quantify in-house exploration expenditure although it is known to be considerable. However, there are a number of public announcements regarding joint ventures. For example, Anglo Platinum has entered into an agreement with Anooraq whereby they can acquire the rights to 50 per cent. of the PGM rights on 12 farms by expending approximately US$3 million. This scenario would value this property at approximately US$6 million.

Platinum Group Metals has optioned the Platreef Area in the Bushveld and following expenditure of US$1 million and a purchase price of US$3 million. In addition the owners have a 1 per cent. nsr royalty that can be purchased for US$1.4 million. This would value the Bushveld property at between US$5 and 6 million.

From the above exercise it is concluded that the Jubilee platinum project is valued between US$5 and US$6 million. In practice a value of £3 million has been utilised.

7.2.2 Thunder Bay

The Thunder Bay area in Canada is one of extreme exploration activity and there are a number of acquisitions agreements and joint ventures in place that vary considerably in terms. For example, Implats can acquire 60 per cent. of Mustang's River Valley property by the expenditure of about US$5 million. This in turn values the total property at slightly in excess of US$8 million. A joint venture in the Sudbury area between Dynatech and Inco is committed to exploration expenditure of US$14 million. An agreement between Platinum Group Metals and Arcata requires an expenditure of US$1.5 million to earn 60 per cent. (and some equity). This scenario values this property at greater than US$2.5 million (plus equity).

Comaplex Minerals has optioned its Roche Bay property to Falconbridge who can acquire 50 per cent. of this property by incurring expenditure of US$2.25 million thereby valuing the property at US$4.5 million.

East West Resources has optioned three properties to Teck Corporation whereby they can earn a 51 per cent. interest in each property by spending US$1.2 million, US$2.0 and US$2 million respectively. This would value the properties at between approximately US$3-4 million each. Teck Corporation has optioned 60 per cent. of the Mikinak property in Thunder Bay region for US$2.25 million thereby valuing this property at US$4.5 million.

Based on the above agreements typical projects in the Thunder Bay area are valued at between US$2.5 million to perhaps US$5 million. As Jubilee has three projects a value of £4 million has been ascribed to the Group's Thunder Bay project.

7.2.3 Other Projects

The Group's other projects in Ethiopia, Sierra Leone and Madagascar are difficult to value using a Comparative Transaction method as there are no easily available comparisons and therefore the Appraised Valuation method has been utilised. Historical exploration on each of the Ethiopia and Sierra Leone projects has been in well in excess of US$1 million over a number of years that when inflated to current prices equates to approximately £1 million. Justifiable future expenditure could be considerable however, initially work will be restricted to re-interpreting base data but will include limited field activities. This work is estimated at £0.25 million on each of these projects that results in an Appraised Value for each project of £1.25 million.

Historical expenditure in Madagascar is unknown but previous work has identified the presence of PGM and this project has excellent exploration potential. A nominal Appraised Value of £0.5 million is deemed to be a fair value for this property at this stage based on limited exploration work, the costs of obtaining the agreement and future expenditure.

The valuations of the Jubilee properties are summarised in the following table:

Property	*Valuation Method*	*Project Value (£ million)*	*% Jubilee Ownership*	*Jubilee Value (£ million)*
Bushveld	Comparative Transaction	3.00	100	3.00
Thunder Bay	Comparative Transaction	4.00	50	2.00
Madagascar	Appraised Value	0.50	85	0.40
Ethiopia	Appraised Value	1.25	40	0.50
Sierra Leone	Appraised Value	1.25	80	1.00
Total		10.00		6.90

8. General Conclusion

DMD has completed an independent technical review of the Jubilee Properties and has concluded that all five properties have merit as PGM exploration targets and therefore Jubilee's proposed exploration programmes and associated budgets are fully justified.

PART III

Financial Information

Accountants report on Jubilee Platinum plc

The Directors
Jubilee Platinum plc
22 Melton Street
London NW1 2BW

and

Insinger Townsley
44 Worship Street
London EC2A 2JT

and

Insinger English Trust
44 Worship Street
London EC2A 2JT

Grant Thornton
The Quadrangle
Imperial Square
Cheltenham
Gloucestershire
GL50 1PZ

25 July 2002

Dear Sirs

Jubilee platinum plc ("Jubilee" or "the Company")

1. Introduction

1.1 We report on the financial information set out in paragraph 2 below in connection with the proposed Placing and Admission of the ordinary share capital of the Company to trading on the Alternative Investment Market. This financial information has been prepared for inclusion in the Placing and Admission Document dated 25 July 2002 of Jubilee Platinum plc (the "Admission Document").

1.2 The Company was incorporated on 12 June 2002 as a public limited company, with the name JBB Public Limited Company and an authorised share capital of 500,000,000 ordinary shares of 1p each. On 11 July 2002 the Company changed its name to Jubilee Platinum plc. It has not traded between incorporation and today's date. The Company has not made up any accounts for presentation to its members or declared or paid a dividend.

Basis of preparation

1.3 The financial information set out below is based on the transactions of the Company from incorporation to the date of this report.

Responsibility

1.4 Such financial transactions are the responsibility of the directors of the Company.

1.5 The directors of the Company are responsible for the contents of the Admission Document dated today in which this report is included.

1.6 It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

1.7 We conducted our work in accordance with the Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information.

1.8 We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

1.9 In our opinion the financial information gives, for the purposes of the Admission Document dated 25 July 2002, a true and fair view of the state of affairs of the Company as at the date of this report.

Consent

1.10 We consent to the inclusion in the Admission Document dated today of this report and accept responsibility for this report for the purposes of paragraph 45(8)(b) of Schedule 1 to the Public Offers of Securities Regulations 1995 (as amended).

2. Financial information

2.1 The Company has not completed its first accounting period. No statutory financial statements have been prepared, audited or filed with the Registrar of Companies since incorporation.

2.2 The total authorised share capital of the Company is £5,000,000 comprising 500,000,000 ordinary shares of 1p each.

2.3 As at today's date the Company has carried out no trading and the only transactions of the Company have been as follows:

- By an agreement dated 10 July 2002 between the Company and all the shareholders of Resource Development Corporation Limited the Company acquired the entire issued share capital of Resource Development Capital Limited, the consideration for which was satisfied by the allotment and issue of 25,000,000 Ordinary Shares (which includes the subscribers shares) credited as fully paid, which represents the total issued share capital of the Company prior to the date of this document.
- By an option agreement dated 24 the Company granted an option to Insinger Townsley in respect of 414,343 Ordinary Shares at a price per share of 16p. The option must be exercised before the third anniversary of the date of Admission of the ordinary shares of the Company to trading on the Alternative Investment Market.

2.4 Therefore at 24 the Group held 20 per cent. or more of the equity share capital of the following subsidiaries undertakings, all of whom are engaged in mining activities:

	Country of incorporation	*Class of share capital held*	*Proportion held by Parent Company*	*Proportion held by Group*
Resource Development Corporation Limited	England and Wales	Ordinary	100%	—
Tronictrade 204 (Pty) Limited	South Africa	Ordinary	—	100%

Yours faithfully

Grant Thornton

Accountants report on Resource Development Corporation Limited

The Directors
Jubilee Platinum plc
22 Melton Street
London NW1 2BW

and

Insinger Townsley
44 Worship Street
London EC2A 2JT

and

Insinger English Trust
44 Worship Street
London EC2A 2JT

Grant Thornton
The Quadrangle
Imperial Square
Cheltenham
Gloucestershire
GL50 1PZ

25 July 2002

Resource Development Corporation Limited ("RDCL")

1. Introduction

1.1 We report on the financial information set out in paragraphs 2 to 6 in connection with the proposed Placing and Admission of the ordinary share capital of Jubilee Platinum plc to trading on the Alternative Investment Market. This financial information has been prepared for inclusion in the Placing and Admission Document dated 25 July 2002 of Jubilee Platinum plc ("the Admission Document").

1.2 RDCL was incorporated in Jersey, Channel Islands on 23 July 2001. Its registered office is 28-30 The Parade, St Helier, Jersey JE4 8XY. RDCL has one subsidiary, Tronictrade 204 (Pty) Limited (trading as Dullstroom Plats), a company incorporated in South Africa.

