THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action to take, please consult your broker, Central Securities Depository Participant ("CSDP"), banker, accountant, attorney or other professional advisor immediately or, if you are in the United Kingdom an independent professional adviser authorised under the Financial Services and Markets Act 2000, who specialises in advising on the acquisition of shares and other securities.

Action required

If you have disposed of your ordinary shares in Jubilee Platinum plc ("Jubilee"), please forward this circular to the purchaser of such shares or the CSDP, CREST holder, broker or other agent through whom the sale was effected.

Shareholders are referred to page 2 of this circular, which sets out the action required.

JUBILEE PLATINUM PLC

(a company incorporated in England and Wales)
(Registration number 4459850)
AIM:JLP JSE: JBL ISIN: GB0031852162
("Jubilee" or "the company")

CIRCULAR TO JUBILEE SHAREHOLDERS

regarding:

- **the acquisition of the entire issued share capital of Braemore Resources plc ("Braemore") by means of a scheme of arrangement to be proposed by Jubilee between Braemore and its shareholders for a consideration of 1 new Jubilee ordinary share for every 15.818 Braemore ordinary shares;**
- **a specific issue of shares for cash to public shareholders; and**
- **the adoption of new articles of association,**

and incorporating:

- **a notice of general meeting;**
- **a form of proxy (blue) for use by certificated and "own name" dematerialised shareholders only; and**
- **revised listing particulars.**

Sponsor and Corporate Adviser

sasfin CAPITAL

Competent Person

VENMYN Independence you can trust

Reporting Accountants

MOORE STEPHENS CHARTERED ACCOUNTANTS (SA)

United Kingdom Legal Advisers

FASKEN MARTINEAU

South African Legal Advisers

EVERSHEDS

Nominated Adviser and Broker

finnCap

Date of issue: 14 September 2009

This circular is available in English only and copies thereof may be obtained from Sasfin Capital's offices and the South African transfer secretaries and United Kingdom registrars at the addresses reflected on the "Corporate information and advisers" page of this circular.

CORPORATE INFORMATION AND ADVISERS

Secretary and Registered Office

Capita Company Secretaries

United Kingdom	**South Africa**
4th Floor	6 Pinewood Office Park
2 Cromwell Place	33 Riley Road
London SW7 2JE	Woodmead, Sandton

Date and place of incorporation

12 June 2002 – United Kingdom

Competent Person

Venmyn
1st Floor, Block G
Rochester Place
173 Rivonia Road
Sandton, 2146
(PO Box 782761, Sandton 2146)

South African Corporate Law Advisors

Eversheds
22 Fredman Drive
Sandton
Johannesburg
South Africa
(PO Box 78333,Sandton 2146)

United Kingdom Corporate Law Advisors

Fasken Martineau LLP
17 Hanover Square
London W1S 1HU
United Kingdom

South African Transfer Secretaries

Computershare Investor Services
(Proprietary) Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg 2001
(PO Box 61051, Marshalltown 2107)

Braemore Resources plc
Registered No: 05350550
First Floor
18 – 19 Pall Mall
London SW1 5LU

Date and place of registration
2 February 2005 – United Kingdom

Sponsor and Corporate Adviser

Sasfin Capital
(A division of Sasfin Bank Limited)
(Registration number 1951/002280/06)
13 – 15 Scott Street
Waverley 2090
(PO Box 95104, Grant Park 2051)

Nominated Adviser and Broker

FinnCap
4 Coleman Street
London EC 2R 5 TA

Auditors

Saffery Champness Chartered Accountants,
Registered Auditors
Lion House
Red Lion Street
London WC1R 4GB

Reporting Accountants

Moore Stephens
7 West Street
Houghton 2198
Johannesburg
(PO Box 1574, Houghton 2041)

United Kingdom Registrars

Capita Registrars
Northern House
Woodsome Park
Fenay Bridge
Huddersfield HD8 0LA

CONTENTS

The definitions and interpretation commencing on page 4 of this circular apply, with the necessary changes, to the following table of contents:

ACTION REQUIRED BY JUBILEE SHAREHOLDERS

The definitions and interpretation commencing on page 4 of this circular, apply with the necessary changes, to the following action required by Jubilee shareholders.

Please take careful note of the following provisions regarding the action required by Jubilee shareholders:

1. If you have disposed of your ordinary shares in Jubilee, please forward this circular to the purchaser of such shares or the CSDP, CREST holder, broker or agent through whom you disposed of such shares.

   The general meeting convened in terms of this circular will be held on Wednesday, 7 October 2009 at 11:00 at The Pelham Hotel, 15 Cromwell Place, London SW7 2LA, United Kingdom;

2. **The General meeting**

   - **Certificated shareholders and "own name" dematerialised shareholders**

     You are entitled to attend, or be represented by proxy, at the general meeting.

     If you are the registered holder of certificated Jubilee shares or you hold dematerialised Jubilee shares in your own name and if you are unable to attend the general meeting of Jubilee shareholders convened in terms of this circular and wish to be represented at the general meeting, you must complete and return the attached form of proxy (blue) in accordance with the instructions therein so as to be received by the South African transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or the United Kingdom registrars, Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield HD8 0LA, by no later than 11:00 on Monday, 5 October 2009.

   - **Dematerialised shareholders other than with "own name" registration**

     If you do not hold your dematerialised Jubilee shares in your own name, you must provide your CSDP, CREST holder, or broker with your voting instructions in terms of the custody agreement entered into with your CSDP, CREST holder, or broker. Alternatively, if you wish to attend the general meeting in person, you must request your CSDP, CREST holder, or broker to provide you with a letter of representation to authorise you to attend and vote your shares in terms of the custody agreement with your CSDP, CREST holder, or broker.

IMPORTANT DATES AND TIMES

The definitions commencing on page 4 of this circular apply, with the necessary changes, to the information on important dates and times.

	2009
Circular posted on	Monday, 14 September
Forms of proxy to be lodged by 11:00 on	Monday, 5 October
General meeting of Jubilee to be held at 11:00 on	Wednesday, 7 October
Results of general meeting and salient dates of acquisition announced on SENS	Wednesday, 7 October
Results of general meeting and salient dates of acquisition announced in the press	Thursday, 8 October
List scheme consideration shares on JSE	Monday, 2 November
Issue scheme consideration and issue and list specific issue shares	Monday, 9 November

Note:

The above dates and times are subject to amendment. Any such amendment will be published on SENS and in the press.

DEFINITIONS AND INTERPRETATION

In this circular, and the annexures hereto, unless otherwise stated or the context otherwise clearly indicates, the words in the first column shall have the meaning stated opposite them in the second column. Words in the singular shall include the plural and *vice versa*, words signifying any one gender shall include the other genders and references to natural persons shall include juristic persons and associations of persons:

"Act"	the Companies Act 1985 of the United Kingdom, as amended or, where relevant, the Companies Act 2006 of the United Kingdom and where any specific provision of the Companies Act 1985 is referred to, this will include, where relevant, any equivalent provision of the Companies Act 2006;
"AIM"	the AIM Market of the London Stock Exchange;
"announcement date"	the date of the detailed announcement of the Braemore acquisition, being 3 July 2009;
"articles of association"	the articles of association of Jubilee;
"Braemore"	Braemore Resources plc (registration number 535055), a public company incorporated in accordance with the laws of England and Wales, the shares of which are quoted on AIM and listed on the Main Board of the JSE;
"Braemore acquisition"	the acquisition of the entire issued and to be issued share capital of Braemore by Jubilee in terms of the implementation agreement and offer as described in this circular;
"Braemore shareholders"	all registered holders of Braemore shares as at the scheme record date, being 28 October 2009 in respect of shareholders on the UK register of members or 6 November 2009 in respect of shareholders on the South African register of members;
"Braemore shares"	the existing ordinary shares of 0.1 pence each in the capital of Braemore, which are quoted on AIM and listed on the Main Board of the JSE;
"the board" or "the directors"	the board of directors of Jubilee, whose names are reflected in paragraph 7.1 of this circular;
"certificated shares"	Jubilee shares held in the form of certificates or other documents of title and which have not yet been surrendered for dematerialisation in terms of Strate;
"certificated shareholders"	Jubilee shareholders holding certificated shares;
"circular"	this circular and the annexures hereto;
"consideration" or "scheme consideration"	the consideration due under the scheme to Braemore shareholders on the basis set out in this circular, consisting of 1 new Jubilee share for every 15.818 Braemore shares, further details of which are set out in paragraph 2.3.1 of this circular;
"consideration shares"	the 49 988 553 new Jubilee Shares to be allotted and issued to Braemore shareholders as consideration shares, pursuant to the scheme which, after their issue, will rank *pari passu* in all respects with the existing Jubilee Shares;
"conventional offer"	should Jubilee so elect, a take-over offer to be made by or on behalf of Jubilee to acquire the entire issued and to be issued share capital of Braemore within the meaning of Part 28 of the Act;

"Court"	the High Court of Justice in England and Wales;
"CPR"	the report prepared and signed by one or more Competent Person(s) as defined in section 12.1 of the Listings Requirements of the JSE and in this circular the CPR prepared by Venmyn on Jubilee's mineral rights in accordance with SAMREC requirements an executive summary of which is appended to the revised listing particulars enclosed herewith and the full text of which will lie for inspection in terms of paragraph 13 of this circular and is available on the company's website at www.jubileeplatinum.com;
"CSDP"	a Central Securities Depository Participant registered in terms of the Securities Services Act 2004 (Act 36 of 2004) of South Africa, as amended and as defined in section 91A of the Companies Act, 1973 (Act 61 of 1973) of South Africa, as amended;
"CREST"	the computerised settlement system to facilitate the transfer of title in shares and holding of shares in uncertificated from, operated by Euroclear UK & Ireland Limited;
"dematerialised"	the process whereby paper share certificates or other documents of title are replaced with electronic records of ownership of shares or securities as contemplated in section 91A of the Act under the Strate system with a CSDP, or broker, or under CREST;
"dematerialised shares"	Jubilee shares, which have been dematerialised and incorporated into Strate and which are no longer evidenced by share certificates or other physical documents of title;
"dematerialised shareholders"	Jubilee shareholders holding dematerialised shares;
"DMR"	Department of Mineral Resources of South Africa
"enlarged group"	the Jubilee group, as enlarged by the acquisition of Braemore;
"Exchange Control Regulations"	Exchange Control Regulations, 1961 as amended, promulgated in terms of section 9 of the Currency and Exchanges Act, 1933 (Act 9 of 1933) of South Africa, as amended;
"FinnCap"	JMFinn Capital Markets Limited (registration number 06198898), a private company incorporated in accordance with the laws of England and Wales, the nominated adviser of Jubilee;
"GBP"	Great Britain Pound, the lawful currency of the United Kingdom;
"general meeting"	the general meeting of ordinary shareholders convened in terms of the notice accompanying this circular, to be held at 11:00 on Wednesday, 7 October 2009 at The Pelham Hotel, 15 Cromwell Place, London SW7 2LA, United Kingdom (or any adjournment thereof);
"group" or "the Jubilee group"	Jubilee and its subsidiaries, referred to collectively;
"IFRS"	International Financial Reporting Standards;
"implementation agreement"	the agreement entered into between Jubilee and Braemore, dated 3 July 2009, in terms of which Jubilee will acquire the entire issued and to be issued share capital of Braemore by means of the scheme or the conventional offer;
"JSE"	JSE Limited, a company duly registered and incorporated with limited liability under the company laws of South Africa under registration number 2007/022939/06, licensed as an exchange under the Securities Services Act, 2004;
"Jubilee" or "the company"	Jubilee Platinum plc (registration number 4459850), a public company incorporated in accordance with the laws of England and Wales, the shares of which are quoted on AIM and listed on the JSE;

"Jubilee shareholders" or "shareholders"	all registered holders of Jubilee ordinary shares;
"Jubilee shares" or "ordinary shares" or "shares"	the ordinary shares in the capital of the company with a par value of 1 pence each, which are quoted on AIM and listed on the JSE;
"last practicable date"	7 September 2009, being the last practicable date prior to finalisation of this circular;
"Maude Mining"	Maude Mining and Exploration (Proprietary) Limited (registration number 2003/008917/07), a private company incorporated in accordance with the laws of South Africa, a majority owned subsidiary of Jubilee;
"MPRDA"	Mineral and Petroleum Resources Development Act (Act 28 of 2002), as amended;
"new Braemore shares"	the new Braemore Shares to be created in accordance with the scheme;
"new Jubilee shares"	the new Jubilee Shares to be allotted and issued to Braemore shareholders pursuant to the scheme and to the placees in terms of the specific issue, which, after their issue, will rank *pari passu* in all respects with the existing Jubilee Shares;
"offer"	the recommended offer being made by Jubilee to acquire the entire issued, and to be issued, share capital of Braemore, which offer is to be effected by means of the scheme or, at the election of Jubilee, a conventional offer, and where the context requires, any subsequent revision, variation, extension or renewal of such offer;
"own name dematerialised shareholders"	shareholders who have dematerialised their shares through a CSDP and have instructed that CSDP to hold their shares in their own name on the sub-register, being the list of shareholders maintained by the CSDP and forming part of the register of the company;
"PGE"	Platinum Group Elements;
"3 PGE + Au"	platinum, palladium, rhodium and gold;
"6 PGE + Au"	platinum, palladium, rhodium, ruthenium, iridium, osmium and gold;
"PGM"	Platinum Group Metals;
"placees"	the recipients of the placement shares, the details of which are set out in Annexure 5 to this circular, referred to collectively;
"placement agreement"	the placement agreement entered into between Jubilee and FinnCap dated 7 August 2009, which governs the specific issue;
"placement shares"	44 166 666 new Jubilee shares to be issued and allotted to the placees in terms of the specific issue;
"revised listing particulars"	the revised listing particulars for Jubilee after the transactions enclosed with this circular;
"SAMREC"	South African Mineral Resource Committee;
"SAMREC Code"	The South African Code for Reporting of Mineral Resources and Mineral Reserves including the guidelines contained therein;
"SARB"	South African Reserve Bank;
"scheme"	the proposed scheme of arrangement under Part 26 of the Act (including a reduction of capital) between Braemore and its shareholders;
"scheme shares"	the new Jubilee ordinary shares to be issued to the shareholders of Braemore in terms of the scheme and this circular;

"SENS"	Securities Exchange News Service of the JSE;
"South Africa"	the Republic of South Africa;
"South African transfer secretaries" or "transfer secretaries"	Computershare Investor Services (Proprietary) Limited (registration number 2004/003647/07);
"specific issue"	the specific issue of shares for cash to the placees in terms of the placing agreement as described in paragraph 2.4 of this circular;
"Strate"	Strate Limited (registration number 1998/022242/06), the company operating the electronic settlement system for transactions that take place on the JSE and off-market transactions;
"suspensive conditions"	the suspensive conditions of the implementation agreement set out in paragraph 2.3.4 of this circular;
"Tjate Platinum"	Tjate Platinum Corporation (Proprietary) Limited (registration number 2002/028582/07), a private company incorporated in accordance with the laws of South Africa, which holds the converted prospecting rights in respect of the Tjate Project, and in which Jubilee currently holds a beneficial and an economic interest of 63%;
"Tjate Project"	the project currently being undertaken by Tjate Platinum, involving the prospecting for platinum and other minerals as defined in its converted prospecting right no. PR299/2006, on 3 contiguous farms in the Eastern sector of the Bushveld Complex, with a view to commence mining for such minerals upon completion of its bankable feasibility study;
"transactions"	the Braemore acquisition and the specific issue, referred to collectively;
"United Kingdom registrars"	Capita Registrars;
"US$"	United States Dollar, the lawful currency of the United States of America;
"Venmyn"	Venmyn Rand (Proprietary) Limited (registration number 1988/004918/07), a private company registered in South Africa, the Competent Person responsible for the CPR;
"VWAP"	Volume Weighted Average Price; and
"ZAR"	South African Rand, the lawfully currency of South Africa.

JUBILEE PLATINUM PLC

(a company incorporated in England and Wales)
(Registration number 4459850)
AIM:JLP JSE: JBL ISIN: GB0031852162
("Jubilee" or "the company")

Directors:

Executive:

Colin Bird (*Chief Executive Officer*)
Andrew Sarosi

Non-executive:

Malcolm Burne (*Chairman*)
Chris Molefe

CIRCULAR TO JUBILEE SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR

On 3 July 2009, the directors of Jubilee and Braemore announced that they had entered into the implementation agreement in terms of which:

- Jubilee will make an offer by way of the scheme or the conventional offer to acquire the whole of the issued and to be issued share capital of Braemore;
- Braemore's listing on AIM and the JSE will be terminated; and
- Braemore will become a wholly-owned subsidiary of Jubilee.

On 7 August 2009 Jubilee announced that it had entered into the placement agreement in terms of which it placed the placement shares with the placees in terms of the specific issue.

The directors of Jubilee have resolved to update the company's articles of association and are therefore proposing the adoption of new articles of association.

The purpose of this circular is to provide shareholders with details of the proposed transactions and to convene the general meeting of shareholders required to implement same.

2. THE TRANSACTIONS

2.1 Background

2.1.1 Jubilee

Jubilee is AIM quoted and listed on the JSE on 7 December 2006. It is a mining exploration and development company with a focus on platinum group and associated metals.

Its Tjate Project in the eastern Bushveld of South Africa, in which it has a 63% interest, has completed a 42-borehole drilling programme towards Phase 2 of a feasibility study, in order to enable an independent Competent Person, to issue a SAMREC Code compliant mineral resource estimate in the second quarter of 2009. The Tjate project, which has a converted prospecting right, comprises three contiguous farms totalling 5 143 hectares in the eastern Bushveld; namely Dsjate, Fernkloof and Quartz Hill. The farms are located adjacent to and down dip of Impala Platinum's operating Marula PGM mine and of Anglo Platinum's developing Twickenham PGM project.

The company is further involved in an unincorporated joint venture for the platinum group elements on its properties in Bokfontein and Elandsdrift in the western Bushveld of South Africa. It also carries out various exploration activities in Madagascar.

2.1.2 **Braemore**

Braemore is listed both on AIM and listed on the Main Board of the JSE on 16 July 2008, its focus being on the smelting and refining of nickel and platinum group metal concentrates. It has projects in both Australia and South Africa and a smelting facility located at Mintek in South Africa.

In South Africa, a subsidiary of Braemore has an exclusive licence agreement to use an alternative roasting and smelting process ("ConRoast process") developed by Mintek. This ConRoast process is particularly amenable for the treatment of PGM concentrates with elevated chrome that traditionally are difficult to process by the conventional smelting methods used by the major platinum companies.

The ConRoast process will now be available for use in the South African platinum mining industry for utilisation by emerging primary platinum producers and those companies involved in the re-treatment of dumps for recovery of PGMs. It has the potential to be captive to operations with a relatively modest electrical power requirement compared to major smelters.

In Australia, Braemore holds tailings supply agreements with BHP Billiton on three nickel surface dumps in Leinster, Kambalda and Mt Keith containing a combined estimated total of some 500,000 tons of nickel. In its pre-listing statement dated 9 July 2008, issued prior to its listing on the JSE on 16 July 2008. Braemore included a Competent Person's Report on the Leinster tailings in Western Australia. Braemore is in the process of obtaining an updated version of that report, which will be made available on Jubilee's website at www.jubileeplatinum.com and for inspection by not later than 21 September 2009. An announcement will be made as soon as the report is available.

Braemore had a market capitalisation of approximately R505 million on the announcement date.

2.2 **Rationale for the transactions**

The scheme will create an enlarged Anglo – South African mining group with its flagship Tjate Project containing a SAMREC Code-compliant resource of 22 million ounces 3PGE+Au in the Indicated and Inferred resource category and 25 million ounces 6PGE+Au in the Inferred resource category, with a targeted resource for the entire Tjate Project of approximately 70 million ounces 6PGE+Au before geological losses (which resource information was announced by Jubilee on 4 June 2009 and is the responsibility of the Jubilee directors). The merger of the two companies will provide the Tjate Project with add-on smelting and refining capability by targeting the production of a high quality refined PGM product with considerable increase in value, thereby further enhancing the net present value of the project.

The enlarged group will consist of highly complementary businesses, which in addition to the Tjate Project, will combine access to Jubilee's other development assets in the western Bushveld of South Africa, which include projects and treatment rights that are focused on recovering PGMs and Chrome from surface dumps and tailings streams, with Braemore's exclusive rights to the proprietary ConRoast process technology for the smelting and intermediate hydrometallurgical refining of PGMs and base metals. Such further value-add to any tailings re-treatment, either owned by the enlarged group or by third parties, will result in the company gaining access to early cash flow generation to support the general activities of the group.

The merger of Braemore and Jubilee will create an enlarged group that will be an emerging platinum producer in South Africa with an exposure to the whole spectrum of activities within the PGM industry and will therefore demonstrate total capability to handle all aspects pertaining to exploration, mining, dump re-treatment, processing and metal sales. This significant PGM processing capability with its patented technology is bolstered by the unrealised nickel potential of Braemore in Australia. The enlarged entity has the potential to become a sustainable force in the South African platinum industry with significant PGM production and thus will be well-positioned to participate in any further consolidation in the platinum industry.

It was a suspensive condition of the implementation agreement that, prior to implementation of the scheme, Jubilee or Braemore would issue or agree to issue Jubilee or Braemore shares for cash with an aggregate subscription price of not less than R50 000 000 to provide the enlarged group with working capital to accelerate the integration and development of the enlarged group's assets. The specific issue was entered into as a result of a capital raising exercise in order to meet this condition precedent and will serve to provide such working capital.

2.3 **The terms of the Braemore acquisition**

Jubilee has, entered into the implementation agreement with Braemore which contains the terms of the offer by Jubilee to acquire, subject to the fulfilment of the suspensive conditions set out in 2.3.4 below, the whole of the issued and to be issued share capital of Braemore.

The offer will be effected by way of the scheme of arrangement between Braemore and its shareholders under Part 26 of the United Kingdom Companies Act 2006 and will involve a reduction of capital of Braemore, the cancellation of Braemore's existing shares and the issue of an equivalent number of new Braemore shares to Jubilee on or about Monday, 9 November 2009, which new Braemore shares will be free of any encumbrance. Braemore's listing on AIM and the JSE will consequently be terminated. By way of consideration for this cancellation, Braemore shareholders will receive the consideration set out in 2.3.1 below.

2.3.1 **Consideration**

Pursuant to the scheme, Jubilee will acquire the entire issued and to be issued share capital of Braemore via an all-equity transaction, in terms of which Braemore shareholders will receive 1 new Jubilee share for every 15.818 Braemore shares held, which will result in the issue of 49 988 553 new Jubilee shares.

As at the announcement date, the offer valued each Braemore share at 3.12 pence (R0.40 at an exchange rate of GBP1 = R12.83117 on the announcement date), based on the average closing price on AIM of 49.35 pence per Jubilee share for the five dealing days immediately prior to the announcement date, and the existing issued share capital of Braemore at approximately £24.6 million (R315 646 782 at an exchange rate of GBP1 = R12.83117).

The offer will result in Braemore shareholders effectively holding a 24% post-capital raising interest in the enlarged group as Jubilee does not hold any shares in Braemore at present.

2.3.2 **Options**

The offer will extend to all Braemore shares which are unconditionally allotted or issued fully paid (or credited as fully paid), including any which are so allotted and issued pursuant to the exercise of existing options granted by Braemore to holders of such options, prior to the date on which the scheme becomes effective.

It is expected that the holders of Braemore options, other than the current directors of Braemore, will, to the extent that their Braemore options are not already exercisable, become entitled to exercise all their options when the scheme is sanctioned by the Court. Jubilee will, in due course, make appropriate proposals to the Braemore optionholders and directors, who remain employees or directors (as the case may be) of the enlarged group, in respect of their existing Braemore options.

2.3.3 **Implementation agreement and working capital funding**

Braemore and Jubilee have agreed to co-operate with each other to implement the scheme, and have given certain undertakings regarding the conduct of their respective businesses, on the terms set out in the implementation agreement. In addition, Jubilee has undertaken to fund the operating costs of Braemore whilst the scheme is being implemented (up to a cumulative maximum of R7 million on a drawdown basis) and to settle some of Braemore's current liabilities (up to a cumulative maximum of R25 million on a drawdown basis). Jubilee recognises that Braemore also has an outstanding commitment of approximately R18 million payable to Mintek by 30 September 2009, which amount will be paid by Jubilee on behalf of Braemore, subject to the fundraising referred to in 2.4 below.

The above amounts will be repayable by Braemore if the offer does not proceed. In addition a 1% compensation fee will be payable by Braemore to Jubilee if the offer does not proceed for reasons relating to Braemore. Similarly, a 1% compensation fee will be payable by Jubilee to Braemore if the offer does not proceed for reasons relating to Jubilee. At an exchange rate on the last practicable date of GBP1 = R12.59 the compensation fee would amount to approximately R3.1 million.

2.3.4 **Suspensive conditions**

The offer is subject to the fulfilment, by no later than 31 December 2009 or such later date (if any) as Braemore and Jubilee may agree, of, *inter alia,* the following outstanding suspensive conditions:

2.3.4.1 the approval of the scheme by a majority in number of shareholders representing not less than 75% in value of the votes exercisable by Braemore shareholders present and voting either in person or by proxy at a general meeting of Braemore shareholders to be convened pursuant to an order of the Court or at any adjournment thereof;

2.3.4.2 the approval of the acquisition of Braemore by the requisite majority of Jubilee shareholders present and voting either in person or by proxy at a meeting of Jubilee shareholders to be convened to approve such acquisition, and the passing by Jubilee shareholders of the requisite resolutions to implement the acquisition;

2.3.4.3 the special resolutions required to implement the scheme and give effect to the reduction in capital being passed at a general meeting of Braemore shareholders to be convened, or at any adjournment thereof;

2.3.4.4 the scheme being sanctioned by the Court (with or without modification, such modification being acceptable to both Braemore and Jubilee) and confirmation of the reduction of capital involved therein by the Court;

2.3.4.5 delivery to the Registrar of Companies in England and Wales for registration of an office copy of the Court order sanctioning the scheme and confirming the reduction of capital and, in relation to the reduction of capital, registration of the Court order by him;

2.3.4.6 the approval of the offer by the South African Competition Authorities in terms of the South African Competition Act, No. 89 of 1998, either unconditionally or subject to such conditions as may be acceptable to Jubilee, to the extent that such approval is required;

2.3.4.7 the approvals of the scheme by all regulatory authorities if, and to the extent, necessary, including the South Africa Reserve Bank, the SRP and AIM;

2.3.4.8 all director and shareholder resolutions in connection with or required to issue and allot the new Jubilee shares to be issued in connection with the scheme being duly passed at a board meeting and/or the general meeting of the shareholders of Jubilee (as the case may be), including, without limitation, approvals required under sections 80, 89 and 95 of the United Kingdom Companies Act 1985;

2.3.4.9 the London Stock Exchange agreeing or confirming its decision to admit the new Jubilee shares to trading on AIM in accordance with the AIM Rules subject only to: (i) the allotment of the new Jubilee shares and/or (ii) the scheme becoming effective;

2.3.4.10 the JSE granting permission or agreeing to grant permission for the listing of the new Jubilee shares on the Main Board of the JSE subject only to: (i) the allotment of the new Jubilee shares and/or (ii) the scheme becoming effective;

2.3.4.11 no adverse change and no other circumstance which would or might be likely to result in any adverse change, having occurred in the business, financial or trading position or profits or assets of any member of the Braemore group and the Jubilee group which is material in the context of such group taken as a whole. "Material" in this context shall mean anything which is outside of the ordinary course of business and which individually and/or in aggregate, either:

(i) has reduced, and/or is reasonably likely to reduce (within the next 12-month period), the revenue of either Braemore or Jubilee by R10 million or more; and/or

(ii) has resulted, and/or is reasonably likely to result (within the next succeeding 12-month period), in a loss or liability to either Braemore or Jubilee in an amount of R15 million or more, provided that it has not been disclosed to Braemore or Jubilee by the other party (as the case may be) or their respective advisers prior to the date of the scheme document in any of the following manners:

(a) by inclusion in the annual report and accounts of Braemore or Jubilee (as the case may be) each for the financial year ended 30 June 2008,

(b) by inclusion in the interim accounts of Braemore or Jubilee (as the case may be) for the period ended 31 December 2008 (whether published or not); or

(c) in writing by or on behalf of Braemore or Jubilee (including, without limitation, within any documentation provided by or on behalf of Braemore or Jubilee (as the case may be); or

(d) by the delivery of an announcement by or on behalf of Braemore or Jubilee (as the case may be) to a Regulatory Information Service and SENS.

2.3.5 **Braemore shareholder and director support**

Jubilee has approached certain shareholders, including certain directors, of Braemore holding approximately 50% of the issued share capital of Braemore who have irrevocably undertaken to vote in favour of the scheme.

The Braemore directors, in the scheme circular to Braemore shareholders to be dated 14 September 2009, having received advice from an independent expert acceptable to the South African Securities Regulation Panel as to the fairness of the offer, will unanimously recommend that Braemore shareholders accept the offer and vote in favour of the scheme and those Braemore directors who own Braemore shares have irrevocably undertaken to do so in respect of their beneficial holdings of Braemore shares.

2.3.6 **Conventional offer**

Should the scheme fail for any reason, Jubilee has reserved its right to effect the offer by way of a conventional offer. In such event, the conventional offer will (unless otherwise agreed) be effected on terms no less favourable to Braemore shareholders than the terms of the scheme, subject to appropriate amendments, including (without limitation) an acceptance condition set at 90%, or such lesser percentage (not being less than 50%) as Jubilee may decide, of the shares to which such conventional offer relates. Should the scheme fail for any reason, Jubilee has reserved its right to effect the offer by way of a conventional offer. In such event, the conventional offer will (unless otherwise agreed) be effected on terms no less favourable to Braemore shareholders than the terms of the scheme, subject to appropriate amendments, including (without limitation) an acceptance condition set at 90%, or such lesser percentage (not being less than 50%) as Jubilee may decide, of the shares to which such conventional offer relates. Should the scheme fail and Jubilee elect to proceed with the conventional offer a circular detailing the terms, effect and implementation of the conventional offer will be sent to Jubilee shareholders.

As disclosed in 2.3.5 above, shareholders holding approximately 50% of the issued share capital of Braemore have irrevocably undertaken to vote in favour of the scheme.

2.4 **The specific issue of shares for cash**

2.4.1 **Introduction**

On 7 August 2009 Jubilee announced a placing of 44 166 666 new Jubilee shares in terms of the placement agreement, subject to certain conditions, to raise capital of approximately £13.25 million (R171 706 087 at an exchange rate of £1 = R12.95895 as at 7 August 2009). These new Jubilee shares were placed with a number of institutional investors in London, the placees, which are referred to in 2.4.2 and listed in Annexure 5, including M&G Investments, at a price of 30 pence per share, being a 23% discount to the 30-day weighted average traded price of Jubilee's shares on AIM up to the date of the announcement of the placement.

2.4.2 **Placees**

The specific issue shares were placed with public shareholders none of whom are related parties.

A list of the names of the placees and allocation of Jubilee shares is contained in Annexure 5 to this circular.

2.4.3 **Conditions to the placing**

The specific issue is subject to fulfilment of the following outstanding conditions by 16 November 2009, or such later date as may be agreed between the company and FinnCap:

2.4.3.1 the Braemore acquisition and scheme having become or having been declared unconditional in all respects;

2.4.3.2 the approval of the specific issue by the requisite majority of Jubilee's shareholders at the general meeting; and

2.4.3.3 admission of the new Jubilee shares to be issued in pursuance of the specific issue to trading on AIM.

Upon fulfilment of the aforementioned conditions application will be made for the allotment and issue of 44 166 666 new Jubilee shares to be listed on the JSE and admitted to trading on AIM on or about 16 November 2009. The new shares will rank *pari passu* in all respects with the existing ordinary shares of the Company.

2.5 **Categorisation of the Braemore acquisition and shareholder approval of the Braemore acquisition and the specific issue**

The Braemore acquisition is categorised as a Category 1 transaction in terms of the JSE Listings Requirements and requires, *inter alia*, the approval of Jubilee shareholders in general meeting and the publication of revised listing particulars.

The specific issue of shares to the placees requires approval of an ordinary resolution passed by a 75% majority of the votes cast by all ordinary Jubilee shareholders, present or represented by proxy and able to vote at the general meeting.

The notice convening the general meeting of Jubilee shareholders and revised listing particulars are enclosed with this circular.

2.6 **Adoption of new articles of association**

The directors of Jubilee are proposing that new articles of association are adopted in compliance with the JSE Listings Requirements. The proposed new articles of association have been approved by the JSE and shareholders are requested to vote in favour of the special resolution relating to the adoption thereof at the general meeting. Extracts of the new articles of association are included in Appendix 5 to the revised listing particulars enclosed with this circular.

3. EXCHANGE CONTROL REGULATIONS

In terms of the Exchange Control Regulations of South Africa:

3.1 in the case of certificated shareholders:

- Any share certificates that might be issued to non-resident shareholders will be endorsed "Non-resident";
- Any new share certificates issued, based on emigrants' shares controlled in terms of the Exchange Control Regulations will be forwarded to the Authorised Dealer in foreign exchange controlling their blocked assets. The election by emigrants for the above purpose must be made through the authorised dealer in foreign exchange controlling their blocked assets. Such share certificates will be endorsed "Non-resident"; and
- Dividend and residual cash payments are freely transferable from the Republic of South Africa. Residual cash payments, based on emigrants' shares controlled in terms of the Exchange Control Regulations will be forwarded to the Authorised Dealer in foreign exchange controlling their blocked assets.

3.2 in the case of dematerialised shareholders:

- Any shares issued to emigrants will be credited to their CSDP or broker's account and a "non-resident" annotation will appear in the CSDP or broker's register;
- Dividends paid will be credited directly to the shareholder's blocked Rand account held by that shareholder's authorised dealer; and
- Non-resident and emigrant shareholders will have all aspects relating to Exchange Control managed by their CSDP or broker.

4. THE BUSINESS OF JUBILEE POST THE TRANSACTIONS

A full description of the businesses and prospects of Jubilee following the implementation of the transactions is set out in the revised listing particulars which are enclosed with this circular and should be read in conjunction with this circular for a full appreciation thereof.

