

**IN THE HIGH COURT OF SOUTH AFRICA
GAUTENG LOCAL DIVISION, JOHANNESBURG**

CASE NO:

In the matter between:

WESCOAL MINING PROPRIETARY LIMITED First Applicant

SALUNGANO GROUP LIMITED Second Applicant

and

PHAHLANI LINCOLN MKHOMBO N.O. First Respondent

ARNOT OPCO PROPRIETARY LIMITED Second Respondent
(in business rescue)

NDALAMO COAL PROPRIETARY LIMITED Third Respondent

NOTICE OF MOTION

KINDLY TAKE NOTICE that an application will be made on behalf of the applicants on **Friday, 18 AUGUST 2023** at 10h00 or soon thereafter as counsel may be heard for an order in the following terms:

1. That the Applicants' non-compliance with the Uniform Rules of Court concerning forms, service and time period otherwise applicable be condoned and permitting

this application to be enrolled, heard, and adjudicated upon as an urgent application in terms of Uniform Rule 6(12).

2. To the extent necessary, that leave is granted in terms of section 133(1)(b) of the Companies Act 71 of 2008 (“the Act”) to the Applicants to commence and proceed with this application.
3. Pending the Applicants' institution of further proceedings within 20 days from date of compliance with the order granted pursuant to paragraph 4 of this application, interdicting the First Respondent from reconvening any further creditors' meetings to consider a revised business rescue plan and/or taking any further steps contrary to the business rescue plan that was adopted at a meeting held in terms of section 151 of the Act on 28 July 2023.
4. Compelling the First Respondent to, within two court days of this order, furnish the Applicants with or allow the Applicants to inspect during business hours after being afforded no less than two hours' notice:
 - (a) details of all votes exercised by each of the participating creditors, including the supporting evidence in relation to the exercise of each such vote during the meeting of creditors held on 28 July 2023;
 - (b) the report compiled by the First Respondent, on the basis of which the outcome of the meeting of creditors held on 28 July 2023 was announced;

- (c) the verification process documents that served before the verifier and the First Respondent and all source documents in relation thereto, including but not limited to –
 - 4.c.1. the written instructions issued by the First Respondent (or anyone acting on his behalf) to the verifier;
 - 4.c.2. all correspondence exchanged between the First Respondent (or anyone acting on his behalf) and the verifier in relation to the verification process;
 - 4.c.3. all email communication in relation to who voted, who withdrew their votes and when that happened;
- (d) the date when the new claims were allegedly lodged;
- (e) the alleged cessions where there were cessions of any claims, when these arose and took effect and when the cessions were communicated to the First Respondent;
- (f) all proxy forms including the dates of receipt of such proxy forms;
- (g) evidence of the exercise of votes in terms of any proxy forms, including how such votes were exercised; and
- (h) copies of all claim documents or other detailed information supporting the quantum of each creditor's claim that inform the list of creditors annexed

marked "B" to the amended plan of 28 July 2023 and the further amended plan of 11 August 2023.

5. In the event that the Applicant does not institute any further proceedings in terms of paragraph 3 of this order within the time period therein provided, then the order in paragraph 3 will lapse and it will be deemed that no business rescue plan was duly approved and adopted in terms of section 152 of the Act at the meeting of 28 July 2023.
6. Declaring that there has not been a vote of approval from the holders of voting interests to prepare and publish a revised plan as contemplated in section 153(1)(a)(i) of the Act and that the First Respondent, if the order in paragraph 3 above lapses, directing that the First Respondent is obliged to reconvene the meeting in terms of section 151 of the Act held on 28 July 2023 for purposes of following the processes contemplated in section 153 of the Act.
7. In the alternative to paragraph 6 above and in the event that the order in paragraph 3 lapses, First Respondent is to reconvene the section 151 meeting within ten business days of paragraph 3 of this order lapsing.
8. The First Respondent, *de bonis propriis*, alternatively the Second Respondent, is to pay the costs of this application including the costs of two counsel, and in event of opposition of this application by any other party, such other party(ies) is/are to pay the costs jointly and severally with the First Respondent/Second Respondent, the one paying the other to be absolved.

9. Granting the Applicants such further and/or alternative relief as the Court deems fit.

TAKE FURTHER NOTICE that the affidavit of **MUTHANYI ROBINSON RAMAITE** annexed hereto will be used in support of this application.

TAKE FURTHER NOTICE that the applicant has appointed **MKHABELA HUNTLEY ATTORNEYS** (whose address, telephone and email contact details are set out below), as the address at which the applicant will accept notice and service of all process in these proceedings.

TAKE NOTICE FURTHER that if you intend opposing this application you are required to –

- a) notify the applicants' attorneys in writing by email to enabor@mhalaw.co.za, katleho@mhalaw.co.za; gayle@mhalaw.co.za by 17h00 on Monday, 14 August 2023;
- b) serve your answering affidavit, if any, by 16h00 on Tuesday, 14 August 2023; and
- c) appoint in such notification and address referred to in rule 6(5)(b) at which you will accept notice and service of all documents in these proceedings.

KINDLY place the matter on the urgent roll for hearing accordingly.

Dated at **SANDTON** on this the ^{13th} day of **AUGUST 2023**.



MKHABELA HUNTLEY ATTORNEYS

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Ref: Mr E Enabor/gn

TO: **THE REGISTRAR OF THE COURT
GAUTENG LOCAL DIVISION
JOHANNESBURG**

AND TO: **PHAHLANI LINCOLN MKHOMBO N.O.**

First Respondent

Genesis Corporate Solutions

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61 Akkerboom Street

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C/O Cox Yeats Attorneys

4 Sandown Valley Cres

Sandown

Sandton, 2196

Ref: Gareth Cremen and Bridget Letsholo

Email: gcremen@coxyeats.co.za and bletsholo@coxyeats.co.za

AND TO: **AFFECTED PERSONS**

(Listed in annexure "A" hereto with corresponding email addresses)

101693	ZA	UKWAZI ENGINEERING (PTY) LTD	2001/022767/07	MIDDELBURG	7096	1050	1050	ukwazi.encharmaine@gmail.com
101654	ZA	UMG LIVE, Division of Universal	1978/000978/07	7 Keves Avenue, ROSEBANK			2196	mroaan.ross@umusic.com
6001022	ZA	UMVUZO HEALTH	MEDICAL AID	WELKOM	1463	0043	9459	elviras@umvuzohealth.co.za
101636	ZA	UNIQUE ROSE GUESTHOUSE	2016/009928/07	AERORAND, MIDDELBURG			1050	stav@uniueroose.co.za
101214	ZA	University of Pretoria		Hatfield	X20	0028	0028	debtors@up.ac.za
101713	ZA	VAAL PAN TRADING ENTERPRISE	2008/137812/23	KWAZAMOKUHLE	922	1095	1095	vaalpantrading@gmail.com
101380	ZA	VALOTECH 30 CC	T/A VALOTECH CONSULTING		X7260	1035	1500	admin@valotech30.co.za
101432	ZA	VILTECH CC	2006/144875/23	MIDDELBURG	X1838	1050	1050	lucas.ndlovu@vil-tech.co.za
101446	ZA	VITAL SECURITY (PTY) LTD	2001/016387/07	EXT 10, WITBANK	14331	1038	1035	ciniv@vital-security.co.za
101831	ZA	VOLTEX (PTY) LTD	GLOBE ELECTRICAL WITBANK	EMALAHLENI	294	1035	1035	divavoo@voltex.co.za
101294	ZA	Wamtech Services(Pty)Ltd	2019/407817/07	Middelburg	84	1050	1050	moorewille@gmail.com
101830	ZA	WASTE ASIDE CC	2010/129203/23	EMALAHLENI			1035	movha@wasteaside.co.za
101631	ZA	WAVE TRADERS (PTY) LTD	2014/094104/07	EXT 17, VOSMAN			1039	noelnoomane@wavetraders.co.za
100271	ZA	Webber Wentzel		Johannesburg	61771		2107	#N/A
300011	ZA	Wescoal Mining (Pty)Ltd		Johannesburg	1962		1610	#N/A
7001024	ZA	WH BOTHA	(114502)	HENDRINA			1098	henry@arnotopco.com
6001065	ZA	WHIRLAWAY TRADING 126 CC	T/A GINELLIS	MIDDELBURG	3956	1050	1050	restaurantinellis@gmail.com
100982	ZA	Willis South africa (Pvt) Ltd		Sandton, Gauteng	55509	2116	2196	#N/A
102206	ZA	WIPS PROJECTS (PTY)LTD	2015/305240/07	MIDDELBURG	540-456	1911	1050	mrmotlibel@gmail.com
101445	ZA	WITBANK ELECTRICAL WHOLESAL	1968/007455/07	EXT 54, WITBANK	135	1035	1035	info@wewa.co.za
101689	ZA	WITBANK POWER SPARES (PTY) LTD	2017/147137/07	EMALAHLENI	14195	1038	1035	wps@mweb.co.za
102147	ZA	WITBANK RELIABLE SERVICES	WITBANK PUMP SERVICES	EMALAHLENI	12045	1034	1034	witbankpumps@mweb.co.za
101642	ZA	WOMEN IN MINING MAGAZINE	2018/570694/07	C/O BACLAYS & EIGHT STREET	X40	1685	1687	minindialoue@gmail.com
101893	ZA	XTRACT TRAINING SERVICES SA	2005/002166/07	WALKERVILLE	939	1876	1876	accounts@xtract.co.za
101416	ZA	YANKA LABORATORIES (PTY) LTD	2012/113891/07	WITBANK	11396	1055	1049	yankar@yanka.co.za
101582	ZA	YELLOW TECHNICAL SERVICES (PTY) LTD	T/A YELLOTEC	BARTLETT, BOKSBURG	31448	1685	1459	sales@yellotec.com
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101711	ZA	ZANGULA WELDING AND QUALITY	2013/150257/07	MIDDELBURG	121	1096	1050	opsie.ndlovu@zanqula.co.za
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102091	ZA	ZGM CONSTRUCTION AND PROJECT	2005/145959/23	EMALAHLENI			1034	info@zgmconstruction.co.za
101569	ZA	ZHOUS ENTERPRISES INTERNATIONAL	T/A ZHOUS ENTERPRISES	BETHAL	16	2310	2310	charmaine@zhoos.co.za
101650	ZA	ZIKHONA INVESTMENTS (PTY) LTD	2016/190604/07	NORTHRIDING, GAUTENG	617	4145	2162	percy.khoza@gmail.com
101611	ZA	ZSS PROJECTS RESOURCES (PTY) LTD	2016/006948/07	ORMONDE			2000	zipho.buthelezi@zssprojects.co.za

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22767	27377	pretoriaoffice@wescoal.com	1	PRETORIAOFFICE@WESCO
22767	27393	Sharon@wescoal.com	1	SHARON@WESCOAL.COM
22767	27784	Denzil@wescoal.com	1	DENZIL@WESCOAL.COM
22767	28028	pretoriaoffice@wescoal.com	1	PRETORIAOFFICE@WESCO
22767	28656	gerald@wescoal.com	1	GERALD@WESCOAL.COM
22767	28708	kabela@arnotopcco.com	1	KABELA@ARNOTOPCCO.CO
22767	29062	KEARN@ARNOTOPCO.COM	1	KEARN@ARNOTOPCO.COM
22767	29306	thelma@arnotopco.com	1	THELMA@ARNOTOPCO.COM
22767	29329	boikarabelo@arnotopco.com	1	BOIKARABELO@ARNOTOPC
22767	29721	amandam@wescoal.com	1	AMANDAM@WESCOAL.COM
22767	29742	Nonkuh.Mayise@gijima.com	1	NONKUH.MAYISE@GIJIMA
22767	29755	MARYNA@ARNOTOPCO.COM	1	MARYNA@ARNOTOPCO.COM
22767	29757	MPHENI@ARNOTOPCO.COM	1	MPHENI@ARNOTOPCO.COM
22767	29759	MANGAGA@ARNOTOPCO.COM	1	MANGAGA@ARNOTOPCO.CO
22767	29821	derrick@arnotopco.com	1	DERRICK@ARNOTOPCO.CO
22767	29823	dipolelo@arnotopco.com	1	DIPOLELO@ARNOTOPCO.C
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22767	30360	Shareef.Khan@gijima.com	1	SHAREEF.KHAN@GIJIMA.
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22896	23065	ajonker1@hotmail.com	1	AJONKER1@HOTMAIL.COM
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22896	23397	kmomberg@kmomberg.co.za	1	KMOMBERG@KMOMBERG.CO
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22896	23412	Lucky@keatonenergy.co.za	1	LUCKY@KEATONENERGY.C
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22896	23884	keb@mercc.co	1	KEB@MERCC.CO
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22896	25046	ewald@wescoal.com	1	EWALD@WESCOAL.COM
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22896	25070	sharonr@wescoal.com	1	SHARONR@WESCOAL.COM
22896	25103	kagiso@wescoal.com	1	KAGISO@WESCOAL.COM
22896	25107	jubilant@wescoal.com	1	JUBILANT@WESCOAL.COM
22896	25152	humphrey@wescoal.com	1	HUMPHREY@WESCOAL.COM
22896	25190	zakhele@wescoal.com	1	ZAKHELE@WESCOAL.COM
22896	25213	reginald@wescoal.com	1	REGINALD@WESCOAL.COM
22896	25257	sabelo@wescoal.com	1	SABELO@WESCOAL.COM
22896	25297	zanele@wescoal.com	1	ZANELE@WESCOAL.COM
22896	25303	Lesiba@wescoal.com	1	LESIBA@WESCOAL.COM
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22896	25539	sello@wescoal.com	1	SELLO@WESCOAL.COM
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22896	26596	mthobisizulu241@gmail.com	1	MTHOBISIZULU241@GMAI
22896	26598	diketso@arnotopco	1	DIKETSO@ARNOTOPCO
22896	26601	accounts@minesrescue.co.za	1	ACCOUNTS@MINESRESCUE
22896	26603	SinghV@proteacoin.co.za	1	SINGHV@PROTEACoin.CO
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22896	26607	fanie@afriboom.co.za	1	FANIE@AFRIBOOM.CO.ZA
22896	26609	johan@truckline.co.za	1	JOHAN@TRUCKLINE.CO.Z
22896	26611	oyama@sourcemarkets.co.za	1	OYAMA@SOURCEMARKETS.
22896	26613	lowveldppe@salom.co.za	1	LOWVELDPPE@SALOM.CO.
22896	26615	engelaj@ciro.co.za	1	ENGELAJ@CIRO.CO.ZA
22896	26617	info.bestenoughtrading@gmail.c	1	INFO.BESTENOUGHTRADI
22896	26619	john@mosphale.com	1	JOHN@MOSPHELE.COM
22896	26621	info@baaitse.co.za	1	INFO@BAAITSE.CO.ZA
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22896	26632	customerservices@eskom.co.za	1	CUSTOMERSERVICES@ESK
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22896	27804	creditors1@PMP.CO.ZA	1	CREDITORS1@PMP.CO.ZA
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22896	27948	sashnee.naiker@GMAIL.COM	1	SASHNEE.NAIKER@GMAIL
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22896	27952	compuschool@FUTURENET.CO.ZA	1	COMPUSCHOOL@FUTURENE
22896	27954	paarlbrick@IAFRICA.COM	1	PAARLBRICK@IAFRICA.C
22896	27956	veronica@POLYDAV.CO.ZA	1	VERONICA@POLYDAV.CO.
22896	27958	Tarynn.Lottering@PIONEERFOODS.CO.ZA	1	TARYNN.LOTTERING@PIO
22896	27960	stephner@PREMFISH.CO.ZA	1	STEPHNER@PREMFISH.CO
22896	27962	creditors@PROMEAL.CO.ZA	1	CREDITORS@PROMEAL.CO
22896	27964	accounts@PROPETFIBRE.COM	1	ACCOUNTS@PROPETFIBRE
22896	27966	Samuel.dithoko@RB.COM	1	SAMUEL.DITHOKO@RB.CO
22896	27968	mwbotha@TELKOMSA.NET	1	MWBOTHA@TELKOMSA.NET
22896	27970	Kim.munnich@RAPPA.CO.ZA	1	KIM.MUNNICH@RAPPA.CO
22896	27972	angel.nyathikazi@RCF.CO.ZA	1	ANGEL.NYATHIKAZI@RCF
22896	27974	Angel.nyathikazi@RCLFOODS.COM	1	ANGEL.NYATHIKAZI@RCL
22896	27976	accounts@RENNIEFARMS.CO.ZA	1	ACCOUNTS@RENNIEFARMS
22896	27978	delecia.brandt@RHEINMETALL-DENELMUNITION.COM	1	DELECIA.BRANDT@RHEIN
22896	27980	finance@ROLFFLOWERS.CO.ZA	1	FINANCE@ROLFFLOWERS.
22896	27982	robertetsouthafricaaromatics@YEBO.CO.ZA	1	ROBERTETSOUTHAFRICAA
22896	27984	accounts@ROTEX.CO.ZA	1	ACCOUNTS@ROTEX.CO.ZA
22896	27986	elmiens@SOILL.CO.ZA	1	ELMIEN@SOILL.CO.ZA
22896	27988	natasha.brown@RHEINMETALL-DENELMUNITION.COM	1	NATASHA.BROWN@RHEINM
22896	27990	tarynn.Lottering@PIONEERFOODS.CO.ZA	1	TARYNN.LOTTERING@PIO
22896	27992	sittigs@GARDENFUN.CO.ZA	1	SITTIGS@GARDENFUN.CO
22896	27994	info@SFKPAPER.CO.ZA	1	INFO@SFKPAPER.CO.ZA
22896	27996	amanda@SFKPAPER.CO.ZA	1	AMANDA@SFKPAPER.CO.Z
22896	27998	george@SPOTON.CO.ZA	1	GEORGE@SPOTON.CO.ZA
22896	28000	cloverhoney@LANTIC.NET	1	CLOVERHONEY@LANTIC.N
22896	28002	sandra@BOXMAN.CO.ZA	1	SANDRA@BOXMAN.CO.ZA
22896	28004	vistaero@TELKOMSA.NET	1	VISTAERO@TELKOMSA.NE
22896	28006	shanttellj@VITAFOAM.CO.ZA	1	SHANTTELLJ@VITAFOAM.
22896	28008	ke@OUDEMOLLEN.CO.ZA	1	KE@OUDEMOLLEN.CO.ZA
22896	28010	marina@MOSSOPS.CO.ZA	1	MARINA@MOSSOPS.CO.ZA
22896	28012	isaacm@WESTFALIA.CO.ZA	1	ISAACM@WESTFALIA.CO.
22896	28014	finance@WIA.ORG.ZA	1	FINANCE@WIA.ORG.ZA
22896	28016	creditor@ZZ2.CO.ZA	1	CREDITOR@ZZ2.CO.ZA
22896	28018	Denzil@wescoal.com	1	DENZIL@WESCOAL.COM
22896	28020	nicollette@wescoal.com	1	NICOLETTE@WESCOAL.CO
22896	28022	astubbs@braitex.co.za	1	ASTUBBS@BRAITEX.CO.Z
22896	28024	delecia.brandt@rheinmetall-denelmunition.com	1	DELECIA.BRANDT@RHEIN

22896	28026	natasha.williams@rheinmetall-denelmunition.com	1	NATASHA.WILLIAMS@RHE
22896	28030	Mike@wescoal.com	1	MIKE@WESCOAL.COM
22896	28032	samantha@wescoal.co.za	1	SAMANTHA@WESCOAL.CO.
22896	28034	mphosiyabonga23@gmail.com	1	MPHOSIYABONGA23@GMAIL
22896	28036	info@impangelelogistics.co.za	1	INFO@IMPANGELELOGIST
22896	28040	eldiud@uj.ac.za	1	ELDIUD@UJ.AC.ZA
22896	28042	mabuzaphumi@gmail.com	1	MABUZAPHUMI@GMAIL.CO
22896	28044	colin.aztec@mweb.co.za	1	COLIN.AZTEC@MWEB.CO.
22896	28046	vijya@vigomaud.co.za	1	VIJYA@VIGOMAUD.CO.ZA
22896	28051	creditors@apl.co.za	1	CREDITORS@APL.CO.ZA
22896	28053	carlov@firstgarment.co.za	1	CARLOV@FIRSTGARMENT.
22896	28057	mannyd@internext.co.za	1	MANNYD@INTERNEXT.CO.
22896	28059	mannyd@mds.03.co.za	1	MANNYD@MDS.03.CO.ZA
22896	28061	greenwillows13@gmail.com	1	GREENWILLOWS13@GMAIL
22896	28074	Sharon@wescoal.com	1	SHARON@WESCOAL.COM
22896	28076	marinda.noble@meadowcape.co.za	1	MARINDA.NOBLE@MEADOW
22896	28078	mpiedt@ccbgroup.com	1	MPIEDT@CCBAGROUP.COM
22896	28080	ghairo@capeconcrete.com	1	GHAIRO@CAPECONCRETE.
22896	28082	admin.wc@aes-africa.com	1	ADMIN.WC@AES-AFRICA.
22896	28084	natasha.brown@rheinmetall-denelmunition.com	1	NATASHA.BROWN@RHEINM
22896	28086	accountspayable@distell.co.za	1	ACCOUNTSPAYABLE@DIST
22896	28088	jenniferf@denny.co.za	1	JENNIFERF@DENNY.CO.Z
22896	28091	sab@docufile.co.za	1	SAB@DOCUFILE.CO.ZA
22896	28093	ccbassuppliers@ironmountain.co.za	1	CCBASUPPLIERS@IRONMO
22896	28096	marina@mossops.co.za	1	MARINA@MOSSOPS.CO.ZA
22896	28099	Stephanie@efj.co.za	1	STEPHANIE@EFJ.CO.ZA
22896	28101	Denise.Fortuin@countyfair.co.za	1	DENISE.FORTUIN@COUNT
22896	28103	kagiso@WESCOAL.COM	1	KAGISO@WESCOAL.COM
22896	28105	jaco@AFRICANGREENEURS.COM	1	JACO@AFRICANGREENEUR
22896	28107	desiree@AFRICANGREENEURS.COM	1	DESIREE@AFRICANGREEN
22896	28109	phillips@blueberryhill.co.za	1	PHILLIPS@BLUEBERRYHI
22896	28111	desiree@africangreeneurs.com	1	DESIREE@AFRICANGREEN
22896	28113	cecil.matsinya@tigerbrands.com	1	CECIL.MATSINYA@TIGER
22896	28115	Anna@WESCOAL.COM	1	ANNA@WESCOAL.COM
22896	28117	Zikiza.godongwana@westerncape.gov.za	1	ZIKIZA.GODONGWANA@WE
22896	28119	Zzikisa.godongwana@westercape.gov.za	1	ZZIKISA.GODONGWANA@W
22896	28121	credacc@nbl.co.za	1	CREDACC@NBL.CO.ZA
22896	28124	lindy.sharp@glodina.co.za	1	LINDY.SHARP@GLODINA.
22896	28126	Charles.Watson@tigerbrands.com	1	CHARLES.WATSON@TIGER
22896	28128	charles@molare.co.za	1	CHARLES@MOLARE.CO.ZA
22896	28130	kenneth.lamola@tigerbrands.com	1	KENNETH.LAMOLA@TIGER
22896	28132	mvanrensborg@enterprisefoods.co.za	1	MVANRENSBURG@ENTERPR
22896	28134	nicolene@cenviro.co.za	1	NICOLENE@CENVIRO.CO.
22896	28136	chanel@satsolutions.co.za	1	CHANEL@SAT SOLUTIONS.
22896	28138	repi@witbankmidas.co.za	1	REPI@WITBANKMIDAS.CO
22896	28140	mhluziwethu@webmail.co.za	1	MHLUZI WETHU@WEBMAIL.
22896	28142	jnaude@ensafrica.com	1	JNAUDE@ENSAFRICA.COM
22896	28144	gerrie.vanderlinde@za.nestle.com	1	GERRIE.VANDERLINDE@Z
22896	28146	ccbsasuppliers@ironmountain.co.za	1	CCBSASUPPLIERS@IRONM
22896	28148	admin1@washtublaundry.co.za	1	ADMIN1@WASHTUBLAUNDR
22896	28150	supplierstatements@distell.co.za	1	SUPPLIERSTATEMENTS@D
22896	28152	benita@cdpcasa.co.za	1	BENITA@CDPCASA.CO.ZA
22896	28154	mpact@sharedservice.co.za	1	MPACT@SHARED SERVICE.
22896	28156	nthite@wescoal.com	1	NTHITE@WESCOAL.COM
22896	28158	loraine@sgcoal.co.za	1	LORAIN E@SGCOAL.CO.ZA
22896	28160	admin.gtng@aes-africa.com	1	ADMIN.GTNG@AES-AFRIC
22896	28162	creditors@promeal.co.za	1	CREDITORS@PROMEAL.CO
22896	28164	accounts@propetfibre.com	1	ACCOUNTS@PROPETFIBRE
22896	28166	Tarynn.Lottering@pioneerfoods.co.za	1	TARYNN.LOTTERING@PIO
22896	28168	accounts@rotex.co.za	1	ACCOUNTS@ROTEX.CO.ZA
22896	28170	Odette.Voskuil@pioneerfoods.co.za	1	ODETTE.VOSKUIL@PIONE
22896	28172	elmi en@soill.co.za	1	ELMIEN@SOILL.CO.ZA
22896	28174	tmbonani@ccbgroup.com	1	TMBONANI@CCBAGROUP.C
22896	28176	robertetsouthafricaaromatics@yebo.co.za	1	ROBERTETSOUTHAFRICAA

22896	28179	michelleb@firstgarment.co.za	1	MICHELLEB@FIRSTGARME
22896	28181	invoices@distell.co.za	1	INVOICES@DISTELL.CO.
22896	28183	dkoorts@ccbgroup.com	1	DKOORTS@CCBAGROUP.CO
22896	28185	zikisa.godongwana@westerscape.gov.za	1	ZIKISA.GODONGWANA@WE
22896	28187	Kim.munnich@rappa.co.za	1	KIM.MUNNICH@RAPPA.CO
22896	28189	easybuild@lantic.net	1	EASYBUILD@LANTIC.NET
22896	28191	accounts@maliflora.co.za	1	ACCOUNTS@MALIFLORA.C
22896	28193	rozayj@mossop.co.za	1	ROZAYJ@MOSSOP.CO.ZA
22896	28195	jure.leng@meadowcape.co.za	1	JURE.LENG@MEADOWCAPE
22896	28198	roygovender@gledhow.co.za	1	ROYGOVENDER@GLEDHOW.
22896	28200	BaNaidoo@gledhow.co.za	1	BANAIDOO@GLEDHOW.CO.
22896	28213	thoko@simekacapital.com	1	THOKO@SIMEKACAPITAL.
22896	28215	mpumi@ztp.co.za	1	MPUMI@ZTP.CO.ZA
22896	28217	Creditors2@bridgestone.co.za	1	CREDITORS2@BRIDGESTO
22896	28219	sittigs@gardenfun.co.za	1	SITTIGS@GARDENFUN.CO
22896	28221	darkangel198101@gmail.com	1	DARKANGEL198101@GMAI
22896	28223	creditors1@pmp.co.za	1	CREDITORS1@PMP.CO.ZA
22896	28225	shamsuddin@gattiicecream.co.za	1	SHAMSUDDIN@GATTIICEC
22896	28227	wayne.channer@abacusspace.co.za	1	WAYNE.CHANNER@ABACUS
22896	28230	smanas@cfp.co.za	1	SMANAS@CFP.CO.ZA
22896	28232	creditors@kuhlangeneservices.co.za	1	CREDITORS@KUHLANGENE
22896	28234	ivan.jacobs@murrob.com	1	IVAN.JACOBS@MURROB.C
22896	28236	info@brewcoffee.co.za	1	INFO@BREWCOFFEE.CO.Z
22896	28238	sogika@live.com	1	SOGIKA@LIVE.COM
22896	28240	nemapaten@gmail.com	1	NEMAPATEN@GMAIL.COM
22896	28242	lishoka@lakatso.com	1	LISHOKA@LAKATSO.COM
22896	28244	corretha@superiorforklift.co.za	1	CORRETHA@SUPERIORFOR
22896	28246	valerie.duplessis@za.nestle.com	1	VALERIE.DUPLESSIS@ZA
22896	28248	Angel.nyathikazi@rclfoods.com	1	ANGEL.NYATHIKAZI@RCL
22896	28250	casseldalehardware@gmail.com	1	CASSELDALEHARDWARE@G
22896	28253	natasha@lordebusiness.solutions	1	NATASHA@LORDEBUSINES
22896	28255	michelle.sturrock@afriamat.co.za	1	MICHELLE.STURROCK@AF
22896	28257	majestic@icon.co.za	1	MAJESTIC@ICON.CO.ZA
22896	28260	amokonyane@randmutual.co.za	1	AMOKONYANE@RANDMUTUA
22896	28262	ntombi.nhlapho@coface.com	1	NTOMBI.NHLAPHO@COFAC
22896	28264	Denise@darco.co.za	1	DENISE@DARO.CO.ZA
22896	28268	moperi@webmail.co.za	1	MOPERI@WEBMAIL.CO.ZA
22896	28270	angel.nyathikazi@rcf.co.za	1	ANGEL.NYATHIKAZI@RCF
22896	28272	isaacm@westfalia.co.za	1	ISAACM@WESTFALIA.CO.
22896	28274	Deli.sithole@nhls.ac.za	1	DELI.SITHOLE@NHLS.AC
22896	28276	willem@blackwattle.co.za	1	WILLEM@BLACKWATTLE.C
22896	28278	shirley.manyaka@gmail.com	1	SHIRLEY.MANYAKA@GMAI
22896	28281	creditors@johnthompson.co.za	1	CREDITORS@JOHNTHOMPS
22896	28283	matildar@compeg.com	1	MATILDAR@COMPEG.COM
22896	28285	complaints@mawer-delpoort.co.za	1	COMPLAINTS@MAWER-DEL
22896	28287	ANNA@WESCOAL.COM	1	ANNA@WESCOAL.COM
22896	28290	michelle@planthirebroking.co.za	1	MICHELLE@PLANTHIREBR
22896	28292	accounts@abilitycorp.com	1	ACCOUNTS@ABILITYCORP
22896	28294	emma@leger.co.za	1	EMMA@LEGER.CO.ZA
22896	28296	ejwessels@distell.co.za	1	EJWESSELS@DISTELL.CO
22896	28298	anna@WESCOAL.COM	1	ANNA@WESCOAL.COM
22896	28300	debtors@gijima.com	1	DEBTORS@GIJIMA.COM
22896	28302	fhedzi@mothee.com	1	FHEDZI@MOTHEE.COM
22896	28306	mwbotha@telkomsa.net	1	MWBOTHA@TELKOMSA.NET
22896	28308	accounts@limberlost.co.za	1	ACCOUNTS@LIMBERLOST.
22896	28310	cptaccounts@tdw.co.za	1	CPTACCOUNTS@TDW.CO.Z
22896	28312	Vthabatha@bhbw.co.za	1	VTHABATHA@BHBW.CO.ZA
22896	28314	pieter@omnicars.co.za	1	PIETER@OMNICARS.CO.Z
22896	28316	drdieselrepair@telkomsa.net	1	DRDIESELREPAIR@TELK
22896	28318	tersia@nokoanalytical.co.za	1	TERSIA@NOKOANALYTICA
22896	28320	alma@burghgroup Holdings.com	1	ALMA@BURGHGROUPHOLDI
22896	28322	geniquep@tiptranscape.co.za	1	GENIQUEP@TIPTRANSCAP
22896	28324	jennyarcher@mbuyelocoal.com	1	JENNYARCHER@MBUYELOC
22896	28326	natanielj09@gmail.com	1	NATANIELJ09@GMAIL.CO

22896	28328	lindiwe@ippmining.co.za	1	LINDIWE@IPPMINING.CO
22896	28330	nicolaas@atozinvestments.co.za	1	NICOLAAS@ATOZINVESTM
22896	28332	rolene.will@buffalocoal.co.za	1	ROLENE.WILL@BUFFALOC
22896	28334	santie@hendvervoer.co.za	1	SANTIE@HENDVERVOER.C
22896	28336	info@sashproductios.co.za	1	INFO@SASHPRODUCTIOS.
22896	28338	lezona@tonystruckcentre.co.za	1	LEZONA@TONYSTRUCKCEN
22896	28340	jeanette@wamatha.co.za	1	JEANETTE@WAMATHA.CO.
22896	28342	admin@tbs-thuthuka.co.za	1	ADMIN@TBS-THUTHUKA.C
22896	28344	acc.radynver@mweb.co.za	1	ACC.RADYNVER@MWEB.CO
22896	28346	accounts@firmcoal.co.za	1	ACCOUNTS@FIRMCOAL.CO
22896	28348	corika@thembatrans.co.za	1	CORIKA@THEMBATRANS.C
22896	28350	admin@todaysdestinylogistics.co.za	1	ADMIN@TODAYSDESTINYL
22896	28352	debtors@pcvanrensburg.co.za	1	DEBTORS@PCVANRENSBUR
22896	28354	chris@dustwatch.com	1	CHRIS@DUSTWATCH.COM
22896	28356	admin@tyrechoice.co.za	1	ADMIN@TYRECHOICE.CO.
22896	28358	gerda@graintrans.co.za	1	GERDA@GRAINTRANS.CO.
22896	28360	tamsyn.lategan@bextrans.co.za	1	TAMSYN.LATEGAN@BEXTR
22896	28362	candice@heavyweightgroup.com	1	CANDICE@HEAVYWEIGHTG
22896	28364	anita@sacitylink.co.za	1	ANITA@SACITYLINK.CO.
22896	28366	riana.regen@gmail.com	1	RIANA.REGEN@GMAIL.CO
22896	28368	Woomashni.Naidoo@ricoh-europe.co.za	1	WOOMASHNI.NAIDOO@RIC
22896	28370	info@hadaso.co.za	1	INFO@HADASO.CO.ZA
22896	28372	carina@hmltc.co.za	1	CARINA@HMLTC.CO.ZA
22896	28374	bfanageneral4@gmail.cim	1	BFANAGENERAL4@GMAIL.
22896	28376	creditors@gwminerals.co.za	1	CREDITORS@GWMINERALS
22896	28378	mandym@ingwenyamp.co.za	1	MANDYM@INGWENYAMP.CO.
22896	28380	Annatjiel@foskor.co.za	1	ANNATJIEL@FOSKOR.CO.
22896	28382	petronellaz@landsec.com	1	PETRONELLAZ@LANDSEC.
22896	28384	sandy@wescoal.com	1	SANDY@WESCOAL.COM
22896	28386	mannyd@MDS.03.CO.ZA	1	MANNYD@MDS.03.CO.ZA
22896	28388	johannes.mona@PMP.CO.ZA	1	JOHANNES.MONA@PMP.CO
22896	28390	creditors2@PMP.CO.ZA	1	CREDITORS2@PMP.CO.ZA
22896	28392	admin.wc@AES-AFRICA.COM	1	ADMIN.WC@AES-AFRICA.
22896	28394	valerie.duplessis@ZA.NESTLE.COM	1	VALERIE.DUPLESSIS@ZA
22896	28396	creditors@APL.CO.ZA	1	CREDITORS@APL.CO.ZA
22896	28398	accounts@ASHTONWINERY.COM	1	ACCOUNTS@ASHTONWINER
22896	28400	accounts@ASHTONKELDER.CO.ZA	1	ACCOUNTS@ASHTONKELDE
22896	28402	lmoleko@CCBAGROUP.COM	1	LMOLEKO@CCBAGROUP.CO
22896	28404	ccbassuppliers@IRONMOUNTAIN.CO.ZA	1	CCBASUPPLIERS@IRONMO
22896	28406	ccbassuppliers@IRONMOUNTAIN.CO.ZA	1	CCBASUPPLIERS@IRONM
22896	28408	abooyesen@CCBAGROUP.COM	1	ABOYSEN@CCBAGROUP.C
22896	28410	wswanepoel@CCBAGROUP.COM	1	WSWANEPOEL@CCBAGROUP
22896	28412	appletisersuppliers@IRONMOUNTAIN.CO.CA	1	APPLETISERSUPPLIERS@
22896	28414	dkoorts@CCBAGROUP.COM	1	DKOORTS@CCBAGROUP.CO
22896	28416	info@ENVIROWOOD.CO.ZA	1	INFO@ENVIROWOOD.CO.Z
22896	28418	accountant@BLUEBERRYHILL.CO.ZA	1	ACCOUNTANT@BLUEBERRY
22896	28420	Odette.Voskuil@PIONEERFOODS.CO.ZA	1	ODETTE.VOSKUIL@PIONE
22896	28422	astubbs@BRAITEX.CO.ZA	1	ASTUBBS@BRAITEX.CO.Z
22896	28424	boitumelo.modise@BRIDGESTONE.CO.ZA	1	BOITUMELO.MODISE@BRI
22896	28426	ghairo@CAPECONCRETE.COM	1	GHAIRO@CAPECONCRETE.
22896	28428	smanas@CFP.CO.ZA	1	SMANAS@CFP.CO.ZA
22896	28430	accounts@CLAYINDUSTRY.CO.ZA	1	ACCOUNTS@CLAYINDUSTR
22896	28432	admin1@WASHTUBLAUNDRY.CO.ZA	1	ADMIN1@WASHTUBLAUNDR
22896	28434	dmaphephe@CCBAGROUP.COM	1	DMAPHEPHE@CCBAGROUP.
22896	28436	jgreyling@DISTELL.CO.ZA	1	JJGREYLING@DISTELL.C
22896	28438	EJWessels@DISTELL.CO.ZA	1	EJWESSELS@DISTELL.CO
22896	28440	christs Tennant@GMAIL.COM	1	CHRISGTENNANT@GMAIL.
22896	28442	sales@DARUNFA.CO.ZA	1	SALES@DARUNFA.CO.ZA
22896	28444	JPSmit@DISTELL.CO.ZA	1	JPSMIT@DISTELL.CO.ZA
22896	28446	ejwessels@DISTELL.CO.ZA	1	EJWESSELS@DISTELL.CO
22896	28448	invoices@DISTELL.CO.ZA	1	INVOICES@DISTELL.CO.
22896	28450	supplierstatements@DISTELL.CO.ZA	1	SUPPLIERSTATEMENTS@D
22896	28452	gjneethling@DISTELL.CO.ZA	1	GJNEETHLING@DISTELL.
22896	28454	bothaheleen321@GMAIL.COM	1	BOTHAHELEEN321@GMAIL

22896	28456	marcia@MOLARE.CO.ZA	1	MARCIA@MOLARE.CO.ZA
22896	28458	charles@MOLARE.CO.ZA	1	CHARLES@MOLARE.CO.ZA
22896	28460	creditors@EFJ.CO.ZA	1	CREDITORS@EFJ.CO.ZA
22896	28462	kzulu@ENTERPRISE.CO.ZA	1	KZULU@ENTERPRISE.CO.
22896	28464	lnkosi@ENTERPRISE.CO.ZA	1	LNKOSI@ENTERPRISE.CO
22896	28466	mvanrensborg@ENTERPRISEFOODS.CO.ZA	1	MVANRENSBURG@ENTERPR
22896	28468	michelleb@FIRSTGARMENT.CO.ZA	1	MICHELLEB@FIRSTGARME
22896	28470	credfiling2@FHCHAMBERLAIN.CO.ZA	1	CREFILING2@FHCHAMBE
22896	28472	natashas@FHCHAMBERLAIN.CO.ZA	1	NATASHAS@FHCHAMBERLA
22896	28474	creditors@GATTIICECREAM.CO.ZA	1	CREDITORS@GATTIICECR
22896	28476	gmhlongo@GLEDHOW.CO.ZA	1	GMHLONGO@GLEDHOW.CO.
22896	28478	tkeswa@GLEDHOW.CO.ZA	1	TKESWA@GLEDHOW.CO.ZA
22896	28480	BaNaidoo@GLEDHOW.CO.ZA	1	BANAIDOO@GLEDHOW.CO.
22896	28482	zikisa.godongwana@WESTERCAPE.GOV.ZA	1	ZIKISA.GODONGWANA@WE
22896	28484	millicent.ntlapo@TIGERBRANDS.COM	1	MILLICENT.NTLAPO@TIG
22896	28486	ap.invoice@TIGERBRANDS.COM	1	AP.INVOICE@TIGERBRAN
22896	28488	michelle@CDOCASA.CO.ZA	1	MICHELLE@CDOCASA.CO.
22896	28490	willien.dikella@MEADOWCAPE.CO.ZA	1	WILLIEN.DIKELLA@MEAD
22896	28492	mutandazo.mero@MEADOWCAPE.CO.ZA	1	MUTANDAZO.MERO@MEADO
22896	28494	jure.leng@MEADOWCAPE.CO.ZA	1	JURE.LENG@MEADOWCAPE
22896	28496	epp2buying@MPACT.CO.ZA	1	EPP2BUYING@MPACT.CO.
22896	28498	madams@MPACT.CO.ZA	1	MADAMS@MPACT.CO.ZA
22896	28500	gerrie.vanderlinde@ZA.NESTLE.COM	1	GERRIE.VANDERLINDE@Z
22896	28502	kgomotsom@AVI.CO.ZA	1	KGOMOTSOM@AVI.CO.ZA
22896	28504	ronaldf@NBL.CO.ZA	1	RONALDF@NBL.CO.ZA
22896	28506	aroundthemoonlogistics@GMAIL.COM	1	AROUNDTHEMOONLOGISTI
22896	28508	pontsho@OBPVACCINES.CO.ZA	1	PONTSHO@OBPVACCINES.
22896	28510	mabuzaphumi@GMAIL.COM	1	MABUZAPHUMI@GMAIL.CO
22896	28512	Suretha.vanderMerwe@RCLFOODS.COM	1	SURETHA.VANDERMERWE@
22896	28514	natasha.williams@RHEINMETALL-DENELMUNITION.CO	1	NATASHA.WILLIAMS@RHE
22896	28516	creditors@SOILL.CO.ZA	1	CREDITORS@SOILL.CO.Z
22896	28518	shavon.prins@PEPSICO.COM	1	SHAVON.PRINS@PEPSICO
22896	28520	moperi@WEBMAIL.CO.ZA	1	MOPERI@WEBMAIL.CO.ZA
22896	28522	debbie@SFKPAPER.CO.ZA	1	DEBBIE@SFKPAPER.CO.Z
22896	28524	julaygaA@JOHNTHOMPSON.CO.ZA	1	JULAYGAA@JOHNTHOMPSO
22896	28526	rozannev@MOSSOP.CO.ZA	1	ROZANNEV@MOSSOP.CO.Z
22896	28528	jdc@MOSSOP.CO.ZA	1	JDC@MOSSOP.CO.ZA
22896	28530	rozayj@MOSSOP.CO.ZA	1	ROZAYJ@MOSSOP.CO.ZA
22896	28532	TarnelleS@WESCOAL.COM	1	TARNELLES@WESCOAL.CO
22896	28534	reception.gtng@AES-AFRICA.COM	1	RECEPTION.GTNG@AES-A
22896	28536	admin.gtng@AES-AFRICA.COM	1	ADMIN.GTNG@AES-AFRIC
22896	28538	bookings@krielhealthcentre.co.za	1	BOOKINGS@KRIELHEALTH
22896	28540	izwilenjabulo@gmail.com	1	IZWILENJABULO@GMAIL.
22896	28542	cobra.koena@gmail.com	1	COBRA.KOENA@GMAIL.CO
22896	28544	cheriska@miptec.co.za	1	CHERISKA@MIPTEC.CO.Z
22896	28546	colin.morris@africaweather.om	1	COLIN.MORRIS@AFRICA
22896	28548	derek@leger.co.za	1	DEREK@LEGER.CO.ZA
22896	28550	Mphod@tlsgsourcing.co.za	1	MPHOD@TLSGSOURCING.C
22896	28552	kea@remnantwealth.co.za	1	KEA@REMNANTWEALTH.CO
22896	28554	nakhanegroup@gamil.com	1	NAKHANEGROUP@GAMIL.C
22896	28556	debtors@werksmans.com	1	DEBTORS@WERKSMANS.CO
22896	28558	accounts@mancamane.co.za	1	ACCOUNTS@MANCAMANE.C
22896	28560	deshree@mpi.co.za	1	DESHREE@MPI.CO.ZA
22896	28562	roelfb@tshiamo.com	1	ROELFB@TSHIAMO.COM
22896	28566	Thokozane@WESCOAL.COM	1	THOKOZANE@WESCOAL.CO
22896	28569	stephner@premfish.co.za	1	STEPHNER@PREMFISH.CO
22896	28571	twin.ccp@gmail.com	1	TWIN.CCP@GMAIL.COM
22896	28573	Ylante.williams@sgb-smit.group	1	YLANTE.WILLIAMS@SGB-
22896	28575	richard.taylor@mtnloaded.co.za	1	RICHARD.TAYLOR@MTNLO
22896	28577	vistaero@telkomsa.net	1	VISTAERO@TELKOMSA.NE
22896	28579	paarlbrick@iafrica.com	1	PAARLBRICK@IAFRICA.C
22896	28581	maki@creativec2g.co.za	1	MAKI@CREATIVEC2G.CO.
22896	28583	accounts@renniefarms.co.za	1	ACCOUNTS@RENNIEFARMS
22896	28585	info@sfkpaper.co.za	1	INFO@SFKPAPER.CO.ZA

22896	28587	tarynn.Lottering@pioneerfoods.co.za	1	TARYNN.LOTTERING@PIO
22896	28589	Chantles@johnthompson.co.za	1	CHANTLES@JOHNTHOMPSO
22896	28597	Shannon.Rule@cwexcellerate.com	1	SHANNON.RULE@CWEXCEL
22896	28599	sahuntfarming@gmail.com	1	SAHUNTFARMING@GMAIL.
22896	28601	Andrea.stemberg@rclfoods.com	1	ANDREA.STEMBERG@RCLF
22896	28604	sandra@boxman.co.za	1	SANDRA@BOXMAN.CO.ZA
22896	28608	marlene.green@countyfair.co.za	1	MARLENE.GREEN@COUNTY
22896	28610	ethne@capeconcrete.com	1	ETHNE@CAPECONCRETE.C
22896	28612	ethne@CAPECONCRETE.COM	1	ETHNE@CAPECONCRETE.C
22896	28614	kgomotsm@avi.co.za	1	KGOMOTSM@AVI.CO.ZA
22896	28616	kgomotsom@avi.co.za	1	KGOMOTSOM@AVI.CO.ZA
22896	28618	kgomotsm@AVI.CO.ZA	1	KGOMOTSM@AVI.CO.ZA
22896	28621	annemarie@farani.co.za	1	ANNEMARIE@FARANI.CO.
22896	28624	creditor@zz2.co.za	1	CREDITOR@ZZ2.CO.ZA
22896	28626	madams@mpact.co.za	1	MADAMS@MPACT.CO.ZA
22896	28628	debbie@noags.co.za	1	DEBBIE@NOAGS.CO.ZA
22896	28630	orders@mthekggo.co.za	1	ORDERS@MTHEKGO.CO.ZA
22896	28632	stepanvervoer@mylan.co.za	1	STEPANVERVOER@MYLAN.
22896	28634	britedcmark@netactive.co.za	1	BRITEDCMARK@NETACTIV
22896	28636	julaygaA@johnthompson.co.za	1	JULAYGAA@JOHNTHOMPSO
22896	28638	accounts@ashtonkelder.co.za	1	ACCOUNTS@ASHTONKELDE
22896	28640	admin@dvsbee.com	1	ADMIN@DVSBEES.COM
22896	28642	LOBotha@distell.co.za	1	LOBOTHA@DISTELL.CO.Z
22896	28645	Shavon.Prins@PEPSICO.COM	1	SHAVON.PRINS@PEPSICO
22896	28647	Abigail.Langeveldt@DISTELL.CO.ZA	1	ABIGAIL.LANGEVELDT@D
22896	28652	MPDavids@distell.co.za	1	MPDAVIDS@DISTELL.CO.
22896	28654	lurco.finance2@homefires.co.za	1	LURCO.FINANCE2@HOMEF
22896	28658	denzil@netdial.co.za	1	DENZIL@NETDIAL.CO.ZA
22896	28660	lamize@wescoal.com	1	LAMIZE@WESCOAL.COM
22896	28662	veronica@polydav.co.za	1	VERONICA@POLYDAV.CO.
22896	28665	yascott@cape.waltons.co.za	1	YASCOTT@CAPE.WALTONS
22896	28668	accounts@renratings.co.za	1	ACCOUNTS@REN RATINGS.
22896	28670	Amanda.mulder@za.wilmar-intl.com	1	AMANDA.MULDER@ZA.WIL
22896	28672	dreiersifafi@yahoo.com	1	DREIERSIFAFI@YAHOO.C
22896	28674	simone@gossaholdings.co.za	1	SIMONE@GOSSAHOLDINGS
22896	28676	creditors2@pmp.co.za	1	CREDITORS2@PMP.CO.ZA
22896	28678	Admin.gtng@aes-africa.com	1	ADMIN.GTNG@AES-AFRIC
22896	28680	appletisersuppliers@ironmountain.co.co	1	APPLETISERSUPPLIERS@
22896	28682	tkeswa@gledhow.co.za	1	TKESWA@GLEDHOW.CO.ZA
22896	28684	charles@mbefoods.co.za	1	CHARLES@MBEFOODS.CO.
22896	28686	Ernst@brightresources.co.za	1	ERNST@BRIGHTRESOURCE
22896	28688	shanttellj@vitafoam.co.za	1	SHANTTELLJ@VITAFOAM.
22896	28690	dellmpayne@gmail.com	1	DELLMPAYNE@GMAIL.COM
22896	28692	lourensia@DREIERSCC.CO.ZA	1	LOURENSIA@DREIERSCC.
22896	28694	bookings@kleinparadys.com	1	BOOKINGS@KLEINPARADY
22896	28697	carmens@gfox.co.za	1	CARMENS@GFOX.CO.ZA
22896	28701	accounts@heatking.co.za	1	ACCOUNTS@HEATKING.CO
22896	28703	wayne@dieolieman.co.za	1	WAYNE@DIEOLIEMAN.CO.
22896	28706	marlene.green@COUNTYFAIR.CO.ZA	1	MARLENE.GREEN@COUNTY
22896	28710	imran@MARUNIC.CO.ZA	1	IMRAN@MARUNIC.CO.ZA
22896	28712	info@highlandessentialoils.co.za	1	INFO@HIGHLANDESSENTI
22896	28714	juluagaA@johnthompson.co.za	1	JULUAGAA@JOHNTHOMPSO
22896	28716	tselanel@gmail.com	1	TSELANET@GMAIL.COM
22896	28718	pheko.motloung@ecobat.com	1	PHEKO.MOTLOUNG@ECOBA
22896	28720	fanie@dcodemobile.com	1	FANIE@DCODEMOBILE.CO
22896	28722	elze@malogistics.co.za	1	ELZE@MALOGISTICS.CO.
22896	28724	admin@hudsontransport.co.za	1	ADMIN@HUDSONTRANSPOR
22896	28726	paula@aprbags.co.za	1	PAULA@APRBAGS.CO.ZA
22896	28728	creditors@gledhow.co.za	1	CREDITORS@GLEDHOW.CO
22896	28730	storerec@apl.co.za	1	STOREREC@APL.CO.ZA
22896	28732	veronica@atozinvestments.co.za	1	VERONICA@ATOZINVESTM
22896	28734	veronics@atozinvestments.co.za	1	VERONICS@ATOZINVESTM
22896	28736	errol@cccr.co.za	1	ERROL@CCCR.CO.ZA
22896	28738	storerec@APL.CO.ZA	1	STOREREC@APL.CO.ZA