Basis of preparation

1.3 The financial information set out in paragraphs 3 to 6 below is based on the audited financial statements of RDCL for the period ended 31 March 2002 to which no adjustments were considered necessary.

Responsibility

1.4 Such financial statements are the responsibility of the directors of RDCL who approved their issue.

1.5 The directors of Jubilee Platinum plc are responsible for the contents of the Admission Document in which this report is included.

1.6 It is our responsibility to compile the financial information set out in our report from the financial statements, to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

1.7 We conducted our work in accordance with the Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

1.8 We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

1.9 In our opinion the financial information gives, for the purposes of the Admission Document, a true and fair view of the results and cash flows of RDCL for the period ended 31 March 2002 and the state of affairs of RDCL at the end of that period.

Consent

1.10 We consent to the inclusion in the Admission Document of this report and accept responsibility for this report for the purposes of paragraph 45(1)(b)(iii) of Schedule 1 to the Public Offers of Securities Regulations 1995 (as amended).

2. Accounting policies

2.1 The principal accounting policies of RDCL are set out below.

Basis of preparation of the financial information

2.2 The financial information has been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention.

2.3 The directors of Jubilee are planning to raise funds of at least £2,200,000 gross (£1,788,000 net of expenses and including ordinary shares in Resources Investment Trust plc at an aggregate value of £650,000) from the Placing. The funds will be used, in part, to support the ongoing activities of RDCL.

2.4 This financial information has been prepared on the going concern basis which assumes that the company will continue in operational existence for the foreseeable future. The validity of this assumption depends on the raising of additional funds by the share issue. The financial information does not include any adjustments that would result if the share issue was not successful.

Foreign currencies

2.5 Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Gains and losses on exchange are transferred to the Revenue Reserves.

Deferred exploration

2.6 Development expenditure is charged to the profit and loss account in the period in which it is incurred. Development costs incurred on specific projects are capitalised when recoverability can be assessed with reasonable certainty and amortised in line with the expected use arising from the projects. All other development costs are written off in the year of expenditure.

3. Profit and loss account

	Note	*Period ended 31 March 2002* £
Turnover		—
Exploration expenses		(135,412)
Administrative expenses		(10,429)
Operating loss		(145,661)
Interest payable and similar charges		—
Loss on ordinary activities before taxation	6.1	(145,661)
Tax on loss on ordinary activities		—
Loss transferred to reserves	6.7	(145,661)

3.1 There were no recognised gains or losses other than the loss for the financial period.

4. Balance sheet

	Note	At 31 March 2002 £
Current assets		
Debtors and prepayments		1,125
Creditors: amounts falling due within one year	6.5	86,783
Net current liabilities		(85,658)
Total assets less current liabilities		(85,658)
Shareholders' funds		
Share capital	6.6	63
Share premium	6.7	59,940
Profit and loss account	6.7	(145,661)
		(85,658)

5. Cash flow statement

	Note	Period ended 31 March 2002 £
Net cash outflow from operating activities	6.9	(60,003)
Returns on investments and servicing of finance		
Interest received		—
Net cash inflow from returns on investments and servicing of finance		—
Capital expenditure and financial investment		
Purchase of intangible fixed assets		—
Acquisitions and disposals		
Purchase of investments		—
Financing		
Issue of ordinary shares		60,003
Net cash inflow from financing		60,003
Increase in cash		—

6. Notes to the financial information

Loss on ordinary activities before taxation

6.1 The loss on ordinary activities is stated after:

	2002 £
Auditors' remuneration	
– audit fees	3,000

Directors and employees

6.2 Staff cost during the year were as follows:

	2002 £
Wages and salaries	—

6.3 The average number of employees in the year was nil.

6.4 Remuneration in respect of the directors during the year was:

	2002
	£
Emoluments	—

6.5 **Creditors: amounts falling due within one year**

	2002
	£
Trade Creditors	79,233
Accruals	7,550
	86,783

6.6 **Share capital**

	2002
	£
Authorised	
10,000 ordinary shares of £1 each	10,000
Allotted called up and fully paid	
63 ordinary shares of £1 each	63
Share Premium	
60 shares at a premium of £999 per share	59,940

The following changes to share capital have taken place:

On 23 July 2001 2 ordinary shares of £1 each were allotted at par.

On 26 March 2002 1 ordinary share of £1 each was allotted at par.

On 26 March 2002 60 ordinary shares of £1 each were allotted for non-cash consideration of £60,000. The difference between the total consideration of £60,000 and the nominal value of £60 has been credited to the share premium account.

6.7 **Reserves**

	Share Premium Account	*Profit and Loss Account*
	£	*£*
At 23 July 2001	—	—
Arising on issue of share capital	59,940	—
Deficit for the period	—	(145,661)
At 31 March 2002	59,940	(145,661)

6.8 **Reconciliation of movements in shareholders' funds**

	Period ended 31 March 2002
	£
Opening Shareholders' Funds	—
Proceeds on issue of share capital	60,003
Deficit for the period	(145,661)
Closing Shareholders' Funds	(85,658)

6.9 **Net cash outflow from operating activities**

	Period ended 31 March 2002 £
Operating loss	(145,661)
Increase in debtors	(1,125)
Increase in creditors	86,783
	(60,003)

6.10 **Contingent liabilities**

There were no contingent liabilities at 31 March 2002.

6.11 **Capital commitments**

RDCL had no capital commitments at 31 March 2002.

6.12 **Post balance sheet events**

On 7 May 2002 RDCL acquired Tronictrade 204 (Pty) Ltd (trading as Dullstroom Plats) based in South Africa via the transfer of its entire issued share capital to RDCL.

On 30 June 2002 RDCL issued 100 ordinary shares of £1 each for every ordinary share of £1 each held by way of a bonus issue, capitalising the Share Premium Account. Accordingly, the number of ordinary shares issued increased to 6,363 ordinary shares of £1 each.

A further allotment of 539 ordinary shares of £1 each was made under the terms of Heads of Agreement dated 16 April 2002 between Golden Prospect plc, Resource Capital Group Limited and Resource Development Corporation Limited. Under this agreement Golden Prospect plc exercised the right to convert loans made to RDCL post 31 March 2002 into ordinary shares of £1 each. The total loan of £100,631.30 was converted at a price of £186.70 per ordinary share of £1 each. At the date of this report the total issued share capital is 6,902 ordinary shares of £1 each. The share premium account at the date of this report stands at £153,732.30.

On 10 July 2002 the entire issued share capital of RDCL was acquired by Jubilee Platinum plc by way of a share for share exchange.

Yours faithfully

GRANT THORNTON

PART IV

Pro Forma Statement of Net Assets

The pro forma statement of net assets of Jubilee Platinum plc is provided for illustrative purposes only to show the effect on the balance sheet of the Group had the placing taken place on 31 March 2002. It has been compiled on the basis described below from the balance sheet of Resource Development Corporation Limited (RDCL) at 31 March 2002 as set out in the accountants report in Part III of this document. Due to its nature, the pro forma statement of net assets may not give a true picture of the financial position or results of the Group and is designed to give only an indication of the net assets of the Company.

	RDCL as at 31 March 2002 £'000	*Adjustment (note 1) £'000*	*Adjustment (note 2) £'000*	*Pro forma net assets £'000*
Current assets				
Current asset investments	—	—	546	546
Debtors	1	—	—	1
Cash at bank and on hand	—	1,138	—	1,138
	1	1,138	546	1,685
Creditors: amounts falling due in less than one year				
Trade creditors	(79)	—	—	(79)
Other	(8)	—	—	(8)
	(87)	—	—	(87)
Net current assets/(liabilities)	(86)	1,138	546	1,598
Creditors: amounts falling due in more than one year	—	—	—	—
Net assets/(liabilities)	(86)	1,138	546	1,598

Notes

1. This adjustment represents the receipt of the cash proceeds of the placing of £1,138,000 net of estimated expenses of £412,000
2. Under the terms of the Placing the Company issued 4,062,500 Ordinary Shares to Resource Investment Trust plc ("REIT") in return for 619,933 Ordinary Shares in REIT at a net asset value per share of 104.85 pence per share. This adjustment represents the investment in REIT of £545,541, valued at its mid-market price on 22 July 2002 of 88 pence per share.