5. SHARE CAPITAL

Authorised and issued share capital

The authorised and issued share capital of Jubilee, before and after the issue of shares for cash, is set out below:

	GBP'000
Before the transactions	
Authorised share capital before and after the transactions	
500 000 000 ordinary shares of 1p each	5 000
Total authorised share capital	**5 000**
Issued share capital before the transactions	
129 007 437 ordinary shares of 1p each	1 290
Total issued share capital	**1 290**
Share premium	
On 129 007 437 ordinary shares of 1p each	40 274
Total share premium	**40 274**
Issued share capital after implementation of the Braemore acquisition	
178 995 990 ordinary shares of 1p each	1 789
Total issued share capital	
Share premium	
On 178 995 990 ordinary shares of 1p each	65 769
Total share premium	**65 769**
Issued share capital after implementation of the Braemore acquisition and the specific issue	
223 162 656 ordinary shares of 1p each	2 231
Total issued share capital	
Share premium	
On 223 162 656 ordinary shares of 1p each	78 577
Total share premium	**78 577**

The company has issued the following shares in the previous 3 years:

2006

On 7 March 2006 – 500 000 shares – exercise of options by directors

On 31 March 2006 – 778 703 shares – exercise of options by directors

On 4 October 2006 – 490 000 shares – acquisition of subsidiary to TransAsia

2007

On 2 April 2007 – 1 923 077 – acquisition of subsidiary

On 10 May 2007 – 1 662 500 – issue of shares for cash at the 30-day VWAP

On 12 June 2007 – 100 000 – exercise of options by directors

On 19 June 2007 – 2 992 857 – acquisition of subsidiary

On 4 October 2007 – 200 000 shares – exercise of options Chris Molefe

On 4 October 2007 – 2 000 000 shares – exercise of options Gopolang Makokwe

On 12 November 2007 – 13 200 000 shares – Issue of shares for cash at a 4.1% discount to 30-day VWAP

2008

On 18 April 2008 – 3 779 214 shares – acquisition of subsidiary

On 21 July 2008 – 8 016 669 shares in terms of the acquisition of a further interest in the Tjate Project

2009

On 24 April 2009 – 3 224 636 shares in terms of its general authority to issue shares for cash to the beneficiaries other than Mr Makokwe at 30-day VWAP

On 21 May 2009 – 200 000 shares – exercise of options

On 22 May 2009 – 200 000 shares – issue of shares for cash in terms of general authority

On 4 June 2009 – 1 736 342 shares in terms of the special authority to issue shares for cash granted in terms of the circular to shareholders dated 15 May 2009 to Mr Makokwe at 30-day VWAP

On 16 July 2009 – 1 775 985 shares in terms of its general authority to issue shares for cash at a 8.86% discount to 30-day VWAP

On 7 August 2009 – 3 896 205 shares in terms of the acquisition of a further interest in Maude Mining

On 7 August 2009 – 4 960 978 shares in terms of the special authority to issue shares for cash granted in terms of the circular to shareholders dated 15 May 2009 to certain beneficiaries at 30-day VWAP

6. FINANCIAL INFORMATION

6.1 Historical financial information on Jubilee

The following details are provided in respect of the relevant historical financial information of Jubilee:

- the historical financial information on Jubilee, which is based on Jubilee's published reviewed condensed consolidated financial information for the six months ended 31 December 2008 and published audited annual financial statements for the last three financial years ended 30 June 2008 is set out in Appendix 2 to the revised listing particulars enclosed herewith; and
- the reporting accountants' report regarding the historical financial information of Jubilee is contained in Appendix 3 to the revised listing particulars.

6.2 Historical financial information on Braemore

Historical financial information on Braemore is contained in Annexure 3 to this circular. The reporting accountants' report on the Braemore historical financial information is contained in Annexure 4 to this circular.

6.3 *Pro forma* financial effects

The table below sets out the unaudited *pro forma* financial effects of each of the Braemore acquisition, the specific issue and collectively the transactions on Jubilee. The unaudited *pro forma* financial effects are presented for illustrative purposes only and because of their nature may not give a fair reflection of Jubilee's results, financial position and changes in equity after each of the Braemore acquisition, the specific issue and, collectively, the transactions. It has been assumed for purposes of the *pro forma* financial effects that each of the Braemore acquisition, the specific issue and, collectively, the transactions took place with effect from 1 July 2008 for income statement purposes and 31 December 2008 for balance sheet purposes. The directors of Jubilee are responsible for the preparation of the unaudited *pro forma* financial effects. The reporting accountants' limited assurance report on the unaudited *pro forma* financial effects is set out in Annexure 2 to this circular.

	Before[1] Published	**After the Braemore acquisition** *Pro forma*	**After the specific issue**	**After the transactions**	**Change %**
(Loss)/Earnings per share (pence)	(0.37)	10.79[3]	(0.26)[4]	8.43[5]	2 378.4
Headline loss per share (pence)	(0.37)	(3.03)[3]	(0.26)[4]	(2.37)[5]	(540.5)
Net asset value per share (pence)	32.71	51.68[6]	31.95[7]	47.05[8]	43.8
Net tangible asset value per share (pence)	8.63	7.52[6]	14.63[7]	12.31[8]	42.6
Number of shares in issue ('000)	113 013	163 002	157 180	207 169	83.3
Weighted average number of shares in issue ('000)	108 151	158 139	152 317	202 306	87.1

Notes:

1. The "Before" financial information is based on Jubilee's published interim results for the six months ended 31 December 2008.
2. The acquisition of Braemore by Jubilee has been accounted for in terms of IFRS 3: Business Combinations (2004). IFRS 3: Business Combinations, issued in January 2008 and effective on 1 July 2009 has not been early adopted by Jubilee.
3. The "After the Braemore acquisition" earnings and headline loss per share are based on Jubilee's income statement for the six months ended 31 December 2008 which has been aggregated with the income statement of Braemore for the six months ended 31 December 2008, as extracted from the published reviewed interim results of Braemore. The "After the Braemore acquisition" earnings and headline loss per share have been adjusted for the gain on acquisition of business combination of £21.86 million and the issue of 49.99 million Jubilee shares to Braemore shareholders. The gain on acquisition of business combination has been calculated based on a purchase consideration of £26.014 million (R333.79 million at an exchange rate of GBP1 = R12.83117 on the date of the announcement).
4. The "After the specific issue" earnings and headline loss per share have been adjusted for the issue of 44.17 million Jubilee shares. It has been assumed that the cash received amounting to £13.25 million (R170.71 million at an exchange rate of GBP1 = R12.95895 as at 7 August 2009) in respect of the specific issue will be used to fund the enlarged group's working capital and, therefore, no income statement adjustment has been made in respect of the resultant positive cash balance.
5. The "After the transactions" earnings and headline loss per share have been adjusted for notes 3 and 4 above.
6. The "After the Braemore acquisition" net asset value and net tangible asset value per share have been adjusted to include:
   a. The assets and liabilities of Braemore;
   b. The issue of 49.99 million Jubilee shares to Braemore shareholders at 52.04 pence per Jubilee share;
   c. The write off of the estimated transaction costs amounting to £600 000 against share premium (it has been assumed that the majority of the transaction costs relate to the Braemore acquisition); and
   d. The gain on acquisition of business combination of £21.86 million (excluded from calculation of headline earnings per share).
7. The "After the specific issue" net asset value and net tangible asset value per share have been adjusted to include:
   a. The issue of 44.17 million Jubilee shares at 30.00 pence per Jubilee share; and
   b. The cash received in respect of the specific issue of £13.25 million.
8. The "After the transactions" net asset value and net tangible asset value per share have been adjusted for note 6 and 7 above.

6.4 ***Pro forma*** **income statement and balance sheet**

The *pro forma* income statement and balance sheet are contained in Annexure 1 to this circular. The reporting accountants' limited assurance report on the *pro forma* income statement and balance sheet is set out in Annexure 2 to this circular.

7. **INFORMATION RELATING TO THE COMPANY**

Information required in terms of the JSE Listings Requirements, incorporating details of Jubilee post the transactions is set out in the revised listing particulars of Jubilee which is enclosed herewith.

7.1 **Directors and management**

The directors and their contact details are set out below:

Name of director	**Address**	**Designation**	***Curriculum vitae***
Malcom Burne (64)	3 Claremont Drive Esher, Surrey KT10 9LU United Kingdom	Non-executive Chairman	Malcolm Burne commenced his career as an equity analyst and then later as a financial journalist for *The Financial Times* and *Telegraph*. He has controlled and managed fund management, venture capital and investment banking companies in Australia, Hong Kong and North America. Malcolm has been a director of over 20 companies, many of which have been in the mineral resources and gold exploration fields. In addition, he was executive chairman of the Australian Bullion Company (Pty) Limited, which at the time was Australia's leading gold dealer and member of the Sydney Future Exchange. He is currently a director of several other resources companies in Australia, the UK and Canada.
Colin Bird (65) (British) HND Mining Engineering; Chartered Engineer; Fellow of the Institute of Mining and Metallurgy; Certified Mine Manager United Kingdom and South Africa	1 Larchwood Glade Camberley, Surrey GU15 3UW United Kingdom	Chief Executive Officer	Colin Bird has a Higher National Diploma in Mining Engineering, is a Fellow of the Institute of Materials, Minerals and Mining and a UK Chartered Engineer. He also holds a UK and South African Mine Managers Certificate for coal mines. The formative part of his career was spent in the UK coal mining industry and thereafter he moved to the Zambian copper belt and then to South Africa to work in a management position with Anglo Coal and BP Coal. On his return to the UK he was Technical and Operations Director of Costain Mining Limited, which involved responsibility for coal operations in the UK, Venezuela and Spain. In addition to his coal mining activities he has been involved in the management of Nickel, Copper, Gold and other diverse mineral operations. He has founded and floated several public companies in the resource sector and served on resource company boards in the UK, Canada and South Africa.

Name of director	Address	Designation	*Curriculum vitae*
Andrew Sarosi (69) B.Sc. M.Sc. Eng. (Rand) M.I.M.M.	6 Queens Road Plymouth PL4 7PJ United Kingdom	Executive Director	Andrew Sarosi is a mineral processing engineer and consultant with 35 years' experience in developing, managing, commissioning and troubleshooting in gold and silver ore, tungsten, tin, copper and zinc ore processing plants in Saudi Arabia, Ethiopia, South Africa and the United Kingdom. Andrew is currently a consultant to the mineral resources industry and an advisor to Lion Mining Finance Limited. Between 1959 and 1969 he was employed by Gold Fields Limited South Africa and from 1969 to 1976 he worked for Gold Fields in London. Between 1978 and 1985 Mr Sarosi was the senior metallurgist at Amax Hemerdon Limited. Between 1986 and 1988 and then between 1990 and 1995 he was the commissioning engineer and mill superintendent at Mahd Ad' Dahab Mine in Saudi Arabia. In the interim from 1988 to 1990 he was a metallurgical advisor and representative commissioning engineer at Mackay and Schnellmann Limited. From 1996 he embarked on a career as an independent consultant and in August 2002 he was appointed as a Technical Manager of Jubilee and was subsequently appointed as the Technical Director in January 2006.
Chris Molefe (61) B.Com (Unin); Post-graduate diploma (University of Cape Town)	10,10th Avenue Houghton Estate Johannesburg	Non-executive Director	Chris Molefe was formerly the Chief Executive of Royal Bafokeng Resources (Pty) Limited and is presently the Non-Executive Chairman of Merafe resources Limited and a non-executive Director of Capital Oil (Pty) Limited, both in South Africa. Mr Molefe has held several positions in Corporate Banking and industry for the previous 20 years. He commenced his career as Group Human Resource Manger at Union Carbide Africa Corporation. His subsequent positions include being the Manager of Corporate Affairs at Mobil Oil Southern Africa (Pty) Limited; an Executive Director at Black Management Forum; a Financial Analyst at Chase Manhattan Bank; the Marketing Manager at African Bank Limited; an Executive Manager at Transnet (Propnet) (Pty) Limited; and an Executive Director at Dipapatso Media (Pty) Limited.

7.2 **Directors' emoluments**

The directors received the following emoluments during the financial year ended 30 June 2008:

	Fees £	Salaries £	Bonus £	Total £
Executive directors:				
C Bird		73 269	10 000	83 269
A Sarosi		57 516	14 000	71 516
Non-executive directors:				
M A Burne	27 504			27 504
C Molefe	10 000			10 000
Total	37 504	130 785	24 000	192 289

There will be no variation in the remuneration of the directors as a result of the transactions, but Mr A Sarosi will be appointed as financial director to the enlarged group upon successful completion of the Braemore acquisition.

7.3 **Directors' interests in transactions**

None of the directors have any interest in any transaction which is or was unusual in its nature or conditions, or material to the business of the company, and that was effected during the current or immediately preceding financial year, which remains in any respect outstanding or unperformed.

7.4 **Directors' interests in securities**

The directors' interests in the securities of the company at the last practicable date and after implementation of the transactions are set out below:

	Direct Beneficial	Total	Percentage before transactions	Percentage after transactions
C Bird	3 585 048	3 585 048	2.78	1.61
M Burne	300 000	300 000	0.23	0.13
	3 885 048	3 885 048	3.01	1.74

No director holds any indirect beneficial shareholdings.

There have been no changes in the directors' interests between the date of the last published annual financial statements of the company and the last practicable date.

The directors have the following share options, all of which vest 2 years after the option issue date and all of which are valid for a period of 8 years from the issue date:

	Option issue date and number of Jubilee shares	Option price (pence)	Total number of Jubilee shares	Approximate percentage of Jubilee after the transactions
C Bird	24/07/2002 – 750 000	16		
	20/12/2004 – 250 000	28		
	30/06/2006 – 650 000	25	1 650 000	0.74
A Sarosi	24/07/2002 – 250 000	16		
	24/10/2003 – 100 000	20		
	20/12/2004 – 150 000	28		
	30/06/2006 – 250 000	85		
	20/10/2008 – 500 000	16	1 250 000	0.56
M A Burne	24/07/2002 – 100 000	16		
	24/10/2003 – 100 000	28		
	20/12/2004 – 250 000	28		
	20/10/2008 – 250 000	16	700 000	0.31
C Molefe	20/10/2008 – 100 000	16	100 000	0.04
			3 700 000	1.65

7.5 **Corporate Governance**

Jubilee's corporate governance policy statement is set out in Appendix 6 to the revised listing particulars.

7.6 **Major shareholders**

At the last practicable date the following persons held 5% or more of the company's issued shares:

	Prior to transactions		After transactions	
Name	**Number of shares**	**Percentage of shares**	**Number of shares**	**Percentage of shares**
Best Asset Class (BAC) A.G.	9 650 000	7.48	9 650 000	4.32
JP Morgan Fleming Asset Management	8 382 473	6.50	8 382 473	3.76
	18 032 473	13.98	18 032 473	8.08

7.7 **Material changes**

The directors report that, save for the transactions set out in this circular, there have been no material changes in the business of the company in the past five financial years or in the financial or trading position of the company or its subsidiaries between 26 March 2008, being the date of the last published unaudited interim results of the company for the six months ended 31 December 2008 and the last practicable date.

7.8 **Litigation**

There are no legal or arbitration proceedings, including proceedings that are pending or threatened of which the group is aware, that may have or have had in the recent past, being at least the 12 months prior to the date of this circular, a material effect on the group's financial position.

7.9 **Material contracts**

On 21 January 2009 Jubilee entered into a deferred share agreement in terms of which it will issue shares for cash to certain beneficiaries on the terms and conditions set out in the circular to shareholders dated 15 May 2009. This specific issue of shares for cash was approved by Jubilee shareholders on 2 June 2009.

Other than the aforesaid, the implementation agreement and the placement agreement Jubilee has not entered into any material contracts within the 2 years prior to the date of this circular or at any time and containing an obligation or settlement which is material to the group and which remains outstanding or unperformed as at the last practicable date.

7.10 **Share price history**

The price history of the shares of Jubilee on the JSE since March 2007 until the last practicable date is set out in Annexure 6 to this circular.

7.11 **Statement as to working capital**

The directors of Jubilee, after considering the effects of the Braemore acquisition and the specific issue, are of the opinion that the working capital available to the company and the group will be sufficient for the group's present requirements for at least the next 12 months from the date of issue of this circular.

8. ISSUE EXPENSES

The estimated costs of concluding and implementing the transactions are approximately £600 000 (costs are exclusive of VAT) and include the following:

Expert	Amount
Sponsor – Sasfin Capital	R650 000 (£48 900)
Nominated adviser – FinnCap	£15 000
Reporting accountants – Moore Stephens	R90 000 (£7 000)
Braemore financial advisor – Qinisele Resources (Pty) Ltd	£350 000
Legal adviser UK – Fasken Martineau	£35 000
Legal adviser SA – Eversheds	£35 000
Competent Person – Venmyn	£25 000
JSE documentation fee	R49 031.40 (£3 690)
JSE listing fee	R167 421.54 (£12 600)
Printing and publishing	R220 000 (£16 553)

9. OPINIONS AND RECOMMENDATIONS

The directors have considered the rationale and the terms and conditions of the transactions and are of the opinion that they are beneficial to the company and fair and reasonable to shareholders and unanimously recommend that the transactions be entered into.The directors unanimously recommend that shareholders vote in favour of the resolutions to implement the transactions at the general meeting.

All the directors, who hold Jubilee shares and are able to vote at the general meeting, intend to vote in favour of the resolutions necessary to implement the transactions and the specific issue of shares for cash.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names appear in 7.1 above, collectively and individually, accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted that would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that this circular contains all information required by the Listings Requirements of the JSE.

11. CONSENTS

Each of the independent reporting accountants and sponsor have consented in writing to act in the capacity stated and to their names being stated in this circular and have not withdrawn their consent prior to the issue of this circular.

The independent reporting accountants have consented in writing to the inclusion of their reports in this circular in the form and context in which they appear and have not withdrawn such consent prior to the publication of this circular.

12. GENERAL MEETING AND ACTION REQUIRED

A notice convening a general meeting of the company is contained in this circular, as well as a form of proxy for those shareholders who will be unable to attend the general meeting but wish to be represented thereat.The general meeting will be held at 11:00 on Wednesday, 7 October 2009 at The Pelham Hotel, 15 Cromwell Place, London SW7 2LA, United Kingdom.

Certificated or own name dematerialised shareholders who are unable to attend the general meeting but wish to be represented thereat are required to complete and return the attached form of proxy (blue) so as to be received by the South African transfer secretaries of the company, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or the United Kingdom Registrars, Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield HD8 0LA, by 11:00 on Monday, 5 October 2009.

In terms of the custody agreements entered into by dematerialised shareholders and their CSDP's, CREST holders, or brokers:

– dematerialised shareholders, other than own name shareholders, who wish to attend the general meeting must instruct their CSDP, CREST holder, or broker to issue them with the necessary letter of representation to attend the general meeting;
– dematerialised shareholders, other than own name shareholders, who wish to be represented at the general meeting by way of proxy must provide their CSDP, CREST holder, or broker with their voting instructions by the cut-off time or date advised by their CSDP, CREST holder, or broker for transactions of this nature.

13. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours on business days (excluding Saturdays, Sundays and public holidays) at the registered offices of Jubilee at 6 Pinewood Office Park, 33 Riley Road, Woodmead, Sandton, Johannesburg and 4th Floor, 2 Cromwell Place, London SW7 2JE from Monday, 14 September 2009 to Wednesday, 7 October 2009:

- the memorandum and articles of association of the company;
- the audited financial statements of the company for the three years ended 30 June 2008;
- the implementation agreement;
- the placement agreement;
- the deferred share agreement between Jubilee and the beneficiaries referred to in paragraph 7.9;
- the report of the independent reporting accountants on the *pro forma* financial information of Jubilee;
- the Braemore scheme document;
- the report of the independent reporting accountants on the historical information of Braemore;
- the CPR;
- the consent letters of the advisors to the company; and
- a signed copy of this circular.

By order of the board

Andrew Sarosi – Executive Director
London

14 September 2009

PRO FORMA FINANCIAL INFORMATION

UNAUDITED *PRO FORMA* FINANCIAL INFORMATION

The unaudited *pro forma* consolidated income statement and balance sheet of Jubilee before and after each of the Braemore acquisition, specific issue and, collectively, the transactions are set out below. The unaudited *pro forma* income statement and balance sheet have been presented for illustrative purposes only and because of their nature may not give a fair reflection of Jubilee's results, financial position and changes in equity after each of the Braemore acquisition, specific issue and, collectively, the transactions. It has been assumed for purposes of the *pro forma* financial information that each of the Braemore acquisition, specific issue and, collectively, the transactions took place with effect from 1 July 2008 for income statement purposes and 31 December 2008 for balance sheet purposes. The directors of Jubilee are responsible for the preparation of the unaudited *pro forma* income statement and balance sheet. The acquisition of Braemore by Jubilee has been accounted for in terms of IFRS 3: Business Combinations (2004). IFRS 3: Business Combinations, issued in January 2008 and effective on 1 July 2009 has not been early adopted by Jubilee.

UNAUDITED *PRO FORMA* INCOME STATEMENT

	Before[1] Published £'000	Adjust-ments – Braemore[2] Published £'000	Adjust-ments – Consolida-tion *Pro forma* £'000	After the Braemore acquisition *Pro forma* £'000	Adjust-ments – specific issue *Pro forma* £'000	After the specific issue *Pro forma* £'000	After the transactions *Pro forma* £'000
Revenue	–	1 988	–	1 988	–	–	1 988
Cost of sales	–	(4 181)	–	(4 181)	–	–	(4 181)
Gross profit	–	(2 193)	–	(2 193)	–	–	(2 193)
Other income	77	–	21 855[3]	21 932	–	77	21 932
Administrative expenses	(851)	(2 282)	–	(3 133)	–	(851)	(3 133)
(Loss)/Profit from operations	(774)	(4 475)	21 855	16 606	–	(774)	16 606
Finance income	346	75	–	421	–	346	421
(Loss)/Profit before income taxation	(428)	(4 400)	21 855	17 027	–	(428)	17 027
Income taxation expense	–	–	–	–	–	–	–
(Loss)/Profit for the period after income taxation	(428)	(4 400)	21 855	17 027	–	(428)	17 027
Minority interest							
Equity	32	–	–	32	–	32	32
(Loss)/Profit attributable to members of Jubilee	(396)	(4 400)	21 855	17 059	–	(396)	17 059
Reconciliation of (loss)/profit attributable to members of Jubilee and headline loss:							
(Loss)/Profit attributable to members of Jubilee	(396)	(4 400)	21 855	17 059	–	(396)	17 059
Gain on acquisition of business combination	–	–	(21 855)	(21 855)	–	–	(21 855)
Headline (loss)/profit	(396)	(4 400)	–	(4 796)	–	(396)	(4 796)
(Loss)/Earnings per share (pence)	(0.37)			10.79		(0.26)	8.43
Headline loss per share (pence)	(0.37)			(3.03)		(0.26)	(2.37)
Weighted average number of shares ('000)	108 151			158 139		152 317[4]	202 306

Notes:

1. The "Before" financial information is based on Jubilee's published interim income statement for the six months ended 31 December 2008.
2. The "Adjustments – Braemore" financial information is based on Braemore's published interim income statement for the six months ended 31 December 2008.
3. Other income has been adjusted for the gain on the acquisition of business combination. The gain on acquisition of business combination has been calculated based on a purchase consideration of £26.014 million (R333.79 million at an exchange rate of GBP1 = R12.83117 on the date of the announcement).
4. Weighted average number of shares in issue has been adjusted for the 44.17 million Jubilee shares issued in terms of the specific issue. It has been assumed that the cash received in respect of the specific issue amounting to £13.25 million (R170.71 million at an exchange rate of GBP1 = R12.95895 as at 7 August 2009) will be used to fund the enlarged group's working capital and, therefore, no income statement adjustment has been made in respect of the resultant positive cash balance.

UNAUDITED *PRO FORMA* BALANCE SHEET

	Before[1] Published £'000	Adjustments – Braemore[2] Published £'000	Adjustments – Acquisition of Braemore *Pro forma* £'000	Adjustments – Consolidation[6] *Pro forma* £'000	After the Braemore acquisition *Pro forma* £'000	Adjustments – specific issue *Pro forma* £'000	After transactions *Pro forma* £'000	After specific issue *Pro forma* £'000
ASSETS								
Non-current assets								
Intangible assets	27 214	44 762	–	–	71 976	–	27 214	71 976
Property, plant and equipment	112	2 881	–	–	2 993	–	112	2 993
Investment in associates	–	–	–	–	–	–	–	–
Trade and other receivables	1 714	36	–	–	1 750	–	1 714	1 750
	29 040	47 679	–	–	76 719	–	29 040	76 719
Current assets								
Inventories	–	1 681	–	–	1 681	–	–	1 681
Trade and other receivables	684	736	–	–	1 420	–	684	1 420
Cash and cash equivalents	8 799	2 538	(600)[3]	–	10 737	13 250[7]	22 049	23 987
Other receivables	1 844	–	–	–	1 844	–	1 844	1 844
	11 327	4 955	(600)	–	15 682	13 250	24 577	28 932
Total assets	40 367	52 634	(600)	–	92 401	13 250	53 617	105 651
Current liabilities								
Trade and other payables	1 237	4 764	–	–	6 001	–	1 237	6 001
Total liabilities	1 237	4 764	–	–	6 001	–	1 237	6 001
Total net assets	39 130	47 870	(600)	–	86 400	13 250	52 380	99 650
EQUITY								
Called up share capital	1 130	1 094	500[4]	(1 094)	1 630	442[8]	1 572	2 072
Share premium account	38 293	18 248	24 915[4]	(18 248)	63 208	12 808[8]	51 101	76 016
Merger reserve	–	34 580	–	(34 580)	–	–	–	–
Share-based payment reserve	1 358	636	–	(636)	1 358	–	1 358	1 358
Currency translation reserve	1 916	938	–	(938)	1 916	–	1 916	1 916
Other reserve	1 035	–	–	–	1 035	–	1 035	1 035
Retained earnings	(6 769)	(7 626)	21 855[5]	7 626	15 086	–	(6 769)	15 086
Equity attributable to equity holders of Jubilee	36 963	47 870	47 270	(47 870)	84 233	13 250	50 213	97 483
Minority interests	2 167	–	–	–	2 167	–	2 167	2 167
Total equity	39 130	47 870	47 270	(47 870)	86 400	13 250	52 380	99 650
Total equity and liabilities	40 367	52 634	47 270	(47 870)	92 401	13 250	53 617	105 651
Net asset value per share (pence)	32.71					51.68	31.95	47.05
Net tangible asset value per share (pence)	8.63					7.52	14.63	12.31
Number of shares in issue ('000)	113 013					163 002	157 180	207 169

Notes:

1. The "Before" balance sheet is based on Jubilee's published interim balance sheet as at 31 December 2008.
2. The "Adjustments – Braemore" financial information is based on Braemore's published interim balance sheet at 31 December 2008.
3. Cash and cash equivalents has been adjusted for the estimated transactions costs of £600 000.
4. Called up share capital and share premium have been adjusted for the 49.99 million Jubilee shares issued to Braemore shareholders at 52.04 pence per Jubilee share less the estimated transaction costs of £600 000 which have been written off against share premium.
5. Retained earnings has been adjusted for the gain on the acquisition of business combination. The gain on acquisition of business combination has been calculated based on a purchase consideration of £26.014 million (R333.79 million at an exchange rate of GBP1 = R12.83117 on the date of the announcement).
6. The "Adjustments – Consolidation" column includes the consolidation entries relating to the acquisition of Braemore.
7. Cash and cash equivalents have been adjusted for the cash received as a result of the specific issue amounting to £13.25 million (R170.71 million at an exchange rate of GBP1 = R12.95895 as at 7 August 2009).
8. Called up share premium and share premium account have been adjusted for the 44.17 million Jubilee shares issued at 30 pence per Jubilee share.

REPORTING ACCOUNTANTS' LIMITED ASSURANCE REPORT ON THE *PRO FORMA* FINANCIAL INFORMATION

8 September 2009

The Directors
Jubilee Platinum plc
6 Pinewood Office Park
33 Riley Road
Woodmead
Sandton
Johannesburg
South Africa

4th Floor
2 Cromwell Place
London SW7 2JE
United Kingdom

Attention: The Board of Directors

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANTS' LIMITED ASSURANCE REPORT ON THE UNAUDITED *PRO FORMA* FINANCIAL EFFECTS, INCOME STATEMENT AND BALANCE SHEET OF JUBILEE PLATINUM PLC

Introduction

We have performed our limited assurance engagement with regard to the unaudited *pro forma* financial effects, income statement and balance sheet (collectively, "the *pro forma* financial information") of Jubilee Platinum Plc ("Jubilee") set out in Annexure 1 to the circular to be dated 14 September 2009 ("circular") issued in connection with the offer by Jubilee to acquire the entire issued and to be issued share capital of Braemore Resources Plc and the specific issue of 44 166 666 Jubilee shares for cash ("transactions").

The *pro forma* financial information has been prepared for purposes of complying with the requirements of the JSE Limited ("JSE"), for illustrative purposes only, to provide information about how the tranactions might have affected the reported financial information had the transactions been undertaken on 1 July 2008 for income statement purposes and on 31 December 2008 for balance sheet purposes.

Because of its nature, the *pro forma* financial information may not present a fair reflection of the financial position, changes in equity, results of operations or cash flows of Jubilee, after the transactions.

Directors' responsibility

The directors of Jubilee are solely responsible for the compilation, contents and presentation of the *pro forma* financial information contained in the circular and for the financial information from which it has been prepared.

Their responsibility includes determining that the *pro forma* financial information contained in the circular has been properly compiled on the basis stated, the basis is consistent with the accounting policies of Jubilee and the *pro forma* adjustments are appropriate for the purposes of the *pro forma* financial information as disclosed in terms of the JSE Listings Requirements.

Reporting accountants' responsibility

Our responsibility is to express a limited assurance conclusion on the *pro forma* financial information included in the circular. We conducted our limited assurance engagement in accordance with the International Standard on Assurance Engagements applicable to *Assurance Engagements Other Than Audits or Reviews of Historical Financial information* and the *Revised Guide on Pro Forma Financial Information* issued by the South African Institute of Chartered Accountants.

This standard requires us to comply with ethical requirements and to plan and perform the assurance engagement to obtain sufficient appropriate audit evidence to support our limited assurance conclusion, expressed below.

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

Sources of information and work performed

Our procedures consisted primarily of comparing the unadjusted reviewed historical financial information of Jubilee and Braemore Resources Plc with the source documents, considering the *pro forma* adjustments in light of the accounting policies of Jubilee, considering the evidence supporting the *pro forma* adjustments, recalculating the amounts based on the information obtained and discussing the *pro forma* financial information with the directors of Jubilee.

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

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

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

Conclusion

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

– the *pro forma* financial information has not been properly compiled on the basis stated;
– such basis is inconsistent with the accounting policies of Jubilee; and
– the adjustments are not appropriate for the purposes of the *pro forma* financial information as disclosed pursuant to Section 8.30 of the JSE Listings Requirements.

Yours faithfully

Per Nick Lazanakis
Chartered Accountant (SA)
Registered Auditor
Director

7 West Street
Houghton
2198

HISTORICAL FINANCIAL INFORMATION ON BRAEMORE

REPORT OF CONSOLIDATED HISTORICAL FINANCIAL INFORMATION OF BRAEMORE RESOURCES PLC FOR THE SIX MONTHS ENDED 31 DECEMBER 2008 AND THE THREE YEARS ENDED 30 JUNE 2008

1. BASIS OF PREPARATION

The consolidated income statement, balance sheet, statement of changes in equity and cash flow statement for the six months ended 31 December 2008 ("Condensed Consolidated Financial Information") have been extracted, without adjustment, from the reviewed condensed consolidated financial statements of Braemore Resources Plc ("Braemore" or the "Company") and its subsidiaries (referred to, collectively, as the "Group"). Notes to the Condensed Consolidated Financial Information have not been presented as it is not Braemore's policy to prepare notes for interim results. The condensed consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and have been reported on without qualification by Moore Stephens MWM Inc. The accounting policies applied in preparing the Condensed Consolidated Financial Information are consistent with those applied in the previous financial period.

The consolidated income statements, balance sheets, statements of changes in equity, cash flow statements and the related notes for the years ended 30 June 2008, 30 June 2007 and 30 June 2006 ("Historical Financial Information") have been derived from the audited statutory financial statements of the Group and restated for a prior period adjustment which resulted in the intangible assets and merger reserve of the Group increasing by £2 745 000. The audited statutory financial statements of the Group for the years ended 30 June 2008, 30 June 2007 and 30 June 2006 have been prepared in the manner required by the United Kingdom Companies Act 1985 ("Companies Act 1985") and in accordance with IFRS as issued by the International Accounting Standards Board and have been reported on without qualification by Chapman Davis LLP, London.

The Condensed Consolidated Financial Information and the Historical Financial Information are the responsibility of the directors of Braemore.

2. **CONSOLIDATED INCOME STATEMENTS**

The consolidated income statements of Braemore for the six months ended 31 December 2008 and the years ended 30 June 2008, 2007 and 2006 are set out below:

	Notes	For the six months ended 31 December 2008 £'000 Reviewed	For the year ended 30 June 2008 £'000 Audited	For the year ended 30 June 2007 £'000 Reviewed	For the year ended 30 June 2006* £'000 Reviewed
Revenue		1 988	8 963	–	–
Cost of sales		(4 181)	(7 451)	–	–
Gross (loss)/profit		**(2 193)**	**1 512**	**–**	**–**
Administration expenses		(1 850)	(2 896)	(934)	(523)
Finance costs	*7.5*	–	(261)	–	–
JSE listing costs		(351)	–	–	–
Share-based payments expense		(81)	–	(257)	(551)
Total administrative expenses	*7.3*	**2 282**	**(3 157)**	**(1 191)**	**(1 074)**
Interest income	*7.4*	75	236	268	172
Loss before taxation		**(4 400)**	**(1 409)**	**(923)**	**(902)**
Income tax expense	*7.7*	–	–	–	–
Loss for the year		**(4 400)**	**(1 409)**	**(923)**	**(902)**
Attributable to:					
Equity holders of the parent		(4 400)	(1 409)	(921)	(902)
Minority interests		–	–	(2)	–
		(4 400)	**(1 409)**	**(923)**	**(902)**
Loss per share expressed in pence					
– Basic, diluted and headline	*7.8*	(0.56)	(0.21)	(0.16)	(0.22)

All amounts above relate to continuing operations.