22896	28740	lamize@WESCOAL.COM	1	LAMIZE@WESCOAL.COM
22896	28742	Ernst@BRIGHTRESOURCES.CO.ZA	1	ERNST@BRIGHTRESOURCE
22896	28744	bookings@KLEINPARADYS.COM	1	BOOKINGS@KLEINPARADY
22896	28746	accounts@HEATKING.CO.ZA	1	ACCOUNTS@HEATKING.CO
22896	28748	AJJacobs@DISTELL.CO.ZA	1	AJJACOBS@DISTELL.CO.
22896	28750	MPDavids@DISTELL.CO.ZA	1	MPDAVIDS@DISTELL.CO.
22896	28752	LOBotha@DISTELL.CO.ZA	1	LOBOTHA@DISTELL.CO.Z
22896	28754	pheko.motloung@ECOBAT.COM	1	PHEKO.MOTLOUNG@ECOBA
22896	28756	creditors@GLEDHOW.CO.ZA	1	CREDITORS@GLEDHOW.CO
22896	28758	info@HIGHLANDESENTIALOILS.CO.ZA	1	INFO@HIGHLANDESENTI
22896	28760	juluagaA@JOHNTHOMPSON.CO.ZA	1	JULUAGAA@JOHNTHOMPSON
22896	28762	allenl@JOHNTHOMPSON.CO.ZA	1	ALLENL@JOHNTHOMPSON.
22896	28764	Chantles@JOHNTHOMPSON.CO.ZA	1	CHANTLES@JOHNTHOMPSON
22896	28766	luann@MAWER-DELPORT.CO.ZA	1	LUANN@MAWER-DELPORT.
22896	28768	dellmpayne@GMAIL.COM	1	DELLMPAYNE@GMAIL.COM
22896	28770	accounts@MAJESTICHARDWARE.CO.ZA	1	ACCOUNTS@MAJESTICHAR
22896	28772	Admin.gtng@AES-AFRICA.COM	1	ADMIN.GTNG@AES-AFRIC
22896	28774	charles@MBEFOODS.CO.ZA	1	CHARLES@MBEFOODS.CO.
22896	28776	lynette.schalkwyk@VITAFOAM.CO.ZA	1	LYNETTE.SCHALKWYK@VI
22896	28778	Amanda.mulder@ZA.WILMAR-INTL.COM	1	AMANDA.MULDER@ZA.WIL
22896	28781	adri@wescoal.com	1	ADRI@WESCOAL.COM
22896	28783	Customercare@lexisnexis.co.za	1	CUSTOMERCARE@LEXISNE
22896	28785	rejoice@nsovo.co.za	1	REJOICE@NSOVO.CO.ZA
22896	28787	admin@aseti.co.za	1	ADMIN@ASSETI.CO.ZA
22896	28789	mamikiemoleme@gmail.com	1	MAMIKIEMOLEME@GMAIL.
22896	28791	smncwango@mhsc.org.za	1	SMNCWANGO@MHSC.ORG.Z
22896	28793	debtors@ctctraining.co.za	1	DEBTORS@CTCTRANING.
22896	28795	boitumelo.sesing@bureauveritas.com	1	BOITUMELO.SESING@BUR
22896	28797	jean@enprotec1.co.za	1	JEAN@ENPROTEC1.CO.ZA
22896	28799	nondumiso@roadsciencetech.com	1	NONDUMISO@ROADSCIENC
22896	28801	omashele@africansoil.co.za	1	OMASHELE@AFRICANSOIL
22896	28803	khutjom@mulakhu.co.za	1	KHUTJOM@MULAKHU.CO.Z
22896	28805	info@wewa.co.za	1	INFO@WEWA.CO.ZA
22896	28807	mail@golder.co.za	1	MAIL@GOLDER.CO.ZA
22896	28809	speedieswtb@speedflame.co.za	1	SPEEDIESWTB@SPEEDFLA
22896	28811	wlouw@midalarms.co.za	1	WLOUW@MIDALARMS.CO.Z
22896	28813	ukwazi.engcharmaine@gmail.com	1	UKWAZI.ENGCHARMAINE@
22896	28815	abantustat@mweb.co.za	1	ABANTUSTAT@MWEB.CO.Z
22896	28817	zipho.buthelezi@zssprojects.co.za	1	ZIPHO.BUTHELEZI@ZSSP
22896	28819	zodwa.moloi@eskom.co.za	1	ZODWA.MOLOI@ESKOM.CO
22896	28821	bonnie@sinekhayaq.co.za	1	BONNIE@SINEKHAYAQ.CO
22896	28823	limatjila@gmail.com	1	LIMATJILA@GMAIL.COM
22896	28825	infor@mose.co.za	1	INFOR@MOSE.CO.ZA
22896	28827	yvonne@successsms.co.za	1	YVONNE@SUCCESSSMS.CO.
22896	28829	admin@mdbmidas.co.za	1	ADMIN@MDBMIDAS.CO.ZA
22896	28831	fectiv.solutions@gmail.com	1	FECTIV.SOLUTIONS@GMA
22896	28833	bongani@mazibuye.co.za	1	BONGANI@MAZIBUYE.CO.
22896	28835	tim@amberearth.co.za	1	TIM@AMBEREARTH.CO.ZA
22896	28837	4joymgiba@gmail.com	1	4JOYMGIBA@GMAIL.COM
22896	28839	creditors@gattiicecream.co.za	1	CREDITORS@GATTIICECR
22896	28843	vumile@niara.co.za	1	VUMILE@NIARA.CO.ZA
22896	28846	selina@wescoal.com	1	SELINA@WESCOAL.COM
22896	28850	adri@WESCOAL.COM	1	ADRI@WESCOAL.COM
22896	28852	Lebohang@WESCOAL.COM	1	LEBOHANG@WESCOAL.COM
22896	28854	riaan1@lantic.net	1	RIAAN1@LANTIC.NET
22896	28857	shavon.prins@pepsico.com	1	SHAVON.PRINS@PEPSICO
22896	28859	sophie@njptransport.co.za	1	SOPHIE@NJPTRANSPORT.
22896	28861	nwabisa.mongameli@westerncape.gov.za	1	NWABISA.MONGAMELI@WE
22896	28863	dloper@BRAITEX.CO.ZA	1	DLOSPER@BRAITEX.CO.Z
22896	28865	dloper@braitex.co.za	1	DLOSPER@BRAITEX.CO.Z
22896	28867	confidence@vut.ac.za	1	CONFIDENCE@VUT.AC.ZA
22896	28869	ntokozostanley86@gmail.com	1	NTOKOZOSTANLEY86@GMA
22896	28874	liza.odendaal@dlapiper.com	1	LIZA.ODENDAAL@DLAPIP
22896	28876	info@envirowood.co.za	1	INFO@ENVIROWOOD.CO.Z

22896	28881	sltwitbank@gmail.com	1	SLTWITBANK@GMAIL.COM
22896	28883	info@cybersec-clinique.co.za	1	INFO@CYBERSEC-CLINIQU
22896	28886	sonwabo@TORNOWIZE.CO.ZA	1	SONWABO@TORNOWIZE.CO
22896	28888	Khodani@WESCOAL.COM	1	KHODANI@WESCOAL.COM
22896	28890	mariaan.leroux@obaro.co.za	1	MARIAAN.LEROUX@OBARO
22896	28894	Kagiso@WESCOAL.COM	1	KAGISO@WESCOAL.COM
22896	28896	ethan@masprojects.net	1	ETHAN@MASPROJECTS.NE
22896	28898	laura.darunfa@gmail.com	1	LAURA.DARUNFA@GMAIL.
22896	28900	sphankom@gmail.com	1	SPHANKOM@GMAIL.COM
22896	28902	tessg@henleysa.ac.za	1	TESSG@HENLEYSA.AC.ZA
22896	28906	lynette.schalkwyk@vitafoam.co.za	1	LYNETTE.SCHALKWYK@VI
22896	28908	Leonard.Mphuthi@gijima.com	1	LEONARD.MPHUTHI@GIJI
22896	28910	TarnelleS@wescoal.com	1	TARNELLES@WESCOAL.CO
22896	28916	muzi.siyaya@semane.co.za	1	MUZI.SIYAYA@SEMANE.C
22896	28918	nkosingiphile.mqadi@totalenergies.com	1	NKOSINGIPHILE.MQADI@
22896	28920	diyavoo@voltex.co.za	1	DIYAVOO@VOLTEX.CO.ZA
22896	28922	maboelacc@yahoo.com	1	MABOELACC@YAHOO.COM
22896	28924	danie@ritchiecraane.co.za	1	DANIE@RITCHIECRANE.C
22896	28926	sales@interflex.co.za	1	SALES@INTERFLEX.CO.Z
22896	28928	info@todaproducts.co.za	1	INFO@TODAPRODUCTS.CO
22896	28930	kele@savilleconsulting.co.za	1	KELE@SAVILLECONSULTI
22896	28932	movha@wasteaside.co.za	1	MOVHA@WASTEASIDE.CO.
22896	28934	matsoba@gmail.com	1	MATSOBA@GMAIL.COM
22896	28938	hitechholdings@telkomsa.net	1	HITECHOLDINGS@TELKOM
22896	28943	info@BORAX.CO.ZA	1	INFO@BORAX.CO.ZA
22896	28945	petro@compressormoyandoda.co.za	1	PETRO@COMPRESSORMOYA
22896	28947	ludolf.regen@mweb.co.za	1	LUDOLF.REGEN@MWEB.CO
22896	28949	mariolettenel@gmail.com	1	MARIOLETTENEL@GMAIL.
22896	28951	lee-ann.naidoo@corporatetraveller.co.za	1	LEE-ANN.NAIDOO@CORPO
22896	28953	salesdf@telkomsa.net	1	SALESDF@TELKOMSA.NET
22896	28956	corenep@denny.co.za	1	CORENEP@DENNY.CO.ZA
22896	28958	Wanda.vandermerwe@implats.co.za	1	WANDA.VANDERMERWE@IM
22896	28960	georgina.caldow@cms-rm.com	1	GEORGINA.CALDOW@CMS-
22896	28962	finance@wia.org.za	1	FINANCE@WIA.ORG.ZA
22896	28964	ATjacobs@DISTELL.CO.ZA	1	ATJACOBS@DISTELL.CO.
22896	28966	laura.darunfa@GMAIL.COM	1	LAURA.DARUNFA@GMAIL.
22896	28968	corenep@DENNY.CO.ZA	1	CORENEP@DENNY.CO.ZA
22896	28970	nwabisa.mongameli@WESTERNSCAPE.GOV.ZA	1	NWABISA.MONGAMELI@WE
22896	28972	krediteure@OBARO.CO.ZA	1	KREDITEURE@OBARO.CO.
22896	28974	mariaan.leroux@OBARO.CO.ZA	1	MARIAAN.LEROUX@OBARO
22896	28976	accounts@lwendo.com	1	ACCOUNTS@LWENDO.COM
22896	28978	mabasadzunani@gmail.com	1	MABASADZUNANI@GMAIL.
22896	28980	jhbdebtors@metrofile.co.za	1	JHBDEBTORS@METROFILE
22896	28982	justinm@redalert.co.za	1	JUSTINM@REDALERT.CO.
22896	28984	signalssignsptyltd@gmail.com	1	SIGNALSSIGNSPTYLTD@G
22896	28986	siwenkosi1@gmail.com	1	SIWENKOSI1@GMAIL.COM
22896	28988	vhuthu.mogale3131@gmail.com	1	VHUTHU.MOGALE3131@GM
22896	28990	rayno@lehumoafrica.com	1	RAYNO@LEHUMOAFRICA.C
22896	28992	hire@ritchiecraane.co.za	1	HIRE@RITCHIECRANE.CO
22896	28994	ririsaffair@gmail.com	1	RIRISAFFAIR@GMAIL.CO
22896	28996	clement@sausica.co.za	1	CLEMENT@SAUSICA.CO.Z
22896	28998	finance@xperts.co.za	1	FINANCE@XPERTSA.CO.Z
22896	29000	skhumalo@gp.waltons.co.za	1	SKHUMALO@GP.WALTONS.
22896	29002	nomasabatha92@gmail.com	1	NOMASABATHA92@GMAIL.
22896	29004	Nondumiso@kndu.co.za	1	NONDUMISO@KNDU.CO.ZA
22896	29006	Sandile@hotmail.com	1	SANDILE@HOTMAIL.COM
22896	29008	sgegede14sho@oulook.com	1	SGEGEDE14SHO@OULOOK.
22896	29010	dalene@ppit.co.za	1	DALENE@PPIT.CO.ZA
22896	29013	sashnee@AANDALFOODS.CO.ZA	1	SASHNEE@AANDALFOODS.
22896	29015	carla.dietrehsen@africoalsa.com	1	CARLA.DIETRECHSEN@AF
22896	29017	eugene@marunics.co.za	1	EUGENE@MARUNICS.CO.Z
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22896	29022	tsepo@ecosolve.co.za	1	TSEPO@ECOSOLVE.CO.ZA
22896	29024	metzi@mweb.co.za	1	METZI@MWEB.CO.ZA

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22896	29029	george@replabour.co.za	1	GEORGE@REPLABOUR.CO.
22896	29031	brian@samsonexploration.co.za	1	BRIAN@SAMSONEXPLORAT
22896	29034	serena@SFKPAPER.CO.ZA	1	SERENA@SFKPAPER.CO.Z
22896	29036	judith@CDPCASA.CO.ZA	1	JUDITH@CDPCASA.CO.ZA
22896	29038	michelle@CDPCASA.CO.ZA	1	MICHELLE@CDPCASA.CO.
22896	29042	serena@sfkpaper.co.za	1	SERENA@SFKPAPER.CO.Z
22896	29046	sales@geoexplorestore.co.za	1	SALES@GEOEXPLORESTOR
22896	29048	commercial@liyabase.co.za	1	COMMERCIAL@LIYABASE
22896	29050	dries@jamanzi.co.za	1	DRIES@JAMANZI.CO.ZA
22896	29052	mogau@glesh.co.za	1	MOGAU@GLESH.CO.ZA
22896	29054	annalizeb@globeflight.com	1	ANNALIZEB@GLOBEFLIGH
22896	29058	hrw@samcar.co.za	1	HRW@SAMCAR.CO.ZA
22896	29060	sales@engineeredgears.co.za	1	SALES@ENGINEEREDGEAR
22896	29064	Shavon.prins@pepsico.co.za	1	SHAVON.PRINS@PEPSICO
22896	29067	admin1@WASHTUB.CO.ZA	1	ADMIN1@WASHTUB.CO.ZA
22896	29070	seiner.accounts@cdpcasa.co.za	1	SEINER.ACCOUNTS@CDPC
22896	29073	y.joosub@unicoal.mu	1	Y.JOOSUB@UNICOAL.MU
22896	29075	bsaf.creditors2@BRIDGESTONE.CO.ZA	1	BSAF.CREDITORS2@BRID
22896	29079	bsaf.creditors2@bridgestone.co.za	1	BSAF.CREDITORS2@BRID
22896	29081	admin1@washtub.co.za	1	ADMIN1@WASHTUB.CO.ZA
22896	29083	ashwinm@mie.co.za	1	ASHWINM@MIE.CO.ZA
22896	29085	lucy.mothoa@BRIDGESTONE.CO.ZA	1	LUCY.MOTHOA@BRIDGEST
22896	29087	babitan@sandstone.co.za	1	BABITAN@SANDSTONE.CO
22896	29089	meagan.henning@rclfoods.com	1	MEAGAN.HENNING@RCLFO
22896	29092	caiphusm@MQA.ORG.ZA	1	CAIPHUSM@MQA.ORG.ZA
22896	29095	CherylM@aquazania.co.za	1	CHERYLM@AQUAZANIA.CO
22896	29097	andzanichauke@gmail.com	1	ANDZANICHAUKE@GMAIL.
22896	29099	admin@prospen.co.za	1	ADMIN@PROSPEN.CO.ZA
22896	29101	accounts@stadex.co.za	1	ACCOUNTS@STADEX.CO.Z
22896	29118	dudu@arnotopco.com	1	DUDU@ARNOTOPCO.COM
22896	29121	finance@aminto.co.za	1	FINANCE@AMINTO.CO.ZA
22896	29124	rjacobs@rocbolt.com	1	RJACOBS@ROCBOLT.COM
22896	29126	effort.mokoena@zanecebo.co.za	1	EFFORT.MOKOENA@ZANEC
22896	29128	info@horonatradng.co.za	1	INFO@HORONATRADING.C
22896	29130	poppy@lanarengineering.co.za	1	POPPY@LANARENGINEERI
22896	29132	info@infrabiz.co.za	1	INFO@INFRABIZ.CO.ZA
22896	29135	thokozane@WESCOAL.COM	1	THOKOZANE@WESCOAL.CO
22896	29137	tyrone@vistaero.co.za	1	TYRONE@VISTAERO.CO.Z
22896	29139	genie@omegaprint.co.za	1	GENIE@OMEGAPRINT.CO.
22896	29156	rep@kaysinteriors.co.za	1	REP@KAYSINTERIORS.CO
22896	29158	javas.mkhonto@gmail.com	1	JAVAS.MKHONTO@GMAIL.
22896	29160	fin@asiorg.co.za	1	FIN@ASIORG.CO.ZA
22896	29162	tersia@pdnixoncontainers.co.za	1	TERSIA@PDNIXONCONTAI
22896	29164	lerato@gundogroup.co.za	1	LERATO@GUNDOGROUP.CO
22896	29166	mpho@entletseholdings.biz	1	MPHO@ENTLETSEHOLDING
22896	29168	siphephileservices@gmail.com	1	SIPHEPHILESERVICES@G
22896	29170	info@rtb-cs.com	1	INFO@RTB-CS.COM
22896	29172	regis.daniels@PEPSICO.COM	1	REGIS.DANIELS@PEPSIC
22896	29174	Shavon.prins@PEPSICO.CO.ZA	1	SHAVON.PRINS@PEPSICO
22896	29176	invoices_q-z@PIONEERFOODS.CO.ZA	1	INVOICES_Q-Z@PIONEER
22896	29178	finance@AMINTO.CO.ZA	1	FINANCE@AMINTO.CO.ZA
22896	29180	babitan@SANDSTONE.CO.ZA	1	BABITAN@SANDSTONE.CO
22896	29182	marym@CLAYINDUSGTRY.CO.ZA	1	MARYM@CLAYINDUSGTRY.
22896	29184	ap_rustenburg@IMPLATS.CO.ZA	1	AP_RUSTENBURG@IMPLAT
22896	29186	seiner.accounts@CDPCASA.CO.ZA	1	SEINER.ACCOUNTS@CDPC
22896	29188	an-marie@PROMEAL.CO.ZA	1	AN-MARIE@PROMEAL.CO
22896	29190	evans.makharike@RCLFOODS.CO.ZA	1	EVANS.MAKHARIKE@RCLF
22896	29192	tyrone@VISTAERO.CO.ZA	1	TYRONE@VISTAERO.CO.Z
22896	29194	zodwa.vilakazi@VITAFOAM.CO.ZA	1	ZODWA.VILAKAZI@VITAF
22896	29197	creditors@efj.co.za	1	CREDITORS@EFJ.CO.ZA
22896	29199	epp2buying@mpact.co.za	1	EPP2BUYING@MPACT.CO.
22896	29201	wswanepoel@ccbgroup.com	1	WSWANEPOEL@CCBAGROUP
22896	29203	abooyesen@ccbgroup.com	1	ABOYSEN@CCBAGROUP.C

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22896	29207	mutandazo.mero@meadowcape.co.za	1	MUTANDAZO.MERO@MEADO
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22896	29211	ATjacobs@distell.co.za	1	ATJACOBS@DISTELL.CO.
22896	29213	creditors@KELVINPOWER.com	1	CREDITORS@KELVINPOWE
22896	29215	andile@frilog.co.za	1	ANDILE@FRILOG.CO.ZA
22896	29217	kabela.maroga18@gmail.com	1	KABELA.MAROGA18@GMAI
22896	29219	zukies0@gmail.com	1	ZUKIES0@GMAIL.COM
22896	29221	humphrey.mathe@tranterholdings.co.za	1	HUMPHREY.MATHE@TRANT
22896	29223	buhle@noma.co.za	1	BUHLE@NOMA.CO.ZA
22896	29225	eileenv@LANDSEC.CO.ZA	1	EILEENV@LANDSEC.CO.Z
22896	29227	lmoleko@ccbagroup.com	1	LMOLEKO@CCBAGROUP.CO
22896	29231	dmaphephe@ccbagroup.com	1	DMAPHEPHE@CCBAGROUP.
22896	29233	ronaldf@nbl.co.za	1	RONALDF@NBL.CO.ZA
22896	29235	regis.daniels@pepsico.com	1	REGIS.DANIELS@PEPSIC
22896	29237	invoices_q-z@pioneerfoods.co.za	1	INVOICES_Q-Z@PIONEER
22896	29239	ap.invoice@tigerbrands.com	1	AP.INVOICE@TIGERBRAN
22896	29241	millicent.ntlapo@tigerbrands.com	1	MILLICENT.NTLAPO@TIG
22896	29243	michelle@cdpcasa.co.za	1	MICHELLE@CDPCASA.CO.
22896	29245	judith@cdpcasa.co.za	1	JUDITH@CDPCASA.CO.ZA
22896	29247	JPSmit@distell.co.za	1	JPSMIT@DISTELL.CO.ZA
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22896	29268	lucy.mothoa@bridgestone.co.za	1	LUCY.MOTHOA@BRIDGEST
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22896	29276	kzulu@enterprise.co.za	1	KZULU@ENTERPRISE.CO.
22896	29279	sales@darunfa.co.za	1	SALES@DARUNFA.CO.ZA
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22896	29304	accounts@ashtonwinery.com	1	ACCOUNTS@ASHTONWINER
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22896	29326	hoffman@mweb.co.za	1	HOFFMAN@MWEB.CO.ZA
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22896	29339	kwc-admin@kutting.co.za	1	KWC-ADMIN@KUTTING.CO
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22896	29345	marym@clayindusgtry.co.za	1	MARYM@CLAYINDUSGTRY.
22896	29347	THOKOZANE@WESCOAL.COM	1	THOKOZANE@WESCOAL.CO
22896	29349	eileenv@landsec.co.za	1	EILEENV@LANDSEC.CO.Z
22896	29352	davgroup1234@gmail.com	1	DAVGROUP1234@GMAIL.C
22896	29355	Si.chen@angloamerican.com	1	SI.CHEN@ANGLOAMERICA

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22896	29359	andrewt@scania.co.za	1	ANDREW@SCANIA.CO.ZA
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22896	29363	elsunchem@mweb.co.za	1	ELSUNCHEM@MWEB.CO.ZA
22896	29365	muziprincemaphang@gmail.com	1	MUZIPRINCEMAPHANG@GM
22896	29367	magda@welasemining.co.za	1	MAGDA@WELASEMINING.C
22896	29369	maradebe2210@gmail.com	1	MARADEBE2210@GMAIL.C
22896	29371	Dirch@LQ.co.za	1	DIRCH@LQ.CO.ZA
22896	29377	accounts@techfin.co.za	1	ACCOUNTS@TECHFIN.CO.
22896	29379	lmolekoa@CCBAGROUP.COM	1	LMOLEKOA@CCBAGROUP.C
22896	29381	jpsmit@DISTELL.CO.ZA	1	JPSMIT@DISTELL.CO.ZA
22896	29383	ap@NHLS.AC.ZA	1	AP@NHLS.AC.ZA
22896	29385	davgroup1234@GMAIL.COM	1	DAVGROUP1234@GMAIL.C
22896	29387	sahuntfarming@GMAIL.COM	1	SAHUNTFARMING@GMAIL.
22896	29389	saritadp@WESTFALIA.CO.ZA	1	SARITADP@WESTFALIA.C
22896	29392	Michelle.Grobler@deswik.com	1	MICHELLE.GROBLER@DES
22896	29394	tanya@WESCOAL.CO.ZA	1	TANYA@WESCOAL.CO.ZA
22896	29399	liz.lawrenson@GIJIMA.COM	1	LIZ.LAWRENSON@GIJIMA
22896	29416	tinam@battery.co.za	1	TINAM@BATTERY.CO.ZA
22896	29418	makgalepokwane@gmail.com	1	MAKGALEPOKWANE@GMAIL
22896	29420	ubuntu.mining@gmail.com	1	UBUNTU.MINING@GMAIL.
22896	29422	jaco@africangreeneurs.com	1	JACO@AFRICANGREENEUR
22896	29425	ap_rustenburg@implats.co.za	1	AP_RUSTENBURG@IMPLAT
22896	29427	selina@wescoal.coml	1	SELINA@WESCOAL.COML
22896	29429	christine@nextmail.co.za	1	CHRISTINE@NEXTMAIL.C
22896	29431	annelize@gapcoachesconsultants.com	1	ANNELIZE@GAPCOACHESC
22896	29433	nomfundo@rubixmedia.co.za	1	NOMFUNDO@RUBIXMEDIA.
22896	29436	creditors@soill.co.za	1	CREDITORS@SOILL.CO.Z
22896	29438	tebogo@emojidigital.africa	1	TEBOGO@EMOJIDIGITAL.
22896	29441	jan@gmgfinacial.com	1	JAN@GMGFINACIAL.COM
22896	29443	thokozanie.mahlangu@gmail.com	1	THOKOZANIE.MAHLANGU@
22896	29445	tumi@fenceit.co.za	1	TUMI@FENCEIT.CO.ZA
22896	29447	nelisg@mpucopiers.co.za	1	NELISG@MPUCOPIERS.CO
22896	29449	buyis@stlm.gov.za	1	BUYIS@STLM.GOV.ZA
22896	29451	witbank@minutemanpress.com	1	WITBANK@MINUTEMANPRE
22896	29453	sales@dffencing.co.za	1	SALES@DFENCING.CO.Z
22896	29455	christene@BLACKWATTLE.CO.ZA	1	CHRISTENE@BLACKWATTL
22896	29457	marelize.muller@kpmg.co.za	1	MARELIZE.MULLER@KPMG
22896	29459	zai@spectaculartc.co.za	1	ZAI@SPECTACULARTC.CO
22896	29461	shandaz.signs@gmail.com	1	SHANDAZ.SIGNS@GMAIL.
22896	29463	dmnyathikazi.qs@gmail.com	1	DMNYATHIKAZI.QS@GMAI
22896	29465	CBam@bidtravel.co.za	1	CBAM@BIDTRAVEL.CO.ZA
22896	29467	enquiries@ngeloelectrical.co.za	1	ENQUIRIES@NGELOZELEC
22896	29469	maswint99@gmail.com	1	MASWINT99@GMAIL.COM
22896	29471	linah@WESCOAL.COM	1	LINAH@WESCOAL.COM
22896	29473	selina@WESCOAL.COM	1	SELINA@WESCOAL.COM
22896	29475	delarice.szmith@RCLFOODS.COM	1	DELARICE.SZMITH@RCLF
22896	29477	tinam@BATTERY.CO.ZA	1	TINAM@BATTERY.CO.ZA
22896	29479	annelize@GAPCOACHESCONSULTANTS.COM	1	ANNELIZE@GAPCOACHESC
22896	29481	christine@NEXTMAIL.CO.ZA	1	CHRISTINE@NEXTMAIL.C
22896	29483	selina@WESCOAL.COML	1	SELINA@WESCOAL.COML
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22896	29498	ahmsaldevelopers@yahoo.com	1	AHMSALDEVELOPERS@YAH
22896	29500	spiroadmin@gmail.com	1	SPIROADMIN@GMAIL.COM
22896	29502	ultraspares1@gmail.com	1	ULTRASPARES1@GMAIL.C
22896	29504	inspection.mines@telkomsa.net	1	INSPECTION.MINES@TEL
22896	29506	yankarr@yanka.co.za	1	YANKARR@YANKA.CO.ZA
22896	29508	admin@cecsevander.co.za	1	ADMIN@CECSEVANDER.CO
22896	29510	monicas@birdmachines.co.za	1	MONICAS@BIRDMACHINES
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22896	29531	hannetjieb@obaro.co.za	1	HANNETJIEB@OBARO.CO.
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22896	29548	bianca@norsenet.co.za	1	BIANCA@NORSENET.CO.Z
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22896	29552	roy@moretmining.co.za	1	ROY@MORETMINING.CO.Z
22896	29554	debbie@execuair.co.za	1	DEBBIE@EXECUAIR.CO.Z
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22896	29558	KAGISO@WESCOAL.COM	1	KAGISO@WESCOAL.COM
22896	29560	karmen.vladar@lumiglobal.com	1	KARMEN.VLADAR@LUMIGL
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22896	29564	finance@irma.org.za	1	FINANCE@IRMA.ORG.ZA
22896	29566	nkosingiphile.mqadi@totalenerg	1	NKOSINGIPHILE.MQADI@
22896	29568	milford.mashele@rentokil-initi	1	MILFORD.MASHELE@RENT
22896	29570	kabelo@technoflakessolutions.c	1	KABELO@TECHNOFLAKESS
22896	29572	asukasu001@gmail.com	1	ASUKASU001@GMAIL.COM
22896	29574	twmahlaba@gmail.com	1	TWMAHLABA@GMAIL.COM
22896	29576	pwm.gaf@SGB-SMIT.GROUP	1	PWM.GAF@SGB-SMIT.GRO
22896	29578	Thandazo.Mnyageni@SGB-SMIT.GROUP	1	THANDAZO.MNYAGENI@SG
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22896	29592	Vutlhari.mashele@NEOPAK.CO.ZA	1	VUTLHARI.MASHELE@NEO
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22896	29596	rumbie@acruxresources.co.za	1	RUMBIE@ACRUXRESOURCE
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22896	29604	ronel@zivuma.co.za	1	RONEL@ZIVUMA.CO.ZA
22896	29606	lelethu@zivuma.co.za	1	LELETHU@ZIVUMA.CO.ZA
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22896	29653	kagiso@WESCOAL.COM	1	KAGISO@WESCOAL.COM
22896	29655	accounts@sohs.co.za	1	ACCOUNTS@SOHS.CO.ZA
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26793	admin.wc@aes-africa.com	1	ADMIN.WC@AES-AFRICA.
26794	creditors@claytile.co.za	1	CREDITORS@CLAYTILE.C
26796	jcradyn@telkomsa.net	1	JCRADYN@TELKOMSA.NET
26797	chris@beefcor.com	1	CHRIS@BEEFCOR.COM
26799	selina@wescoal.com	1	SELINA@WESCOAL.COM
26799	linah@wescoal.com	2	LINAH@WESCOAL.COM
26800	ontvangs@ashtonextracts.co.za	1	ONTVANGS@ASHTONEXTRA
26801	rita@alrite.co.za	1	RITA@ALRITE.CO.ZA
26802	creditors@apl.co.za	1	CREDITORS@APL.CO.ZA
26802	storerec@apl.co.za	2	STOREREC@APL.CO.ZA
26803	admin.wc@aes-africa.com	1	ADMIN.WC@AES-AFRICA.
26804	accounts@ashtonkelder.co.za	1	ACCOUNTS@ASHTONKELDE
26804	accounts@ashtonwinery.com	2	ACCOUNTS@ASHTONWINER
26805	sab@docufile.co.za	1	SAB@DOCUFILE.CO.ZA
26806	ccbsasuppliers@ironmountain.co.za	1	CCBSASUPPLIERS@IRONM
26806	lmolekoa@ccbgroup.com	2	LMOLEKOA@CCBAGROUP.C
26807	tmbonani@ccbgroup.com	2	TMBONANI@CCBAGROUP.C
26807	ccbsasuppliers@ironmountain.co.za	1	CCBSASUPPLIERS@IRONM
26808	Ylante.williams@sgb-smit.group	1	YLANTE.WILLIAMS@SGB-
26808	Raymond.Mokabane@sgb-smit.group	2	RAYMOND.MOKABANE@SGB
26808	Thandazo.Mnyageni@sgb-smit.group	3	THANDAZO.MNYAGENI@SG
26808	pwm.gaf@sgb-smit.group	4	PWM.GAF@SGB-SMIT.GRO
26809	tanya@norsenet.co.za	1	TANYA@NORSENET.CO.ZA
26810	zandre@africanbrick.co.za	1	ZANDRE@AFRICANBRICK.
26811	jacqui@gustopumps.co.za	1	JACQUI@GUSTOPUMPS.CO
26812	admin.wc@aes-africa.com	1	ADMIN.WC@AES-AFRICA.
26813	ccbsasuppliers@ironmountain.co.za	1	CCBSASUPPLIERS@IRONM
26814	hesterv@prodist.co.za	1	HESTERV@PRODIST.CO.Z
26815	andreslabberta@gmail.com	1	ANDRESLABBERTA@GMAIL
26816	lamize@wescoal.com	1	LAMIZE@WESCOAL.COM
26817	danat@amawandlep.co.za	1	DANAT@AMAWANDLEP.CO.
26818	braam@micahwcity.co.za	1	BRAAM@MICAHWCITY.CO.
26819	samca63@telkomsa.net	1	SAMCA63@TELKOMSA.NET
26820	ronelle@anrofarm.co.za	1	RONELLE@ANROFARM.CO.
26821	sandy@wescoal.com	1	SANDY@WESCOAL.COM
26822	appletisersuppliers@ironmountain.co.ca	2	APPLETISERSUPPLIERS@

26822	wswanepoel@ccbgroup.com	3	WSWANEPOEL@CCBAGROUP
26822	abooyesen@ccbgroup.com	4	ABOYSEN@CCBAGROUP.C
26823	velliott@aranda.co.za	1	VELLIOT@ARANDA.CO.ZA
26824	coal@ascongroup.de	1	COAL@ASCONGROUP.DE
26825	admin.ec@aes-africa.com	1	ADMIN.EC@AES-AFRICA.
26826	admin.ec1@aes-africa.com	1	ADMIN.EC1@AES-AFRICA
26827	admin.wc@aes-africa.com	1	ADMIN.WC@AES-AFRICA.
26828	admin.ec1@aes-africa.com	1	ADMIN.EC1@AES-AFRICA
26829	bukiwe.rapiya@necsa.co.za	1	BUKIWE.RAPIYA@NECSA.
26830	info@envirowood.co.za	1	INFO@ENVIROWOOD.CO.Z
26831	elaine@automa.co.za	1	ELAINE@AUTOMA.CO.ZA
26832	sandy@wescoal.com	1	SANDY@WESCOAL.COM
26833	creditors@newden.co.za	1	CREDITORS@NEWDEN.CO.
26834	deshni@vmicl.com	1	DESHNI@VMICL.COM
26835	phillips@blueberryhill.co.za	1	PHILLIPS@BLUEBERRYHI
26835	accountant@blueberryhill.co.za	2	ACCOUNTANT@BLUEBERRY
26836	gail@bolandbricks.co.za	1	GAIL@BOLANDBRICKS.CO
26837	delarice.szmith@rclfoods.com	1	DELARICE.SZMITH@RCLF
26837	sugarcreditors@rclfoods.com	2	SUGARCREDITORS@RCLFO
26838	Grant.Arnolds@parmalat.co.za	1	GRANT.ARNOLDS@PARMAL
26839	sandy@barnesfencing.co.za	1	SANDY@BARNESFENCING.
26840	tracy@firstgarment.co.za	1	TRACY@FIRSTGARMENT.C
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26842	batconbatteries@gmail.com	1	BATCONBATTERIES@GMAI
26843	benoni.farmer@pixie.co.za	1	BENONI.FARMER@PIXIE.
26844	emmarentia@wescoal.com	1	EMMARENTIA@WESCOAL.C
26848	chrisna@jlrtransport.co.za	1	CHRISNA@JLRTRANSPORT
26849	invoices_q-z@pioneerfoods.co.za	1	INVOICES_Q-Z@PIONEER
26849	Craig.Joseph@pepsico.com	2	CRAIG.JOSEPH@PEPSICO
26849	regis.daniels@pepsico.com	3	REGIS.DANIELS@PEPSIC
26850	Nontokozo.sibisi@pioneerfoods.co.za	1	NONTOKOZO.SIBISI@PIO
26851	Nontokozo.sibisi@pioneerfoods.co.za	1	NONTOKOZO.SIBISI@PIO
26852	gerbrandt@bolandpulp.co.za	1	GERBRANDT@BOLANDPULP
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26866	daleen@multiplant.co.za	1	DALEEN@MULTIPLANT.CO
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26868	idward@netactive.co.za	1	IDWARD@NETACTIVE.CO.
26869	accounts@multiplant.co.za	1	ACCOUNTS@MULTIPLANT.
26871	accounts@heatking.co.za	1	ACCOUNTS@HEATKING.CO
26871	nash@heatking.co.za	2	NASH@HEATKING.CO.ZA
26872	diane@wireforce.co.za	1	DIANE@WIREFORCE.CO.Z
26873	iti01857@mweb.co.za	1	ITI01857@MWEB.CO.ZA
26874	creditors@sovfoods.co.za	1	CREDITORS@SOVFOODS.C
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26876	richard.taylor@mtnloaded.co.za	1	RICHARD.TAYLOR@MTNLO
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26886	accounts@maliflora.co.za	1	ACCOUNTS@MALIFLORA.C
26886	jacob@maliflora.co.za	2	JACOB@MALIFLORA.CO.Z
26887	creditors.paarl@capefruits.co.za	1	CREDITORS.PAARL@CAPE
26888	babitan@sandstone.co.za	1	BABITAN@SANDSTONE.CO

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26891	sales@vrone.co.za	1	SALES@VRONE.CO.ZA
26893	finance@reefsteamers.com	1	FINANCE@REEFSTEAMERS
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26909	bookings@ceresrail.co.za	1	BOOKINGS@CERESRAIL.C
26912	accounts@clayindustry.co.za	1	ACCOUNTS@CLAYINDUSTR
26912	marym@clayindusgtry.co.za	2	MARYM@CLAYINDUSGTRY.
26913	admin1@washtub.co.za	1	ADMIN1@WASHTUB.CO.ZA
26914	christina@cpsa.co.za	1	CHRISTINA@CPSA.CO.ZA
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26916	ccbsasuppliers@ironmountain.co.za	1	CCBSASUPPLIERS@IRONM
26916	dmaphephe@ccbgroup.com	2	DMAPHEPHE@CCBAGROUP.
26917	admin@coralclean.co.za	1	ADMIN@CORALCLEAN.CO.
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26923	cwvanzyl@yahoo.com	1	CWVANZYL@YAHOO.COM
26924	accountspayable@distell.co.za	1	ACCOUNTSPAYABLE@DIST
26924	MPDavids@distell.co.za	2	MPDAVIDS@DISTELL.CO.
26924	AJJacobs@distell.co.za	3	AJJACOBS@DISTELL.CO.
26924	invoices@distell.co.za	4	INVOICES@DISTELL.CO.
26924	supplierstatements@distell.co.za	5	SUPPLIERSTATEMENTS@D
26924	Abigail.Langeveldt@distell.co.za	6	ABIGAIL.LANGEVELDT@D
26925	accountspayable@distell.co.za	1	ACCOUNTSPAYABLE@DIST
26925	invoices@distell.co.za	2	INVOICES@DISTELL.CO.
26925	ATjacobs@distell.co.za	3	ATJACOBS@DISTELL.CO.
26925	Abigail.Langeveldt@distell.co.za	4	ABIGAIL.LANGEVELDT@D
26925	supplierstatements@distell.co.za	5	SUPPLIERSTATEMENTS@D
26926	accountspayable@distell.co.za	1	ACCOUNTSPAYABLE@DIST
26926	EJWessels@distell.co.za	2	EJWESSELS@DISTELL.CO
26926	jjgreyling@distell.co.za	3	JJGREYLING@DISTELL.C
26926	invoices@distell.co.za	4	INVOICES@DISTELL.CO.
26927	hannetjieb@obaro.co.za	1	HANNETJIEB@OBARO.CO.
26927	hennie.rheeder@obaro.co.za	2	HENNIE.RHEEDER@OBARO
26927	belinda.els@obaro.co.za	3	BELINDA.ELS@OBARO.CO
26928	casseldalehardware@gmail.com	1	CASSELDALEHARDWARE@G
26928	estellepikkiesbotha@gmail.com	2	ESTELLEPIKKIESBOTHA@
26929	laura.darunfa@gmail.com	1	LAURA.DARUNFA@GMAIL.
26929	sales@darunfacf.co.za	2	SALES@DARUNFACF.CO.Z
26929	chrisgtennant@gmail.com	3	CHRISGTENNANT@GMAIL.
26929	info@darunfacf.co.za	4	INFO@DARUNFACF.CO.ZA
26930	corenep@denny.co.za	1	CORENEP@DENNY.CO.ZA
26931	info@sinakoenterprises.co.za	1	INFO@SINAKOENTERPRIS
26932	henna@caplant.co.za	1	HENNA@CAPLANT.CO.ZA
26933	henna@caplant.co.za	1	HENNA@CAPLANT.CO.ZA
26934	diehoutwerf@gmail.com	1	DIEHOUTWERF@GMAIL.CO
26935	dirklotter@telkomsa.net	1	DIRKLOTTER@TELKOMSA.
26936	invoices@distell.co.za	2	INVOICES@DISTELL.CO.
26937	mgreeff@distell.co.za	1	MGREEFF@DISTELL.CO.Z

26938	rcboshoff@distell.co.za	1	RCBOSHOFF@DISTELL.CO
26939	accountspayable@distell.co.za	1	ACCOUNTSPAYABLE@DIST
26940	accountspayable@distell.co.za	1	ACCOUNTSPAYABLE@DIST
26940	supplierstatements@distell.co.za	2	SUPPLIERSTATEMENTS@D
26940	invoices@distell.co.za	3	INVOICES@DISTELL.CO.
26940	jpsmit@distell.co.za	4	JPSMIT@DISTELL.CO.ZA
26940	JPSmit@distell.co.za	5	JPSMIT@DISTELL.CO.ZA
26940	ATJacobs@distell.co.za	6	ATJACOBS@DISTELL.CO.
26940	Abigail.Langeveldt@distell.co.za	7	ABIGAIL.LANGEVELDT@D
26941	accountspayable@distell.co.za	1	ACCOUNTSPAYABLE@DIST
26942	clpaulse@distell.co.za	1	CLPAULSE@DISTELL.CO.
26943	invoices@distell.co.za	1	INVOICES@DISTELL.CO.
26943	accountspayable@distell.co.za	2	ACCOUNTSPAYABLE@DIST
26943	gjneethling@distell.co.za	3	GJNEETHLING@DISTELL.
26943	Abigail.Langeveldt@distell.co.za	4	ABIGAIL.LANGEVELDT@D
26943	supplierstatements@distell.co.za	5	SUPPLIERSTATEMENTS@D
26944	rehanadocrat@absamail.co.za	1	REHANADOCRAT@ABSAMAI
26945	rehanadocrat@absamail.co.za	1	REHANADOCRAT@ABSAMAI
26946	dayofworkshop@gmail.com	1	DAYOFWORKSHOP@GMAIL.
26947	admin@magnesol.co.za	1	ADMIN@MAGNESOL.CO.ZA
26948	dreiersifafi@yahoo.com	1	DREIERSIFAFI@YAHOO.C
26948	lourensia@dreierscc.co.za	2	LOURENSIA@DREIERSCC.
26949	topref@mweb.co.za	1	TOPREF@MWEB.CO.ZA
26950	joline@dupsand.co.za	1	JOLINE@DUPSAND.CO.ZA
26951	rheena@energyoil.co.za	1	RHEENA@ENERGYOIL.CO.
26952	eugene.truter@rcf.co.za	1	EUGENE.TRUTER@RCF.CO
26953	eatonhall@lantic.net	1	EATONHALL@LANTIC.NET
26954	easybuild@lantic.net	1	EASYBUILD@LANTIC.NET
26954	bothaheleen321@gmail.com	2	BOTHAHELEEN321@GMAIL
26955	charles@molare.co.za	1	CHARLES@MOLARE.CO.ZA
26955	marcia@molare.co.za	2	MARCIA@MOLARE.CO.ZA
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26958	edaminisuppliers@gmail.com	1	EDAMINISUPPLIERS@GMA
26959	Stephanie@efj.co.za	1	STEPHANIE@EFJ.CO.ZA
26959	creditors@efj.co.za	2	CREDITORS@EFJ.CO.ZA
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26963	kzulu@enterprise.co.za	3	KZULU@ENTERPRISE.CO.
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26963	klamola@enterprisefoods.co.za	5	KLAMOLA@ENTERPRISEFO
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26972	suej@ffs.co.za	1	SUEJ@FFS.CO.ZA
26973	creditors@wescoal.com	1	CREDITORS@WESCOAL.CO
26974	michelleb@firstgarment.co.za	1	MICHELLEB@FIRSTGARME
26975	cornej@fhchamberlain.co.za	1	CORNEJ@FHCHAMBERLAIN
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26978	celeste@zivuma.co.za	3	CELESTE@ZIVUMA.CO.ZA
26978	office@zivuma.co.za	4	OFFICE@ZIVUMA.CO.ZA

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26983	creditors@gattiicecream.co.za	2	CREDITORS@GATTIICECR
26984	gbmcreditors@iafrica.com	1	GBMCREDITORS@IAFRICA
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**IN THE HIGH COURT OF SOUTH AFRICA
GAUTENG LOCAL DIVISION, JOHANNESBURG**

CASE NO:

In the matter between:

WESCOAL MINING PROPRIETARY LIMITED

First Applicant

SALUNGANO GROUP LIMITED

Second Applicant

and

PHAHLANI LINCOLN MKHOMBO N.O.

First Respondent

ARNOT OPCO PROPRIETARY LIMITED
(in business rescue)

Second Respondent

NDALAMO COAL PROPRIETARY LIMITED

Third Respondent

FOUNDING AFFIDAVIT

I, the undersigned

MUTHANYI ROBINSON RAMAITE

do hereby make oath and say:



1. I am an adult male and the Group Chief Executive Officer of the first applicant, which is a wholly owned subsidiary of the second applicant. Both applicants have a substantial interest in the rescue proceedings of the second respondent.
2. The facts deposed to in this affidavit are within my personal knowledge save where the context indicates otherwise, and they are furthermore to the best of my knowledge both true and correct.
3. Where I make submissions of a legal nature, I do so on the advice given to me by the applicants' legal representatives, which I accept as being correct.
4. I confirm that the applicants have authorised Mkhabela Huntley Attorneys ("**MHA**") to bring these proceedings on their behalf, and to the extent necessary, I further confirm that I am duly authorised to depose to this affidavit and bring this application on behalf of both applicants.

THE PARTIES

5. The first applicant is **WESCOAL MINING PROPRIETARY LIMITED** ("**Wescoal**"), a company duly registered and incorporated in terms of laws of the Republic of South Africa with registration number (1999/005845/07), having its principal place of business is at Woodmead Business Park Building, Cypress Place South A, 142 Western Service Road, Woodmead, Johannesburg.

5.1. Wescoal is a wholly owned subsidiary of Salungano Group Limited.

5.2. Wescoal is a 50% indirect shareholder in Arnot Opco Proprietary Limited (in business rescue) ("**Arnot Opco**" or "**the Company**"). Wescoal holds a



50% shareholding interest in Arnot Holdco Proprietary Limited ("**Arnot Holdco**"). Arnot Holdco holds all the shares in Arnot Opco a company under business rescue in relation to which this application is brought, the second respondent herein represented by the first respondent.

- 5.3. Wescoal has, in respect of the properly adopted business rescue plan, the largest claim and voting interest in relation to the business rescue plan approved and adopted by the majority of creditors at a meeting of creditors of the Company held in terms of section 151 of the Companies Act, 71 of 2008 ("**the Act**") on 28 July 2023.
- 5.4. Wescoal's claim is pursuant to a management agreement entered into between Wescoal and Arnot Opco, in terms of which Wescoal would provide management services to Arnot Opco, including financial and legal support. Wescoal's claim is not in dispute. I therefore do not attach the management agreement and the documents in support of Wescoal's claim to this application.
6. The second applicant is **SALUNGANO GROUP LIMITED** ("**Salungano**"), a public company duly registered and incorporated in terms of laws of the Republic of South Africa with registration number 2005/006913/06 having its principal place of business at 142 Western Service Road, Woodmead Business Park, Sandton.
- 6.1. Salungano is a public company, listed on the Johannesburg Stock Exchange and is subject to the stock exchange's listing requirements.

- 6.2. Salungano has an indirect interest in Arnot Opco through the 50% shareholding of its wholly owned subsidiary, Wescoal.
- 6.3. Salungano's claim and voting interest in the sum of R317,576.00 and 0,1% respectively in respect of the approved business rescue plan.
7. Salungano makes common cause with Wescoal in relation to the relief sought in this application.
8. I refer to Wescoal and Salungano collectively as "**the applicants**".
9. The first respondent is **PHAHLANI LINCOLN MKHOMBO**, herein cited in his capacity as the duly appointed Business Rescue Practitioner ("**the practitioner**" or "**the BRP**") of Arnot Opco, an adult male director of Genesis Corporate Solutions, GCS House, 61 Akkerboom Street, Zwartkop Ext 4, Centurion.
10. The second respondent is **ARNOT OPCO PROPRIETARY LIMITED** (in business rescue) ("**Arnot Opco**" or "**the Company**"), a company under business rescue by order of this Honourable Court granted on 10 October 2022, registered and incorporated in terms of the laws of the Republic of South Africa with registration number (2019/072282/07), having its registered address at Woodmead Business Park Building, Cypress Place South A, 142 Western Service Road, Woodmead, Johannesburg.
11. The third respondent is **NDALAMO COAL PROPRIETARY LIMITED** ("**Ndalamo**"), registered and incorporated in terms of the laws of Republic of

South Africa, having its registered address at Irenelink Precinct, 7 Impala Avenue, Doringkloof, Centurion.