   The directors have assumed that these will be disposed of within 12 months and as such have included the amount within current asset investments.
3. No adjustment has been made to take into account the trading results or changes in working capital of the Group since 31 March 2002.
4. The financial information set out above does not constitute statutory accounts in the meaning of Section 240 of the Companies Act 1985.
5. The Directors have assumed that the acquisition of RDCL by the Company qualifies as a Group Re-organisation under the provisions of FRS 6 "Acquisitions and Mergers". Therefore no goodwill has been recognised on the acquisition.

The Directors
Jubilee Platinum plc
22 Melton Street
London NW1 2BW

and

Insinger Townsley
44 Worship Street
London
EC2A 2JT

and

Insinger English Trust
44 Worship Street
London
EC2A 2JT

Grant Thornton
The Quadrangle
Imperial Square
Cheltenham
Gloucestershire
GL50 1PZ

25 July 2002

Dear Sirs

Jubilee Platinum plc ("Jubilee" or "the Company")

Pro forma statement of net assets

We report on the pro forma statement of net assets set out in Part IV of the Placing and Admission document dated 25 July 2002, which has been prepared, for illustrative purposes only, to provide information about how the Placing might have affected the financial information presented at 31 March 2002.

Responsibilities

It is the responsibility solely of the directors of Jubilee Platinum plc to prepare the pro forma financial information.

It is our responsibility to form an opinion on the pro forma financial information and to report our opinion to you. 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 the reports were addressed by us at the dates of their issue.

Basis of opinion

Our work, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the pro forma financial information with the directors of the Company.

Opinion

In our opinion:

- the pro forma statement of net assets has been properly compiled on the basis stated
- such basis is consistent with the accounting policies of the issuer
- the adjustments are appropriate for the purposes of the pro forma statement of net assets as disclosed.

Yours faithfully

GRANT THORNTON

PART V

Summary of Option and Commercial Agreements

1. South African Agreement

RDCL has secured various options over mineral rights on 4500 hectares in the Southern section of the Eastern Bushveld. The main farm in the portfolio of mineral rights is Houtenbek, which forms over 1400 hectares, some 30 per cent. of the total. The agreement relating to Houtenbek allows for an annual payment in respect of prospecting rights with marginal escalation over the following four years. The annual payment is made quarterly in advance.

Should RDCL wish to exercise its option it will be required to make a fixed sum payment per hectare in order to acquire the mineral rights and an additional fixed sum per hectare to acquire the surface rights. Exercise of this option will result in 100 per cent. ownership by RDCL. RDCL is responsible for maintaining the property and mineral rights in good standing. The option may be assigned by both parties with written permission which may not be unreasonably withheld.

RDCL may relinquish all or part of the Houtenbek property by giving 30 days notice to the owner. Once notice is given RDCL will be responsible for the prospecting fees for the remainder of the year. If RDCL discovers any defects in the property or mineral rights it has, among other options, the option to terminate the agreement.

RDCL has entered into a further 10 agreements relating to the South African properties, the terms of which are identical to the Houtenbek agreement, with the exception that they contain no obligation to purchase property rights, except for the Overwacht agreement which does include a right to purchase the property rights.

2. Canadian Agreement

On 28 February 2002, RDCL entered into three option agreements relating to three properties in Thunder Bay, Canada, namely, Norwood Lake, Havoc Lake and Pillar Lake. The terms of the three agreements differ slightly but, the structures remain the same. In all cases the agreements require that RDCL pays E-W a signing fee of between CDN$10,000 and CDN$25,000.

The agreements require that exploration be carried out up to a certain monetary value which will result in RDCL earning a 50 per cent. interest. The exploration expenditure requirement ranges from CDN$750,000 to CDN$1 million for each of the three properties. On acquiring a 50 per cent. interest, RDCL will have a period of 36 months to complete a feasibility study. Completion and acceptance of the study will result in RDCL earning a further 10 per cent. of each or all of the properties. If RDCL, at its own expense, provides full funding to bring any or all of the properties into production then RDCL will earn a further 10 per cent. interest, resulting in ultimate ownership of 70 per cent. of the property. RDCL has agreed to pay any taxes and rates, duties and royalties levied against the properties up to RDCL acquiring its 50 per cent. interest. Once this has been acquired such taxes and other payments shall be made by both parties on a pro-rata basis.

The initial sums to be paid by RDCL, namely the signing fee and the initial exploration costs, are not optional and must be paid by RDCL in any event. Subject to this, RDCL may withdraw from any or all of the agreements by giving five days written notice, subject to RDCL not being in default of any provision of the agreement at the time of giving notice. Both parties have the right to assign their rights in the property and the agreement to a third party.

3. Madagascar Agreement

On 25 September 2001 RDCL entered into an agreement with Mr Rakotomalala concerning his mineral interests in Madagascar. The agreement provided for a cash payment of US$15,000 to fund the completion of permit conversion to full exploration license with a 10 year life. In entering into the agreement, RDCL agreed to provide all necessary funding and carry out the work necessary to maintain the properties in good standing. RDCL is required to spend not less than US$500,000 on exploration over a four year period.

In return for the expenditure referred to above, RDCL will retain an 85 per cent. interest in the properties with Mr Rakotomalala retaining 15 per cent. Mr Rakotomalala's 15 per cent. retained interest will be on a self funding basis. Should Mr Rakotomalala fail to contribute or elect not to contribute, then his interest would be diluted to a minimum of 10 per cent. on a "straight line basis". Mr Rakotomalala has the right to convert this 10 per cent. interest to a 2.5 per cent. NSR royalty agreement which may be part "bought back" by RDCL. The agreement allows RDCL to buy back up to 1.5 per cent. of the NSR royalty for up to US$1.0 million for the full 1.5 per cent. or pro rata for part thereof.

The agreement requires that, on RDCL's election, both parties would make available their respective percentage interest should a third party wish to acquire any interest in the property. Both parties have the right to assign any part of their interest in the property or in the agreement provided that the assignee agrees to be bound by the terms of the agreement, and RDCL has the right to terminate the agreement by notification in writing.

4. Ethiopian Agreement

Jubilee has entered into a six month exclusive option agreement with Golden Prospect to acquire a 65 per cent. interest in Golden Prospect's joint venture with Yubdo Platinum and Gold Development Private Limited Company, ("Yubdo JV") in which Golden Prospect has a 59 per cent. interest. Under the agreement, Jubilee is obliged to provide funding and to maintain the property in good standing. Jubilee has a period of 180 days from the signing of the agreement to carry out its investigations and to decide whether to enter into a joint venture agreement in the form attached to the agreement. If Jubilee enters into the joint venture agreement, it will continue to fund all exploration and maintain the properties in good standing. Under the joint venture agreement, Jubilee will have funding obligations up to the completion of a bankable feasibility study, on completion of which Jubilee will be vested with a 65 per cent. interest in Golden Prospect's 59 per cent. interest in the Yubdo JV.

If Jubilee elects not to exercise its option or wishes to terminate the joint venture agreement before the completion of the bankable feasibility study, then all property rights will be returned to Golden Prospect without Jubilee being able to recover any costs incurred in exploring the property or properties.

Jubilee is to be the operator in relation to conducting and managing exploration on the properties. The agreement is not assignable by either party without receiving prior written approval in writing from the other party, such agreement not to be unreasonably withheld. Jubilee may terminate the agreement by giving 3 months written notice.

5. Sierra Leone Agreement

Jubilee has entered into a six month exclusive option agreement with Golden Prospect to acquire an 80 per cent. interest in a joint venture with Golden Prospect to exploit a platinum licence held by a subsidiary of Golden Prospect covering 105 km2 at York on the Freetown Peninsula in the Western area of Sierra Leone ("the JV"). Discussions are currently taking place between Golden Prospect and the Ministry of Mines regarding the status of the licence following the ending of hostilities, and Golden Prospect is anticipating a satisfactory resolution from the discussions. Under the agreement, Jubilee is obliged to provide funding and to maintain the property in good standing. Jubilee has a period of 180 days from the date of signing the agreement to complete its investigations and to decide whether to enter into a joint venture agreement, in the form attached to the agreement. If Jubilee enters into the joint venture agreement it will continue to fund all exploration and maintain the properties in good standing. Under the joint venture agreement Jubilee will have funding obligations up to the completion of a bankable feasibility study on completion of which Jubilee will be vested with an 80 per cent. interest in the JV.