* The 2006 period is from incorporation on 2 February 2005 to 30 June 2006

3. **CONSOLIDATED BALANCE SHEETS**

The consolidated balance sheets of Braemore as at 31 December 2008, 30 June 2008, 30 June 2007 and 30 June 2006 are set out below:

	Notes	As at 31 December 2008 £'000 Reviewed	As at 30 June 2008 £'000 Audited	As at 30 June 2007 £'000 Reviewed	As at 30 June 2006* £'000 Reviewed
ASSETS					
Non-current assets					
Intangible assets	*7.9*	44 762	43 077	35 936	33 557
Plant and equipment	*7.10*	2 881	91	36	10
Trade and other receivables	*7.13*	36	36	43	–
Total non-current assets		47 679	43 204	36 015	33 567
Current assets					
Trade and other receivables	*7.13*	736	1 776	322	54
Inventory	*7.14*	1 681	4 257	–	–
Cash and cash equivalents		2 538	974	8 570	3 922
Total current assets		4 955	7 007	8 892	3 976
Total assets		**52 634**	**50 211**	**44 907**	**37 543**
LIABILITIES					
Current liabilities					
Trade and other payables	*7.16*	4 764	5 527	792	160
Net assets		**47 870**	**44 684**	**44 115**	**37 383**
EQUITY					
Share capital	*7.17*	1 094	994	977	848
Share premium		18 248	12 164	11 990	4 734
Merger reserve		34 580	34 580	32 140	32 140
Share-based payment reserve	*7.18*	636	717	814	557
Foreign exchange reserve		938	(545)	(6)	6
Retained losses		(7 626)	(3 226)	(1 817)	(902)
Equity attributable to equity holders of parent		**47 870**	**44 684**	**44 098**	**37 383**
Minority interest		–	–	17	–
Total equity		**47 870**	**44 684**	**44 115**	**37 383**
Number of shares in issue ('000)		789 333	689 325	671 516	543 183
Net asset value per share (pence)		6.06	6.48	6.56	6.88
Net tangible asset value per share (pence)		0.39	0.23	1.22	0.70

4. **CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

The consolidated statements of changes in equity of Braemore for the six months ended 31 December 2008 and the years ended 30 June 2008, 30 June 2007 and 30 June 2006 are set out below:

	Share capital £'000	Share premium £'000	Merger reserve £'000	Share-based payment reserve £'000	Translation reserve £'000	Minority interest £'000	Retained earnings £'000	Total £'000
At 2 February 2005	–	–	–	–	–	–	–	–
Share capital issued	848	5 011	32 140	–	–	–	–	37 999
Cost of share issue	–	(280)	–	–	–	–	–	(280)
Share-based payments	–	–	–	560	–	–	–	560
Options exercised	–	3	–	(3)	–	–	–	–
Currency translation differences	–	–	–	–	–	–	6	6
Loss for the period	–	–	–	–	–	–	(902)	(902)
As at 1 July 2006	**848**	**4 734**	**32 140**	**557**			**(896)**	**37 383**
Share capital issued	129	7 572	–	–	–	–	–	7 701
Share issue expenses	–	(316)	–	–	–	–	–	(316)
Share-based payments	–	–	–	257	–	–	–	257
Minority interests in subsidiary	–	–	–	–	–	19	–	19
Currency translation differences	–	–	–	–	(6)	–	–	(6)
Loss for the period	–	–	–	–	–	(2)	(921)	(923)
Balance at 30 June 2007	**977**	**11 990**	**32 140**	**814**	**(6)**	**17**	**(1 817)**	**44 115**
As at 30 June 2007	977	11 990	32 140	814	(6)	17	(1 817)	44 115
Share capital issued	16	–	2 440	–	–	–	–	2 456
Exercise of options	1	89	–	(12)	–	–	–	78
Cancellation of options	–	85	–	(85)	–	–	–	–
Acquisition of minority interest in subsidiary	–	–	–	–	–	(17)	–	(17)
Currency translation differences	–	–	–	–	(539)	–	–	(539)
Loss for the period	–	–	–	–	–	–	(1 409)	(1 409)
Balance at 30 June 2008	**994**	**12 164**	**34 580**	**717**	**(545)**	**–**	**(3 226)**	**44 684**
Share capital issued	100	6 401	–	–	–	–	–	6 501
Share issue expenses	–	(479)	–	–	–	–	–	(479)
Cancellation of options	–	162	–	(162)	–	–	–	–
Share-based payments	–	–	–	81	–	–	–	81
Currency translation differences	–	–	–	–	1 483	–	–	1 483
Loss for the year	–	–	–	–	–	–	(4 400)	(4 400)
Balance as at 31 December 2008	**1 094**	**18 248**	**34 580**	**636**	**938**	**–**	**(7 626)**	**47 480**

5. **CONSOLIDATED CASH FLOW STATEMENTS**

The consolidated cash flow statements of Braemore for the six months ended 31 December 2008 and the years ended 30 June 2008, 30 June 2007 and 30 June 2006 are set out below:

	Note	For the six months ended 31 December 2008 £'000 Reviewed	For the year ended 30 June 2008 £'000 Audited	For the year ended 30 June 2007 £'000 Reviewed	For the year ended 30 June 2006 £'000 Reviewed
Cash flows from operating activities					
Loss for the period		(4 400)	(1 409)	(923)	(902)
Less: Interest income		(75)	(236)	(268)	(172)
		(4 475)	**(1 645)**	**(1 191)**	**(1 074)**
Adjustment to reconcile profit before tax to net cash flows					
Non-cash:					
Depreciation		174	31	1	2
Foreign exchange adjustment		647	(103)	(43)	27
Share-based payment		81	–	257	551
Working capital adjustments					
Decrease/(Increase) in inventory		2 576	(4 257)	–	–
Decrease/(Increase) in debtors		1 040	(1 447)	(311)	(48)
(Decrease)/Increase in creditors		(208)	3 781	(67)	97
Net cash used in operating activities		**(165)**	**(3 640)**	**(1 354)**	**(445)**
Cash flows from investing activities					
Payments to acquire plant and equipment		(1 675)	(86)	(27)	(12)
Payments to acquire intangible assets		(2 693)	(4 183)	(1 643)	(862)
Interest received		75	236	268	172
Net cash used in investing activities		**(4 293)**	**(4 033)**	**(1 402)**	**(702)**
Cash flows from financing activities					
Net proceeds from issue of shares		6 022	77	7 404	4 984
Net cash acquired on acquisition of subsidiary		–	–	–	85
Net cash generated from financing activities		**6 022**	**77**	**7 404**	**5 069**
Net increase/(decrease) in cash and cash equivalents		1 564	(7 596)	4 648	3 922
Cash and cash equivalents at beginning of year	*7.19*	974	8 570	3 922	–
Cash and cash equivalents at 30 June		**2 538**	**974**	**8 570**	**3 922**

6. ACCOUNTING POLICIES

6.1 General information

Braemore Resources Pic is a publicly listed company incorporated and domiciled in England & Wales and South Africa under the Companies Act 1985 and 1973. The company's ordinary shares are traded on the JSE Limited and the AIM Market operated by the London Stock Exchange.

6.2 Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the period.

Basis of preparation

The Historical Financial Information is presented in pounds sterling, rounded to the nearest thousand.

The accounts have been prepared on a going concern basis. As is common with many junior mining companies, the company raises money for exploration and capital projects as and when required. There can be no assurance that the group's projects will be fully developed in accordance with current plans or completed on time or to budget. Future work on the development of these projects, the levels of production and financial returns arising there from may be adversely affected by factors outside the control of the group.

The Historical Financial Information has been prepared for the first time in accordance with IFRS as adopted for use in the European Union (EU) and with those parts of the Companies Act 1985 applicable to companies reporting under IFRS. In addition the Group also complied with IFRS as issued by the International Accounting Standards Board (IASB).

The preparation of Historical Financial Information in conformity with adopted IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The accounting policies have been applied consistently by group entities.

Statement of compliance

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in the Historical Financial Information. Judgments made by the directors, in the application of these accounting policies that have significant effect on the Historical Financial Information and estimates with a significant risk of material adjustment in the next year are discussed in note 7.1.

Measurement convention

The Historical Financial Information is prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value. Other financial liabilities are initially recognised at fair value at the date the contract is entered into, with the corresponding fair value adjustment being recognised through the income statement. Subsequent remeasurement to fair value is performed at each balance sheet date with the any further adjustments being recognised through the income statement.

Basis of consolidation

The Historical Financial Information incorporates the financial statements of the company and entities controlled by the company (its subsidiaries). Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Minority interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity

Instruments issued by the group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under

IFRS 3: Business Combinations, are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

Goodwill

Goodwill arising on the acquisition of a subsidiary or a jointly controlled entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or jointly controlled entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit *pro rata* on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

At 30 June, there was no goodwill recognised by the group.

Merger reserve

The difference between the fair value of an acquisition and the nominal value of the shares allotted in a share exchange has been credited to a merger reserve account, in accordance with the merger relief provisions of the Companies Act 1985 and accordingly no share premium for such transactions is set-up.

Foreign currencies

Transactions entered into by group entities in currency other than the currency of the primary economic environment in which they operate (the "functional" currency) are recorded at rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date.

On consolidation, the results of the operations are translated into Pounds Sterling at average rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the balance sheet date. Exchange differences arising on translating the opening net assets at open rate and the results of overseas operations at actual rate are recognised directly in equity (the "foreign exchange reserve").

Purchase of minority interest in a controlled entity

The cost of the purchase of shares is measured at the aggregate of the fair value of assets given at the date of exchange, liabilities incurred or assumed and the fair value of the equity instruments issued by the group in exchange for shares purchased in a controlled entity, plus any costs directly attributable to the transaction. The identifiable assets, liabilities and contingent liabilities of the controlled entity are re-valued to fair value at the date of acquisition, but only to the extent of the incremental proportion of equity acquired.

Intangible assets – exploration and evaluation assets

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the consolidated entity has obtained the legal rights to explore an area are recognised in the income statement.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if: (i) sufficient data exists to determine technical feasibility and commercial viability and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity related. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and development.

Intangible assets – development costs

Development costs relating to major development programmes are capitalised. Development costs consist primarily of expenditure to develop the technology to commercialisation. Day-to-day development costs to maintain production are expensed as incurred. Initial development and pre-production costs relating to a new technology, including amortisation and depreciation to develop the technology, are capitalised until commissioning of production facilities.

The group reviews the carrying amount of development assets and development costs when circumstances suggest the carrying amount may not be recoverable. Recoverability is assessed using estimates of future cash flows on a discounted basis, including revenues, operating costs and future capital expenditures. Where necessary a reduction in carrying amount is recorded.

Property, plant and equipment

Property, plant and equipment are included at cost. Cost includes costs directly attributable to bringing an asset to working condition for its intended use. Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit. The group reviews the carrying amount of property, plant and equipment when circumstances suggest that the carrying amount may not be recoverable. Recoverability is assessed using estimates of future cash flows on a discounted basis, including revenues, operating costs and restoration costs. Where necessary a reduction is recorded.

Depreciation

Depreciation of property, plant and equipment is calculated on a straight line basis using rates which are designed to write off the assets over their estimated useful lives as follows:

- plant and equipment 3 to 8 years
- fixtures and fittings 3 years

The residual value, if not insignificant, is reassessed annually.

Investments

Investments in subsidiaries are stated in the parent company's accounts at cost less any provision for impairment.

The company's investments in subsidiaries

In its separate financial statements the company recognises its investments in subsidiaries at cost, less any impairment for permanent diminution in value. The cost of acquisition includes directly attributable professional fees and other expenses incurred in connection with the acquisition.

Taxation

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised except for differences arising on investments in subsidiaries and jointly controlled entities where the group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of the deferred tax assets is restricted to those instances where it is probable that the taxable profit will be available against which the difference can be utilised.

Deferred tax is also based on rates enacted or substantively enacted at the balance sheet date and expected to apply when the related deferred tax asset is realised or liability settled.

Inventory

Inventories are stated at the lower of cost and net realisable value. Costs, including an appropriate portion of fixed and variable overhead expenses, are assigned to inventories by the method most appropriate to the particular class of inventory, with the majority being valued on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Inventory and work-in-progress is valued at the average cost of production or purchase. Production costs are allocated to platinum, palladium, gold, rhodium, ruthenium, iridium, copper and nickel.

Cash and cash equivalents

Cash consists of cash on hand and cash held on current account or on short term deposits with an original maturity of three months or less at variable interest rates.

For the purposes of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

There is no significant difference between the carrying value and fair value of cash and cash equivalents.

Financial assets

The group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The only financial assets currently held by the group are classified as cash and cash equivalents, and loans and receivables.

The group's accounting policy for each category is as follows:

- Cash and cash equivalents: Include cash in hand and other short-term highly liquid investments with a maturity of three months or less. Any interest earned is accrued monthly and classified as interest. Short-term deposits comprise deposits made for varying periods of between one day and three months.
- Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the group will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the income statement. On confirmation that the receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

The group's loans and receivables comprise trade and other receivables in the balance sheet.

There is no significant difference between the carrying value and fair value of receivables.

Trade and other receivables are initially measured at fair value and subsequently at amortised cost (using the effective interest rate) less allowance for impairment.

Financial liabilities

The group classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. These are either fair value through profit or loss or other financial liabilities. At present, the group does not have any liabilities classified as fair value through profit or loss.

The group's accounting policy for the other financial liabilities category is as follows:

- Other financial liabilities: Other financial liabilities include the following items:
  - Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method. All interest and other borrowing costs incurred in connection with the above are expensed as incurred and reported as part of financing costs in the income statement.

Impairment of non-financial assets

At each balance sheet date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Revenue

Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

- the group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Finance revenue

Finance revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial assets and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Leasing

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Provisions

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Segment reporting

A business segment is a distinguishable component of an enterprise that is engaged in providing an individual product or service or a group of related products or services and that is subject to risks and returns that are different from those of other business segments. A geographical segment is a distinguishable component of an enterprise that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

Share-based payments

The group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The equity-settled share-based payments are expensed to the income statement over a straight line basis over the vesting period based on the group's estimate of shares that will eventually vest.

Where equity instruments are granted to persons other than employees, the income statement is charged with the fair value of goods and services received over a straight line basis over the vesting period based on the group's estimate of shares that will eventually vest, except where it is in respect to costs associated with the issue of securities, in which case it is charged to the share premium account.

The fair value is determined using a Black-Scholes model which is then discounted to take into account the lack of marketability of the options (where applicable), and the inherent limitations of the Black-Scholes model.

7. NOTES TO THE HISTORICAL FINANCIAL INFORMATION FOR THE YEARS ENDED 30 JUNE 2008 AND 2007

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed
7.1 Financial instruments – risk management		
The group's financial instruments grouped together by class and category are as follows:		
Current financial assets		
Trade and other receivables	1 776	322
Cash and cash equivalents	974	8 570
Total	2 750	8 892
Current financial liabilities		
Other payables	5 527	792
Total	5 527	792

Carrying value of the financial assets in the balance sheet is equal to the maximum exposure to credit risk.

The group is exposed through its operations to the following financial risks:

- Foreign exchange risk
- Interest rate risk
- Liquidity risk
- Credit risk

In common with all other businesses, the group is exposed to risks that arise from its use of financial instruments. This note describes the group's objectives, policies and processes for managing those risks and the methods used to measure them.

Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods.

Principal financial instruments

The principal financial instruments used by the group, from which financial instrument risk arises, are as follows:

- trade receivables
- cash at bank
- trade and other payables
- loans with related parties

General objectives, policies and processes

The board has overall responsibility for the determination of the group's risk management objectives and policies. The board receives monthly reports from the group's chief financial officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

Management review the group and company's exposure to currency risk, interest rate risk, liquidity risk and credit risk on a regular basis and consider that through this review they manage the exposure of the group and company.

The overall objective of the board is to set polices that seek to reduce risk as far as possible without unduly affecting the group's competitiveness and flexibility. Further details regarding these policies are set out below.

No formal policies have been put in place in order to hedge the group and company's activities to the exposure to currency risk or interest risk.

Foreign exchange risk

Foreign exchange risk arises because the group has operations located in South Africa and Australia, whose functional currency is not the same as the functional currency in which the company operates and raises finance. The group's net assets arising from such overseas operations are exposed to currency risk resulting in gains or losses on retranslation into sterling.

Only in exceptional circumstances will the group consider hedging its net investments in overseas operations as generally it does not consider that the reduction in foreign currency exposure warrants the cash flow risk created from such hedging techniques.

The group's policy is, where possible, to allow group entities to settle liabilities denominated in their functional currency or US dollars with the cash generated from their own operations in that currency. Where group entities have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them) cash already denominated in that currency will, where possible, be transferred from elsewhere within the group.

Interest rate risk

The group and company manage the interest rate risk associated with the group cash assets by ensuring that interest rates are as favourable as possible, whether this is through investment in floating or fixed interest rate deposits, whilst managing the access the group requires to the funds for working capital purposes.

Liquidity risk

Liquidity risk arises from the group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the group will encounter difficulty in meeting its financial obligations as they fall due. Short-term payables are classified as those payables that are due within 30 days.

The group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances (or agreed facilities) to meet expected requirements for a period of at least 45 days.

The board receives 12-month cash flow projections as well as information regarding cash balances. At the balance sheet date, these projections indicated that the group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

Trade and other receivables are stated initially at fair value and subsequently at amortised cost (using effective interest rate) less allowance for impairment.

Capital disclosures

The group considers its capital to comprise its ordinary share capital, share premium and accumulated retained losses as well as the reserves (consisting of share-based payments reserve, foreign currency translation reserve and merger reserve).

The group's objectives when maintaining capital is to safeguard the entity's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders.

The company meets its capital needs by equity financing. The group sets the amount of capital it requires in proportion to risk. The group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The company and group do not have any derivative instruments or hedging instruments. It has been determined that a sensitivity analysis will not be representative of the company's and group's position in relation to market risk and therefore, such an analysis has not been undertaken.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group. The group has adopted a policy of only dealing with creditworthy counterparties.

Critical accounting estimates and judgements

The company and group make certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

7.2 Revenue and segmental information

The group operates in one business segment, the evaluation of minerals processing and production. The group has material interests in three geographical segments, Australia, South Africa and the United Kingdom. The group assets are substantially attributable to the evaluation of nickel activities in Australia and nickel and platinum activities in South Africa. The parent company operates a head office based in the United Kingdom which incurred certain administration and corporate costs.

	Segment result	
	30 June 2008	**30 June 2007**
	£'000	**£'000**
Australia	(1 226)	(630)
South Africa	873	(45)
United Kingdom	(1 031)	(516)
	(1 384)	(1 191)
Interest revenue	236	268
Finance costs	(261)	–
Loss before tax	(1 409)	(923)
Income tax expense	–	–
Loss after tax	(1 409)	(923)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the year (2007: nil).

	Segment assets	
	30 June 2008	**30 June 2007**
	£'000	**£'000**
Australia	32 546	31 695
South Africa	14 542	2 938
United Kingdom	378	7 529
Total of all segments	47 466	42 162
	Segment liabilities	
Australia	544	93
South Africa	4 782	669
United Kingdom	201	30
Total of all segments	5 527	792
	Depreciation and amortisation	
Australia	1	–
South Africa	10	–
United Kingdom	20	1
Total of all segments	31	1
	Additions to non-current assets	
Australia	1 158	494
South Africa	6 004	1 917
United Kingdom	58	38
Total of all segments	7 220	2 449

7.3 **Loss from operations**

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
This has been arrived at after charging/crediting):			
Auditors' remuneration			
– audit services	33	12	10
– non-audit services	22	–	3
Depreciation	31	1	2
Share-based payments expense	–	257	306
Staff costs (note 7.5)	1 333	503	265
Other administrative expenses	1 477	418	245
Total operating expenses	2 896	1 191	831

Auditors' remuneration for audit services above includes £7,000 (2007: £4,000) charged by Moore Stephens relating to the subsidiary companies audit and £2,000 (2007: £ nil) for non-audit services.

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
7.4 **Interest income**			
Bank interest received/receivable	236	268	172
7.5 **Finance costs**			
Interest on funding of inventory purchases	261	–	–

7.6 **Staff costs (including directors)**

	30 June 2008 £'000	30 June 2007 £'000
Salaries	1 260	971
Social security costs	42	23
Termination benefits	319	–
Share-based payments	–	193
Total staff costs	1 621	1 187
Capitalised to intangible assets	(288)	(491)
Total staff costs expensed	1 333	696

The group had 22 employees during the period ended 30 June 2008 (2007: 22 employees).

7.7 Directors' emoluments

2008	Board and committee 2008 £000	Salary contributions 2008 £000	Pension fund 2008 £000	Termination payments 2008 £000	Options 2008 £000	Total 2008 £000
Non-executive directors						
David Humann[1]	36	–	3	–	–	39
Christopher Lambertl[2]	36	–	–	–	–	36
Anthony Samaha	36	–	–	–	–	36
Michael Elias	24	–	2	–	–	26
Executive directors						
Hamish Bohannan[3]	–	183	6	246	–	435
Clayton Dodd	–	84	8	–	–	92
Total directors	132	267	19	246	–	664

2007	Board and committee 2008 £000	Salary contributions 2008 £000	Pension fund 2008 £000	Termination payments 2008 £000	Options 2008 £000	Total 2008 £000
Non-executive directors						
David Humann[1]	36	–	3	–	–	39
Christopher Lambert[2]	24	–	–	–	–	24
Anthony Samaha	37	–	–	–	–	37
Michael Elias	24	–	2	–	–	26
Executive directors						
Hamish Bohannan[3]	–	110	4	–	85	199
Clayton Dodd	–	84	8	–	–	92
Total directors	121	194	17	_	85	417

1– Services provided by James Anne Holdings Pty Ltd

2 – Services provided by Walkerton Limited and CJL Consultants Limited

3 – Appointed on 10 November 2006 and resigned 4 April 2008

2006	Direct fees £000	Options issued
Non-executive directors		
David Humann[1]	33	51
Christopher Lambert[2]	35	51
Anthony Samaha	53	51
Michael Elias	22	51
Jeremy Edelman[3]	24	–
David Lenigas[4]	20	51
Executive directors		
Clayton Dodd	78	51
	265	306

1 – Services provided by James Anne Holdings (Pty) Ltd

2 – Services provided by Walkerton Ltd

3 – Jeremy Edelman resigned 27 July 2005

4 – David Lenigas resigned 22 May 2006

No pension benefits are provided for any director.

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
7.8 **Income tax**			
Current year taxation			
UK corporation tax at 28%-30% on results for the period (2007: 30%)			
Factors affecting the tax charge for the year			
Loss on ordinary activities before tax	(1 409)	(923)	(902)
Loss on ordinary activities at the UK standard rate of 28% – 30% (2007: 30%)	(416)	(277)	(271)
Effects of:			
Non-deductible expenses	4	87	171
Future tax benefit not brought to account	412	190	100
Prior year tax losses utilised	–	–	–
Total tax charge	–	–	–

No deferred tax asset has been recognised because there is insufficient evidence of the timing of suitable future profits against which they can be recovered.

The value of deferred tax asset that is unrecognised in the accounts is £709,000 (2007: £290,000). The deferred tax has been calculated using a corporate tax rate of 28%, which is the rate that has been legislated for accounting periods commencing in 2008 (2007: 30%).

7.9 Loss per share

The loss for the year attributed to shareholders is £1 409 000 (2007: loss £921 000/2006: loss £902 000). This is divided by the weighted average number of ordinary shares in issue calculated to be 680.8 million (2007: 592.2 million/2006: 416.7 million) to give a basic loss per share of 0.21p (2007: loss per share of 0.16p/2006: loss 0.22p). As inclusion of the potential Ordinary Shares would result in a decrease in the loss per share they are considered to be anti– dilutive and, as such, a diluted loss per share is not included. Refer to 305,000,000 Performance Shares (2007: 305,000,000) and 37,835,889 options on issue (2007: 49,267,012) disclosed at note 7.16 for potential future share issues that may dilute the loss per share.

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
7.10 **Intangible assets**			
Exploration and evaluation			
Cost			
Opening carrying value	34 051	33 557	–
Fair value uplift on acquisition	–	–	30 021
Additions	984	457	3 536
Currency translation adjustment	162	37	–
At 30 June	35 197	34 051	33 557
Amortisation	–	–	–
Net book value at 30 June	35 197	34 051	33 557
Development costs			
Cost			
Opening carrying value		1 885	–
Arising on acquisition of shares in subsidiary		2 438	–
Costs of acquisition of subsidiaries		37	45
Additions		3 718	1 840
Currency translation adjustment		(198)	–
At 30 June		7 880	1 885
Amortisation		–	–
Net book value at 30 June		7 880	1 885
Total cost		40 332	35 736
Total amortisation		–	–
Net book value at 30 June		43 077	35 936

Exploration and evaluation relates to the Australian project and development costs relate to the South African project. The directors undertook an impairment review as at 30 June 2008 and as a result of this review no provision was required. There has been no amortisation of development costs, as the Mintek ConRoast 1.5MW facility is a demonstration facility to assess the commercialisation of the technology.

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
7.11 Plant and equipment			
Cost			
Opening cost at 1 July 2006	12	2	–
Additions	33	2	12
Disposals	(6)	–	–
At 30 June 2007	39	4	12
Additions	86	58	–
At 30 June 2008	125	62	12
Depreciation			
Opening accumulated depreciation at 1 July 2006	2	–	–
Depreciation charge for the period	1	1	2
At 30 June 2007	3	1	2
Depreciation charge for the year	31	20	
At 30 June 2008	34	21	
Net book value			
At 30 June 2008	91	41	
At 30 June 2007	36	3	

There has been no change in the nature or policy regarding the use of plant and equipment during the periods under review.

7.12 **Investments**

Cost

Acquisition of shares in subsidiaries:			
Opening balance		30 512	30 096
Share consideration allotted and issued		2 457	380
Associated costs of acquisition		37	36
At 30 June		33 006	30 512

Subsidiaries of Braemore Resources Pic Entity

	Country of registration	Holding 30 June 2008	Holding 30 June 2007
Direct			
Braemore Nickel Pty Limited (i)	Australia	100	100
Braemore Platinum Limited (ii)	United Kingdom	100	95
Braemore Holdings (Mauritius) Pty Ltd (iii)	Mauritius	100	100
Indirect			
Via Braemore Platinum Limited			
Braemore Platinum Smelters Pty Ltd (iv)	South Africa	100	100
Braemore Platinum Resources Pty Ltd (iii)	South Africa	100	100
Braemore Precious Metals Refiners Pty Ltd (iii)	South Africa	100	100

(i) Braemore Nickel Pty Limited (formerly Western Consolidated Nickel Pty Limited) is evaluating the reclamation and processing of sulphide nickel tailings at BHP Billiton's nickel operations at Leinster, Mt Keith and Kambalda in Western Australia.

(ii) Braemore Platinum Limited (formerly Independence Platinum Limited) is a holding company for Braemore Resources Pic's South African investments.

(iii) These companies are currently dormant.

(iv) Braemore Platinum Smelters Pty Ltd (formerly Independence Base Metal Refiners Pty Ltd) is evaluating establishing and operating independent base metal refining facilities for the smelting and refining of sulphide concentrates containing platinum group metals from emerging platinum producers in South Africa.

7.13 Acquisition of subsidiaries

	Principal activity	Date of acquisition	Proportion of shares acquired %	Cumulative cost of acquisition £'000
2008				
Braemore Platinum Limited	Holding Company	20/12/07	5	2 905
2007				
Braemore Platinum Limited	Holding Company	20/12/06	95	411

Purchase of minority interest in Braemore Platinum Limited

On 20 December 2007, the company purchased the remaining 5% minority interest in Braemore Platinum Limited from founding shareholders. The company paid the equivalent of £2,457,000 by issuing 16,377,602 shares in Braemore Resources Pic at 15p to the Braemore Platinum Limited shareholders, plus £37,000 in purchasing costs. The purchase of the 5% minority interest will result in the company owning 100% of the share capital in Braemore Platinum Limited.

Acquiring shares in a controlled entity does not meet the definition of a business combination and therefore does not fall within the scope of IFRS 3: Business Combinations. Accordingly a policy has been developed in accordance with IAS 8 which is also consistent with generally accepted practice. This accounting policy recognises an increase in the fair value of the entity to the extent of the further ownership interest acquired. As a result, development costs at the date of acquisition had been further revalued upwards by £2.4 million.

2007

In the prior year, the company subscribed for 95% of the capital of Braemore Platinum Limited injecting £380,000 in capital into the company, with the founding shareholders of Braemore Platinum Limited subscribing for the remaining 5% injecting £20,000 into the company. As part of the subscription agreement, the company was required to reimburse Atomaer Holdings (Pty) Ltd for a £373,000 loan payable (refer to note 7.19 related parties). The only other balance in Braemore Platinum Limited Group on subscription for shares was an intangible asset £373,000 relating to the development costs on ConRoast. Braemore Resources Pic incurred an additional £31,000 in purchasing costs associated with the subscriptions of shares.

	30 June 2008 £'000	30 June 2007 £'000
Net cash outflow on acquisition		
Total purchase consideration	2 494	411
Less: Non-cash consideration for Braemore Platinum Limited	(2 457)	–
Consideration paid in cash	37	411
Less: Cash and cash equivalent balances acquired	–	–
	37	411

Impact of acquisition on the results of the group

Included in the loss for the year is a profit of £614,000 (2007: loss £43,000) attributable to the purchase of Braemore Platinum Limited. Braemore Platinum Limited Group has had a £ nil profit or loss upon its acquisition in 2007, thus the above number represents its impact on the group.

7.14 **Trade and other receivables**

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
Current trade and other receivable			
Trade receivables [(i)]	1 204	–	–
Other receivables [(ii)]	502	306	16
Prepayments and accrued income	70	16	38
	1 776	322	54
Non-current trade and other receivable			
Rent deposit [(iii)]	36	36	–
Other receivables	–	7	–
	36	43	–

(i) Trade receivables comprise contractual arrangements that vary from customer to customer. Payment terms are conditional on finalisation of assay results and expiry of quotational periods. It is usual for receivables to take up to 180 days to be received.

(ii) Other receivables are non-interest bearing and generally repayable between 30 – 60 days.

(iii) Rent deposit accrues interest at the 2.76% and is refundable upon completion of the lease property.

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
7.15 Inventory			
Work in progress	1 549	–	–
Finished goods	2 708	–	–
	4 257	–	–

At 30 June 2008, £808,000 of inventory has been pledged as security to creditors (2007: £ nil). The cost of inventories recognised as an expense during the period was £7,451,000 (2007; £ nil).

7.16 **Loans to subsidiaries**

	30 June 2008 £'000	30 June 2007 £'000
Braemore Nickel Pty Limited	3 957	2 230
Braemore Platinum Limited	7 094	1 876
	11 051	4 106

The loans to subsidiaries are interest free and have no fixed repayment date. The Braemore Nickel Pty Limited balance is denominated in Australian Dollars and the Braemore Platinum Limited balance is denominated in GBP. Both balances are repayable on demand.

7.17 **Trade and other payables**

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
Trade creditors	3 228	657	119
Accruals and other creditors	2 299	135	41
	5 527	792	160

Trade and other creditors are non-interest bearing and are normally settled on terms of 30 days from month-end.

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
7.18 **Share capital**			
Authorised			
1,695,000,000 Ordinary Shares of 0.1p each (2007: 1,695,000,000/2006: 695 000 000)	1 695	1 695	695
305,000,000 Performance Shares of 0.1p each (2007: 305,000,000)	305	305	305
	2 000	2 000	1 000

The Performance Shares do not entitle the holder to vote, receive dividends declared by the company, or receive any distribution on liquidation or otherwise, and are not transferable.

The 305 million Performance Shares will convert into 305 million Ordinary Shares when either of the following occurs:

- the signing of an agreement by WMC (a wholly-owned subsidiary of BHP Billiton) and Braemore for the exploitation of the Leinster project; or
- the company proceeding with development, mining and processing of mineral resources for the extraction and production minerals, metals or other products containing nickel from any nickel sulphide project acquired from or introduced by Atomaer Holdings Pty Ltd.

	30 June 2008 £'000	30 June 2007 £'000	30 June 2006 £'000
Allotted, called up and fully paid			
689,325,036 Ordinary Shares of 0.1p each (2007: 671,516,321/2006: 543 182 988)	689	672	543
305,000,000 Performance Shares of 0.1p each (2007: 305,000,000)	305	305	305
	994	977	848

During the period the company issued the following ordinary 0.1 pence shares:

Date	Issue price	Number of shares	Nominal value £'000
1 July 2007	Opening balance	671 516 321	977
14 December 2007	Exercise of options at 1p per share	431 113	–
20 December 2007	Purchase of minority interest at 15p per share	16 377 602	16
21 January 2008	Exercise of options at 7.5p per share	1 000 000	1
		689 325 036	994

On 2 July 2008, the company issued 100,008,000 new ordinary shares at 6.5p per share to raise gross proceeds of £6,500,520.

Share options

During the period nil options to subscribe for ordinary shares in the company were issued (2007: 30,250,000).

As at 30 June 2008 the options and warrants in issue were:

Exercise price	Exercise date	Options in issue 30 June 2008	Options in issue 30 June 2007
7.5p	10 November 2008	5 000 000	
10.0p	10 November 2008	–	5 000 000
7.5p	19 December 2008	9 125 000	10 125 000
10.0p	19 December 2008	10 125 000	10 125 000
1.0p	10 March 2010	1 385 899	1 817 012
15.0p	8 September 2010	17 200 000	17 200 000
		37 835 899	49 267 012

During the period 1,431,113 options were exercised (2007: nil), 10,000,000 options were cancelled (2007: nil), and nil options did not vest (2007: 4,800,000).

7.19 **Share-based payments**

The accessed fair value at the grant date has been determined using the Black-Scholes Model that takes into account the exercise price, the term of the option, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Director options

For the previous period, the company granted options to Hamish Bohannan (Managing Director) as tabled below. Under IFRS 2: Share-based Payments, the company determines the fair value of options issued to directors as remuneration and recognises the amount as an expense in the income statement with a corresponding increase in equity.

Date granted	Number	Exercise price	Expiry date	Fair value per option	Fair value £'000
10/11/2006	5 000 000	7.5p	09/11/2008	1.0p	50
10/11/2006	5 000 000	10.0p	09/11/2008	0.7p	35
	10 000 000				85

The fair value of the options granted to directors during the previous period was £85,000. The key inputs applied to the Black-Scholes Model included: the closing share price on 10 November 2006 of 7.1p; risk-free interest rate of 4.93%; and expected volatility of 0.40. In accessing the fair value of the options, a discount of 50% has been applied to the theoretical value calculated by the Black-Scholes Model to take into account the lack of marketability of the options and the inherent limitations of the Black-Scholes Model.

These options were cancelled on 4 April 2008, with £1 being paid for these options.

Employee/Consultant options

For the previous period, the company granted options to senior management and technical personnel and consultants of Braemore Platinum Smelters Pty Ltd (formerly Independence Base Metal Refiners Pty Ltd) as tabled below. The expense in respect to these options was charged to the share options expense in the income statement.

Date granted	Number	Exercise price	Expiry date	Fair value per option	Fair value £'000
20/12/2006	10 125 000	7.5p	19/12/08	1.0p	101
20/12/2006	10 125 000	10.0p	19/12/08	0.7p	71
	20 250 000				172

The fair value of the options granted to employees and consultants during the previous period was £172,000. The key inputs applied to the Black-Scholes Model included: the closing share price on 20 December 2006 of 7.0p; risk-free interest rate of 5.07%; and expected volatility of 0.50.

In accessing the fair value of the options, a discount of 50% has been applied to the theoretical value calculated by the Black-Scholes Model to take into account the lack of marketability of the options and the inherent limitations of the Black-Scholes Model.

7.20 **Financial instruments**

The group uses financial instruments comprising cash, liquid resources and debtors/(creditors) that arise from its operations and intercompany loans that are eliminated on consolidation. The group holds cash as a liquid resource to fund the obligations of the group. The group's cash balances are held in Sterling, Australian Dollars and in Rand. The group's strategy for managing cash is to maximise interest income whilst ensuring its availability to match the profile of the group's expenditure. This is achieved by regular monitoring of interest rates and monthly review of expenditure forecasts.

The company has a policy of not hedging and therefore takes market rates in respect of foreign exchange risk, however it does review its currency exposures on an *ad hoc* basis.

Currency exposures relating to monetary assets held by foreign operations are included within the foreign exchange reserve in the group balance sheet.

The group considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

To date the group has relied upon equity funding to finance operations. The directors are confident that adequate cash resources exist to finance operations to commercial exploitation but controls over expenditure are carefully managed.

The net fair value of financial assets and liabilities approximates the carrying values disclosed in the financial statements. The currency and interest rate profile of the financial asset is as follows:

	30 June 2008 £'000	**30 June 2007 £'000**	**30 June 2006 £'000**
Sterling	219	7 667	3 833
Australian Dollars	10	160	89
Rand	745	743	–
At 30 June	974	8 570	3 922

The financial assets comprise cash balances in interest earning bank accounts at call. The financial assets in Sterling currency earn interest at 30 June 2008 of 5.48% (2007: 5.06%).