12. Ndalamo has a direct and substantial interest in the application as it has made an offer in the Company's business rescue proceedings, which offer was approved at the meeting on 28 July 2023. It has been brought to the applicants' attention, through a letter addressed by Ndalamo's attorneys to the practitioner that it has also expressed an intention to interdict the practitioner on similar bases to the applicants. Attached marked "FA1" is a copy of the letter dated 8 August 2023.
13. The Company has an extensive contingent of affected persons listed in annexure "A" to the Notice of Motion. I am advised that a copy of this application will be duly served on the affected persons of the Company listed in the aforementioned annexure and a confirmatory affidavit by a representative of MHA shall be filed with this Honourable Court regarding the manner and proof of service of this application.

OUTLINE OF THIS APPLICATION

14. This matter concerns whether or not a business rescue plan in respect of the Company was duly approved as contemplated in section 152(2) of the Act, and consequently adopted as contemplated in section 152(3) of the Act on 28 July 2023 ("the 28 July Plan").
15. In terms of section 152(2) of the Act, a proposed business rescue plan will be approved on a preliminary basis if—

- 15.1. it was supported by the holders of more than 75% of the creditors' voting interests that were voted; and
- 15.2. the votes in support of the proposed plan included at least 50% of the independent creditors' voting interests, if any, that were voted.
16. The BRP announced on 28 July 2023 at the meeting convened in terms of section 151 of the Act to consider the 28 July Plan that the 28 July Plan was supported by 75.4% of the creditors voting interest, of which 50% +1 of the votes were independent creditors. In other words, it was duly adopted.
17. In the same meeting he announced that 88% of the creditors voting interest voted in favour of the offer made by Ndalamo in accordance with Option B of the 28 July Plan. He confirmed this to Ndalamo and even met with them on 1 August 2023 to discuss the implementation of the 28 July Plan and the Ndalamo offer according to what is recorded in "FA1".
18. In a complete about turn, four days after the Plan had been adopted and the outcome of the vote had been communicated to creditors, on 4 August 2023, the practitioner suddenly transmitted circular fifteen to the Company's creditors ("**the Circular**") in which he, *inter alia*, advised that the outcome of the meeting of creditors conducted on 28 July 2023 (when the 28 July Plan had been adopted) was following a "verification process" found to be incorrect due to alleged irregularities relating to the votes cast by the creditors. The Circular is attached marked "FA2".

19. The Circular gives scant details for this significant change in position. The following is cited in paragraph 5 without any substantiation:

“5.3. During the verification process it transpired that:

5.3.1. A number of Creditors during the s151 meeting sent emails revoking their votes;

5.3.2. Some of the Creditor’s votes were counted twice;

5.3.3. Some Creditors voted as a group and later cast a separate vote; and

5.3.4. Some of the proxies were received late and were not taken into consideration.

5.4. The above has an impact on the accuracy of the calculation of the votes cast at the s151 meeting and the votes recorded in paragraphs 2.2.2, 2.3.2, 3.2 and 4.1.4 are not accurate.

5.5. The BRP can therefore not proceed with the implementation of the Plan, as the required threshold for the adoption of the Plan was not met.”

20. Despite a request for substantiation - in the form of a copy of the report and/or findings generated pursuant to the verification process referred to in the Circular, the supporting documents and/or evidence considered by the party which conducted the verification process as well as any other relevant documentation (including time stamps for the casting of each vote) which informed the decision as well as that of the third party that undertook the verification process – the

applicants' request has simply been ignored. I annex the request, being a letter of 8 August 2023 from MHA to the BRP marked "FA3". When no response was received even though a response was sent to Ndalamo in response to its letter, a copy of which is annexed marked "FA4", a follow up letter pointing this out was sent on 11 August 2023, a copy of which is annexed marked "FA5".

21. When the BRP finally sent a response through his attorneys Cox Yeats, on 11 August 2023 at 15h10, a copy of which is annexed marked "FA6", the BRP ignored the issue of substantiation. Instead, the BRP alleges that he took the creditors committee into his confidence as to what transpired, without affording the applicants – who collectively are significant creditors of the Company - the same courtesy. He further alleges he invited the creditors on the creditors committee, from which the applicants have wrongfully been excluded, to the BRP's offices to peruse the documents, votes and reports obtained relating to the verification of votes.
22. The BRP has, in Cox Yeats' response of 10 August 2023 to Ndalamo's letter, similarly even invited Ndalamo to conduct their own inspection, even though he asserts Ndalamo is not an affected person.
23. Notwithstanding this, the BRP has stubbornly refused to give the applicants access to the substantiation. All that was stated in the letter of 11 August 2023 in this regard was the following dismissive statement in paragraph 18:

"It is somewhat surprising, and rather disingenuous, that your client put ink to paper and make such bold and inaccurate, and deliberately misleading assertions more so when it did not request access to the

information relating to the votes, and the verification process thereof. For your edification we attach hereto, marked "A", the voting schedule that sets out the correct position with regard to the outcome of the votes pursuant to the section 151 and 152 meeting held on 28 July 2028."

24. Not only was the statement self-evidently false in light of the content of paragraph 8.3 of "FA3" expressly requesting the information, to add insult to injury, Annexure "A" was not even attached to the letter of 11 August 2023.
25. This was immediately brought to the BRP's attention by way of email. notwithstanding this, annexure "A" only arrived via email on Saturday, 12 August 2023 at 12h09. A copy of the email exchange at the attachment entitled voting results is annexed marked "FA7".
26. The voting results schedule only gives the results but does not purport to be the verification result and does not include the information requested in paragraph 8.3 of "FA3" and nor is it, on the face of it, the same information made available to the creditors committee members and Ndalamo, which apparently includes *"the documents, votes and reports obtained relating to the verification of votes."*
27. There can be no justification for the BRP's conduct.
28. The BRP is clearly not acting impartially as he is required to do and is unfairly discriminating against the applicants by not providing them with information as he is obliged to do. His conduct smacks of an ulterior motive.

29. The applicants' concerns are only exacerbated by the veiled threat in the second-last paragraph of the Cox Yeats letter of 11 August 2023 (FA6) that another creditor has raised an issue pertaining to uncompetitive behaviour about the applicants. This is an utterly bizarre allegation to make. It smacks of intimidation. Aside from being baseless, it is not for the BRP to investigate such alleged behaviour. On the face of it, these so-called allegations, are wholly irrelevant to his functions under sections 140 and 141 of the Act.
30. Wescoal has the largest creditor voting interest. It is, at best, bizarre and, at worst, utterly sinister for the BRP to refuse access to the information that he is relying on for such a drastic and far-reaching change of position.
31. Despite this and the applicants' reasonable requests for substantiation being ignored, the BRP is in a completely misguided fashion running headlong with a strategy to have a revised business rescue plan ("**the 11 August Plan**") put to the vote at a further meeting to be convened in terms of section 151 of the Act on 21 August 2023 (after initially advising it would only be on 23 August 2023). This is again sinister. The motivation for this undue haste set out in the Cox Yeats 11 August 2023 letter (FA6), as I will address below, is simply wrong in law and not based on the facts.
32. Even if the BRP is right and the 28 July Plan was not adopted, then:
- 32.1. The BRP may first, in terms of section 153(1)(a)(i), seek a vote of approval from the holders of voting interests to prepare and publish a revised plan. This he should have done at the meeting, which he did not do. There is not otherwise a timeframe for him to do so and he certainly

could not seek such a vote in terms of the Circular, five business days' later, by giving four hours' notice – late on a Friday afternoon without prior notice to the affected persons - that if there is no objection then the motion is deemed to be passed. The BRP should have reconvened the section 151 meeting.

- 32.2. Second, the BRP must conclude the section 151 meeting only after the vote and then he has 10 business days to publish the plan in terms of section 153(3)(a)(ii).
- 32.3. Even after the business rescue plan is published, (the same time periods of Chapter 6, Part D of the Act applying in terms of section 153(3)(b)) the BRP still has a further ten business days to convene and preside over the further section 151 meeting in in terms of section 151(1). That would be by 25 August 2023 at the absolute worst.
- 32.4. In other words, the time periods have not properly started running because a vote of approval of the holders of voting interests has not been obtained at the reconvened section 151 meeting. In this regard section 151(3) expressly provides that the meeting contemplated in that section may be adjourned from time to time, as necessary or expedient, until a decision regarding the company's future has been taken in accordance with sections 152 and 153.
- 32.5. Moreover, an extension of time for publishing the business rescue plan could be obtained from the holders of a majority of the creditors' voting

interests in terms of section 150(5) of the Act or from the Court, if required.

33. The undue haste in proceeding with a further section 151 meeting when there is no need to do so in law, also smacks of a sinister motive. More so when the amended 11 August Plan that is to be put to the vote now contains the vague offer of post-commencement finance (PCF) from Mashwayi mentioned in paragraph 2.2 of the Circular (FA2), in respect of which the 28 July 2023 meeting refused to postpone the meeting to have it included. This begs the question whether these incomprehensible machinations by the BRP are not aimed at placing before the creditors by hook or crook the offer from Mashwayi Projects (Pty) Ltd ("**Mashwayi**"). At the meeting, the BRP strenuously pursued a motion to adjourn the meeting to prepare a revised plan incorporating the Mashwayi offer as part of the post commencement funding proposals to the plan. The majority of the creditors rejected the motion and insisted on consideration of only the plan presented to them by the BRP ahead of the meeting. I say so because the substance of the revised plan which the BRP proposes to present to the irregularly convened meeting of 21 August 2023 entails the Mashwayi offer, which the creditors previously declined to entertain, but nothing else.
34. The headstrong and misguided refusal by the BRP to provide substantiation to the applicants but to nonetheless continue with trying to have a different plan adopted with undue haste is accordingly what precipitates this urgent application. A new business rescue plan cannot lawfully be voted on and adopted if the 28 July Plan has already been adopted. In any event the vote of approval from the

holders of voting interests to prepare and publish a revised plan in terms of section 153(1)(a)(i) has not been properly obtained.

35. This application is accordingly very simple. It seeks primarily an order to compel the BRP to provide access to the substantiation which he has apparently provided to all other creditors involved in the creditors' committee and even to Ndalamo.
36. Until such substantiation is provided and can be considered to assess whether the 28 July Plan was adopted or not the section 151 meeting proposed for 21 August 2023 cannot proceed. In the light of the BRP's approach an order interdicting it from proceeding is required from this Honourable Court.
37. If the substantiation is provided and applicants are able to satisfy themselves that the BRP's position is correct prior to 21 August 2023, then the section 151 meeting can proceed and no interdict is necessary. However, if that is not possible, then further directions are necessary in regard to the meeting. In either event a declarator is needed that the purported transmission of the circular placing an obligation on the creditors to object on four hours' notice otherwise be deemed to have voted in favour of a revised plan being prepared does not comply with section 153(1)(a)(i).
38. If the applicants, after considering the documents in the BRP's possession, come to the conclusion that they believe the 28 July Plan was duly adopted, then they will launch further proceedings to have the plan declared duly adopted and such further or alternative relief as they may be advised, including potentially for the removal of the BRP.

39. The applicants are concerned that, without transparency and without demonstrating that the 28 July Plan was not passed, the BRP is engaging in what is effectively an ill-disguised attempt to revisit the outcome of the vote of creditors undertaken at a properly convened section 151 meeting in order to try and have a revised business rescue plan passed. This the BRP is not entitled to do.
40. I am advised that the applicants are entitled to the relief that they seek by virtue of the following:
- 40.1. The only plan which the BRP can implement is the one adopted by creditors in accordance with section 152 of the Act. No provision in the Act provides for the amendment of a business rescue plan once it is adopted. Once adopted, the business rescue plan cannot be unilaterally amended by a business rescue practitioner in an attempt to have it voted on again. In the absence of clear evidence that the 28 July Plan was not adopted as previously advised by the BRP, the section 151 meeting now convened for 21 August 2023 cannot continue.
- 40.2. As part of the rights of affected persons formally to participate in business rescue proceedings, the Act confers on creditors broad rights under section 145 of the Act, *inter alia*, to be given notice of each court proceeding, decision, meeting or other relevant event concerning the business rescue proceedings and to consult both formally and informally with the BRP. In terms of section 150 of the Act a business rescue plan must contain all the information reasonably required to facilitate affected persons in deciding whether or not to accept or reject the plan. The

applicants cannot decide whether to accept or reject a revised plan if they do not know what transpired in respect of the 28 July Plan. They are entitled to the information to exercise their rights. The practitioner is not providing applicants with the requisite information to establish the basis for his intended revocation of the 28 July Plan despite demand. This is unlawful and it impedes on the applicants' rights as affected persons to access all information on the Company to enable them to participate in the business rescue proceedings and to vindicate their rights under the 28 July Plan if it has been duly adopted as previously communicated by the BRP.

41. The applicants will accordingly seek relief in terms of the notice of motion on an urgent basis.

URGENCY

42. This application is brought on an urgent basis and the applicants will not be afforded substantial redress at a hearing in due course because the practitioner refuses to give the applicants an undertaking to not proceed with the section 151 meeting on 21 August 2023.
43. If a further meeting is held on 21 August 2023 and the 11 August Plan is purportedly adopted, and it turns out that the 28 July 2023 Plan was already adopted the 11 August Plan will then have to be set aside. It will also cause untold chaos in the business rescue proceedings because there will then be potentially two different plans that have purportedly been adopted.

44. Further creditors will not know how to vote in respect of the 11 August plan if there is uncertainty in regard to whether the 28 July Plan has been adopted or not. All affected persons are entitled to know what the correct position is and are entitled to be provided with the requisite information in order to establish for themselves what the position so that they may exercise their rights.
45. The practitioner refuses to furnish the applicants with the information requested by the applicants. This did not just happen in respect of the 8 August 2023 letter (FA3) but was preceded by a letter on 28 July 2023, a copy of which is attached marked "FA8". As appears from FA8, the originally published business rescue plan, published on 14 July 2023, was amended on the eve of the meeting of 28 July 2023 without adequate explanation. Amongst the things amended was the voting interest of Wescoal. Moreover the claim of Mashwayi was introduced under circumstances which the BRP has yet to explain to the applicants.
46. It is fundamental to understand exactly what creditors' claims have been included and whether they are valid or not to establish what their voting interest is and whether a plan has been duly adopted or not.
47. In the 28 July letter (FA8), the applicants requested a written explanation and supporting documents setting out the basis for the amendments sought to be introduced unilaterally by the practitioner on the valuation of Wescoal's claim and voting interest and the rationale for the admission of the claim lodged by Mashwayi.
48. In the 8 August letter (FA3) the applicants demanded that the practitioner give the applicants:

'8.1 a written undertaking that you [the practitioner] will not take any further steps to reconsider or avoid the implementation of the business rescue plan as adopted on 28 July 2023, including but not limited to preparation of a revised the business rescue plan and thereafter to reconvene the meeting of creditors on 23 August 2023, as you propose, to consider and approve such plan'

and further that:

'8.3 in order to enable Our Clients [the applicants] to consider the contents thereof and assess the merits of the findings of the "verification process" in relation to the vote of the creditors, a copy of the report and/or findings generated pursuant to the verification process referred to in the Circular, the supporting documents and/or evidence considered by the party which conducted the verification process as well as any other relevant documentation (including time stamps for the casting of each vote) which informed your decision as well as that of the third party that undertook the verification process.'


49. In both letters, the applicants' attorneys notified the practitioner of the applicants' intention should the practitioner fail to furnish an adequate response of the applicants' intention to institute urgent legal proceedings to protect the applicants' interests. In the last letter addressed by MHA to the practitioner (FA3), the applicants moreover demanded an undertaking from the practitioner not to take any steps in terms of his proposed amendment (contrary to the 28 July Plan).
50. Instead of giving a response of substance to the applicants' requested written undertaking and information, on Thursday, 10 August 2023 at 9:56 AM (minutes before the deadline given by the applicants) the practitioner merely stated that

the letter dated 8 August (FA3) had been referred to the practitioner's attorneys, Cox Yeats. A copy of the practitioner's email is attached marked "FA9".

51. At this point the meeting was proposed for 23 August 2023.
52. On 11 August 2023 at 15h10 (FA6), the practitioner indicated that a circular will be issued before close of business intended, *inter alia*, to set a date of the creditors meeting to adopt his proposed amended plan on 21 August 2023 and the revised voting interests schedule. A further communication was then sent by email from the BRP on 11 August 2023 at 16h20 confirming the reconvened section 151 meeting will be on 21 August 2023. A copy of the mail is annexed marked "FA10". I further annex marked "FA11" the mark-up version of the business rescue plan that was transmitted, being the 11 August Plan, together with the annexures thereto, being, annexures A to D. Annexure B is the latest list of creditors.
53. The applicants suspect that the advance in the date of the section 151 meeting from 23 August 2023 to 21 August due to the threat of this application and is done in attempt to avoid having the application heard, which could be heard on the usual urgent court day, being Tuesday 22 August 2023.
54. In light of this development, the applicants have no option but to seek to have this urgent application heard prior to the meeting on Monday, 21 August 2023 and the latest opportunity to do so is Friday, 18 August 2023. It is submitted that the most appropriate time for it to be heard is at 10h00.

55. The relief sought by the applicants is in the circumstances justified, aimed as it is at preventing the practitioner from forging ahead to hold the section 151 meeting on 21 August 2023 in the aforementioned circumstances where the BRP has previously communicated the 28 July Plan has already been adopted and is binding, and then subsequently changed his mind. The practitioner seeks to now have a different plan adopted without having afforded the affected persons an adequate opportunity to consider the information and/or evidence which formed the basis of his decision to embark on the current course of action.
56. The proposed course of action has the potential, at the very least, to cause confusion and potentially the need for further legal proceedings to declare the second plan invalid, if adopted, precisely because there is already a plan in existence that has been adopted. It will lead to delay in the business rescue process.
57. The BRP's refusal to provide the information in respect of the basis for his about-face, after initially indicating the 28 July Plan had been adopted and then changing his mind, is particularly sinister.
58. If he had provided the information and it seemed that everything was above board and the BRP was correct, there would be no need for this application and the applicants would have accepted the outcome. However, the BRP's refusal to share all relevant information to demonstrate his contentions that the 28 July Plan was not adopted is extremely concerning. It leads one to distrust his motives as I have already outlined above.

59. If the BRP is wrong with his contention that the 28 July Plan was not adopted on 28 July 2023, then any further meeting to consider a different business rescue plan would be unlawful. I am advised that the BRP cannot convene a further meeting under section 153 of the Companies Act and to the extent that the BRP purports to rely on section 153 as the source of power for his actions, I am advised that this reliance is misplaced and incorrect in law. Legal submissions in this regard will be made at the hearing of this application.
60. The BRP's conduct has also led the applicants to the reasonable conclusion that he is not behaving impartially, or at the very least not exercising the proper degree of care in the performance of his duties. There is reason to potentially seek his removal as BRP if he persists in such behaviour.
61. In these circumstances, if the meeting proceeds on 21 August 2023, this could lead to complete chaos and upheaval of the business rescue process. In particular there are grave concerns that without being able to establish whether the creditors' claims have been calculated correctly, a further plan may be purportedly adopted incorrectly too. It is essential to establish who the affected persons are and what their voting interests are before any further meeting may be convened.
62. Once the applicants have been provided with the requisite information, they can consider their position. If the 28 July Plan was not duly adopted, they will not proceed further. If, however, it appears that it was, then further proceedings to declare it to have been duly adopted will need to be launched and likely also for the removal of the practitioner.



63. Should interim interdictory relief not be granted, the practitioner as communicated through the Circular will undermine the adopted Plan and thereby prejudice the applicants' rights under sections 145 and 152 of the Act.
64. The applicants have not delayed in bringing these proceedings. They have prepared the application with exceptional haste. They waited for communication from the BRP and annexure A to the letter of 11 August before launching in the hope the matter could be resolved and only when it was clear the BRP would not relent, immediately proceeded with this application. The respondents will ultimately be afforded more time than the applicants have had to draft this application in order to respond.
65. The time frames dictated are purely as a result of the unreasonable and unlawful position adopted by the BRP and, in the circumstances, he cannot be heard to complain as a result of a situation he created. If the BRP had kept the meeting at 23 August 2023, this application could at least have been heard on Tuesday, 22 August 2023. That is now not possible.

MATERIAL BACKGROUND TO THIS APPLICATION

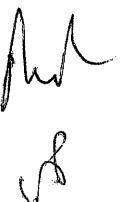
66. On 10 October 2022, this Honourable Court, on application brought by Wescoal, placed the Company under supervision and commencing business rescue proceedings in terms of section 131(4) of the Act.
67. It is noteworthy that Wescoal, as the applicant in the business rescue application, nominated the BRP (his appointment being confirmed at the subsequent first meeting of creditors) because it believed he had the requisite skills and experience. Wescoal would therefore not have any pre-existing "axe to grind"



with the BRP. This application is precipitated by the BRP's very strange behaviour in unfairly discriminating against the applicants and generally the BRP's shambolic conduct of the business rescue proceedings.

68. The history of the business rescue is set out in the 11 August Plan (FA11) at paragraph 6 thereof. I do not repeat it herein.
69. On 14 July 2023, the practitioner published in terms of section 150(5) of the Act, a business rescue plan for consideration by the creditors and adoption at a meeting that was scheduled for 10h00 on 28 July 2023. Annexed to the draft business rescue plan was a document entitled "Annexure B" setting out the list of creditors, the value of the respective voting interests and weighting in percentage.
70. In terms of annexure B, the practitioner valued Wescoal's claim at R104.39 million. In addition to the above monetary value, Wescoal's voting interest was stipulated as 25.3%. Salungano's claim was valued at approximately R 317 000 and 0.1%. A copy of the initial version of Annexure B is annexed hereto marked "FA12".
71. On 27 July 2023, at 6:15 PM (less than 24 hours before the scheduled meeting), the practitioner circulated an email to all known creditors in terms of which he purported to 'amend' and 'update' the business rescue plan, a copy of which is attached marked "FA13", stating the following:

'Following on the publication of the Business Rescue Plan on 14 July 2023, the BRP has made the following minor amendments on the



published Business Rescue Plan. This is after engagements with management and creditors including SARS.

The proposed amendments are cosmetic or clerical in nature, immaterial and/or insignificant and in no way changes the substance of the Business Rescue Plan that was published on 14 July 2023. The following clauses have been incorporated or added:

- Clause 41 – Continuing Tax Obligations (page 85);*
- Clause 42 – Assessed Loss Forfeiture (page 85);*
- Clause 43 – Default Clause (page 85); and*
- Clause 44 – Vat Clawback (page 85).*

The BRP intend to request the creditors to approve the proposed amendments at the creditors meeting tomorrow.

All the proposed amendments have been tracked and highlighted for ease of reference.

The BRP has also updated Annexure B – List of Creditors and Voting Interest. Creditors will only be allowed to vote as per the Company's records in Annexure B. Any disputed claims will be resolved in terms of the dispute resolution mechanism in the published Business Rescue Plan.

In this regard, we attach hereto the amended Business Rescue Plan in marked-up and updated Annexure B.'

72. When the applicants considered the proposed amended plan circulated by the practitioner in this regard, it became apparent that proposed amendments in fact suggest substantial changes including that:

72.1. the practitioner purported to reduce Wescoal's claim and voting interest from the figures initially set out in the draft business rescue plan, to R97.78 million and 17.8%;

- 72.2. the practitioner had included an additional entity, Mashwayi, recording it to have submitted a claim of approximately R43.6 million. Annexure B was further amended to confer a voting interest of 7.9% on the above entity; and
- 72.3. there was also, as a result, the significant increment of the claims from the initial R411 953 164 to R549 535 105.
73. These purported changes sought to be introduced by the practitioner were accordingly by no means merely cosmetic and insignificant. They were material and substantial.
74. The applicants instructed their attorneys to direct correspondence to the practitioner on an urgent basis to request written reasons and supporting documents in respect of the letter sent on 28 July 2023 (FA8), to which the practitioner failed to respond.
75. The section 151 of the Act meeting of creditors scheduled for 28 July 2023 duly proceeded and I was in attendance on behalf of Wescoal and Salungano.
76. At the aforementioned meeting, the creditors cast their votes on the plan electronically via email and WhatsApp. After the voting, the practitioner adjourned the meeting to count the votes for a period of no less than an hour.
77. He reverted after the counting of votes and advised that the 28 July Plan was approved by the majority of creditors and adopted at the meeting held on 28 July 2023.

78. The BRP followed the same process on the separate vote that was conducted after the approval of the plan in regard to the various offers which had been proposed by third parties to rescue the business. He adjourned the meeting for approximately an hour to count these votes, after which he announced the Ndalamo offer had been accepted by approximately 88% of the creditors.
79. The above outcome was communicated by the practitioner to the creditors present at the meeting. It was also apparently communicated by the BRP to Ndalamo on 1 August 2023.
80. To the applicants' surprise as the practitioner had not previously advised the creditors regarding his intended course of action, on 4 August 2023 at 16:12, the practitioner transmitted circular fifteen to the Company's creditors ("**the Circular**") in which he advised, *inter alia*, that the outcome of the meeting of creditors conducted on 28 July 2023 (when the 28 July Plan had been adopted) was, following a "verification process", incorrect due to alleged irregularities relating to the votes cast by the creditors. The Circular is FA2 as dealt with above.
- 80.1. The Circular further states that, pursuant to the alleged verification process, the required statutory thresholds were not met and thus the 28 July Plan had accordingly not been adopted, and that the practitioner is required to "*seek a motion to prepare and publish a revised plan and thereafter reconvene the s151 meeting of creditors*" as result.
- 80.2. The Circular concluded by calling all interested parties to register any objections by 20h00 on the same day. This amount of time was plainly

inadequate as Wescoal and Salungano had to consider their options before communicating their decision to the practitioner.

- 80.3. I pause to highlight that despite the unreasonably curtailed notice period, Mr. Itumeleng Phasha transmitted correspondence indicating the applicants' objection to the practitioner's intended course of action. A copy of Mr. Phasha's correspondence is annexed hereto marked "FA14".
- 80.4. As far as I am aware other creditors also communicated their objection to the proposed course of action. The BRP is called upon to disclose details of all creditors who voted in favour of the motion as well as those who objected to it. I however hasten to state that, either way, the process followed by the BRP in calling for approval of the motion does not comply with the provisions of section 153(1)(a)(i) of the Act because none of the formalities for the calling of such vote were complied with.
81. After the transmission of the Circular, the practitioner further advised all affected persons that he would be convening a creditors' meeting on 23 August 2023 in order for the creditors to consider and vote on the revised business rescue plan.
82. Pursuant to discussions between Wescoal and its relevant stakeholders regarding the contents of the Circular and the practitioner's intention to convene a new meeting, Wescoal instructed MHA on 7 August 2023 to transmit correspondence to the practitioner on an urgent basis.
83. On 8 August 2023, MHA directed correspondence to the practitioner (FA5) in terms of which MHA stated the applicants objections to the practitioner's

suggested way forward. In addition to the objections, the practitioner was requested to provide a written undertaking by 10h00 on 10 August 2023, that he would not take any further steps pursuant to his proposed amendments to the 28 July Plan and in the interim seeking further information to enable the applicants to assess the merits of the findings of the verification process.

84. On the same date (8 August), the attorneys for Ndalamo wrote to the practitioner (FA1) raising the same issues raised by the applicants in the aforementioned letters and likewise also similarly noting that Ndalamo had been surprised that despite the adoption of the 28 July Plan on 28 July 2023, the Circular of 4 August 2023 recorded that there had been various issues that had an impact on the accuracy of the votes cast at the section 151 meeting of 28 July 2023.
85. Ndalamo accordingly also sought a list of particulars and information forming the basis of the allegations in the Circular and in the letter concludes:

'12. Pending receiving the information requested above so that our client can properly consider its position, our client demands your written undertaking to be supplied by close of business Thursday 10 August 2023 that no further steps will be taken by you in preparing and publishing a revised business rescue plan and/or in reconvening a meeting of creditors in terms of section 151.

13. If no such written undertaking is provided as aforesaid, our client reserves its rights, including but not limited to seeking the necessary urgent interdictory relief, the costs of which will be for your account.'

86. On 10 August 2023, minutes before the deadline given in the applicants' abovementioned letter of 8 August 2023 (FA3), the practitioner gave an

unsatisfactory response not responding to substance of the applicants' requested written undertaking, but merely referring MHA to the practitioner's attorneys.

87. It was only on 10 August 2023, that Ndalamo Letter came to my attention. This letter was delivered several hours after the letter transmitted by the applicants' attorneys of record on 8 August 2023.
88. Yet on 10 August 2023, the practitioner's attorneys of record delivered a reply to the Ndalamo Letter wherein, *inter alia*, they tendered access to various documents, recorded their client's position that Ndalamo is not "*an affected person*" for purposes of the Act and invited Ndalamo to take "*whatever steps it deems necessary*" in relation to the legal action foreshadowed in the Ndalamo Letter.
89. On 11 August 2023, MHA, once again wrote to the practitioner through his attorneys of record expressing astonishment at the BRP's election to ignore the applicants' requests in the previous letter and thus recording that:
- 'In the circumstances, our clients have been left with no option but to immediately institute an urgent application to protect their interests and enforce the implementation of the adopted business rescue plan in accordance with the vote of the creditors on 28 July 2023. '*
90. A copy of the letter is attached as FA5 hereto.
91. To date, the practitioner has refused to provide the applicants requested written undertaking and the request for information. It would have been the simplest thing to provide the information or to afford the right to inspect it as was afforded



to Ndalamo and the other creditors. However, in light of the practitioner's conduct and refusal to play open cards with the applicants, the applicants have had no choice but to launch this application on an extremely urgent basis.

92. It is therefore against the foregoing material background that the applicants bring this application.

REQUIREMENTS FOR AN INTERIM INTERDICT

93. I am advised that in order to obtain the interim interdictory relief sought the applicants must demonstrate that:

93.1. they have a prima facie right;

93.2. they will suffer irreparable harm should the relief not be granted;

93.3. the balance of convenience favours the granting of the relief; and

93.4. that there is no satisfactory remedy in the circumstances.

94. I dealt with each of these requirements below.

A clear / prima facie right

95. The Plan was, according to the BRP's initial advice, adopted at a meeting of creditors in terms of section 151 of the Act on 28 July 2023. This is the only plan which the practitioner can implement in accordance with section 152 of the Act if it was duly adopted as no provision in the Act provides for the BRP to seek to amend the business rescue plan once it is adopted.

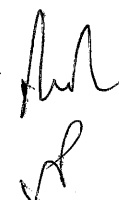
96. An adopted plan is binding on the Company and on each of its creditors in terms of section 152(4) of the Act.
97. As creditors of the Company, the applicants, in fact, have a clear right under sections 145 and 152 to participate in the business rescue proceedings of the Company and in the implementation of the adopted business rescue plan.
98. There can be no doubt that the BRP must be obliged to share with the creditors the results of the verification process and all supporting documentation in terms thereof. He has done so with others. This is all the more so where the BRP previously advised the plan had been adopted and has now changed his mind. He cannot act unilaterally but must act in the interests of creditors and all affected persons. He is also bound by the provisions of the Act.
99. The 11 August Plan (as was the plan before it) is filled with provisions confirming the BRP's duty to consult and answer queries, such as paragraphs 7.3.3.1.2, 7.5.9 and 11.4.1.
100. I also contend that the BRP has not obtained a vote of approval as required by section 153((1)(a)(i) of the Act as already addressed above and is not entitled to prepare and publish a revised plan without it.
101. His failure to act in accordance with the provisions of the Act render him liable for removal in due course on the grounds set out in section 139(2) of the Act especially in paragraphs (a) (b), (c) and (e).

Irreparable harm

102. As mentioned in the outline above and highlighted under the heading of Urgency, the irreparable harm arising from the BRP's conduct in the above circumstances is that whilst the 28 July Plan was apparently adopted at the creditors' meeting held on 28 July 2023, the practitioner now, in terms of the Circular, contends that the 28 July Plan was not adopted on the basis of a "verification process" in respect of which he is denying the to provide information. On the face of it he seeks to now overturn the outcome of the creditors' meeting of 28 July 2023 and to, for reasons unknown to the applicants, force through a different plan, apparently favouring Mashwayi's position.

103. The practitioner is embarking on this course of action without making the requested disclosure to the applicants and other affected persons who cannot establish the veracity of the practitioner's allegations of irregularities without access to the information and evidence sought in terms of the request.

104. The practitioner's proposed course of action, the allegations of irregularity and convening of a meeting to consider and/or vote on a revised business rescue plan, is directly prejudicial to the applicants' right to fully participate in the business rescue process and to protect its already substantial investment into the Company. The applicants have already started making their financial arrangements in accordance with the 28 July Plan and will be severely prejudiced if a new plan has to be irregularly considered and adopted.



105. The applicants and other creditors of the Company will suffer irreparable harm should the BRP not be interdicted from carrying out his unlawful conduct, especially if the 28 July Plan was indeed adopted.

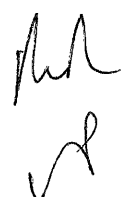
Balance of convenience

106. I am advised that the third requirement of balance of convenience involves weighing the prejudice that either party is likely to suffer should the relief be or not be granted. It further involves a consideration of the prospects of success in the applicants' intended proceedings within 20 days from the granting of the interim relief and indeed the declaratory and further relief sought herein.

107. The applicants submit that the balance of convenience favours the granting of the interim relief given the legal position pertaining, firstly, to the binding effect of 28 July Plan and the unlawfulness of the BRP's refusal to provide information and in the face of that, a purported unlawful amendment of the 28 July Plan without a proper vote in terms of section 153(1)(a)(i); and secondly, to the applicants' clear rights as creditors of the Company to participate in the business rescue proceedings in terms of sections 145 and 152 of the Act.

108. In the inverse, the practitioner has no right to unilaterally amend the business rescue plan nor to withhold the information sought by creditors in order to participate in the business rescue proceedings of the Company.

109. There is no lawful basis for the BRP to refuse the applicants the information sought in their requests pertaining, importantly to the "verification process" which is put up as the justification for the practitioner's proposed amendment.



110. The BRP stands to suffer no prejudice should an interim interdict and the relief sought to compel the disclosure of information sought in terms of the requests whereas, in the inverse, the applicants stand to suffer irreparable harm should the BRP not be interdicted from carrying out his unlawful and unilateral amendment of the 28 July Plan.

111. I have set out in the outline section above how the business rescue of the Company can continue and the notice of motion is designed to avoid as little disruption as possible to the business rescue.

112. Given the BRP's grossly unreasonable conduct in the circumstances, the applicants submit that the BRP is manifestly liable for removal under provisions of section 139 of the Act on one or more of grounds set out therein, *inter alia*, failure to exercise proper degree of care and conflict of interest.

113. If the 28 July Plan has been duly adopted, the applicants will have strong prospects of success in seeking a declarator accordingly. In order to bring such proceedings, or avoid them being necessary, it is essential that the BRP make disclosure.

Lack of alternative remedy

114. The applicants have no satisfactory alternative relief available that would sufficiently address the harm they face in the circumstances should the practitioner's unlawful conduct not be interdicted.



115. The applicants therefore respectfully submit that they have no alternative remedy in the foregoing circumstances.

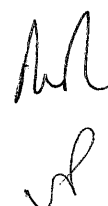
APPLICANTS' RIGHTS TO THE SOUGHT INFORMATION

116. As creditors, the applicants are entitled to comprehensive rights to participate in the business rescue proceedings of the Company in terms of section 145 of the Act.

117. Section 145 makes provision amongst other things for each creditor's right to decision, meeting or other relevant event concerning the business rescue proceedings, the right formally and informally participate in the Company's business rescue proceedings in Chapter 6 of the Act and to vote, approve or reject a proposed business rescue plan.

118. In order to exercise their rights to participate in the business rescue proceedings of the Company, creditors implicitly are entitled to information from the practitioner. In terms of section 145(5)(c), the practitioner is expressly obliged to *"give a written notice of the determination, or appraisal and valuation, to the person concerned at least 15 business days before the date of the meeting to be convened in terms of section 151"*.

119. I am advised that it is also implicit in the right of creditors to apply to court to review, *inter alia*, a re-appraisal and re-value or a person's voting interest as determined in terms of section 145(6) of the Act, that they (the applicants) are entitled to information forming the basis for a practitioner's determination and conduct contemplated in section 145(6) of the Act.



120. I am also advised that the scheme of business rescue is manifestly to enable stakeholders to participate meaningfully in the business rescue process. This they cannot do without being afforded access to the necessary information of the nature sought by the applicants in terms of the list given in paragraph 15.2 above.

121. In the present circumstances where the practitioner is unreasonably denying and/or failing unreasonably to furnish the applicants with the requested information, the applicants are entitled to protect their rights through an order compelling the practitioner to furnish them with the requested information and detailed particulars set out in the list given in paragraph 15.2 above.

SECTION 133

122. It is the applicants' submission that section 133 does not apply to this application since the applicants are not seeking to enforce claims against the Company but are seeking to deal with the process of the business rescue proceedings. The relief sought by the applicants is substantially directed at the conduct of the practitioner.

123. Nonetheless and to the extent necessary, leave is sought by the applicants in terms of section 133(1)(b) of the Act for the applicants to commence and proceed with this application. This application concerns matters affecting the propriety of the BRP and the integrity of the business rescue proceedings and is thus necessary.

124. If leave is not granted to bring these proceedings the entire business rescue process may turn into chaos and the applicants' rights be irreparably harmed.



125. It is in the interests of the business rescue process to obtain clarity.
126. What is proposed in this application is to provide certainty to all involved and thereby ultimately expedite the business rescue process.
127. What is sought herein does not run contrary to the provisions of Chapter 6 but in fact seeks to have them enforced as envisaged by the relevant provisions as set out above.

RELIEF AND CONCLUSION

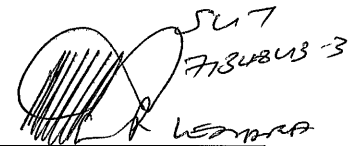
128. It is respectfully submitted that the applicants have made out a case for the relief sought.
129. As to costs, the BRP should be personally responsible for the costs of this application as it could easily have been avoided by simply providing the requisite information as he did for most other parties. His conduct is deserving of censure and the Company and ultimately the creditors, which includes the applicants, should not be obliged to pay or suffer loss due to the misguided and unlawful approach adopted by the BRP.
130. **WHEREFORE** the applicants pray for an order as set out in the Notice of Motion.



DEPONENT



I HEREBY CERTIFY that the deponent has acknowledged that he knows and understands the contents of this affidavit, which was signed and sworn before me at SANDTON on this the 13th day of AUGUST 2023, the regulations contained in Government Notice No R1258 of 21 July 1972, as amended, and Government Notice No R1648 of 19 August 1977, as amended, having been complied with.


SUT
7134803-3
LEDWABA

COMMISSIONER OF OATHS

Full names: LESETOP PHINEAS LEDWABA

Business address: 02 Summit Road, MorningSide Sandton

Designation: Sergeant Police

Capacity: Sergeant





The Business Rescue Practitioner of
Arnot Opco Proprietary Limited

Attention: Phahlani Mkhombo

By email: phahlani@gcs-sa.co.za / ArnotOpcoBr@gcssa.co.za

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Your reference

Our reference
C Holfeld
MN 4000500

Date

8 August 2023

Dear Sirs

Ndalamo Coal Proprietary Limited // Arnot Opco Proprietary Limited (in business rescue)

1. We represent Ndalamo Coal Proprietary Limited.
2. We address this letter to you in your capacity as the appointed business rescue practitioner ("**BRP**") of Arnot Opco Proprietary Limited ("**Arnot Opco**").
3. On 14 July 2023 the business rescue plan for Arnot Opco ("**the Plan**") was published in terms of section 150(5) of the Companies Act 71 of 2008 ("**the Companies Act**"). On 25 July 2023 a circular number 14 was issued by you to summarise the offers received from the various bidders in terms of the Plan. Our client's offer was set out in paragraph 3.7.1 of the aforementioned circular ("**the Ndalamo Offer**").
4. On 28 July 2023 a meeting was held in terms of section 151 of the Companies Act for creditors to consider and vote on the Plan and on the various offers made by the bidders including the Ndalamo Offer.



5. We are instructed that on 28 July 2023, the Plan was adopted and approved by the creditors who also voted in favour of accepting the Ndalamo Offer.
6. Pursuant to this you met with our client on 1 August 2023 and discussed the implementation of the Plan and the Ndalamo Offer. We are instructed that you informed our clients representatives that your attorneys would be preparing the necessary draft agreements for our client's consideration and that they would be made available to our client by 11 August 2023.
7. Our client therefore was surprised to receive a further circular late on Friday 4 August 2023 ("**Circular 15**") in terms of which it was recorded that despite the adoption of the Plan and the Ndalamo Offer:
 - 7.1 it was alleged that various issues had an "impact" of the accuracy of the votes cast at the section 151 meeting;
 - 7.2 the BRP therefore cannot proceed with the implementation of the Plan, as the required threshold for the adoption of the Plan was not met;
 - 7.3 the BRP seeks a motion to prepare and publish a revised plan and thereafter reconvene the section 151 meeting of creditors.
8. Our client records that the reasoning and details given in Circular 15 are vague, lack any meaningful detail and provide no clarity whatsoever at all as to how this outcome and conclusions were reached by you. Our client therefore does not accept the contents of Circular 15 and denies that the Plan and the Ndalamo Offer was not properly approved and adopted by the creditors at the section 151 meeting of 28 July 2023.
9. In this regard our client specifically demands that you inform it with respect to Circular 15:
 - 9.1 *ad paragraph 5.3.1* – which creditors during the s151 meeting sent emails revoking their votes? Our client requires that copies of such emails be supplied. Our client further inquires on what basis such creditors, once their vote had been cast, are able to revoke their votes?

- 9.2 *ad paragraph 5.3.2* – which creditor's votes were counted twice? Our client requests copies of the documentary evidence of the votes which were counted twice.
- 9.3 *ad paragraph 5.3.3* – which creditors voted as a group and which creditors that did vote as a group later cast a separate vote? Our client requests copies of the documentary evidence of these votes (i.e. of those creditors that voted as a group but later cast a separate vote).
- 9.4 *ad paragraph 5.3.4* – which proxies for which creditors were received late and were not taken into consideration? Our client requires that the proxies and the covering emails under which they were sent be supplied. Our client also inquires on what basis, if such proxies were late, why same should now be taken into account in the calculation of the vote in adopting the Plan and the Ndalamo Offer?
- 9.5 *ad paragraph 5.4* - our client demands that precise details and an accounting be provided as to what impact the contents of paragraphs 5.3.1 to 5.3.4 of Circular 15 had on the accuracy of the votes cast at the section 151 meeting with regards to each of the votes recorded in paragraphs 2.2.2, 2.3.2, 3.2 and 4.1.4 of Circular 15.
10. Circular 15 records also that the services of Collers Makhuvele a forensic accountant who is a director at Mavhuve Business Advisory performed the verification process on the votes. In this regard, our client demands that all reports, certificates and correspondence emanating from Mr Makhuvele to yourselves be supplied to it.
11. Our client further inquires on what basis in terms of the Companies Act you contend that you are empowered to seek a motion to publish a revised Plan in light of the alleged inaccuracy of the votes?
12. Pending receiving the information requested above so that our client can properly consider its position, our client demands your written undertaking to be supplied by close of business Thursday 10 August 2023 that no further steps will be taken by you in preparing and publishing a revised business rescue plan and/or in reconvening a meeting of creditors in terms of section 151.



WEBBER WENTZEL

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Page 4

13. If no such written undertaking is provided as aforesaid, our client reserves its rights, including but not limited to seeking the necessary urgent interdictory relief, the costs of which will be for your account.

Yours faithfully

*C Holfeld***WEBBER WENTZEL**

Christopher Holfeld

Partner

Direct tel: +27 11 530 5899

Direct fax: +27 11 530 6899

Email: christopher.holfeld@webberwentzel.com

Circular Fifteen: To All Known Creditors and Other Affected Persons of Arnot Opco Proprietary Limited (Registration Number: 2019/072282/07) (In Business Rescue) (the "Company")

04 August 2023

1. Introduction

- 1.1. On 14 July 2023, the business rescue practitioner ('**BRP**') of Arnot Opco Proprietary Limited (the '**Company**') published a proposed business rescue plan (the '**Plan**') for the Company.
- 1.2. On the same day, the BRP also issued a notice convening a meeting of creditors in terms of section 151 of the Companies Act, 2008, as amended (the '**Companies Act**') for creditors to consider and vote on the proposed Plan (the '**s151 meeting**').
- 1.3. Subsequent to that, on 18 July 2023 the BRP issued a notice to convene a meeting of creditors in terms of section 143(3) of the Companies Act for creditors to consider and vote on the approval of the agreement for further remuneration of the BRP (the '**s143 meeting**').
- 1.4. In addition, on 25 July 2023, the BRP issued a circular to summarise the offers received by the BRP to enable the creditors to prepare for the s151 Meeting, the meeting to vote on the offers and the meeting to consider the BRP's additional remuneration.
- 1.5. The s151 meeting, meeting to vote on the offers and the s143 meeting were all scheduled for 28 July 2023 via Microsoft Teams.
- 1.6. The purpose of this circular is to record the outcomes of:
 - 1.6.1. the s151 meeting in relation to the Plan;
 - 1.6.2. Outcome on meeting to vote on the offers; and
 - 1.6.3. the s143 meeting in relation to the additional remuneration of the BRP.

2. The s151 meeting

2.1. Amendment of the Plan:

- 2.1.1. Following the publication of the Plan, and after engagements with SARS, the BRP received certain proposed amendments from SARS. All the proposed amendments were incorporated into the Plan in mark up.



- 2.1.2. During the s151 meeting, the BRP presented the proposed amendments to the creditors and other affected persons and tabled a motion for the proposed amendments to be incorporated into the published Plan. The motion was seconded.
- 2.1.3. Creditors were then requested to vote on the motion for the proposed amendments to be incorporated into the published Plan. A majority of the creditors voting interest voted in favour of the proposed amendments to be incorporated into the published Plan. Accordingly, the Plan was amended by incorporating the proposed changes at the meeting.

2.2. Motion to adjourn the S151 Meeting:

- 2.2.1. During the s151 meeting, a motion was tabled by Mashwayi Projects ("Mashwayi") for the adjournment of the s151 meeting for the BRP to revise the Plan in order to incorporate a clause under option A, being the Management Restructuring Plan that Mashwayi has submitted an expression of interest to the BRP to provide PCF to fund the Management Restructuring Plan.
- 2.2.2. The motion was seconded. Creditors were requested to vote on the motion meeting for the BRP to revise the Plan in order to incorporate a clause under option A, being the Management Restructuring Plan that Mashwayi has submitted an expression of interest to the BRP to provide PCF to fund the Management Restructuring Plan. A majority of the creditors' voting interests (exercising their votes) voted against the motion to adjourn the meeting. The value of the votes were as follows:
 - 2.2.2.1. voting interests exercised in favour of the motion to adjourn the meeting amounted to R89 130 510.65 in value (21%); and
 - 2.2.2.2. voting interests exercised against the motion to adjourn the meeting amounted to R334 055 288.01 in value (79%).
- 2.2.3. Accordingly, the motion tabled by Mashwayi to adjourn the s151 meeting was not successful.

2.3. Adoption of the Plan

- 2.3.1. Creditors considered the Plan as amended and voted on its adoption by proxy forms.
- 2.3.2. A majority of the creditors' voting interests (exercising their votes) voted in favour of the Plan as amended. The value of the votes were as follows:
 - 2.3.2.1. votes in favour of the Plan amounts R 356 38 3418.82 in value / 75,4%; and
 - 2.3.2.2. votes against the Plan are R116 255 501.82 in value / 24,6%.



2.3.3. Accordingly, the Plan as amended was supported by 75.4% of the creditors voting interest of which 50% +1 of the votes were independent creditors.

3. Consideration and Approval of Offers by Creditors.

3.1. Approval of Offers by Creditors:

3.1.1. The BRP tabled the following 4 (four) offers received from 4 (four) interested parties:

Ndalamo Offer

- 3.1.1.1 The first binding offer received by the BRP was from Ndalamo Coal Proprietary Limited ("Ndalamo") for the acquisition of the Business of the Company for a price consideration of R435 000 000.00 (four hundred and thirty-five million Rand).
- 3.1.1.2 The price consideration of R435 000 000.00 (four hundred and thirty-five million Rand) is made up of:
- 3.1.1.2.1 R70 000 000.00 (seventy million Rand) to settle creditors claims, both pre and post Business Rescue, to be distributed at the discretion of the BRP; and
- 3.1.1.2.2 R365 000 000.00 (three hundred and sixty-five million Rand) as post commencement funding ("PCF").
- 3.1.1.3 Based on the Ndalamo Offer, unsecured or concurrent creditors are likely to receive an estimated dividend of 17.5c (seventeen point five) cents in the Rand.

Mashwayi Offer

- 3.1.1.4 The second binding offer received by the BRP is from Mashwayi Consortium Opco ("Mashwayi") for the acquisition of the Business as a going concern for a purchase consideration of R225 000 000.00 (two hundred and twenty-five million Rand). In addition to the purchase consideration, Mashwayi will pay a guaranteed royalty fee of R50 000 000.00 (fifty million Rand) to be generated from the rectification agreement or royalty fee.
- 3.1.1.5 Based on the Mashwayi Offer, unsecured or concurrent creditors are likely to receive an estimated dividend of 55.5c (fifty-five point five) cents in the Rand.

NG Global Offer

- 3.1.1.6 The third binding offer received by the BRP was from NG Global Consortium ("NG Global") for the acquisition of all the assets and certain liabilities as a going concern for R317 824 677.66 (three hundred and seventeen million eight hundred and twenty-four thousand six hundred and seventy-seven Rand and sixty six cents).

- 3.1.1.7 In terms of the NG Global offer, R250 000 000.00 (two hundred and fifty million Rand) of the purchase consideration will be used to settle creditors pre-commencement claims.

3.1.1.7.1

- 3.1.1.8 Based on the NG Global Offer, unsecured or concurrent creditors are likely to receive an estimated dividend of 68c (sixty-eight) cents in the Rand.

Cometa Offer

- 3.1.1.9 The fourth binding offer received by the BRP was from Cometa Assets Proprietary Limited ("Cometa") for the acquisition of the material assets of the Company for R290 071 084.00 (two hundred and ninety million and seventy-one thousand and eight four Rand). The purchase consideration is payable in cash, on a cash-free and debt-free basis. The purchase consideration was based on the latest disclosed PCF Creditors claim and will increase based on the updated balance to the end of July.

- 3.1.1.10 Based on the Cometa Offer, unsecured or concurrent creditors are likely to receive an estimated dividend of 57c (fifty-seven) cents in the Rand.