If Jubilee elects not to exercise its option or wishes to terminate the joint venture agreement before the completion of a bankable feasibility study, all property rights will be returned to Golden Prospect without Jubilee being able to recover any costs incurred in exploring the property or properties.

Jubilee is to be the operator in relation to conducting and managing exploration on the properties.

The agreement is not assignable by either party without receiving prior written approval in writing from the other party, such agreement not to be unreasonably withheld.

PART VI

Additional Information

1. The Company And Its Subsidiaries

The Company

(a) The Company was incorporated on 12 June 2002 in England and Wales under the Act with registered number 4459850 as a public company limited by shares under the name JBB Public Limited Company and, accordingly, the liability of its members is limited. The name of the Company was changed to its present name on 11 July 2002. The principal legislation under which the Company operates is the Act and regulations made thereunder.

(b) The Company is the holding company of RDCL incorporated in Channel Islands, Jersey with registered number 80512, whose business is described in this document.

(c) The Company's registered office is at 22 Melton Street, London NW1 2BW.

(d) RDCL is the principal subsidiary of the Company. It was incorporated on 23 July 2001 under the name Resource Development Corporation Limited.

(e) The registered office of RDCL is P.O. Box 546,28/30 The Parade, St Helier, Jersey, Channel Islands JE4 8XY, and the company number is 80512.

(f) The existing authorised and issued fully paid up share capital of RDCL is:

	Authorised		*Issued*	
	Number	*Amount*	*Number*	*Amount*
Ordinary shares of £1 each	10,000	£10,000	6,902	£6,902

(g) The directors of RDCL are Colin Bird, John Perkins, William Kennedy, Melvyn Kalman and Penelope Bromley.

(h) A further subsidiary of the Company is Dullstroom Plats (Pty) Limited, which was incorporated in South Africa on 10 April 2001 under the name Tronictrade 204 (Pty) Limited. The company's trading name is Dullstroom Plats (Pty) Limited.

(i) The registered office of Dullstroom Plats (Pty) Limited is 22 Plantation Road, Oriel, Bedfordview, 2007, Johannesburg, South Africa, and the company number is 2001/008256/07.

(j) The existing authorised and issued fully paid up share capital of Dullstroom Plats (Pty) Limited is:

	Authorised		*Issued*	
	Number	*Amount*	*Number*	*Amount*
Ordinary shares of 1 Rand each	4000	4000 Rand	100	100 Rand

(k) The directors of Dullstroom Plats (Pty) Limited are Colin Bird, Philip Rasin and David Parker.

2. Share Capital

(a) The existing authorised and issued fully paid up share capital of the Company as at the date of this document is:

	Authorised		*Issued and fully paid*	
	Number	*Amount*	*Number*	*Amount*
Ordinary Shares of 1p	500,000,000	£5,000,000	25,000,000	£250,000

(b) The authorised and issued fully paid up share capital of the Company as it is expected to be following completion of the Placing is set out below:

	Authorised		*Issued and fully paid*	
	Number	*Amount*	*Number*	*Amount*
Ordinary Shares of 1p	500,000,000	£500,000	38,750,000	£387,500

(c) (i) On incorporation, the authorised share capital of the Company was £5,000,000 divided into 500,000,000 Ordinary Shares of 1p each and 2 shares were issued to the subscribers and then transferred as to 1 share to Golden Prospect and 1 share to Resource Capital Group Limited.

(ii) On 10 July 2002 the Company acquired the entire issued share capital of RDCL from Golden Prospect and Resource Capital Group Limited for an aggregate consideration of £249,999.98 satisfied by the allotment of 24,999,998 Ordinary Shares credited as fully paid at 1p per share.

(iii) On 10 July 2002, the Company was granted a certificate to commence business and borrow.

(d) By Resolutions passed at an Extraordinary General Meeting of the Company on 10 July 2002 ("the Resolutions") the Company resolved that, *inter alia*:

(i) the Directors be generally and unconditionally authorised pursuant to Section 80 of the Act to allot, grant options over, offer or otherwise deal with relevant securities up to an aggregate nominal amount of £999,999.98 during the period expiring on the earlier of the conclusion of the 2003 annual general meeting of the Company and the date following 18 months after the incorporation of the Company provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred by the Resolutions had not expired;

(ii) the Directors be empowered to allot equity securities pursuant to the authority referred to in sub-paragraph (d)(i) above as if Section 89(1) of the Act did not apply to any such allotment provided that such authority was limited to: pre-emptive issues, the Placing, the issue of up to 4,000,000 Ordinary Shares under the Scheme, the option to subscribe for up to 414,343 Ordinary shares granted to Insinger de Beaufort pursuant to the Placing Agreement and the issue of up to 4,000,000 Ordinary Shares for cash for any other purpose. Such authority will expire on earlier of the conclusion of the 2003 annual general meeting of the Company and the date following 18 months after the incorporation of the Company;

(iii) new articles of association be adopted; and

(iv) the name of the Company be changed to Jubilee Platinum plc.

(e) The provisions of Section 89(1) of the Act (which, to the extent not disapplied pursuant to section 95 of the Act, confer on shareholders rights of pre-emption in respect of the allotment of securities which are, or are to be paid up in cash other than by way of allotment to employees under any employee's share scheme as defined in Section 743 of the Act) apply to the authorised but unissued share capital of the Company to the extent not disapplied as described in paragraph 2(d)(ii) above. Subject to certain limited exceptions, unless the approval of shareholders in general meeting is obtained, the Company must normally offer Ordinary Shares to be issued for cash to existing ordinary shareholders on a pro rata basis.

(f) Save as stated in paragraphs 2(c) and 2(d) above, there has been no increase or reduction in the authorised or issued share capital of the Company since the date of its incorporation.

(g) The Placing Shares will rank in full for all dividends or other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

(h) Of the balance of the authorised and unissued ordinary share capital of the Company following the Placing, amounting to 461,250,000 Ordinary Shares:

(a) 4,000,000 Ordinary Shares will be reserved for issue under the Scheme;

(b) 414,343 Ordinary Shares will be reserved for issue to Insinger Townsley pursuant to the option described in paragraph 6(e) below; and

(c) 456,835,657 Ordinary Shares will remain unissued and unreserved.

(i) Save as disclosed in this paragraph (2):

(a) on Admission, no unissued share or loan capital in the Company or any subsidiary will be under option or will be agreed conditionally or unconditionally to be put under option and there is no current intention to issue any of the authorised and unissued Ordinary Shares; and

(b) no share or loan capital of the Company or of any subsidiary has been issued for cash or other consideration within the period since incorporation of the Company and the date of this document and no such issue is proposed.

(j) The amount payable on application and allotment of each Placing Share is 16p of which 15p is payable by way of premium.

3. Memorandum And Articles Of Association

(a) The Memorandum of Association of the Company provides, in clause 4, that the Company's principal object is to carry on the business of a general commercial company.

(b) The Articles of Association (the "Articles") which were adopted on incorporation contain, *inter alia*, provisions to the following effect:

(i) *Voting Rights*

Subject to any special rights or restrictions as to voting attached to any shares and subject to any suspension or abrogation of voting rights pursuant to the Articles at a general meeting on a show of hands every member who (being an individual) is present in person and every proxy and every member (being a corporation) who is present by a duly authorised representative not being himself a member, shall have one vote, so however that no individual shall have more than one vote and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

(ii) *Dividends*

Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends to be paid to the members according to their respective rights and interest, but no dividend shall exceed the amount recommended by the directors. Subject to the provisions of the Act, the directors may pay such interim dividends as appear to them to be justified by the profits of the Company available for distribution. No dividend shall be payable except out of the profits of the company.

All dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid, but no amount paid on a share in advance of calls shall be treated as paid up on the share. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.

No dividend or other monies payable by the Company on or in respect of any share shall bear interest as against the Company.

Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares or debentures of any other company or in any one or more of such ways.

All dividends unclaimed for a period of twelve years after having become due shall be forfeited and shall (unless the directors otherwise resolve) revert to the Company.