7.21 **Commitments**

As at 30 June 2008, the group had entered into the following material commitments:

Exploration commitments

Ongoing exploration expenditure is required to maintain title to the group's mineral exploration permits. No provision has been made in the financial statements for these amounts as the expenditure is expected to be fulfilled in the normal course of the operations of the group.

Authorised capital expenditure

Already contracted for but not provided for:

Development costs	1 393	1 333	–

This committed expenditure relates to the upgrade of smelting facilities by Mintek and will be financed by available bank facilities of the group. This project is aimed at the large-scale demonstration of the smelting step of the ConRoast process as well as being a sustainable commercial operation, for a minimum of the remaining lease hold period of four years. The proposed work consists of the drying and smelting of 2,000 to 2,500 tonnes per month of a variety of low-sulphur, PGM-containing materials, producing 150 to 250 tonnes per month of PGM-containing iron alloy in ingot form. The total operating cost is R2,200 per tonne (£138). Mintek undertakes to process a nominal mass of 1,000 tonnes per month of PGM feed materials until the upgraded furnace is commissioned, which will have a nominal capacity of 2,000 tonnes per month, with potential capacity to process up to 2,500 tonnes per month of furnace feed. The contract with Mintek includes a termination option; should the price of platinum fall below US$1,000 per ounce, the controlled subsidiary has the option to withdraw from this project after a three calendar month notice period.

	30 June 2008 £'000	**30 June 2007 £'000**
ConRoast technology agreement		
Development costs	2 370	4 248

The ConRoast technology agreement was entered into between Mintek and Braemore Platinum Limited (E & W) (formerly Independence Platinum Limited) and Braemore Base Metal Refiners (Pty) Ltd (formerly Independence Base Metal Refiners (Pty) Ltd), and Atomaer RSA Pty Ltd on 30 May 2006.

In terms of the agreement, Mintek has granted exclusive rights to Braemore Platinum Limited (a wholly-subsidiary of Braemore Resources Pic) to use the ConRoast technology and the metal slag technology for the recovery of PGM subject to Braemore Platinum Limited conducting and funding through Braemore Base Metal Refiners (Pty) Ltd a programme of work and development expenditure of no less than US$15 million on the commercial development of ConRoast technology and the evaluation of the project in terms of a definitive feasibility study for the development and operation of a ConRoast smelter and the associated Base Metal Refinery.

Engineering services for the generation of a cost estimate for the nominal 10MW smelter

This agreement was entered between Braemore Platinum Smelters (Pty) Ltd and TWP Consulting (Pty) Ltd on 26 June 2007. The agreement deals with the generation of a class three control estimate for the 10MW smelter. A class three estimate aims to provide a definitive control budget within an accuracy of +10% to – 5%. The study will be completed to enable Braemore Platinum Smelters (Pty) Ltd to secure suitable financial support to proceed with the project implementation by 1 July 2008, to enable the 10MW smelter to be ready for commission by Q4 2010.

Environmental management services for the proposed 10MW smelter

This agreement was entered into between Braemore Platinum Smelters (Pty) Ltd and TWP Consulting Environmental Services (Pty) Ltd on 26 June 2007. This environmental service contract will continue independently from the engineering study once completed to support TWP Consulting Environmental Services (Pty) and Braemore Platinum Smelters (Pty) Ltd with the required permitting, for Braemore Platinum Smelters (Pty) Ltd to continue with the design, construction operation and the decommissioning of the 10MW smelter. At 30 June 2008, commitment is for £88,000 (2007: £272,000).

	30 June 2008 £'000	**30 June 2007 £'000**	**30 June 2006 £'000**
Operating lease commitments			
Leasing arrangements			
Operating leases relate to office facilities.			
Non-cancellable operating lease payments			
Not longer than one year	152	97	–
Longer than one year and not longer than five years	236	161	–
Longer than five years	–	18	–
	388	276	–

7.22 **Related party transaction**

Transactions between related parties

Transactions between related parties are on normal commercial terms and conditions on no more favourable than those available to other parties unless otherwise stated.

	30 June 2008 £'000	**30 June 2007 £'000**
Atomaer Australia Pty Ltd	489	638
Atomaer (RSA) Pty Ltd	18	90
CSA Australia Pty Ltd	24	16
Amounts payable to related parties at 30 June		
Atomaer Australia Pty Ltd	409	163
Atomaer (RSA) Pty Ltd	–	5
CSA Australia Pty Ltd	3	–

The above relate to expenditure charged by the above companies to the group's subsidiaries, Braemore Nickel Pty Limited and Braemore Platinum Smelters, and capitalised in the balance sheet at 30 June 2007 under deferred evaluation and exploration expenditure. Included within the prior year transactions with Atomaer Australia Pty Ltd of £638,000 is the reimbursement of £373,000 loaned by Atomaer Australia Pty Ltd to Braemore Base Metal Refiners to fund exploration expenditure, and £10,000 for the nickel rights to Braemore Platinum Limited.

Atomaer Australia Pty Ltd and Atomaer (RSA) Pty Ltd are related to the company's ultimate controlling party, Atomaer Holdings (Pty) Limited.

CSA Australia Pty Limited is a company in which Michael Elias is a director.

The company has entered into a joint lease of office facilities with Altona Resources Pic, a related party due to common directors. At 30 June 2008, there was £nil owing to/from Altona Resources Pic (2007: £ nil).

7.23 **Post-balance sheet events**

On 2 July 2008 the company issued 100,008,000 ordinary shares at 6.5p to raise gross funds of £6,500,520.

On 16 July 2008, the company commenced trading in the "Platinum & Precious Metals" sector of the JSE Limited in South Africa.

The company issued Leon Coetzer with 10,750,000 options on his commencement date with the company on 1 September 2008.

7.24 **Ultimate controlling company**

During the year ended 30 June 2008 the holding of Atomaer Holdings (Pty) Ltd fell to 43.52% (2007: 44.68%) as a result of the company issuing 17,808,715 new shares. Subsequent to year end, this holding has reduced to 39.9% as a result of a capital raising.

7.25 **Transition from UK GAAP to IFRS**

	30 June 2006 £'000
Loss for the financial period reported under UK GAAP	351
Share options expensed	551
Loss for the financial period restated under IFRS	902

IFRS 2 : Share-based Payments, required the company to fair value share options issued. In 2006, the company issued 25 000 000 options to directors, consultants/contractors and a third party engaged on the company's IPO. The fair value of the options issued was £560 000, with £551 000 being expensed to the Income statement and £9 000 being allocated to share premium reserve. The net assets of the group and the company remained unchanged as a result of the adoption of IFRS.

8. **MATERIAL CHANGES**

The directors of Braemore are not aware of that material changes have taken place in the financial position or nature of the company between 31 December 2008 and the date of this report, other than those set out in the circular.

9. **DIRECTORS' COMMENTARY**

31 December 2008

The unaudited financial results for the six months ended 31 December 2008 showed revenue of £1 988 000 from its smelting activities. However, extraordinary items, including the smelter shutdown and installation of a new smelter reduced PGM production for nearly three months whilst overheads were still incurred, resulting in an after-tax loss for the period of £4 400 000 (loss per share: 0.56p). Specific events that contributed to the increased expenditure and losses were:

- About 50% of the after-tax loss can be attributed to the settlement of a single old-order contract that may have exposed the Company to market volatility around PGM prices and unfavourable processing terms. This contract was concluded and replaced the by new contracts with both Anglo Platinum Limited ("Anglo Platinum") and Northam Platinum Limited ("Northam"). The new contracts are cash positive, with significantly reduced price exposure.
- The JSE Limited listing completed in July 2008 with the associated legal and compliance expenses at a cost of £351 000.
- The decommissioning of the 1.5MW smelter and the subsequent construction and commissioning of the larger 3.2MW ConRoast smelter expansion, as part of the commercialisation of the technology. During the period there was reduced production as the previous smelter was taken offline to replace it with the new smelter. Consequently no production resulted in September 2008 and extraordinary unit costs were incurred during this phase.
- The commitments of the Leinster Nickel Project testwork and reports required by BHP Billiton ("BHPB") to conclude the scoping study.
- The acceleration of the research programme to conclude the process flow sheet for the hydrometallurgical refining of the PGM iron alloy.

Operationally, Braemore Platinum completed the successful installation of its 3.2MW ConRoast smelter in Johannesburg and secured two new off-take agreements from well-established PGM producers, Northam and Anglo Platinum, thereby guaranteeing PGM concentrate feed supply for its proven smelting technology. These new off-take agreements allowed the company to replace the older contracts that had just been completed. These older contracts may have exposed the company to PGM market volatility, at a time when decreasing prices were sharply reducing margins.

Braemore Nickel continued to engineer the design of a cost effective processing solution for the Leinster Tailings Project. The quality of this work assisted in strengthening the relationship between BHPB and Braemore. Braemore continued to accelerate towards the completion of its research and development phase for both its nickel and platinum projects. It attained this critical goal for the platinum division in March 2009 with the completion of its refining strategy, allowing the Company to now focus on the full commercialisation of the smelting and refining process.

30 June 2008

The year saw Braemore make significant progress in both the nickel and platinum arenas.

The development of the company's Australian nickel strategy continued at a steady pace. The initial metallurgical testwork done on the Leinster nickel sulphide tailings using sophisticated leaching technologies indicated reduced acid consumption during the leaching process and produced nickel yields and dissolution rates greater than 90% in eight hours. Additional testwork combining technologies had improved on these leaching results. In addition, testwork on recovery of sulphur for acid regeneration had implications in terms of reduced acid consumption. These were considerable advantages when applied to the capital and operating costs of the Leinster project and reinforced managements belief that by having access to such technologies, the company had the ability to transform the environmental impact and financial returns associated with the treatment of these tailings. Braemore's agreement with BHP Billiton gave the company access to some 164 million tonnes of sulphide nickel tailings, assessed to contain some 486,000 tonnes of nickel, at BHP Billiton's Leinster, Mt Keith and Kambalda projects.

The platinum arm of the company had a successful year, and good progress was made at the ConRoast smelting facility in Johannesburg. This facility was developed with Mintek, South Africa's national mineral research organisation and a world leader in mineral processing and extractive metallurgy. The smelting facility had been operating since October 2007 and had smelted 8,279 tonnes of low grade PGM, high-chromium content smelter feed and produced approximately 15,000 ounces of PGMs (3 PGMs + Au) in granulated alloy form. Most of this material had been successfully sold via sales contracts to international refiners and South African PGM producers, all of whom had expressed satisfaction with the PGM and base metal product. The facility was upgraded shortly after the financial year end and operation resumed in September 2008, with expected annual production levels of up to 70,000 PGM ounces, depending on feed grade.

The ConRoast process provided considerable advantages from both an environmental and operational perspective and the company is now able to offer smelting capacity to the emerging UG2 platinum producers that are currently hampered by constraints and penalties imposed by traditional smelting facilities. This was a function of the high-chrome content of the UG2 ore being mined and its incompatibility with traditional smelters.

REPORTING ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF BRAEMORE

The Directors
Jubilee Platinum plc
6 Pinewood Office Park
33 Riley Road
Woodmead
Sandton
Johannesburg
South Africa

4th Floor
2 Cromwell Place
London SW7 2JE
United Kingdom

8 September 2009

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE REPORT OF CONSOLIDATED HISTORICAL FINANCIAL INFORMATION OF BRAEMORE RESOURCES PLC

Introduction

At your request, we present our reporting accountants' report on the report of consolidated historical financial information of Braemore Resources Plc ("Braemore") and its subsidiaries (the "group") for six months ended 31 December 2008 and the years ended 30 June 2008, 30 June 2007 and 30 June 2006 ("historical financial information"), for the purposes of complying with the JSE Limited's Listings Requirements (the "Listings Requirements") and for inclusion in the circular dated 14 September 2009 ("circular"). Chapman Davis LLP, London is the auditor to the group and we are the independent reporting accountant for purposes of the circular.

Responsibility of the directors

The directors of Jubilee are responsible for the compilation, contents and preparation of the circular in accordance with the Listings Requirements. The directors of Braemore are responsible for the fair presentation in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board of the historical financial information contained therein to which this reporting accountants' report relates.

Responsibility of the independent reporting accountants

Our responsibility is to express a review conclusion on the historical financial information for the six months ended 31 December 2008, an audit opinion on the historical financial information for the year ended 30 June 2008 and review conclusions on the historical financial information for the years ended 30 June 2007 and 30 June 2006 included in Annexure 3 to the circular based on our reviews and audit, respectively.

Historical financial information for the six months ended 31 December 2008

Introduction

We have reviewed the historical financial information for the six months ended 31 December 2008 attached as Annexure 3 to the circular prepared in accordance with IFRS.

Scope of review

We conducted our review of the historical financial information for the six months ended 31 December 2008 in accordance with the procedures described in International Standard on Review Engagements ISRE 2410: *Review of Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the historical financial information for the six months ended 31 December 2008 on the basis of our review.

Conclusion on historical financial information for the six months ended 31 December 2008

Based on our review, nothing has come to our attention that causes us to believe that the historical financial information for the six months ended 31 December 2008 included in the circular is not fairly presented, in all material respects, in accordance with the recognition and measurement requirements of IFRS, the presentation and disclosure requirements of the IFRS on Interim Financial Reporting (IAS 34: Interim Financial Reporting) and in the manner required by the Listings Requirements.

Historical financial information for the year ended 30 June 2008

Introduction

We have audited the historical financial information for the year ended 30 June 2008 attached as Annexure 3 to the circular prepared in accordance with IFRS.

Responsibility of the independent reporting accountants' on the historical financial information for the year ended 30 June 2008

We conducted our audit of the historical financial information for the year ended 30 June 2008 in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the historical financial information for the year ended 30 June 2008 is free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the abovementioned historical financial information for the year ended 30 June 2008. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the historical financial information for the year ended 30 June 2008, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the historical financial information for the year ended 30 June 2008 in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the historical financial information for the year ended 30 June 2008.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion on historical financial information for the year ended 30 June 2008

In our opinion, the historical financial information for the year ended 30 June 2008, included in the circular presents fairly, in all material respects, the financial position of Braemore and its financial performance and its cash flows for the year ended 30 June 2008 in accordance with IFRS and in the manner required by the Listings Requirements.

Historical financial information for the years ended 30 June 2007 and 30 June 2006

Introduction

We have reviewed the historical financial information for the years ended 30 June 2007 and 30 June 2006 attached as Annexure 3 to the circular prepared in accordance with the International Standard on Review Engagements ISRE 2400: *Engagements to Review Financial Statements*.

Scope of our review

We conducted our review of the historical financial information for the years ended 30 June 2007 and 30 June 2006 in accordance with International Standard on Review Engagements ISRE 2400*: Engagements to Review Financial Statements*. This standard requires that we plan and perform the reviews to obtain moderate assurance that the historical financial information for the years ended 30 June 2007 and 30 June 2006 is free of material misstatement. A review is limited primarily to enquiries of company personnel and to analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit, and we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the historical financial information for the years ended 30 June 2007 and 30 June 2006 included in the circular is not fairly presented, in all material respects, in accordance with the IFRS and in the manner required by the Listings Requirements.

Moore Stephens MWM Inc.

Per Nick Lazanakis
Chartered Accountant (SA)
Registered Auditor
Director

7 West Street
Houghton
2198

DETAILS OF PLACEES

Name of Institution – Placee	Allocation in Jubilee shares	Percentage of Jubilee
Ambrian Partners Limited	166 670	0.07
CFS Independent Limited	250 000	0.11
City Equities Limited	1 000 000	0.45
Hargreave Hale Limited	833 400	0.37
JM Finn & Company	333 396	0.15
JO Hambro Capital Management Limited	333 400	0.15
JP Morgan	2 500 000	1.12
M&G Investments	33 438 948	14.98
Octopus Investments Limited	3 333 400	1.49
Old Park Lane Capital	66 670	0.03
Savoy Investment Management Limited	250 000	0.11
Shore Capital Stockbrokers Limited	166 670	0.07
Walker Crips Group plc	851 670	0.38
Winterflood Securities Limited	642 442	0.29
	44 166 666	19.79

PRICE HISTORY OF JUBILEE SHARES ON THE JSE

Date	High(c)	Low(c)	Close(c)	Volume
Quarterly				
31/12/2007	1 440	1 040	1 200	9 479 088
28/09/2007	1 785	1 100	1 400	4 453 508
29/06/2007	2 000	1 400	1 740	11 378 994
30/03/2007	1 500	900	1 400	1 321 609
Monthly				
31/12/2008	185	138	160	1 436 359
28/11/2008	380	150	178	6 707 388
31/10/2008	340	178	208	7 454 861
30/09/2008	615	307	314	3 349 895
29/08/2008	660	490	615	6 073 388
31/07/2008	869	470	575	5 336 469
30/06/2008	1 100	830	869	4 931 619
30/05/2008	1 300	1 010	1 075	6 289 680
30/04/2008	1 550	1 200	1 210	9 533 499
31/03/2008	1 400	1 040	1 250	2 060 729
29/02/2008	1 200	900	1 040	2 662 813
31/01/2008	1 200	930	940	2 413 249
Daily				
07/09/2009	415	400	400	82 598
04/09/2009	424	410	410	51 219
03/09/2009	415	400	415	217 756
02/09/2009	410	400	400	10 479
01/09/2009	416	400	415	96 964
31/08/2009	420	410	410	5 453
28/08/2009	438	400	420	73 032
27/08/2009	438	390	410	207 060
26/08/2009	459	415	425	159 728
25/08/2009	455	436	449	40 070
24/08/2009	465	421	465	65 933
21/08/2009	466	450	455	104 550
20/08/2009	475	461	475	76 163
19/08/2009	470	461	462	7 052
18/08/2009	490	465	474	52 171
17/08/2009	485	475	485	16 465
14/08/2009	500	500	500	18 922
13/08/2009	505	490	505	132 838
12/08/2009	500	490	490	12 389
11/08/2009	505	500	500	207 000
07/08/2009	505	450	500	85 185
06/08/2009	504	492	492	61 931
05/08/2009	505	500	505	81 586
04/08/2009	525	490	500	57 056
03/08/2009	505	485	505	55 991
31/07/2009	500	485	497	25 345
30/07/2009	490	472	483	12 215
29/07/2009	490	472	472	10 867
28/07/2009	505	480	494	64 830
27/07/2009	505	495	495	155 590
24/07/2009	505	475	492	26 890
23/07/2009	494	470	487	96 316

Date	High(c)	Low(c)	Close(c)	Volume
Daily				
22/07/2009	498	486	486	27 215
21/07/2009	510	495	498	79 260
20/07/2009	525	505	512	96 816
17/07/2009	535	520	525	11 040
16/07/2009	575	545	550	161 975
15/07/2009	572	530	540	134 942
14/07/2009	573	529	550	92 751
13/07/2009	550	515	525	21 225
10/07/2009	593	545	553	111 392
09/07/2009	535	470	525	168 740
08/07/2009	485	450	470	202 306
07/07/2009	512	482	495	99 670
06/07/2009	540	480	512	271 750
03/07/2009	650	525	625	675 573
02/07/2009	645	525	610	201 043
01/07/2009	665	590	605	165 540
30/06/2009	819	645	675	1 812 076
29/06/2009	700	460	700	550 723
26/06/2009	485	426	479	165 491
25/06/2009	515	455	470	168 274
24/06/2009	449	370	429	129 999
23/06/2009	440	410	420	180 204
22/06/2009	500	410	425	186 798
19/06/2009	525	470	515	84 275
18/06/2009	486	420	470	211 418
17/06/2009	512	490	500	110 100
15/06/2009	570	485	511	184 727
12/06/2009	585	535	550	314 959
11/06/2009	630	575	590	143 988
10/06/2009	630	547	600	270 290
09/06/2009	559	450	545	445 096
08/06/2009	680	550	575	392 206
05/06/2009	750	605	670	886 497
04/06/2009	680	385	583	2 591 756
03/06/2009	460	390	410	430 614
02/06/2009	400	370	391	611 840
01/06/2009	375	307	363	361 018
29/05/2009	310	290	305	523 088
28/05/2009	300	286	295	226 755
27/05/2009	305	251	295	501 001
26/05/2009	255	248	255	111 760
25/05/2009	260	260	260	5 385
22/05/2009	269	260	260	65 455
21/05/2009	255	250	250	121 300
20/05/2009	260	250	254	197 600
19/05/2009	259	248	252	68 071
18/05/2009	249	225	247	71 500
15/05/2009	240	208	240	44 407
14/05/2009	215	205	209	32 036
13/05/2009	252	227	227	134 089
12/05/2009	260	251	260	189 695
11/05/2009	266	231	255	622 309
08/05/2009	237	200	230	1 155 032

Jubilee Platinum

JUBILEE PLATINUM PLC

(a company incorporated in England and Wales)
(Registration number 4459850)
AIM:JLP JSE: JBL ISIN: GB0031852162
("Jubilee" or "the company")

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of ordinary shareholders of the company will be held at The Pelham Hotel, 15 Cromwell Place, London SW7 2LA, United Kingdom at 11:00 on Wednesday, 7 October 2009, for the purpose of considering and, if deemed fit, passing the ordinary resolutions and special resolutions set out below:

ORDINARY RESOLUTION NUMBER 1

"**Resolved that** the implementation agreement in terms of which Jubilee Platinum plc will acquire all the issued and to be issued shares in the capital of Braemore Resources plc, copies of which agreement have been available for inspection and have been initialled by the chairman for purposes of identification, be and is hereby approved, ratified and adopted."

ORDINARY RESOLUTION NUMBER 2

"**Resolved that** the directors of Jubilee be and are hereby authorised, by way of a specific authority, in terms of Section 221 of the Companies Act, 1973 (Act 61 of 1973) of the Republic of South Africa, as amended, and in accordance with section 5.51 of the Listings Requirements of the JSE Limited, to issue a maximum of 44 166 666 ordinary shares to public shareholders on the terms and conditions set out in the circular dated 14 September 2009."

It must be noted that ordinary resolution number 2 is to be approved by not less than a 75% majority of the votes cast by shareholders, present or represented by proxy at the general meeting for this resolution to become effective.

ORDINARY RESOLUTION NUMBER 3

"**Resolved that** any director of the company and the company secretary be and they are hereby authorised to do all such things and to sign all such documents as may be necessary to give effect to ordinary resolution number 1 above."

ORDINARY RESOLUTION NUMBER 4

"Resolved that the directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 of the United Kingdom ("the Act"), in substitution for all previous powers granted to them (but without prejudice to the continuing power of the directors to allot shares in the company or grant rights to subscribe for, or convert any security into shares in the company (together "relevant securities") pursuant to an offer or agreement made by the company before the date this resolution is passed), to exercise all the powers of the company to allot and make offers to allot relevant securities up to an aggregate nominal amount £2 000 000; such authority shall, unless previously renewed, extended, revoked or varied by the company in general meeting, expire on the conclusion of the Annual General Meeting of the company to be held in 2010 or 31 December 2010 (whichever is earlier) provided that the company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement; as if the authority conferred hereby had not expired."

SPECIAL RESOLUTION NUMBER 1

"Resolved that the Directors be and they are hereby empowered pursuant to Sections 570 and 571 of the Companies Act 2006 of the United Kingdom ("the Act") and in terms of the Listing Requirements of the JSE Limited, in substitution for all previous powers granted thereunder, to allot equity securities (within the meaning of Section 560 of the Act), for cash pursuant to the authority granted by resolution 4 above as if Section 561(1) of the Act did not apply to:

(a) the allotment of equity securities on a *pro rata* basis in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them, but subject to such exclusions and other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas holders, fractional entitlements or otherwise;

(b) the allotment of equity securities with an aggregate nominal value of up to £441 666.66 in connection with a placing announced by the company on 7 August 2009; and

(c) the allotment (other than pursuant to sub-paragraph (a) or (b) above) of equity securities with a nominal value of up to £334 744.00 (representing approximately 15 per cent of the issued share capital of the company following the implementation of the transactions (as defined in the circular) in aggregate;

provided that this power shall expire at the conclusion of the Annual General Meeting of the company to be held in 2010 or 31 December 2010 (whichever is earlier), save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. The following conditions must also be met:

- that securities be of a class already in issue;
- that securities be issued to public shareholders and not to related parties;
- that a paid press announcement giving full details, including the impact on net asset value and earnings per share, be published at the time of any issue representing, on a cumulative basis within a financial year, 5% or more of the number of securities in issue prior to the issue/s;
- that issues in the aggregate in any one financial year shall not exceed 15% of the company's issued share capital of that class; and
- that, in determining the price at which an issue of securities will be made in terms of this authority, the maximum discount permitted shall be 10% of the weighted average traded price of those securities over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors."

The reason for this special resolution number 1 is to empower the directors of the company to allot equity securities for cash in terms of the Act in order to give effect to the provisions of the placement agreement and the effect thereof is to allow the allotment of equity securities for cash to the placees in terms of the Act.

SPECIAL RESOLUTION NUMBER 2

"Resolved that the Articles of Association contained in a document produced to the meeting and signed by the chairman for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with immediate effect."

The reason for this special resolution number 2 is the replacement of the company's articles of association with new articles of association and the effect thereof is the adoption of new articles of association with immediate effect.

VOTING AND PROXIES

Each shareholder who, being a natural person is present in person or by proxy, or, being a company, is present by representative proxy at the general meeting is entitled to one vote on a show of hands. On a poll, each shareholder, whether present in person or by proxy, or by representation, is entitled to one vote for each share held.

A form of proxy (blue) is attached for use by certificated or "own name" shareholders who are unable to attend the general meeting but wish to be represented thereat. They are required to complete and return the form of proxy so as to be received by the South African transfer secretaries of the company, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or the United Kingdom registrars, Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield HD8 0LA, by not later than 11:00 on Monday, 5 October 2009.

In terms of the custody agreements entered into by dematerialised shareholders and their CSDP's, CREST holders, or brokers:

– dematerialised shareholders, other than own name shareholders who wish to attend the general meeting, must instruct their CSDP, CREST holder, or broker to issue them with the necessary letters of representation to attend the general meeting;

– dematerialised shareholders, other than own name shareholders who wish to be represented at the general meeting by way of proxy, must provide their CSDP, CREST holder or broker with their voting instructions by the cut-off time or date advised by their CSDP, CREST holder, or broker for transactions of this nature.

Each certificated or own name dematerialised shareholder entitled to attend and vote at the general meeting may appoint one or more proxies (none of whom need be a Jubilee shareholder) to attend, speak and vote in his/her stead. The completion and lodging of a form of proxy will not preclude a shareholder from attending the general meeting and speaking and voting thereat to the exclusion of the proxy so appointed.

By order of the board

Andrew Sarosi
Executive Director

London
14 September 2009

JUBILEE PLATINUM PLC

(a company incorporated in England and Wales)
(Registration number 4459850)
AIM:JLP JSE: JBL ISIN: GB0031852162
("Jubilee" or "the company")

FORM OF PROXY

FOR USE BY CERTIFICATED AND "OWN NAME" DEMATERIALISED ORDINARY SHAREHOLDERS ONLY

A certificated or own name dematerialised Jubilee ordinary shareholder entitled to attend and vote at the general meeting to be held at The Pelham Hotel, 15 Cromwell Place, London SW7 2LA, United Kingdom at 11:00 on Wednesday, 7 October 2009 is entitled to appoint a proxy, or proxies, to attend, speak and vote thereat in his/her stead.A proxy need not be a shareholder of the company. All forms of proxy must be received by the South African transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or the United Kingdom registrars, Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield HD8 0LA, by not later than 11:00 on Monday, 5 October 2009.

Dematerialised shareholders who wish to attend the general meeting or vote by way of proxy must contact their CSDP, CREST holder, or broker who will provide them with the necessary letters of representation to vote or carry out their instructions. This must be effected in terms of the custody agreement entered into between the shareholder and the CSDP, CREST holder, or broker.

I/We (NAME IN FULL – IN BLOCK LETTERS)

Of (address)

being the holder(s) of: ordinary shares

in the company, hereby appoint (see note 1):

1. or failing him/her,
2. or failing him/her,
3. the chairman of the general meeting,

as my/ our proxy to act for me/ us on my/our behalf at the general meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at each adjournment thereof and to vote for or against the said resolutions or to abstain from voting in respect of the shares in the issued capital of the company registered in my/our name(s), in accordance with the following instructions (see note 2):

	For	Against	Abstain
Ordinary resolution number 1 Approval of the Braemore acquisition			
Ordinary resolution number 2 Approval of the specific issue of shares for cash			
Ordinary resolution number 3 To allow a director and company secretary to do all such things and to sign all such documents as may be necessary to implement ordinary resolution number 1			
Ordinary resolution number 4 To authorise the directors to issue relevant securities pursuant to Section 551 of the United Kingdom Companies Act 2006			
Special resolution number 1 To disapply the statutory pre-emption rights contained in Section 561(1) of the United Kingdom Companies Act 2006			
Special resolution number 2 Adoption of new Articles of Association			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast.However, if you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote (see note 2).

Signed at on 2009

Signature

Assisted by me (where applicable)

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, speak and vote in place of that member at the general meeting.

Please read the notes on the reverse side of this form of proxy

Notes:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the company specifies that only those members registered on the company's register of members at: 18:00 on Monday, 5 October 2009; or, if the general meeting is adjourned, at 18:00 on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the general meeting.
2. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting "the chairman of the general meeting", but any such deletion must be initialled by the member. The person whose name stands first on this form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. A proxy does not need to be a member of the company but must attend the general meeting to represent you. If you wish your proxy to speak on your behalf at the general meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all the member's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
5. Forms of proxy must be lodged with or posted to the South African transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) or the United Kingdom registrars, Capita Registrars, Northern House, Woodsome Park, Fenay Bridge, Huddersfield HD8 0LA, to be received by not later than 11:00 on Monday, 5 October 2009.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Computershare Investor Services (Pty) Limited or Capita Registrars who will arrange for the appropriate documentation to be provided to you.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's transfer secretaries or United Kingdom registrars or waived by the chairman of the general meeting.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory/(ies).
10. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the South African transfer secretaries or United Kingdom registrars of the company.
11. The chairman of the general meeting may accept any form of proxy which is completed, other than in accordance with these notes, if the chairman of the general meeting is satisfied as to the manner in which the shareholder wishes to vote.
12. The date must be filled in on this form of proxy when it is signed.
13. As at 18:00 on Thursday, 10 September 2009, the company's issued share capital comprised 129 007 437 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the company and, therefore, the total number of voting rights in the company as at 18:00 on Thursday, 10 September 2009 was 129 007 437.

Jubilee Platinum

JUBILEE PLATINUM PLC

(a company incorporated in England and Wales)
(Registration number 4459850)
AIM:JLP JSE: JBL ISIN: GB0031852162
("Jubilee" or "the company")

REVISED LISTING PARTICULARS

These revised listing particulars have been prepared on the assumption that the ordinary and special resolutions, proposed in terms of the notice of general meeting forming part of the circular to shareholders of Jubilee with which these revised listing particulars are enclosed, will be duly passed and, where applicable, registered by the Companies and Intellectual Property Registration Office and that the transactions detailed in the circular have been implemented.

These revised listing particulars are not an invitation to the public to subscribe for shares in the company but are issued in compliance with the Listings Requirements of the JSE Limited ("JSE") for the purpose of providing information to the public, shareholders and investors with regard to Jubilee.

The JSE has granted the company a listing of an additional 94 155 219 ordinary shares, to the existing issued share capital, with effect from the commencement of trade on Monday, 26 October 2009.

The directors of the company, whose names are given in paragraph 4 of these revised listing particulars, accept, collectively and individually, full responsibility for the accuracy of the information contained herein and certify that, to the best of their knowledge and belief, there are no omissions or facts or considerations which would make any statements of fact or opinion contained in these revised listing particulars false or misleading and that all reasonable enquiries to ascertain such facts have been made and that these revised listing particulars contain all information required by the Listings Requirements of the JSE.

The reporting accountants and auditors, competent person, sponsor and corporate adviser and nominated adviser and broker have given, and not withdrawn prior to the publication of this circular, their respective consents to the inclusion of their names in the capacities stated in the circular (including these revised listing particulars).

Sponsor and Corporate Adviser	Competent Person	Reporting Accountants
sasfin CAPITAL	VENMYN Independence you can trust	MOORE STEPHENS CHARTERED ACCOUNTANTS (SA)
United Kingdom Legal Advisers	**South African Legal Advisers**	**Nominated Adviser and Broker**
FASKEN MARTINEAU	EVERSHEDS	finnCap

Date of issue: 14 September 2009

These revised listings particulars are only available in English and copies thereof may be obtained from the offices of Jubilee and the offices of the transfer secretaries, the addresses of which are set out in the "Corporate information and advisers" section of these revised listing particulars from 14 September 2009 to 7 October 2009.

CONTENTS

CORPORATE INFORMATION AND ADVISERS

Secretary and Registered Office

Capita Company Secretaries

United Kingdom

4th Floor
2 Cromwell Place
London SW7 2JE

South Africa

6 Pinewood Office Park
33 Riley Road
Woodmead
Sandton

Date and place of incorporation

12 June 2002 –
United Kingdom

Competent Person

Venmyn
1st Floor, Block G
Rochester Place
173 Rivonia Road
Sandton, 2146
(PO Box 782761, Sandton, 2146)

Sponsor and Corporate Adviser

Sasfin Capital
(A division of Sasfin Bank Limited)
(Registration number 1951/002280/06)
13 – 15 Scott Street
Waverley 2090
(PO Box 95104, Grant Park, 2051)

Nominated Adviser and Broker

FinnCap
4 Coleman Street
London EC 2R 5TA

South African Corporate Law Advisors

Eversheds
22 Fredman Drive
Sandton
Johannesburg
South Africa
(PO Box 78333, Sandton, 2146)

Auditors

Saffery Champness Chartered Accountants,
Registered Auditors
Lion House
Red Lion Street
London WC1R 4GB

United Kingdom Corporate Law Advisors

Fasken Martineau LLP
17 Hanover Square
London W1S 1HU
United Kingdom

Reporting Accountants

Moore Stephens
7 West Street
Houghton 2198
Johannesburg
(PO Box 1574, Houghton, 2041

South African Transfer Secretaries

Computershare Investor Services (Proprietary) Limited
(Registration number 2004/003647/07)
70 Marshall Street
Johannesburg 2001
(PO Box 61051, Marshalltown, 2107)

United Kingdom Registrars

Capita Registrars
Northern House
Woodsome Park
Fenay Bridge
Huddersfield HD8 0LA

DEFINITIONS AND INTERPRETATION

In these revised listing particulars, unless the context indicates otherwise, reference to the singular shall include the plural and *vice versa*, words denoting one gender include the others, words and expressions denoting natural persons include juristic persons and associations of persons and *vice versa* and words and expressions have the same meanings assigned to them in the circular to Jubilee shareholders, dated 14 September 2009, with which these revised listing particulars are enclosed.