- 3.2. Creditors considered all four (4) offers and 88% (R339 507 032,93 in value) of the creditors voting interest (exercising their votes) voted in favour of the Ndalamo Offer for the acquisition of the Business as a going concern.

4. The s143 Meeting

4.1. Approval of the remuneration of the BRP:

- 4.1.1. Regulation 128 of the Companies Act sets out basic remuneration for business rescue practitioners. The BRP has been charging R1 740.00 per hour excluding VAT, as his basic remuneration since his appointment.

- 4.1.2. During the s143 meeting, the BRP proposed a motion to creditors that the BRP be permitted to charge R4 500.00 per hour (excluding VAT) in respect of Mr Phahlani Mkhombo ("Mkhombo"). The fee is payable on the adoption of the Plan and is based on an approximation of Mkhombo's standard hourly rates and the tariff rates.

- 4.1.3. In addition to the above, Mkhombo will be entitled to:

- 4.1.3.1. a capital raising fee of 2% (two percent), exclusive of VAT of the post-commencement finance or funding in whatever form including prepayment for coal obtained in terms of section 135(2) of the Companies Act upon the successful execution of the post-commencement finance agreement.

- 4.1.3.2. to a success of 2% (two), exclusive of VAT, calculated based on the total liabilities of the Company as at Commencement Date of business rescue proceedings or a deal fee (whichever is applicable) of 2% (two percent),

exclusive of VAT, in respect of any successful transaction concluded with a third party calculated based on the total liabilities of the Company as at the Commencement Date of business rescue proceedings. This fee will be payable to Mkhombo or Genesis Corporate Solutions, on the date of filing of Substantial Implementation of the adopted plan with CIPC.

4.1.4. The motion was put to a vote by creditors. Creditors voted on the motion by proxy form. A majority of the creditors' voting interests (exercising their votes) voted in favour of the motion to approve the remuneration of the BRP. The value of the votes were as follows:

4.1.4.1. votes in favour of the proposed remuneration R333 943 980.89; and

4.1.4.2. votes against the proposed remuneration R4 261 293.50.

4.2. Accordingly, the motion to increase the BRP's remuneration was supported by majority of the creditors voting interest.

5. Post to the s151 meeting

5.1. Pursuant to the s151 meeting the BRP commenced a process of verifying the votes cast with the aim of obtaining a certificate verification of the votes and the outcome of the s151 meeting.

5.2. The BRP engaged the services of Collers Makhuvele, who is a forensic accountant and a director at Mavhuve Business Advisory to assist with the verification process and providing a certificate to that effect.

5.3. During the verification process it transpired that:

5.3.1. A number of Creditors during the s151 meeting sent emails revoking their votes;

5.3.2. Some of the Creditor's votes were counted twice;

5.3.3. Some Creditors voted as a group and later cast a separate vote; and

5.3.4. Some of the proxies were received late and were not taken into consideration.

5.4. The above has an impact on the accuracy of the calculation of the votes cast at the s151 meeting and the votes recorded in paragraphs 2.2.2, 2.3.2, 3.2 and 4.1.4 are not accurate.

5.5. The BRP can therefore not proceed with the implementation of the Plan, as the required threshold for the adoption of the Plan was not met.

6. Motion to prepare and publish a revised Plan.

6.1. The BRP must therefore seek a motion to prepare and publish a revised Plan and thereafter reconvene the s151 meeting of creditors.


6.2. Should any of the Creditors object to the course of action set out in 6.1 they are required to notify the BRP of such objection by no later than **20:00 on Friday, 4 August 2023.**



7. Conclusion

- 7.1. Creditors and other affected persons of the Company may direct their queries in relation to this circular to: Arnotopcobr@gcs-sa.co.za

Yours Faithfully,



Phahlani Mkhombo

Business Rescue Practitioner

Arnot Opco Proprietary Limited (in Business Rescue)



To: Genesis Corporate Solutions

08 August 2023

Attention: Mr. P. Mkhombo

Our Ref:

Email: arnotopcobr@gcs-sa.co.za

SAL4-0007/L Mkhabela/gn

Dear Sirs,

RE: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN

1. As you are aware, we act on behalf of Salungano Group Limited and Wescoal Mining (Pty) Ltd ("**Wescoal**") (collectively "**Our Clients**")
2. On 28 July 2023, we addressed correspondence to you regarding matters relating to your handling of and conduct during the ongoing business rescue process ("**the First Letter**") which had caused Wescoal grave concern.
3. In addition to outlining the matters of concern, you were requested to furnish documents and/or information which formed the basis for your decisions pertaining to the matters highlighted in the First Letter.
4. Notwithstanding the gravity of the matters canvassed in the First Letter, you have not even deigned to furnish us with a reply to the First Letter or the documents requested therein.
5. We refer in this letter to your circular transmitted to the various creditors on 4 August 2023 ("**the Circular**") in which you advised, *inter alia*, that the outcome of the meeting of creditors conducted on 28 July 2023, in terms of which the business rescue plan placed before the creditor's meeting for consideration had been adopted, was (following a "*verification process*") incorrect due to alleged irregularities relating to the votes cast by the creditors.
6. The Circular further states that, pursuant to the alleged verification process, the required thresholds were not met and thus the business rescue plan was not adopted. Therefore, you are required to "*...seek a motion to prepare and publish a revised Plan and thereafter reconvene the s151 meeting of creditors*".
7. We are instructed to record the following in response to the Circular:
 - 7.1. Our Clients hereby reject the contents of the Circular, in particular, your hitherto unsubstantiated assertion regarding the irregularities relating to the votes cast in relation to the Business Rescue Plan. The creditors duly voted in accordance with the prescribed procedure and a statutory majority arrived at an outcome that, in



- their view, was in the best interest of the Company and the creditors. That adoption stands and as such the business rescue plan remains of full force and effect. You do not have the power to unilaterally set aside the outcome of the vote of creditors, as you purport to do in this instance, but only a court of law can do so;
- 7.2. You are therefore required to implement the business rescue plan, which obligation you bear as a matter of legislative fiat. Your attempt to circumvent the outcome of the vote constitutes a contravention of the Companies Act and a breach of your duties in terms thereof;
 - 7.3. Without an application to set aside the vote, there is no legal basis for a business rescue practitioner to arrogate to himself the power to unilaterally change the outcome of a vote taken by the creditors in terms of section 152;
 - 7.4. It is also noteworthy that the Circular was published at 16:12 on 4 August 2023 but called upon creditors to deliver their responses by 20:00 on the same day, practically in under 4 hours later. This is a patently inadequate period of time to afford creditors to consider their positions, consult with the respect experts and legal representatives before they could make any informed decisions regarding the motion;
 - 7.5. Your, with respect, bizarre conduct is further highlighted by the fact that the Circular was not accompanied by any documentation and/or supporting information regarding your assertions in relation to the voting of the Creditors on 28 July 2023 nor did you afford the creditors an opportunity to comment on any concerns you may have harboured in relation to the outcome of the voting; and
 - 7.6. The above facts, considered along with your lack of response to the First Letter and the background facts which gave rise to that correspondence, create a reasonable perception of bias on your part and/or ulterior motives being the driving force behind your conduct and strongly calls into question your independence. Therefore, the only plausible conclusion is that you are no longer acting in the best interest of the creditors and your independence has been fatally compromised. To this end, our client reserves the right to move for your removal as the business rescue practitioner in this instance.
8. In the circumstances, we are instructed to demand, as we hereby do, that you furnish us with the following by no later than **10:00 on Thursday, 10 August 2023**:
- 8.1. a written undertaking that you will not take any further steps to reconsider or avoid the implementation of the business rescue plan as adopted on 28 July 2023, including but not limited to preparation of a revised the business rescue plan and thereafter to reconvene the meeting of creditors on 23 August 2023, as you propose, to consider and approve such plan;
 - 8.2. a written undertaking that you will not take any of the steps proposed in clause 6 of the Circular; and
 - 8.3. in the interim, in order to enable Our Clients to consider the contents thereof and assess the merits of the findings of the "verification process" in relation to the vote of the creditors, a copy of the report and/or findings generated pursuant to the verification process referred to in the Circular, the supporting documents and/or evidence considered by the party which conducted the verification process as well as any other relevant documentation (including time stamps for the casting of each



vote) which informed your decision as well as that of the third party that undertook the verification process.

9. Should you fail to furnish us with an adequate response to the above demand by the stipulated deadline therefor, Our Clients will institute urgent legal proceedings to protect their interests (including but not limited to an application interdicting the purported reconvening of the creditors meeting) without further reference to you.
10. Our clients' rights are reserved.

Yours sincerely,

Transmitted electronically herewith without signature

▪ MKHABELA HUNTLEY ATTORNEYS INC ▪

Per: Ehi Enabor



OUR REF: GCremen/BLetsholo

YOUR REF: C Holfeld

10 August 2023

Webber Wentzel
Christopher Holfeld
christopher.holfeld@webberwentzel.com

Dear Sir/Madam

ARNOT OPCO (PTY) LTD [IN BUSINESS RESCUE] ("Arnot Opco")

1. We refer to the above subject matter and your letter dated 8 August 2023.
2. We confirm that we act on behalf of Arnot Opco and its business rescue practitioner, Mr Mkhombo ("our clients").
3. We do not intend to address each allegation contained in the aforementioned letter in our reply herein, and our election must not be construed as an acknowledgement and/or confirmation of the correctness thereof. Our clients reserve their respective rights to respond more fully to the aforementioned letters at a later stage or in the appropriate forum should the need arise.
4. Section 151(2) provides that a business rescue plan will be adopted on a preliminary basis if it is approved by the holders of more than 75% of the creditors' voting interest, of which 50% must be independent creditors. We can confirm that the verification of the votes confirmed that 72.43% of the creditors voted in favour of the plan and your Client's proposal. Put differently, 27.57% of the affected persons voted against the adoption of the plan and your Client's proposal.
5. As you are aware, section 153 (1) of the Companies Act 71 of 2008 (the Act) provides what a business rescue practitioner must do, in the event of a failure to adopt the plan, namely (which are not exhaustive):
 - a. Seek a vote from the affected persons to prepare and publish a revised business rescue plan; or
 - b. Advise the meeting that he will apply to court to set aside certain votes as inappropriate votes; or

10 August 2023

- c. Terminate the business rescue (i.e. Liquidate the company).
6. Section 153 is prescriptive and must be followed. Insofar as the provisions of sections 151, 152 and 153 are concerned, they are unalterable provisions of the Act and cannot be waived.
 7. The practitioner became aware of the failure to adopt the plan on Friday, 4 August 2023, and acted professionally and transparently with all affected persons and the bidders. To allege otherwise is incorrect.
 8. Notwithstanding the above, we point out that your client is not an affected person in the business rescue and is not entitled to make demands or access the information requested. However, our clients, as a gesture of goodwill, are willing to allow your client to inspect the information at our client's offices (Genesis Corporate Solutions).
 9. Regarding the undertakings sought in paragraph 12 of your letter, the practitioner cannot provide you with the undertaking requested, given the prescriptive nature of section 153. Any inaction by the practitioner will precipitate the expiration of the timelines in section 153 and jeopardise the business rescue proceedings.
 10. Regarding the legal action foreshadowed in your letter, we refer you to the provisions of section 133 of the Act – your client is at liberty to take whatever steps it deems necessary, but this is not to be construed as a waiver or permission to litigate.
 11. Our Client's rights are reserved in toto.

Yours faithfully

(Sent electronically, therefore not signed.)

G Cremen
COX YEATS



From: Ehi Enabor
To: GCremen@coxyeats.co.za
Cc: ADlepu@coxyeats.co.za; [Katieho Aubrey](mailto:Katieho.Aubrey@coxyeats.co.za); [Godwin; Gayle Nvabvudzi](mailto:Godwin.Gayle.Nvabvudzi@coxyeats.co.za); brijhbadmin@coxyeats.co.za; bletsholo@coxyeats.co.za
Bcc: [Sechaba Mohapi](mailto:Sechaba.Mohapi@law.co.za); adrianbotha@law.co.za; [Leslie Mkhabela](mailto:Leslie.Mkhabela@law.co.za)
Subject: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN
Date: Friday, 11 August 2023 14:06:00
Attachments: [LETTER TO COX YEATS - 11 AUGUST 2023 \(FINAL\).pdf](#)
[image001.png](#)
[image002.png](#)
[image003.png](#)
[image004.png](#)
[image005.png](#)
[image006.png](#)
[image007.png](#)

Dear Sirs,

Please find attached herewith a letter for your urgent attention.

Yours faithfully,



Ehi Enabor
Director

☎ 011 783 8020

✉ 011 783 3842

☎ 083 420 1260

✉ enabor@mhalaw.co.za

🌐 www.mhalaw.co.za

📍 Block B, Wierda Court, 107 Johan Avenue, Sandton

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▪ MKHABELA HUNTLEY ATTORNEYS INC ▪

To: Cox Yeats Attorneys

11 August 2023

Attention: Mr. G Cremen

Our Ref:
SAL4-0007/E Enabor

Email: Gcremen@coxyeats.co.za

Dear Sirs,

RE: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN

1. We refer to the above matter in respect of which we act on behalf of Wescoal Mining (Pty) Ltd and Salungano Group Limited (collectively “our clients”).
2. As you are aware, we directed correspondence to your client on 28 July and 8 August 2023 regarding various concerns of our clients which arise from his conduct during the course of the business rescue proceedings.
3. In terms of the 8 August Letter, your client was requested to furnish us with, *inter alia*, information substantiating the allegations of irregularities in relation to the vote held on 28 July 2023. Notwithstanding the importance of our client’s enquiry, your client has blithely ignored our correspondence.
4. What is particularly astounding is that your client has opted to ignore our correspondence whilst responding to correspondence from Ndalamo’s attorneys of record, whom your client has concluded is not an “affected person”.
5. Furthermore, we are advised that your client now intends to convene the (irregular) creditors’ meeting on 21 August and not 23 August as previously advised. Assuming that a circular to that effect is transmitted by your client today, that is plainly inadequate notice. In addition, the actions of your client in failing to provide a response or access to the information requested by our clients lead us to the ineluctable conclusion that your client is acting *mala fides*.
6. In the circumstances, our clients have been left with no option but to immediately institute an urgent application to protect their interests and enforce the implementation of the adopted business rescue plan in accordance with the vote of the creditors on 28 July 2023.
7. As such, kindly confirm as a matter of urgency whether you are authorised to accept service of pleadings on behalf of your client. In anticipation of the aforementioned urgent application, we also request that your client furnishes us with a list of all affected persons and their email addresses by close of business today, 11 August 2023.

Directors: Leslie Mkhabela, Jackie Huntley, Jim Matemane, Dawn Norton, Ehiremen Enabor
Senior Associates: Godwin Mottanthe | Associates: Thabo Sechele, Bianca Boni, Boltumelo Dlamini
Consultant: Tatenda Makawa | Financial Manager: Moloka Mogotlane | Office Manager: Nellia Munjalidi

☎ 011 783 8020 ✉ 011 783 3842 📠 083 420 1260 📧 enabor@mhalaw.co.za
🌐 www.mhalaw.co.za 📍 Block B, Wierda Court, 107 Johan Avenue, Sandton

Yours sincerely,

Transmitted electronically herewith without signature

■ MKHABELA HUNTLEY ATTORNEYS INC ■

Per: Ehi Enabor

VP
Adl

Durban: Ncondo Chambers, 15A Vaal Close,
Umhlanga Ridge, Durban | Dlx 50, Durban
P O Box 913, Umhlanga Rocks, 4320
Tel: 031 536 8500 | Fax: 086 573 5236
Sandton: 4 Sandown Valley Crescent,
Sandton, 2196 | Dlx 33 Sandton Square
Tel: 010 0155 800
Cape Town: Unit 801, 8th Floor, Touchstone
House, 7 Bree Street, Foreshore, Cape
Town, 8001
Tel: 021 879 2516
Website: www.coxyeats.co.za

OUR REF: GCremen/BLetsholo

YOUR REF: SAL4-0007/L

11 August 2023

Ehi Enabor
Mkhabela Huntley Attorneys

Dear Sir/Madam

ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) ("Arnot Opco")

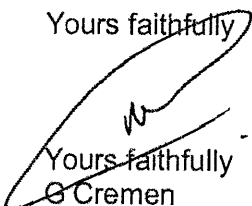
1. We refer to the above subject matter and your letter dated 8 August 2023.
2. We confirm that we act on behalf of Arnot Opco and its business rescue practitioner Mr Mkhombo.
3. We do not intend to address each allegation contained in the aforementioned letters in our reply herein, and our election must not be construed as an acknowledgement and/or confirmation of the correctness thereof. Our clients reserve their respective rights to respond more fully to the aforementioned letters at a later stage or in the appropriate forum should the need arise.
4. Our clients are somewhat perplexed as to the stance adopted by your client relating to our clients circular dated 4 August 2023 ("the circular"), and your client's perspective may emanate from its lack of understanding of the business rescue process and the relevant provisions of the Companies Act, which we would have expected you to correct before dispatching any such letter. Be that as it may, we place on record that the aforementioned letters and the averments contained therein are bordering on defamation, misrepresentation, and speculation and amount to a gross distortion of the facts and a misrepresentation of the provisions of the Companies Act.
5. From the outset, we are compelled to point out that –
 - a. the business rescue practitioner is not setting aside an adopted plan; and
 - b. no plan was adopted for the reasons set out hereinbelow.
6. As advised in the circular, pursuant to a verification process of the outcome of the section 151 and 152 meeting, it transpired that (contrary to the business rescue practitioner's belief that the plan was adopted on 28 July 2023) the plan was **not** adopted as the minimum threshold required to adopt the plan was not met.

Partners: Michael Jackson B.Com. LL.B. LL.M. (Cambridge) Dip. Environ. Law • Richard Hoal B.Soc.Sc. LL.B. Dip. Maritime Law • Andrew Clark B.Com. LL.B. • Helen Jackson B.A. LL.B. • Robin Westley B.Soc.Sc. LL.B. • Tina Halstead B.A. LL.B. • Lazelle Paola B.Com. LL.B. • Christine Seger B.A. LL.B. • Thys Scheepers B.Proc. LL.B. • Gary Pritchard B.A. LL.B. • Emili Souris B.A. LL.B. • Randhir Naicker B.A. LL.B. LL.M. • David Vloek LL.B. • Peter Barnard LL.B. • Jason Goodison B.Soc.Sc. LL.B. • Carol McDonald LL.B. BCL (Oxford) • Gareth Cremen LL.B. • Freddie Terblanche, LL.B. LL.M. • Jenna Padoa LL.B. LL.M. • Adelin Dalais LL.B. • Thabo Vilakazi LL.B. LL.M. • Tamryn Simpson LL.B. LL.M. • Sunil Hansjee LL.B. LL.M. • Kim Edwards LL.B. • Wade Ogilvie LL.B. • Laura Kelly B.A. LL.B. • Petrina Naicker B.Com. LL.B. • Tasmiya Patel LL.B. LL.M. • Chantal Mitchell B.Soc.Sc. LL.B. • Benjamin Meadows B.Com. LL.B. • Bridget Letsholo LL.B. • Claudette Pretorius LL.B. • Magreet Henning B.A. LL.B. • Aideen Ross LL.B. LL.M. • Rona Evans B.Com. LL.B. Associates: Megan Baker B.A. LL.B. • Jenna Rodd B.Soc.Sc. LL.B. • Siindokuhle Ngwenya LL.B. • Mohamed Mota LL.B. LL.M. • Tammeron de Wit LL.B. • Jennifer Smit B.A. LL.B. • Micaela Brown LL.B. LL.M. LL.M. (Shipping) • Savannah Buys B.A. LL.B. • Kiyura Naidoo LL.B. LL.M. • Brandon van Zyl B.Sc. B.Com. LL.B. Consultants: Alastair Hay B.Com. LL.B. • Roger Green B.Com. LL.B. • Callyn Wilkinson LL.B.

7. Section 151(2) provides that a business rescue plan will be adopted on a preliminary basis if was approved by the holders of more than 75% of the creditors' voting interest, of which 50% must be independent creditors.
8. Section 153 (1) of the Companies Act 71 of 2008 (the Act) provides what a business rescue practitioner must do, in the event of a failure to adopt the plan, namely (which are not exhaustive):
 - a. Seek a vote from the affected persons to prepare and publish a revised business rescue plan; or
 - b. Advise the meeting that that he will apply to court to set aside certain votes as inappropriate votes; or
 - c. Terminate the business rescue (i.e. Liquidate the company).
9. Further, section 153(2) provides that a practitioner acting in accordance with subsection (1) must adjourn the meeting for five days.
10. Furthermore, section 153(3) of the Act provides that, if pursuant to a request by the practitioner in accordance with subsection (1), the practitioner is directed to prepare and publish a revised plan, the practitioner must conclude the meeting after that vote and prepare and publish a new or revised plan within ten business days.
11. Lastly, section 153(5) of the Act provides that if no person takes any action contemplated in subsection (1), the practitioner must promptly file a notice of the termination of the business rescue proceedings (i.e. place it into liquidation which will result in a loss of the mining right).
12. The Act is very prescriptive, and the provisions of sections 151,152 and 153 referred to herein are unalterable provisions of the Act.
13. The practitioner became aware of the failure to adopt the plan on Friday, 4 August 2023, and acted professionally and transparently with all affected persons and the bidders. To allege otherwise is disingenuous and reckless.
14. The practitioner effectively had until midnight on Friday, 4 August 2023, to seek the approval for the motion to prepare and publish a revised business rescue plan, hence the time frame in the circular. The practitioner had to take action within extremely tight time frames, given what had just transpired during the day. The alternative was to liquidate, which is seemingly what your clients want the practitioner to do.
15. The 4 hours provided to creditors were more than sufficient given the circumstances, and which your client's acted upon - your suggestion otherwise is to be dismissed with the contempt that it deserves.
16. On Monday, 7 August 2023, the business rescue practitioner met with the creditors committee and took them into his confidence as to what transpired and the implications thereof on the plan. They were supportive of his position and the steps taken by him.
17. Further, the practitioner invited the creditors through the credit committee to come to the practitioner's offices to peruse the documents, votes and reports obtained relating to the verification of votes.

18. It is somewhat surprising, and rather disingenuous, that your client put ink to paper and make such bold and inaccurate, and deliberately misleading assertions more so when it did not request access to the information relating to the votes, and the verification process thereof. For your edification we attach hereto, marked "A", the voting schedule that sets out the correct position with regard to the outcome of the votes pursuant to the section 151 and 152 meeting held on 28 July 2028.
19. In light of the aforesaid, your clients' averments that our client acted unilaterally in setting aside the adopted business rescue plan, and circumventing the ambits of the Act, is misplaced and incorrect (factually and in law). Our clients have acted cautiously, diligently and within the Act.
20. On considering the aforesaid, any objective person cannot say that the plan was adopted and should be implemented. It is remiss of anyone, let alone a creditor and shareholder, to insist on the implementation of a plan that was not adopted.
21. With regards to –
- a. the undertakings sought in paragraph 8 of your letter, the practitioner cannot provide you with the undertakings given the prescriptive nature of section 153 and the applicable provisions of the Act.
 - b. the legal action foreshadowed in your letter, we refer you to the provisions of section 133 of the Act – your clients are at liberty to take whatever steps they deem necessary, but this is not to be construed as a waiver or permission to litigate.
22. As an aside, a creditor has raised an issue about anti-competitive behaviour by your clients, which we have not yet looked into.
23. Our Clients' rights are reserved in toto.

Yours faithfully


Yours faithfully
G Cremen
COX YEATS



Katleho Aubrey

From: Bridget Letsholo <bletsholo@coxeats.co.za>
Sent: Saturday, 12 August 2023 12:09
To: Ehi Enabor; Gareth Cremen
Cc: Katleho Aubrey; Godwin; Gayle Nyabvudzi; BRIJHBadmin; Asekho Dlepu
Subject: RE: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN
Attachments: Voting Results.pdf

Dear Sirs,

I refer to the below mail.

Kindly see attached hereto annexure "A" to the letter below.

I trust you find the attached in order.

Kind regards,

Bridget Letsholo

Partner

COX | YEATS

Dbn: 031 536 8500 | **Jhb:** 010 015 5800 | **Direct:** 0100155811 | **Mobile:** 071 605 3596 | **Email:** bletsholo@coxeats.co.za
Dbn Address: Ncondo Chambers, 45 Vuna Close, Umhlanga Ridge, Durban | **Postal Address:** P O Box 913, Umhlanga Rocks, 4320
Gauteng Address: 4 Sandown Valley Crescent, Sandton, Gauteng, 2196
Website: www.coxyeats.co.za

To avoid the risk of fraud, please do not make any payments into our trust account without first contacting us telephonically on our office landline to verify our banking details. Our office landline is available on our website. Please do not act on any change of our banking details communicated by email without confirming the change with us telephonically as we do not accept liability for any loss if you do.

From: Ehi Enabor <enabor@mhalaw.co.za>
Sent: Friday, August 11, 2023 3:35 PM
To: Gareth Cremen <gcremen@coxeats.co.za>
Cc: Katleho Aubrey <katleho@mhalaw.co.za>; Godwin <godwin@mhalaw.co.za>; Gayle Nyabvudzi <gayle@mhalaw.co.za>; BRIJHBadmin <brijhbadmin@coxeats.co.za>; Bridget Letsholo <bletsholo@coxeats.co.za>; Asekho Dlepu <ADlepu@coxeats.co.za>
Subject: RE: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN

Dear Sirs,

We confirm receipt of your letter.

Your letter refers to an annexure "A" attached thereto. It appears that the document was not annexed to your letter under reply.

We would appreciate it if you could send us a copy thereof on an urgent basis.

In addition, we await your response to our request for the contact details of affected persons in this process.



Yours faithfully,



Ehi Enabor
Director

☎ 011 783 8020

✉ 011 783 3842

📱 083 420 1260

✉ enabor@mhalaw.co.za

🌐 www.mhalaw.co.za

📍 Block B, Wierda Court, 107 Johan Avenue, Sandton

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From: Gareth Cremen <gcremen@coxyeats.co.za>

Sent: Friday, August 11, 2023 3:10 PM

To: Ehi Enabor <enabor@mhalaw.co.za>

Cc: Katleho Aubrey <katleho@mhalaw.co.za>; Godwin <godwin@mhalaw.co.za>; Gayle Nyabvudzi <gayle@mhalaw.co.za>; BRIJHAdmin <brijhadmin@coxyeats.co.za>; Bridget Letsholo <bletsholo@coxyeats.co.za>; Asekho Dlepu <ADlepu@coxyeats.co.za>

Subject: Re: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN

Importance: High

Dear Sirs,

See attached letter.

To the extent that you intend to proceed with the ill-founded application, which we do not consent to and do not agree to the urgency, kindly ensure that it is served on all of the parties to this email by way of (i) email; and (ii) physically delivery to our offices situated at ground floor, 4 Sandown Valley Crescent, Sandown.

All of our clients remain reserved.

Yours faithfully

Gareth Cremen

Partner

COX|YEATS

Dbn: 031 536 8500 | Jhb: 010 015 5800 | Direct: 010 015 5808 | Mobile: 072 755 2354 | Email: gcremen@coxyeats.co.za

Dbn Address: Ncondo Chambers, 45 Vuna Close, Umhlanga Ridge, Durban | Postal Address: P O Box 913, Umhlanga Rocks, 4320

Gauteng Address: 4 Sandown Valley Crescent, Sandton, Gauteng, 2196

Website: www.coxyeats.co.za

To avoid the risk of fraud, please do not make any payments into our trust account without first contacting us telephonically on our office landline to verify our banking details. Our office landline is available on our website. Please do not act on any change of our banking details communicated by email without confirming the change with us telephonically as we do not accept liability for any loss if you do.

From: Ehi Enabor <enabor@mhalaw.co.za>

Date: Friday, 11 August 2023 at 14:06

To: Gareth Cremen <gcremen@coxyeats.co.za>

Cc: Asekho Dlepu <ADlepu@coxyeats.co.za>, Katleho Aubrey <katleho@mhalaw.co.za>, Godwin <godwin@mhalaw.co.za>, Gayle Nyabvudzi <gayle@mhalaw.co.za>, BRIJHAdmin <brijhadmin@coxyeats.co.za>, Bridget Letsholo <bletsholo@coxyeats.co.za>

Subject: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN

Dear Sirs,

Please find attached herewith a letter for your urgent attention.

Yours faithfully,



Ehi Enabor
Director

☎ 011 783 8020

✉ 011 783 3842

☎ 083 420 1260

✉ enabor@mhalaw.co.za

🌐 www.mhalaw.co.za

📍 Block B, Wierda Court, 107 Johan Avenue, Sandton

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Creditor's Name	Amount Per Creditor	Amount Arnot Records	For	Against	Abstain	Double Ballot
Amandlatm Group	49 755 155.00	49 755 155.00	✓			
Akhona Mining Projects	6 527 923.00	6 527 923.00	✓			
Ingwenya Mineral Processing	76 963 555.28	76 963 555.28	✓			
Boipelo Mining Contractors	96 434 581.19	96 434 581.19	✓			
Commodity Logistics Managers Africa	6 176 317.78	6 176 317.78	✓			
HTCO Financial Services	976 625.00	976 625.00	✓			
Langellhle Cleaning Service	500 648.65	500 648.65	✓			
Salungano Group Limited	317 575.00	317 575.00	✓			
Wescoal Mining Proprietary	104 394 339.70	109 390 473.17	✓			
NRR Mining & Consulting	4 011 030.40	3 289 596.89	✓			
CM Value Added Services	760 115.49	760 115.49	✓			
Baalise Professional Service	177 198.58	177 198.58	✓			
Arnot Opco Employees		6 145 043.69	✓			
RMV Holding (Pty) Ltd	286 315.50	286 447.75	✓			
Abaantu Stationers	10 200.00	10 200.00	✓			
Tic & Mend (Pty) Ltd	883 200.00	883 200.00	✓			
Pusha Pressa Enterprises		20 433.00			✓	
D & F Fencing (Pty) Ltd	1 529 505.93				✓	
Africosmo Consulting (Pty) Ltd	1 470 000.00	1 470 000.00		✓		
Bakwena Group (Pty) Ltd	685 936.00	685 936.00		✓		
Be Smart Mining	249 573.00	249 573.00		✓		
Best Enough trading	2 080 734.00	2 080 734.00		✓		
Best Enough trading	1 322 451.46	1 322 451.46		✓		
Cybersec Clinique (Pty) Ltd	2 501 597.50	2 501 597.50		✓		
Jakazani Trading CC	1 081 000.00	1 081 000.00		✓		
Kano Construction (Pty) Ltd	4 440 538.89	4 440 538.89		✓		
Lakatso (Pty) Ltd	2 598 589.00	2 598 589.00		✓		
Lana Rapid Engineering	2 867 553.10	2 867 553.10		✓		
Legare Mining Services (Pty) Ltd	34 410 450.93	34 410 450.93		✓		
Liyabase (Pty) Ltd	1 012 000.00	1 153 680.00		✓		
Lorde Global Holdings	442 750.00	442 750.00		✓		
Luvuyo Occupational Healthcare Centre (P	1 120 661.35	1 120 661.35		✓		
Mashwayi Projects (Pty) Ltd	43 616 960.51	43 616 960.51		✓		

Mimakgoe Group CC	30 000 278.65	30 000 278.65				
Mosphale Construction and Projects (Pty) L	2 609 295.47	2 609 295.47				
Mkolisi Hoboyi	407 305.00	407 305.00				
NG Global Energy Solutions (Pty) Ltd	574 046.00	547 045.98				
Quickmed Emergency Solutions	1 196 800.00	1 196 800.00				
Risiva Mnotho Business Enterprise (Pty) Ltd	969833.75	969833.75				
SNE and Katli Engineering (Pty) Ltd	492489.27	492489.27				
Tiro Access (Pty) Ltd	16477123.41	228615.63				
Total	502 332 253.79	495 109 228.96	358 594 656.47	136 494 139.49	20433	0
Percentage			72.43%	27.57%	0.00%	0.00%

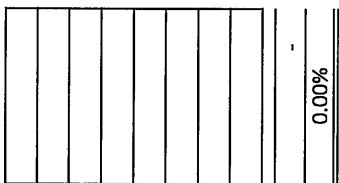
Rockcut Infrastructure Development Servic	13 620 807.08	13 091 127.08
Glesh Group (Pty) Ltd	3 284 668.28	3 284 668.28

Handwritten signature and initials

v

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▪ MKHABELA HUNTLEY ATTORNEYS INC ▪

To: Genesis Corporate Solutions

28 July 2023

Attention: Mr. P. MkhomboOur Ref:
SAL4-0007/E Enabor/gn**Email: arnotopcoobr@qcs-sa.co.za**

Dear Sirs,

RE: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – AMENDED BUSINESS RESCUE PLAN

1. We refer to the above matter in respect of which we act on behalf of Wescoal Mining (Pty) Ltd ("**Wescoal**").
2. At the outset, this letter does not constitute an exhaustive narration of Wescoal's complaints regarding the conduct of the business rescue proceedings in relation to Arnot Opco ("**the Company**").
3. This letter highlights the aspects which Wescoal has at this stage deemed appropriate to canvass herein. Wescoal's right to supplement this letter by addressing additional correspondence and/or exercising its right to approach the courts for urgent relief is reserved.
4. We refer to the correspondence dated 27 July 2023 at 6:15 PM in terms of which you purported to circulate an amended business rescue plan and "updated" Annexure B ("**the Email**").
5. In the Email, you stated inter alia as follows regarding the amendments:

"The proposed amendments are cosmetic or clerical in nature, immaterial and/or insignificant and in no way changes the substance of the Business Rescue Plan that was published on 14 July 2023" (our emphasis)
6. In addition to the amendments, you purported to circulate an updated Annexure B (i.e. the list of creditors and the determination of their respective voting interests).
7. We are instructed to record the following in response to the Email:
 - 7.1. Annexure B to the original business rescue plan published on 14 July 2023 valued our client's claim at R104.39 million. In addition to the above monetary value, Wescoal's voting interest was stipulated as 25.3%;

Directors: Leslie Mkhabela, Jackie Huntley, Jim Matemane, Dawn Norton, Ehiremen Enabor
Senior Associates: Godwin Mollanthe | Associates: Thabo Sechele, Bianca Boni, Boitumelo Dlamini
Consultant: Tatenda Makawa | Financial Manager: Moloka Mogotlane | Office Manager: Nella Murjaidi

- 7.2. The above values were pursuant to the formal determination of creditors' voting interests in terms of section 145 circulated by the BRP;
 - 7.3. In order to safeguard the interests of affected persons involved in the business rescue process, the Companies Act requires the BRP to afford all affected persons a prescribed period within which to consider such determination;
 - 7.4. The updated Annexure B contains amended figures which change the above valuation of Wescoal's claim and voting interest to R97.78 million and 17.8%;
 - 7.5. This is plainly a material change with the potential to result in severe prejudice to Wescoal's interests. Furthermore, this constitutes a new determination of a creditor's voting interest in respect of which Wescoal must be given time to consider and/or exercise its rights in accordance with the outcome of such consideration;
 - 7.6. Thus, the characterisation of the changes to the business rescue plan as "*insignificant*" and "*in no way changes the substance of the business rescue plan*" is, at best, a glaring oversight and, at worst, bordering on disingenuous;
 - 7.7. Furthermore, no basis or cogent explanation for the substantial revision of Wescoal's claim value and voting interest has been proffered;
 - 7.8. An additional entity, Mashwayi Projects (Pty) Ltd ("**Mashwayi**"), has been included in Annexure B as having submitted a substantial claim of approximately R43.6 million. By virtue of this claim, Annexure B has been further amended to confer a voting interest of 7.9% on the above entity;
 - 7.9. Similarly, to the above changes to Wescoal's voting interest and claim value, no basis has been provided for the belated admission of this claim with less than 24 hours' notice having been afforded to all affected persons under the ongoing business rescue process. It is additionally concerning that this significant change has been deemed inconsequential by you. It must be re-emphasised that the operations of the Company are not unfamiliar terrain to Wescoal as it has, through its extensive interaction with the Company from formation to date, insight into how the Company conducted business and was managed. Pursuant to the above, Wescoal is not (based on its intimate knowledge of the Company's affairs) satisfied that the belated admission of this claim was based on adequate or sufficient supporting evidence. Wescoal therefore hereby records its vehement objection to the admission of this claim; and
 - 7.10. The above facts and your cavalier handling of this process in not affording affected persons adequate notice and mis-characterising the nature of the amendments constitute a dereliction of your duties as business rescue practitioner and a material contravention of section 139(2)(a) – (c) and € of the Companies Act. Naturally, this is a source of grave concern for Wescoal.
8. In the circumstances, we are instructed to demand, as we hereby do, that you furnish us with the following by no later than close of business today, 28 July 2023:
- 8.1. a written explanation and supporting documents thereto setting out the basis for the amendments to the valuation of Wescoal's claim and voting interest; and
 - 8.2. a written explanation and supporting documents thereto setting out the basis for and/or rationale for the admission of the claim lodged by Mashwayi.



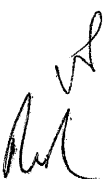
9. Should you fail to furnish us with an adequate response to the above demand by the stipulated deadline therefor, Wescoal hereby reserves its right to institute urgent legal proceedings to protect its interests (including but not limited to an application for your removal as business rescue practitioner of the Company).
10. Our client's rights are reserved.

Yours sincerely,

Transmitted electronically herewith without signature

▪ MKHABELA HUNTLEY ATTORNEYS INC ▪

Per: Ehi Enabor



Katleho Aubrey



Ehi Enabor
Director

- ☎ 011 783 8020
- ✉ 011 783 3842
- 📱 083 420 1260
- ✉ enabor@mhalaw.co.za
- 🌐 www.mhalaw.co.za
- 📍 Block B, Wierda Court, 107 Johan Avenue, Sandton

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From: Phahlani Mkhombo <phahlani@gcs-sa.co.za>
Sent: Thursday, August 10, 2023 9:56 AM
To: Godwin <godwin@mhalaw.co.za>
Cc: Ehi Enabor <enabor@mhalaw.co.za>; Gayle Nyabvudzi <gayle@mhalaw.co.za>; Berlinah Gashula <berlinah@mhalaw.co.za>; Matimu Mandlhazi <matimu@gcs-sa.co.za>; Tsakisani Machebe <Tsakisani@gcs-sa.co.za>; Mbalenhle Themba <Mbalenhle@gcs-sa.co.za>; Moses Singo <moses@gcs-sa.co.za>; Gareth Cremen <gcremen@coxyeats.co.za>; Bridget Letsholo <bletsholo@coxyeats.co.za>
Subject: ARNOT OPCO (PTY) LTD (IN BUSINESS RESCUE) – CIRCULAR FIFTEEN OUTCOME ON THE ADOPTION OF THE BUSINESS RESCUE PLAN

Dear Sir/Madam

I refer to your email and letter dated 08 August 2023. The letter was forwarded to my legal advisors (copied in this email) and they will revert to you as soon as they have considered your letter.

Going forward, please copy Gareth Cremen and Bridget Letsholo from Cox Yeats in relation to this matter.

Regards,



Phahlani Mkhombo
Managing Director
 B.Proc LLB, LLM, Dip Insolvency & Practice,
 Adv Cert in Business Rescue

m. +27 (0) 83 - 206 - 0809
 t. +27 (0) 10 - 020 - 5044
www.gcs-sa.co.za

GCS House
 61 Akkerboom Street
 Zwartkop Ext4

Centurion 0157
P.O Box 12369, Hatfield, 0028

Handwritten signature or initials in the bottom right corner of the page.

Robinson Ramaite

Group Chief Executive

P: 011 049 8611

E: robinson@salunganogroup.com

W: www.salunganogroup.com

A: 142 Western Service Road, Woodmead, Sandton

Salungano Group Limited previously known as Wescoal Holdings Limited

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Whistle Blowers: In our effort to create an ethically compliant business environment, our company utilises the private services of Whistle Blowers (Pty) Ltd, who is an accredited and registered member of the Ethics Institute of South Africa, to a number 0800 11 36 30 | information@whistleblowing.co.za.

From: Arnot Opco <ArnotOpcobr@gcs-sa.co.za>

Sent: Friday, August 11, 2023 3:52:20 PM

Subject: RE: ARNOT OPCO PROPRIETARY LIMITED (IN BUSINESS RESCUE) - PUBLICATION OF THE BUSINESS RESCUE PLAN IN TERMS OF SECTION 150 OF THE COMPANIES ACT

Dear Sir/Madam

NOTICE OF THE PUBLICATION OF THE REVISED BUSINESS RESCUE PLAN FOR ARNOT OPCO PROPRIETARY LIMITED (IN BUSINESS RESCUE) (2019/072282/07) IN TERMS OF SECTION 150 OF THE COMPANIES ACT NO. 71 OF 2008 AS AMENDED

Please find attached hereto the revised Business Rescue Plan (in mark up and clean version) for Arnot Opco Proprietary Limited (In Business Rescue) ("the Company") published in terms of section 150 of the Companies Act, 71 of 2008.

I also, attach hereto the following annexures as part of the revised Business Rescue Plan:

1. Annexure A – List of material assets
2. Annexure B – List of Creditors' Claims
3. Annexure C – Independent Liquidation Calculation
4. Annexure D – BRP's Remuneration Agreement
5. Annexure E – Projected Balance Sheet, Statement of Income and Expenses and Cash Flow Forecast.



I trust you will find this in order. Should you have any queries, please do not hesitate to contact the BRP in relation to the revised Business Rescue Plan at the following email address: Arnotopcobr@gcs-sa.co.za

Yours faithfully,

Phahlani Mkhombo

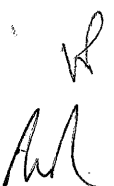
Business Rescue Practitioner

Arnot Opco Proprietary Limited (In Business Rescue)

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Handwritten signature in black ink, appearing to be 'AM' with a flourish above it.

BUSINESS RESCUE PLAN PREPARED AND PUBLISHED IN TERMS OF SECTION

150 OF THE COMPANIES ACT 71 OF 2008 (as amended)



ARNOTOPCO

in relation to

ARNOT OPCO PROPRIETARY LIMITED

(Registration No. 2019/072282/07)

(in business rescue)

**PHAHLANI LINCOLN
MKHOMBO**

(Business Rescue Practitioner)



with the
assistance of

COX YEATS ATTORNEYS

Legal Advisors to Business
Rescue Practitioner



PUBLICATION DATE: 114 AUGUST JULY 2023



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1. INTERPRETATION AND PRELIMINARY

The headings of paragraphs in this Business Rescue Plan are for the purpose of convenience and reference only and shall not be used in the interpretation of or modify or amplify the terms of this Business Rescue Plan nor any paragraph hereof. Unless a contrary intention clearly appears:

- 1.2. words importing –
 - 1.2.1. any one gender includes the other gender;
 - 1.2.2. the singular includes the plural and vice versa; and
 - 1.2.3. any person includes a natural or juristic person, firm, company, corporation, government, state, agency or organ of state, association, trust or partnership (whether or not having separate legal personality);
- 1.3. the following terms and/or expressions shall have the meanings assigned to them hereunder and cognate expressions shall have corresponding meanings –
 - 1.3.1. **“3 H Mining”** means 3 H Mining and Commodities Proprietary Limited with registration number 2022/430221/07 a company registered in accordance with the laws of South Africa;
 - 1.3.2. **“Accelerated Sales Process”** means the sales process to be embarked upon by the BRP and his Advisors to rescue the Company, more fully dealt with in paragraphs 20.7 and 20.9 of this Business Rescue Plan;
 - 1.3.3. **“Adoption Date”** means the date upon which this Business Rescue Plan is approved in accordance with section 152(2), and section 152(3)(c)(ii) of the Companies Act or, if rejected as contemplated in section 152(3)(a) or section 152(3)(c)(ii)(bb) of the Companies Act, the date on which a court in terms of 153(1)(a)(ii) or 153(1)(b)(i)(bb) sets aside the result of the vote by holders of voting interests of Creditors and/or Shareholders, as the case may be, on the grounds that it was inappropriate;
 - 1.3.4. **“Advisors”** means the advisors to the BRP, namely 3 H Mining, Cox Yeats Attorneys, Deloitte, Genesis Corporate Solutions, Mavhuvu and their respective employees or representatives;



- 1.3.5. **"Affected Person"** or **"Affected Persons"** shall bear the meaning ascribed to it in section 128(1)(a) of the Companies Act and, in relation to the Company, means Shareholders, Creditors and Employees of the Company;
- 1.3.6. **"Arnot Holdco"** means Arnot Holdco Proprietary Limited with registration number: 2019/019247/07, a private company incorporated in accordance with the laws of South Africa;
- 1.3.7. **"Arnot Investco"** means Arnot Investco Proprietary Limited with registration number: 2018/597843/07, a private company incorporated in accordance with the laws of South Africa;
- 1.3.8. **"BRP"** means the business rescue practitioner appointed in terms of section 131 of the Companies Act, being Mkhombo;
- 1.3.9. **"Business"** means the mining, processing, and supplying of thermal coal to its major customer, Eskom at the Arnot Power Station other markets including the domestic non-Eskom customers and export markets;
- 1.3.10. **"Business Day"** means any day other than a Saturday, Sunday or official public holiday in South Africa and **"Business Days"** has a corresponding meaning;
- 1.3.11. **"Business Rescue"** means proceedings under Chapter 6 of the Companies Act to facilitate the rehabilitation of a company, which is Financially Distressed, as more fully defined in section 128(1)(b) of the Companies Act;
- 1.3.12. **"Business Rescue Costs"** means the remuneration and expenses of the BRP (including, without limitation, all and any, advisory, legal costs and expenses incurred by the BRP in the Business Rescue) and all other claims arising out of the costs of the Business Rescue, including without limitation to legal costs and other costs of the Advisors;
- 1.3.13. **"Business Rescue Plan"** means this document together with all of its annexures, as amended from time to time, prepared and published by the BRP for consideration and adoption by Creditors in accordance with section 150 of the Companies Act;
- 1.3.14. **"CIPC"** means the Companies and Intellectual Property Commission, established in terms of section 185 of the Companies Act;



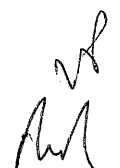
- 1.3.15. "**Claims**" means any claim of whatsoever nature and howsoever arising against the Company, including but not limited to a Secured, Preferent or Concurrent Claim as envisaged in terms of the Insolvency Act, as well as an actual, contingent, prospective, conditional or unconditional, liquidated or unliquidated, assessed or unassessed claim, whether due or yet to fall due for payment or performance, whether its origin arose before the Commencement Date from statute, regulation or other legislation; or arising out of any contract and/or agreement entered into before the Commencement Date; or arising from any other cause of action whatsoever; and, in no way derogating from the generality of the a foregoing, shall include any Claim for Tax or Taxation;
- 1.3.16. "**Coal**" means South African Thermal Coal emanating from the Mine;
- 1.3.17. "**Coal Supply Agreement**" means the ten-year Coal Supply Agreement concluded between Eskom and the Company in August 2021 for the supply and delivery of Coal to the Eskom's Arnot Power Station;
- 1.3.18. "**Commencement Date**" means 10 October 2022, being the date upon which Business Rescue commenced in accordance with section 131(4) of the Companies Act;
- 1.3.19. "**Company**" means Arnot Opco Proprietary Limited, Registration Number 2019/072282/07, a company incorporated in accordance with the laws of South Africa, currently under business rescue;
- 1.3.20. "**Companies Act**" means the Companies Act, 71 of 2008 (as amended) including the regulations promulgated thereunder;
- 1.3.21. "**Concurrent Claim**" means any Claim (other than a Disputed Claim) which is unsecured and enjoys no preference and "**Concurrent Creditor**" has the corresponding meaning;
- 1.3.22. "**Contracts**" means any contract, agreement or understanding entered into between the Company and a person before the Commencement Date;
- 1.3.23. "**Costs**" means the costs associated with the Business Rescue proceedings, including, without limitation, the remuneration of the BRP, and any costs of whatsoever nature and howsoever incurred by the BRP during the Business Rescue, including but not limited the costs of the Advisors;



- 1.3.24. "**Cox Yeats**" means Cox Yeats Attorneys, attorneys practising as such at 4 Sandown Valley Crescent, Sandton, Johannesburg;
- 1.3.25. "**Creditors**" means all persons, including legal entities and natural persons, having Claims accepted as such by the BRP as at the Commencement Date and for the period of the Business Rescue;
- 1.3.26. "**Creditors' Committee**" means a committee of Creditors, contemplated in terms of section 145(3), read with section 147(1)(b), of the Companies Act;
- 1.3.27. "**Deloitte**" means Deloitte & Touche, a professional partnership established in accordance with the laws of South Africa, with IRBA registration number: 902276;
- 1.3.28. "**Directors**" means the directors of the Company as at the Commencement Date set out in 4.2;
- 1.3.29. "**Disputed Claims**" means all Claims which are disputed in the Business Rescue, which dispute relates, *inter alia*, to Claim amounts as are reflected in **Annexure B** and/or the classification of a Claim as reflected in **Annexure B** and/or the existence, extent, nature and/or value of an Encumbrance as reflected in **Annexure B**, and which dispute shall be determined in terms of the Dispute Resolution Mechanism;
- 1.3.30. "**Disputed Creditors**" means persons who have Disputed Claims;
- 1.3.31. "**Dispute Resolution Mechanism**" means the dispute resolution mechanism set out in paragraph 37 of this Business Rescue Plan;
- 1.3.32. "**Distribution/s**" means the respective payments to be made to Creditors by the BRP, to discharge their Claims, in accordance with the terms and conditions of this Business Rescue Plan;
- 1.3.33. "**DMRE**" or "**DMR**" means the National Department of Mineral Resources and Energy;
- 1.3.34. "**Employees**" means all persons employed by the Company as at the Commencement Date and who remain employed at the Adoption Date;
- 1.3.35. "**Employees' Committee**" means the committee established on 21 October 2022 in terms of section 144(3)(c) of the Companies Act, to be used for the

purposes of consulting with the Employees on matters relating to the Business Rescue;