(iii) *Distribution of Assets on Liquidation*

On a winding up, any surplus assets will belong to the holders of any ordinary shares then in issue according to the numbers of shares held by them. In addition, the liquidator may, with the authority of a special resolution and any other sanction required by the Act, divide among the members in kind the whole or any part of the assets of the Company. For this purpose the liquidator may set such value as he deems fair upon any class or classes or property and may determine how the division is carried out as between the members or different classes of members. No contributory shall, however, be compelled to accept any asset in respect of which there is a liability.

(iv) *Transfer of Shares*

Subject to the restrictions referred to below, any member may transfer all or any of his certificated shares by instrument in writing in any usual or common form, or in such other form as the directors may approve and in the case of uncertificated shares through CREST in accordance with and subject to the relevant regulations from time to time and in the manner provided by the rules and procedures of the relevant system concerned. The instrument of transfer shall be signed by or on behalf of the transferor and, in the case of a partly paid up share, by or on behalf of the transferee. The directors may, in their absolute discretion and without assigning any reason, refuse to register a transfer of any share, not being a fully paid up share, or being in respect of a share on which the Company has a lien, provided that the directors shall not exercise their discretion in such a way as to prevent dealings in shares admitted to listing or trading on the Stock Exchange taking place on an open and proper basis. They may also refuse to register any transfer of any share (whether fully paid or not) to be held jointly by more than four persons. The directors may also decline to register any instrument of transfer unless:

(i) it is deposited duly stamped, at the registered office of the Company, or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and

(ii) it is in respect of only one class of certificated share.

The registration of transfers may be suspended by the directors for any period not exceeding 30 days in any year as the Directors determine.

(v) *Issue and Allotment of Shares*

Subject to the provisions of the Articles relating to the authority to allot shares, the pre-emption rights of shareholders, and otherwise and to any resolution of the Company in general meeting passed pursuant thereto, the unissued shares of the Company (whether forming part of the original or any increased capital) or rights to subscribe for or convert any security into shares, shall be under the control of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they shall think fit, but so that no share shall be allotted at a discount.

(vi) *Variation of Rights*

Subject to the provisions of the Act, all or any of the special rights and privileges attached to any share or class of shares may be varied or abrogated with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

Subject to the terms upon which any shares may be issued, the rights or privileges attached to any class of shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking pari passu in all respects with those already issued, or by the purchase or redemption by the Company of its own shares.

(vii) *Changes in Share Capital*

(a) The Company may by ordinary resolution increase its share capital by such sum as the resolution prescribes, consolidate and divide all or any of its share capital into shares of a larger amount, cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled and sub-divide its shares or any of them into shares of smaller amount and determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with, the other or the others as the Company has power to attach to unissued or new shares.

(b) Subject to the Act and to any rights for the time being attached to any shares, the Company may by special resolution reduce its share capital or any capital redemption reserve or share premium account in any manner. Subject to the Act, the Company may issue shares which are, or at the option of the Company or the holder are, liable to be redeemed and it may also purchase its own shares (including redeemable shares).

(viii) *Directors*

(a) Unless otherwise determined by the Company by ordinary resolution, the number of directors shall not be less than two nor more than fifteen. A director shall not require any shareholding qualification and shall not be required to retire on attaining any specific age.

(b) A director shall not vote on (or be counted in the quorum in respect of) any resolution of the directors, or of a committee of the directors, concerning any contract or arrangement or any other proposal in which he has an interest which is to his knowledge a material interest otherwise than by virtue of his interests in shares, debentures or other securities of, or otherwise in or through, the Company. Notwithstanding the foregoing, a director shall (in the absence of some other material interest than as indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters:

(i) a contract or arrangement for giving to the director a security, guarantee or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of the Company or of any of its subsidiaries;

(ii) a contract or arrangement for giving to the Director security, guarantee or indemnity of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

(iii) any proposal concerning any offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase, in which offer he is, or may be, entitled to participate as a holder of securities or in the underwriting or sub-underwriting of the offer;

(iv) any proposal concerning any other company in which he and any persons connected to him do not to his knowledge hold an interest in shares as that term is used in Sections 198 to 211 of the Act) representing 1 per cent or more of any class of the equity share capital or of the voting rights in that company;

(v) any proposal relating to a pension, superannuation or similar scheme or retirement, death or disability benefits scheme or employees share scheme) which does not award him any privilege or benefit not awarded to the employees to whom such arrangement relates; and/or

(vi) any proposal concerning the purchase, and/or maintenance of any policy of insurance for the benefit of Directors or for the benefit of persons including Directors.

(c) A director shall not vote on (or be counted in the quorum in respect of) a resolution of the directors, or of a committee of the directors, concerning his own appointment as the holder of an office or place of profit with the Company or another company in which the Company is interested (including the arrangement or variation of its terms or its termination).

(d) The non-executive directors of the Company, shall be entitled to ordinary remuneration for their services as directors not exceeding £100,000 (excluding any other amounts payable under any other provision in the Articles of Association of the Company) The other Directors shall be paid out of the funds of the Company by way of remuneration for their services as they may determine. The Directors shall also be entitled to be paid all travelling and hotel expenses properly incurred by them in attending and returning from meetings of the Directors or of committees of the Directors or general meetings of the Company or in connection with the business of the Company. Any Director who at the request of the Board performs any special services or goes or resides abroad for any purposes of the Company may, (unless otherwise expressly resolved by the Company in a general meeting) receive such extra remuneration by way of salary, commission, participation in profits otherwise as the Board determines.

(e) A director may be appointed by the directors to any other office or employment under the Company, except that of auditor, in conjunction with his office as director for such period, on such terms and at such remuneration (by way of salary, commission, participation in profits, retirement benefits scheme or other benefits) as the directors may determine.

(f) Any director may act by himself or his firm in a professional capacity for the Company (except that of Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.

(g) At each annual general meeting of the Company, one third of the directors who are subject to retirement by rotation or, if their number is not 3 or a multiple of 3, then the number nearest but not less than one-third shall retire from office. A retiring director shall be eligible for re-election.

(ix) *Borrowing Powers*

The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (both present and future), including its uncalled capital and, subject to the Act, to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party. The directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries so as to secure (but as regards subsidiary undertakings only insofar as, by the exercise of the rights or powers of control, the directors can secure) that the aggregate principal amount outstanding of all borrowings by the Group (exclusive of borrowings owing by one member of the Group to another member) does not, without the previous sanction of an ordinary resolution, exceed the greater of £5 million or 3 times the Adjusted Capital and Reserves (as defined in the Articles).

(x) *Pensions and Benefits*

(a) The directors may establish and maintain or procure the establishment and maintenance of or participation in or contribution to any contributory or non-contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment of the Company, or of any company which is or was a subsidiary of the Company or allied or associated with the Company or any subsidiary, or who are or were at any time directors or officers of the Company or of any such other Company, and the spouses, former spouses, families and dependants of any such persons;

(b) The directors may procure any of the above matters to be done by the Company either alone or in conjunction with any other company

(xi) *Untraced Shareholders*

The Company may sell the shares of a member, or the shares to which a person is entitled by virtue of transmission on death or bankruptcy, if;

(a) during the period of 12 years prior to the date of the publication of the advertisements referred to below (or, if published on different dates, the first date), being a period during which at least 3 dividends have been payable, all warrants and cheques in respect of the shares in question sent in the manner authorised by the Articles have remained uncashed;

(b) the Company on or after expiry of the period of 12 years has given notice, by advertisement in a newspaper circulating in the area in which the last known address of the member, or the address at which service of notices may be effected in the manner authorised by the Articles, is located, of its intention to sell the shares;

(c) during the period of 12 years and the period of 3 months following publication of the advertisement the Company has received no indication either of the whereabouts or of the existence of the member or person; and

(d) notice has been given to the Nominated Adviser (where the Company's shares have been admitted to trading on AIM) or (as the case may be) the U K Listing Authority (where the Company's shares are admitted to the Official List) of the Company's intention to make the sale.

(xii) *Notices*

Notices may be served by the Company upon any member either personally or by post to such member's registered address or, under the provisions of the Electronic Communications Act 2001, to an e-mail address as notified by the member to the Company. A member is entitled to receive notices from the Company notwithstanding that his registered address as appearing in the register of members is outside the United Kingdom.