"Act"	the Companies Act 1985 of the United Kingdom, as amended or, where relevant, the Companies Act 2006 of the United Kingdom and where any specific provision of the Companies Act 1985 is referred to, this will include, where relevant, any equivalent provision of the Companies Act 2006;
"AIM"	the AIM Market of the London Stock Exchange;
"announcement date"	the date of the detailed announcement of the transaction, being 3 July 2009;
"articles of association"	the articles of association of Jubilee;
"Braemore"	Braemore Resources plc (registration number 535055), a public company incorporated in accordance with the laws of England and Wales, the shares of which were quoted on AIM and listed on the Main Board of the JSE, a wholly owned subsidiary of Jubilee, after implementation of the scheme;
"Braemore acquisition"	the acquisition of the entire issued and to be issued share capital of Braemore by Jubilee in terms of the implementation agreement and offer as described in the circular;
"Braemore shareholders"	all registered holders of Braemore shares prior to the scheme;
"Braemore shares"	the existing ordinary shares of 0.1 pence each in the capital of Braemore;
"the board" or "the directors"	the board of directors of Jubilee, whose names are reflected in paragraph 4 of these revised listing particulars;
"certificated shares"	Jubilee shares held in the form of certificates or other documents of title and which have not yet been surrendered for dematerialisation in terms of Strate;
"certificated shareholders"	Jubilee shareholders holding certificated shares;
"circular"	the circular and its annexures with which these revised listing particulars are enclosed;
"consideration" or "scheme consideration"	the consideration due under the scheme to Braemore shareholders on the basis set out in the circular, consisting of 1 new Jubilee share for every 15.818 Braemore shares;
"conventional offer"	the take-over offer to be made by or on behalf of Jubilee, at its election, to acquire the entire issued and to be issued share capital of Braemore within the meaning of Part 28 of the Act;
"Court"	the High Court of Justice in England and Wales;
"CPR"	a report prepared and signed by one or more Competent Person(s) as defined in section 12.1 of the Listings Requirements of the JSE and in these revised listing particulars the CPR prepared by Venmyn on Jubilee's mineral rights in accordance with SAMREC Code

	requirements an executive summary of which is appended hereto as Appendix 1 and the full text of which will lie for inspection in terms of paragraph 13 of the circular and is available on the company's website at www.jubileeplatinum.com;
"DMR"	Department of Mineral Resources of South Africa;
"enlarged group"	the Jubilee Group, as enlarged by the acquisition of Braemore;
"GBP"	Great Britain Pound, the lawful currency of the United Kingdom;
"general meeting"	the general meeting of ordinary shareholders convened in terms of the notice set out in the circular, to be held at 11:00 on Wednesday, 7 October 2009 at The Pelham Hotel, 15 Cromwell Place, London SW7 2LA, United Kingdom, or any adjournment thereof;
"group" or "Jubilee group"	Jubilee and its subsidiaries, referred to collectively;
"IFRS"	International Financial Reporting Standards;
"implementation agreement"	the agreement entered into between Jubilee and Braemore, dated 3 July 2009, in terms of which Jubilee will acquire the entire issued and to be issued share capital of Braemore by means of the scheme or the conventional offer;
"JSE"	JSE Limited, a company duly registered and incorporated with limited liability under the company laws of South Africa under registration number 2007/022939/06, licensed as an exchange under the Securities Services Act, 2004;
"Jubilee" or "the company"	Jubilee Platinum plc (registration number 4459850), a public company incorporated in accordance with the laws of England and Wales, the shares of which are quoted on AIM and listed on the JSE;
"Jubilee shareholders" or "shareholders"	all registered holders of Jubilee ordinary shares;
"Jubilee shares" or "ordinary shares" or "shares"	the ordinary shares in the capital of the company with a par value of 1 pence each, which are quoted on AIM and listed on the JSE;
"last practicable date"	7 September 2009, being the last practicable date prior to finalisation of the circular and these revised listing particulars;
"Maude Mining"	Maude Mining and Exploration (Proprietary) Limited (registration number 2003/008917/07), a private company incorporated in accordance with the laws of South Africa, a majority owned subsidiary of Jubilee;
"MPRDA"	Mineral and Petroleum Resources Development Act (Act 28 of 2002), as amended;
"new Braemore shares"	the new Braemore Shares to be created in accordance with the scheme;
"new Jubilee shares"	the new Jubilee Shares to be allotted and issued to Braemore shareholders pursuant to the scheme which, after their issue, will rank *pari passu* in all respects with the existing Jubilee Shares;
"offer"	the recommended offer being made by Jubilee to acquire the entire issued, and to be issued, share capital of Braemore, which offer is to be effected by means of the scheme or, at the election of Jubilee, a conventional offer, and where the context requires, any subsequent revision, variation, extension or renewal of such offer;
"PGE"	Platinum Group Elements;

"3 PGE + Au"	platinum, palladium, rhodium and gold;
"6 PGE + Au"	platinum, palladium, rhodium, ruthenium, iridium, osmium and gold;
"PGM"	Platinum Group Metals;
"placement agreement"	the placement agreement entered into between Jubilee and FinnCap dated 7 August 2009, which governs the specific issue;
"placement shares"	44 166 666 new Jubilee shares to be issued and allotted to the placees in terms of the specific issue;
"revised listing particulars"	these revised listing particulars for Jubilee after the transaction;
"SAMREC"	South African Mineral Resource Committee;
"SAMREC Code"	South African Code for Reporting of Mineral Resources and Mineral Reserves;
"scheme"	the scheme of arrangement under Part 26 of the Act (including a reduction of capital) between Braemore and its shareholders;
"scheme shares"	the new Jubilee ordinary shares to be issued to the shareholders of Braemore in terms of the scheme and the circular;
"SENS"	Securities Exchange News Service of the JSE;
"South Africa"	the Republic of South Africa;
"South African transfer secretaries" or "transfer secretaries"	Computershare Investor Services (Proprietary) Limited (registration number 2004/003647/07);
"specific issue"	the specific issue of shares for cash to the placees in terms of the placing agreement as described in paragraph 2.4 of the circular;
"Tjate Platinum"	Tjate Platinum Corporation (Proprietary) Limited, (registration number 2002/028582/07), a private company incorporated in accordance with the laws of South Africa, which holds the converted prospecting rights in respect of the Tjate Project, and in which Jubilee currently holds a beneficial and an economic interest of 63%;
"Tjate Project"	the project currently being undertaken by Tjate Platinum, involving the prospecting for platinum and other minerals as defined in its converted prospecting right no. PR299/2006, on 3 contiguous farms in the Eastern sector of the Bushveld Complex, with a view to commence mining for such minerals upon completion of its bankable feasibility study;
"transactions"	the acquisition of Braemore by Jubilee in terms of the implementation agreement and the scheme, or at the election of Jubilee, the conventional offer and the specific issue of shares for cash to public shareholders of Jubilee as described in the circular, referred to collectively;
"United Kingdom registrars"	Capita Registrars;
"US$"	United States Dollar, the lawful currency of the United States of America;
"Venmyn"	Venmyn Rand (Proprietary) Limited (registration number 1988/004918/07), a private company registered in South Africa, the Competent Person responsible for the CPR;
"VWAP"	Volume Weighted Average Price; and
"ZAR"	South African Rand, the lawfully currency of South Africa.

JUBILEE PLATINUM PLC

(a company incorporated in England and Wales)
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AIM:JLP JSE: JBL ISIN: GB0031852162
("Jubilee" or "the company")

REVISED LISTING PARTICULARS

Directors:

Executive:
Colin Bird *(Chief Executive Officer)*
Andrew Sarosi

Non-executive:
Malcolm Burne *(Chairman)*
Chris Molefe

1. INTRODUCTION

1.1 These revised listing particulars have been issued for the purpose of providing information to the public, shareholders and investors with regard to Jubilee, after the transactions.

1.2 Shareholders are referred to the circular dated 14 September 2009 with which these revised listing particulars are issued containing the rationale for the transactions and the details thereof.

1.3 These revised listing particulars have been prepared on the assumption that the ordinary and special resolutions, proposed in terms of the notice of general meeting forming part of the circular will be duly passed and, where applicable, registered by the Companies and Intellectual Property Registration Office, that the transactions detailed in the circular have been implemented and that the new articles of association of the company have been adopted.

2. INCORPORATION AND HISTORY

Jubilee was incorporated in the United Kingdom on 12 June 2002, it was subsequently listed on AIM on 31 July 2002 and on the JSE Limited on 7 December 2006.

It is a mining exploration and development company with a focus on platinum group and associated metals.

In terms of the circular to shareholders dated 14 September 2009, Jubilee will acquire the entire issued and to be issued share capital of Braemore, which will terminate its listing on AIM and the JSE and which will become a wholly-owned subsidiary of Jubilee. Braemore is focused on the smelting and refining of nickel and platinum group metal concentrates.

3. NATURE OF BUSINESS AND PROSPECTS

3.1 Nature of business

Jubilee's flagship Tjate Project in the eastern Bushveld of South Africa, in which it has a 63% interest, has completed a 42-borehole drilling programme towards Phase 2 of a feasibility study, in order to enable an independent Competent Person, to issue a SAMREC Code compliant mineral resource estimate in the second quarter of 2009. The Tjate project, which has a converted prospecting right, comprises three contiguous farms totalling 5 143 hectares in the eastern Bushveld; namely Dsjate, Fernkloof and Quartz Hil. The farms are located adjacent to and down dip of Impala Platinum's operating Marula PGM mine and of Anglo Platinum's developing Twickenham PGM project.

The company is further involved in an unincorporated joint venture for the platinum group elements on its properties in Bokfontein and Elandsdrift in the western Bushveld of South Africa. It also carries out various exploration activities in Madagascar.

The executive summary of the Jubilee CPR is appended hereto as Appendix 1. The full text of the CPR will lie for inspection in terms of paragraph 13 of the circular and is available on the company's website at www.jubileeplatinum.com.

Braemore, a wholly-owned subsidiary of Jubilee after implementation of the scheme, focuses on the smelting and refining of nickel and platinum group metal concentrates. It has projects in both Australia and South Africa and a smelting facility located at Mintek in South Africa.

In South Africa, a subsidiary of Braemore has an exclusive license agreement to use an alternative roasting and smelting process ("ConRoast process") developed by Mintek. This ConRoast process is particularly amenable for the treatment of PGM concentrates with elevated chrome that traditionally are difficult to process by the conventional smelting methods used by the major platinum companies.

This ConRoast process will be available for use in the South African platinum mining industry for utilization by emerging primary platinum producers and those companies involved in the re-treatment of dumps for recovery of PGMs. It has the potential to be captive to operations with a relatively modest electrical power requirement compared to major smelters.

In Australia, Braemore holds tailings supply agreements with BHP Billiton on three nickel surface dumps in Leinster, Kambalda and Mt Keith containing a combined estimated total of some 500,000 tons of nickel. In its pre-listing statement dated 9 July 2008, issued prior to its listing on the JSE on 16 July 2008, Braemore included a Competent Person's Report on the Leinster tailings in Western Australia. Braemore is in the process of obtaining an updated version of that report. Furthermore a valuation in terms of the SAMVAL Code was performed by the competent person in a document entitled: "Report of the Independent Professional Expert Regarding the Acquisition by Jubilee Platinum plc of the Entire Issued and to be Issued Share Capital of Braemore Resources plc" dated 3 September 2009 by D R de Wit and A Clay. The aforesaid updated version of the Braemore Competent Person's Report and the valuation will be made available for inspection at the company's UK and South African offices and on Jubilee's website at www.jubileeplatinum.com by not later than 21 September 2009. An announcement will be made as soon as the report and valuation are available.

3.2 **Prospects**

Jubilee is an Anglo-South African mining group with its Tjate Project containing a SAMREC-compliant resource of 22 million ounces 3PGE+Au in the Indicated and Inferred resource category and 25 million ounces 6PGE+Au in the Inferred resource category, with a targeted resource for the entire Tjate Project of approximately 70 million ounces 6PGE+Au before geological losses (which resource information was announced by Jubilee on 4 June 2009 and is the responsibility of the Jubilee directors). The addition of Braemore provides the Tjate Project with add-on smelting and refining capability by targeting the production of a high quality refined PGM product with considerable increase in value, thereby further enhancing the net present value of the project.

The enlarged group will consist of highly complementary businesses, which in addition to the Tjate Project, will combine access to Jubilee's other development assets in the western Bushveld Igneous Complex of South Africa, which include projects and treatment rights that are focused on recovering PGMs and Chrome from surface dumps and tailings streams, with Braemore's exclusive rights to the proprietary ConRoast technology for the smelting and intermediate hydrometallurgical refining of PGMs and base metals. Such further value add to any tailings re-treatment, either owned by the enlarged group or by third parties, will result in the company gaining access to early cashflow generation to support the general activities of the enlarged group.

Jubilee will be an emerging platinum producer in South Africa with an exposure to the whole spectrum of activities within the PGM-industry and will therefore demonstrate total capability to handle all aspects pertaining to exploration, mining, dump re-treatment, processing and metal sales. This significant PGM processing capability with its patented technology will be bolstered by the unrealised nickel potential of Braemore in Australia. The directors believe that Jubilee has the potential to become a sustainable force in the South African platinum industry with significant PGM production and will be well positioned to participate in any further consolidation in the platinum industry.

4. DIRECTORS AND MANAGEMENT

The board of directors of the company will be reinforced and restructured to reflect the company's new business interests in smelting and refining once the transaction is implemented.

Leon Coetzer, the chief executive officer of Braemore, will be appointed as an executive director of Jubilee and Dr Mathews Phosa, non-executive chairman of Braemore, will be appointed non-executive deputy chairman of Jubilee. Mr A Sarosi, currently an executive director of Jubilee, will be appointed as financial director to the enlarged group.

The current directors, their contact details and brief *CV's* are set out below:

NAME	ADDRESS	DESIGNATION	BRIEF *CV*
Malcom Burne (64)	3 Claremont Drive Esher, Surrey KT10 9LU United Kingdom	Non-executive Chairman	Malcolm Burne commenced his career as an equity analyst and then later as a financial journalist for *The Financial Times* and *Telegraph*. He has controlled and managed fund management, venture capital and investment banking companies in Australia, Hong Kong and North America. Malcolm has been a director of over 20 companies, many of which have been in the mineral resources and gold exploration fields. In addition, he was executive chairman of the Australian Bullion Company (Pty) Limited, which at the time was Australia's leading gold dealer and member of the Sydney Future Exchange. He is currently a Director of several other resources companies in Australia, the UK and Canada.
Colin Bird (British) (65) HND Mining Engineering; Chartered Engineer; Fellow of the Institute of Mining and Metallurgy; Certified Mine Manager United Kingdom and South Africa	1 Larchwood Glade Camberley, Surrey GU15 3UW United Kingdom	Chief Executive Officer	Colin Bird has a Higher National Diploma in Mining Engineering, is a Fellow of the Institute of Materials, Minerals and Mining and a UK Chartered Engineer. He also holds a UK and South African Mine Managers Certificate for coal mines. The formative part of his career was spent in the UK coal mining industry and thereafter he moved to the Zambian copper belt and then to South Africa to work in a management position with Anglo Coal and BP Coal. On his return to the UK he was Technical and Operations Director of Costain Mining Limited, which involved responsibility for coal operations in the UK, Venezuela and Spain. In addition to his coal mining activities he has been involved in the management of Nickel, Copper, Gold and other diverse mineral operations. He has founded and floated several public companies in the resource sector and served on resource company boards in the UK, Canada and South Africa.

NAME	ADDRESS	DESIGNATION	BRIEF *CV*
Andrew Sarosi (69) B.Sc. M.Sc. Eng. (Rand) M.I.M.M.	6 Queens Road Plymouth PL4 7PJ United Kingdom	Executive Director	Andrew Sarosi is a mineral processing engineer and consultant with 35 years' experience in developing, managing, commissioning and troubleshooting in gold and silver ore, tungsten, tin, copper and zinc ore processing plants in Saudi Arabia, Ethiopia, South Africa and the United Kingdom. Andrew is currently a consultant to the mineral resources industry and an adviser to Lion Mining Finance Limited. Between 1959 and 1969 he was employed by Gold Fields Limited South Africa and from 1969 to 1976 he worked for Gold Fields in London. Between 1978 and 1985 Mr Sarosi was the senior metallurgist at Amax Hemerdon Limited. Between 1986 and 1988 and then between 1990 and 1995 he was the commissioning engineer and mill superintendent at Mahd Ad' Dahab Mine in Saudi Arabia. In the interim from 1988 to 1990 he was a metallurgical advisor and representative commissioning engineer at Mackay and Schnellmann Limited. From 1996 he embarked on a career as an independent consultant and in August 2002 he was appointed as a Technical Manager of Jubilee and was subsequently appointed as the Technical Director in January 2006.
Chris Molefe (61) B.Com (Unin); Post-graduate diploma (University of Cape Town)	10, 10th Avenue Houghton Estate Johannesburg	Non-executive Director	Chris Molefe was formerly the Chief Executive of Royal Bafokeng Resources (Pty) Limited and is presently the Non-executive Chairman of Merafe Resources Limited and a non-executive Director of Capital Oil (Pty) Limited, both in South Africa. Mr Molefe has held several positions in Corporate Banking and industry for the previous 20 years. He commenced his career as Group Human Resource Manger at Union Carbide Africa Corporation. His subsequent positions include being the Manager of Corporate Affairs at Mobil Oil Southern Africa (Pty) Limited; an Executive Director at Black Management Forum; a Financial Analyst at Chase Manhattan Bank; the Marketing Manager at African Bank Limited; an Executive Manager at Transnet (Propnet) (Pty) Limited; and an Executive Director at Dipapatso Media (Pty) Limited.

4.1 Directors' interests in securities

Directors' interests in shares at the last practicable date and following implementation of the transactions are set out below:

	Direct Beneficial	Total	Percentage before transaction	Percentage after transaction
C Bird	3 585 048	3 585 048	2.78	1.61
M Burne	300 000	300 000	0.08	0.13
	3 885 048	3 885 048	2.86	1.74

No director holds any indirect beneficial shareholdings.

There have been no changes in the directors' interests between the date of the last published annual financial statements of the company and the last practicable date.

The directors have the following share options, all of which vest 2 years after the option issue date and all of which are valid for a period of 8 years from the issue date:

	Option issue date and number of Jubilee shares	Option price (pence)	Total number of Jubilee shares	Approximate percentage of Jubilee after the transactions
C Bird	24/07/2002 – 750 000	16		
	20/12/2004 – 250 000	28		
	30/06/2006 – 650 000	85	1 650 000	0.74
A Sarosi	24/07/2002 – 250 000	16		
	24/10/2003 – 100 000	20		
	20/12/2004 – 150 000	28		
	30/06/2006 – 250 000	85		
	20/10/2008 – 500 000	16	1 250 000	0.56
M A Burne	24/07/2002 – 100 000	16		
	24/10/2003 – 100 000	28		
	20/12/2004 – 250 000	28		
	20/10/2008 – 250 000	16	700 000	0.31
C Molefe	20/10/2008 – 100 000	16	100 000	0.04
Total			3 700 000	1.65

4.2 Directors' interests in transactions

None of the directors have any interest in any transaction which is or was unusual in its nature or conditions, or material to the business of the company, and that was effected during the current or immediately preceding financial year, which remains in any respect outstanding or unperformed.

4.3 Directors' emoluments

The directors received the following emoluments during the financial year ended 30 June 2008:

	Fees £	Salaries £	Bonus £	Total £
Executive directors:				
C Bird		73 269	10 000	83 269
A Sarosi		57 516	14 000	71 516
Non-executive directors:				
M A Burne	27 504			27 504
C Molefe	10 000			10 000
Total	37 504	130 785	24 000	192 289

- There will be no variation in the remuneration receivable by any of the directors as a consequence of the transactions.
- Jubilee has not paid any amounts (whether in cash or in securities), nor given any benefits to any directors or to any company in which the directors are directly or indirectly, beneficially interested, or to any partnership, syndicate or other association of which the directors are members, or to any other director as an inducement to become a director or otherwise, or associate entity in connection with the promotion or formation of Jubilee during the preceding three years.
- Other than as set out in 4.1 above, no share options or any similar rights were granted to any directors, nor have any directors been issued and allotted any shares in terms of any share scheme for employees.
- No fees have been paid or accrued to a third party in lieu of directors' fees during any of the periods.
- No payments have been made or are planned to directors in respect of restraints of trade. There are no material conditions of employment of an abnormal nature in respect of the directors of the company nor have any been entered into or amended within six months of the date of the circular.
- In terms of the company's articles of association, any director who is required to perform extra services or to reside abroad or shall otherwise be specially occupied about the company's business or perform services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director, shall be entitled to receive remuneration to be fixed by the directors either as an addition to, or in substitution for any director's remuneration paid to him.
- No payments have been made to any director, either directly or indirectly, by the company or any other person in the three years preceding the date of these revised listing particulars to induce him to become, or to qualify him as a director or in connection with the promotion or formation of the company.
- At the last practicable date of these revised listing particulars, no loans by the company to any of its directors are outstanding nor has any security been furnished by the company on behalf of any of its directors or managers.
- The business of the group is not being managed nor is it proposed to be managed by a third party.
- No other benefits or bonuses have been paid to any director during the financial year.

4.4 **Directors' service contracts**

Each of the directors have been appointed as such on the terms set out in the company's articles of association. At every annual general meeting, one-third of the directors must retire from office, which one-third of directors retiring shall be those who have been longest in office since their last election. Retiring directors shall be eligible for re-election. The executive directors have formal service contracts with Jubilee.

4.5 **Qualifications, appointment, term, voting, borrowing powers and remuneration of directors**

The relevant provisions of the articles of association of Jubilee relating to qualification, appointment, term, remuneration, voting and borrowing powers of directors are set out in Appendix 5. The borrowing powers may only be varied by special resolution and have not been exceeded since the incorporation of Jubilee.

4.6 **Directors' declarations**

According to the Schedule 21 statements of the JSE Listings Requirements completed by the directors and furnished to the JSE, the following statements apply in respect of the directors of Jubilee:

None of the directors of Jubilee have:

- been declared bankrupt, insolvent or have entered into any individual voluntary compromise arrangements;

- entered into any receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any compromise or arrangement with creditors generally or any class of creditors of any company where such directors are or were directors with an executive function during the preceding 12 months;
- entered into any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where such directors are or were partners during the preceding 12 months;
- entered into any receiverships of any asset(s) or of a partnership where such directors are or were partners during the preceding 12 months;
- been publicly criticised by a statutory or regulatory authority, including recognised professional bodies or 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; and/or
- been involved in any offence of dishonesty, fraud or embezzlement.

5. **SHARE CAPITAL**

The share capital of the company is as follows:

Authorised share capital, before and after the transactions	
500 000 000 ordinary shares of 1p each	5 000
Total authorised share capital	**5 000**
Issued share capital, after implementation of the Braemore acquisition	
178 995 990 ordinary shares of 1p each	1 789
Total issued share capital	
Share premium	
On 178 995 990 ordinary shares of 1p each	65 769
Total share premium	**65 769**
Issued share capital, after implementation of the Braemore acquisition and the specific issue	
223 162 656 ordinary shares of 1p each	2 231
Total issued share capital	
Share premium	
On 223 162 656 ordinary shares of 1p each	78 577
Total share premium	**78 577**

Jubilee is listed on AIM.

5.1 **Issues of shares during the preceding three years**

The company has issued the following shares in the previous 3 years:

2006

On 7 March 2006 – 500 000 shares – exercise of options

On 31 March 2006 – 778 703 shares – exercise of options

On 4 October 2006 – 490 000 shares – acquisition of subsidiary from TransAsia

2007

On 2 April 2007 – 1 923 077 shares – acquisition of subsidiary

On 10 May 2007 – 1 662 500 shares – issue of shares for cash at 30-day VWAP

On 12 June 2007 – 100 000 shares – exercise of options

On 19 June 2007 – 2 992 857 shares – acquisition of subsidiary

On 4 October 2007 – 200 000 shares – exercise of options – C Molefe

On 4 October 2007 – 2 000 000 shares – exercise of options – G Makokwe

On 12 November 2007 – 13 200 000 shares – issue of shares for cash at a 4.1% discount to 30-day VWAP

2008

On 18 April 2008 – 3 779 214 shares – acquisition of subsidiary

On 21 July 2008 – 8 016 669 shares in terms of the acquisition of a further interest in the Tjate Project

2009

On 24 April 2009 – 3 224 636 shares in terms of its general authority to issue shares for cash to the beneficiaries other than Mr Makokwe at 30-day VWAP

On 21 May 2009 – 200 000 shares – exercise of options

On 22 May 2009 – 200 000 shares – issue of shares for cash in terms of general authority at 30-day VWAP

On 4 June 2009 – 1 736 342 shares in terms of the special authority to issue shares for cash granted in terms of the circular to shareholders dated 15 May 2009 to Mr Makokwe at 30-day VWAP

On 16 July 2009 – 1 775 985 shares in terms of its general authority to issue shares for cash at a discount of 8.86% to 30-day VWAP

On 7 August 2009 – 3 896 205 shares in terms of the acquisition of a further interest in Maude Mining

On 7 August 2009 – 4 960 978 shares in terms of the special authority to issue shares for cash granted in terms of the circular to shareholders dated 15 May 2009 to certain beneficiaries at 30-day VWAP

The issue of 94 155 219 Jubilee shares in terms of the transactions, further details of which are set out in the circular dated 14 September 2009, with which these revised listing particulars are being issued, is subject to shareholder approval at the general meeting to be held on 7 October 2009.

Following the general meeting, the authorised but unissued shares will remain under the control of the directors of Jubilee until its next annual general meeting, subject to the provisions of the United Kingdom Companies Act and the Listings Requirements of the JSE.

5.2 **Rights attaching to shares**

5.2.1 The provisions of the articles of association of Jubilee relating to the voting rights, rights to dividends, redemption rights, rights on liquidation and variation of rights attaching to Jubilee shares are set out in Appendix 5. There are currently no preferential conversion or exchange rights to shares in Jubilee.

5.2.2 Other than as set out in 4.1 above, there is no contract or arrangement, either actual or proposed, whereby any option or preferential right of any kind has been or will be given to any person to acquire any shares in Jubilee.

6. MAJOR AND CONTROLLING SHAREHOLDERS AND SHAREHOLDER SPREAD

6.1 The following shareholders beneficially hold, directly or indirectly, 5% or more of the issued share capital of Jubilee after implementation of the transactions:

		After transactions
Name	**Number of shares**	**Percentage of shares**
Best Asset Class (BAC) A.G.	9 650 000	4.32
JP Morgan Fleming Asset Management	8 382 473	3.76
	18 032 473	8.08

6.2 Jubilee has no direct or indirect controlling shareholder.

6.3 The company currently complies with the minimum requirements in terms of shareholder spread of the JSE Listing Requirements and will continue to comply with such spread requirements following the transaction as it entails the issue of Jubilee shares to a large number of public shareholders, being the previous shareholders of Braemore shares.

7. FINANCIAL INFORMATION

Historic financial information relating to Jubilee is set out in Appendix 2 to these revised listing particulars.

Historic financial information relating to Braemore is set out in Annexure 3 to the circular.

The reporting accountants' reports regarding the historical financial information of Jubilee and Braemore are set out in Appendix 3 to these revised listing particulars and Annexure 4 to the circular, respectively.

8. DIVIDENDS

- No dividends were declared or paid by the company in the past three years.
- Periodically, the directors will consider the payment of dividends, taking into account prevailing circumstances and future cash requirements of the company in order to determine whether it would be appropriate to pay a dividend in respect of a particular financial reporting period.
- In terms of the company's articles of association, any dividend that remains unclaimed for a period of three years after having been declared by the company shall revert to the company.
- The provisions of the articles of association of Jubilee relating to dividends are set out in Appendix 5.
- There is no arrangement under which future dividends will be waived or have been waived.

9. MATERIAL CHANGES

The directors report that, save for the transactions set out in the circular, there have been no material changes in the business of the company in the past five financial years or in the financial or trading position of the company or its subsidiaries since the end of the latest financial period, being the year ended 30 June 2008 and until the last practicable date.

10. MATERIAL CONTRACTS

Other than the the agreements detailed in paragraph 7.9 of the circular and the directors' service contracts referred to in paragraph 4.4 of these revised listing particulars, Jubilee has not entered into any material contracts within the 2 years prior to the date of these revised listing particulars or at any time, containing an obligation or settlement which is material to the group and outstanding or unperformed as at the last practicable date. There is no governmental protection or investment encouragement law affecting Jubilee.

11. MATERIAL COMMITMENTS, LEASE PAYMENTS AND CONTINGENT LIABILITIES

In the United Kingdom the company had no material commitments, lease payments or contingent liabilities at the last practicable date. In South Africa the company has the following annual commitments:

Leases	Lessor	Terms
Office space	Paramount Property Fund (Pty) Limited	3-year lease – ZAR16 258 year 1 ZAR 17 912 year 2 ZAR 19 735 year 3
Photocopier	NRG Gestetner SA (Pty) Limited	Variable
Accommodation	Directors' accommodation – *ad hoc*	£7 500

12. **LOANS AND BORROWING POWERS**

No material loans have been made by the company or to the company, save as disclosed in the circular accompanying these revised listing particulars.

The borrowing powers of Jubilee, which are set out in Appendix 5, may only be varied by special resolution and have not been exceeded during the previous three years.

No loan capital is currently outstanding.

13. **IMMOVABLE PROPERTY AND SUBSIDIARY COMPANIES**

13.1 **Immovable property owned**

Properties owned

The Jubilee group has not been the owner of, nor has it entered into any negotiations in respect of the proposed acquisition of, any immovable property and has no mortgage bond commitments within the last three years as at the date of these revised listing particulars.

No material property has been disposed of during the past three years as at the date of these revised listing particulars, nor has any property been disposed of by the group.

13.2 **Subsidiary companies**

Name	Date and country of incorporation	Principal activity	Issued share capital	Proportion of equity capital held by the group %
Dullstroom Plats (Proprietary) Limited	10 April 2001 South Africa	Mineral exploration	100	100
Maude Mining	15 April 2003 South Africa	Mineral exploration	1 000	63
Tjate Platinum	12 November 2002 South Africa	Mineral exploration	100 000	63
Newplats	12 November 2003 South Africa	Mineral exploration	345	100
Mineral Resources of Madagascar Sarl	16 February 2007 Madagascar	Mineral exploration	500	100
Windsor Platinum Investments (Proprietary) Limited	15 September 2003 South Africa	Mineral exploration	1 000	100
Antsahabe (Madagascar) Sarl	7 November 2006 Madagascar	Mineral exploration	50	100
Antsahabe (Mauritius) Limited	21 November 2006 Mauritius	Mineral exploration	1000	100

Save as set out in paragraph 2 of the circular and in paragraph 2 of these revised listing particulars, there were no material disposals or acquisitions by Jubilee and its subsidiaries of properties, subsidiary companies or associate companies during the preceding three years.

14. **ADEQUACY OF CAPITAL**

The directors of Jubilee are of the opinion that the issued share capital and working capital resources of Jubilee, after the transactions, are both adequate for the requirements of Jubilee for a period of 12 months from the date of issue of these revised listing particulars.

15. **LITIGATION**

There are no legal or arbitration proceedings, including proceedings that are pending or threatened of which Jubilee is aware, that may have or have had in the recent past (being at least 12 months prior to the date of the circular) a material effect on the group's financial position.

16. **CODE OF CORPORATE PRACTICE AND CONDUCT**

The board of directors is committed to the principles of transparency, integrity and accountability and the provision of timeous, relevant and meaningful reporting to all stakeholders. Jubilee has taken cognisance of, and implemented, where possible, the majority of the recommendations of the King II Report and has, where possible, improved upon its internal structures.

In supporting the Code, the board actively reviews and enhances the company's systems of control and governance on a continuous basis to ensure that its business is managed ethically and in conformity with accepted standards of best practice. These policies relate, *inter alia*, to the duties of the board, delegation of powers to board committees, responsibilities and levels of authority. Details of the company's compliance with the Code are set out in Appendix 6 to these revised listing particulars.

17. **PROMOTERS AND OTHER INTERESTS**

- No amount has been paid, accrued as payable or proposed to be paid by Jubilee to any promoter during the preceding three years.
- No commissions, discounts, brokerages or other special terms have been granted by the company during the preceding three years in connection with the issue or sale of any securities, stock or debentures.
- No royalties have been paid or are payable by the company during the preceding three years.

18. **DIRECTORS' RESPONSIBILITY STATEMENT**

The directors of Jubilee, whose names are given in paragraph 4 above:

- have considered all statements of fact and opinion in these revised listing particulars;
- accept, collectively and individually, full responsibility for the accuracy of such statements;
- certify that, to the best of their knowledge and belief, there are no omissions of facts or considerations which would render any statements of fact or opinion contained in these revised listing particulars false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that these revised listing particulars contain all information required by the Listings Requirements of the JSE.

SIGNED AT JOHANNESBURG ON 14 SEPTEMBER 2009 BY ANDREW SAROSI ON BEHALF OF ALL THE DIRECTORS OF JUBILEE PLATINUM PLC IN TERMS OF POWERS OF ATTORNEY SIGNED BY SUCH DIRECTORS:

EXECUTIVE SUMMARY OF THE COMPETENT PERSONS' REPORT

Section 12 Executive Summary of the Competent Persons' Report and Valuation Statement of the Tjate Platinum Project

Jubilee Platinum

Table of contents:

KEY FEATURES

Compliance	This Section 12 Executive Summary is based on a fully SAMREC Code and SAMVAL Code Compliant Competent Persons' Report and Valuation Statement on the Tjate Platinum Project. The Technical statement is designated with the relevant Section 12 Item numbers as per the JSE Section 12 Listings Requirements. For the full SAMREC Code Table 1 and SAMVAL Code Table 1 items, refer to the full CPR.
Competent Persons	Mr Derick de Wit, Pr. Tech. Eng., B. Tech. (Chem. Eng), M.A.P. (Wits.), MSAIMM, MIASSA, MAusIMM. Mr Andy Clay, M.Sc. (Geol.), M.Sc. (Min. Eng.), Dip. Bus. M., Pr Sci Nat, MSAIMM, FAusIMM, FGSSA, MAIMA, M.Inst.D., AAPG, MCIMMP.
Effective Date	1st July 2009.
Sources of Information	The Section 12 Executive Summary and underpinning CPR and Valuation Statement relied on exploration and financial information from Jubilee Platinum Plc, a CPR on the Mineral Resource Estimate and a Mineral Resource Statement by The Mineral Corporation and a platinum industry marketing report by Johnson Matthey.
Personal Inspection	A site visit to the Project was undertaken on 12th August 2009.
Topography	The Project area is extremely rugged and mountainous, with the surface topography often reaching in excess of 1500m above mean sea level (mamsl) with valley floors at elevations of approximately 850mamsl.
Climate	The climate of the Project area is typical of the South African Highveld, comprising warm to hot summers (October to April) and cool to cold winters. Maximum temperatures in summer are between 28ºC to 32ºC, whilst minimum temperatures during winters rarely reach below −4ºC. Precipitation is usually in the form of thunderstorms during the summer.
Vegetation	The Savannah Bushveld on the Project comprise of Sekhukhune plains bushveld (the plains bushveld) and the Sekhukhune mountain bushveld (the mountain bushveld). The plains bushveld is confined to the level plains of major river valleys. The mountain bushveld dominates the mountainous areas.