- 1.3.36. "**Employees Contracts**" means any contract, agreement or understanding entered into before the Commencement Date between the Company and any Employee for the employment of such Employee by the Company as an Employee;
- 1.3.37. "**Encumbrance**" means any claim, charge, mortgage, lien, burden, option, pledge, security, withholding, retention of title, right of pre-emption, right of first refusal or other third-party rights or claims, restrictions on the free transferability or security interest or an agreement, arrangement or obligation to create any of the foregoing;
- 1.3.38. "**Eskom**" means Eskom Holdings SOC Limited, a state-owned company incorporated in accordance with the laws of South Africa under registration number 2002/015527/30, or its duly constituted successors in title;
- 1.3.39. "**Expunged**" means the full and final discharge and extinguishing of Claims, or portions of Claims in terms of this Business Rescue Plan, and which Claims, or portions of Claims, are consequently no longer enforceable and recoverable, save and except as set out in this Business Rescue Plan;
- 1.3.40. "**Financial Distress**" or "**Financially Distressed**" shall bear the same meaning ascribed to this term in section 128(1)(f) of the Companies Act;
- 1.3.41. "**Final Claims Date**" means the final date for the filing of Claims, being 31 August 2023;
- 1.3.42. "**Genesis**" means Genesis Corporate Solutions Proprietary Limited, Registration Number 2016/479741/07, a company incorporated in accordance with the laws of South Africa, herein represented by Mkhombo;
- 1.3.43. "**Insolvency Act**" means the Insolvency Act, 24 of 1936 (as amended);
- 1.3.44. "**LRA**" means the Labour Relations Act, 66 of 1995 (as amended);
- 1.3.45. "**Management**" means the management team of the Company, including the Company's directors, who had, and continue to have, the delegated and



supervised responsibility of managing the day-to-day operations of the Company as at the Commencement Date;

- 1.3.46. **“Management Restructuring Plan”** means the plan developed by Management for the restructuring of the Company prior to the commencement of Business Rescue;
- 1.3.47. **“Mavhuve”** means Mavhuve Business Advisory Proprietary Limited with registration number 2021/945586/07, a company registered in accordance with the laws of South Africa;
- 1.3.48. **“Mkhombo”** means Phahlani Lincoln Mkhombo, a business rescue practitioner as defined in section 128(1)(d) read with Regulation 126 to the Companies Act;
- 1.3.49. **“Mooifontein Properties”**, means the Remainder, Portion 1 measuring 428.2660 hectares and Portion 7 measuring 211.2279 hectares of the farm Mooifontein 448 owned by Eskom;
- 1.3.50. **“Mine”** means Arnot Mine, Farm Rietkuil 491 JS, Middleburg, South Africa;
- 1.3.51. **“Mining Area”**, means the area to which the Mining Right relates, which is situated on various portions of the farms Arnot East 984 JS, Grootlaagte 449 JS, Grootpan 456 JS, Klippan 452 JS, Mooifontein 448 JS, Nooitgedacht 450 JS, Nooitgedacht 493 JS, Rietkuil 491 JS, Schoonoord 164 IS and Tweefontein 458 JS in the Magisterial/Administrative District of Middelburg, Mpumalanga Province, South Africa, measuring 16,740 hectares in extent and registered in the Mineral and Petroleum Titles Registration Office of South Africa on 1 May 2019;
- 1.3.52. **“Mining Right”**, means the converted old order mining right MP30/5/1/2/1/325 MRC granted to Exxaro over the Mining Area for the period 6 December 2012 to 5 December 2039, and which has since been transferred to the Company, per Ministerial consent granted on 26 April 2019, in terms of section 11 of the MPRDA, and thereafter registered on 28 August 2020 at the Mineral and Petroleum Titles Registration Office contemplated in section 2 of the Mining Titles Registration Act, No. 16 of 1967;
- 1.3.53. **“MPRDA”** means the Minerals and Petroleum Resources Development Act, 28 of 2002;

- 1.3.54. **"Nedbank"** means Nedbank Limited with registration number 1951/000009/06, incorporated as a public company with limited liability in accordance with the laws of South Africa, carrying on business as a registered bank;
- 1.3.55. **"Notice of Meeting"** means the notice of meeting to consider the Business Rescue Plan delivered to all Affected Persons as contemplated in terms of section 151(2) of the Companies Act;
- 1.3.56. **"Ordinary Shares"** means shares with a R1 no par value issued by the Company;
- 1.3.57. **"PCF"** means post-commencement finance obtained by the Company, as authorised by the BRP in terms of section 135 of the Companies Act, after the Commencement Date;
- 1.3.58. **"Post-commencement Claims"** means any claim against the Company, the cause of action in respect of which arose after the Commencement Date;
- 1.3.59. **"Post-commencement Creditors"** means all persons, including legal entities and natural persons, having Post-commencement Claims;
- 1.3.60. **"Pre-commencement Claims"** means any claim against the Company, the cause of action which arose prior to the Commencement Date;
- 1.3.61. **"Pre-commencement Creditors"** means all persons, including legal entities and natural persons, having Pre-commencement Claims;
- 1.3.62. **"Pre-commencement Secured Creditors"** means all Pre-commencement Creditors holding security for their Claims;
- 1.3.63. **"Preferent Claim"** means any Claim (other than a Disputed Claim or Costs) which is preferent only in accordance with the provisions of the Insolvency Act and **"Preferent Creditor"** has the corresponding meaning;
- 1.3.64. **"Proposal"** means the proposal to rescue the Company, more fully dealt with in Part B of this Business Rescue Plan;
- 1.3.65. **"Proposed Rescue Plan"** means the restructuring plan proposed by the BRP to rescue the Company;

- 1.3.66. "**Publication Date**" means the date on which this revised Business Rescue Plan is published to Affected Persons in terms of section 150(5) of the Companies Act, being 14 August~~July~~ 2023;
- 1.3.67. "**Rand**" or "**R**" or "**ZAR**" means the lawful currency of South Africa;
- 1.3.68. "**Receivable**" means any claim of whatsoever nature which the Company has as at the Commencement Date against any person indebted to it and includes any bank balances and deposits, and any claim of whatsoever nature against SARS;
- 1.3.69. "**ROM Coal**" means run of mine raw Coal as it is delivered by the mine cars, skips, or conveyors and prior to treatment of any sort;
- 1.3.70. "**SARS**" means the South African Revenue Services;
- 1.3.71. "**Section 151 Meeting**" means the meeting to determine the future of the company as contemplated in terms of section 151 of the Companies Act;
- 1.3.72. "**Secured Claim**" means any Claim (other than a Disputed Claim) over which there is an Encumbrance and "**Secured Creditors**" has the corresponding meaning;
- 1.3.73. "**Shareholders**" means the shareholders of the company at the Commencement Date as set out in 4.1.2;
- 1.3.74. "**South Africa**" means the Republic of South Africa;
- 1.3.75. "**Substantial Implementation Date**" means the date upon which the BRP files with CIPC, a notice of substantial implementation of this Business Rescue Plan in terms of section 152(8) of the Companies Act, whereupon the Company's Business Rescue will end in terms of section 132(2)(c)(ii) once all the transaction agreements have been concluded and implemented;
- 1.3.76. "**Tax/Taxation**" means:
- 1.3.76.1. levies payable to government authorities;
 - 1.3.76.2. normal taxation;
 - 1.3.76.3. capital gains tax;



- 1.3.76.4. VAT;
- 1.3.76.5. any taxation arising from new assessments of taxation and/or the reopening of any income tax assessments of the Company for any period prior to the Commencement Date; and
- 1.3.76.6. donations tax;
- 1.3.76.7. customs duty;
- 1.3.76.8. securities transfer tax;
- 1.3.76.9. all Pay-As-You-Earn taxation (PAYE) not paid over;
- 1.3.76.10. all other forms of taxation, other than deferred tax; and
- 1.3.76.11. any penalties or interest on any of the afore going.
- 1.3.77. "**Unenforceable**" means that all Claims will, upon the adoption and implementation of the Business Rescue Plan, will become unenforceable against the Company as envisaged in section 154, and/or as read with section 152.
- 1.3.78. "**VAT**" means the value-added tax levied in terms of the Value-Added Tax Act, No. 89 of 1991, as amended;
- 1.3.79. "**Vis Major**" means any circumstances beyond the reasonable control of the BRP and/or the Company, and includes but is not limited to an act of nature or public enemy, fire, explosion, earthquake, flood, storm or other adverse weather conditions, war declared or undeclared, civil war, revolution, civil commotion or other civil strife, riot, strikes, industrial action, blockade, embargo, sanctions, epidemics, pandemics, act of any government or other authority, compliance with government orders, demands or regulations, as well as shortages, interruptions, fluctuations or the unavailability of electrical power, water supply or means of communication; and
- 1.3.80. "**Wescoal Mining**" means Wescoal Mining Proprietary Limited with registration number: 1999/005845/07, a private company incorporated in accordance with the laws of South Africa.
- 1.4. any reference in this Business Rescue Plan to:

- 1.4.1. a paragraph is a reference to the relevant paragraph of this Business Rescue Plan;
- 1.4.2. a Part is a reference to the relevant part of this Business Rescue Plan;
- 1.4.3. any section is a reference to that section in the Companies Act unless it is otherwise indicated in which event it shall be a reference to that legislation;
- 1.4.4. any section of the Insolvency Act is a reference to such section as read with chapter 14 of the Companies Act, 61 of 1973 and item 9 of annexure 5 of the Companies Act;
- 1.4.5. any reference to any statute, regulation or other legislation in this Business Rescue Plan shall be a reference to that statute, regulation or other legislation as at the Publication Date, and as amended or substituted from time to time;
- 1.4.6. any reference in this Business Rescue Plan to any other agreement or document shall be construed as a reference to such other agreement or document as same may have been, or may from time to time, be amended, varied, novated or supplemented;
- 1.5. if any provision in a definition in this Business Rescue Plan is a substantive provision conferring a right or imposing an obligation on any person or entity then, notwithstanding that it is only in a definition, effect shall be given to that provision as if it were a substantive provision in the body of this Business Rescue Plan;
- 1.6. where any term is defined in this Business Rescue Plan within a particular paragraph other than this paragraph 1, that term shall bear the meaning ascribed to it in that paragraph wherever it is used in this Business Rescue Plan;
- 1.7. where any number of days is to be calculated from a particular day, such number shall be calculated as excluding such particular day and commencing on the next day. If the last day of such number so calculated falls on a day which is not a Business Day, the last day shall be deemed to be the next succeeding day which is a Business Day;
- 1.8. any reference to days (other than a reference to Business Days), months or years shall be a reference to calendar days, months or years, as the case may be; and



- 1.9. words or terms that are capitalised and not otherwise defined in the narrative of this Business Rescue Plan (excluding capitalised words or terms used for the purpose of tables) shall bear the meaning assigned to them in the Companies Act.

2. **ACTIONS TO BE TAKEN BY AFFECTED PERSONS**

- 2.1 If any Affected Person is in doubt as to what action should be taken arising from the contents of this Business Rescue Plan, such Affected Person or Affected Persons are advised to consult an independent attorney, accountant or other professional advisor in addition to any consultation with or direction received from the BRP.
- 2.2 Nothing contained in this Business Rescue Plan shall constitute legal, Tax or accounting advice to any Affected Person, nor does the BRP make any representations in respect thereof.

3. **STRUCTURE OF THE BUSINESS RESCUE PLAN**

For the purposes of section 150(2) of the Companies Act, this Business Rescue Plan is divided into 3 (three) parts as follows –

3.1 **PART A - BACKGROUND**

This part sets out the background to the Company and its business, and the factors that resulted in the Company being Financially Distressed and being placed under Business Rescue.

3.2 **PART B - PROPOSAL**

This part describes the terms of the Proposal and includes, *inter alia*, the benefits and/or effect of adopting the Business Rescue Plan as opposed to the Company being placed into liquidation.

3.3 **PART C - ASSUMPTIONS AND CONDITIONS**

This part sets out, *inter alia*, what conditions need to be fulfilled in order for the Business Rescue Plan to become effective, and to be implemented.

[END OF SECTION]

PART A – BACKGROUND

4. COMPANY INFORMATION

4.1 Shareholding Structure

As at the Publication Date:

4.1.1 the authorised share capital of the Company is:

- 1 000 (One thousand) Ordinary No Par Value Shares; and
- 111 (one hundred and eleven) A – Ordinary Shares.

4.1.2 the issued share capital of the Company is 200 (two hundred) Ordinary No Par Value Shares, all of which are held and beneficially owned as follows:

Name of Shareholder	Shareholding	Number of Shares
Arnot Holdco	100%	200

4.1.3 the Company held no direct or indirect interests (controlling or otherwise) in any other Company as at Publication Date.

4.2 Directors

4.2.1 As at the Publication Date, the Directors are:

Name of Director	Active or Resigned	Date of Appointment
Bontle Ivy Aphane	Active	12 February 2019
Mxolisi Hoboyi	Active	12 February 2019
Thivhafuni Tshithavhane	Active	21 February 2019
Paul Kalambayi Kasongo	Active	22 November 2021

Poppy Dorah Ditlahare Ranta	Active	22 November 2021
Enos Nkgwalepane Lentsoane	Active	03 May 2023
Mudanalwo Freddy Ndou	Resigned	29 May 2022

4.2.2 As at Publication Date, the Directors listed in paragraph 4.2.1 remain in office.

4.3 Company Information

Financial Year End: March

Registered Business Address and Head Office: 142 Western Service Road
Woodmead Business Park
Woodmead
Gauteng, 2191

Postal Address: 142 Western Service Road
Woodmead Office Park
Woodmead
Gauteng, 2191

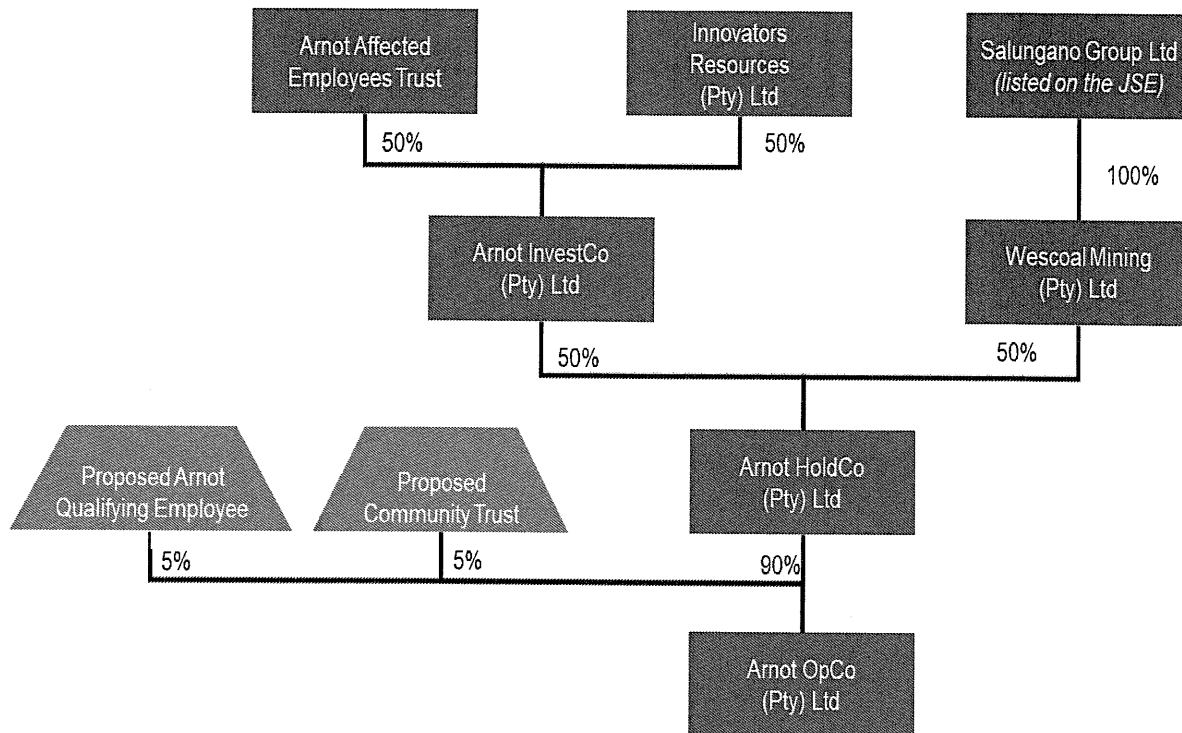
Auditors: BDO South Africa Inc

5. COMPANY BACKGROUND

5.1. Background to the Company

- 5.1.1. The Company was established in 2019 as a joint venture between Wescoal (and affiliated companies) and Arnot Investco, being a consortium of employees (through various juristic entities). The consortium of employees, who are former employees of Exxaro Resources Limited (“Exxaro”) under the structure of a trust (being the Arnot Affected Employees Trust), and a company (being Innovators Resources Proprietary Limited) (“the Consortium”) who are equal shareholders in Arnot Investco.
- 5.1.2. The Company owns and operates Arnot mine which was acquired from Exxaro. The mine is in Middleburg, Mpumalanga with coal reserves amounting to more than 190 million tonnes (“Mt”) of thermal coal, making it one of the largest coal reserves in Africa. The mine is adjacent to the Arnot power station and within a 4-kilometer radius of the Rietkuil siding.
- 5.1.3. The Company was awarded a Coal Supply Agreement by Eskom to supply 180 tonnes per month to the Arnot Power Station.
- 5.1.4. The mine commenced supply to Eskom’s Arnot power station in February 2022, with production currently coming from 11 Shaft which is operated by a mining contractor.
- 5.1.5. It is envisaged that the mining operations will create at least 1500 direct jobs in peak production, replacing the jobs lost during the mine closure in 2015.
- 5.1.6. Arnot mine is a multi-product mine with opencast and underground reserves, a coal processing plant and various coal handling facilities.
- 5.1.7. Set out hereunder is a simplified group organogram:





5.2. Background to the Company's Financial Distress

5.2.1. The main reasons for the Company's Financial Distress, as set out in the court application by Wescoal can be summarised as follows:

5.2.1.1 At the outset, it should be noted that there are two aspects which have given rise to the Company's financial distress as cited in the court application by Wescoal to place the Company under supervision:

5.2.1.1.1 the first relates to the blurred lines between rehabilitation and re-establishment costs; and

5.2.1.1.2 the second relates to the mismanagement of the Company by certain figures of authority.

5.2.1.2 If regard is had to the arrangement between Eskom and the Company, it is apparent that Eskom makes payment to the Company on the understanding that the Company is a conduit for payment to the service providers and those funds are earmarked for the service providers – specifically for the rehabilitation of the mine.

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- 5.2.1.3 This, however, is not how events have unfolded. This is as a result of the mismanagement of the Company, and the erstwhile management's enthusiasm to recommence operations at the mine and lack of foresight in respect of the management of funds.
- 5.2.1.4 To recommence operations, re-establishment work needed to be done and this required the Company to utilise the Working Capital Facility advanced by Wescoal, which facility was not sufficient to fully cover the re-establishment costs. Therefore, as opposed to the Company making payment to rehabilitation creditors with the funds received from Eskom, the Company utilised those funds to make payment for the re-establishment cost. This in turn meant that the rehabilitation creditors in the main remained unpaid.
- 5.2.1.5 This cycle was perpetuated for several months until it became apparent to the erstwhile board of the Company that the creditors of the Company were steadily increasing and moving from 30 days to 120 days outstanding. This was despite Eskom making monthly payments to the Company for the rehabilitation creditors. When this came to the board's attention, it became clear that funds were being incorrectly utilised by the then management of the Company.
- 5.2.1.6 The monies received from Eskom, were being utilised for re-establishment creditors in order to prepare the mine for operations as opposed to being utilised for rehabilitation creditors.
- 5.2.1.7 Pursuant to this realisation SizweNtsaluba Gobodo GrantThornton ("SNG") were appointed to perform an independent investigation into *inter alia* the affairs of the Company, in particular allegations of corruption and financial mismanagement by certain individuals in senior management relating to the issuing of contracts to suppliers as well as the issues around the non-payment of rehabilitation creditors.
- 5.2.1.8 Pursuant to the report which has been issued by SNG, two members of senior management were suspended pending disciplinary proceedings relating to *inter alia* the above issues investigated by SNG. These disciplinary proceedings commenced in May 2022 and are still ongoing as of the publication of the Business Rescue Plan.
- 5.2.1.9 In February and March 2022, a board meeting, and a special board meeting respectively, were held. At these meetings, the management accounts as at 31



January 2022 were presented. The accounts indicated assets in an amount of R41 686 218.00 (forty-one million, six hundred and eight six million, two hundred and eighteen Rand) and current liabilities of R297 201 739.00 (two hundred and ninety-seven million, two hundred and one thousand, seven hundred and thirty-nine rand).

- 5.2.1.10 In addition to this the board was advised that trade payables, in a total amount of R157 545 474.00 (one hundred and fifty-seven million, five hundred and forty-five thousand, four hundred and seventy-four Rand) were owing with more than 55% already in over 120 days. Consequently, it became clear that the Company had no liquidity and would not be able to discharge its short-term obligations when they fell due, placing the Company in financial distress.
- 5.2.1.11 The board of the Company and Wescoal verily believed that the financial state of the Company and the state of illiquidity could be resolved and therefore all attempts were undertaken, following the meetings in March 2022, to remedy these issues without the need for a legislative restructuring process. However, the liquidity position of the Company had not improved in the previous quarter as the Company lacked the required operational funding to continue trading. In the last quarter the Company's financial distress had worsened, as a result of lower-than-expected saleable tonnages. For example, since recommencing production in February 2022, the mine has not been able to produce in line with targets set out in the Eskom Coal Supply Agreement.
- 5.2.1.12 Immediately prior to the appointment of the BRP, the under delivered tonnages to Eskom amounted to 1.6 million tonnes. Without intervention, including aggressive ramp-up and increasing the number of sections to be mined, the under-delivery trajectory has worsened, further exposing the Company to potential penalties by Eskom.
- 5.2.1.13 The current management of the Company had been engaging with various potential funders to assist with the funding for the further development of the mine. Notwithstanding these engagements, a number of the potential financiers indicated that they are not prepared, considering the current financial situation of the Company and the current governance related issues, to progress such engagements and discussions.
- 5.2.1.14 In the circumstances, the Company was financially distressed as envisaged in section 128 (1) (f) of the Companies Act in that it was reasonably unlikely that



it will be able to pay all of its debts as they become due and payable within the immediately ensuing six months.

- 5.2.1.15 Pursuant to the board meetings held from February 2022 to date hereof, the report to the board of the Company was that to the extent that the shareholders are unable to revert and agree on shareholder funding, pending the securing of third-party funding, the Company should be placed into business rescue in order to facilitate the turnaround of the business.
- 5.2.1.16 As the shareholding in the Company is split 50/50 indirectly between Wescoal Mining and the Consortium, the board of the Company is likewise representative of the 50/50 split. Two of the directors of the Company are Wescoal appointed, while the remaining two directors are appointed by the Consortium. The directors representing the Consortium's shareholding did not believe that Business Rescue proceedings are necessary, and that the Company can trade out of its current financial distress, whereas the directors representing Wescoal Mining's shareholding believed it was prudent and essential to place the Company into Business Rescue proceedings.
- 5.2.1.17 This split in directorship resulted in a deadlock of the directors of the Company on certain key decisions relating to the Company. It was as a result of this deadlock that Wescoal Mining launched legal proceedings to place the Company in Business Rescue.
- 5.2.1.18 Furthermore, the Company was served with two liquidation applications in May 2022 and June 2022, further demonstrating the urgency within which the Company needed to be placed under supervision and in Business Rescue.
- 5.2.1.19 The creditors that issued the liquidation application were the only two creditors of the Company who had taken steps in enforcing their rights against the Company and there were several other creditors who intimated that they intend enforcing their rights against the Company.
- 5.2.1.20 A court application was issued by Wescoal Mining, in its capacity as a creditor of the Company, seeking to place the Company under supervision and in Business Rescue ("the Application").
- 5.2.1.21 The Application by Wescoal Mining seeking to place the Company under supervision and in Business Rescue was heard in the High Court of South



Africa, Gauteng Local Division, Johannesburg, and judgement was handed down on Monday, 10 October 2022 in terms of which:

5.2.1.21.1 The Company was placed under supervision and Business Rescue proceedings in terms of section 131 (4) of the Companies Act 71 of 2008, as amended.

5.2.1.21.2 Mr Phahlani Lincoln Mkhombo was appointed as the interim business rescue practitioner to the Company in terms of section 131 (5) of the Companies Act, with all the powers and duties entrusted to him in terms of the Companies Act, pending ratification of such appointment by the creditors at their first meeting.

5.2.1.22 The appointment of Mr Phahlani Mkhombo was ratified by the Creditors on 24 October 2022, as contemplated in section 147(3).

6. SUMMARY OF THE BUSINESS RESCUE

6.1. Introduction and Business Rescue Timeline

6.1.1. Business Rescue, as defined in section 128(1)(b), refers to proceedings to facilitate the rehabilitation of a company that is Financially Distressed by providing for –

6.1.1.1. the temporary supervision of a company by one or more business rescue practitioners, and of the management of its affairs, business and property by the appointed business rescue practitioner/s;

6.1.1.2. a temporary moratorium on the rights of claimants against a company or in respect of property in its possession; and

6.1.1.3. the development and implementation, if approved, of a plan to rescue the company in question by restructuring its affairs, business, property, debt and other liabilities, and equity in a manner that maximises the likelihood of the company in question continuing in existence on a solvent basis or, if it is not possible for the company to so continue in existence, results in a better

return for the company or creditors or shareholders than would result from the immediate liquidation of the company.

6.1.2. The objective of Business Rescue in a general sense is the development and implementation, if approved, of a Business Rescue Plan which:

6.1.2.1. rescues a company by restructuring its affairs, business, property, debt and other liabilities, and equity in a manner that maximises the likelihood of the company continuing in existence on a solvent basis; or

6.1.2.2. results in a better return for the company's creditors and/or shareholders than would result from the immediate liquidation of the company.

6.1.3. The following summary sets out the salient dates on which certain events have taken place since the commencement of the Business Rescue and which will take place during the Company's ongoing Business Rescue –

Event	Date
Court Order issued by the High Court of South Africa, Gauteng Local, Johannesburg	10 October 2022
Interim appointment of the BRP	10 October 2022
First Employees' meeting	21 October 2022
First Creditors' meeting and ratification of the BRP's appointment – Adjourned to 31 October 2022	24 October 2022
Adjourned First Meeting of Creditors	31 October 2022
Request for extension to publish the Business Rescue Plan	08 November 2022
Request for extension to publish the Business Rescue Plan	26 January 2023
Request for extension to publish the Business Rescue Plan	26 February 2023
Request for extension to publish the Business Rescue Plan	30 March 2023
Request for extension to publish the Business Rescue Plan	29 May 2023
Request for extension to publish the Business Rescue Plan	26 June 2023

Event	Date
Publication of Business Rescue Plan	14 July 2023
Publication of Notice of Meeting to consider the Business Rescue Plan (in terms of section 151 of the Companies Act)	14 July 2023
Section 151 meeting to consider published Business Rescue Plan	28 July 2023
<u>Publication of Revised Business Rescue Plan</u>	<u>11 August 2023</u>
<u>Publication of Notice of Meeting to consider the Revised Business Rescue Plan (in terms of section 151 of the Companies Act)</u>	<u>11 August 2023</u>
<u>Section 151 meeting to consider published Revised Business Rescue Plan</u>	<u>21 August 2023</u>

7. STEPS TAKEN SINCE THE APPOINTMENT OF THE BRP

7.1 ADMINISTRATIVE MATTERS

7.1.1 Appointment of BRP

The BRP was provisionally appointed by the Court on 10 October 2022 in terms of section 131 of the Company's Act. His appointment was ratified by holders of the majority of independent Creditors voting interest at the first meeting of creditors on 24 October 2022, as contemplated in section 147(3).

7.1.2 Management Control

In terms of section 140(1)(a), the BRP took over full management control of the Company but, as he was entitled to do, delegated certain functions including the day to day running of the Business to Management in terms of section 140(1)(b).

7.1.3 Reporting to CIPC and Affected Persons

7.1.3.1 The BRP has complied with all statutory obligations under chapter 6 of the Companies Act and has rendered and will render, monthly reports to CIPC and Affected Persons as contemplated in section 132(3).

~~7.1.3.2~~—The first report was submitted by the BRP to CIPC, the court and Affected Persons on 02 February 2023. This report and all subsequent monthly reports until the Publication Date have, as with all notices issued by the BRP, been circulated to CIPC, court and Affected Persons.

7.1.4 **Committee Meetings**

It was agreed between the BRP, the Directors of the Company and Management, that regular meetings would be held with the respective committees for purposes of providing updates on developments in the Business Rescue.

7.1.5 **Notices**

The BRP has been publishing notices to Affected Persons in terms of the Companies Act. All notices that have been published and circulated to Affected Persons during this Business Rescue can be accessed from the Company's website, being <https://arnot-opco.com/business-rescue/> ~~www.arnotopco.com~~.

7.1.6 **Genesis Corporate Solutions Appointed to provide support to the BRP**

7.1.6.1 Soon after the commencement of Business Rescue, the BRP appointed Genesis Corporate Solutions. The BRP relies on Genesis Corporate Solutions to provide back-office support, such as maintaining records, data management, finance, and technological functions.

7.1.7 **Deloitte Appointed to Calculate Potential Liquidation Dividend**

7.1.7.1 Soon after the commencement of Business Rescue, the BRP appointed Deloitte as an independent expert to: (i) calculate the potential liquidation dividend that would have been received by Creditors, in their specific classes, if the Company had been placed into liquidation as at the Commencement Date, (ii) determine a fair and reasonable estimate of the return to each Secured Creditor, Preferent Creditor and Concurrent Creditor if the Company was liquidated.

7.1.7.2 With regard to the potential liquidation dividend calculation, attached as **Annexure C**, if the Company had been placed into liquidation as at the Commencement Date, Concurrent Creditors would have received a dividend of 8.6c (eight point six) cents in the Rand.

7.1.7.3 More details regarding the potential liquidation dividend calculation are set out in 12.

7.1.8 Appointment of 3 H Mining as technical advisor

7.1.8.1 The BRP appointed 3H Mining as a lead independent mining consultant to undertake a comprehensive review of the technical data, review of financial model and to provide technical advice to the BRP.

7.1.9 Appointment of Cox Yeats as legal advisors

7.1.9.1 Shortly after the commencement of the Company's Business Rescue, the BRP appointed Cox Yeats Incorporated to provide legal advice.

7.1.10 Appointment of Mavhuvu to investigate, verify and validate claims by Creditors

7.1.10.1 Immediately after the commencement of Business Rescue proceedings and the appointment of the BRP, it became apparent that there were discrepancies between the Claims that were submitted by Creditors and Claims as per the Company's records.

7.1.10.2 Consequently, the BRP appointed Mavhuvu, an investigative and forensic accounting firm to investigate, verify and validate each and every claim that was submitted by Creditors.

7.1.10.3 The final claims verification report was submitted to the BRP by Mavhuvu on 17 February 2023.

7.1.11 Extension for Publication of Business Rescue Plan

In terms of section 150(5), this Business Rescue Plan was required to be published within 25 (twenty-five) Business Days from the date of appointment of the BRP. The BRP obtained extension from the Creditors, as contemplated in section 150(5)(b), for various reasons critical to the publication of a viable Business Rescue Plan, for the publication of the Business Rescue Plan to firstly 31 January 2023, secondly to 28 February 2023, thirdly to 31 March 2023, fourthly 31 May 2023, fifthly on 30 June 2023 and finally to 14 July 2023.

7.1.12 Publication of Notice of Meeting and Business Rescue Plan

7.1.12.1 The Business Rescue Plan was initially published to all Affected Persons on 14 July 2023.

7.1.12.2 Publication took place in the following manner:

7.1.12.2.1 via email to all known Affected Persons;

7.1.12.2.2 publication on the website of the Company (<https://arnot-opco.com/business-resscue/www.arnotopco.com>);

7.1.12.2.3 copies were available at the registered office of the Company, at the reception area, from 08:00 to 16:00, between Mondays and Fridays; and

7.1.12.2.4 copies were available at the office of Genesis from Tsakisani Machebe, from 08:00 to 17:00, between Mondays and Fridays.

7.1.12.3 The Notice of Meeting was delivered to all Affected Persons simultaneously with the publication of the Business Rescue Plan.

7.1.12.4 On 28 July 2023, the BRP convened a meeting of Creditors in terms of section 151 of the Companies Act to consider and vote on the published Business Rescue Plan.

7.1.12.5 Creditors considered the Business Rescue Plan as amended and voted on the adoption of the Business Rescue Plan by

means of proxy forms. A majority of the creditors' voting interests (exercising their votes) voted in favour of the adoption of the Business Rescue Plan as amended, as follows:

7.1.12.5.1 votes in favour of the Business Rescue Plan amounted to R 356 38 3418.82 in value and represented 75.4% voting interest of which 50% +1 of the votes were independent creditors; and

7.1.12.5.2 votes against the Plan are R116 255 501.82 in value and represented 24.6% voting interest.

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7.1.12.6 Following on the adoption of the Business Rescue Plan, the BRP proceeded to table the 4 (four) offers that were received from the 4 (four) interested parties, namely, (Ndalamo Coal, Mashwayi Projects, NG Global and Cometa).

7.1.12.7 Creditors considered all four (4) offers and seemingly 88% (R339 507 032,93 in value) of the creditors voting interest (exercising their votes) voted in favour of the Ndalamo Offer for the acquisition of the Business as a going concern.

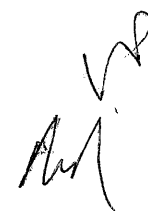
7.1.12.8 Pursuant to the Creditors meeting, the BRP commenced a process of verifying the votes cast with the aim of obtaining a certificate verification of the votes and the outcome of the Creditors meeting.

7.1.12.9 The BRP engaged the services of Collers Makhuvele, who is a forensic accountant to assist with the verification process and providing a certificate to that effect. During the verification process it transpired that:

7.1.12.9.1 A number of Creditors during the creditors meeting sent emails revoking their votes;

7.1.12.9.2 Some of the Creditor's votes were counted twice;

- 7.1.12.9.3 Some Creditors voted as a group and later cast a separate vote; and
- 7.1.12.9.4 Some of the proxies were received late and were not taken into consideration.
- 7.1.12.10 It should be noted that the above has impacted on the accuracy of the calculation of the votes cast at the Creditors meeting. Consequently, this has affected the accuracy of the votes cast and recorded at the Creditors meeting held on 28 July 2023.
- 7.1.12.11 As a result of these inaccuracies, the required threshold for the adoption of the Business Rescue Plan was in fact not met. The verification of the votes confirmed that 72.43% of the creditors voted in favour of the Business Rescue Plan and 27.57% of the Affected Persons voted against the adoption of the Business Rescue Plan, thus the Business Rescue Plan did not pass.
- 7.1.12.12 The BRP immediately sought legal advice and was advised that the BRP must immediately seek a motion to prepare and publish a Revised Business Rescue Plan and thereafter reconvene the Creditors meeting to consider and vote on the revised Business Rescue Plan.
- 7.1.12.13 The BRP tabled a motion to Creditors on Friday, 04 August 2023 seeking a motion to revise the Business Rescue Plan and thereafter reconvene a meeting of Creditors to consider and vote on the Revised Business Rescue Plan. Creditors objecting to the motion were given until 20h00 on Friday, 04 August 2023 to table their objections.
- 7.1.12.14 Pursuant to the aforesaid motion, only 2 (two) Creditors with a total voting interest of 33.2% opposed the motion. The majority of the Creditors did not object or oppose the motion. Consequently, the motion was supported by the majority of the Creditors' voting interest.
- 7.1.12.17.1.12.15 Subsequent to this, the BRP Revised the Business Rescue Plan. The Revised Business Rescue Plan will be



published to all Affected Persons ~~within the extended deadline,~~
on ~~11 August~~ July 2023.

~~7.1.12.27.1.12.16~~ Publication will take place in the following manner:

~~7.1.12.2.17.1.12.16.1~~ via email to all known Affected Persons,
to the extent that the email addresses of known
Affected Persons are available to the BRP;

~~7.1.12.2.27.1.12.16.2~~ publication on the website of the
Company (<https://arnot-opco.com/business-rescue/>);

~~7.1.12.2.37.1.12.16.3~~ copies will be available at the registered
office of the Company, at the reception area, from
08:00 to 16:00, between Mondays and Fridays; and

~~7.1.12.2.47.1.12.16.4~~ copies will be available at the office of
Genesis from Tsakisani Machebe, from 08:00 to
17:00, between Mondays and Fridays.

~~7.1.12.17~~ The Notice of Meeting will be delivered to all Affected Persons
simultaneously with the publication of the Revised Business
Rescue Plan.

7.1.13 Cash Resources

7.1.13.1 As at Commencement Date, the Company had R21 413 313.53
(twenty-one million four hundred and thirteen thousand three
hundred and thirteen Rands and fifty-three cents) cash available
in its bank accounts, held with Nedbank. The funds were used
to cover critical operating expenses during the Business Rescue.

7.1.13.2 The Company generates revenue through its normal trading
activities.

7.1.13.3 In order to preserve the cash resources of the Company, the
BRP implemented immediate cash relief initiatives and explored
broader cost optimisation initiatives, including cancelling all

discretionary payments and prioritising payments based on revenue generation and critical expenses.

7.2 EMPLOYEES

7.2.1 Employees' Meeting:

A first meeting of Employees, as contemplated in section 148, was held on 21 October 2022. During this meeting:

- 7.2.1.1 Business Rescue was explained, and possible outcomes were presented, to the Employees;
- 7.2.1.2 Assistance was also given to Employees by providing answers to various questions and concerns arising from Business Rescue process; and
- 7.2.1.3 Employees expressed their support for Business Rescue and implored on the BRP to rescue the Company.
- 7.2.1.4 The Employees Committee as at the Publication Date is set out below:

Name of Employee	Department
Elsje du Toit – Chairperson	Finance (Chairperson)
Mark Pitout	Finance
Vusi Sambo	Mineral Resource Management
Sello Mphali	Supply Chain Management
Johan van Tonder	Engineering
Adelaide Mokonyama	Mineral Resource Management
Diketso Chiloane	Supply Chain Management
Nonkosi Ikaneng	HR (Coordinator)

7.2.1.5 The BRP has maintained contact with Employees through the Employees' Committee since the first meeting of Employees held on 21 October 2022.

7.2.1.6 The Employees' Committee met with the BRP on 08 June 2023, ~~and 04 July 2023, 25 July 2023 and 07 August 2023.~~ In total, ~~42~~ (four~~two~~) meetings of the Employees' Committee were held prior to the Publication Date.

7.2.2 Lay-off and Section 189 of the LRA Process

7.2.2.1 No Employee has been laid-off since the Commencement Date.

7.2.2.2 Notwithstanding the fact that none of the Employees of the Company have been laid-off, for the Business Rescue initiatives to be successful, and for liquidation to be avoided, it may be necessary at some stage during the Business Rescue proceedings for the Company to reduce its operational costs significantly including retrenchments. This is critical and necessary for any restructure or turnaround to be successful, and for the prospects of any Financially Distressed business to return to profitability.

7.2.2.3 Should the Company at any stage, decide to reduce its operating costs including retrenchments, the Company will engage with the affected Employees and consult in line with the LRA.

7.2.2.4 Should the Company reach a point at which retrenchments are being contemplated, it is proposed that the Company will issue notices in terms of section 189(3) read together with section 189A of the LRA ("**section 189(3) notices**") to all Employees.

7.2.2.5 The issuance of the section 189(3) notices will be the first step in a statutory consultation process. The Company will consult with the Employees on all the issues set out in the section 189(3) notices, read with the provisions of section 189A, or by consensus, use their best endeavours to accelerate the consultation process in order to have the consultation and the retrenchment process concluded expeditiously as part of the implementation of the Business Rescue Plan.

7.2.3 Consultation During the Development of the Proposed Business Rescue Plan

7.2.3.1 On 04 July 2023, the BRP consulted with, *inter alia*, employees on the development of the proposed Business Rescue Plan to:

7.2.3.1.1 enable them to make representations to the BRP for consideration, subject to the BRP' overall responsibility to publish a Business Rescue Plan which the BRP regard as representing the best prospects of rescuing the Company as contemplated in the Companies Act; and

7.2.3.1.2 the BRP requested the employees to submit any questions in regard to the proposed Business Rescue Plan to enable the BRP to consider same prior to the Publication Date.

7.3 CREDITORS

7.3.1 Creditors' Meeting:

7.3.1.1 A first meeting of Creditors, as contemplated in section 147 was convened on 24 October 2022 and 31 October 2022.

7.3.1.2 At the first meeting of Creditors:

7.3.1.2.1 Business Rescue process was explained, and possible outcomes were presented to the Creditors;

7.3.1.2.2 assistance was also given to the Creditors by providing answers to various questions;

7.3.1.2.3 claims were submitted by some of the Creditors; and

7.3.1.2.4 Creditors elected to form a Creditors' Committee and nominations were subsequently received from Creditors.

7.3.1.3 The BRP expressed the view that there was a reasonable prospect of rescuing the Company, subject to obtaining PCF and support from Creditors.

7.3.2 Creditors' Committee

7.3.2.1 Pursuant to the First Meeting of Creditors, a Creditors' Committee was duly established.

7.3.2.2 Muzi Zwane ("Mr Zwane") was appointed as the independent chairperson of the Creditors' Committee. Mr Zwane resigned as independent chairperson of the creditors committee on 19 June 2023. He was replaced by Advocate Mthokozisi Xulu who was appointed as independent chairperson of the Creditors Committee on 19 June 2023.

7.3.2.3 The Creditors' Committee met with the BRP on 02 December 2022, 13 December 2022, 20 January 2023, 25 January 2023, 24 February 2023, 29 March 2023, 28 May 2023, 26 June 2023, and 07 July 2023, 26 July 2023, 07 August 2023 and 11 August 2023. In total, 129 (twelve nine) meetings of the Creditors' Committee have been held prior to the Publication Date.

7.3.3 Consultation During the Development of the Proposed Business Rescue Plan

7.3.3.1 During the Business Rescue, the BRP consulted with, *inter alia*, representatives of all the major and/or critical Creditors and other Affected Persons on the development of the proposed Business Rescue Plan to:

7.3.3.1.1 Enable them to make representations to the BRP for consideration, subject to the BRP' overall responsibility to publish a Business Rescue Plan which the BRP regards as representing the best prospects of rescuing the Company as contemplated in the Companies Act; and

7.3.3.1.2 Request the Creditors and other Affected Persons to submit any questions in regard to the proposed

Business Rescue Plan to enable the BRP to consider same prior to the Publication Date.

7.4 LEGAL

7.4.1 Suspension of Contracts

7.4.1.1 Section 136(2)(2) authorises the BRP, during Business Rescue, to entirely, partially or conditionally suspend, for the duration of the Business Rescue, any obligation of the Company that arises under any Contract and would otherwise become due during the Business Rescue.

7.4.1.2 Contracts that were not deemed critical to the Company's operations during Business Rescue were suspended in an effort to reduce operating expenses.

7.4.2 Cancellation of contracts

7.4.2.1 The BRP has the right, in terms of section 136(2)(b), to entirely, partially or conditionally cancel any obligation of the Company that arises under any Contract and would otherwise become due during the Business Rescue (whether or not the BRP is entitled to do so in terms of the provisions of the contract), on application to court.

7.4.2.2 The BRP has not, as at the Publication Date, cancelled any Contract in terms of section 136(2)(b) of the Companies Act, but reserves the right to do so if the BRP deems necessary, prior to substantial implementation.

7.4.2.3 On the other hand, it should be noted that on 20 March 2023, Boipelo Mining Contractors ("BMC") informed the Company of its intention to terminate the underground mining contract between BMC and the Company with immediate effect. An interim arrangement between BMC and the Company was put place on the same terms and conditions while BMC and the Company renegotiate a new a mining contract. The negotiations between

BMC and the Company are still underway and as at date of Publication, the negotiations have not been concluded.

7.4.3 Continuation of Contracts

Where the BRP, has determined it to be in the best interests of the Company to continue with a contract, the Contract has continued and remains of full force and effect.

7.4.4 Other Contracts

Contracts not specifically dealt with in terms of the above paragraphs 7.4.1 to 7.4.3 are subject to ongoing evaluation and negotiations by the BRP in an effort to mitigate risks and optimise the Distribution to Affected Persons.

7.4.5 Investigation of the Affairs of the Company

7.4.5.1 Section 141(1) requires that “as soon as practicable after being appointed, a practitioner must investigate the company’s affairs, business, property, and financial situation, and after having done so, consider whether there is any reasonable prospect of the company being rescued”.

7.4.5.2 In the course of his investigations, into whether or not a reasonable prospect exists for the Company to be rescued, the BRP has concluded that by implementing the Proposed Rescue Plan there is a reasonable prospect of the Company continuing in existence on a solvent basis, alternatively, that a better return for Creditors or Shareholders can be achieved in Business Rescue than would result from the immediate liquidation of the Company.

7.4.5.3 Section 141(2) provides that if at any time during Business Rescue the BRP concludes that there is evidence, in the dealings of the Company before the Commencement Date of:

7.4.5.3.1 voidable transactions or the failure by the Company or any director to perform any material obligation relating to the Company, the BRP must take any necessary steps to rectify the matter and may direct management to take appropriate steps;

7.4.5.3.2 reckless trading, fraud or other contravention of any law relating to the Company, the BRP must forward the evidence to the appropriate authority for further investigation and possible prosecution and direct management to take any necessary steps to rectify the matter, including recovering any misappropriated assets of the Company.

7.5.6.4 The BRP is continuing to investigate the dealings of the Company prior to the Commencement Date, but have, to date, not found, or been presented with, any cogent evidence of any voidable transactions or misconduct that would require the BRP to take any further steps contemplated in Section 141(2). Should any such evidence surface, or be provided, after the Publication Date, the BRP will immediately report on it to all Affected Persons.

7.4.6 **General**

The BRP was required to engage the Advisors on, *inter alia*, issues relating to:

- 7.4.6.1 employment;
- 7.4.6.2 competition;
- 7.4.6.3 tax;
- 7.4.6.4 legal;
- 7.4.6.5 regulatory issues;
- 7.4.6.6 technical;
- 7.4.6.7 contractual disputes;
- 7.4.6.8 PCF;
- 7.4.6.9 PCF agreements;
- 7.4.6.10 the disposal process;
- 7.4.6.11 Claims against the Company; and



7.4.6.12 various issues arising out of the Business Rescue including this Business Rescue Plan.

7.5 BUSINESS RESCUE INITIATIVES

7.5.1 Management Restructuring Plan

7.5.1.1 Prior to the commencement of Business Rescue proceedings, Management had developed the Management Restructuring Plan in order to restructure the Business and ensure the continued survival of the Business of the Company.

7.5.1.2 The Management's Restructuring Plan was predicated on the following initiatives:

7.5.1.2.1 the development of 11 shaft south main panel (the "SMD");

7.5.1.2.2 the recommissioning of the dense medium separation wash plant ("DMS Wash Plant");

7.5.1.2.3 the re-establishment of the 10 shaft ("10 Shaft Re-Establishment");

7.5.1.2.4 the acquisition of the Mooifontein Properties from Eskom ("Mooifontein Land");

7.5.1.2.5 the development of the Mooifontein Pit 1A and Pit 2 opencast pits including the associated surface and auxiliary infrastructure ("Opencast"); and

7.5.1.2.6 the Eskom Supply Under-delivery Rectification ("Coal Rectification").

7.5.1.3 Although the Management Restructuring Plan was initiated by the Company and Management prior to the Commencement Date, the BRP has utilised the expertise of Management as well as the

concepts and proposals developed by Management in the Management's Restructuring Plan during Business Rescue.

- 7.5.1.4 The Management Restructuring Plan is already underway pursuant to the Company raising more than R40 000 000.00 (forty million Rand) from various revenue generating initiatives outside of the PCF process.
- 7.5.1.5 The remainder of the Management Restructuring Plan requires funding of R308 000 000 (three hundred and eight million Rand) in phases.

7.5.2 **Post-Commencement Finance**

- 7.5.2.1 This special form of financing provided and made available for companies under Financial Distress, typically during a formal Business Rescue, is critical to avoid operations coming to a standstill and a company collapsing into liquidation.
- 7.5.2.2 PCF, as envisaged in Chapter 6 of the Companies Act, is one of the most imperative building blocks to a successful restructure of a distressed company. It also represents the biggest challenge for BRPs to enable the business to be successfully restructured.
- 7.5.2.3 The BRP approached and was approached by various PCF funders including shareholders of the Company and investigated all other options for PCF to cover critical operating requirements and general working requirements. Non-Disclosure Agreements were concluded with potential PCF funders in order to commence with the due diligence. The process of raising PCF took more than 5 (five) months as most PCF funders including shareholders were reluctant and not willing to provide PCF. As at Publication Date, the BRP was unsuccessful in securing PCF at the required level to support the Management's Restructuring Plan including working capital requirement.
- 7.5.2.4 On 26 July 2023, the BRP received an expression of interest with proof of funding for the provision of PCF in the amount of R200 000 000.00 (two hundred million Rand) from Mashwayi

Consortium ("Mashwayi"). The salient terms of the PCF can be summarised as follows:

7.5.2.4.1 The PCF loan will be in the form of facility with the initial drawdown being limited to R50 000 000.00 (fifty million Rand), depending on the Company's needs as may be indicated by the BRP;

7.5.2.4.2 Interest to be negotiated between Mashwayi and the Company or the BRP but will not be greater than prime interest rate plus 2% (two percent), compounded monthly in arrears;

7.5.2.4.3 The initial term of the PCF will be 36 (thirty) months commencing from the date on which the first tranche is disbursed;

7.5.2.4.4 The PCF loan will become due and payable in the event that the Company's Business Rescue proceedings are converted into provisional or final liquidation or the Business and assets of the Company are sold as a going concern to any other party other than Mashwayi; and

7.5.2.4.5 In the event that Mashwayi acquires the Business and assets of the Company, any balance on the PCF will be converted into preference shares held by Mashwayi.

7.5.2.37.5.2.5 It should be noted that no engagements were held between the BRP and Mashwayi (prior to the publication of this Revised Business Rescue Plan) due to the limited timeframes and the need to urgently revise and publish a Revised Business Rescue Plan by no later than 11 August 2023. Further details on the PCF are set out in Part B.

7.5.3 Reduction of Operating Costs

7.5.3.1 In an effort to reduce operating costs and to preserve the already constrained cashflow position at the Company, the BRP investigated the existence, if any, of unnecessary costs and

immediately put in place cost-containment measures to reduce ongoing operating costs.

7.5.3.2 A moratorium was also placed on recruitment of new employees. 6 (six) employees have resigned since the commencement of Business Rescue proceedings and none of these employees have been replaced as of the Publication date.

7.5.3.3 Both the BRP and Management continue to investigate further cost-containment initiatives.

7.5.4 **Strategic Equity Partner**

7.5.4.1 The BRP has also been actively pursuing a strategic equity partner with capital, access to market, technical expertise, and know-how to partner with the Company in order to be more competitive and profitable.

7.5.4.2 To this end, two (2) parties were engaged as they were considering various arrangements that they might be interested in.