4. Interests Of Directors And Others

(a) The interests of the Directors and their immediate families and of persons connected with them within the meaning of Section 346 of the Act in the share capital of the Company as at the date of this document all of which are beneficial (which have been notified to the Company pursuant to

Section 324 of the Act and are required to be entered in the Register of Directors' interests maintained under the provisions of Section 325 of the Act) or which could, with reasonable diligence, be ascertained by the Directors, and as they are expected to be immediately following completion of the Placing are as follows:

Name	*Number of Ordinary Shares before the Placing*	*Percentage of issued share capital before the Placing*	*Percentage of issued share capital after the Placing*
Stephen Kearney	—	—	—
Colin Bird	6,585,048	26.3%	17.0%
John Parker	—	—	—
Malcolm Burne	—	—	—

(b) Colin Bird, being the only Executive Director is a party to a service agreement with the Company. Each of the non- executive directors has been appointed pursuant to a non executive appointment Letter.

Executive Director's Service Agreements:

1. On 24 July 2002 Colin Bird entered into a service agreement with the Company. Under this agreement Mr Bird will, subject to and commencing from Admission, be appointed Chief Executive Officer of the Company. The appointment is terminable by either party on 12 months' notice in writing and will terminate automatically on Mr Bird's 65th birthday. Mr Bird's employment will be on part time basis: he will be required to work a minimum of 24 hours per week. Colin Bird will be entitled to a salary of £45,000 per annum, inclusive of any director's fees and he will also be entitled to 15 days holiday per annum. The Remuneration Committee may also award Mr Bird (in its absolute discretion) a bonus in such amount as the Remuneration Committee shall determine. Mr Bird shall be entitled in respect of each accounting reference period of the Company to be granted options under the Scheme exercisable at the market value of the date of grant. The aggregate market value of any options so granted shall not exceed Mr Bird's basic salary and shall be the same proportion of Mr Bird's basic salary as the increase in the market capitalisation of the Company at the end of such period bears to the market capitalisation of the Company at the end of the previous accounting reference period of the Company (or in the case of the period ending 30 June 2003, to the market capitalisation of the Company immediately following the completion of the Placing). Mr Bird will also be subject to various post termination restrictions.

Non-Executive Directors' Appointment Letters:

1. On 24 July 2002 Steve Kearney entered into a letter agreement with the Company in respect of his services as a non-executive Director and Chairman of the Board. The appointment will take effect subject to and commencing from Admission. Mr Kearney's appointment will continue for an initial fixed period of 12 months from Admission and thereafter shall be terminable by either party on one months' notice in writing. Mr Kearney will receive a fee of £24,000 per annum.
2. On 24 July 2002 Malcolm Burne entered into a letter agreement with the Company in respect of his services as a non-executive Director. The appointment will take effect subject to and commencing from Admission. Mr Burne's appointment will continue for an initial fixed period of 12 months from Admission and thereafter shall be terminable by either party on one months' notice in writing. Mr Burne will receive a fee of £10,000 per annum. Mr Burne will be appointed Chairman of the Audit Committee and a member of the Remuneration Committee.
3. On 24 July 2002 John Parker entered into a letter agreement with the Company in respect of his services as a non-executive Director. The appointment will take effect subject to and commencing from Admission. Mr Parker's appointment will continue for an initial fixed period of 12 months from Admission and thereafter shall be terminable by either party on one months' notice in writing. Mr Parker will receive a fee of £10,000 per annum. Mr Parker will be appointed Chairman of the Remuneration Committee and a member of. the Audit Committee.

Save as disclosed above there are no service agreements existing or proposed between any Director and the Company.

Directors' Estimated Remuneration

The aggregate remuneration paid and benefits in kind granted by the Group to the Directors for the financial period ending 30 June 2003 (and excluding any bonus that may be paid or given in kind) is estimated to amount to approximately £89,000.

Substantial Shareholders And Other Interests

(c) The Directors are aware of the following interests (in addition to those set out in paragraph 4(a)) above, other than the Placing Shares, which will represent 3 per cent. or more of the issued share capital of the Company:

	At Present		*On Admission*	
Shareholder	*Number of Ordinary Shares*	*Percentage of issued share capital*	*Number of Ordinary Shares*	*Percentage of issued share capital*
Resource Capital Group Limited	7,682,556	30.8	7,682,556	19.8
Golden Prospect	9,634,888	38.5	9,634,888	24.9
Lion Mining Finance Limited	1,097,508	4.4	1,097,508	2.8

Colin Bird has a 16.89 per cent. shareholding in the ultimate holding company of Lion Mining Finance Limited.

Malcolm Burne is a director of Golden Prospect. He has a beneficial interest in 0.6 per cent. of the issued share capital of Golden Prospect and a non-beneficial interest in 2.6 per cent. of the issued share capital of Golden Prospect.

(d) Save as disclosed in paragraph 4(a) and paragraph 4(c) above, the Directors are not aware of any person who, immediately following the Placing, will, directly or indirectly, be interested in 3 per cent. or more of the capital of the Company, or who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company.

(e) Save as disclosed in paragraph (a) above, none of the Directors nor any member of his immediate family or any person connected with him holds or is beneficially or non beneficially interested, directly or indirectly, in any shares or options to subscribe for, or securities convertible into, shares of the Company or any of its subsidiaries.

(f) No Director has or has had any interest in any transaction which is or was of an unusual nature, contains or contained unusual terms or is or was significant in relation to the business of the Group and which was effected during the current or immediately preceding financial year or remains in any respect outstanding or unperformed.

(g) Save as disclosed in paragraph 6 below, no loans or guarantees have been granted or provided to or for the benefit of any of the Directors by any member of the Group and which have not been repaid or released as at the date of this document

(h) In addition to their directorships of the Company and RDCL, the Directors hold, or have held, the following directorships during the five years prior to the date of this document:

Name	*Current Directorships*	*Past Directorships*
Stephen Kearney	Stillwater Mining Company Brandrill SA (Pty) Limited	Barplats Limited Lonmin SA Limited Messina Platinum Limited Aquarius (Pty) Limited Impala Platinum Holdings Ltd
Colin Bird	Lion Mining Finance Limited Lion Mining Corporation Limited Lion Networks Limited Excelsior Mining Foundation Tiger Resource Finance Plc Lion Capital Corporation Limited RCG International Limited MIT Ventures Corp. CanAlaska Ventures Ltd International Freegold Mineral Development Inc	Racing Rights Holdings Limited AK Race Engineering Limited Bushman Resources Limited Chromex Yukon Banner Mining Corp
John David Parker	Lion Mining Corporation Limited	

Name	*Current Directorships*	*Past Directorships*
Malcolm Burne	Golden Prospect plc Golden Prospect Mining Company Limited Greenchip Investments plc West End TST Limited The Venture Capital Exchange Limited RCG International Limited Mano River Resources Inc Great Panther Inc Infantcare (UK) Limited Geographe Resources Limited Samson Exploration NL Sapphire Mines NL Chapter One Capital Plc White Knight Investments plc	Manson Creek Inc Parton Capital Inc Tyler Resources Inc Hixon Gold Inc The West End Trust Limited Resources Investments Plc Perioplus Europe Limited Biztalk Limited Ignite Limited Word of Mail Limited Anglesey Mining plc Whats-online Limited *New Nationwide Securities Limited

***Note**

Malcolm Burne was a non executive director of the New Nationwide Securities Limited which is in administrative receivership.

(i) No Director has:

(i) any unspent convictions in relation to indictable offences;

(ii) had a bankruptcy order made against him or entered into an individual voluntary arrangement or had any asset of his subject to receivership or, save as disclosed in paragraph 4(h) above, been a director of any company which, while he was a director or within 12 months after his ceasing to be a director, had a receiver appointed or was the subject of a compulsory liquidation, creditors voluntary liquidation or administration or entered into a company voluntary arrangement or composition or arrangement with its creditors generally or with any class of its creditors; or

(iii) been a partner of any partnership which, while he was a partner or within 12 months after his ceasing to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or

(iv) had any public criticisms by statutory or regulatory authorities (including recognised professional bodies); or

(v) been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

5. Jubilee Platinum Plc Unapproved Share Option Plan

(a) *Eligibility*

Any director or employee of or provider of services to a Group Company may be invited to participate in the Scheme.