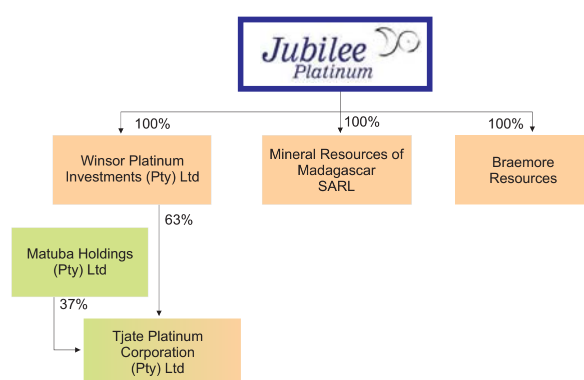
PURPOSE - 12.9 (h)(i)

The directors of Jubilee Platinum Plc (Jubilee) requested that Venmyn Rand (Pty) Limited (Venmyn) prepare an independent South African Code for the reporting of Exploration Results, Mineral Resources and Mineral Reserves (the SAMREC Code) competent persons' report (CPR) and a South African Code for the Reporting of Mineral Asset Valuation (the SAMVAL Code) compliant independent valuation (the CPR) on their Tjate Platinum project (TPP).

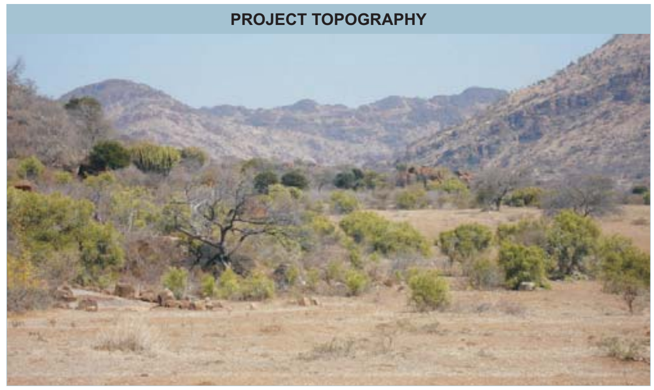
The CPR forms part of the documentation in support of a firm intention by Jubilee to make an offer to acquire the entire issued and to be issued share capital of Braemore Resources Plc (Braemore) (the Offer) pursuant to an implementation agreement dated 3rd July 2009 between the parties. The Offer will be implemented by way of a scheme of arrangement (the Scheme) whereby Braemore will become a wholly owned subsidiary of Jubilee and Braemore's listing on the alternative investment market (AIM) of the London Stock Exchange (LSE) and the Main Board of the JSE Limited (JSE) will be cancelled. The structure of Jubilee after the Braemore Offer is outlined in the figure opposite.

Jubilee is a mining exploration and development company with a focus on platinum group elements (PGE) as well as nickel (Ni) and copper (Cu). A wholly owned subsidiary of Jubilee, Windsor Platinum Investments (Pty) Limited (Windsor Platinum) has a 63% interest in Tjate Platinum Corporation (Pty) Limited (TPC), which fully owns the Tjate Platinum project (TPP). The remaining 37% interest in the TPC is held by the Sebata Kgomo Consortium, trading as a historically disadvantaged South African (HDSA) company, Matuba Holdings (Pty) Limited (Matuba Holdings), thereby classifying TPC as a black economic empowerment (BEE) company.

STRUCTURE POST-TRANSACTION

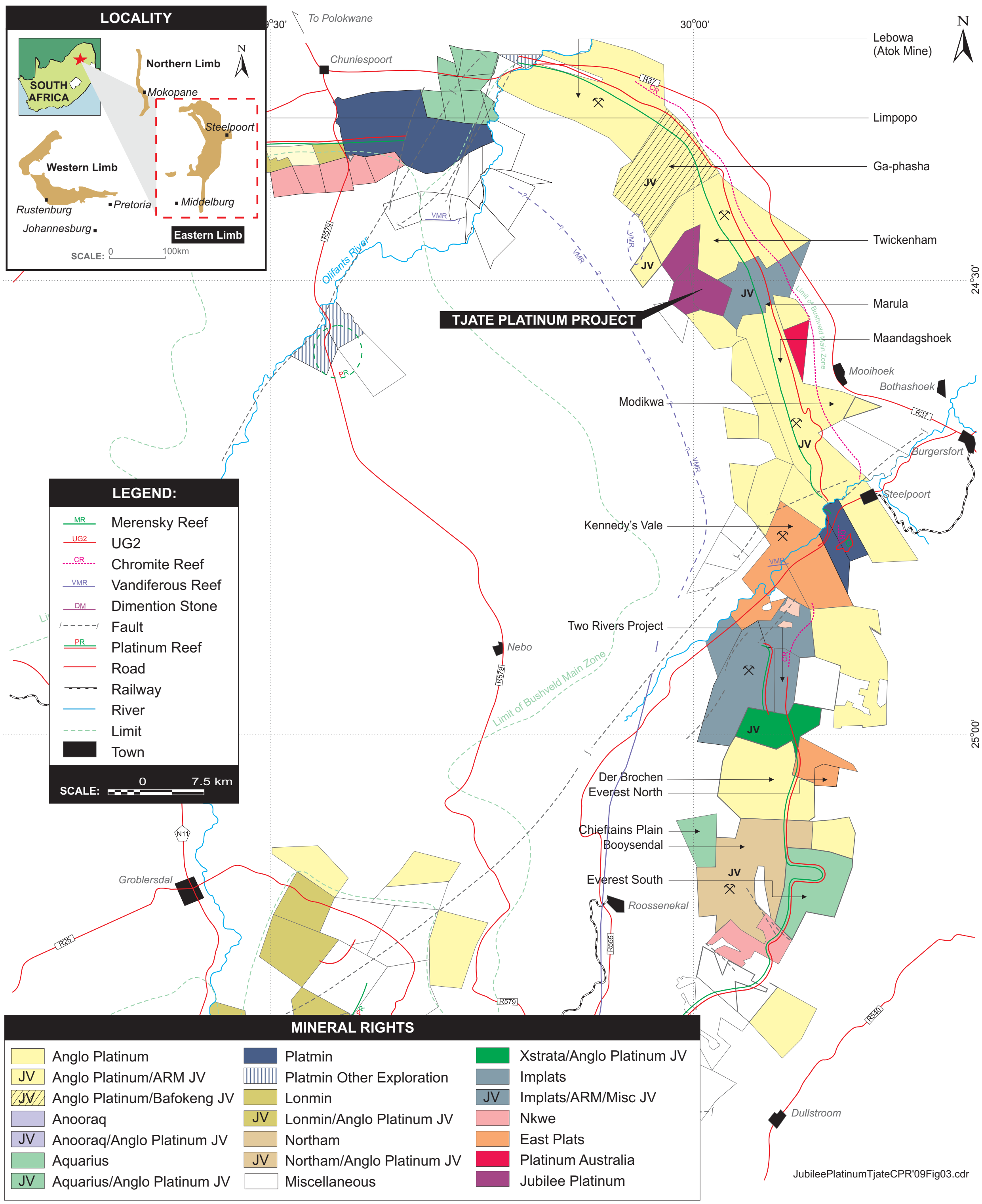


PROJECT TOPOGRAPHY



PROJECT OUTLINE - 12.9 (h)(ii)

The TPP project, totalling 5,140ha in extend, is located on the Eastern Limb of the Bushveld Complex (BC), in the Limpopo Province of South Africa as outlined in the figure below. The project is situated on the farms Dsjate 249, Fernkloof 539 and Quartzhill 542 and is situated down dip of Anglo Platinum Limited's (Anglo Platinum) existing Twickenham Mine and Impala Platinum Holdings' (Implats) Marula Platinum Mine.



History of the Project Area

Prior to 2005, there had not been any substantial exploration work completed on the properties of the TPP. TPC undertook an airborne geophysics survey, conducted by GAP Geophysics (Pty) Limited (GAP Geophysics) over the TPP area towards the end of 2007. The survey results indicated modest structural disturbances across the property.

A desktop study was completed in June 2006 by Snowden Mining Industry Consultants (Snowden) on the TPP. The desktop study was based on limited borehole data, and was largely focused on the exploitation of Merensky Reef, and found insufficient confidence in the geology, structure and grades to report a Mineral Resource compliant with international reporting codes.

In 2008, The Mineral Corporation reviewed all technical work relating to the TPP as completed in June 2008 and produced a SAMREC Code compliant Inferred Mineral Resource for the Merensky Reef and Upper Group 2 Chromitite Layer (UG2) of 24.8Mt at an average grade of 5.24g/t 3PGE+gold (Au) (4PGE).

To date a total of 42 boreholes have been drilled through the Merensky Reef (including potholed reef) with 15 having been extended to intersect the UG2. The TPP is currently in the Exploration phase, with a pre-feasibility study (PFS) scheduled to commence during the last quarter of 2009, which will be followed by a definitive feasibility study (DFS).

LOCATION, ACCESS AND INFRASTRUCTURE – 12.9 (h)(iii)

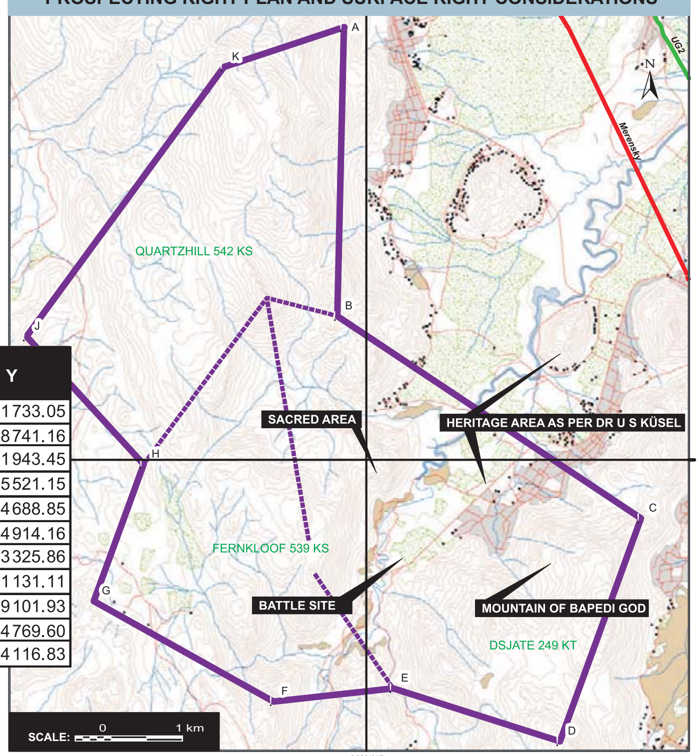
The project is easily accessible via the R37 tarred road connecting the towns of Polokwane, in the north, and Lydenburg and Burgersfort in the southeast. The project is located near areas with a long history of mining activity. The infrastructure in the area is well established and well suited to mineral exploitation and mineral development, with well-maintained roads as well as electricity distribution networks and telephone systems.

Sufficient land is available at the project area for infrastructure, plant and the tailings disposal facility (TDF), the location of which is not restricted or confined to a single option. However, the area incorporates sites that have been accorded with National Heritage status.

LEGAL ASPECTS AND TENURE – 12.9 (h)(iv)

TPC has been granted a renewal of their prospecting right by the then Department of Minerals and Energy (DME) (now only referred to the Department of Mineral Resources (DMR) since 6th July 2009, on which date the President signed the amendment of Schedule 1 to the Public Service Act, 1994 (Act 103 of 1994) on 10th March 2008, for a period of three years as summarised in the table below:-

PROSPECTING RIGHT PLAN AND SURFACE RIGHT CONSIDERATIONS



CORNER POINT	X	Y
A	+101733.05	+101733.05
B	+101795.04	+2708741.16
C	+97331.22	+2711943.45
D	+98493.20	+2715521.15
E	+100938.67	+2714688.85
F	+102686.40	+2714914.16
G	+105324.13	+2713325.86
H	+104613.31	+2711131.11
J	+106341.54	+2709101.93
K	+103483.77	+2704769.60
A	+101733.05	+2704116.83

PROPERTY	REF. NUMBER	TYPE	DATE AWARDED	DATE EXPIRY	MINERALS	STATUS	EMPR STATUS
Quartzhill 542KS Fernkloof 539KS Dsjate 249KT	38169	Old Order	17/02/2004	16/02/2007	All precious and base metals	Converted	Unapproved (March 2003)
Quartzhill 542KS Fernkloof 539KS Dsjate 249KT	299/2006	Converted Prospecting Right	13/06/2006	39788	PGE, Au, Cu, Ni and Cr	Expired	
Quartzhill 542KS Fernkloof 539KS Dsjate 249KT	299/2006		13/06/2008	40883	PGE, Au, Cu, Ni and Cr	Approved	

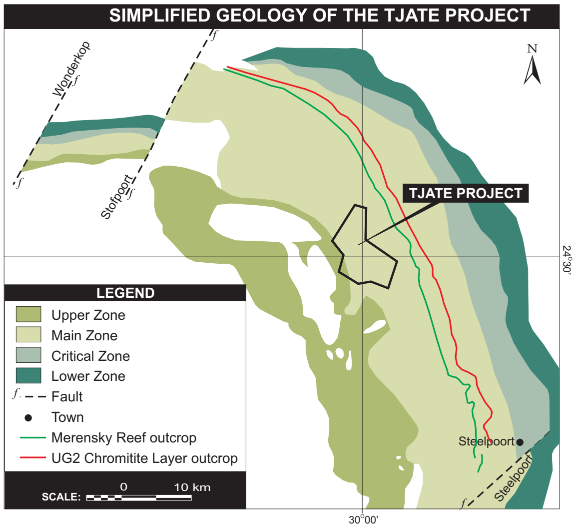
Source: Jubilee

GEOLOGICAL SETTING DESCRIPTION – 12.9 (h)(v)

The TPP is situated on the Eastern Limb of the BC, which is the largest layered igneous complex in the world (67,000km^2) and host to the world's largest deposits of PGEs, chromium (Cr) and vanadium (V). The figures following outline the local geology and vertical profiles of the Merensky Reef and UG1 to UG3 stratigraphy.

The Proterozoic (2.06Ga to 2.058Ga) BC is divided into a series of limbs, consisting of a succession of ultramafic-mafic layered and massive lithologies, collectively termed the Rustenburg Layered Suite (RLS), the penecontemporaneous Lebowa Granite Suite (LGS) and a series of older extrusive lithologies known as the Rooiberg Group, that form the roof rocks of the complex.

SIMPLIFIED GEOLOGY OF THE TJATE PROJECT

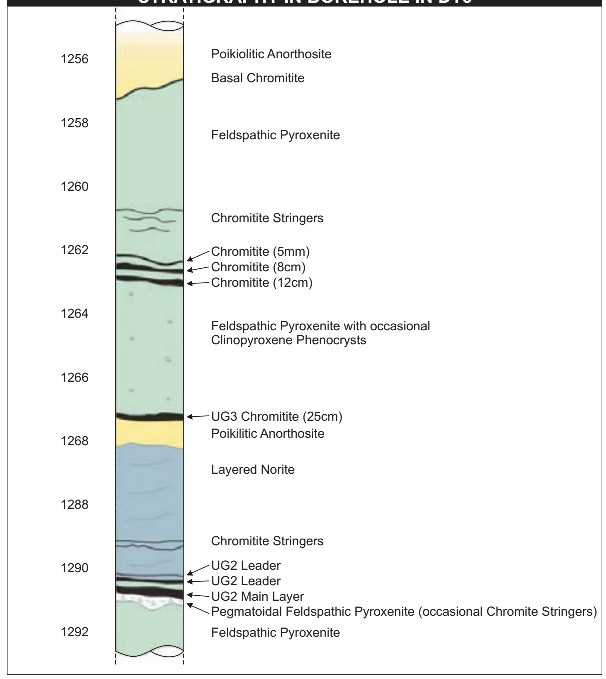


The TPP area hosts rocks of the Critical and Main Zones of the Eastern Limb of the BC. The Main Zone comprises of basic to ultrabasic gabbros, gabbronorite and ferro-gabbro, whilst the Critical Zone comprises of differentially layered norites, anorthosites, pyroxenites, pegmatoids and chromitite.

The Merensky Reef and UG2 are separated by approximately 390m of pyroxenite and norites and occur in the Critical Zone of the RLS. The Merensky Reef has been intersected in drillholes at depths ranging from 722m to 900m below surface. The UG2 has been intersected in drillholes at depths ranging from 1,076m to 1,290m below surface. The entire sequence dips in a westerly direction at approximately 12° with a strike of approximately 165° (south-southeast) although local variations in dip and strike are expected to occur.

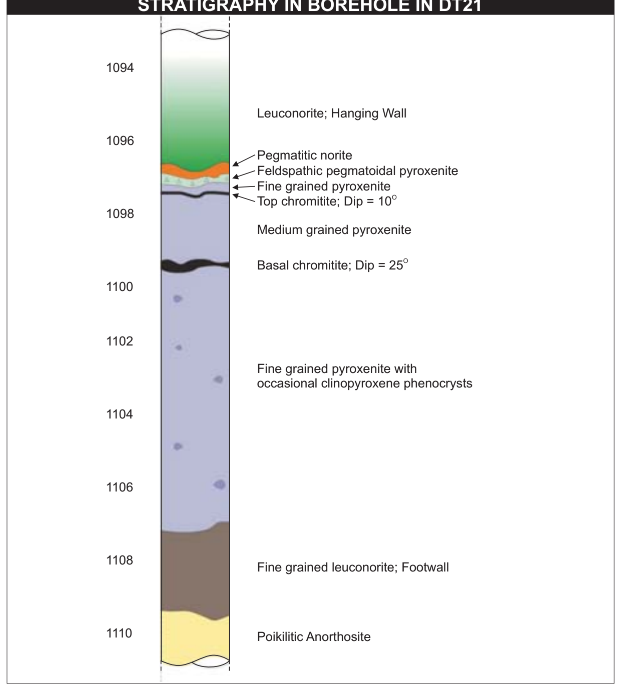
The Merensky Reef, as defined for the resource estimate, is that part of the Merensky pyroxenite unit that is economically valuable, regardless of its location within the pyroxenite unit. The Merensky pyroxenite unit varies in thickness from 1m to 3.5m. The lower contact is generally marked by a thin 2mm to 5mm chromitite stringer, which is in turn underlain by norite or mottled anorthosite. The Merensky pyroxenite is overlain by a norite unit. An upper thin chromitite stringer occurs approximately 75cm below the upper contact and the sulphide mineralisation is concentrated around this chromitite stringer There is commonly mineralisation associated with the lower chromitite stringer downwards into the footwall succession. The immediate footwall to the UG2 comprises of a feldspathic pyroxenite, which can be pegmatoidal in places. This unit contains two chromitite stringers, which are generally less than 3cm in thickness.

VERTICAL PROFILE OF THE UG3 TO UG1 STRATIGRAPHY IN BOREHOLE IN DT3



The UG2 Chromitite Layer is a massive layer of cumulus chromite that generally contains interstitial pyroxene, plagioclase and rarely sulphides. Immediately overlying the UG2 is a feldspathic pyroxenite layer approximately 2m thick. This unit contains several thin chromitite stringers commonly termed the UG2 leaders; between two and five of these stringers occur.

VERTICAL PROFILE OF THE MERENSKY REEF STRATIGRAPHY IN BOREHOLE IN DT21



GEOLOGICAL SETTING DESCRIPTION – 12.9 (h)(v)

The first leader (L1) occurs between 4cm and 10cm above the UG2 and is approximately 0.5 cm thick. The second leader (L2) occurs between 40cm and 70cm above the L1 and is between 1mm and 5mm thick. The leader stringers above the L2 are not consistent and variability in thickness at the drilled intersections occurs.

EXPLORATION PROGRAMME AND BUDGET – 12.9 (h)(vi)

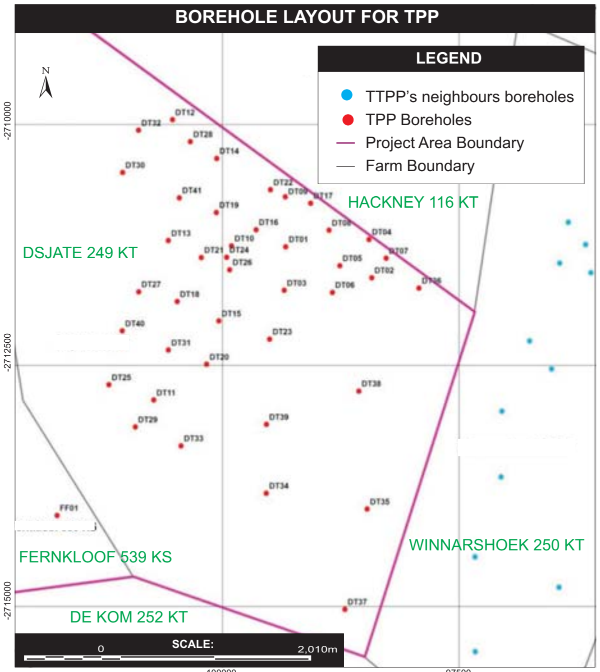
Geo-Consult International (Pty) Limited (Geo-Consult) managed all the exploration drilling for the TPP, which was conducted by a specialist diamond drilling company DrillCorp (Pty) Limited (Drillcorp). All drill cores from the exploration drilling have been stored at a secure core-handling and sampling facility located in Steelpoort.

Before the samples were dispatched to the laboratory, each sample's mass in air and in water was determined, utilising a purpose-calibrated electronic balance. The resulting masses allowed for the estimation of each sample's specific gravity (SG). Certified Reference Materials (CRMs) were utilised within each intersection, as each intersection formed a separate batch dispatched to the laboratory.

A mineralised intersection of Merensky Reef was marked, split and dispatched in the presence of The Mineral Corporation and delivered to SGS Lakefield South Africa (Pty) Limited (SGS) in Johannesburg, South Africa (Registration Number: 1948/28709/07), for element analyses. Check analyses were completed at the Set Point Laboratory, which is based in Johannesburg and is accredited by SANAS (SANAS Certificate T0223, ISO/IEC 17025).

Through a drillhole data exchange arrangement with TPP's neighbours, TPC secured data relating to 14 boreholes drilled to the east of the TPP. Of these, 11 boreholes intersected the Merensky Reef with 9 intersecting the UG2. Sampling and analysis of the mineralised reefs was conducted to acceptable international standards and the information deemed suitable for Mineral Resource estimation. The borehole layout for the TPP inclusive of neighbouring holes is depicted in the figure below.

BOREHOLE LAYOUT FOR TPP



The historical and future expenditure by Jubilee on the TPP is summarised in the table below:-

DESCRIPTION	COSTS (ZARm)
Historical Costs	
Purchase Price (25% interest)	35
Historical Exploration	83.4
Sub-total	**118.4**
Future Costs	
Future PFS	6
Future DFS	12
Sub total	**18**
TOTAL	**136.4**

Source: Jubilee

MODIFYING FACTORS – 12.9 (h)(vii)

To date, only Mineral Resources have been declared on the TPP. The DFS will undertake the necessary mine planning, engineering design and costing, metallurgical test work, environmental studies and tailings design, necessary for the full evaluation and application of modifying factors to create a Mineral Reserve for the TPP.

ENVIRONMENTAL ISSUES – 12.9 (h)(viii)

Since the TPP is currently in the Exploration phase, the environmental impact assessment (EIA) and environmental management programme report (EMPR) as per the requirements of the Minerals and Petroleum Resources Development Act, Act 28 of 2002 (MPRDA) will only be conducted during the PFS and DFS phases. Similarly, no project specific public participation process has been conducted and will only be done during the subsequent phases of the TPP.

Venmyn is not aware of any historic environmental liabilities on the TPP, other than environmental responsibilities associated with the current exploration programs.

As part of the environmental/social assessment process a number of specialist studies will be completed during the DFS and include:-

- soils, land use/land capability;
- blasting/vibrations;
- traffic;
- ecology (terrestrial and aquatic);
- surface water, ground water, air quality, noise;
- heritage; and
- socio-economic.

A number of environmental civil engineering inputs will be required from professional engineers during the DFS and included:-

- mine waste disposal designs;
- a surface water management plan;
- a site wide water balance; and
- a rehabilitation/closure cost estimate.

MINERAL RESOURCE STATEMENT – 12.9(h)(ix)

The TPP Mineral Resource has been classified according to the SAMREC Code (2007).

The Mineral Corporation considers the continuity of the 4PGE mineralisation within the chosen evaluation cuts for the Merensky Reef and UG2 to be sufficiently robust to support the quoted Mineral Resource categories over the entire TTP area.

The Mineral Resource estimation was conducted in terms of the following criteria and methodologies and is consistent with the requirements of the

MINERAL RESOURCE STATEMENT – 12.9(h)(ix)

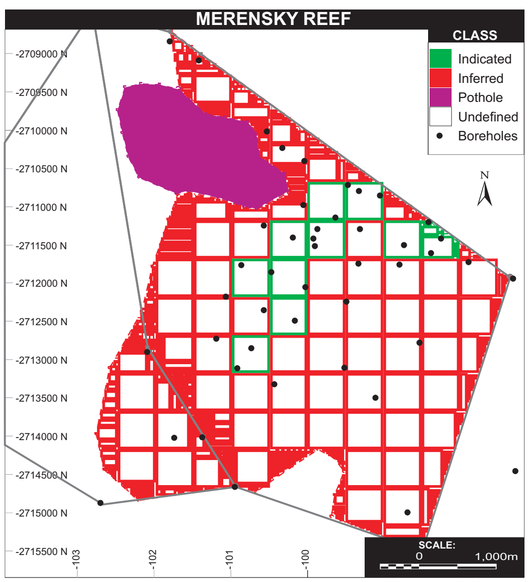
SAMREC Code for the reporting of exploration results, Mineral Resources and Mineral Reserves:-

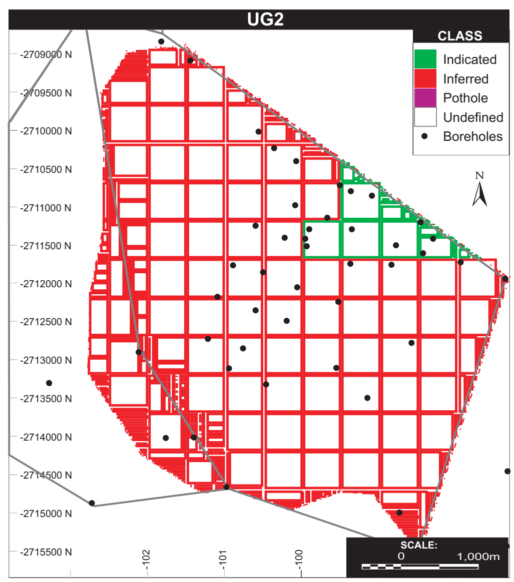
- to date a total of 42 boreholes have been drilled through the Merensky Reef (including potholed reef) with 15 having been extended to intersect the UG2;
- through a drillhole data exchange arrangement with TPP's neighbours, TPC secured data relating to 14 boreholes drilled to the east of the TPP, with 11 intersected the Merensky Reef and 9 intersecting the UG2;
- the drilling, geological logging and sampling procedures employed were acceptable and to industry standard and therefore the level of confidence in the quality of the underlying data is high;
- the quality assurance (QA)/ quality control (QC) program for the assaying of samples has confirmed the accuracy and precision of the results used in the estimation. There is no indication of bias within the results, and the accuracy of the results is considered sufficient for Mineral Resource estimation;
- the confidence in the geological continuity is good; and the generated geological model is consistent with the drilling information;
- before the samples were dispatched to the laboratory, each sample's mass in air and in water was determined utilising a purpose-calibrated electronic balance. The resulting masses allowed for the estimation of each sample's SG;
- the SG samples were found to be representative of the material for the different grades of Mineral Resource categories. The SG is not a constraint to the classification;
- the Mineral Resource estimate has been constrained within the boundaries of the project's perimeters;
- a comprehensive drilling programme, study on the in situ bulk density and verification of results were completed; and
- The Mineral Corporation consider a SAMREC Code classification of Inferred and Indicated Mineral Resource to be appropriate.

The TPP Mineral Resource estimates are outlined in the table below and the Merensky Reef and UG2 Mineral Resource classification in the figures below:-

ORE BODY	CLASS	3PGE + Au (Moz)	6PGE + Au (Moz)	AREA EVALUATED (m^2)	AERIAL PROPORTION OF TOTAL (%)
Merensky Reef	Indicated	1.055		2,444,162	4.75%
	Inferred	7.374	9.05	18,258,938	35.50%
	Total	8.429	9.05	20,703,100	40.25%
UG2	Indicated	0.91		1,461,418	2.84%
	Inferred	12.99	16.552	21,349,250	41.51%
	Total	13.9	16.552	22,810,667	44.35%
	Total	**22.329**	**25.602**	**43,513,767**	

Source: The Mineral corporation CPR (July 2009)

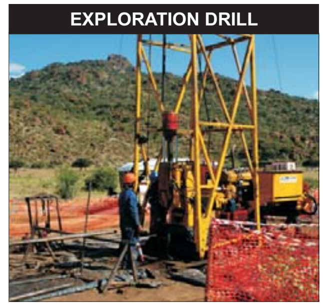




CORE PREPARATION

DRILL CORE

EXPLORATION DRILL



RISK ANALYSIS – 12.9 (h)(x)

As of the effective date, Venmyn is not aware of any risk analysis that has been performed on the TPP. A risk analysis will be performed during the DFS phase of the project.

VALUATION – 12.9 (h)(xii)

The valuation of the TPP was compiled in accordance with the reporting and assessment criteria stipulated for Mineral Asset Valuations in the SAMVAL Code (2008). The valuation results are reported as attributable values, taking into consideration Jubilee's 63% interest in the TPC, through Windsor Platinum.

The valuation of the TPP was based on the market and cost valuation approaches. For the market approach, the following arm's length transactions as obtained from public domain documentation were used:-

TRANSACTION	DATE	VALUE (USDm)	MEASURED (Moz)	INDICATED (Moz)	INFERRED (Moz)	(USD/oz)
Afriore Limited (Akani project)	8-Jan	432			33.7	12.82
19.885% in Aquarius by Kofir	8-Oct	388.12	25.76	9.72	1.53	10.49
Nkwe Platinum's De Wildt prospect	8-Feb	12			6.3	1.9
15% in Garatau/Tubatse project	9-Jun	47.67		0.4	5.3	8.36
51% in Lebowa Platinum Mine	9-Jul	328.67	27.74	20.02	48.35	3.42

Venmyn's database provides a comprehensive and reliable benchmark for recent relevant transactions in the platinum industry. Venmyn's confidence in the market approach, leads the Competent Valuator to prefer the results of the market approach versus the cost approach. Consequently the concluding opinion of value (attributable) for the TPP is based on the market approach as follows:-

- the upper and lower valuation range of ZAR1,189.032m and ZAR215.966m respectively; and
- with a "fair" value of ZAR606.655m.

STATEMENT – 12.9 (h)(xi)

This Section 12 Executive Summary is a true reflection of a fully SAMREC Code and SAMVAL Code CPR entitled: "CPR and Valuation of the Tjate Platinum Project for Jubilee by Venmyn" by D de Wit and A Clay, dated 1st July 2009.

D.R. de Wit
Pr Tech Eng, B Tech (Chem Eng),
MAP (WBS), MSAIMM, MIASSA, MAusIMM

CORPORATE MINERALS ADVISER

A.N.CLAY
M.Sc. (Geol.), M.Sc. (Min. Eng.), Dip. Bus. M
Pr Sci Nat, MSAIMM, FAusIMM, FGSSA, MAIMA, M.Inst.D., AAPG, MCIMMP

MANAGING DIRECTOR

HISTORICAL FINANCIAL INFORMATION ON JUBILEE

1. BASIS OF PREPARATION

The consolidated income statement, balance sheet, statement of changes in equity and cash flow statement for the six months ended 31 December 2008 ("Condensed Consolidated Financial Information") have been extracted, without adjustment, from the unaudited and unreviewed condensed consolidated financial statements of Jubilee Platinum Plc ("Jubilee" or the "Company") and its subsidiaries (referred to, collectively, as the "Group"). Notes to the Condensed Consolidated Financial Information have not been presented as it is not Jubilee's policy to prepare notes for interim results. The condensed consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union. The accounting policies applied in preparing the Condensed Consolidated Financial Information are consistent with those applied in the previous financial period.

The consolidated income statements, balance sheets, statements of changes in equity, cash flow statements and the related notes for the years ended 30 June 2008, 30 June 2007 and 30 June 2006, restated in terms of IFRS as adopted by the European Union ("Historical Financial Information") have been derived from the audited statutory financial statements of the Group. The audited statutory financial statements of the Group for the years ended 30 June 2008, 30 June 2007 and 30 June 2006, as restated, have been prepared in the manner required by the United Kingdom Companies Act 1985 and in accordance with IFRS as adopted by the European Union and have been reported on without qualification by Saffery Champness, London.

The Condensed Consolidated Financial Information and the Historical Financial Information are the responsibility of the directors of Jubilee.