7.5.4.3 None of the parties were interested in being a SEP, however they were interested in forming a joint venture or partnership with the Company.

7.5.5 **Potential Joint Venture between the Company and Siphesihle SS Mining**

7.5.5.1 In March 2023, the BRP and Management concluded a term sheet with Siphesihle SS Mining Proprietary Limited (“SSS Mining”) with a view of securing PCF in order to implement the Management Restructuring Plan. In addition, the parties entered a 90-day exclusivity to conclude the due diligence and definitive funding agreements. An exclusivity fee of R5 000 000.00 (five million Rand) was paid by SSS Mining. The 90-day exclusivity period to conclude and sign definitive agreements, including provision of confirmation of funds expired on 06 June 2023.

7.5.5.2 In terms of the signed term sheet, Company and SSS Mining would establish or form an incorporated participative joint venture entity (“JV” or “NewCo”) wherein the parties shall both hold shares as set

out herein. The Company will hold 40% shareholding in NewCo with SSS Mining holding 60% shareholding. Once the JV or NewCo is formed, the Company shall transfer a portion of its mining operations which related to underground and the open cast mining to NewCo.

- 7.5.5.3 The JV shall be constituted with a view to facilitating the optimal conduct and management of the mining operations at the Company for the benefit of all stakeholders.
- 7.5.5.4 SSS Mining would provide funding and support to NewCo for working capital and capital expenditure. An amount of up to R400 million Rand (four hundred million Rand) subject to review by SSS Mining, would be made available as follows:
 - 7.5.5.4.1 R50 million Rand (fifty million Rand) for purchase of the Mooifontein Properties from Eskom. SSS Mining shall register a bond over the Properties as security;
 - 7.5.5.4.2 R50 million Rand (fifty million Rand) for working capital;
 - 7.5.5.4.3 R100 million (one hundred million Rand) for underground re-establishment capital expenditure;
 - 7.5.5.4.4 R200 million Rand (two hundred million Rand) for the Mooifontein opencast surface infrastructure capital expenditure;
- 7.5.5.5 Such funding will be provided in cash and/ or by way of services provided that will result in the commissioning of 10th shaft underground, opencast Pits 1A and 2, beneficiation plant and coal handling upgrades; and
- 7.5.5.6 Such funding and support shall be provided within 7 days after signing all the transaction agreements but shall be no later than 31 March 2023.
- 7.5.5.7 Upon signature of the Term Sheet, SSS Mining would immediately assist with the rectification of the Eskom Coal Supply Agreement,

any proceeds generated from this process will be utilized by the Company.

- 7.5.5.8 The definitive funding agreements have not been concluded between the Company and SSS Mining pending the finalisation and adoption of the Business Rescue Plan. The discussions between SSS Mining, BRP and Management are still ongoing.
- 7.5.5.9 The Company is currently engaging in a coal buy-in transactions with a related party to SSS Mining for the free-on-truck market.

7.5.6 **Unsolicited Offers Received**

- 7.5.6.1 The BRP received 4 (four) expressions of interests from interested parties for the acquisition of the business as a going concern or for the acquisition of the entire issued share capital or majority shareholding in the Company.
- 7.5.6.2 Non-disclosure agreements were concluded with the interested parties, and they were given access to data room. None of the 4 (four) interested parties made offers. However, any engagements with potential interested parties were stopped immediately after entering into exclusivity with SSS Mining as explained in 7.5.5.1 above.
- 7.5.6.3 It should be noted that at the same time, the Shareholders were in discussions with various interested parties, and this has resulted in 3 (three) binding offers being submitted on 15 June 2023. Details on the bidding process are set out in Part B.

7.5.7 **Cash Administration**

In order to minimise the operating expenses of the Company, the BRP, together with Management, continue to:

- 7.5.7.1 Monitor the cashflow and financial position;
- 7.5.7.2 Perform daily bank reconciliations;
- 7.5.7.3 Analyse costs;
- 7.5.7.4 Control payments; and
- 7.5.7.5 Enforce general controls.

7.5.8 Income Generating Initiatives:

- 7.5.8.1 The Company is currently generating revenue from producing and supplying coal to Eskom, in terms of which Eskom settles the coal delivery invoice within 30 (thirty) days from when the invoice is issued.
- 7.5.8.2 Some of the coal produced has not been meeting the minimum quality specification per the Coal Supply Agreement as a result of the Company not having its wash plant operational. The Coal Supply Agreement classifies this coal as reject coal ("Reject Coal").
- 7.5.8.3 The Company has been able to sell the Reject Coal on the spot market ex-mine i.e., free-on-truck. The sale of Reject Coal has enabled the Company to generate additional cash within a relatively short period of time compared to sales to Eskom.
- 7.5.8.4 It was through such opportunities that the Company funded the process of commissioning its wash plant and developing the 11 Shaft South Main Development ("SMD").
- 7.5.8.5 Once commissioned, the wash plant will enable the Company to process Coal such that it is within specification for Eskom supply



and further create opportunities for third-party coal processing on a tolling basis i.e., toll washing.

7.5.8.6 The SMD is the life extension project at 11 Shaft which will result in an additional section deployment and unlocking 3.3 million tonnes of Coal.

7.5.8.7 Both the wash plant and the SMD have been internally funded and will be completed by 25 August 2023 and 10 September 2023, respectively~~mid to end July 2023.~~

7.5.9 Stakeholder Engagement

7.5.9.1 In order for Business Rescue to succeed, it was and remains, imperative that the BRP and Management constantly engaged with all the critical stakeholders.

7.5.9.2 As a result, the BRP and Management engaged with the following stakeholders throughout the Business Rescue proceedings, which stakeholders have been supportive of the BRP and Company's turnaround initiatives:

7.5.9.2.1 Eskom;

7.5.9.2.2 Shareholder representative;

7.5.9.2.3 South African Revenue Services;

7.5.9.2.4 Department of Mineral Resources and Energy; and

7.5.9.2.5 Critical Creditors.

7.5.10 The Proposed Restructure

7.5.10.1 The BRP, together with Management, conducted an objective assessment of the Company and evaluated various Business Rescue scenarios.

7.5.10.2 Pursuant to conducting the aforesaid assessment and evaluation, the BRP developed a proposal to restructure the Company's affairs, business, property, debt and other liabilities, and equity in a manner

that would maximise the likelihood of the Company being rescued and avoid liquidation.

7.5.10.3 The details of the Proposed Restructure are set out in paragraph 19 and 20.

8 TRADING ACTIVITIES FOLLOWING THE COMMENCEMENT DATE

- 8.1 The Company continued trading and remains operational. The Business Rescue process has provided an opportunity for the BRP to continue with the Business so as to preserve its goodwill through an effective moratorium in respect of all legal proceedings and claims against the Company. A failure of operations would have resulted in the financial collapse of the Company and an outcome detrimental to the interests of all stakeholders including Creditors and Employees.
- 8.2 The BRP's main focus has been to stabilise the Business in order to ensure that the Company continues with the business operations as normal without any disruptions, and that the economic value of the business is maintained, and that jobs are preserved.
- 8.3 Both Management and the BRP have continuously engaged with employees and critical suppliers, all of whom have expressed support to the Company. This is demonstrated largely, by the fact that service providers and other suppliers continued providing goods and services on the same terms and conditions that existed before the commencement of Business Rescue proceedings.
- 8.4 In order to maintain the solvency of the Company during this Business Rescue, the BRP continuously monitors cash flow and financial projections, performs regular bank reconciliations, controls payments and enforces general financial and operational controls.
- 8.5 The BRP and Management have identified and implemented a number of key strategic interventions and cost containment measures, which resulted in significant cost savings and at the same time improve operational efficiency.
- 8.6 The approval process for all expenditure has been rigorously policed.
- 8.7 As of the date of Publication, the Company remains trading and operational.

9 MATERIAL ASSETS OF THE COMPANY AS AT THE COMMENCEMENT DATE (INCLUDING ESTIMATED REALISATION VALUE ON LIQUIDATION)

As required in terms of section 150(2)(a)(i) of the Companies Act, a complete list of all material assets of the Company at book value, as well as an indication as to which assets were held as security by Creditors as at Commencement Date, is attached hereto as **Annexure A**.

10 CREDITORS OF THE COMPANY AS AT THE COMMENCEMENT DATE

10.1 A list of the Creditors, as reflected in the Company's records, as at the Commencement Date, is attached hereto as **Annexure B**.

10.2 As required in terms of the Companies Act, **Annexure B** indicates:

10.2.1 which Creditors have proved their Claims;

10.2.2 the Creditors' ranking in terms of the Insolvency Act;

10.2.3 the Creditors' voting interest determined and calculated in terms of the Companies Act, according to the Claim amount approved by the BRP; and.

10.2.4 which persons are Disputed Creditors, including the extent of their Disputed Claims.

10.3 The BRP accepts the Company records as being correct in respect of all Claims and Disputed Claims, unless proven otherwise in terms of the Dispute Resolution Mechanism.

10.4 All persons, who believe that they have a Claim, are referred to **Annexure B** and should treat **Annexure B** as the BRP' notification of the Claims in this Business Rescue for purposes of the Dispute Resolution Mechanism contemplated in 37. If any person is in disagreement with the information provided in **Annexure B** (being a Creditor with a Disputed Claim), such persons should utilise the Dispute Resolution Mechanism set out in this Business Rescue Plan.

10.5 Any person who is not recognised as a Creditor in **Annexure B** must follow the Dispute Resolution Mechanism set out in this Business Rescue Plan.

10.6 Payment waterfall in Business Rescue

- 10.6.1 In terms of section 135, to the extent that there are funds available in the waterfall for Distribution to Creditors, the Distribution to Creditors will be made in the following order of priority in terms of the Business Rescue Plan and while the Company is under Business Rescue:
- 10.6.1.1.1 firstly, Business Rescue remuneration and expenses;
 - 10.6.1.1.2 secondly, Employees in respect of any remuneration, reimbursement for expenses or other amount relating to their employment during the Business Rescue;
 - 10.6.1.1.3 thirdly, Secured PCF Claims;
 - 10.6.1.1.4 fourthly, unsecured PCF Claims;
 - 10.6.1.1.5 Employees in respect of any claims for any remuneration prior to the Commencement Date; and
 - 10.6.1.1.6 fifthly, unsecured Creditors (made up of Concurrent Creditors).
- 10.6.2 Secured Creditors will be paid the net proceeds after the deduction of all costs and expenses relating to the administration and realization of the security subject to an Encumbrance, up to the security value of their claim, on realization of the relevant asset subject to an Encumbrance.
- 10.6.3 To the extent that a portion of a Claim of a secured creditor is not fully discharged from the net proceeds after the deduction of all costs and expenses relating to the administration and realization of the security subject to an Encumbrance, the balance of the Claim shall be treated as a Claim forming part of the Claims of Concurrent Creditors.
- 10.6.4 Further to the above, and in line with the judgment by the High Court of the Gauteng Division, Pretoria in the case of The South African Property Owners Association v Minister of Trade and Industry and Others 2018 (2) SA 523 (GP), any costs or liability that arise out of an agreement that was concluded prior to business rescue proceedings, and which costs were incurred during business rescue proceedings, will not constitute “post-commencement financing” or “costs arising out of the costs of business rescue proceedings“. Such costs and/or liabilities, unless already secured, will merely form the subject of an



unsecured (concurrent) claim against the company in business rescue and will not enjoy any preference above other creditors.

11 CREDITORS VOTING INTEREST AND VOTING BY PROXY

11.1 In terms of the Companies Act and for the purposes of any vote by Creditors:

11.1.1 a Creditor recognised with a Claim in **Annexure B** has a voting interest equal to the value of the amount owed to that Creditor by the Company as reflected in **Annexure B**; and

11.1.2 a Creditor who would have a subordinated claim in liquidation has a voting interest, as independently and expertly appraised and valued at the request of the BRP, equal to the amount, if any, that the Creditor could reasonably expect to receive in a liquidation of the Company.

11.2 A Creditor who has a Disputed Claim, contingent Claim, prospective Claim, damages or unliquidated Claim and/or a Disputed Creditor will only be entitled to vote on the approval of this Business Rescue Plan to the extent determined by the BRP.

11.3 A Creditor with a Claim for PCF will have a voting interest in the Business Rescue of the Company for the amount owed by the Company to that Creditor.

11.4 In order to ensure the maximum attendance by creditors of the Section 151 Meeting, the BRP proposes that the following process will apply in respect of the Section 151 Meeting (meeting to determine the future of the Company) and voting called for in terms of section 152 of the Companies Act (consideration of the Business Rescue Plan):

11.4.1 As set out above, the BRP has consulted with the critical Creditors, Employees and other key role players on the development of the proposed Business Rescue Plan prior to the Publication Date. The BRP has attempted to deal with all questions and/or suggestions prior the Publication Date.

11.4.2 Pursuant to the Publication Date, Affected Persons are requested to provide any further questions and/or proposed amendments to the BRP prior to the Section 151 Meeting so that the BRP can consider and address same prior to the Section 151 Meeting to ArnotOpcobr@gcs-sa.co.za.

- 11.4.3 The Section 151 Meeting will be held electronically. A Microsoft Teams hyperlink providing access to the Section 151 Meeting will be circulated prior to the Section 151 Meeting.
- 11.4.4 A form of proxy will be included in the Notice of the Section 151 Meeting. All forms of proxy given on behalf of a company, a legal entity or a trust must be accompanied by a valid and authorised resolution supporting the appointment of the proxy. Completed forms of proxy must be emailed to Arnotopcobr@gcs-sa.co.za.
- 11.4.5 Creditors are encouraged to lodge their forms of proxy as soon as possible, ~~however, will be afforded an opportunity to lodge their proxy forms by no later than 17h00 on Thursday 27 July 2023.~~
- 11.5 The voting interests of Creditors, as at the Publication Date, is set out in **Annexure B**.

12 PROBABLE DIVIDEND ON LIQUIDATION

- 12.1 The BRP engaged Deloitte, as an independent expert, to calculate the potential dividend in a liquidation scenario as at Commencement Date.
- 12.2 The calculation of a liquidation dividend as at Commencement Date is based on an independent exercise undertaken by Deloitte. Affected Persons are encouraged to carefully consider the calculation presented by Deloitte and satisfy themselves as to the accuracy thereof. If any Affected Person requires a full copy of the liquidation and distribution report, please contact Tsakisani Machebe of Genesis at tsakisani@gcs-sa.co.za. The report is available to Affected Persons on signature of a Hold Harmless Agreement, as further detailed in paragraph 12.8.6.
- 12.3 Deloitte relied on financial and other information provided to it by the Company and discussions with the BRP, for the purpose of calculating the liquidation dividend as at Commencement Date, and the approximate realisation value is set out in the full liquidation calculation document prepared by Deloitte.
- 12.4 Deloitte were requested to undertake the liquidation calculation on the basis of a final liquidation order being granted against the Company. In a final liquidation, where the Company's mining right is lost, value is expected to be significantly eroded and where certain assets within the Company would need to be sold on a fire sale basis.

- 12.5 The probable dividend which Concurrent Creditors would receive if the Company was to be placed in liquidation, as at Commencement Date, is 8.6c (eight, point six) cents in the Rand. The liquidation calculation is attached as **Annexure C**.
- 12.6 Based on the dividend calculation of Deloitte as at Commencement Date, the BRP estimates that the probable dividend which Concurrent Creditors would receive if the Company was placed in liquidation, as at the Publication Date, would still be 8.6c (eight, point six) cents in the Rand.
- 12.7 The figures in paragraph 12.5 and 12.6 take into account the costs associated with liquidation, as calculated in terms of the Insolvency Act.
- 12.8 Deloitte wish to highlight the following:
- 12.8.1 the probable liquidation dividend may not necessarily meet the Affected Persons' requirements or objectives or address the specific circumstances of the purpose for which access to the probable liquidation dividend is required by the Affected Persons;
 - 12.8.2 the probable liquidation dividend does not constitute tax, accounting or legal advice to any Affected Persons and Affected Persons are advised to consult an independent attorney, accountant or any other professional advisor;
 - 12.8.3 Deloitte shall not be held responsible for any acts or omissions taken by an Affected Persons' reliance on the liquidation dividend. Any reliance by the Affected Persons on the probable liquidation dividend is entirely at the Affected Persons' own risk;
 - 12.8.4 Deloitte does not warrant or represent that the information set out in the probable liquidation dividend calculation is sufficient or appropriate for the purpose for which access to the probable liquidation dividend is required by the Affected Persons;
 - 12.8.5 Deloitte neither owes nor accepts any legal duty to the Affected Persons whether in contract or in delict (including without limitation, negligence and breach of statutory duty), or howsoever otherwise arising, and shall not be liable in respect of any loss, damage or expense of whatsoever nature which is caused by the Affected Persons' use of (or conclusions drawn by it) the Output, or upon any representation, statement, judgement, explanation or other information obtained from Deloitte or made in relation thereto; and

12.8.6 Deloitte requires that any Affected Person requesting a copy of the detail supporting the liquidation dividend sign a hold-harmless letter in favour of Deloitte. The liquidation estimated outcome statement, if supplied under a hold harmless letter, will be a redacted version due to the commercial sensitivity of the information contained therein and in order to protect the interests of all Affected Persons.

13 HOLDERS OF THE COMPANY'S ISSUED SECURITIES

As required in terms of section 150(2)(a)(iv) of the Companies Act, the Shareholder is the holder of the Company's issued securities.

14 THE PRACTITIONERS' REMUNERATION

14.1 The regulations to the Companies Act prescribe an hourly tariff (inclusive of VAT) for the payment of the fees of a business rescue practitioner.

14.2 The BRP's remuneration is based on the tariff, in the Companies Act, in respect of a large-sized company. This is based on a company's public interest score as at Commencement Date. The Company's public interest score, calculated in terms of Regulation 26(2) of the Companies Act, as at Commencement Date, was 2046.

14.3 A company is regarded as a large-sized company if its public interest score is more than or over 500.

14.4 To date, Mkhombo has charged out his time at the prescribed tariff rates set out in Regulation 128 of the Companies Act. In terms of section 143(2), the BRP hereby propose an agreement providing for further remuneration, additional to the prescribed tariff, resulting in an increase in the charge out rate of the BRP from R1 740.00 per hour to R4 500.00 per hour (excluding VAT) in respect of Mkhombo, retrospectively, with effect from the date of his appointment. This fee is payable on the Adoption Date and is based on an approximation of the BRP's standard hourly rates and the tariff rates.

14.5 It should be recognised that the hourly rate prescribed by the tariff in the regulations is not market related and is outdated as it was determined in or about 2011. The current market related hourly rate is between R3 500.00 and R6 500.00 exclusive of VAT.

14.6 On approval of the Business Rescue Plan the Creditors and the Company agree to this increase and the payment of the difference in the prescribed tariff and the agreed increased hourly rate since the date of the BRP' appointment.



14.7 In addition to the above, Phahlani Mkhombo or Genesis Corporate Solutions will be entitled to:

14.7.1 a capital raising fee of 2% (two percent), exclusive of VAT of the post-commencement finance or funding in whatever form including prepayment for coal obtained in terms of section 135(2) of the Companies Act upon the successful execution of the post-commencement finance agreement.

14.7.2 to a success of 2% (two), exclusive of VAT, calculated based on the total liabilities of the Company as at commencement date of business rescue proceedings or a deal fee (whichever is applicable) of 2% (two percent), exclusive of VAT, in respect of any successful transaction concluded with a third party calculated based on the total liabilities of the Company as at the commencement date of business rescue proceedings. This fee will be payable to Phahlani Mkhombo or Genesis Corporate Solutions, on the date of filing of Substantial Implementation of the adopted Business Rescue Plan with CIPC.

14.8 A separate meeting to approve the proposed agreement will be convened in accordance with the terms of section 143 of the Companies Act.

15 STATEMENT ABOUT WHETHER THE BUSINESS RESCUE PLAN INCLUDES A PROPOSAL MADE INFORMALLY BY A CREDITOR


As required in terms of section 150(2)(a)(vi) of the Companies Act, this Business Rescue Plan does not include any informal proposal made by a Creditor or Creditors of the Company.

[END OF SECTION]

PART B – PROPOSAL

16. MORATORIUM

16.1 The moratorium imposed by section 133 read with section 150(2)(b)(i) prohibits any legal proceedings, including enforcement actions, against the Company, or in relation to any



property belonging to the Company or lawfully in its possession, from being commenced or being proceeded with for the duration of the Business Rescue of the Company.

16.2 This means that no person is entitled to proceed in any forum against the Company for non-payment of debts during the Business Rescue of the Company unless the BRP or a High Court consents to any such proceedings.

16.3 The intention of a moratorium, within the context of a Business Rescue, is to give the Company breathing space and a window of opportunity while it establishes and publishes a Business Rescue Plan.

16.4 The moratorium in relation to the Company took effect from the Commencement Date and will remain in place until the termination of the Business Rescue of the Company in accordance with the provisions of the Companies Act.

17. OBJECTIVE AND PURPOSE OF BUSINESS RESCUE

17.1 The purpose of Business Rescue as outlined in Chapter 6 of the Companies Act, read with section 7(k), is to provide for the efficient rescue and recovery of Financially Distressed companies, in a manner that balances the rights and interests of all relevant stakeholders.

17.2 The objective of Business Rescue, as set out in section 128(1)(b)(iii) of the Companies Act, is to develop and implement a rescue plan that:

17.2.1 rescues the Company by restructuring its affairs, business, property, debt and other liabilities, in a manner that maximises the likelihood of the Company continuing in existence on a solvent basis; or

17.2.2 if the aforementioned is not possible, results in a better return for the Company's creditors or Shareholders than would result from the immediate liquidation of the Company.

17.3 This Business Rescue Plan seeks to rescue the Company by implementing the proposal set out in this document.

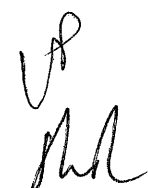
17.4 This Business Rescue Plan further seeks to provide Affected Persons with information, so that they may:

17.4.1 assess the likely outcome of the dividend yield calculation under Business Rescue, and

17.4.2 be assured of the likelihood of obtaining a better outcome under Business Rescue for all Affected Persons, when compared to a liquidation.

18 PROPOSED RESTRUCTURING PLAN IN TERMS OF THIS BUSINESS RESCUE PLAN

- 18.1 Immediately after the BRP was appointed, he embarked on a process to consider the Management Restructuring Plan, the operational capabilities of the Business and the value residing in the Business. In addition, the BRP, together with Management and the Advisors, conducted an objective assessment of the Company and evaluated various Business Rescue scenarios. In doing so, the BRP established that Management had prior to the Commencement Date developed a Management Restructuring Plan which was predicated on, *inter alia*, the following restructuring initiatives:
- 18.1.1 the SMD;
 - 18.1.2 the recommissioning of the DMS Wash Plant;
 - 18.1.3 the 10 Shaft Re-Establishment;
 - 18.1.4 the acquisition of the Mooifontein Properties;
 - 18.1.5 the Opencast development including the associated surface and auxiliary infrastructure; and
 - 18.1.6 the Coal Rectification.
- 18.2 Although the Management Restructuring Plan was initiated by the Company and Management prior to the Commencement Date, the BRP has utilised the expertise of Management as well as the concepts and proposals developed by Management in the Management's Restructuring Plan during Business Rescue.
- 18.3 The Management Restructuring Plan is already underway pursuant to the Company raising more than R40 000 000.00 (forty million Rand) from various revenue generating initiatives outside of the PCF process.
- 18.4 The funds raised to date in respect of the Management Restructuring Plan have been utilized to fund the SMD and the DMS Wash Plant costs. The remaining initiatives are dealt with in detail in 19 below.



18.5 Pursuant to conducting the aforesaid assessment and evaluation, and after consultation with the relevant Affected Persons, the BRP propose two options to rescue the Company:

18.5.1 Option A – the implementation of the Management Restructuring Plan; or

18.5.2 Option B – a Sales or Disposal Process.

OPTION A

19 MANAGEMENT RESTRUCTURING PLAN

19.1 The Management Restructuring Plan as developed by Management seeks to achieve the following in the immediate term:

19.1.1 Increase current production from 11 shaft through the SMD development and 10 Shaft Re-Establishment;

19.1.2 The DMS Wash Plant must be operational by the time the 10 Shaft Re-Establishment is complete to manage qualities for the Eskom supply;

19.1.3 Diversify revenue-generating streams through third-party coal washing at the DMS Wash Plant (“Toll Washing”);

19.1.4 Commence Coal Rectification at a margin to reduce future Eskom penalties; and

19.1.5 Restructure and/or terminate onerous material contracts for the nature and scale of the Company’s operation.

19.2 The Opencast Development which requires Mooifontein Land to be purchased from Eskom would have to be implemented in the short to medium term subject to availability of funding and mobilisation of a contractor to develop Opencast.

19.3 The following paragraphs outline detailed description of each of the Management’s Restructuring Plan initiatives:

19.3.1 **The SMD**

19.3.1.1 The reserve in the currently mined sections at 11 Shaft will deplete in August 2023. The Company is extending the life of mine (“LoM”) at 11 Shaft through

SMD development which will unlock 3.3 Mt of run-of-mine (“ROM”) equivalent to 2 years and 9 months life extension.

19.3.1.2 To date, the borehole drilling, drilling and blasting activities have been completed.

19.3.1.3 The SMD outstanding activities are as follows:

19.3.1.3.1 structural delineation of the extrapolated geological anomaly ahead of mining;

19.3.1.3.2 in-fill drilling for coal resources and coal reserve upgrades for de-risking the scheduled panels ahead of mining;

19.3.1.3.3 determine the coal qualities and washability; and

19.3.1.3.4 the geotechnical sampling and analyses from the immediate coal seam roof involving roof support design impact splits tests for accurate roof ratings and roof conditions forecasting using gritstone thickness.

19.3.1.4 The SMD project will be completed in ~~July~~ September 2023 and capital spent to date on the SMD is R 8 000 000 (eight million Rand) with R 3 000 000.00 (three million Rand) outstanding capital.

19.3.2 **The DMS Wash Plant**

19.3.2.1 The mine is currently undergoing the process of refurbishing the DMS plant at cost of R10 300 000.00 (ten million three hundred thousand Rand). The re-establishment commenced in early May 2023 and is expected to be completed by ~~31 July~~ 25 August 2023. Full capital has been paid to contracted parties on this workstream.

19.3.2.2 The DMS section aims to upgrade the raw coal by separating the shales out using dense medium separation means. The separation is particularly aimed at achieving the following objectives for coal:

19.3.2.2.1 increasing the calorific value;

19.3.2.2.2 decreasing the ash content;

19.3.2.2.3 decreasing the sulphur content; and

19.3.2.2.4 increasing the volatiles content.

19.3.2.3 The DMS plant forms an integral part of the Company's growth strategy. Approximately 40% (forty percent) of the coal coming from 10 Shaft, Pit 1A and Pit 2 will go through the processing plant to ensure that the final product meets the minimum coal specifications as per the Coal Supply Agreement with Eskom.

19.3.2.4 The DMS Wash Plant will create an opportunity to generate additional revenue through Toll Washing for third-party coal. The DMS Wash Plant will also enable washing multiple products, including washing for the export market.

19.3.3 **The 10 Shaft Re-Establishment**

19.3.3.1 To increase the volume output from the underground reserve area, additional sections should be brought online at Arnot mine. These additional sections are required to be established at 10 Shaft.

19.3.3.2 The 10 Shaft reserve area is endowed with currently mineable 9.8Mt of ROM coal at a calorific value ("CV") 21.1 megajoules ("MJ") per kilogram ("kg") on an air-dried basis.

19.3.3.3 To access and mine the reserve area at 10 Shaft requires the resuscitation of various infrastructure both on surface and underground for both primary and auxiliary support.

19.3.3.4 The 10 Shaft surface infrastructure includes the following:

19.3.3.4.1 a sewage pipeline linking the ablution system from 10 shaft to the sewage plant located at 11 Shaft;

19.3.3.4.2 the mechanical, electrical and instrumentation resuscitation of surface and underground conveyor belt installations;

19.3.3.4.3 the completion of refurbishment work on the office and change-house buildings with the further equipping of the change-house; and

- 19.3.3.4.4 equipping the lamp room and control room with the necessary instruments to support coal-winning activities.
- 19.3.3.5 The initial LoM for the 10 Shaft reserve area is shown in Figure 1 below. It can be noted from this plan that significant amount of underground infrastructure is required to access the panel T4 which would therefore require a substantial amount of capital as a start.
- 19.3.3.6 As such, this plan was revised to access a panel perpendicular to the G1 panel (Figure 2) in which conveyor G1 is constructed. This plan lays itself to several advantages in comparison to the initial LoM, which advantages are:
- 19.3.3.6.1 the panel is relatively close to the shaft which will minimize the travelling distance to and from the sections;
- 19.3.3.6.2 has a significantly reduced capital requirement in comparison to the original LoM;
- 19.3.3.6.3 the resuscitation timeframes for the underground scope is significantly reduced owing to the reduced infrastructure footprint; and
- 19.3.3.6.4 it will unlock a reserve area of 762 thousand tonnes ("Kt") relatively quickly.



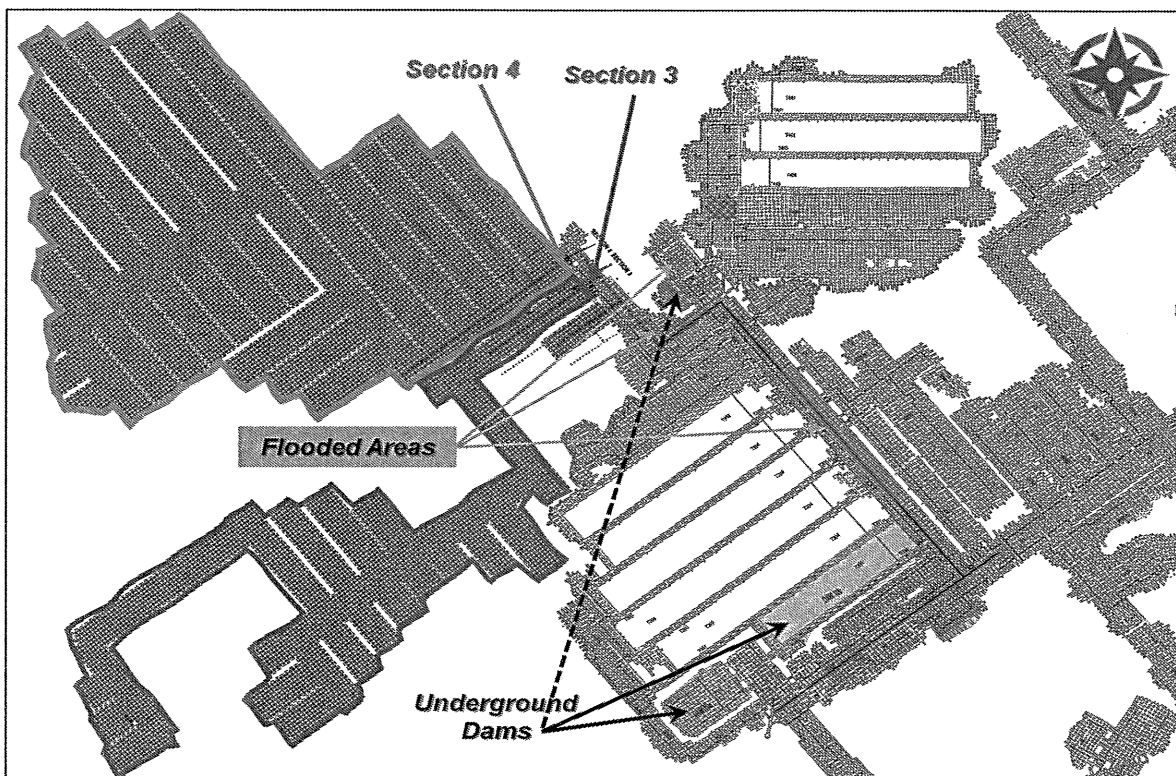


Figure 1: Original LOM-Access to T4 panel

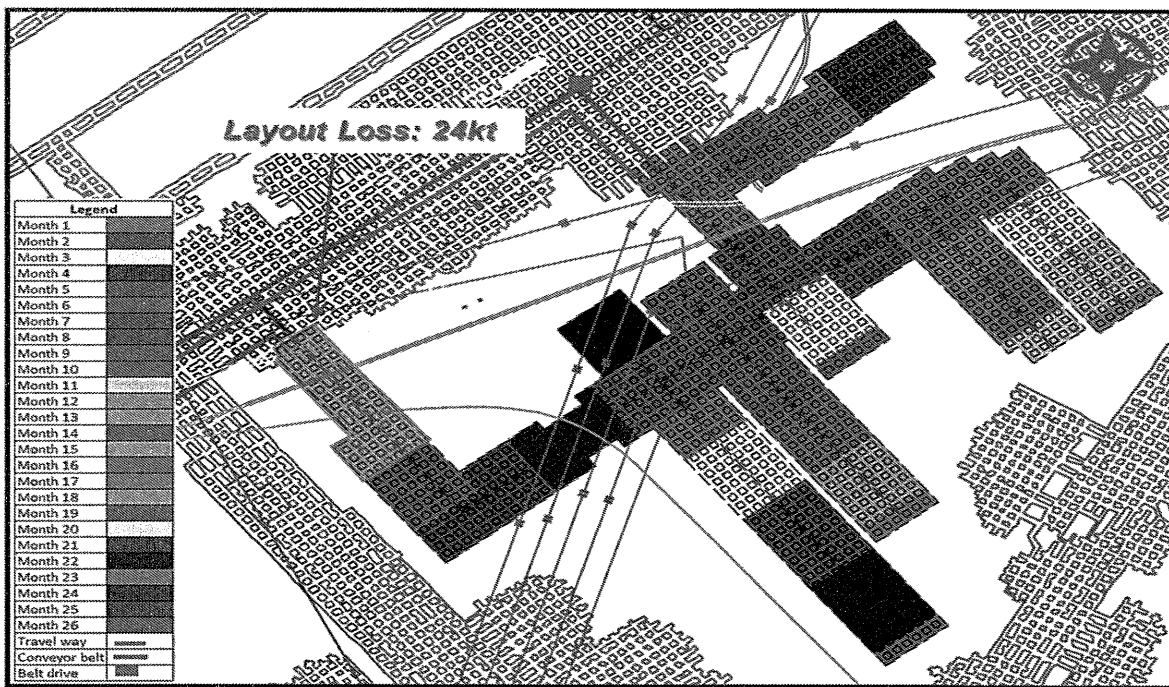


Figure 2: Revised G4 panel access - 762kt

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19.3.3.7 The total capital required to access 10 Shaft is R48 999 465.40 (forty-eight million nine hundred and ninety-nine four hundred and sixty-five Rands and forty cents) excluding VAT.

19.3.3.8 The details of the CAPEX required are described below:

10 Shaft Project	Cost	Duration
Sewage Pipeline	R 2 118 106.00	4 weeks
Surface Conveyors – Mechanical Works	R 9 411 178.66	8 weeks
Surface conveyors – Electrical Works	R 9 962 962.00	5 weeks
Lamp-room	R 2 661 260.50	12 weeks
Underground Conveyors – Mechanical Works	R 15 342 679.00	10 weeks
Underground Conveyors – Electrical Works	R 7 194 209.27	6 weeks
Lockers, laundry and heating	R 2 309 070.00	5 weeks
Total	R48 999 465.40	12 weeks

19.3.3.9 Arnot mine needs to access the 10 Shaft reserve area for both business continuity and improving ROM volumes through an increase in the number of sections. To do so in the quickest means possible, two options of accessing the underground reserves via the existing infrastructure layout were investigated.

19.3.3.10 The option of accessing the G4 panel at 10 Shaft significantly outweighs the option of accessing the T4 panel from both a time and capital perspective. The G4 panel will allow sections to be deployed quickly to access a 762 Kt reserve area within three months of site establishment. The total cost to enable this resuscitation amounts to R48 999 465.40 (forty-eight million nine hundred and ninety-nine four hundred and sixty-five Rands and forty cents) excluding VAT.

19.3.4 Opencast Development

- 19.3.4.1 The Opencast reserves comprise two opencast areas namely the Mooifontein Pit 1A and Pit 2. The Opencast reserves will unlock 14Mt over a life of mine (“LoM”) of 10 years. Opencast reserves are not scheduled for immediate exploitation, mainly due to pending Integrated Water Use Licence and the conclusion of the Mooifontein Land acquisition.
- 19.3.4.2 The Company has reached final terms with Eskom on the Mooifontein Land acquisition.
- 19.3.4.3 Both mining pits are scheduled to commence infrastructure and box-cut development at the beginning of 2024 subject to funding availability.
- 19.3.4.4 The Opencast operations are critical to ensure Arnot mine continues to service the Eskom CSA, especially when 11 Shaft decommissions.

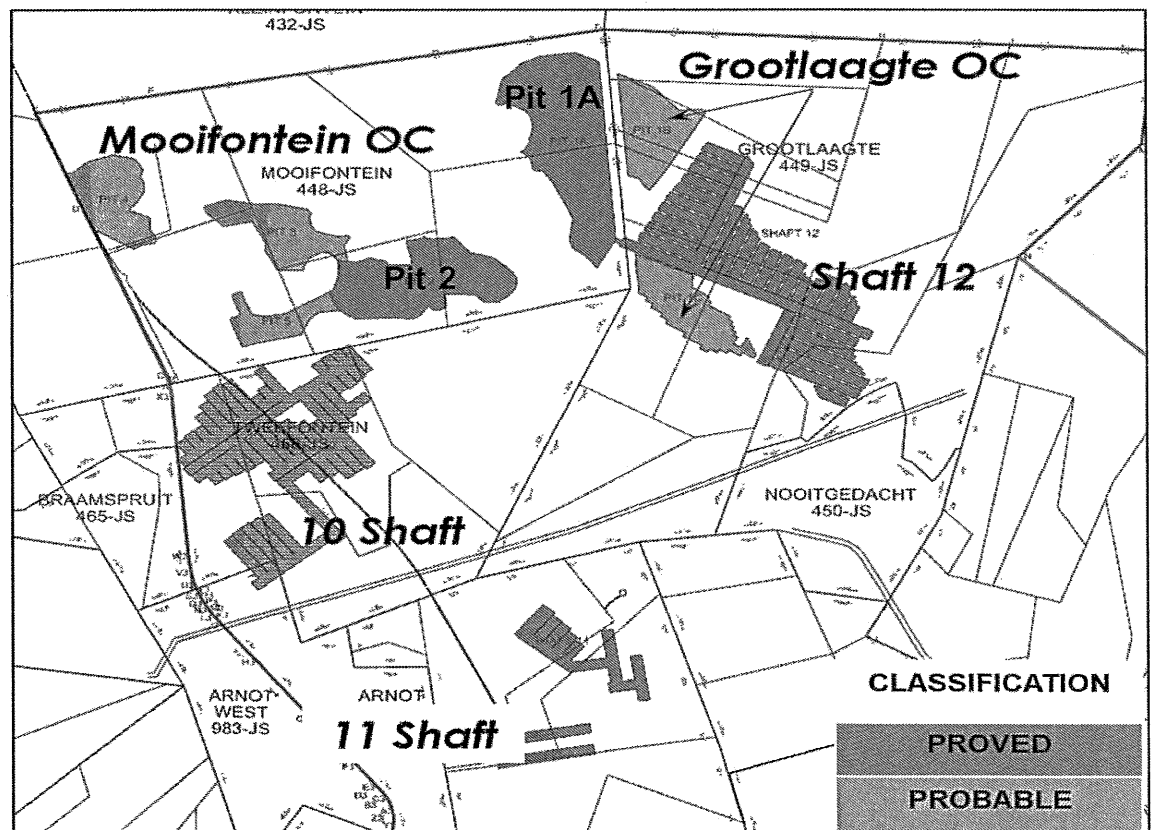


Figure 3: A Coal Reserve plan showing Pit 1A and Pit 2 relative to other UG and OC Reserve areas within Arnot Opco

UP
AA

- 19.3.4.5 ROM coal from Pit 1A is expected to exceed the minimum specification per the Eskom CSA in all parameters.
- 19.3.4.6 Similarly, ROM from Pit 2 will exceed the minimum specification across all parameters.
- 19.3.4.7 ROM product qualities for Eskom are generally achieved from 60% (sixty percent) crushing and screening and full bypass of the ROM feed to plant, with the remaining 40% (forty percent) fully beneficiated in the DMS Wash Plant.
- 19.3.4.8 Below are the CAPEX items requiring funding in respect of the Opencast development:
- 19.3.4.8.1 Construction of the access road;
 - 19.3.4.8.2 Site establishment;
 - 19.3.4.8.3 Boxcut and ramps;
 - 19.3.4.8.4 Pollution control dams;
 - 19.3.4.8.5 Storm water management;
 - 19.3.4.8.6 Electrical reticulation; and
 - 19.3.4.8.7 Workshop.
- 19.3.4.9 The mining of the opencast pits 1A and 2 will assist with bridging the supply deficit with Eskom subject to:
- 19.3.4.9.1 The purchasing of the Mooifontein Properties from Eskom;
 - 19.3.4.9.2 surface and auxiliary infrastructure development, including amongst others:
 - 19.3.4.9.2.1 Access road;
 - 19.3.4.9.2.2 Site establishment;
 - 19.3.4.9.2.3 Box cut and ramps;
 - 19.3.4.9.2.4 Stormwater management systems;

19.3.4.9.2.5 Weighbridges; and

19.3.4.9.2.6 In-pit crushing.

19.3.4.10 The capital estimate for the Opencast development is estimated at R150 million to R200 million.

19.3.5 **Coal Rectification**

19.3.5.1 As of the Publication of this Revised Business Rescue Plan, the Company has underdelivered the required nominal energy by 670.87 million gigajoules (which equates to 3.01 million tonnes) to Eskom per the Contract Supply Agreement.

19.3.5.2 The Company had multiple engagements with Eskom on underdelivered energy, presenting the rectification strategies, which included coal buy-ins and ramping up production from other investment areas (10 Shaft, Pit 1A and Pit 2)

19.3.5.3 Pursuant to the above, the Company is in the process of procuring Eskom Coal Supply Rectification coal through buy-ins and awaits feedback from Eskom on the proposed qualifying alternative source.

19.3.5.4 Any coal procured through buy-ins must be done under favourable terms for the Company. The coal qualities must meet minimum CSA specifications and the qualifying alternative source must be within a reasonable distance from the Arnot mine.

19.3.5.5 The Company has been engaging various parties for rectification purposes. Sourcing coal for rectification purposes has proven to be a strenuous exercise due to parties needing to find each other on commercial terms.

19.3.5.6 The Company is currently engaging potential qualifying sources to assist with the Coal Rectification supply of between 40Kt and 70Kt monthly.

19.3.5.7 It is important that the Company commences with the Coal Rectification with immediate effect to reduce the risk of potential penalties from Eskom. In particular, the Company if it concludes the Coal Rectification on favourable commercial terms, can generate a margin and utilize same to fund working capital requirements.

- 19.3.5.8 Additionally, the Company will be able to reduce the supply under delivery to Eskom by ramping-up production from 10 Shaft Re-Establishment and developing its Opencast reserve.
- 19.3.5.9 Accordingly, the Company does not view the Coal Rectification Supply as a revenue generation strategy but to reduce the supply deficit to Eskom while ramping up production. The Company is of the view that should funding be secured to assist with the Management Restructuring Plan that it will catch up on the under-delivered energy within a period of three years.

19.4 Key Highlights of the Management Restructuring Plan

- 19.4.1.1 The Management Restructuring Plan set out herein requires funding of up to ZAR308 000 000.00 (three hundred and eight million Rand) and has implications set out in the paragraphs that follow below.
- 19.4.2 As can be seen from Annexure E, the projected *pro-forma* financial ~~statements show~~ statements show a marked improvement relative to the position immediately prior to the Company being placed under Business Rescue.
- 19.4.3 Should the Management Restructuring Plan be funded and implemented as envisaged, the Company will be able to:
- 19.4.3.1 achieve average annual coal production of 3.5Mt per annum from FY2025 onwards;
 - 19.4.3.2 aggressively catch up on the under-delivered tonnages to Eskom by the end of FY2027;
 - 19.4.3.3 fully service the capital and interest repayment in respect of the Management Restructuring funding raised; and
 - 19.4.3.4 settle payments in line with the Business Rescue Waterfall. that the statement of income and expenses as reflected is delivered upon as per the base case model.
- 19.4.4 As explained above in 7.5.2.4, the BRP has received an expression of interest with proof of funding from Mashwayi for the provision of the PCF in the amount of R200 000 000.00 (two hundred million Rand) to implement

the Management Restructuring Plan. However, due to the urgency in revising the Business Rescue Plan and the need to publish the Revised Business Rescue Plan by 11 August 2023, the BRP had not engaged extensively with Mashwayi as at date of Publication of the Revised Business Rescue Plan. The BRP will engage with Mashwayi after the publication of the Revised Business Rescue Plan provided that Creditors vote in support or in favour of the implementation of the Management Restructuring Plan.

19.4.5 The salient terms of the PCF are:

19.4.5.1 The PCF loan will be in the form of a facility with the initial drawdown being limited to R50 000 000.00 (fifty million Rand), depending on the Company's needs as may be indicated by the BRP;

19.4.5.2 Interest to be negotiated between Mashwayi and the Company or the BRP but will not be greater than prime interest rate plus 2% (two percent), compounded monthly in arrears;

19.4.5.3 The initial term of the PCF will be 36 (thirty) months commencing from the date on which the first tranche is disbursed;

19.4.5.4 The PCF loan will become due and payable in the event that the Company's Business Rescue proceedings are converted into provisional or final liquidation or the Business and assets of the Company are sold as a going concern to any other party other than Mashwayi; and

19.4.5.5 In the event that Mashwayi acquires the Business and assets of the Company, any balance on the PCF will be converted into preference shares held by Mashwayi or its nominee.

19.4.6 Mashwayi further proposes entering into coal supply agreement with the Company in order to provide the Company with coal that satisfy the requirements provided for in the CSA ("Rectification Agreement). The coal will be used by the Company to remedy its deficit in terms of the CSA with Eskom. Out of the coal rectification process by Mashwayi, the Company will

make a R50.00 per ton margin. The coal rectification will commence within 30 days after signing the PCF loan agreement.

19.4.7 In addition to the Rectification Agreement and the PCF loan agreement, Mashwayi proposes entering into a joint management arrangement in order to regulate the affairs of the Company and ensure the effective utilisation of the PCF. A Joint Management Agreement will be negotiated between the BRP and Mashwayi and will inter alia include the following terms:

19.4.7.1 The BRP and Mashwayi to jointly assume all treasury and procurement functions;

19.4.7.2 Certain reserved matters shall require the approval of Mashwayi before being actioned by the Company;

19.4.7.3 Mashwayi shall be granted extensive information and access rights in relation to the Company and its business;

19.4.7.4 Mashwayi and the BRP will discuss measures to cut or reduce costs including suspension of contracts;

19.4.7.5 A new contract mining agreement will be concluded with the current operators contracted by the Company; and

19.4.3.4 Mashwayi to enter into negotiations with Eskom and the Company in order to secure access to land where operations will be conducted which is owned by Eskom.

1.9.1. _____

19.4.4.19.4.8 Distribution to Creditors:

Creditor	Approximate Claim value	Potential distribution	Comment
PCF	R17180 million	100c	PCF creditors will be paid in full over a period of 7 (seven) months commencing from February 2024.
Employees		100c	Employees will continue to be employed as the Company is returned to going concern status.
Unsecured creditors	R400334 million	50c	Concurrent Creditors will be paid a minimum 50c in a Rand over a period of 3 (three) months commencing from September 2024

19.5 In the event that the Management Restructuring Plan is approved by the required majority of creditors, and it is successfully implemented, then it will have the following effects:

19.5.1 Creditors will get comfort in the fact that the Management Restructuring Plan, if it gets the required support of Creditors, will be implemented by the BRP. The BRP has an obligation, in terms of this Business Rescue Plan and the Companies Act, to implement this Business Rescue Plan (as adopted by Creditors) in accordance with its terms. Consequently, the BRP has an obligation to ensure that Creditors receive their dividends in accordance with this Business Rescue Plan.

19.5.2 A Management Restructuring Plan will see the Company restored to solvency when the objectives of the Management Restructuring Plan achieved;

19.5.3 Creditors will receive a dividend of at least 50 (fifty) cents in the Rand;

19.5.4 Preservation of approximately 60 jobs and creation of new jobs;

19.5.5 Employees, if retrenched, would be in a better position than in a liquidation;

19.5.6 The total costs will be less than the costs of liquidation;

19.5.7 The trade creditors will continue to have a sustainable customer to trade with going forward; and

19.5.8 the on-going operations will benefit the fiscus.

OPTION B

20 SALES OR DISPOSAL PROCESS

- 20.1 In an attempt to secure the best possible outcome for all stakeholders, including Affected Persons, affected by this Business Rescue proceedings, the BRP is also of the view that one of the other option available in order for the objectives of Business Rescue to be achieved is a Sales or Disposal Process. The BRP is constrained by the unavailability of PCF and remain constrained going forward, to sustain a protracted Sales or Disposal Process.
- 20.2 Since the commencement of Business Rescue, the BRP has received 4 (four) expressions of interests from interested parties for the acquisition of the Business as a going concern or for the acquisition of the entire issued share capital or majority shareholding in the Company.
- 20.3 Non-disclosure agreements were concluded with the 4 (four) interested parties and were given access to the data room to enable them to conduct a due diligence on the operational, financial, technical, environmental, and legal aspects of the Company. None of the 4 (four) interested parties submitted offers. However, post the conclusion of the term sheet with SSS Mining and 90-day exclusivity granted to SSS Mining, all the engagements with potential interested parties were suspended.
- 20.4 As explained above, since the commencement of Business Rescue proceedings, the Shareholders have been engaging with various interested parties as part of the Shareholder led initiative to raise PCF or find a strategic equity partner with the requisite technical expertise, capital and management expertise. This Shareholder led initiative was excluded from the 90-day exclusivity period granted to SSS Mining.
- 20.5 Consequently, 3 (three) expressions of interests were received from 3 (three) interested. All 3 (three) interested parties signed the non-disclosure agreements and were granted access to the data room to enable them to conduct a due diligence on the operational, financial, technical, environmental, and legal aspects of the Company. All 3 (three)

interested parties were requested to submit their binding offers by no later than 15 June 2023 at 17h00 addressing the following:

- 20.5.1 whether the transaction will involve the acquisition of the assets and business of, or shareholding in the Company;
- 20.5.2 the purchase consideration setting out full reconciliation of the bridge between enterprise value and equity value. The purchase consideration must be provided in South African Rands and as a price point payable fully in cash subject to fulfilment of conditions precedent.
- 20.5.3 the form in which the purchase consideration will be settled – in other words, in cash or otherwise;
- 20.5.4 if not in cash, how will the purchase consideration be converted or realised in cash;
- 20.5.5 the binding offer must clearly set out proposal for the pre-BR claims;
- 20.5.6 the working capital requirements of the Company and how and when these will be advanced to the Company;
- 20.5.7 all technical expertise and resources experience and track record, aimed at turning around the operations of the Company and continuing with its Business operations;
- 20.5.8 all internal approvals required in respect of any proposed transaction envisaged and the timing to obtain such approvals;
- 20.5.9 a commitment to retain Employees in accordance with the provisions of section 197 of the LRA;
- 20.5.10 an undertaking to conclude the proposed transaction, in a timely manner; and
- 20.5.11 additional benefits that will contribute towards accelerated and sustainable growth of the business and reduction of expenses, for example, whether additional customers will be introduced to the Company with the consequential increase in sales volumes; whether certain operational expenses can be merged into existing infrastructure so as to reduce the operating cost and thereby increase profitability.