(b) *Options*

An option consists of a right to subscribe for shares which can be exercised (subject to satisfaction of any applicable performance condition) after 2 years.

(c) *Performance Condition*

An appropriate performance condition may be set for each option under the Scheme in which event the performance condition will be notified to the participant at the date of grant.

(d) *Grant of Options*

Awards may be granted at any time after the Scheme is approved by the board of directors of the Company. No option may be granted more than ten years following the approval of the Scheme. Options granted under the Scheme are personal to the participant and, except on the death of a participant, may not be transferred.

(e) *Exercise of Options*

The option can in normal circumstances only be exercised if the participant remains employed by the Group. However, early exercise is permitted in the event of death. Early exercise is also permitted in the event of cessation of employment through injury, disability, redundancy or retirement on or after the end of any relevant applicable performance period, but only to the extent that the performance condition is satisfied, and only in respect of a time-apportioned number of shares. Special provisions apply if there is a take-over, reconstruction or winding-up of the Company.

(f) *Variation of Capital*

In the event of any increase or variation in the share capital of the Company, the Company may make such adjustments as it considers appropriate to the number of shares which may be acquired under an option.

(g) *Limits and Subscription for Shares*

The number of shares over which options may be granted under the Scheme (including, for the purposes of that calculation, options granted under the Scheme which have already been exercised) may not exceed 10 per cent. of the issued ordinary share capital of the Company from time to time.

(h) *Amendments*

The Board may at any time amend the Scheme or the terms of any option granted under it.

(i) *General*

In operating the Scheme, compliance must be made with the AIM Rules and any other rules and regulations applicable to the Company.

It is intended that as soon as practicable after Admission, the Company will grant options under the Scheme (which will be exercisable at the Placing Price) over a total of 2,270,000 Ordinary Shares, of which 750,000 will be in favour of Colin Bird, 500,000 will be in favour of Stephen Kearney, 100,000 will be in favour of David Parker, and 100,000 will be in favour of Malcolm Burne.

6. Material Contracts

The following contracts, (not being contracts entered into in the ordinary course of business) have been entered into by the Company or the Subsidiary during the two years preceding the date of this document and are or may be material:

(a) An agreement dated 10 July 2002 made between CN Limited (1) Golden Prospect (2) Resources Capital Group (3) and the Company (4) pursuant to which the Company acquired the entire issued share capital of RDCL for £249,999.98 satisfied by the allotment of 24,999,998 Ordinary Shares credited as fully paid.

(b) The option agreement with Golden Prospect in relation to PGM interests in Ethiopia described in paragraph 4 of Part V of this document.

(c) The option agreement with Golden Prospect in relation to PGM interests in Sierra Leone described in paragraph 5 of Part V of this document.

(d) A placing agreement dated 24 July 2002 between the Company (1) Insinger de Beaufort (2) Insinger de Beaufort (Corporate Finance) Limited (3) the Directors (4) Golden Prospect plc (5) Mining Finance Co. International Limited (6) and Resource Capital Group Limited (7) pursuant to which conditional upon, *inter alia*, Admission taking place on or before 9.00 a.m. on 31 July 2002 (or such later time and or date as the Company, Insinger Townsley and Insinger English Trust may agree) Insinger English Trust and Insinger Townsley have agreed to use their respective reasonable endeavours to procure subscribers for 13,750,000 Placing Shares proposed to be issued by the Company at the Placing Price.

The placing agreement contains indemnities and warranties from the Company, the Directors, Golden Prospect, Mining Finance Co. International Limited and Resource Capital Group Limited in favour of Insinger Townsley and Insinger English Trust together with provisions which enable Insinger Townsley and Insinger English Trust to terminate the agreement in certain circumstances prior to Admission including circumstances where any warranties are found to be untrue or inaccurate in any material respect. Under the agreement the Company has agreed to pay to Insinger English Trust a fee of £100,000 and a commission of three per cent, of the value of the Placing Shares at the Placing Price and Insinger Townsley a fee of £25,000 and commission of three per cent, of the value of the Placing Shares at the Placing Price.

The Directors, Golden Prospect, Mining Finance Co. International Limited and Resource Capital Group Limited have undertaken that they will not dispose of any Ordinary Shares (save in certain limited circumstances) for a period of 12 months from the date of Admission and, with the exception of Golden Prospect, for a further period of 12 months shall only dispose of Ordinary Shares through Insinger Townsley (or the broker for the time being) in accordance with orderly market principles).

(e) An option agreement dated 24 July 2002 with Insinger Townsley pursuant to which the Company has granted an option to Insinger Townsley to subscribe at the Placing Price within 3 years from Admission for 414,343 Ordinary Shares.

(f) Lock in Agreement dated 24 July 2002 between Insinger English Trust, Insinger Townsley, the Company and Lion Mining Finance Limited (the "Shareholder") pursuant to which each of the Principal Shareholders agrees that it will not dispose of any Ordinary Shares in which it has an interest immediately following Admission for a period expiring 12 months from the date of Admission and for a 12 month period thereafter shall only sell Ordinary Shares through the Company's broker in accordance with orderly market principles.

(g) An agreement dated 24 July 2002 between REIT (1) and the Company (2) pursuant to which the Company agreed to allot and issue 4,062,500 Ordinary Shares credited as fully paid at the Placing Price in consideration of the issue to the Company of 619,933 ordinary shares in REIT credited as fully paid at 104.85p per share (being the net asset value of ordinary shares in REIT at the close of business on 22 July 2002).

7. Funding

The current fund raising is being carried out for the purposes outlined in this document and the Directors consider that the net proceeds of the Placing will be sufficient for those purposes.

8. Working Capital

The Directors are of the opinion that, having made due and careful enquiry and after taking account of the net proceeds of the Placing the working capital available to the Group will be sufficient for its present requirements, that is for at least 12 months from the date of Admission.

9. Litigation

There are no legal or arbitration proceedings (including any such proceedings which are pending or threatened against the Group) which have, may have or have had during the 12 months preceding the date of this document any significant effect on the Group's financial position.

10. Taxation

The statements in this paragraph are a general guide only to the current law and practice in relation to UK taxation and may not apply to certain persons who hold shares in the Company other than as an investment (such as dealers in securities) or who are not resident or ordinarily resident in the united Kingdom. If you are in any doubt as to your tax position or you are subject to tax in a jurisdiction other than the United Kingdom, you should consult your professional adviser without delay.

Taxation of chargeable gains

If a shareholder disposes of all or any of the Ordinary Shares acquired under the Placing he or she may, depending on the shareholder's particular circumstances, incur a liability to taxation on chargeable gains. Individuals, personal representatives and trustees may be entitled to taper relief, which will serve to reduce the gain chargeable. Companies are not entitled to taper relief, but are due indexation allowance which may also reduce the gain chargeable.

Stamp duty

Except in relation to certain categories of person, including market makers, brokers, dealers and persons connected with depository arrangements or clearance services, where special rules apply:

(a) no stamp duty or stamp duty reserve tax will be payable on the issue of the Placing Shares;

(b) the transfer or sale of Ordinary Shares will generally be subject to *ad valorem* stamp duty (rounded up to the nearest £5) generally at the rate of one-half of one per cent. of the consideration paid. However, if an unconditional agreement to transfer such shares is not completed by a duly stamped transfer, stamp duty reserve tax will be payable, generally at the rate of one-half of one per cent. of the consideration paid.

Taxation of dividends and distributions

Under current United Kingdom tax legislation, no withholding tax will be deducted from dividends paid by the Company.