2. CONSOLIDATED INCOME STATEMENTS

The consolidated income statements of Jubilee for the six months ended 31 December 2008 and the years ended 30 June 2008, 2007 and 2006 are set out below:

	Notes	For the six months ended 31 December 2008 £'000 Reviewed	For the year ended 30 June 2008 £'000 Audited	For the year ended 30 June 2007 £'000 Reviewed	For the year ended 30 June 2006 £'000 Restated*
Other income		77	–	–	–
Administrative expenses		(851)	(4 797)	(1 968)	(945)
Loss from operations		(774)	(4 797)	(1 968)	(945)
Finance income		346	840	348	283
Finance costs		–	(1)	(145)	(51)
Share of operating loss in associate		–	(118)	(33)	(25)
Loss before income tax expense	*7.1*	(428)	(4 076)	(1 798)	(738)
Income tax expense	*7.4*	–	–	–	–
Loss for the period after income tax expense		(428)	(4 076)	(1 798)	(738)
Minority interests:					
Equity		32	745	101	122
Loss attributable to members of Jubilee		(396)	(3 331)	(1 697)	(616)
Basic and diluted loss per share (pence)	*7.5*	(0.37)	(3.45)	(2.13)	(0.83)

** The figures for the year ended 30 June 2006 have been restated for compliance with IFRS as adopted by the European Union.*

3. **CONSOLIDATED BALANCE SHEETS**

The consolidated balance sheets of Jubilee as at 31 December 2008, 30 June 2008, 30 June 2007 and 30 June 2006 are set out below:

	Notes	As at 31 December 2008 £'000 Reviewed	As at 30 June 2008 £'000 Audited	As at 30 June 2007 £'000 Reviewed	As at 30 June 2006 £'000 Restated*
ASSETS					
Non-current assets					
Intangible assets	*7.7*	27 214	6 473	5 344	3 969
Property, plant and equipment	*7.8*	112	96	56	52
Investments in associates	*7.9*	–	7 883	2 392	2 620
Other receivables	*7.10*	1 714	1 311	1 999	–
Total non-current assets		29 040	15 763	9 791	6 641
Current assets					
Trade and other receivables	*7.11*	684	5 315	3 711	538
Cash and cash equivalents	*7.18*	8 799	9 234	7 495	4 668
Other receivables	*7.10*	1 844	1 311	1 999	–
Total current assets		11 327	15 860	13 205	5 206
Total assets		40 367	31 623	22 996	11 847
EQUITY AND LIABILITIES					
Current liabilities					
Convertible loan notes	*7.12*	–	–	–	(1 500)
Trade and other payables	*7.12*	(1 237)	(378)	(3 339)	(156)
Total current liabilities		(1 237)	(378)	(3 339)	(1 656)
Net current assets		10 090	15 482	9 866	3 550
Net assets		39 130	31 245	19 657	10 191
Equity					
Called up share capital	*7.13*	1 130	1 050	858	786
Share premium account	*7.14*	38 293	33 337	18 343	11 859
Share-based payment reserve	*7.15*	1 357	1 178	702	249
Currency translation reserve		1 916	(812)	(818)	(537)
Other reserves	*7.16*	1 034	1 034	1 761	–
Retained earnings	*7.17*	(6 767)	(6 371)	(3 767)	(2 070)
Equity attributable to equity holders of the parent		36 963	29 416	17 079	10 287
Equity interests of minorities		2 167	1 829	2 578	(96)
Total equity and liabilities		39 130	31 245	19 657	10 191
Number of shares in issue ('000)		113 013	104 997	85 817	78 649
Net asset value per share (pence)		32.71	28.01	19.90	13.08
Net tangible asset value per share (pence)		8.63	21.85	13.67	8.03

** The figures for the year ended 30 June 2006 have been restated for compliance with IFRS as adopted by the European Union.*

4. CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

The consolidated statements of changes in equity of Jubilee for the six months ended 31 December 2008 and the years ended 30 June 2008, 30 June 2007 and 30 June 2006 are set out below:

	Share capital £'000	Share premium £'000	Share-based payment reserve £'000	Other reserve £'000	Retained earnings £'000	Translation reserve £'000	Total £'000
Balance at 1 July 2005	699	8 256	66	–	(1 454)	(233)	7 334
Issue of share capital	87	–	–	–	–	–	87
Premium on issue of share capital	–	3 603	–	–	–	–	3 603
Share-based payment charge	–	–	183	–	–	–	183
Net loss for the year	–	–	–	–	(616)	–	(616)
Currency translation difference	–	–	–	–	–	(304)	(304)
Balance at 30 June 2006 (Restated)	786	11 859	249	–	(2 070)	(537)	10 287
Issue of share capital	72	–	–	–	–	–	72
Premium on issue of share capital	–	6 619	–	–	–	–	6 619
Cost on issue of shares	–	(135)	–	–	–	–	(135)
Share-based payment charge	–	–	453	–	–	–	453
Other reserves	–	–	–	1 761	–	–	1 761
Net loss for the year	–	–	–	–	(1 697)	–	(1 697)
Currency translation adjustments	–	–	–	–	–	(281)	(281)
Balance at 30 June 2007 (Reviewed)	858	18 343	702	1 761	(3 767)	(818)	17 079
Issue of share capital	192	–	–	–	–	–	192
Premium on issue of share capital	–	15 711	–	–	–	–	15 711
Cost on issue of shares	–	(717)	–	–	–	–	(717)
Share-based payment charge	–	–	476	–	–	–	476
Other reserves	–	–	–	(727)	727	–	–
Net loss for the year	–	–	–	–	(3 331)	–	(3 331)
Currency translation adjustments	–	–	–	–	–	6	6
Balance at 30 June 2008 (Audited)	**1 050**	**33 337**	**1 178**	**1 034**	**(6 371)**	**(812)**	**29 416**

	Share capital £'000	Share premium £'000	Share-based payment reserve £'000	Other reserve £'000	Retained earnings £'000	Translation reserve £'000	Total £'000
Issue of share capital	80	–	–	–	–	–	80
Premium on issue of share capital	–	4 956	–	–	–	–	4 956
Cost on issue of shares	–	–	–	–	–	–	–
Share-based payment charge	–	–	179	–	–	–	179
Other reserves	–	–	–	–	–	–	–
Net loss for the year	–	–	–	–	(396)	–	(396)
Currency translation adjustments	–	–	–	–	–	2 729	2 729
Balance at 31 December 2008 (Reviewed)	**1 130**	**38 293**	**1 357**	**1 034**	**(6 767)**	**1 917**	**36 963**

** The figures for the year ended 30 June 2006 have been restated for compliance with IFRS as adopted by the European Union.*

5. **CONSOLIDATED CASH FLOW STATEMENTS**

The consolidated cash flow statements of Jubilee for the six months ended 31 December 2008 and the years ended 30 June 2008, 30 June 2007 and 30 June 2006 are set out below:

	For the six months ended 31 December 2008 £'000 Reviewed	For the year ended 30 June 2008 £'000 Audited	For the year ended 30 June 2007 £'000 Reviewed	For the year ended 30 June 2006 £'000 Restated*
Cash flows from operations				
Loss for the year	(774)	(4 797)	(1 968)	(945)
Depreciation	–	32	25	10
Loss on sale of property, plant and equipment	–	1	–	–
Amounts written-off exploration expenditure	–	79	220	235
Increase in receivables	3 698	(2 091)	–	(357)
Increase/(Decrease) in payables	844	(2 961)	(6)	6
Foreign exchange on retranslation of overseas subsidiaries	371	(182)	–	–
Share-based payment charge	179	476	453	183
Interest receivable	346	840	271	283
Interest payable	–	(1)	(145)	(7)
Net cash outflow from operating activities	**4 664**	**(8 604)**	**(1 150)**	**(592)**
Cash flows utilised by investing activities				
Increase in loans and investments	–	(11)	(2 864)	–
Purchase of exploration assets	(5 086)	(835)	(574)	(1 126)
Purchase of property, plant and equipment	(11)	(81)	(35)	(13)
Proceeds from sale of property, plant and equipment	–	12	–	–
Net cash outflow from investing activities	**(5 097)**	**(915)**	**(3 473)**	**(1 139)**
Cash flows from financing activities				
Proceeds from issue of new borrowings	–	–	2 027	1 500
Issue of shares and warrants	–	11 153	5 423	264
Net cash inflow from financing activities	**–**	**11 153**	**7 450**	**1 764**
Effects of foreign exchange on cash and cash equivalents	(2)	105	–	–
Net increase in cash and cash equivalents	(435)	1 739	2 827	33
Cash and cash equivalents at the beginning of the year	9 234	7 495	4 668	4 635
Cash and cash equivalents at the end of the year	**8 799**	**9 234**	**7 495**	**4 668**

** The figures for the year ended 30 June 2006 have been restated for compliance with IFRS as adopted by the European Union.*

6. ACCOUNTING POLICIES

6.1 Basis of preparation

The Historical Financial Information has been prepared on the historical cost basis and is in accordance with EU Endorsed International Financial Reporting Standards ("IFRS"), IFRIC Interpretations and the United Kingdom Companies Act 1985 applicable to companies reporting under IFRS. The accounting policies have been applied consistently throughout the Group and are consistent for all periods presented except for changes during the financial year ended 30 June 2006 in relation to compliance with IFRS. Consequently, the figures for the year ended 30 June 2006 have been restated as detailed in note 7.25.

(*a*) *Standards, amendment and interpretations effective in 2007*

- IFRS 7, 'Financial Instruments: Disclosures', and the complementary amendment to IAS 1, 'Presentation of Financial Statements – Capital Disclosures', introduces new disclosures relating to financial instruments and does not have any impact on the classification and valuation of the Group's financial instruments, or the disclosures relating to taxation and trade and other payables.
- IFRIC 8, 'Scope of IFRS 2', requires consideration of transactions involving the issuance of equity instruments, where the identifiable consideration received is less than the fair value of the equity instruments issued in order to establish whether or not they fall within the scope of IFRS 2. This standard does not have any impact on the Historical Financial Information.
- IFRIC 10, 'Interim Financial Reporting and Impairment', prohibits the impairment losses recognised in an interim period on goodwill and investments in equity instruments and in financial assets carried at cost to be reversed at a subsequent balance sheet date. This standard does not have any impact on the Historical Financial Information.
- IFRIC 11, 'IFRS 2 – Group and Treasury Share Transactions', provides guidance on whether share-based transactions involving treasury shares or involving group entities (for example, options over a parent's shares) should be accounted for as equity-settled or cash-settled share-based payment transactions in the stand-alone accounts of the parent and group companies. This interpretation does not have an impact on the Historical Financial Information.

(*b*) *Standards, amendments and interpretations effective in 2007 but not relevant*

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 January 2007 but they are not relevant to the Group's operations:

- IFRS 4, 'Insurance Contracts';
- IFRIC 7, 'Applying the Restatement Approach under IAS 29, Financial Reporting in Hyperinflationary Economies'; and
- IFRIC 9, 'Re-assessment of Embedded Derivatives'.

(*c*) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group*

The following standards, amendments and interpretations to existing standards have been published and are mandatory for accounting periods beginning on or after 1 January 2008 or later periods, but the Group has not early adopted them:

- IAS 23 (Amendment), 'Borrowing Costs' (effective from 1 January 2009).The amendment to the standard is still subject to endorsement by the European Union. It requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs will be removed. The Group will apply IAS 23 (Amended) from 1 January 2009 but is currently not applicable to the Group as there are no qualifying assets.
- IFRS 8, 'Operating Segments' (effective from 1 January 2009). IFRS 8 replaces IAS 14 and aligns segment reporting with the requirements of the US standard SFAS 131, 'Disclosures About Segments of An Enterprise and Related Information'. The new standard requires

a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply IFRS 8 from 1 January 2009. The expected impact is still being assessed in detail by management.

- IFRIC 14, 'IAS 19 –The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction' (effective from 1 January 2008). IFRIC 14 provides guidance on assessing the limit in IAS 19 on the amount of the surplus that can be recognised as an asset. It also explains how the pension asset or liability may be affected by a statutory or contractual minimum funding requirement. The Group will apply IFRIC 14 from 1 January 2008 but it is currently not applicable to the Group.

(d) Interpretations to existing standards that are not yet effective and not relevant for the Group's operations

The following interpretations to existing standards have been published and are mandatory for accounting periods beginning on or after 1 January 2008 or later periods but are not relevant for the Group's operations:

- IFRIC 12, 'Service Concession Arrangements' (effective from 1 January 2008). IFRIC 12 applies to contractual arrangements whereby a private sector operator participates in the development, financing, operation and maintenance of infrastructure for public sector services. IFRIC 12 is not relevant to the Group's operations because none of the Group's companies provide for public sector services.
- IFRIC 13, 'Customer Loyalty Programmes' (effective from 1 July 2008). IFRIC 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement in using fair values. IFRIC 13 is not relevant to the Group's operations because none of the Group's companies operate any loyalty programmes.

6.2 Basis of consolidation

The Historical Financial Information consolidates the financial statements of the Company and of entities controlled by the Company (its subsidiaries – see Note 7.9) for the years ended 30 June 2008, 30 June 2007 and 30 June 2006. Control is recognised where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefit from its activities.

Goodwill arising on consolidation, representing the excess of the fair value of the consideration paid over the fair values of the identifiable net assets acquired, is capitalised and reviewed annually for impairment. Impairment losses on goodwill are not reversed.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The Group allocates goodwill to each business segment in each country in which it operates.

Inter-company transactions and balances between Group companies are eliminated.

The Group's investment in its associates is included in the Historical Financial Information. Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

6.3 **Segment reporting**

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

6.4 **Revenue recognition**

Interest income is recognised as the interest accrues and is credited to the income statement in the period to which it relates.

6.5 **Depreciation**

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful economic lives. The rates generally applicable are:

Office equipment   25% – 33% on cost

6.6 **Exploration expenditure**

In accordance with the full cost method as set out in International Financial Reporting Standard 6, expenditure including related overheads on the acquisition, exploration and evaluation of interests in licences not yet transferred to a cost pool is capitalised under intangible assets. Cost pools are established on the basis of geographic area. When it is determined that such costs will be recouped through successful development and exploitation or alternatively by sale of the interest, expenditure is transferred to tangible assets and depreciated over the expected productive life of the asset.

Impairment reviews for deferred exploration and evaluation costs are carried out on a project by project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise but typically when one or more of the following circumstances apply:

- Unexpected geological occurrences that render the resource uneconomic.
- Title to the asset is compromised.
- Fluctuations in metal prices that render the project uneconomic.
- Variation in the currency of operations.
- Threat to political stability in the country of operation.

6.7 **Financial instruments**

Financial assets

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual agreements entered into. An equity instrument is any contract that gives a residual interest in the assets of the Group after deducting all of its liabilities.

(a) *Trade and other payables*

Trade and other payables are non interest-bearing and are stated at amortised cost.

(b) *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

6.8 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts, if any, are shown within borrowings in current liabilities on the balance sheet.

6.9 Foreign currencies

(*a*) *Transactions and balances*

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Assets and liabilities of overseas subsidiaries denominated in foreign currency are translated at the rate of exchange ruling at the balance sheet date. Profits and losses of overseas subsidiaries are translated into Pounds Sterling at average exchange rates. The exchange differences arising, if any, are recognised as a separate component of equity as currency translation reserve. The exchange differences arising from the retranslation of the opening net investment in subsidiaries and certain long-term loans are taken directly to reserves. All other exchange differences are dealt with through the income statement.

(*b*) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Pounds Sterling ('£'), which is the Company's functional and presentation currency.

6.10 Current and deferred taxation

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income.

Deferred tax is recognised on all differences where the transactions or events that give the Group an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

6.11 Share-based payments

The Group operates a number of equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

6.12 Financial risk management

The Group's financial risk management programme was discussed in the report of the directors.

6.13 Liquid resources

Liquid resources comprise funds on deposit at not less than 24 hours' notice.

6.14 **Operating leases**

Rentals payable under operating leases are charged on a straight-line basis over the term of the lease.

6.15 **Critical estimates and judgements**

In the application of the Group's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(*a*) *Impairment of goodwill*

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

(*b*) *Impairment of exploration assets*

The Group tests exploration assets for impairment when indicators of impairment arise, in accordance with the accounting policy. Impairment reviews are carried out on a project by project basis, with each project representing a potential single cash generating unit. The impairment reviews require the use of judgement.

As at the year end, management has assessed that the Marble Hall-Salliesloot/Zwartkop and Buffelsvallei exploration properties and the exploration property at the Itsindra project be impaired. The total impairment recognised amounted to £78 603.

(c) Subsidiaries and associates

Antsahabe (Mauritius) Ltd, Itsindra (Mauritius) Ltd, Antsahabe (Madagascar) Sarl and Itsindro (Madagascar) Sarl have been included as subsidiary undertakings in the Group financial statements as the Company has control over the management and operations of these subsidiaries.

Tjate Platinum Corporation (Proprietary) Limited and NewPlats (Tjate) (Pty) Limited are being accounted as associates as the Company has significant influence over the said entities.

7. NOTES TO THE HISTORICAL FINANCIAL INFORMATION FOR THE YEARS ENDED 30 JUNE 2008, 2007 AND 2006

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.1 Loss on ordinary activities before taxation			
The loss on ordinary activities is stated after:			
Auditor's remuneration			
– statutory audit services	20	15	11
– tax compliance fees	2	2	2
– other fees	–	6	–
Payments under operating leases	13	13	13
Depreciation	32	25	10
Foreign exchange loss	96	28	3
Directors emoluments	192	201	140
Share-based payments	476	453	–
Consultancy services	1 461	–	–
Receivables written off	1 510	–	–
Impairment of intangible exploration assets	79	220	–

7.2 Segmental analysis

Business segments

The Group's only business segment is the exploration for and development of Platinum Group Metals (PGMs) and associated metals.

Geographical segments

An analysis of loss on ordinary activities before taxation, net assets and exploration expenditure by geographical area is given below.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
Loss on ordinary activities (excluding associates)			
United Kingdom	(2 029)	(681)	(105)
South Africa	(634)	(806)	(407)
Madagascar	224	(272)	(79)
Mauritius	(1 519)	(6)	–
	(3 958)	(1 765)	(591)
Loss on ordinary activities in associates			
South Africa	(118)	(33)	(25)
	(118)	(33)	(25)
Total loss before minorities	**(4 076)**	**(1 798)**	**(616)**

7.2 **Segmental analysis (continued)**

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
Assets and liabilities by location (excluding associates)			
ASSETS			
United Kingdom	12 270	11 477	2 636
South Africa	5 580	3 026	3 525
Madagascar	3 267	2 101	1 409
Mauritius	2 623	4 000	–
	23 740	20 604	7 570
LIABILITIES			
United Kingdom	326	1 280	–
South Africa	–	2 030	–
Madagascar	50	26	–
Mauritius	2	3	–
	378	3 339	–
Net assets in associates			
South Africa	7 883	2 392	2 621
	7 883	2 392	2 621
Total net assets	31 245	19 657	10 191
Exploration expenditure			
South Africa	1	–	199
Madagascar	834	574	926
Total exploration expenditure	835	574	1 125

7.3 **Directors and employees**

Staff costs during the year were as follows:			
Wages and salaries	336	263	228
Social security costs	23	29	24
	359	292	252
Remuneration in respect of directors was as follows:			
Emoluments	192	201	140
Emoluments disclosed above include the following amounts paid to the highest paid director.			
Emoluments	83	95	93

The average monthly number of employees during the year was 9 (2007: 8) including the four directors, none of whom (2007: None) participate in Company pension schemes.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.4 **Tax on loss on ordinary activities**			
Loss for the year	(4 076)	(1 798)	(621)
Loss for the year multiplied by standard rate of UK corporation tax 29.5%	(1 202)	(540)	(186)
Effect of:			
UK expenses not deductible for tax purposes	–	–	3
Subsidiary losses at 29.5%	664	335	153
Other tax adjustments	538	205	30
Tax charge	–	–	–
Unprovided deferred tax asset:			
UK tax losses carried forward multiplied by standard rate of UK corporation tax 28%, recoverable only when the Company has generated taxable profits	210	244	239

7.5 **Loss per share**

The calculation of the basic loss per share is based on the loss for the financial year divided by the weighted average number of shares being 96 522 005 (2007:79 839 600) in issue during the year.

The fully diluted loss per share is based on the loss for the financial year divided by the weighted average number of shares and potential shares being 98 934 900 (2007: 82 305 193) in issue during the year. As the options are non-dilutive, the effect of the dilution has not been applied in the calculation.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
Ordinary shares (weighted average)	96 522	79 840	74 355
Effect of options issued at fair value	2 413	2 465	2 056
(weighted average)	98 935	82 305	76 411

7.6 **Headline loss per share**

The calculation of the headline loss per share is based on the loss for the financial year divided by the weighted average number of shares being 96 522 005 (2007:79 839 600) in issue during the year.

The fully diluted headline loss per share is based on the loss for the financial year divided by the weighted average number of shares and potential shares being 98 934 900 (2007: 82 305 193) in issue during the year. As the options are non-dilutive, the effect of the dilution has not been applied in the calculation.

	30 June 2008 Audited	30 June 2007 Reviewed	30 June 2006 Restated
Headline loss per share (pence)	(3.45)	(2.13)	(0.83)
Diluted headline loss per share (pence)	(3.45)	(2.13)	(0.81)

7.7 Intangible fixed assets

	Goodwill on consolidation £'000	Exploration expenditure £'000	Total £'000
Cost			
At 1 July 2006	2 319	1 885	4 204
Foreign currency translation	–	35	35
Additions	978	574	1 552
	3 297	2 494	5 791
Impairment			
At 1 July 2006	–	235	235
Foreign currency translation	–	(8)	(8)
Charge for the year	–	220	220
	–	447	447
Cost			
At 1 July 2007	3 297	2 494	5 791
Foreign currency translation	(10)	343	333
Additions	–	835	835
	3 287	3 672	6 959
Impairment			
At 1 July 2007	–	447	447
Foreign currency translation	–	(40)	(40)
Charge for the year	–	79	79
	–	486	486
Net book amount at 30 June 2008	3 287	3 186	6 473
Net book amount at 30 June 2007	3 297	2 047	5 344
Net book amount at 30 June 2006	2 319	1 650	3 969

The goodwill carrying amount at 30 June 2008 comprises of goodwill arising from the acquisition of a 12.52% interest in Windsor Platinum Investments (Pty) Ltd on 5 December 2005 amounting to £2 318 911 and a further amount of £968 503 arising from the acquisition of a 15% interest in Mineral Resources of Madagascar Sarl ("MRM") in June 2007.

The amount of £9 469 relates to the foreign exchange difference between the payment in US$1.85 million and the amount accrued at 30 June 2007 relating to acquisition of the 15% minority interest in MRM, from NanTin Polychrome Sarl (NanTin) in June.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated

7.7 **Intangible fixed assets (continued)**

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
The carrying value of the Group's exploration expenditure is detailed as follows:			
Marble Hall – Salliesloot/Zwartkop	–	24	
Buffelsvallei	–	9	
Elandsdrift	1	–	
Bokfontein	–	–	
Lavatrafo	1 482	1 088	
Lanjanina	358	300	
Belobaka	31	12	
Bebasy	–	–	
Ambodilafa	181	151	
Antsahabe	1 100	396	
Itsindro	–	33	
Sierra Leone	31	31	
Other properties	3	3	
	3 186	2 047	1 650

The Group reviewed the impairment position of its exploration expenditure and decided to impair fully the Marble Hall-Salliesloot/Zwartkop and Buffelsvallei exploration properties held in its 65% owned South African subsidiary Maude Mining and Exploration (Pty) Limited. The Group has also impaired the exploration expenditure incurred at the Itsindro project following its election to discontinue exploration at the Itsindro project. The total impairment charge in the year amounted to £78 603.

7.8 **Property, plant and equipment**

	Office equipment £'000
Cost	
At 1 July 2006	73
Foreign exchange adjustments	–
Disposals	(16)
Additions	35
At 1 July 2007	92
Foreign currency translation	8
Disposals	(17)
Additions	81
At 30 June 2008	164
Depreciation At 1 July 2006	21
Disposals	(10)
Charge for the year	25
At 1 July 2007	36
Foreign currency translation	4
Disposals	(4)
Charge for the year	32
At 30 June 2008	68
Net book amount at 30 June 2008	96
Net book amount at 30 June 2007	56
Net book amount at 30 June 2006	52

There has been no major change in the nature of or policy regarding the use of property, plant and equipment during the periods under review.

		30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.9	**Investments**			
	Investments in subsidiaries	–	–	
	Investments in associates	7 883	2 392	
		7 883	2 392	2 620

At 30 June 2008 the Company held more than 20% of the following subsidiary undertakings that had a principal activity of mining exploration:

Investment in subsidiaries		
Name of undertaking:		
Dullstroom Plats (Pty) Ltd (1)	–	100%
Maude Mining and Exploration (Pty) Ltd (1)	–	65%
Mineral Resources of Madagascar Sarl (2)	100%	–
Windsor Platinum Investments (Pty) Ltd (1)	100%	–
Emanuel Mining and Exploration (Pty) Ltd (1)	90%	–
Mokopane Mining and Exploration (Pty) Ltd (1))	90%	–
Antsahabe (Madagascar) Sarl (2)	–	49%
Itsindro (Madagascar) Sarl (2)	–	49%
Antsahabe (Mauritius) Ltd (3)	49%	–
Itsindra (Mauritius) Ltd (3))	49%	–

[1] – South Africa

[2] – Madagascar

[3] – Mauritius

Antsahabe (Mauritius) Ltd, Itsindra (Mauritius) Ltd, Antsahabe (Madagascar) Sarl and Itsindro (Madagascar) Sarl have been included as subsidiary undertakings in the Group Financial Statements as the agreement dated 4 October 2006 between the Company and its co-shareholders in the Mauritius subsidiaries, TransAsia Minerals Ltd entitles the Company to control the management and operations of these subsidiaries.

7.9 **Investments (continued)**

Investment in associates

	Tjate Platinum Corporation (Pty) Limited £'000	NewPlats (Tjate) (Pty) Limited £'000	Total £'000
At 1 July 2006	–	–	–
Additions	2 392	–	2 392
At 1 July 2007	2 392	–	2 392
Additions	–	5 812	5 812
Share in net loss	(99)	(19)	(118)
Foreign exchange adjustments	(203)	–	(203)
At 30 June 2008	2 090	5 793	7 883
The Group's share of the associates' net assets is shown below:			
Share of turnover	–	–	–
Share of loss for the year	99	19	118
Share of assets			
Share of current assets	73	2	75
Share of non-current assets	2 884	1 434	4 319
	2 958	1 436	4 394
Share of liabilities			
Share of current liabilities	60	4	63
Share of non-current liabilities	808	58	866
	868	61	929
Share of net assets	2 090	1 375	3 465
Goodwill on acquisition	–	4 418	4 418
Carrying value of investment	2 090	5 793	7 883

The Company owns 25% of the issued ordinary share capital of Tjate Platinum Corporation (Proprietary) Limited ("Tjate"), a company engaged in the exploration and exploitation of natural resources.

On 18 April 2008, the Company acquired 49% of the issued ordinary share capital of NewPlats (Tjate) Platinum Corporation (Proprietary) Limited, a company which holds a 35% interest in the issued ordinary share capital of Tjate, for a consideration of £5 811 373.

Tjate has an unsecured loan from Windsor Platinum Investments (Pty) Limited, a 100% owned subsidiary of the Group, of £3 209 703 with no fixed repayment terms and bearing an interest rate of 2% above the prime lending rate.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.10 **Other receivables**			
Non-current			
Amount due from third parties	1 311	1 999	–
Current			
Amount due from third parties	1 311	1 999	–
	2 622	3 998	–

Other receivables from non-Group companies represent the amount due from TransAsia Minerals Ltd ("TranAsia") to Antsahabe (Mauritius) Ltd ("Antsahabe") and Itsindra (Mauritius) Ltd ("Itsindra"). This amount receivable by the Group relates to funds due from TranAsia in respect of its subscription for 51% of the issued shares of Antsahabe and Itsindra on 4 October 2006.

The amount due from TransAsia to Itsindra which amounted to £1 256 218 as at 30 June 2008 was written off since the Company and TransAsia elected to discontinue exploration activities at the Itsindra project.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.11 Trade receivables			
Amounts due from subsidiary undertakings	–	–	–
Amounts due from non-Group companies	–	1 753	–
Other receivables	5 303	845	533
Prepayments and accrued income	12	1 113	5
	5 315	3 711	538

Other receivables totalling £5 303 175 include an unsecured loan of £3 209 703 (2007: £779 598) advanced by the Group's 100% owned South African subsidiary, Windsor Platinum Investments (Pty) Limited to Tjate Platinum Corporation (Pty) Ltd as mentioned in Note 7.9.

The loans to Group members are unsecured, and bear interest at the relevant LIBOR rate +2%.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.12 Trade and other payables			
Loans due to Group companies	–	–	–
Other loan	–	2 027	–
Convertible loan notes	–	–	1 500
Social security and other taxes	5	11	–
Other payables	288	1 214	64
Accruals and deferred income	85	87	92
	378	3 339	1 656

The other payables included the balance of £203 210 which relates to the advances received from the Company's financing partners, Impala Platinum Holdings Ltd in relation to the Ambodilafa project. This amount was unspent at the year-end.

The £1 500 000 8% Convertible loan notes issued by the Company to City Natural Resources High Yield Trust Plc ("CNRT") on 27 January 2006 were redeemed by Jubilee through the issue of 2 142 857 Ordinary 1 pence shares to CNRT on 27 June 2007.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated

7.13 **Share capital**

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
Authorised			
500 000 000 ordinary shares of 1p each	5 000	5 000	5 000
Allotted, called up and fully paid			
104 996 622 (2007: 85 817 408 2006: 78 648 974) ordinary shares of 1p each	1 050	858	786

The Company allotted 19 179 214 of ordinary 1p shares with an aggregate nominal value of £191 792 during the year as follows:

Date of issue	Price per share	Number of shares	Aggregate consideration (£'000)
October 2006	110.00p	490 000	539
April 2007	91.00p	1 923 077	1 757
May 2007	114.00p	1 662 500	1 895
June 2007	16.00p	50 000	8
June 2007	28.00p	50 000	14
June 2007	115.00p	850 000	978
June 2007	70.00p	2 142 857	1 500
2 October 2007	28.00p	200 000	56
4 October 2007	82.69p	2 000 000	1 652
12 November 2007	89.51p	13 000 000	11 637
20 November 2007	89.00p	200 000	178
18 April 2008	63.00p	3 779 214	2 381
		26 347 648	22 595

Included in the aggregate consideration of £15 903 233 were shares issued for the acquisition of the 49% of NewPlats (Tjate) (Proprietary) Limited with an aggregate consideration of £4 032 483.

Pursuant to JSE Limited's Listings Requirements, the following is an analysis of shareholders beneficially holding, directly or indirectly, in excess of five percent of the ordinary share capital of the Company and non-public shareholders of the Company as at 30 June 2008.

Major beneficial shareholders	Number of shares	Percentage
Best Asset Class (BAC) A.G.	9 650 000	9.19
JP Morgan Fleming Asset Management	8 382 473	7.98
Non-public shareholders	3 685 048	3.51
Public shareholders	83 279 101	79.32
Total issued share capital	104 996 622	100.00

There were 3 115 public shareholders holding the ordinary shares of the Company at 30 June 2008.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.14 Share premium			
At 1 July 2007	18 343	11 859	8 256
Premium on allotments in the year	15 712	6 619	3 603
Expenses of share issues	(718)	(135)	–
At 30 June 2008	33 337	18 343	11 859

7.15 **Share-based payments**

Equity-settled share option plan

The Company has granted options to subscribe for ordinary 1p shares as follows:

Date granted	Period exercisable	Exercise price per share (pence)	Number of options
24 July 2002	24 July 2004 to 24 July 2012	16	1 870 000
24 October 2003	24 October 2005 to 24 October 2013	20	175 000
24 October 2003	24 October 2005 to 24 October 2013	28	100 000
9 February 2004	9 February 2004 to 9 February 2007	31	650 000
2 August 2004	2 August 2004 to 1 August 2009	20	778 703
20 December 2004	20 December 2006 to 20 December 2014	28	1 100 000
20 July 2005	20 July 2007 to 20 July 2015	38	110 000
1 March 2006	1 March 2006 to 1 March 2011	50	100 000
14 June 2006	14 June 2008 to 14 June 2016	75	15 000
20 April 2006	20 April 2008 to 20 April 2016	95	115 000
30 June 2006	30 June 2008 to 30 June 2016	85	1 200 000
6 September 2006	6 September 2008 to 6 September 2016	78	25 000
7 September 2006	7 September 2006 to 7 September 2008	80	200 000
7 September 2006	7 September 2006 to 7 September 2008	100	120 000
11 January 2008	11 January 2009 to 11 January 2012	81	200 000
12 March 2008	12 March 2008 to 12 March 2010	70	400 000
30 April 2008	30 April 2010 to 30 April 2018	85	50 000

The plan provides for a grant price equal to the average quoted market price of the Group shares on the date of grant. The vesting period is generally after 2 years from the date of grant. If the options remain unexercised after a period of 10 years from the date of grant, they expire with immediate effect at that date. Furthermore, options are forfeited if the employee leaves the Group before the options vest.

	2008		2007		2008	
	Options	Weighted average exercise price (pence)	Options	Weighted average exercise price (pence)	Options	Weighted average exercise price (pence)
Outstanding at the beginning of the period	5 150 000	44	5 405 000	45	4 753 703	23
Granted during the year	650 000	75	345 000	87	1 930 000	84
Exercised during the year	(200 000)	28	(100 000)	22	(1 278 703)	21
Lapsed during the year	–	–	(500 000)	85	–	–
Cancelled during the year	(320 000)	88	–	–	–	–
Outstanding at the end of the period	5 280 000	46	5 150 000	44	5 405 000	45
Exercisable at the end of the period	3 495 000	28	3 615 000	29	2 145 000	20

The highest and lowest price of the Company's shares during the year was 122p and 36.59p, respectively. The share price at the year-end was 53.25p.

The inputs into the Black-Scholes Model are as follows:

	Audited	Reviewed	Reviewed
Weighted average share price	53 pence	48 pence	37 pence
Weighted average exercise price	29 pence	32 pence	34 pence
Expected volatility	55%	60%	51%
Expected life	7 years	7 years	8 years
Risk free rate	5%	5.5%	4.5%

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous five years. The expected life used in the model has been based on the terms of the options, the vesting period, and exercise restrictions.

The Group recognised a total expense of £476 383 (2007: £452 786, 2006:£183 417) related to equity-settled share-based payment transactions during the year.

	30 June 2008 £'000 Audited	30 June 2007 £'000 Reviewed	30 June 2006 £'000 Restated
7.16 **Other reserves**			
Opening balance	1 761	–	–
Additions	–	1 761	–
Transfer to retained earnings	(727)	–	–
Ending balance	1 034	1 761	–

The other reserve was a non-distributable reserve created on the acquisitions of Antsahabe (Mauritius) Limited and Itsindra (Mauritius) Limited on 4 October 2006. This reserve represented the Group's share of the estimated contingent consideration in respect of the issue of share capital to a minority interest, TransAsia Limited, as part of the acquisition agreement. This consideration was contingent upon TransAsia Limited meeting certain stepped funding payments over the next three years but the directors were of the opinion that this consideration would be met in full and it had therefore been recognised in full.

Despite this consideration being considered as virtually certain, the minority interest does have the contractual option to renege on the funding agreement. Should any of the stepped funding payments fail to be met the minority interest shareholder would forfeit their stake with 100% ownership of the subsidiaries reverting to Jubilee Platinum plc. In addition, the requirement of the funding agreement was that the funds must be utilised in the exploration process, the resulting intangible assets of which would be subject to annual impairment review. As such, this contingent funding (recognised as share premium in the accounts of the acquired companies) had been taken to other reserves and is being reviewed annually by reference to the impairment of capitalised intangible exploration costs in these subsidiaries and the ongoing funding arrangements of the minority interest.

However, an amount of £726 696 included in brought forward other reserves has been written off during the year as the Company and TransAsia Minerals Ltd, its co-shareholder in Itsindra (Mauritius) Ltd, elected to discontinue exploration activities at the Itsindra project. This amount related to the Group's share of the estimated contingent consideration relating to the issue of shares to TransAsia Limited has been written off as this amount is no longer a contingent liability following the abortion of the project.

The remaining balance of other reserves relates to the acquisition of Antsahabe (Mauritius) Limited and the project is ongoing.

7.17 **Retained earnings**

	£'000
At 1 July 2006	(2 070)
Loss for the year	(1 697)
At 1 July 2007	(3 767)
Loss for the year	(3 331)
Transfer from other reserves (see Note 7.16)	727
At 30 June 2008	(6 371)

7.18 **Analysis of net funds**

	2008 £'000	**Cash movement £'000**	**2007 £'000**	**2006 £'000**
Cash at bank	533	(664)	1 197	130
Call deposits	8 701	2 403	6 298	4 537
Other loans	–	2 027	(2 207)	(1 500)
Net funds	9 234	3 766	5 468	3 168

7.19 **Financial instruments**

The Group's financial instruments were categorised as follows:

	Loans and receivables £'000	Other financial liabilities £'000	Total £'000
30 June 2008			
Assets as per balance sheet			
Other receivables – non-current	1 311	–	1 311
Trade and other receivables	5 303	–	5 303
Cash and cash equivalents	9 234	–	9 234
Other receivables – current	1 311	–	1 311
	17 159	–	17 159
Liabilities as per balance sheet			
Trade and other payables	–	378	378
	–	378	378
30 June 2007			
Assets as per balance sheet			
Other receivables – non-current	1 999	–	1 999
Trade and other receivables	2 598	–	2 598
Cash and cash equivalents	7 495	–	7 495
Other receivables – current	1 999	–	1 999
	14 091	–	14 901
Liabilities as per balance sheet			
Trade and other payables	–	3 339	3 339
	–	3 339	3 339

The Group uses financial instruments, other than derivatives, comprising borrowings, cash, liquid resources and various items such as sundry debtors and creditors that arise directly from its operations. The main purpose of these financial instruments is to provide finance for the Group's operations.