20.6 On 15 June 2023, the BRP received 3 (three) binding offers from the 3 (three) interested parties. The 3 (three) interested parties have already conducted and concluded due diligence on the operational, financial, technical, environmental and legal aspects of the Company.

20.7 It should be noted that on 03 July 2023, the BRP received an expression of interest from another interested party. Subsequent to this, the expression of interest was presented to the Creditors Committee on 07 July 2023, where it was recommended that the interested party be given an opportunity to participate in the Sales or Disposal Process. A non-disclosure agreement was concluded, and the interested party was granted access to the data room to enable them to conduct a due diligence on the operational, financial, technical, environmental, and legal aspects of the Company. A binding offer was submitted on 25 July 2023 at 13h00.

20.8 The offers will be presented to the Creditors and in the event the Creditors vote in favour of the Sale Process, the Creditors will thereafter be expected to vote on the preferred offer and/or bidder.

20.9 Should Creditors vote in support of the Sales Process and one of the offers from the 4 (four) binding offers is accepted or approved by Creditors but the proposed offer or proposed transaction fail for any reason whatsoever during the implementation phase ("Failed Transaction"), then in such event, the BRP is hereby mandated and authorised in terms of this Business Rescue Plan to firstly re-engage in discussions with the other bidders (for the avoidance of any confusion, the BRP shall exclude the preferred bidder who participated in the Failed Transaction, from this process) that have to date provided Binding Offers before embarking on an Accelerated Sales Process as set out in 20.11 below.

~~20.9~~20.10 Should Creditors vote in support of the Sales Process and any of the 4 (four) binding offers not be accepted by the Creditors, then in such event, the BRP, assisted by his Advisors, will embark on an Accelerated Sales Process involving the entire business or parts thereof, or shareholding, in the Company. This process will reach out to all potential bidders and others identified by the BRP and Management and will be subject to the procedures and terms established by the BRP and its Advisors.

~~20.10~~20.11 On Monday, ~~28 August~~31 July 2023 before 17h00, interested parties will be invited to submit the following to the BRP and Advisors, by Wednesday, ~~3002~~August August 2023:

- (a) an expression of interest covering letter in the form specified by the BRP;
- (b) a completed credentials questionnaire in the form specified by the BRP;
- (c) a signed non-disclosure and confidentiality agreement (if not already executed).

~~20.11~~20.12 Each of the documents listed in clause ~~20.11~~20.12 must be submitted in order to qualify for an expression of interest. The submission of the documents, and the acceptance thereof, will result in the closure of phase 1 of the Accelerated Sales Process.

~~20.12~~20.13 After the completion of phase 1, the parties expressing an interest, and accepted by the BRP, will receive access to the data room. The BRP will not provide access to any additional information, nor update any information in the data room, to anyone.

~~20.13~~20.14 The parties selected by the BRP at the end of Phase 1, and to whom access to the data room is provided, will be invited to submit indicative bids in respect of the assets or business of, or shares in, the Company by 17h00 on Friday, ~~29 September~~04 September 2023 ("Bids" or "indicative Bids"). Where considered necessary or appropriate by the BRP, the BRP and his Advisors may seek clarity regarding the content of the Bids.

~~20.14~~20.15 The following, *inter alia*, must be addressed and contained in the Indicative Bids:

~~20.14.1~~20.15.1 whether the transaction will involve the acquisition of the assets and business of, or shareholding in, the Company;

~~20.14.2~~20.15.2 the purchase consideration and proof of funds and/or funding;

~~20.14.3~~20.15.3 the form in which the purchase consideration will be settled – in other words, in cash or otherwise;

~~20.14.4~~20.15.4 if not in cash, how will the purchase consideration be converted or realised in cash;

~~20.14.5~~20.15.5 the working capital requirements of the Company and how and when these will be advanced to the Company;

~~20.14.6~~20.15.6 all technical expertise and resources experience and track record, aimed at turning around the operations of the Company and continuing with its business operations;

~~20.14.7~~20.15.7 all internal approvals required in respect of any proposed transaction envisaged and the timing to obtain such approvals;

~~20.14.8~~20.15.8 a commitment to retain Employees in accordance with the provisions of section 197 of the LRA;

~~20.14.9~~20.15.9 an undertaking to conclude the Sales Process, and proposed transaction, in a timely manner; and

~~20.14.10~~20.15.10 additional benefits that will contribute towards accelerated and sustainable growth of the business and reduction of expenses, for example, whether additional customers will be introduced to the Company with the consequential increase in sales volumes; whether certain operational expenses can be merged into existing infrastructure so as to reduce the operating cost and thereby increase profitability.

~~20.15~~20.16 Prior to the submission of the Bids, and from the date on which the parties selected by the BRP at the end of Phase 1, a due diligence phase will ensue permitting the parties and/or their respective employees, advisors, agents and representatives (provided all of them have countersigned the non-disclosure and confidentiality agreement) to visit the premises and operations of the Company on pre-arranged dates and times, under supervised conditions. During this period, the parties so selected will also be given access to Management and all operational personnel of the Company.

~~20.16~~20.17 A draft sale agreement, one incorporating an acquisition of the business of the Company as a going concern and another incorporating the acquisition of shares in the Company, will be circulated to the parties selected at the end of Phase 1 during the due diligence phase.

~~20.17~~20.18 The Bids can be submitted in any format including a marked-up format of the draft sale agreement provided by the BRP during the due diligence phase. The Bids must be in respect of the business of the Company, as a going concern, or shares in the Company. To the extent that a Bid is contained in an edited and marked-up version of the draft sale agreement, the Bid will be taken into account in assessing whether or not it is acceptable.

~~20.18~~20.19 The BRP will consider the Bids and enter into negotiations with any of the bidders which, in the BRP' sole and absolute discretion, is in principle acceptable to the BRP. The aim and objective of this engagement will be to conclude a sale and all other definitive agreements in relation to any proposed transaction.

~~20.19~~20.20 Once the Bids are received, and the BRP has indicated in principle which Bid is acceptable to him, the BRP will be entitled, at any stage prior to the execution of transaction agreements, to request the acceptable bidder, within 2 Business Days of being notified that it has been selected as the accepted bidder, to pay a deposit equal



to 10% of the purchase consideration, to be held by the Advisors, as escrow agent, on behalf of the BRP, on the terms and conditions of an escrow agreement to be provided by the Advisors simultaneously with such notification from the BRP.

~~20.2020.21~~ While the BRP recognise that interested parties may require additional time to assimilate and consider all information provided to them, and to formulate, complete and submit their Bids, the BRP remain desirous to complete the Accelerated Sales Process on an accelerated basis and as quickly as possible. The following is accordingly the envisaged timetable:

Invitation to submit initial expression of interest	Monday, 28 August <u>31 July</u> 2023 at 17h00
Submission of Initial Expression of Interest	Wednesday, 30 August <u>02 August</u> 2023 at 17h00
Access to data room	Thursday, 31 August <u>03 August</u> 2023 from 08h00
Commencement of due diligence	Thursday, 31 August <u>03 August</u> 2023 from 08h00
Submission of draft sale agreement to bidders	Wednesday <u>Monday, 27 September</u> 28 August 2023 by 17h00
End of due diligence, including site visit and engagement with personnel	Thursday <u>uesday, 28 September</u> 29 August 2023 at 17h00
Submission of Bids	Friday, 29 September <u>01 September</u> 2023 at 17h00
Notify preferred bidder/s	Wednesday, 04 October <u>06 September</u> 2023 at 17h00
Payment of Deposit into escrow agent account by the selected bidder	Friday, 06 October <u>08 September</u> 2023 at 17h00
Negotiations of final definitive transaction agreements commence with selected bidder	Monday, 09 October <u>11 September</u> 2023 at 08h00
Execution of definitive transaction agreements with the selected bidder	Friday <u>Wednesday, 20 October</u> 13 September 2023 at 17h00
Note: The above timelines are an abridged timetable and are subject to change in the BRP' sole discretion.	

~~20.21~~20.22 Should it transpire, after the publication or adoption of the Business Rescue Plan or such earlier date determined by the BRP in his sole discretion, that there is no interest in acquiring the Business as a going concern or acquire shares in the Company or certain assets through the Accelerated Sales Process, then in such event, the Business Rescue proceedings will automatically proceed in term of the Management Restructuring Plan as outlined in 19 above.

~~20.22~~20.23 It should be noted that the Management Restructuring Plan is predicated on the BRP and Management raising PCF. Should it transpire, after the publication or adoption of the Business Rescue Plan or such earlier date determined by the BRP in his sole discretion, that the BRP and Management have failed to raise PCF to implement the Management Restructuring Plan, then the BRP will proceed to implement a Structured Wind Down or a Wind Down Process as outlined in 21 below.

21 WIND-DOWN PROCESS

21.1 As explained in ~~20.20~~20.23 above, should it transpire, after the publication or adoption of the Business Rescue Plan or such earlier date determined by the BRP in his sole discretion, that the BRP and Management have failed to raise the requisite PCF to implement the Management Restructuring Plan, then the BRP will proceed to realise all the assets of the Company in terms of a Wind-Down Process.

21.2 In such event, the BRP proposes and is hereby mandated in terms of this Business Rescue Plan that the Business Rescue proceed in terms of the Wind-Down Process as set out below.

21.3 The Wind-Down Process will result in the Sales or Disposal Process being reopened and the BRP engaging in discussions with the parties that have to date provided Binding Offers, and will also entails the following:

21.3.1 Realisation of all of the Company's shares and/or assets (including trademarks if any) by way of but not limited to, private treaty, auction or any other manner which the BRP, in his sole discretion, deem appropriate given the circumstances prevailing at that time; and

21.3.2 Proposed retrenchment of all Employees or all remaining Employees.

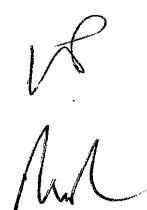
21.4 This will be done to maximise the value of the assets and also to reduce the duration of the Wind-Down Process as a liquidation process could easily last 24 – 36 months to finalize or even longer and would be value destructive.

- 21.5 The BRP will convene meetings with critical Creditors as and when the need arises to provide updates on the Wind-Down Process. The BRP will have the authority to make the final determination with regard to the processes adopted and acceptance of offers.
- 21.6 The BRP is hereby mandated and authorised by the Creditors, shareholders and all Affected Persons to pursue third parties and/or other debtors for recovery of, *inter alia*, funds and/or damages, litigate and investigate the affairs of the Company in order to realise cash to pay Creditors in accordance with the provisions of this Business Rescue Plan. The BRP shall have final say on all legal proceedings (including but not limited to, settlement of matters) and the disposal price of the assets. Creditors waive any or all claim/s (of whatsoever nature or kind and howsoever arising, including but not limited to damages) against the BRP, his Advisors, Genesis and the Company.
- 21.7 Proceeds from the Wind-Down Process will be paid into the bank account opened and operated by the BRP, if necessary, who will make payment in accordance with the terms of this Business Rescue Plan.
- 21.8 The advantages of proceeding with the Wind-Down Process are as follows:
- 21.8.1 professional fees and administration costs would be lower compared to liquidation proceedings;
 - 21.8.2 SARS claim ranks as concurrent creditors and not as a preferential creditor as would be the case under liquidation;
 - 21.8.3 timing of distribution/s should be faster than in liquidation proceedings; and
 - 21.8.4 the assets will be realised at market related values, where possible as opposed to forced sale values in liquidation proceedings.

22 ONGOING ROLE OF THE COMPANY

As required in terms of section 150(2)(b)(iii) of the Companies Act, and if the Business Rescue proceeds in accordance with the Management Restructuring Plan, the Company will continue operating and restored to solvency. However, if the Business Rescue proceeds in terms of the Sales or Disposal Process, and a sale of business or assets transaction is concluded, the Company will no longer operate as the Business and/or assets, will be sold.

23 EFFECT OF THE BUSINESS RESCUE PLAN

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23.1 Creditors, including Disputed Creditors

Once the Distribution is made to Creditors, all Claims against the Company will become Unenforceable. For the avoidance of doubt, upon payment of the Distribution, all Claims against the Company will become Unenforceable as against the Company terms of section 154 read with section 152(4).

23.2 Contracts

As required in terms of section 150(2)(b)(iii) of the Companies Act, in the event that the Business Rescue proceeds in terms of the Proposed Rescue Plan, certain Contracts will have to be cancelled, modified or restructured. To the extent that Contracts are cancelled, Claims for damages will be limited as contemplated in paragraph 23.3.

23.3 Damages

In the event that Creditors claim damages, whether contractual or delictual, against the Company, which damages Claim is accepted by the BRP or proved by way of the Dispute Resolution Mechanism or by Court or similar proceedings, such damages Claims:

- 23.1.1 will include any claim based on a guarantee or a suretyship given by the Company to any Creditor where the guaranteed debt (in the case of a guarantee), or the principal debt (in the case of a suretyship), comprises a damages claim arising from any Contract, including any delictual claim against the Company.
- 23.1.2 must be brought against the Company before the Final Claims Date, failing which, a Creditor in these circumstances will be precluded from bringing a damages claim against the Company.
- 23.1.3 shall be a Concurrent Claim, unless the Creditor holds security for such claim.
- 23.1.4 Must be mitigated and can only be claimed if proven.
- 23.1.5 In respect of damages related to Contracts, will be deemed to be limited to general damages suffered over the lesser of 3 (three) months from the date on which the alleged claim for damages arose or the balance of the Contract duration.



23.1.6 For purposes hereof, general damages are those which, on an objective basis, would be reasonably foreseeable at the time of entering into the relevant Contract as a probable consequence of, and with a sufficiently close connection to, any breach by the Company of such Contract so as to be said to flow naturally and generally and not to be too remote.

23.1.7 will be deemed to exclude all consequential and indirect damages, loss of profit, penalty; and

23.1.8 if disputed, will be resolved in terms of the Dispute Resolution Mechanism, detailed in part C.

24 PROPERTY OF THE COMPANY AVAILABLE TO PAY CREDITORS

As required in terms of section 150(2)(b)(iv) of the Companies Act, the Business Rescue Plan contemplates the implementation of a Proposed Rescue Plan and the distribution by the BRP in accordance with the payment waterfall in paragraph 10.6 and 26.

25 EFFECT OF THE BUSINESS RESCUE PLAN ON THE HOLDERS OF THE COMPANY'S ISSUED SHARES

As required in terms of section 150(2)(b)(vii) of the Companies Act, if the Business Rescue proceeds in terms of the Proposed Rescue Plan, the rights of the Company's shareholders will be altered.

26 COMPARISON OF THE BUSINESS RESCUE TO LIQUIDATION

26.1 The following table sets out a comparison of the outcomes that are likely to arise under the Business Rescue (in terms of the Proposed Rescue Plan) as compared to a liquidation (the liquidation calculation is based on the information provided in Deloitte's liquidation calculation):

	Liquidation	Business Rescue

		(Based on Proposed Rescue Plan)
Secured Creditors	0 cents/Rand	0 cents/Rand
Employees	Limited R32 000	100 cents/Rand
PCF	N/A	100 cents/Rand
Concurrent/unsecured Creditors	8.6 (eight point six) cents/Rand	50 cents/Rand*

27 ORDER OF DISTRIBUTION – PAYMENT WATERFALL IN BUSINESS RESCUE

- 27.1 As required in terms of section 150(2)(b)(v) of the Companies Act, the order of preference in which proceeds will be applied to pay Creditors if the Business Rescue Plan is adopted and the payment waterfall is set out below.
- 27.2 In terms of sections 135 and 144 of the Companies Act, Creditors are to be paid in the following order of priority (to the extent that there are funds available to pay all categories of Creditors) (i.e. the payment waterfall):
- 27.2.1 The Business Rescue Costs, including but not limited to legal costs, the costs of the Advisors, operating costs and other costs associated with the Business Rescue;
- 27.2.2 Employees for any remuneration, reimbursement for expenses or other amount of money relating to employment which becomes due and payable by the Company to the Employees during the Business Rescue (to the extent that they have not been paid);
- 27.2.3 Secured PCF Creditors;
- 27.2.4 Unsecured PCF Creditors;
- 27.2.5 Unsecured / Concurrent Creditors, including Secured Creditors in respect of any residual Claim remaining after realisation of their security.
- 27.3 In respect of Pre-commencement Secured Creditors, their Claims will rank in respect of such secured asset in priority to all other claims, other than the BRPs' remuneration and expenses, as contemplated in section 143 of the Companies Act.

28 PROOF OF CLAIMS BY CREDITORS

- 28.1 The exchange rate in respect of all Claims expressed in foreign currency will be determined as at the Commencement date.
- 28.2 Concurrent Creditors will not be entitled to charge interest on their Pre-Commencement Claims from the Commencement Date. Thus, any arrangement/agreement relating to interest are hereby suspended.
- 28.3 Creditors are required to lodge their Claims with the BRP at Arnotbr@gcs-sa.co.za prior to the Final Claims Date for purposes of participating in the Distributions made by the BRP:
- 28.3.1 The BRP has a discretion as to whether to allow a Creditor to lodge any Claim after the Final Claims Date; and
- 28.3.2 Creditors who have lodged Claims after the Final Claims Date, and whose Claims have been accepted by the BRP in the exercise of the BRP' aforesaid discretion, forfeit their right to participate in Distributions that have been made prior to the lodgement of their Claims.
- 28.4 The provisions in paragraph 28.3 will apply mutatis mutandis to Creditors asserting a claim for damages.
- 28.5 Claims, including claims for damages, shall be proved to the satisfaction of the BRP.
- 28.6 The BRP has a discretion as to whether to allow a Creditor to lodge any Claim after the Final Claims Date.
- 28.7 In the event that the BRP disputes a Claim or security, such disputed Claims will be dealt with in accordance with the Dispute Resolution Mechanism more fully dealt with in Part C.
- 28.8 With reference to paragraph 10.4 and 10.5 above, insofar any person's Claim is not reflected in Annexure B, that person must follow the Dispute Resolution Mechanism set out in this Business Rescue Plan.

29 BENEFITS OF ADOPTING THE BUSINESS RESCUE PLAN COMPARED TO LIQUIDATION



As required in terms of section 150(2)(b)(vi) of the Companies Act, the benefits to Creditors of adopting the Business Rescue Plan compared to a liquidation are as follows:

29.1 Continuity of Business

29.1.1 If the Business proceeds in terms of the Proposed Rescue Plan, and the Proposed Rescue Plan is successfully implemented the Company's business, affairs, and debt will be restructured in a manner that will allow the Company to continue operating its Business on a solvent basis.

29.1.2 The trade creditors, many of whom rely on the Business for distributing their goods/products will continue to have a sustainable customer to trade with going forward.

29.2 Quantum

29.2.1 Creditors will receive a better dividend in Business Rescue than on a liquidation of the Company.

29.2.2 By way of illustration, please refer to paragraph 26.

29.3 Timing

29.3.1 The Business Rescue Plan will be implemented in a far shorter time frame than liquidation proceedings.

29.3.2 The anticipated time estimated for completing the Business Rescue is approximately 6 - 12 months.

22.1.1 The average time it takes to conclude a liquidation process can be between 3 – 6 years, or longer depending on the complexity of the business and affairs of the company. Further the mining right will be lost in the event the Company goes into liquidation.

29.4 Employees

29.4.1 Employees continue to receive salaries since the Commencement Date.

29.4.2 In liquidation:



- 29.4.2.1 Employees would be entitled to receive a maximum amount of R32 000.00 (thirty-two thousand Rand) per employee as a Preferent Creditor, to the extent that there are funds available.
- 29.4.2.2 Employees will only receive payment once the final liquidation and distribution account has been approved at the end of the liquidation process.

29.5 General Benefits of Business Rescue

29.5.1 Protecting Goodwill

- 29.5.1.1 By virtue of uninterrupted trading, the BRP was able to preserve the goodwill in relation to the Business. In the event of the Business Rescue proceeding in terms of the Sales Process, the BRP will be able to sell the Business of the Company as a going concern with goodwill which has value.

In a liquidation scenario the Company will have to be closed down immediately if the liquidator determines not to continue trading. A liquidator would only continue to trade if he or she received indemnity to cover him or her for any losses in trading – given the circumstances it is highly unlikely that this would happen.

29.5.2 Avoiding Breakdown of Controlled Environment

- 29.5.2.1 During Business Rescue, because the Company is continuing to trade in the ordinary course of business, the BRP is able to wind-down the affairs of the Company to the extent required in an orderly fashion.
- 29.5.2.2 Stricter controls remain over all assets of the Company, which avoids or minimises risks of theft and damage.

29.5.3 In General:

- 29.5.3.1 Creditors will receive 50 (fifty) cents in the Rand.
- 29.5.3.2 Payment of Concurrent Claims to Creditors will be implemented in a period not exceeding 15 months.

29.5.3.3 SARS ranks as a concurrent creditor under Business Rescue, whereas, under liquidation, SARS would rank as a preferential creditor.

29.5.3.4 Retention of +- 60 direct jobs and +- 400 indirect jobs contribution by the Company to the alleviation of very high levels of unemployment if the Business Rescue Plan is implemented. In a liquidation, Employees risk losing jobs which will be disastrous taking into account the very low prospect of them finding new jobs.

29.5.3.5 The avoidance of the Company incurring administration costs associated with liquidation. In liquidation, the estate of the Company will be further burdened with costs of administration associated with liquidation and calculated in terms of the Insolvency Act.

30 RISKS OF THE BUSINESS RESCUE

30.1 Notwithstanding what has been stated in this Business Rescue Plan, the Business Rescue and the amount which Creditors could receive in terms of the Business Rescue may be adversely affected by, *inter alia*, the following factors:

- 30.1.1 unforeseen litigation of any nature whatsoever, howsoever arising, from any cause of action whatsoever, including but not limited to industrial action;
- 30.1.2 deteriorating market conditions;
- 30.1.3 the revocation of support from Affected Persons, service providers and/or suppliers;
- 30.1.4 unforeseen damages claims arising from the cancellation of any contracts or agreements of any nature whatsoever, howsoever arising;
- 30.1.5 any changes in legislation that impact Business Rescue;
- 30.1.6 any challenges to this Business Rescue Plan, the rejection thereof or any amendments thereto;
- 30.1.7 any regulatory challenges of any nature whatsoever, howsoever arising;

- 30.1.8 any unforeseen circumstances, outside of the control of the BRP of any nature whatsoever howsoever arising that impacts on Business Rescue;
- 30.1.9 the final verification and agreement of the quantum of the Creditors' Claims takes longer than expected or if the records of the Company are irreconcilable with the Claims received; and
- 30.1.10 material discrepancies in the information made available to the BRP by the Directors and Management.
- 30.2 If the BRP and the Company is, in whole or in part, prevented from implementing this Business Rescue Plan as a result of Vis Major, the BRP and/or Company's failure to implement this Business Rescue Plan will not be deemed to be a breach of the Business Rescue Plan, nor will it subject either of them to any liability to the Creditors and/or other Affected Persons.
- 30.3 It should be noted that, in the unlikely event of an immediate liquidation of the Company, the risks set out in this paragraph would still apply.

[END OF SECTION]

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PART C – ASSUMPTIONS AND CONDITIONS

31 CONDITIONS FOR THE BUSINESS RESCUE PLAN TO COME INTO OPERATION AND FULLY IMPLEMENTED

31.1 As required in terms of section 150(2)(c)(i)(aa) of the Companies Act, the Business Rescue Plan will come into operation upon the Adoption Date.

31.2 As required in terms of section 150(2)(c)(i)(bb) of the Companies Act, the Business Rescue Plan will be Substantially Implemented, unless paragraph 30.2 applies, upon:

31.2.1 Distribution or payment of dividend of 50c (fifty cents) in a Rand to Concurrent Creditors in terms of this Business Rescue Plan;

31.2.2 Competition Act No 89 of 1998 approval, if required; and

31.2.3 Such regulatory approvals and consents as may be required by law.

32 EFFECT OF THE BUSINESS RESCUE PLAN ON EMPLOYEES

As required in terms of section 150(2)(c)(ii) of the Companies Act, the effect of the Business Rescue Plan on Employees is set out in paragraph 7.2.2.

33 CIRCUMSTANCES IN WHICH THE BUSINESS RESCUE WILL END AND THE DURATION OF BUSINESS RESCUE

33.1 As required in terms of section 150(2)(c)(iii) of the Companies Act, the Business Rescue will end in terms of section 132(2) of the Companies Act, when:

33.1.1 The Business Rescue Plan is:

33.1.1.1 Proposed and rejected and the BRP and Affected Person/s do not take any action to extend the Business Rescue in any manner contemplated by the Companies Act; or

33.1.1.2 Adopted and implemented (with the conditions fulfilled) and the BRP has filed a notice of substantial implementation of the Business Rescue Plan with CIPC (i.e. on the Substantial Implementation Date); or

33.1.2 A High Court orders the conversion of the Business Rescue into liquidation proceedings; or

33.1.3 The BRP file a notice of termination or notice of substantial implementation of the Business Rescue with the CIPC.

34 PROJECTED BALANCE SHEET AND PROJECTED STATEMENT OF INCOME AND EXPENSES

34.1 In terms of section 150(2)(c)(iv) of the Companies Act, a projected balance sheet for the Company and statement of income and expenses for the ensuing 3 (three) years must be included in the Business Rescue Plan.

34.2 The projected balance sheet, income statement and cash flow in respect of Management Restructuring Plan is attached as **Annexure E**.

34.3 The projected balance sheet and income statement is based on the Company exiting Business Rescue after all Claims are discharged in accordance with the terms of this Business Rescue Plan.

34.4 It further postulates the Claims of the PCF Creditors being paid in full while the Unsecured Creditors or Concurrent Creditors will be compromised.

35 EXISTING LITIGATION

All parties who have instituted legal proceedings, including any enforcement action, in respect of any Claims against the Company in any forum will be subject to the provisions of clause 28 dealing with proof of claims.

36 EFFECT OF BUSINESS RESCUE ON CLAIMS

36.1 If the Business Rescue Plan is implemented in accordance with its terms and conditions, each Concurrent Creditor will be deemed to have acceded to the discharge of the whole or part of the debt owing to that Concurrent Creditor, immediately before the Commencement Date, after having received any payment due to it in terms of this Business Rescue Plan and will lose its rights to enforce the relevant debt or part thereof against the Company in terms of section 154 of the Companies Act.

36.2 Upon the Substantial Implementation Date, a Concurrent Creditor shall not be entitled to enforce any debt owed to it immediately before the Commencement Date except for any payment due to it in respect of that debt in terms of this Business Rescue Plan.

37 DISPUTE RESOLUTION MECHANISM

37.1 Save as provided for in section 133 of the Companies Act, in respect of all or any Disputed Claims, and/or any disputes regarding the interpretation of this Business Rescue Plan, such dispute may be resolved in accordance with the Dispute Resolution Mechanism outline below.

37.2 The Dispute Resolution Mechanism procedure will be as follows:

37.2.1 Disputed Creditors, or where a dispute arises in respect of the interpretation of this Business Rescue Plan ("**Interpretive Dispute**") those parties ("**Claimant**"), are required to contact and meet with the BRP within 15 (fifteen) days of receipt of the notice contemplated in 10.4, or such longer period as the BRP may agree, in an attempt to reach agreement on the Disputed Claim and/or Interpretive Dispute.

37.2.2 If the Disputed Creditor/Claimant does not avail itself of the opportunity contemplated in 37.2.1 above, the Disputed Creditor/Claimant will be deemed to have accepted the BRP's position in regard to the Disputed Claim/Interpretive Dispute.

37.2.3 If the Disputed Creditor/Claimant does avail itself of the of the opportunity contemplated in 37.2.1 above, but without any resolution, and the Disputed Creditor/Claimant persists with the dispute surrounding the Disputed Claim/Interpretive Dispute ("**dispute**"), the Disputed Creditor/Claimant must propose and agree with the BRP to the appointment of the retired judge as an arbitrator to preside over and to resolve the dispute.

37.2.4 Should the parties fail to reach an agreement on a retired judge as an arbitrator, then the Arbitration Foundation of South Africa will be requested to make the appointment.

37.2.5 The appointed arbitrator must endeavour to complete his/her mandate within 30 (thirty) days of his/her appointment or within such further time period as the arbitrator in his/her sole discretion may determine.

- 37.2.6 The arbitrator will in his/her sole and absolute discretion determine:
- 37.2.6.1 the venue at which the dispute is to be resolved;
 - 37.2.6.2 the rules, regulations and procedures that will govern the determination of the dispute;
 - 37.2.6.3 the date(s) for the determination of the dispute;
- 37.2.7 The arbitrator will give his award/determination within 10 (ten) days of the completion of the process as determined by him, and will give a costs award as he deems appropriate and which will include his/her costs, legal costs, venue costs, recording equipment (if applicable), transcript of evidence (if applicable) and the like.
- 37.2.8 Save for any manifest error the award/determination of the arbitrator will be final and binding on the Disputed Creditor/ Claimants, the Company and the BRP and will not be subject to any subsequent review or appeal application/procedure/process.
- 37.2.9 If the Disputed Creditor/Claimant does not at any point avail itself of the opportunity contemplated in 37.2.3 to 37.2.8 above, the Disputed Creditor/Claimant will be deemed to have accepted the BRP's position in regard to the Disputed Claim/Interpretive Dispute.
- 37.3 To the extent necessary, should the BRP be of the view that certain disputes may be settled or compromised, the BRP shall be authorised at any point to settle and compromise such a dispute.
- 37.4 The BRP may in his sole and absolute discretion decide that the Dispute Resolution Mechanism is not appropriate for resolving the disputes and/or that the application of the Dispute Resolution Mechanism may result in prejudice to other Creditors or Employees or the Company. In such event, the BRP shall be entitled in terms of section 133 of the Companies Act to refer the dispute to Court and if an expert has already been nominated, such nomination will lapse and be of no force or effect.

38 ABILITY TO AMEND THE BUSINESS RESCUE PLAN

- 38.1 An amendment to correct a clerical error and that will not be prejudicial to the rights of Creditors as set out herein, the BRP shall have the ability, in his sole and absolute



discretion, to amend, modify or vary any provision of this Business Rescue Plan. The amendment will be deemed to take effect on the date of written notice of the amendment to all Affected Persons.

- 38.2 In the event of any other amendments, the BRP shall consult with Affected Persons in terms of section 150(1), and be entitled to propose an amendment for consideration and voting at a meeting in terms of section 151. Such amendment shall only require a simple majority.

39 SEVERABILITY

Any provision in this Business Rescue Plan which is or may become illegal, invalid or unenforceable shall be ineffective to the extent of such prohibition or unenforceability and shall be treated *pro non scripto* and severed from the balance of this Business Rescue Plan, without invalidating the remaining provisions of this Business Rescue Plan or affecting the validity or enforceability of such provision in any other jurisdiction.

40 PRESERVATION OF CLAIMS AGAINST OTHERS

- 40.1 The liability of Directors and/or prescribed officers for the Company's debts, under section 218 of the Companies Act, as read with sections 77(3)(b) and 22 of the Companies Act, is not affected by this Business Rescue Plan.
- 40.2 The liability of the Company's sureties for the Company's debt is not affected by this Business Rescue Plan.
- 40.3 Any investigation of misconduct by Directors and Shareholders shall be funded by the Creditors requesting such investigation.
- 40.4 Similarly, to matters where section 103(4) of the Insolvency Act applies, no Creditor who was not a party to the funding of investigation proceedings shall derive any benefit from any monies or from the proceeds of any property recovered as a result of such proceedings before the claim and costs of every Creditor who was a party to such proceedings have its Creditors' outstanding claims and disbursements, including the cost of forensic investigators, accounts or lawyers.
- 40.5 The BRP shall oversee these investigations and their costs will have to be paid by these Creditors and not the Company unless a surplus is available after Distribution.



41 CONTINUING TAX OBLIGATIONS

The BRP undertakes that the Company shall ensure that all future tax obligations (including the filing of returns and payment of outstanding taxes) will be met until proceedings have been terminated on any ground listed in terms of section 132 of the Companies Act of 2008.

42 ASSESSED LOSS FORFEITURE

Any assessed loss will be subject to and dealt with in accordance with the provisions of the tax laws of South Africa and will be forfeited in proportion to the debt compromise affected by the Business Rescue Plan. Such reduction shall be without prejudice to any rights that the taxpayer may have in terms of the Tax Administration Act.

43 DEFAULT CLAUSE

Any compromise contemplated in this Business Rescue Plan is conditional upon the Company fully meeting its obligations to creditors as set out in this Business Rescue Plan. In the event of any breach by the Company of its obligations to creditors in terms of the Business Rescue Plan, or in the event the Company is placed under liquidation, the full balance due to creditors in terms of their original claims against the Company shall immediately become due, owing and payable by the Company to the creditors. Business Rescue proceedings will, in such instance be deemed to have terminated.

44 VAT CLAWBACK

Any VAT liability arising as a result of a compromise of Creditor's Claims in terms of this Business Rescue Plan is not subject to a compromise and is payable in full to SARS. This liability will rank in terms of the waterfall as provided for in terms of section 135 of the Companies Act.

45 CONCLUSION

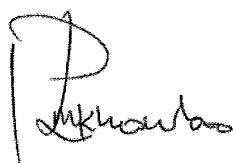
For the reasons set out above, the BRP is of the view that if the Business Rescue proceeds in terms of proposed Business Rescue Plan, same will result in an efficient rescue of the Company, in a manner that balances the rights and interests of all relevant stakeholders.



46 BRPs CERTIFICATE

46.1 I the undersigned, Phahlani Lincoln Mkhombo, hereby certify to the best of our knowledge and belief that –

- 46.1.1 any actual information provided herein appears to be accurate, complete and up to date;
- 46.1.2 the BRP has relied on financial information including opinions and reports furnished to me by Management and the Advisors;
- 46.1.3 any projections provided are estimates made in good faith on the basis of factual information and assumptions as set out herein; and
- 46.1.4 in preparing the Business Rescue Plan, the BRP has not undertaken an audit or forensic investigation on the Company or the information provided to me by Management and by the Company's auditors, although where practical, the BRP has endeavoured to satisfy himself of the accuracy of such information.



Date: ~~114 August~~ July 2023

Phahlani Lincoln Mkhombo, in my capacity as the appointed
Business Rescue Practitioner (in terms of the Companies Act)



List of material assets

ASSETS	Notes	Values (ZAR)	Reference Date
Non-Current Assets			
Property, plant and equipment	1	553 710 645	30-Sep-22
Amounts due from related parties	2	4 998 483	30-Sep-22
Re-imbursive right	3	1 047 294 208	30-Sep-22
Total non-current assets		1 606 003 336	
Current Assets			
Inventories	4	5 914 654	30-Sep-22
Trade and other receivables	5	41 463 676	30-Sep-22
Cash and cash equivalents	6	57 229 200	30-Sep-22
Total current assets		104 607 530	
Total assets		1 710 610 866	

Notes

- The majority of these assets relate to the mine development, Fixed assets and the mining right which would not be easily liquidated to obtain short term cash inflow's refer (1. PPE)
- Amounts due from related parties, had been extended with a 5 year repayment plan which would have been repaid from dividends declared starting 1 December 2021, from the term sheet it is unclear if no dividends are declared if the payment is also suspended.
- The reimbursive right consists of 2 portions.
 - 1) the Cash invested in the Arnot Rehabilitation Trust, which is only to be utilise to offset the Rehabilitation liability.
 - 2) A contractual obligation that is held over Eskom to fund the rehabilitation trust. (same restrictions apply as above.
- These inventories consists of unsold ROM at the end of Sep-22 to the value of R2 Million and spars and consumables to the value of R3.8 Million, these spares are held for mining and underground equipment.

- 5 Trade receivables mainly relate to Eskom to the value of R41.7 million, the account is settled on 30 days from invoice date.
- 6 This balance relates to Cash in bank and is utilised with working capital requirements.

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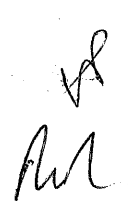
	30-Sep-22 Carrying Value (ZAR)	Related Liability	Realisable Value (ZAR)
Land (Owned)	17 527 771	-	17 527 771
Buildings(Owned)	52 765 000	-	52 765 000
IT Equipment (Owned)	1 204	-	1 204
Capital work in progress (Owned)	296 040 582	-	296 040 582
Mine Development (Owned)	11 034 273	-	11 034 273
Mining Right (Owned)	181 000 000	-	181 000 000
Total	558 368 830	-	558 368 830

28

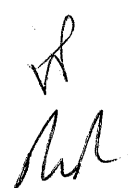

	30-Sep-22 Carrying Value (ZAR)
Innovators Resources	4997483
Total	4 997 483
Provision for impairment	-
	<u>4 997 483</u>

vs
AM

30-Sep-22 Carrying Value (ZAR) Notes

Eskom Reimbursive right
Arnot Opco Trust - Assets502 385 320
544 908 8871 047 294 207Rehabilitation liability - estimated
Realisable value-
1 047 294 207-

	30-Sep-22 Carrying Value (ZAR)	Notes
Run-of-mine - tons	2 059 050	
Production supplies - Spares	3 855 604	*** used in underground mining and ongoing rehabilitation
Dead stock provision	-	
Realisable value	<u>5 914 654</u>	



Total trade receivables per age analysis	
- Considered uncollectable	30-Sep-22 Carrying value (ZAR)
Total considered collectible	41 727 857
	<u>41 727 857</u>
Other receivables	
- Prepayments	30-Sep-22
	53 476
	53 476
	<u>41 781 333</u>

vs
PwA

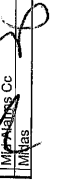
30-Sep-22 Carrying Value (ZAR)
57 229 200
57 229 200

Bank balances



ANNEXURE B

Creditor	Company Records		Company Records		Total Amount per Company Record (Pre + Post)	Claim amount	Claim amount	Total Claim amount (Pre + Post)	Variance (Pre + Post)	Independent?	Status	%
	Pre Business Rescue	Post Business Rescue	Pre-BR	Post-BR								
Albania Stations Cc(Cometla)	R 10 200,00	R -	R -	R -	10 200,00	R -	R -	10 200,00	0,00	Y	Concurrent	0,0%
Absolut (Pty) Ltd	R 161,00	R -	R -	R -	161,00	R -	R -	161,00	0,00	Y	Concurrent	0,0%
Arbom (Pty) Ltd	R 1 647,00	R -	R -	R -	1 647,00	R -	R -	1 647,00	0,00	Y	Concurrent	0,0%
Africamo Consulting (Pty) Ltd	R 1 470 000,00	R -	R -	R -	1 470 000,00	R -	R -	1 470 000,00	0,00	Y	Concurrent	0,0%
Affirm Marble Hall (Pty) Ltd	R -	R -	R -	R -	3 082,90	R -	R -	3 082,90	0,00	Y	Concurrent	0,0%
Akhona Mining Projects (Powers PNP)	R 6 527 923,00	R -	R -	R -	6 527 923,00	R -	R -	6 527 923,00	0,00	Y	Concurrent	0,0%
Alco Safe (Pty) Ltd	R 32 309,00	R -	R -	R -	32 309,00	R -	R -	32 309,00	0,00	Y	Concurrent	0,0%
Amanda TM Group (Pty) Ltd	R 49 755 155,00	R 2 141 826,26	R -	R -	51 896 981,26	R -	R -	51 896 981,26	0,00	Y	Concurrent	0,0%
Aquatico Scientific (Pty) Ltd	R 4 041 407,33	R -	R -	R -	4 041 407,33	R -	R -	4 041 407,33	0,00	Y	Concurrent	0,0%
Arnot Opco (Pty) Ltd Employee Cost	R 127 007,60	R 2 103 636,36	R -	R -	2 230 643,96	R -	R -	2 230 643,96	0,00	Y	Concurrent	0,0%
AIK Technology Solutions	R 16 021,80	R 298 862,50	R -	R -	314 884,30	R -	R -	314 884,30	0,00	Y	Concurrent	0,0%
Austin Suppliers	R 16 021,80	R -	R -	R -	16 021,80	R -	R -	16 021,80	0,00	Y	Concurrent	0,0%
Baitea Professional Services	R 171 850,00	R 10 112,88	R -	R -	181 962,88	R -	R -	181 962,88	0,00	Y	Concurrent	0,0%
Base Stop Invest (Pty) Ltd	R -	R -	R -	R -	171 850,00	R -	R -	171 850,00	0,00	Y	Concurrent	0,0%
BC Gauteng 37 Ja Spaces	R 166 439,50	R -	R -	R -	166 439,50	R -	R -	166 439,50	0,00	Y	Concurrent	0,0%
BDO South Africa	R 511 750,00	R -	R -	R -	511 750,00	R -	R -	511 750,00	0,00	Y	Concurrent	0,0%
Be Smart Mining (Pty) Ltd	R 249 573,00	R -	R -	R -	249 573,00	R -	R -	249 573,00	0,00	Y	Concurrent	0,0%
Best Enough Trading & Projects	R 272 887,00	R -	R -	R -	272 887,00	R -	R -	272 887,00	0,00	Y	Concurrent	0,0%
Best Enough Trading & Projects	R 2 080 734,00	R 1 928 735,91	R -	R -	4 009 469,91	R -	R -	4 009 469,91	0,00	Y	Concurrent	0,0%
Bidvest Sneler	R 3 888,00	R 0,01	R -	R -	3 888,01	R -	R -	3 888,01	0,00	Y	Concurrent	0,0%
Boipelo Mining Contractors (BIMC)	R 49 951 857,56	R 50 816 104,54	R -	R -	100 767 962,10	R -	R -	100 767 962,10	0,00	Y	Concurrent	0,0%
Bokamoso Drilling	R 105 696,80	R 916 916,65	R -	R -	1 022 613,45	R -	R -	1 022 613,45	0,00	Y	Concurrent	0,0%
Bokavone Group (Pty) Ltd	R 395 935,90	R 290 239,40	R -	R -	686 175,30	R -	R -	686 175,30	0,00	Y	Concurrent	0,0%
BT Global Supply & Projects	R 3 492,00	R -	R -	R -	3 492,00	R -	R -	3 492,00	0,00	Y	Concurrent	0,0%
CBangwa Projects And Construction	R 271 098,00	R 270 175,56	R -	R -	541 273,56	R -	R -	541 273,56	0,00	Y	Concurrent	0,0%
CG Value Added Services (Pty) Ltd	R 7 895,00	R 393 945,83	R -	R -	401 840,83	R -	R -	401 840,83	0,00	Y	Concurrent	0,0%
Cometa (Apex Business Systems)	R 6 467 254,38	R -	R -	R -	6 467 254,38	R -	R -	6 467 254,38	0,00	Y	Concurrent	0,0%
Commodity Logistics Managers Africa	R 38 539,00	R -	R -	R -	38 539,00	R -	R -	38 539,00	0,00	Y	Concurrent	0,0%
Compensation Commission For Occup	R 780 455,50	R -	R -	R -	780 455,50	R -	R -	780 455,50	0,00	Y	Concurrent	0,0%
Cybersec Clinic (Pty) Ltd	R 383 346,00	R -	R -	R -	383 346,00	R -	R -	383 346,00	0,00	Y	Concurrent	0,0%
Dimako Transformers (Pty) Ltd	R 22 890,00	R -	R -	R -	22 890,00	R -	R -	22 890,00	0,00	Y	Concurrent	0,0%
Dzid Trading And Project 27 Cc	R 6 480,00	R -	R -	R -	6 480,00	R -	R -	6 480,00	0,00	Y	Concurrent	0,0%
E-Efficient Systems	R 469 902,00	R 144 779,25	R -	R -	614 681,25	R -	R -	614 681,25	0,00	Y	Concurrent	0,0%
EL Pro Consultants	R 333 227,80	R -	R -	R -	333 227,80	R -	R -	333 227,80	0,00	Y	Concurrent	0,0%
Endwell Training	R 79 046,40	R -	R -	R -	79 046,40	R -	R -	79 046,40	0,00	Y	Concurrent	0,0%
Engineered Gears (Pty) Ltd	R 443 425,05	R -	R -	R -	443 425,05	R -	R -	443 425,05	0,00	Y	Concurrent	0,0%
Eoh Mthombo Pty Ltd	R 255 185,00	R -	R -	R -	255 185,00	R -	R -	255 185,00	0,00	Y	Concurrent	0,0%
Esikom - Water	R 2 282 153,61	R -	R -	R -	2 282 153,61	R -	R -	2 282 153,61	0,00	Y	Concurrent	0,0%
Esikom Wilbank	R -	R 14 005 981,25	R -	R -	14 005 981,25	R -	R -	14 005 981,25	0,00	Y	Concurrent	0,0%
Esikom-Annot Power Station	R -	R -	R -	R -	2 971 525,81	R -	R -	2 971 525,81	0,00	Y	Concurrent	0,0%
Favorsea Africa (Pty)Ltd	R 104 228,00	R -	R -	R -	104 228,00	R -	R -	104 228,00	0,00	Y	Concurrent	0,0%
Gaza Consulting Engineering	R 3 284 668,50	R -	R -	R -	3 284 668,50	R -	R -	3 284 668,50	0,00	Y	Concurrent	0,0%
Glesh Group (Pty) Ltd	R 51 214,00	R -	R -	R -	51 214,00	R -	R -	51 214,00	0,00	Y	Concurrent	0,0%
Goofee Trading 30 Cc	R 35 765,00	R -	R -	R -	35 765,00	R -	R -	35 765,00	0,00	Y	Concurrent	0,0%
Guard Risk	R 7 428 615,14	R -	R -	R -	7 428 615,14	R -	R -	7 428 615,14	0,00	Y	Concurrent	0,0%
Guidani Consulting	R 111 308,50	R -	R -	R -	111 308,50	R -	R -	111 308,50	0,00	Y	Concurrent	0,0%
Headway Consulting (Pty) Ltd	R 20 000,00	R -	R -	R -	20 000,00	R -	R -	20 000,00	0,00	Y	Concurrent	0,0%
Hico Financial Services (Pty) Ltd	R 535 375,00	R -	R -	R -	535 375,00	R -	R -	535 375,00	0,00	Y	Concurrent	0,0%
Induistro Clean (Pty) Ltd	R 17 340,00	R -	R -	R -	17 340,00	R -	R -	17 340,00	0,00	Y	Concurrent	0,0%
Infrabiz (Pty) Ltd	R 21 293,00	R -	R -	R -	21 293,00	R -	R -	21 293,00	0,00	Y	Concurrent	0,0%
Inqwena Mineral Processing	R 68 706 444,99	R 10 134 709,32	R -	R -	78 841 154,31	R -	R -	78 841 154,31	0,00	Y	Concurrent	0,0%
Inkunzamalange Holdings (Pty) Ltd	R 810,00	R -	R -	R -	810,00	R -	R -	810,00	0,00	Y	Concurrent	0,0%
Ive Engineering Solutions	R 2 008,00	R -	R -	R -	2 008,00	R -	R -	2 008,00	0,00	Y	Concurrent	0,0%
Jakazani Trading	R 1 081 000,00	R -	R -	R -	1 081 000,00	R -	R -	1 081 000,00	0,00	Y	Concurrent	0,0%
Kayo Construction	R 4 440 538,89	R -	R -	R -	4 440 538,89	R -	R -	4 440 538,89	0,00	Y	Concurrent	0,0%
Kemsa Civil Construction	R 1 956 432,00	R -	R -	R -	1 956 432,00	R -	R -	1 956 432,00	0,00	Y	Concurrent	0,0%
King Trading And Projects	R 362 067,05	R -	R -	R -	362 067,05	R -	R -	362 067,05	0,00	Y	Concurrent	0,0%
Komasono Transport (Pty) Ltd	R 7 929,00	R -	R -	R -	7 929,00	R -	R -	7 929,00	0,00	Y	Concurrent	0,0%
Laisikooi Riekuil	R 60 000,00	R -	R -	R -	60 000,00	R -	R -	60 000,00	0,00	Y	Concurrent	0,0%
Lakato Technology (Pty) Ltd	R 2 598 589,00	R -	R -	R -	2 598 589,00	R -	R -	2 598 589,00	0,00	Y	Concurrent	0,0%
Lam Engineering Services	R 69 192,00	R -	R -	R -	69 192,00	R -	R -	69 192,00	0,00	Y	Concurrent	0,0%
Lama Repul Engineering	R 1 361 541,70	R -	R -	R -	1 361 541,70	R -	R -	1 361 541,70	0,00	Y	Concurrent	0,0%
Langelille Cleaning Company	R 247 693,72	R -	R -	R -	247 693,72	R -	R -	247 693,72	0,00	Y	Concurrent	0,0%
Lead Laundry And Catering (Pty) Ltd	R 144 735,00	R -	R -	R -	144 735,00	R -	R -	144 735,00	0,00	Y	Concurrent	0,0%
Legane Mining (Pty) Ltd	R 34 410 450,93	R -	R -	R -	34 410 450,93	R -	R -	34 410 450,93	0,00	Y	Concurrent	0,0%
Leeka Engineering (Pty) Ltd	R 175 777,50	R -	R -	R -	175 777,50	R -	R -	175 777,50	0,00	Y	Concurrent	0,0%
Lord Business Solutions	R 1 153 680,00	R -	R -	R -	1 153 680,00	R -	R -	1 153 680,00	0,00	Y	Concurrent	0,0%
Luvuyo Occupational Health Care	R 126 500,00	R -	R -	R -	126 500,00	R -	R -	126 500,00	0,00	Y	Concurrent	0,0%
Mahungule Bafana Khensco Projects	R 541 245,54	R -	R -	R -	541 245,54	R -	R -	541 245,54	0,00	Y	Concurrent	0,0%
Managed Integrity Evaluation	R 18 978,00	R -	R -	R -	18 978,00	R -	R -	18 978,00	0,00	Y	Concurrent	0,0%
Mashway Projects (Pty) Ltd	R 43 616 960,51	R -	R -	R -	43 616 960,51	R -	R -	43 616 960,51	0,00	Y	Concurrent	0,0%
Matshobane Trading Enterprise	R 69 897,00	R -	R -	R -	69 897,00	R -	R -	69 897,00	0,00	Y	Concurrent	0,0%
Matshobane Mining	R 402 037,60	R -	R -	R -	402 037,60	R -	R -	402 037,60	0,00	Y	Concurrent	0,0%
Matshobane Engineering Services	R 43 105,00	R -	R -	R -	43 105,00	R -	R -	43 105,00	0,00	Y	Concurrent	0,0%
Matshobane Project (Pty) Ltd	R -	R -	R -	R -	488 250,00	R -	R -	488 250,00	0,00	Y	Concurrent	0,0%
Matshobane General Trading	R -	R -	R -	R -	18 947,54	R -	R -	18 947,54	0,00	Y	Concurrent	0,0%
Matshobane Cc	R 990,00	R -	R -	R -	990,00	R -	R -	990,00	0,00	Y	Concurrent	0,0%
Mages	R -	R 21 172,22	R -	R -	21 172,22	R -	R -	21 172,22	0,00	Y	Concurrent	0,0%



ANNEXURE C

Liquidation Estimated Outcome Statement (Section 150(2)(a)(iii)):

1. Arnot Opco (Pty) Limited engaged Deloitte as an expert to calculate the probable dividend that Creditors would receive if the Company were placed in liquidation as at 30 September 2022.
2. In a hypothetical liquidation where Arnot Opco's mining right is lost, value is expected to be significantly eroded, resulting in the sale of assets on a fire sale basis.
3. Most of the entity's fixed assets relate to pre-production expenditure to establish the mine, where further investment and construction would be required to realise the asset as intended by management; we have, therefore, ascribed a realisation value of nil to these assets. We have ascribed a realisation of 25% to certain separable assets, mainly conveyer belts and other plant and surface equipment.
4. The remaining unencumbered assets, including highly sought-after land, coal and other coal related products make up the remaining available free residue.
5. A summary of the Deloitte findings is that the probable dividend per Creditor class is as reflected in the table below:

Liquidation Dividend per Class of Creditor

Class of Creditor	Estimated Liquidation Dividend (cents / Rand)	Estimated Business Rescue Distribution (cents / Rand)
Secured Creditors	0	
Preferent Creditors		
Employees	100	
SARS	100	
Concurrent Creditors		
Lease and rehabilitation Creditors	100	
Other Concurrent Creditors	8.6	
Subordinated Creditors	0	
Shareholders	0	

Deloitte Disclaimers:

3. The following Disclaimers of Deloitte apply to the liquidation dividend:
 - 3.1. the probable liquidation dividend ("**Output**") may not necessarily meet the Affected Persons' requirements or objectives or address the specific circumstances of the purpose for which access to the Output is required by the Affected Persons;
 - 3.2. the Output does not constitute tax, accounting or legal advice to any Affected Persons and Affected Persons are advised to consult an independent attorney, accountant or any other professional advisor;
 - 3.3. Deloitte shall not be held responsible for any acts or omissions taken by an Affected Persons' reliance on the Output. Any reliance by the Affected Persons on the Output are entirely at the

Affected Persons' own risk;

- 3.4. Deloitte does not warrant or represent that the information set out in the Output is sufficient or appropriate for the purpose for which access to the Output is required by the Affected Persons;
- 3.5. Deloitte neither owes nor accepts any legal duty to the Affected Persons whether in contract or in delict (including without limitation, negligence and breach of statutory duty), or howsoever otherwise arising, and shall not be liable in respect of any loss, damage or expense of whatsoever nature which is caused by the Affected Persons' use of (or conclusions drawn by it) the Output, or upon any representation, statement, judgement, explanation or other information obtained from Deloitte or made in relation thereto; and
- 3.6. Deloitte requires that any Creditor requesting a copy of the detail supporting the liquidation dividend sign a hold-harmless letter in favour of Deloitte. The liquidation estimated outcome statement, if supplied under a hold harmless letter, will be a redacted version due to the commercial sensitivity of the information contained therein and in order to protect the interests of all creditors.
4. Affected Persons should further note the above table has taken into account the time value of money over a two-year period with respect to creditor recoveries.