An individual shareholder who is resident in the United Kingdom for tax purposes and who receives a dividend will be entitled to a tax credit in respect of the dividend and will be taxable on the aggregate of the net dividend received and the tax credit ("gross dividend"). The value of the tax credit is currently one ninth of the net dividend (or ten per cent. of the gross dividend). The gross dividend is treated as the top slice of such individual's income. An individual so resident who is not liable to income tax in respect of the gross dividend will not be able to claim repayment of the tax credit from the Inland Revenue. In the case of an individual so resident who is not liable to income tax at a rate greater than the basic rate, the tax credit will discharge his liability to income tax in respect of the gross dividend and there will be no further tax to pay and no right to claim any repayment of the tax credit from the Inland Revenue. In the case of an individual so resident who is liable to income tax at the higher rate on dividends (currently 32.5 per cent.) the tax credit will be set against his tax liability in respect of the gross dividend and, accordingly, he will have to pay additional tax at the rate of 22.5 per cent. of the gross dividend, to the extent that the gross dividend falls above the threshold for higher rate income tax.

Subject to certain exceptions a shareholder which is a company resident in the United Kingdom for tax purposes will not be liable to United Kingdom corporation tax on any dividend received from the Company.

United Kingdom pension funds are no longer entitled to reclaim tax credits on dividends paid by the Company. Subject to transitional phasing out, UK charities will not be eligible for payment from the Inland Revenue of the amount of the tax credit attaching to dividends paid by the Company.

Trustees of discretionary trusts and of trusts where income is accumulated are liable to tax at the Schedule F Trust rate of 25 per cent. of the gross dividend receipt, subject to deduction of the associated tax credit. This is a complex area and trustees of such trusts should consult their own tax adviser.

A non-United Kingdom resident shareholder is not generally entitled to reclaim any tax credit from the Inland Revenue in respect of any dividend received. An entitlement to the payment of the tax credit may, however, be available in whole or in part if there is an appropriate provision granting the entitlement under any applicable double taxation convention or agreement between the country in which the holder is resident for tax purposes and the United Kingdom. However, the amount payable under any such double tax treaty (if anything) will generally be less than one per cent. of the dividend to which it relates. A shareholder who is not resident in the United Kingdom for tax purposes should consult his own tax adviser concerning his liabilities on dividends received, his entitlement to reclaim any part of the tax credit and, if he is so entitled, the procedure for doing so. A shareholder resident outside the United Kingdom may also be subject to foreign taxation on dividend income under local law.

11. General

(a) The accounting reference date of the Company is 31 March. The first statutory accounting period for the Company will be the period ending 31 March 2003.

(b) Save as set out in this document there has been no significant change in the financial or trading position of RDCL since 31 March 2002, being the date to which the financial information set out in Part III of this document was prepared.

(c) Save as set out in this document there has been no significant change in the financial or trading position of the Company since the date of this document, being the date to which the financial information set out in Part III of this document was prepared.

(d) The total costs, charges and expenses (including commissions) payable in connection with the Placing and Admission are estimated to amount to £412,000 (excluding value added tax) and are payable by the Company. The amounts payable for arranging to procure subscribers for shares pursuant to the Placing will include a commission equal to three per cent. of the aggregate value of the Placing Shares at the Placing Price payable to Insinger Townsley and a commission equal to three per cent. of the aggregate value of the Placing Shares at the Placing Price payable to Insinger English Trust. Other than as set out in this document there is no commission payable by the Company to any person in consideration of their agreeing to subscribe for Placing Shares or of their procuring or agreeing to procure subscribers for Placing Shares. The net proceeds of the Placing receivable by the Company are expected to amount to £1,788,000 (including the REIT Shares).

(e) Grant Thornton has given and not withdrawn its written consent to the inclusion in this document of their accountants' reports and letter set out in Part III and Part IV and the references to them and to their name in the form and context in which they are included.

(f) Ddraig Mineral Developments Limited has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and its report in Part II of this document and the references to such report and its name in the form and context in which they appear.

(g) Insinger English Trust has given and not withdrawn its written consent to the issue of this document with the inclusion of its name in the form and context in which they are included.

(h) Insinger English Trust is the trading name of Insinger de Beaufort (Corporate Finance) Limited which is regulated by the Financial Services Authority and is registered in England and Wales with number 2582230. Its registered office is at 44 Worship Street, London EC2A 2JT.

(i) Insinger Townsley is a division of Insinger de Beaufort (a subsidiary of Bank Insinger de Beaufort N.V.) which is regulated by the Financial Services Authority.

(j) The Directors are unaware of any exceptional factors which have influenced the Group's recent activities.

(k) No person, (excluding professional advisers otherwise disclosed in this document and trade suppliers) has:

   (a) received, directly or indirectly, from the Company within 12 months preceding the date of this document; or

   (b) entered into contractual arrangements (not otherwise disclosed in this document) to receive, directly or indirectly, from the Company on or after Admission any of the following:

      (i) fees totalling £10,000 or more;

      (ii) securities in the Company with a value of £10,000 or more calculated by reference to the Placing Price; or

      (iii) any other benefit with a value of £10,000 or more at the date of Admission.

(l) There are no arrangements under which future dividends are waived or agreed to be waived.

(m) The auditors of the Company, Grant Thornton, Chartered accountants of Barnes Wallis Road, Segensworth, Hampshire PO15 5GT, have audited the accounts of RDCL for the accounting period ended 31 March 2002.

(n) The financial information in this document relating to the Company and RDCL does not constitute statutory accounts within the meaning of Section 240 of the Act. The Company has not been required to prepare accounts and as such has not delivered statutory financial statements to the Registrar of Companies. The information on RDCL is based on the audited accounts of RDCL for the period from incorporation to 31 March 2002.

(o) The arrangements for paying for the Placing Shares are set out in the placing letters issued by Insinger Townsley. All monies received from placees will be held by Insinger Townsley prior to Admission, when the net proceeds will be paid to the Company. If Admission does not become effective, all subscription monies shall be refunded as soon as practicable without interest and at the placee's risk

(p) No temporary documents of title will be issued. The Ordinary Shares will be in registered form. Definitive share certificates will be sent to placees who request them by first class post at the risk of the placee within seven days of the completion of the Placing. Pending the despatch of definitive share certificates transfers will be certified against the register.

(q) The Company has applied to CRESTCo Limited for the Ordinary Shares to be admitted to CREST as a participating security. It is expected that the admission of the Ordinary Shares to CREST as a participating security will be effective from Admission. Shareholders who are direct or sponsored members of CRESTCo Limited will then be able to dematerialise their Ordinary Shares in accordance with the rules and practices instituted by CRESTCo Limited.

(r) The minimum amount which, in the opinion of the Directors, must be raised by the Company under the Placing to provide the sums required in respect of the matters specified in paragraph 21 of Schedule 1 of the POS Regulations is £2,200,000 which will be applied by the Company as to £412,000 for the expenses of the Placing and Admission (excluding VAT and including commissions), and as to the balance of £1,788,000 as set out in paragraph II of Part I of this document.

(s) The Ordinary Shares the subject of the Placing are not being offered generally and no applications have or will be accepted other than under the terms of the Placing Agreement. All of the Ordinary Shares the subject of the Placing have been conditionally placed.

(t) Save as disclosed in this document there are no significant investments by the Group under active consideration.

(u) Save as disclosed in this document there are no patents or intellectual property rights, licences or particular contracts which are of fundamental importance to the Company's business.

12. Documents Available For Inspection

Copies of the following documents will be available for inspection during normal business hours on any business day (Saturdays and public holidays excepted) at the offices of Insinger English Trust, 44 Worship Street London EC2A 2 JT from the date of this document until the date 14 days after the date of Admission:

(a) the Memorandum and Articles of Association of the Company;

(b) the audited accounts of RDCL for the period from incorporation to 31 March 2002;

(c) the Accountants' Reports by Grant Thornton relating to the Company and RDCL set out in Part III of this document;

(d) the Competent Person's Report set out in Part II of this document;

(e) the material contracts of the Group referred to in paragraph 6 above;

(f) the consent letters referred to in sub-paragraphs 11(d) and (e) above;

(g) the rules of the Jubilee Platinum plc Unapproved Share Option Scheme; and

(h) the service agreements and the non-executive terms of appointment referred to in paragraph 4(b) above.

13. Availability Of Admission Document

Copies of this document will be available free of charge to the public at the offices of Insinger English Trust, 44 Worship Street, London EC2A 2JT and of the Company at 22 Melton Street, London NW1 2BW, during normal business hours on any business day (Saturdays and public holidays excepted) from the date of this document until 14 days from the date of Admission.

25 July 2002