The main risks arising from the Group's financial instruments are liquidity risk and currency risk. The directors review and agree policies for managing these risks and these are summarised below:

Liquidity risk

The Group seeks to manage financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. This is achieved by placing surplus funds on deposit. At the balance sheet date the Group had £150 000 on seven-day deposit at an interest rate of 4.75%, £1 200 000 on one-month deposit at an interest rate of 5.27% and £5 000 000 on three-month deposit at an interest rate of 5.73%.

Currency risk

The functional currencies of the companies in the Group are Pounds Sterling, South African Rand and Madagascan Ariary. The Group does not hedge against the effects of movement in exchange rates. These risks are monitored by the Board on a regular basis.

Borrowing facilities and interest rate risk

The Group finances its operations through the issue of equity share capital. There is no significant borrowing and therefore no exposure to interest rate fluctuations.

Interests on deposits are at fixed rates which are negotiated with the banks periodically.

Fair values

The fair values of the Group's financial instruments are considered equal to the book value.

7.20 **Capital commitments**

Neither the Group nor the Company had any capital commitments at 30 June 2008, 30 June 2007 or 30 June 2006.

7.21 **Financial commitments**

The Company had the following commitments under non-cancellable operating leases as at 30 June 2008:

	Land and buildings		
	2008 £'000	**2007 £'000**	**2006 £'000**
Within 1 year	12	12	12

7.22 **Transactions with directors**

No director had, during or at the end of the year, a material interest in any contract, which was significant in relation to the Group's business.

7.23 **Control**

The directors consider the Company to have no ultimate controlling party.

7.24 **Related party transactions**

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not included in the consolidated balance sheet and income statement.

The Company continues to lend support to its subsidiaries in the conduct of its operations. The outstanding receivables as at 30 June 2008, including the related interest charges for the year, from the subsidiaries are as follows:

	Due from subsidiary £'000	**Interest £'000**	**Total £'000**
Windsor Platinum Investments (Pty) Ltd	7 699	924	8 624
Mineral Resources of Madagascar Sarl	2 103	150	2 254
Maude Mining and Exploration (Pty) Ltd	164	29	192
Dullstroom Plats (Pty) Ltd	125	22	147
	10 091	1 125	11 217

The amounts due from subsidiaries were included in non-current other receivables (£339 948) and trade and other receivables (£10 877 324) in the Company balance sheet.

The Group has an amount receivable from its associate, Tjate Platinum (Pty) Ltd, which amounted to £3 209 915 as at 30 June 2008. Interest for the year on this loan amounted to £264 046.

The interest rates used were based on the relevant LIBOR rate + 2%.

Share-based options with a fair value amounting to £52 514 were granted to a director of a subsidiary during the year.

7.25 **Post-balance sheet events**

On 21 July 2008, the Company acquired 5 100 'A' Preference Shares ("NewPlats 'A' Preference Shares") with par value ZAR0.01 in NewPlats (Tjate) Proprietary Limited ("NewPlats") for a consideration of ZAR71 400 000 by way of issue to NewPlats shareholders of 8 016 669 ordinary shares of 1p each in Jubilee at a price of ZAR8.91 or 63 pence per ordinary share.

	£'000
Non-current assets	
Investment in associates	2 926
Current assets	
Trade and other receivables	–
Cash and cash equivalents	3
Total assets	2 929
Non-current liabilities	
Other financial liabilities	119
Current liabilities	
Trade and other payables	6
Total liabilities	125
Total assets	**2 804**

7.26 **Transition to IFRS**

The Group presented its financial statements under IFRS for the first time for the year ended 30 June 2007. The following disclosures are required in relation the the year of transition. The last financial statements under UK GAAP were for the year ended 30 June 2006. The reconciliation below is prepared based on the date of transition to IFRS of 1 July 2004:

Reconciliation of equity at 1 July 2006

	UK GAAP £'000	**Effect of transition to IFRS £'000**	**IFRS £'000**
Intangible assets	3 903	66	3 969
Property, plant and equipment	52		52
Investments in associates	2 620		2 620
Total non-current assets	**6 575**	**66**	**6 641**
Current assets			
Trade and other receivables	538		538
Cash and cash equivalent	4 668		4 668
Total current assets	**5 206**		**5 206**
Total assets	**11 781**	**66**	**11 847**
Current liabilities			
Convertible loan notes	(1 500)		(1 500)
Trade and other payables	(156)		(156)
Total current liabilities	**(1 656)**		**(1 656)**
Net current assets	**3 550**	**66**	**3 550**
Net assets	**10 125**	**66**	**10 191**
Equity			
Called up share capital	786		786
Share premium account	11 859		11 859
Share-based payment reserve	–	249	249
Currency translation reserve	–	(537)	(537)
Income statement	(2 424)	354	(2 070)
Equity attributable to equity holders of the parent	**10 221**	**66**	**10 287**
Equity interests of minorities	(96)		(96)
Total equity	**10 125**	**66**	**10 191**
Reconciliation of income statement for 2006			
Administrative expenses	(828)	(117)	(945)
Loss from operations	**(828)**		**(945)**
Finance income	283		283
Finance costs	(51)		(51)
Share of operating loss in associate	(25)		(25)
Loss before income tax expense	**(621)**	**(117)**	**(738)**
Income tax expense	–		–
Loss for the period after income tax expense	**(621)**	**(117)**	**(738)**
Equity interests of minorities	122		122
Loss attributable to members of Jubilee Platinum plc	**(499)**	**(117)**	**(616)**
Basic loss per share (pence)	(0.67)		(0.83)
Diluted loss per share (pence)	(0.67)		(0.83)

8. MATERIAL CHANGES

The directors of Jubiliee are not aware of that material changes have taken place in the financial position or nature of the company between 31 December 2008 and the date of this report, other than those set out in the circular.

9. DIRECTORS' COMMENTARY

31 December 2008

The Company experienced good progress in all areas of its operations and the flagship Tjate project continued to progress favourably towards completion of Phase 2 of its feasibility study.

The Company, through its South African subsidiary Maude Mining and Exploration (Pty) Ltd, entered into an unincorporated joint venture to explore and if appropriate develop its PGE properties Bokfontein and Elandsdrift in the western Bushveld. The intent is to mine primary chromite reefs on the properties where appropriate and where financial projections warrant, to build a process plant to recover PGEs from the tailings from mining the reefs and from previously mined reefs.

Infill drilling on the Londokomanana project in Madagascar progressed during the period and continuity of good nickel mineralization was established on the Antsahabe prospect, although only over a modest strike length. On the Lavatrafo project, drilling of several ultramafic prospects has identified sporadic nickel and PGE mineralization, which does not appear to be continuous.

At Ambodilafa, the Company completed whole-region mapping and soil sampling, a regional helicopter-borne magnetic and radiometric survey and follow-up drilling in the western base metal anomaly target and in the eastern PGE anomaly target areas. The work identified further targets for follow-up. Drilling in the eastern PGE target area identified an apparent but modest up-dip extension to the previously reported significant PGE intersection but no significant extension to mineralization along strike to the North.

The Company's activities in Madagascar progressed favourably, however, the results maintain the properties in Greenfield exploration status and, due to the unfavourable economic climate, the Company intends to limit expenditure whilst reviewing all the data obtained during the period under review. Consequently, the Company and TransAsia Minerals Ltd agreed to terminate their Project Agreement in respect of the Londokomanana project and TransAsia's interest in the Company's Mauritian holding company will revert to Jubilee.

30 June 2008

The Company experienced a very progressive year in all areas of its operations and its flagship Tjate project progressed favourably to feasibility study.

Section 11 approval was received from the Department of Minerals and Energy and the South African Reserve Bank during the period, allowing the Company to acquire a direct and indirect interest in the Tjate project of 63%.

The previously reported scoping study gave the Board sufficient confidence for a "stand alone" mine and in late October 2007 the Board resolved to raise some £11.2 million to carry out a feasibility study. The financing was completed on 7 November 2007, by way of placing 13.2 million ordinary shares of 1 pence each priced at 89 pence on the Alternative Investment Market of the London Stock Exchange and ZAR12.5 on the JSE Limited.

The Mineral Corporation was appointed as the independent Competent Person to manage the feasibility study. The Mineral Corporation is one of South Africa's leading independent mining advisory and consulting groups and has proven platinum evaluation and mine design expertise. The number of drilling machines in use at the site increased during the period from three to eight.

Drilling in Madagascar produced positive and encouraging results over a diverse area with significant nickel/copper mineralisation being intersected at both Londokomanana and Ambodilafa. Drilling results from the eastern side of the Ambodilafa intrusion (drill hole ALF004) gave a 0.89 metre intersection of 3.99 g/t platinum, palladium, rhodium and gold ("4E") which was very encouraging and drilling progressed to further test this area.

At Ambodilafa, it was considered that a regional approach of flying an aeromagnetic survey would be beneficial and a "down the hole" geophysical survey would assist in identifying sulphide mineralisation in proximity to recent drilling programmes. Both these geophysical activities were completed.

The drilling programme underway during this period was targeted towards nickel/copper sulphide mineralisation at Londokomanana and Ambodilafa (West). Drilling at Ambodilafa (East) targeted a "layered complex" for potential 4E mineralisation similar to ALF004.

The Company decided to drill test the historically recorded Bebasy gold project, which is situated within the Ambodilafa license area. The area is known to contain gold mineralisation as it has been a location for artisanal gold mining. The drilling programme was designed to test the potential for a large bulk mining target.

All of the Company's activities in Madagascar during the period progressed favourably and the Company's partners continued to be supportive.

30 June 2007

During the year ended 30 June 2007, the Tjate Project continued to show very good drilling results, demonstrating a tendency for grades to increase with depth and dips to flatten from about 13º to approximately 9º. Tjate's Merensky Reef, at its shallowest depth, is some 650 metres below surface, which is relatively shallow compared to the next generation of deeper mines, which were planned to access ore down to some 2000 metres depth.

The Company undertook an independent scoping study on the Tjate project and obtained a favourable financial result from conservative assumptions. Further refinement and optimization of key assumptions produced a robust base case. The Tjate Board agreed to institute a full bankable feasibility study and this commenced late 2007. This study required an intense drilling programme and other data capture in order to provide the necessary financial confidence. Jubilee and Tjate submitted a section 11 application to the Department of Minerals and Energy to increase Jubilee's stake in Tjate to 63%, from the current 48%.

Exploration in Madagascar during the period saw exciting and significant results in all of the Company's active exploration sites with Ambodilafa being particularly positive in its outlook.

REPORTING ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF JUBILEE

The Directors
Jubilee Platinum Plc
4th Floor
2 Cromwell Place
London

8 September 2009

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANTS' REPORT ON THE REPORT OF CONSOLIDATED HISTORICAL FINANCIAL INFORMATION OF JUBILEE PLATINUM PLC

Introduction

At your request, we present our reporting accountants' report on the report of consolidated historical financial information of Jubilee Platinum Plc ("Jubilee") and its subsidiaries (the "group") for six months ended 31 December 2008 and the years ended 30 June 2008, 30 June 2007 and 30 June 2006 ("historical financial information"), for the purposes of complying with the JSE Limited's Listings Requirements (the "Listings Requirements") and for inclusion in the revised listing particulars enclosed with the circular dated 14 September 2009 ("circular"). Saffery Champness, London is the auditor to the group and we are the independent reporting accountant for purposes of the circular.

Responsibility of the directors

The directors of Jubilee are responsible for the compilation, contents and preparation of the circular in accordance with the Listings Requirements. The directors are also responsible for the fair presentation in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union of the historical financial information contained therein to which this reporting accountants' report relates.

Responsibility of the independent reporting accountants

Our responsibility is to express a review conclusion on the historical financial information for the six months ended 31 December 2008, an audit opinion on the historical financial information for the year ended 30 June 2008 and review conclusions on the historical financial information for the years ended 30 June 2007 and 2006 included in Annexure 2 to the circular based on our reviews and audit, respectively.

Historical financial information for the six months ended 31 December 2008

Introduction

We have reviewed the historical financial information for the six months ended 31 December 2008 attached as Annexure 2 to the circular prepared in accordance with IFRS as adopted by the European Union.

Scope of review

We conducted our review of the historical financial information for the six months ended 31 December 2008 in accordance with the procedures described in International Standard on Review Engagements ISRE 2410: *Review of Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the historical financial information for the six months ended 31 December 2008 on the basis of our review.

Conclusion on historical financial information for the six months ended 31 December 2008

Based on our review, nothing has come to our attention that causes us to believe that the historical financial information for the six months ended 31 December 2008 included in the circular is not fairly presented, in all material respects, in accordance with the recognition and measurement requirements of IFRS as adopted by the European Union, the presentation and disclosure requirements of the IFRS as adopted by the European Union on Interim Financial Reporting (IAS 34: Interim Financial Reporting) and in the manner required by the Listings Requirements.

Historical financial information for the year ended 30 June 2008

Introduction

We have audited the historical financial information for the year ended 30 June 2008 attached as Annexure 2 to the circular prepared in accordance with IFRS as adopted by the European Union.

Responsibility of the independent reporting accountants' on the historical financial information for the year ended 30 June 2008

We conducted our audit of the historical financial information for the year ended 30 June 2008 in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the historical financial information for the year ended 30 June 2008 is free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the abovementioned historical financial information for the year ended 30 June 2008. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the historical financial information for the year ended 30 June 2008, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the historical financial information for the year ended 30 June 2008 in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the historical financial information for the year ended 30 June 2008.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion on historical financial information for the year ended 30 June 2008

In our opinion, the historical financial information for the year ended 30 June 2008, included in the circular presents fairly, in all material respects, the financial position of Jubilee and its financial performance and its cash flows for the year ended 30 June 2008 in accordance with IFRS as adopted by the European Union and in the manner required by the Listings Requirements.

Historical financial information for the years ended 30 June 2007 and 30 June 2006

Introduction

We have reviewed the historical financial information for the years ended 30 June 2007 and 30 June 2006 attached as Annexure 2 to the circular prepared in accordance with the International Standard on Review Engagements ISRE 2400: Engagements to Review Financial Statements.

Scope of our review

We conducted our review of the historical financial information for the years ended 30 June 2007 and 30 June 2006 in accordance with International Standard on Review Engagements ISRE 2400*: Engagements to Review Financial Statements*. This standard requires that we plan and perform the review to obtain moderate assurance that the historical financial information for the years ended 30 June 2007 and 30 June 2006 is free of material misstatement. A review is limited primarily to enquiries of company personnel and to analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit, and we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the historical financial information for the years ended 30 June 2007 and 30 June 2006 included in the circular is not fairly presented, in all material respects, in accordance with the IFRS as adopted by the European Union and in the manner required by the Listings Requirements.

Moore Stephens MWM Inc.

Per **Nick Lazanakis**
Chartered Accountant (SA)
Registered Auditor
Director

7 West Street
Houghton
2198

OTHER DIRECTORSHIPS HELD BY JUBILEE DIRECTORS

Name	Companies and/or partnerships for which directorships and/or partnerships are currently being held or have been held for the previous five years
Colin Bird (British)	SacOil Holdings Limited, Kiwara plc, Tjate Platinum Corporation (Pty) Ltd, Lion Networks Ltd, Emanuel Mining and Exploration (Pty) Ltd, Maude Mining and Exploration (Pty) Ltd, Dullstroom Plats (Pty) Ltd, Mokopane Mining and Exploration (Pty) Limited, Tiger Resource Finance plc, Pioneer Coal Ltd, Lion Mining Finance Ltd, New Plats (Tjate)(Pty) Ltd, Windsor Platinum Investments (Pty) Ltd, MIT Ventures Inc., Antsahabe (Mauritius) Limited.
Andrew Sarosi (British)	Tjate Platinum Corporation (Pty) Ltd, New Plats (Tjate) (Pty) Ltd, Maude Mining and Exploration (Pty) Ltd, MIT Ventures Inc., Lion Networks Ltd, Emanuel Mining and Exploration (Pty) Ltd, Mokopane Mining and Exploration (Pty) Ltd, Dullstroom Plats (Pty) Ltd, Windsor Platinum Investments (Pty) Ltd, Antsahabe (Mauritius) Limited.
Malcolm Burne	Mano River Resources Inc, Ambrian Capital plc, Golden Prospect Precious Metals plc, Samson Exploration NL, Great Panther Resources Limited, Cangold Limited, Rivington Street Holdings plc.
Chris Molefe	Merafe Resources Ltd, Royal Bafokeng Resources (Pty) Ltd. Royal Bafokeng Holdings (Pty) Ltd, Royal Bafokeng Management Services (Pty) Ltd. Royal Bafokeng Platinum (Pty) Ltd, Astrapak Ltd, Royal Bafokeng Economic Board (Pty) Ltd, Tjate Platinum Corporation (Pty) Ltd, Kiwara plc, Nishati Oil & Energy Consulting (Pty) Ltd, Capital Oil Investments (Pty) Ltd Nishati Maatla Oil & Energy Consultants (Pty) Ltd.

EXTRACTS FROM THE ARTICLES OF ASSOCIATION

1. ISSUE OF SHARES AND VARIATION OF RIGHTS

"**Capital**

6. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided in the Company's memorandum of association and in the next following Article), a share (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company by ordinary resolution determines.

Modification of rights

7. Whenever the capital of the Company is divided into different classes of shares or groups and either whilst the Company is a going concern or during or in contemplation of a winding up, the special rights attached to any class or group may be modified or abrogated, subject to the provisions of the Company's memorandum of association and unless otherwise provided by the terms of issue of the shares of that class or group, either with the consent in Writing of the holders of three-quarters of the issued shares of the class or group, or with the sanction of any special resolution passed at a separate general meeting of the holders (but not otherwise). The consent or resolution shall be binding upon all the holders of shares of the class or group. To every separate general meeting all the provisions of these Articles relating to, or to the proceedings at, general meetings shall, *mutatis mutandis*, apply, except that:

   (a) the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class or group (but, if at any adjourned meeting of the holders a quorum as above defined is not present, those Members who are present shall be a quorum);

   (b) any holder of shares in the class or group present in person or by proxy may demand a poll; and

   (c) the holders of shares of the class or group shall, on a poll, have one vote in respect of every share of the class or group held by them respectively. The special rights conferred upon the holders of any shares or class or group of shares issued with preferred or other rights shall not, unless otherwise expressly provided by the conditions of issue, be deemed to be modified by the creation or issue of further shares ranking pari passu with them.

Shares

8. Subject to the provisions of the Statutes, any restrictions contained in these Articles and the rules of the Stock Exchange and to any direction to the contrary given by the Company in general meeting, the Directors may allot, grant options over, or otherwise dispose of shares or rights to subscribe for, or to convert any security into, shares to such persons (including a Director) and on such terms as they think fit, but no share shall be issued at a discount.

9. The Company, in connection with the issue of any share, may exercise the powers of paying commissions conferred or permitted by the Statutes and the rules of the Stock Exchange, provided that the percentage rate or the amount of the commission paid or agreed to be paid is disclosed as required by law and does not exceed the rate of 10 per cent of the issue price of the shares in respect of which it is paid. Where permitted by the Statutes and the rules of the Stock Exchange, the commission may be satisfied wholly or partly by the allotment of fully or partly paid shares. The Company may also on an issue of shares pay such brokerage as is lawful.

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust. The Company shall not be bound by or be compelled in any way to recognise (even when having notice) any equitable, contingent, future or partial interest in any share, or any interest in any

fractional part of a share, or (except as otherwise provided by these Articles or as by law required or under an order of court) any other rights in respect of any share except an absolute right to the entirety of it in the registered holder. The Company shall not be bound to register more than four persons as the joint holders of a share (except in the case of executors or trustees of a deceased Member). Without prejudice to the generality of the foregoing a member shall be entitled to nominate by notice in writing given to the Company another person or persons (whether natural or corporate) to enjoy and exercise all or any of the rights of that member in relation to the Company and shall be entitled to revoke such nomination (in whole in part) by notice in writing to the Company. The provisions of sections 146 and 147 of the Companies Act 2006 shall apply to the Company even when its shares are not admitted to trading on a regulated market.

11. Save as otherwise provided in the Statutes, the Act, the rules of the Stock Exchange, or in these Articles, all unissued shares (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may (subject to the provisions of the Statutes and the rules of the Stock Exchange) allot (with or without conferring a right of renunciations), grant options over, offer or otherwise deal with or dispose of such unissued shares to such person at such times and generally on such terms and conditions as they may determine.

2. TRANSFER OF SHARES

24. All transfers of shares may be effected by transfer In Writing in any usual or common form, or in any other form approved by the Directors.

25. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (in the case of a partly paid share) the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of Members in respect of it. Subject to the provisions of these Articles, transfers of shares and other documents relating to or affecting the title to any shares shall be registered without payment of any fee. All instruments of transfer which are registered shall be retained by the Company.

26. Notwithstanding anything to the contrary contained in these Articles of Association, the shares of the Company (or any class thereof) may be held in uncertificated form and title to the shares of the Company (or any class thereof) may be transferred by means of a relevant system within the meaning of the Uncertificated Securities Regulations 1995.

27. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share (not being a fully paid share) on which the Company has a lien, provided that, where any such shares are admitted to the Official List or are admitted to trading on the Stock Exchange, such discretion may not be exercised in such a way as to prevent dealings in the shares from taking place on an open and proper basis. Subject to the foregoing, the Directors may also decline to register any instrument of transfer unless:

    27.1 the instrument of transfer, duly stamped, is deposited at the Office or such other place as the Directors may appoint accompanied by the certificate of 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;

    27.2 the instrument of transfer is in respect of only one class of share; and

    27.3 in the case of a transfer to joint holders, they do not exceed four in number.

28. If the Directors refuse to register a transfer they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal and any instrument of transfer which the Directors decline to register shall (except in the case of fraud) be returned to the person depositing it.

29. he register of transfers may be closed at such times and for such periods (not exceeding 30 days in any year) as the Directors determine.

30. Subject to section 80 of the Act, nothing in these Articles shall preclude the Directors from allowing the allotment of any share to be renounced by the allottee in favour of some other person. For all purposes

of these Articles relating to the registration of transfers of shares, this renunciation shall be deemed to be a transfer and the Directors shall have the same power of refusing to give effect to it as if the renunciation were a transfer.

31. All authorities which signed transfer deeds granted by Members for the purpose of transferring securities that may be lodged, produced or exhibited with or to the Company at its Office, shall as between the Company and the grantor of such authorities be taken and be deemed to be continue and remain in full force and effect and the Company may allow the same to be acted upon until such time as express notice in writing on the revocation of same shall have been given and lodged at the Office at which the authority was lodged, produced or exhibited. Either after the giving and lodging of such notices the Company shall be entitled to give effect to any instrument signed under an authority to sign and certified by any officer of the Company as being an order before the giving and lodging of such notice.

32. The Company shall be entitled to destroy :

32.1 all instruments of transfer of shares and all other documents on the faith of which entries are made in the register of Members at any time after the expiration of 6 years from the date of registration;

32.2 all dividend mandates and notifications of change of name or address at any time after the expiration of 2 years from the date of recording; and

32.3 all share certificates which have been cancelled at any time after the expiration of 1 year from the date of cancellation. If the Company destroys a document in good faith and without notice of any claim (regardless of the parties) to which the document might be relevant, it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document mentioned above so destroyed was a valid and effective document in accordance with the recorded particulars in the books or records of the Company. Nothing in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any document at an earlier date than that provided above or if the condition as to good faith and absence of notice is not met. References in this Article to the destruction of any document include references to its disposal in any manner.

3. ALTERATION OF CAPITAL

57. The Company may by ordinary resolution:

57.1 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

57.2 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 capital by the nominal amount of the shares cancelled, subject to the provisions of sections 146 – 149 of the Act; and

57.3 sub-divide all or any of its shares into shares of smaller amount than is fixed by the Memorandum of Association and the resolution may determine that, as between the holders of the shares resulting from the 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 others as the Company has power to attach to unissued or new shares.

58. Upon a consolidation of fully paid shares into shares of larger amount the Directors may settle any difficulty which arises and in particular may, as between the holders of shares consolidated, determine which shares are consolidated into each consolidated share. In the case of any shares registered in the name or names of one or more Members being consolidated with shares registered in the name or names of another Member or Members, the Directors may make such arrangements for the sale of the consolidated share or for the issue, acceptance or sale of fractional certificates and may sell the consolidated share or the fractions represented by fractional certificates, either upon the market or otherwise, to such person or persons at such times and at such prices as they think fit. The Directors shall distribute the net proceeds of sale among the Members rateably in accordance with their interests

in the consolidated share or the fractions represented by the fractional certificates. For the purpose of giving effect to a sale the Directors may appoint some person to transfer the shares or fractions sold to the purchasers save where the amount to be distributed to a Member in respect of any such interest or fraction amount to less than £3.00 (or such greater amount as the Nominated Adviser (where the Company's shares are admitted to trading on AIM) or (as the case may be) the UK Listing Authority (where the Company's shares are admitted to the Official List) shall from time to time permit), in which case any such amount may be retained for the benefit of the Company.

59. The Company may by special resolution reduce its share capital and any capital redemption reserve fund or any share premium account in any manner subject to any conditions and consents required by law.

4. BORROWING POWERS

146. 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 Statutes, 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.

146.1 The Board must 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 (if any) so as to secure (but as regards subsidiaries only in so far as, by the exercise of the rights or powers of control, the Board 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 £5,000,000 or three times the Adjusted Capital and Reserves.

5. ROTATION OF DIRECTORS

121. At every annual general meeting any Directors who are bound to retire under Article 122 and one-third of the other Directors or, if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting.

122. The Directors to retire on each occasion shall be those who have been longest in office since their last election but, as between persons who became or were re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The Directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the Board at the date of the notice convening the annual general meeting. No Director shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the Directors after the date of the notice but before the close of the meeting. The aforesaid provisions pertaining to retirement are subject to the proviso that if the Director is appointed as managing director or as an employee of the Company in any other capacity, the contract under which he has appointed may provide, subject to the approval by ordinary resolution of the Members at a general meeting, that he shall not while he continues to hold that position or office under contract for a term of rotation be subject to retirement by such contract and he shall not in such case be taken into account in determining the rotation or retirement of Directors provided that less than half the Directors may be appointed to any such position.

123. A retiring Director shall be eligible for re-election.

124. Subject to the provisions of these Articles, the Company at the meeting at which a Director retires may elect a person to fill the vacated office. In default, the retiring Director shall, if willing to continue to act, be deemed to have been re-elected, unless at the meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of the Director has been put to the meeting and lost.

125. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting, unless not less than 7 nor more than 42 days before the date appointed for the meeting there has been left at the Office a notice In Writing, signed by a Member (not being the person to be proposed) duly qualified to attend and vote at

the meeting, of his intention to propose the person for election, and a notice In Writing signed by that person of his willingness to be elected.

126. The nomination of a new director must be received by the Company at least 14 days before the date of any annual general meeting.

127. The Company in general meeting may increase or reduce the number of Directors and may determine in what rotation the increased or reduced number is to go out of office.

6. POWERS OF DIRECTORS

111. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in general meeting, but subject to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, which are not inconsistent with those regulations or provisions, as may be prescribed by special resolution of the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if the regulation had not been made. The general powers given by this Article are not limited or restricted by any special authority or power given to the Directors by any other Article.

112. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company is interested shall be carried on by or through one or more subsidiaries. They may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business or for financing, assisting or subsidising any subsidiary or guaranteeing its contracts, obligations or liabilities. They may appoint, remove and reappoint any person (whether a Member of their own body or not) to act as a director, managing director or manager of a subsidiary or any other company in which the Company is interested, and may determine his remuneration (whether by way of salary, commission on profits or otherwise). A Director may retain any remuneration payable to him in respect of the appointment.

113. The Directors may by power of attorney appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they think fit. The power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may authorise the attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

114. The Directors may procure the establishment and maintenance of or participation in or contribution to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, bonuses, benefits or emoluments to, any person (including directors and other officers whether of the Company or of any other company referred to in this paragraph) who is or has been in the employment of the Company, or of any company which is a subsidiary of the Company or a predecessor in business of the Company or a subsidiary, or of any allied or associated companies of the Company or any such companies and the spouses, widows, widowers, families, dependants or connections of any such persons. No pension, annuity or other allowance or benefit (except as provided for by or in accordance with any other Article) shall be granted to a Director or former Director who has not been an executive Director or held any other office or place of profit under the Company or any of its subsidiaries or to a person who has no claim on the Company except as a relation, connection or dependant of a Director or former Director, without the approval of an ordinary resolution of the Company.

115. The Directors may establish, maintain and give effect to any scheme approved by an ordinary resolution for the allotment of or the grant of options to subscribe for shares of the Company to persons (including Directors) in the employment of the Company or any subsidiary of the Company and may exercise all the powers conferred on them by the scheme (including any power to alter or add to its provisions). These Articles shall be deemed to be modified so far as may be necessary to give effect to the scheme in respect of any shares in issue or under option.

116. The Directors may procure any of the matters referred to in this Article are done by the Company either alone or in conjunction with any other company.

117. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Directors determine.

7. DIVIDENDS AND OTHER PAYMENTS TO MEMBERS

157. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company, by ordinary resolution, in general meeting may declare dividends accordingly. No higher dividend shall be paid than is recommended by the Board and the declaration of the Board as to the amount of the profits at any time available for distribution shall be conclusive.

158. No dividend or interim dividend may be paid otherwise than in accordance with Part 23 of the Companies Act 2006.

159. No dividend shall be payable except out of the profits of the Company (including profits set aside to any reserve fund under Article 175) or in excess of the amount recommended by the Directors.

160. Dividends must be declared and paid according to the amounts paid on the shares in respect of which the dividends are paid. For the purposes of this Article, no amount paid on a share in advance of calls shall be treated as paid on the share. Dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portions of the period in respect of which the dividend is paid but, if any share is issued on terms providing that it ranks for dividend as from a particular date, the share shall rank for dividend accordingly.

161. The Directors must transfer to share premium account as required by the Statutes sums equal to the amount or value of any premiums at which any shares of the Company are issued.

162. The Directors may pay such interim dividends as appear to them to be justified by the profits of the Company. If the capital of the Company is divided into different classes of shares the Directors may pay interim dividends in respect of those shares which confer on the holders deferred or non-preferred rights as well as in respect of those shares which confer on the holders preferential or special rights with regard to dividends. Provided that the Directors act bona fide, they shall not incur any responsibility to the holders of any shares for any damage that they suffer by reason of the payment of an interim dividend on any shares. The Directors may also pay half yearly or at other suitable intervals to be settled by them any dividend which is payable at a fixed rate if they are of the opinion that the profits justify the payment.

163. A general meeting declaring a dividend or bonus may direct payment of the dividend or bonus wholly or partly by the distribution of specific assets and, in particular, of paid up shares or Debentures of another company or in any one or more of these ways. The Directors shall give effect to the resolution and, where a difficulty arises in regard to the distribution, the Directors may settle it as they think expedient. In particular they may issue certificates in respect of fractions and fix the value for distribution of specific assets, may determine that cash payments are made to any Members upon the footing of that value in order to adjust the rights of all parties and may vest the assets in trustees as may seem expedient to the Directors.

164. A resolution of the Company or of the Directors declaring a dividend may specify any date as the record date for the dividend, whether or not prior to the date on which the resolution is passed.

165. The Directors may deduct from any dividend or bonus payable to a Member any sums presently payable by him to the Company on account of calls or otherwise in respect of shares of the Company.

166. No unpaid dividend, bonus or interest shall bear interest as against the Company."

CORPORATE GOVERNANCE STATEMENT

In formulating the company's corporate governance procedures, the board of directors take due regard of the principles of good governance as set out in the Combined Code issued by the Financial Reporting Council and the size and stage of development of the group. The group also takes due regard of the Quoted Companies Alliance ("QCA") Guidelines on Corporate Governance for AIM Companies and the King Committee Report on Governance. The extent of the company's compliance with the above guidelines is set out below.

The board comprises of two executive directors and two non-executive directors. Malcolm Burne chairs the board and Colin Bird is the Chief Executive Officer. The company is advanced in the process of appointing a financial director. The structure of the board ensures that no one individual or group dominates the decision making process. The board meets on a regular basis and provides effective leadership, overall control and direction to the group's affairs through the schedule of matters reserved for its decision. This includes the approval for the budget and business plan, major capital expenditure, acquisitions and disposals, risk management policies and the approval of the financial statements. Formal agendas, papers and reports are sent to the directors in a timely manner, prior to board meetings.

The board delegates certain of its responsibilities to board committees which have clearly defined terms of reference. Between the board meetings referred to above, an Executive Management Committee consisting of the executive directors meets on a regular basis. All directors have access to the advice and services of the Company Secretary, who is responsible for ensuring that all board procedures are followed. Any director may take independent professional advice at the Company's expense in the furtherance of his duties.

A minimum of one-third of the directors retire from office at every Annual General Meeting of the company. In general, those directors who have held office the longest time since their election are required to retire. A retiring director may be re-elected and a director appointed by the board since the last Annual General Meeting, can also be elected, though in the latter case the director's period of prior appointment by the board will not be taken into account for the purposes of rotation.

The Audit Committee meets as appropriate and considers the group's financial reporting (including accounting policies) and the internal financial controls designed to identify and prevent the risk of loss. The Audit Committee has reviewed the systems in place and considers these to be appropriate and should it be required will set the principles for recommending the use of external auditors for non-audit services.

The Nominations Committee consists of all board members. 7F6(a)Remuneration of executive directors is established by reference to the remuneration of executives of equivalent status both in terms of level of responsibility of the position and by the reference to their job qualifications and skills. The Remuneration Committee will also have regard to the terms which may be required to attract an executive of the equivalent experience to join the board from another company. Such packages include performance related bonuses and the grant of share options.

The board attaches importance to maintaining good relationships with all its shareholders and ensures that all price sensitive information is released to all shareholders at the same time and in accordance with the London Stock Exchange rules. The company's principal communication with its investors is through the Annual General Meeting and through the annual report and accounts and interim statement. The company maintains a website at www.jubileeplatinum.com, in compliance with AIM rule 26, containing up-to-date information of the group's activities as well as all recent LSE Regulatory News Service and SENS announcements.

Internal control

The board is responsible for maintaining an appropriate system of internal controls to safeguard shareholders' investment and group assets. The directors monitor the operation of internal controls. The objective of the system is to safeguard group assets, maintain proper accounting records and ensure that the financial information used within the business and for publication is reliable. Any such system of internal control can only provide reasonable but not absolute assurance against material misstatement or loss.

Internal financial control procedures undertaken by the board include:

- Regular review of financial reports and monitoring performance.
- Prior approval of all significant expenditure including all major investment decisions.
- Review and debate of treasury policy.

Risk assessment and the review of internal controls are undertaken by the board in the context of the group's overall strategy. The review covers the key business operational, compliance and financial risks facing the group. In arriving at its judgement of what risks the group faces, the board has considered the group's operations in the light of the following:

- The nature and extent of risks which it regards as acceptable for the group to bear within its overall business objective.
- The threat of such a risk becoming a reality.
- The group's ability to reduce the incidence and impact of risk on its performance.
- The cost and benefits to the group of operating the relevant controls.

Relations with shareholders

Communication with shareholders is given a high priority by the board and the directors are available to enter into dialogue with shareholders. All shareholders are encouraged to attend and vote at the Annual General Meeting during which the board is available to discuss issues affecting the company.

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