Annexures

Free residue accounts

Rm	NBV	Estimate
<i>(all figures are in ZAR m unless stated otherwise)</i>		
Unencumbered assets		
Land	17.5	13.1
Buildings	48.3	24.1
Assets under construction	296.0	1.8
Mining development	11.0	-
Computer equipment	0.0	0.0
Mining rights	181.0	-
Raw materials	2.1	2.1
Parts and supplies - Other	2.8	0.3
Parts and supplies - Diesel & fuel	1.0	0.8
Trade receivables	44.0	44.0
Prepayments	0.1	-
Cash	55.9	55.9
Debtors deposits	1.4	1.4
Deferred tax assets - SARS	2.1	-
VAT receivables - SARS	38.6	-
Intercompany receivables	5.0	-
Rehabilitation assets	1 047.3	1 047.3

Net asset realisations	1754.1	1190.8
Less: Present value		
Discount to present value	n.a	(30.1)
Net realisations available to creditors	n.a	1160.7
Less: Liquidation costs		
Trustee fees	n.a	(6.2)
Liquidation costs	n.a	(4.7)
Surplus available to preferent creditors		1149.8
Preferred claims		
s98A employee	n.a	0.6
s99 statutory obligations	n.a	40.8
s101 income tax	n.a	-
Surplus available to concurrent creditors		1 108.4
Concurrent claims	n.a	1 759.4
Surplus available to subordinated creditors		(650.9)
Subordinated claims	n.a	-
Surplus / (deficiency) available to shareholders		(650.9)

L.P.
A.A.



ARNOTOPCO

14 July 2023

RE: ARNOT OPCO PROPRIETARY LIMITED (IN BUSINESS RESCUE) ("THE COMPANY")

1. To date, Phahlani Mkhombo ("**Mkhombo**") has charged out his time at the prescribed tariff rates set out in Regulation 128 of the Companies Act. In terms of section 143(2) of the Companies Act, 71 of 2008 ("**Companies Act**"), Mkhombo hereby proposes an agreement with the Company providing for further remuneration upon the adoption of the business rescue plan ("**the Plan**") as follows:
 - 1.1. An increase in respect of the prescribed tariff rates as set out in Regulation 128 of the Companies Act since its promulgation in 2011 from the prescribed hourly rate of R1 740.00 (exclusive of VAT) to R4 500.00 per hour (exclusive of VAT) in respect of Mkhombo. This fee is payable on the Adoption Date and is based on an approximation of Mkhombo's standard hourly rates and the tariff rates.
 - 1.2. The aforesaid increase will be retrospective from the Commencement Date, being 10 October 2022, until the Substantial Implementation Date.
2. It should be recognised that the hourly rate prescribed by the tariff in the regulations is not market related and is outdated as it was determined in or about 2011. The current market related hourly rate is between R3 500.00 and R6 500.00 exclusive of VAT.
3. In addition to the above, Mkhombo will be entitled to:
 - 3.1. a capital raising fee of 2% (two percent), exclusive of VAT of the post-commencement finance or funding in whatever form including prepayment for coal obtained in terms of section 135(2) of the Companies Act upon the successful execution of the post-commencement finance agreement.
 - 3.2. to a success of 2% (two), exclusive of VAT, calculated based on the total liabilities of the Company as at Commencement Date of business rescue proceedings or a deal fee (whichever is applicable) of 2% (two percent), exclusive of VAT, in respect of any successful transaction concluded with a third party calculated based on the total liabilities of the Company as at the Commencement Date of business rescue proceedings. This fee will be payable to Mkhombo or Genesis Corporate



Contact us

011 513 3000
013 297 8008
talktous@arnotopco.com
www.arnotopco.com



Head Office

Spaces Broadacres
Willow Wood Office Park
Cnr 3rd Ave &, Cedar Rd,
Johannesburg, 2021



Physical Address

Farm Rietkuil 491 JS
Private Bag X3
Rietkuil
1097



ARNOTOPCO

Solutions, on the date of filing of Substantial Implementation of the adopted plan with CIPC.

4. Please indicate your acceptance of the above proposed agreement by having this letter countersigned in the space provided for below.
5. Upon signature by the Company below, this letter will constitute the written agreement between the Company and the BRP as contemplated in section 143(2) of the Companies Act.
6. This agreement will become final and binding on the Company upon approval, as contemplated in section 143(3) of the Companies Act.

Yours faithfully,

Phahlani Mkhombo
Business Rescue Practitioner
Arnot Opco Proprietary Limited (in Business Rescue)

I, the undersigned, Enos Lentsoane, do hereby agree on behalf of the Company to the proposed agreement for an increase in the business rescue practitioners' remuneration as provided for in paragraph 1 of this agreement.

Signed: _____

Name: Enos Lentsoane

Designation: Chief Executive Officer



Contact us

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013 297 8008
talktous@arnotopco.com
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Cnr 3rd Ave &, Cedar Rd,
Johannesburg, 2021



Physical Address

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Private Bag X3
Rietkuil
1097



ARNOTOPCO

Date: 12 July 2023

**Contact us**

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013 297 8008
talktous@arnotopco.com
www.arnotopco.com

**Head Office**

Spaces Broadacres
Willow Wood Office Park
Cnr 3rd Ave &, Cedar Rd,
Johannesburg, 2021

**Physical Address**

Farm Rietkuil 491 JS
Private Bag X3
Rietkuil
1097

L. J. P.
ML

Arnot Opco Proprietary Limited
(Registration number 2019/072282/07)

Management Financial Statements
for the year ended 31 March 2024

ht
Ad

Arnot Opco Proprietary Limited

(Registration number 2019/072282/07)

Management Financial Statements for the year ended 31 March 2024

Statement of Financial Position as at 31 March 2024

Figures in Rand	2028 Unaudited	2027 Unaudited	2026 Unaudited	2025 Unaudited	2024 Unaudited	2023 Unaudited
Assets						
Non-Current Assets						
Property, plant and equipment	443,835,795	540,430,239	630,072,621	727,468,849	710,837,374	551,974,398
Loans to group companies	5,210,952	5,210,952	5,210,952	5,210,952	5,210,952	5,138,903
Deferred tax	2,138,844	2,138,844	2,138,844	2,138,844	2,138,844	2,138,844
Reimbursive right	1,282,294,207	1,282,294,207	1,282,294,207	1,282,294,207	1,282,294,207	1,047,294,208
	1,733,479,798	1,830,074,242	1,919,716,624	2,017,112,852	2,000,481,377	1,606,546,353
Current Assets						
Inventories	17,550,829	16,924,589	18,777,284	20,358,626	12,226,150	5,082,140
Trade and other receivables	45,379,761	45,147,457	45,600,914	50,031,765	41,372,654	42,573,896
Cash and cash equivalents	833,683,346	668,132,098	528,917,463	311,057,081	52,110,466	39,060,462
	896,613,936	730,204,144	593,295,661	381,447,472	105,709,270	86,716,498
Total Assets	2,630,093,734	2,560,278,386	2,513,012,285	2,398,560,324	2,106,190,647	1,693,262,851
Equity and Liabilities						
Equity						
Share capital	100	100	100	100	100	100
Retained income	1,276,329,072	1,106,133,802	967,341,464	766,943,732	248,365,884	(168,316,144)
	1,276,329,172	1,106,133,902	967,341,564	766,943,832	248,365,984	(168,316,044)
Liabilities						
Non-Current Liabilities						
Deferred income	110,425,219	140,542,579	168,993,810	200,484,286	236,718,582	246,645,395
Provisions	1,047,294,208	1,047,294,208	1,047,294,208	1,047,294,208	1,047,294,208	1,047,294,208
	1,157,719,427	1,187,836,787	1,216,288,018	1,247,778,494	1,284,012,790	1,293,939,603
Current Liabilities						
Trade and other payables	12,576,368	11,950,126	13,802,822	15,384,165	218,605,711	405,521,146
Loans from group companies	97,794,551	97,794,551	97,794,551	97,794,551	97,794,551	120,620,101
Interest bearing borrowings	85,674,216	156,563,020	217,785,330	270,659,282	179,870,913	40,464,642
Current tax payable	-	-	-	-	77,540,698	-
Provisions	-	-	-	-	-	1,033,403
	196,045,135	266,307,697	329,382,703	383,837,998	573,811,873	567,639,292
Total Liabilities	1,353,764,562	1,454,144,484	1,545,670,721	1,631,616,492	1,857,824,663	1,861,578,895
Total Equity and Liabilities	2,630,093,734	2,560,278,386	2,513,012,285	2,398,560,324	2,106,190,647	1,693,262,851

* The data presented for the financial year ending 31 March 2024 has been prepared using 2 months actuals and 10 months forecast.

** It has been noted that there exists a potential input VAT claw back on the debt forgiveness on the trade and other payables. However, the extent of this VAT claw back has not been modelled in the data presented above

Arnot Opco Proprietary Limited

(Registration number 2019/072282/07)

Management Financial Statements for the year ended 31 March 2024

Statement of Profit or Loss and Other Comprehensive Income

Figures in Rand	2028 Unaudited	2027 Unaudited	2026 Unaudited	2025 Unaudited	2024 Unaudited	2023 Unaudited
Revenue	2,097,662,901	2,003,007,061	2,280,494,691	2,517,758,754	971,298,798	543,869,740
Cost of sales	(1,359,808,085)	(1,309,878,525)	(1,468,627,243)	(1,525,605,995)	(393,718,934)	(2,838,696)
Gross profit	737,854,816	693,128,536	811,867,448	992,152,759	577,579,864	541,031,044
Other income *	30,117,360	28,451,231	31,490,476	36,234,296	9,926,813	670,950
Other operating expenses	(482,444,622)	(467,783,228)	(495,689,201)	(466,734,871)	(362,193,249)	(584,081,972)
Debt forgiveness	-	-	-	-	276,931,066	-
Operating profit (loss)	285,527,554	253,796,539	347,668,723	561,652,184	502,244,494	(42,379,978)
Investment income	-	-	-	-	72,065	739,591
Finance costs	(20,291,031)	(29,957,525)	(38,305,883)	(41,453,755)	(8,093,834)	(3,866,449)
Profit (loss) before taxation	265,236,523	223,839,014	309,362,840	520,198,429	494,222,725	(45,506,836)
Taxation	(95,041,253)	(85,046,676)	(108,965,108)	(1,620,583)	(77,540,698)	-
Total comprehensive income (loss) for the year	170,195,270	138,792,338	200,397,732	518,577,846	416,682,027	(45,506,836)

*Other income relates to the unwinding of the deferred income.

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Arnot Opco Proprietary Limited

(Registration number 2019/072282/07)

Management Financial Statements for the year ended 31 March 2024

Statement of Cash Flows

Figures in Rand		2028 Unaudited	2027 Unaudited	2026 Unaudited	2025 Unaudited	2024 Unaudited
Cash flows from operating activities						
Cash generated from operations	1	364,030,784	327,242,260	431,282,867	429,346,682	25,937,051
Interest income		-	-	-	-	-
Finance costs		(20,291,031)	(29,957,525)	(38,305,883)	(41,453,755)	(8,093,834)
Tax paid	2	(95,041,253)	(85,046,676)	(108,965,108)	(79,161,281)	-
Net cash from operating activities		248,698,500	212,238,059	284,011,876	308,731,646	17,843,217
Cash flows from investing activities						
Purchase of property, plant and equipment		(12,258,448)	(11,801,114)	(13,277,542)	(140,573,400)	(185,099,753)
Loans advanced to group companies		-	-	-	-	-
Net cash from investing activities		(12,258,448)	(11,801,114)	(13,277,542)	(140,573,400)	(185,099,753)
Cash flows from financing activities						
Proceeds from loans from group companies		-	-	-	-	-
Repayment of loans from group companies		-	-	-	-	-
Proceeds from borrowings		-	-	-	90,788,369	200,756,674
Repayment of borrowings		(70,888,804)	(61,222,310)	(52,873,952)	-	(20,450,134)
Net cash from financing activities		(70,888,804)	(61,222,310)	(52,873,952)	90,788,369	180,306,540
Total cash movement for the year		165,551,248	139,214,635	217,860,382	258,946,615	13,050,004
Cash at the beginning of the year		668,132,098	528,917,463	311,057,081	52,110,466	39,060,462
Total cash at end of the year		833,683,346	668,132,098	528,917,463	311,057,081	52,110,466



Arnot Opco Proprietary Limited

(Registration number 2019/072282/07)

Management Financial Statements for the year ended 31 March 2024

Notes to the Management Financial Statements

Figures in Rand	2028 Unaudited	2027 Unaudited	2026 Unaudited	2025 Unaudited	2024 Unaudited
1. Cash generated from operations					
Profit before taxation	265,236,523	223,839,014	309,362,840	520,198,429	494,222,725
Adjustments for:					
Depreciation and amortisation	108,852,892	101,443,496	110,673,770	123,941,925	26,236,778
Interest income	-	-	-	-	(72,065)
Finance costs	20,291,031	29,957,525	38,305,883	41,453,755	8,093,834
Movements in rehabilitation provisions	-	-	-	-	-
Debt forgiveness	-	-	-	-	(276,931,066)
Changes in working capital:					
Inventories	(626,240)	1,852,695	1,581,344	(8,132,476)	(7,144,010)
Trade and other receivables	(232,304)	453,457	4,430,851	(8,659,111)	1,201,242
Trade and other payables	626,242	(1,852,696)	(1,581,345)	(203,221,544)	(209,743,574)
Deferred income	(30,117,360)	(28,451,231)	(31,490,476)	(36,234,296)	(9,926,813)
	364,030,784	327,242,260	431,282,867	429,346,682	25,937,051
2. Tax paid					
Balance at beginning of the year	-	-	-	(77,540,698)	-
Current tax for the year recognised in profit or loss	(95,041,253)	(85,046,676)	(108,965,108)	(1,620,583)	(77,540,698)
Balance at end of the year	-	-	-	-	77,540,698
	(95,041,253)	(85,046,676)	(108,965,108)	(79,161,281)	-

Creditor	Company Records		Company Records		Total Amount per Company Re		Claim submitteed? Y/N	Claim amount	Variance	Independent?	Secured/Unsecured		Voting	%
	Pre Business Rescue	Post Business Rescue	Pre Business Rescue	Post Business Rescue	(Pre + Post)	Preferent					Concurrent			
Abantui Stationers Cc	R 10 200,00	R -	R -	R -	R 10 200,00	Y	R -	0,00	Y	Y	Concurrent	R	10 200,00	0,0%
Acosult (Pty) Ltd	R 161,00	R -	R -	R -	R 161,00	Y	R -	0,00	Y	Y	Concurrent	R	161,00	0,0%
Airboom (Pty) Ltd	R 1 647,00	R -	R -	R -	R 1 647,00	Y	R -	0,00	Y	Y	Concurrent	R	1 647,00	0,0%
Afficosmo Consulting (Pty) Ltd	R 1 470 000,00	R -	R -	R -	R 1 470 000,00	Y	R -	1 466 917,09	Y	Y	Concurrent	R	1 470 000,00	0,4%
Alfimat Marble Hall (Pty) Ltd	R -	R -	R -	R -	R -	Y	R -	3 082,91	Y	Y	Concurrent	R	-	0,0%
Alhama Mining Projects (Powers PNP)	R 6 527 923,00	R -	R -	R -	R 6 527 923,00	Y	R -	3 082,90	Y	Y	Concurrent	R	-	0,0%
Alco Safe (Pty) Ltd	R 32 309,00	R -	R -	R -	R 32 309,00	Y	R -	0,00	Y	Y	Concurrent	R	6 527 923,00	1,6%
Anandaia TM Group (Pty) Ltd	R 26 202 863,79	R -	R -	R -	R 26 202 863,79	Y	R -	26 572 614,79	Y	Y	Concurrent	R	32 309,00	0,0%
AneX Business Systems (Pty) Ltd	R 7 895,00	R -	R -	R -	R 7 895,00	Y	R -	7 894,81	Y	Y	Concurrent	R	26 202 863,79	6,4%
Aquatico Scientific (Pty) Ltd	R -	R -	R -	R -	R -	Y	R -	91 311,19	Y	Y	Concurrent	R	7 895,00	0,0%
Arnot Investco (Pty) Ltd	R -	R -	R -	R -	R -	Y	R -	-1 282 026,38	N	Y	Concurrent	R	-	0,0%
ATK Technology Solutions	R 358 800,00	R -	R -	R -	R 358 800,00	Y	R -	2 089,80	Y	Y	Concurrent	R	617 400,00	0,1%
Austin Suppliers	R 16 021,80	R -	R -	R -	R 16 021,80	Y	R -	0,00	Y	Y	Concurrent	R	16 021,80	0,0%
Basalt Professional Services	R 177 198,58	R -	R -	R -	R 177 198,58	Y	R -	0,00	Y	Y	Concurrent	R	177 198,58	0,0%
Base Stop Invest (Pty) Ltd	R 1 850,00	R -	R -	R -	R 1 850,00	Y	R -	0,00	Y	Y	Concurrent	R	1 850,00	0,0%
Be Smart Mining (Pty) Ltd	R 249 573,00	R -	R -	R -	R 249 573,00	Y	R -	0,00	Y	Y	Concurrent	R	249 573,00	0,1%
Becker Mining South Africa (Pty) Ltd	R -	R -	R -	R -	R -	Y	R -	2 771 909,40	Y	Y	Concurrent	R	-	0,0%
Bell Dewar Inc T8 Fastken	R 272 887,00	R -	R -	R -	R 272 887,00	Y	R -	0,00	Y	Y	Concurrent	R	272 887,00	0,1%
Best Enough Trading & Projects	R 2 080 734,00	R -	R -	R -	R 2 080 734,00	Y	R -	0,00	Y	Y	Concurrent	R	2 080 734,00	0,5%
Bidvest Steiner	R 3 888,00	R 0,01	R -	R -	R 3 888,01	Y	R -	0,00	Y	Y	Concurrent	R	3 888,01	0,0%
Boipelo Mining Contractors (BMC)	R 41 566 091,18	R 21 068 565,01	R -	R -	R 62 634 646,19	Y	R -	68 797 038,11	Y	Y	Concurrent	R	62 634 646,19	15,2%
Bokwena Group (Pty) Ltd	R 685 936,00	R -	R -	R -	R 685 936,00	Y	R -	0,00	Y	Y	Concurrent	R	685 936,00	0,2%
BT Global Supply & Projects	R 49 005,00	R 24 502,50	R -	R -	R 73 507,50	Y	R -	0,00	Y	Y	Concurrent	R	73 507,50	0,0%
Cabanga Projects And Construction	R 3 492,00	R -	R -	R -	R 3 492,00	Y	R -	0,00	Y	Y	Concurrent	R	3 492,00	0,0%
Cig Developments (Pty) Ltd	R 271 098,00	R -	R -	R -	R 271 098,00	Y	R -	0,00	Y	Y	Concurrent	R	271 098,00	0,1%
CM Value Added Service (Pty) Ltd	R 760 115,49	R -	R -	R -	R 760 115,49	Y	R -	760 115,49	Y	Y	Concurrent	R	760 115,49	0,2%
Commodity Logistics Managers Africa	R 6 475 644,38	R -	R -	R -	R 6 475 644,38	Y	R -	6 475 644,38	Y	Y	Concurrent	R	6 475 644,38	1,6%
Compensation Commission For Occup	R 38 539,00	R -	R -	R -	R 38 539,00	Y	R -	0,00	Y	Y	Concurrent	R	38 539,00	0,0%
Cybersec Clinique (Pty) Ltd	R 780 455,50	R -	R -	R -	R 780 455,50	Y	R -	0,00	Y	Y	Concurrent	R	780 455,50	0,2%
Dimako Transformers (Pty) Ltd	R 383 346,00	R -	R -	R -	R 383 346,00	Y	R -	0,00	Y	Y	Concurrent	R	383 346,00	0,1%
Divs Bee Services (Pty) Ltd	R 22 890,00	R -	R -	R -	R 22 890,00	Y	R -	0,00	Y	Y	Concurrent	R	22 890,00	0,0%
Dzid Trading And Project 27 Cc	R 6 480,00	R -	R -	R -	R 6 480,00	Y	R -	0,00	Y	Y	Concurrent	R	6 480,00	0,0%
E-Efficient Systems	R 469 902,00	R -	R -	R -	R 469 902,00	Y	R -	0,00	Y	Y	Concurrent	R	469 902,00	0,1%
EL Pro Consultants	R 333 227,80	R -	R -	R -	R 333 227,80	Y	R -	0,00	Y	Y	Concurrent	R	333 227,80	0,1%
EIMFN Projects (Pty) Ltd	R -	R -	R -	R -	R -	Y	R -	381 532,80	Y	Y	Concurrent	R	-	0,0%
Engineered Gears (Pty) Ltd	R 443 425,05	R -	R -	R -	R 443 425,05	Y	R -	0,00	Y	Y	Concurrent	R	443 425,05	0,1%
Eon Mthombo Pty Ltd	R 255 185,00	R -	R -	R -	R 255 185,00	Y	R -	0,00	Y	Y	Concurrent	R	255 185,00	0,1%
Eskom	R 476 722,00	R -	R -	R -	R 476 722,00	Y	R -	0,00	Y	Y	Concurrent	R	476 722,00	0,1%
Favoresea Africa (Pty) Ltd	R 412 379,00	R -	R -	R -	R 412 379,00	Y	R -	0,00	Y	Y	Concurrent	R	412 379,00	0,1%
Fillnum	R 4 408 046,00	R -	R -	R -	R 4 408 046,00	Y	R -	0,00	Y	Y	Concurrent	R	4 408 046,00	0,8%
Gaza Consulting Engineering	R 104 228,00	R -	R -	R -	R 104 228,00	Y	R -	0,00	Y	Y	Concurrent	R	104 228,00	0,0%
Golden Trading 30 Cc	R 51 214,00	R -	R -	R -	R 51 214,00	Y	R -	3 284 668,38	Y	Y	Concurrent	R	51 214,00	0,0%
GreteX	R 35 765,00	R -	R -	R -	R 35 765,00	Y	R -	51 214,35	Y	Y	Concurrent	R	35 765,00	0,0%
Headway Consulting (Pty) Ltd	R 20 000,00	R -	R -	R -	R 20 000,00	Y	R -	20 000,00	Y	Y	Concurrent	R	20 000,00	0,0%
Hico Financial Services (Pty) Ltd	R 586 750,00	R -	R -	R -	R 586 750,00	Y	R -	586 750,00	Y	Y	Concurrent	R	586 750,00	0,2%
Industro Clean (Pty) Ltd	R 17 340,00	R -	R -	R -	R 17 340,00	Y	R -	0,00	Y	Y	Concurrent	R	17 340,00	0,0%
Infrabiz (Pty) Ltd	R 21 293,00	R -	R -	R -	R 21 293,00	Y	R -	0,00	Y	Y	Concurrent	R	21 293,00	0,0%
Ingenywa Mineral Processing	R 21 957 811,12	R 17 438 034,17	R -	R -	R 39 395 845,29	Y	R -	9 180 923,88	Y	Y	Concurrent	R	39 395 845,29	9,6%
Inkunzimalanga Holdings (Pty) Ltd	R 810,00	R -	R -	R -	R 810,00	Y	R -	0,00	Y	Y	Concurrent	R	810,00	0,0%
Ive Engineering Solutions	R 2 008,00	R -	R -	R -	R 2 008,00	Y	R -	0,00	Y	Y	Concurrent	R	2 008,00	0,0%
Jakazani Trading	R 1 081 000,00	R -	R -	R -	R 1 081 000,00	Y	R -	1 081 000,00	Y	Y	Concurrent	R	1 081 000,00	0,3%
Kawo Construction	R 4 440 538,89	R -	R -	R -	R 4 440 538,89	Y	R -	4 440 538,88	Y	Y	Concurrent	R	4 440 538,89	1,1%
Kemisa Civil Construction	R 1 956 432,00	R -	R -	R -	R 1 956 432,00	Y	R -	0,00	Y	Y	Concurrent	R	1 956 432,00	0,5%
Komasone Transport (Pty) Ltd	R 7 929,00	R -	R -	R -	R 7 929,00	Y	R -	0,00	Y	Y	Concurrent	R	7 929,00	0,0%
Lakatso Technology (Pty) Ltd	R 2 598 589,00	R -	R -	R -	R 2 598 589,00	Y	R -	2 588 889,49	Y	Y	Concurrent	R	2 598 589,00	0,6%
Lana Rapid Engineering	R 192 265,00	R -	R -	R -	R 192 265,00	Y	R -	2 667 553,10	Y	Y	Concurrent	R	2 667 553,10	0,7%
LanceliHe Cleaning Company	R 144 735,00	R -	R -	R -	R 144 735,00	Y	R -	500 648,65	Y	Y	Concurrent	R	500 648,65	0,1%
Lead Laundry And Catering (Pty) Ltd	R 266 673,00	R -	R -	R -	R 266 673,00	Y	R -	0,00	Y	Y	Concurrent	R	266 673,00	0,1%
Legare Mining (Pty) Ltd	R 34 410 450,93	R -	R -	R -	R 34 410 450,93	Y	R -	34 410 450,93	Y	Y	Concurrent	R	34 410 450,93	8,4%
Leoka Engineering (Pty) Ltd	R 175 777,50	R -	R -	R -	R 175 777,50	Y	R -	175 777,50	Y	Y	Concurrent	R	175 777,50	0,0%
Liquid Mist Trading 116 (Pty) Ltd	R 226 417,00	R -	R -	R -	R 226 417,00	Y	R -	0,00	Y	Y	Concurrent	R	226 417,00	0,1%
Livabase	R 1 153 680,00	R -	R -	R -	R 1 153 680,00	Y	R -	0,00	Y	Y	Concurrent	R	1 153 680,00	0,3%
Lord Business Solutions	R 442 750,00	R -	R -	R -	R 442 750,00	Y	R -	0,00	Y	Y	Concurrent	R	442 750,00	0,1%
Luvuyo Occupational Health Care	R 687 088,00	R -	R -	R -	R 687 088,00	Y	R -	0,00	Y	Y	Concurrent	R	687 088,00	0,1%
Manungale Bafama Khensu Projects	R 433 593,35	R -	R -	R -	R 433 593,35	Y	R -	0,00	Y	Y	Concurrent	R	433 593,35	0,3%
Mathaba Mining/ATM	R 18 978,00	R -	R -	R -	R 18 978,00	Y	R -	0,00	Y	Y	Concurrent	R	18 978,00	0,0%
Matsobane Engineering Services	R 482 445,60	R -	R -	R -	R 482 445,60	Y	R -	0,00	Y	Y	Concurrent	R	482 445,60	0,2%
Mavezi Project (Pty) Ltd	R 43 105,00	R -	R -	R -	R 43 105,00	Y	R -	0,00	Y	Y	Concurrent	R	43 105,00	0,0%
Mhavesi General Trading	R 51 971,37	R -	R -	R -	R 51 971,37	Y	R -	488 250,00	Y	Y	Concurrent	R	51 971,37	0,0%
Mid Alarms Cc	R 990,00	R -	R -	R -	R 990,00	Y	R -	0,00	Y	Y	Concurrent	R	990,00	0,0%
Middleburg Chamber Of Mines	R 2 650,00	R -	R -	R -	R 2 650,00	Y	R -	0,00	Y	Y	Concurrent	R	2 650,00	0,0%
Mines Rescue Services (Pty) Ltd	R 81 794,00	R -	R -	R -	R 81 794,00	Y	R -	0,00	Y	Y	Concurrent	R	81 794,00	0,0%
Mitlde Services Cc	R 12 645,40	R -	R -	R -	R 12 645,40	Y	R -	0,00	Y	Y	Concurrent	R	12 645,40	0,0%
Mmakopeo Group Cc	R 1 127,00	R -	R -	R -	R 1 127,00	Y	R -	0,00	Y	Y	Concurrent	R	1 127,00	0,0%
Mmakopeo Group Cc	R 30 000 278,65	R -	R -	R -	R 30 000 278,65	Y	R -	-17 695 570,13	Y	Y	Concurrent	R	30 000 278,65	7,3%
Moret Mining And Services	R 310 655,00	R -	R -	R -	R 310 655,00	Y	R -	8 001 587,01	Y	Y	Concurrent	R	310 655,00	0,0%
Mose Consulting (Pty) Ltd	R 24 931,00	R -	R -	R -	R 24 931,00	Y	R -	0,00	Y	Y	Concurrent	R	24 931,00	0,0%
Mosh Mining And Services	R 13 013,00	R -	R -	R -	R 13 013,00	Y	R -	0,00	Y	Y	Concurrent	R	13 013,00	0,0%
Mosphale Construction and Projects	R 2 609 295,47	R -	R -	R -	R 2 609 295,47	Y	R -	-1 490 171,22	Y	Y	Concurrent	R	2 609 295,47	0,6%

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Mpendulo And Sons Trading	R	4 800,00	R	-	R	4 800,00	Y	R	8 001 567,01	-7 986 767,01	Y	Concurrent	R	4 800,00	0,0%
Mshengu Resources (Pty) Ltd	R	1 966 434,00	R	-	R	1 966 434,00	Y	R	2 052 891,45	-86 457,45	Y	Concurrent	R	1 966 434,00	0,5%
Mxolisi Hobohi	R	407 305,00	R	-	R	407 305,00	Y	R	487 560,00	-80 255,00	Y	Concurrent	R	407 305,00	0,1%
Mzani Design Solutions (Pty) Ltd	R	31 932,00	R	-	R	31 932,00	Y	R	1 113 991,31	-1 082 059,31	Y	Concurrent	R	31 932,00	0,0%
Mzuzi Resources (Pty) Ltd	R	-	R	-	R	-	Y	R	335 256,30	-335 256,30	Y	Concurrent	R	-	0,0%
Niz Investments Group	R	8 892,00	R	-	R	8 892,00	N	R	336 600,00	0,00	Y	Concurrent	R	8 892,00	0,0%
Nojameia Enterprise (Pty) Ltd	R	336 600,00	R	-	R	336 600,00	Y	R	1 113 991,37	-1 112 691,37	Y	Concurrent	R	336 600,00	0,1%
Nojameia Trading Enterprise	R	1 400,00	R	-	R	1 400,00	Y	R	450 898,38	0,00	Y	Concurrent	R	1 400,00	0,0%
Norsenet Mine Support	R	450 898,38	R	-	R	450 898,38	Y	R	450 898,38	0,00	Y	Concurrent	R	450 898,38	0,1%
Nrr Mining & Consulting	R	1 716 245,00	R	-	R	1 716 245,00	N	R	11 780,52	14 119,48	Y	Concurrent	R	3 289 596,89	0,8%
Pal Passenger Bus Services Cc	R	25 900,00	R	-	R	25 900,00	Y	R	11 780,52	14 119,48	Y	Concurrent	R	25 900,00	0,0%
Pharisano Trading And Projects	R	3 396,00	R	-	R	3 396,00	N	R	-	-	Y	Concurrent	R	3 396,00	0,0%
Portia Plant	R	463 546,00	R	-	R	463 546,00	N	R	20 433,00	0,00	Y	Concurrent	R	463 546,00	0,1%
Pusha Pressa Enterprise	R	20 433,00	R	-	R	20 433,00	Y	R	861 800,00	0,00	Y	Concurrent	R	20 433,00	0,0%
Quickmed Emergency Solutions	R	184 930,00	R	-	R	184 930,00	Y	R	184 930,00	0,00	Y	Concurrent	R	184 930,00	0,3%
Rage Electrical	R	31 260,00	R	-	R	31 260,00	Y	R	188 301,00	-20,00	Y	Concurrent	R	31 260,00	0,0%
Reckong Mining	R	188 281,00	R	-	R	188 281,00	Y	R	6 780 457,70	-6 778 457,70	Y	Concurrent	R	188 281,00	0,0%
Regan Waters Laboratory (Pty) Ltd	R	55 603,00	R	-	R	55 603,00	Y	R	6 780 457,70	-6 778 457,70	Y	Concurrent	R	55 603,00	0,0%
Restonma Mogo (Pty) Ltd	R	691 781,00	R	-	R	691 781,00	Y	R	14 563 807,08	-943 000,00	Y	Concurrent	R	691 781,00	0,1%
Risiva Mnotho Business Enterprise	R	2 000,00	R	-	R	2 000,00	Y	R	463 262,02	0,00	Y	Concurrent	R	2 000,00	0,0%
Rim Consulting Engineers	R	286 315,50	R	-	R	286 315,50	Y	R	8 197,79	-8 197,79	Y	Concurrent	R	286 315,50	0,1%
RMY Holdings (Pty) Ltd Via Innoven	R	13 620 807,08	R	-	R	13 620 807,08	Y	R	463 262,02	0,00	Y	Concurrent	R	13 620 807,08	3,3%
Rocout Infrastructure Development	R	2 150,50	R	-	R	2 150,50	Y	R	8 197,79	-8 197,79	Y	Concurrent	R	2 150,50	0,0%
Sacafina	R	3 427,00	R	-	R	3 427,00	Y	R	92 658,28	-84 035,80	Y	Concurrent	R	3 427,00	0,0%
Salungano Group	R	317 576,00	R	-	R	317 576,00	Y	R	463 262,02	0,00	Y	Concurrent	R	317 576,00	0,1%
Schaunberg (Pty) Ltd	R	22 551,00	R	-	R	22 551,00	Y	R	453 382,38	0,00	Y	Concurrent	R	22 551,00	0,0%
Semane Engineering Solutions	R	453 382,38	R	-	R	453 382,38	Y	R	204 361,72	0,00	Y	Concurrent	R	453 382,38	0,1%
Service Circuit (Pty) Ltd	R	204 361,72	R	-	R	204 361,72	Y	R	8 197,79	-8 197,79	Y	Concurrent	R	204 361,72	0,0%
Shephstone & Vlye Attorneys	R	29 613,00	R	-	R	29 613,00	Y	R	463 262,02	0,00	Y	Concurrent	R	29 613,00	0,0%
Silver Solutions 1445 Cc	R	463 262,02	R	-	R	463 262,02	Y	R	92 658,28	-84 035,80	Y	Concurrent	R	463 262,02	0,0%
Sone and Kall Engineering	R	7 000,00	R	-	R	7 000,00	Y	R	8 197,79	-8 197,79	Y	Concurrent	R	7 000,00	0,1%
Sonet Hattling Radiographer	R	220 082,00	R	-	R	220 082,00	Y	R	92 658,28	-84 035,80	Y	Concurrent	R	220 082,00	0,0%
Speedides	R	8 619,48	R	-	R	8 619,48	Y	R	92 658,28	-84 035,80	Y	Concurrent	R	8 619,48	0,0%
Ssr Protective Solutions (Pty) Ltd	R	872 963,00	R	-	R	872 963,00	Y	R	1 529 505,93	0,00	Y	Concurrent	R	872 963,00	0,2%
Sunfox 13 (Pty) Ltd T/A D&F Fencing	R	7 576,00	R	-	R	7 576,00	Y	R	30 985,64	0,00	Y	Concurrent	R	7 576,00	0,0%
Synact (Pty) Ltd	R	63 089,00	R	-	R	63 089,00	Y	R	30 985,64	0,00	Y	Concurrent	R	63 089,00	0,0%
Synchro Investments	R	65 494,00	R	-	R	65 494,00	Y	R	283 095,65	0,00	Y	Concurrent	R	65 494,00	0,0%
Technoflakes Solutions	R	58 535,00	R	-	R	58 535,00	Y	R	32 956,00	0,00	Y	Concurrent	R	58 535,00	0,0%
Tis Bee Consulting	R	32 956,00	R	-	R	32 956,00	Y	R	4 971 008,45	-4 971 008,45	Y	Concurrent	R	32 956,00	0,0%
Thadrian Trading Enterprise	R	1 632 798,06	R	-	R	1 632 798,06	Y	R	506 989,00	0,00	Y	Concurrent	R	1 632 798,06	0,4%
Thatra Project Mining	R	506 989,00	R	-	R	506 989,00	Y	R	883 200,00	0,00	Y	Concurrent	R	506 989,00	0,1%
The Misa Group (Pty) Ltd	R	883 200,00	R	-	R	883 200,00	Y	R	883 200,00	0,00	Y	Concurrent	R	883 200,00	0,2%
Themban Technical Survey	R	546 940,00	R	-	R	546 940,00	Y	R	16 477 123,41	-16 248 507,78	Y	Concurrent	R	546 940,00	0,1%
Tiger Eye Geo And Environ	R	228 615,63	R	-	R	228 615,63	Y	R	11 780 152,00	-10 028 484,00	Y	Concurrent	R	228 615,63	0,1%
Tiro Access	R	1 750 668,00	R	-	R	1 750 668,00	Y	R	205 455,66	0,00	Y	Concurrent	R	1 750 668,00	0,4%
Total South Africa (Pty) Ltd	R	160 180,00	R	-	R	160 180,00	Y	R	26 168,00	0,00	Y	Concurrent	R	160 180,00	0,0%
Town Council Of Middelburg	R	26 168,00	R	-	R	26 168,00	Y	R	220 085,62	0,00	Y	Concurrent	R	26 168,00	0,0%
Tseke Construction Cc	R	220 085,62	R	-	R	220 085,62	Y	R	549 149,19	0,00	Y	Concurrent	R	220 085,62	0,1%
Ufisa Services (Pty) Ltd	R	178 900,19	R	-	R	178 900,19	Y	R	96 572 756,70	-4 844 057,00	Y	Concurrent	R	178 900,19	0,1%
Waste Aside Cc	R	98 975,12	R	-	R	98 975,12	N	R	46 035,00	0,00	Y	Concurrent	R	98 975,12	25,3%
Wescoal Mining (Pty) Ltd	R	46 035,00	R	-	R	46 035,00	N	R	941 573,51	-941 573,51	Y	Concurrent	R	46 035,00	0,0%
WSP (Golder Associates)	R	941 573,51	R	-	R	941 573,51	N	R	941 573,51	0,00	Y	Concurrent	R	941 573,51	0,2%
Zangula Welding And Quality	R	79 046,40	R	-	R	79 046,40	N	R	79 046,40	0,00	Y	Concurrent	R	79 046,40	0,0%
Lam Engineering Services	R	65 266,00	R	-	R	65 266,00	N	R	65 266,00	0,00	Y	Concurrent	R	65 266,00	0,0%
Esikom-Arnot Power Station	R	920,00	R	-	R	920,00	N	R	920,00	0,00	Y	Concurrent	R	920,00	0,0%
Richards Bay Coal Terminal	R	674 590,00	R	-	R	674 590,00	N	R	674 590,00	0,00	Y	Concurrent	R	674 590,00	0,0%
Endaweni Training	R	394 801,18	R	-	R	394 801,18	N	R	394 801,18	0,00	Y	Concurrent	R	394 801,18	0,0%
Petros Business Solutions(Pty) Ltd	R	22 770,00	R	-	R	22 770,00	N	R	22 770,00	0,00	Y	Concurrent	R	22 770,00	0,0%
Managed Integrity Evaluation	R	99 809,45	R	-	R	99 809,45	N	R	99 809,45	0,00	Y	Concurrent	R	99 809,45	0,0%
Naira Environmental Consultants	R	916 916,65	R	-	R	916 916,65	N	R	916 916,65	0,00	Y	Concurrent	R	916 916,65	0,2%
Open House Management Solutions	R	511 750,00	R	-	R	511 750,00	N	R	511 750,00	0,00	Y	Concurrent	R	511 750,00	0,1%
Stiekhaya Tradings	R	111 308,50	R	-	R	111 308,50	N	R	420 900,00	0,00	Y	Concurrent	R	111 308,50	0,1%
Mulokhululo Consulting	R	420 900,00	R	-	R	420 900,00	N	R	420 900,00	0,00	Y	Concurrent	R	420 900,00	0,0%
Bokamoso Drilling	R	17 595,00	R	-	R	17 595,00	N	R	17 595,00	0,00	Y	Concurrent	R	17 595,00	0,0%
BDO South Africa	R	60 000,00	R	-	R	60 000,00	N	R	60 000,00	0,00	Y	Concurrent	R	60 000,00	0,0%
King Trading And Projects	R	21 172,22	R	-	R	21 172,22	N	R	21 172,22	0,00	Y	Concurrent	R	21 172,22	0,0%
Gudant Consulting	R	8 928 615,08	R	-	R	8 928 615,08	N	R	8 928 615,08	0,00	Y	Concurrent	R	8 928 615,08	2,2%
Phikela Contracting Services	R	12 584 433,79	R	-	R	12 584 433,79	N	R	12 584 433,79	0,00	Y	Concurrent	R	12 584 433,79	3,1%
Laerstook Rietskull	R	1 322 451,46	R	-	R	1 322 451,46	N	R	7 894,81	-7 894,81	Y	Concurrent	R	1 322 451,46	0,3%
Midas	R	386 070,00	R	-	R	386 070,00	N	R	7 894,81	-7 894,81	Y	Concurrent	R	386 070,00	0,1%
Guard risk	R	129 616,22	R	-	R	129 616,22	N	R	0,00	0,00	Y	Concurrent	R	129 616,22	0,0%
Esikom Witrabank	R	411 953 164,07	R	-	R	411 953 164,07	N	R	411 953 164,07	-85 007 910,44	Y	Concurrent	R	411 953 164,07	100,0%
Best Enough Trading & Projects	R	90 166 482,92	R	-	R	90 166 482,92	N	R	90 166 482,92	-85 007 910,44	Y	Concurrent	R	90 166 482,92	100,0%
Nojameia Enterprise (Pty) Ltd	R	321 766 681,15	R	-	R	321 766 681,15	N	R	321 766 681,15	-85 007 910,44	Y	Concurrent	R	321 766 681,15	100,0%
BC Gauteng 37 Via Spaces	R	411 953 164,07	R	-	R	411 953 164,07	N	R	411 953 164,07	-85 007 910,44	Y	Concurrent	R	411 953 164,07	100,0%
Total Voting Interest	R	4 800,00	R	-	R	4 800,00		R	299 155 339,13	-85 007 910,44			R	411 953 164,07	100,0%

Katleho Aubrey

From: Robinson Ramaite <robinson@salunganogroup.com>
Sent: Thursday, 27 July 2023 18:19
To: Robinson; Itumeleng Phasha
Subject: Fwd: ARNOT OPCO PROPRIETARY LIMITED (IN BUSINESS RESCUE) – AMENDED BUSINESS RESCUE PLAN (IN MARK UP)
Attachments: Arnot Opco Proprietary Limited - Amended Business Rescue Plan (In Mark Up).pdf; Annexure B - Updated List of Creditors and Voting Interest.pdf



Robinson Ramaite
Group Chief Executive

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Salungano Group Limited previously known as Wescoal Holdings Limited

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From: Arnot Opco <ArnotOpcobr@gcs-sa.co.za>
Sent: Thursday, July 27, 2023 6:15 PM
Subject: RE: ARNOT OPCO PROPRIETARY LIMITED (IN BUSINESS RESCUE) – AMENDED BUSINESS RESCUE PLAN (IN MARK UP)

Dear Sir/Madam,

Following on the publication of the Business Rescue Plan on 14 July 2023, the BRP has made the following minor amendments on the published Business Rescue Plan. This is after engagements with management and creditors including SARS.

The proposed amendments are cosmetic or clerical in nature, immaterial and/or insignificant and in no way changes the substance of the Business Rescue Plan that was published on 14 July 2023. The following clauses have been incorporated or added:

- **Clause 41 – Continuing Tax Obligations (page 85);**
- **Clause 42 – Assessed Loss Forfeiture (page 85);**

Two handwritten signatures in black ink are located in the bottom right corner of the page. The top signature is a cursive-style name, and the bottom signature is a more stylized, possibly illegible, cursive name.

- **Clause 43 – Default Clause (page 85); and**
- **Clause 44 – Vat Clawback (page 85).**

The BRP intend to request the creditors to approve the proposed amendments at the creditors meeting tomorrow.

All the proposed amendments have been tracked and highlighted for ease of reference.

The BRP has also updated Annexure B – List of Creditors and Voting Interest. Creditors will only be allowed to vote as per the Company's records in Annexure B. Any disputed claims will be resolved in terms of the dispute resolution mechanism in the published Business Rescue Plan.

In this regard, we attach hereto the amended Business Rescue Plan in marked-up and updated Annexure B.

Should you have any queries in relation to this email, please feel free to contact the BRP at Arnotopcobr@gcs-sa.co.za

Yours faithfully

Phahlani Mkhombo

Business Rescue Practitioner

Arnot Opco Proprietary Limited (in business rescue)



From: Ehi Enabor
To: Ehi Enabor
Subject: FW: Circular 15- Creditors dated 04 August 2023: Wescoal Mining Proprietary Limited
Date: Friday, 11 August 2023 19:11:00
Attachments: [picture1_2e3b1fda-7e46-422e-a259-e2c301aa75b9.png](#)
[058_line_9bae9502-1e3a-48a3-ba5e-34ed9cd44185.png](#)
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[image002.png](#)
[image003.png](#)
[image004.png](#)
[image005.png](#)
[image006.png](#)
[image007.png](#)
[image008.png](#)



Ehi Enabor
Director

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Salungano Group Limited previously known as Wescoal Holdings Limited

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From: Itumeleng Phasha
Sent: Friday, August 4, 2023 7:01 PM
To: Arnot Opco <ArnotOpcoobr@gcs-sa.co.za>; Phahlani Mkhombo <phahlani@gcs-sa.co.za>
Cc: Robinson <robinson@simeka.co.za>; Robinson Ramaite <robinson@salunganogroup.com>; Kabela Maroga <kabela@salunganogroup.com>
Subject: Circular 15- Creditors dated 04 August 2023: Wescoal Mining Proprietary Limited

Dear Phahlani,

Your email as well as circular of earlier refers.

We hereby as Wescoal wish to raise our objection to your motion on the reconvening of the Section 151 meeting per your circular.

The communication provided did not present sufficient justification for the need to reconvene the Section 151 meeting. As a key creditor in the business rescue process, we believe it is essential to have a clear understanding of the specific issues that necessitate another meeting, especially considering that we already have an approved business rescue plan approved by the majority of creditors which was voted on 28 July 2023.

We deem those resolutions and decisions passed at the creditors meeting on 28 July 2023, binding in effect and thus do not deem this a necessary process for a reconvening of the meeting.

Therefore we urge you to reconsider your position in this respect, failing which we shall have no other alternative but to seek legal recourse against yourselves, including interdicting the proposed reconvening of the meeting.

Our rights remain reserved.

Kind Regards,

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A handwritten signature in black ink, consisting of a stylized 'V' or 'W' shape followed by a cursive name.