

Sale of Shares

Under present exchange control regulations in South Africa, our ordinary shares and ADSSs are ~~Common Monetary Area securities~~ not securities of the Common Monetary Area. In addition, the proceeds from the sale of ordinary shares on the JSE on behalf of shareholders who are not residents of the Common Monetary Area are freely remittable to non-resident shareholders. Share certificates held by non-residents will be endorsed with the words "non-resident," unless dematerialized.

Dividends declared in respect of shares held by a non-resident in a company whose shares are listed on the JSE are freely

Any cash dividends paid by us are paid in rands. Holders of ADSS on the relevant record date are entitled to the interest on the rands underlying the ADSS, subject to the terms of the deposit agreement entered on August 12, 2009, and the deposit agreement entered into between the Company and The Bank of New York, as the depository. Subject to exceptions provided in the deposit agreement, cash dividends paid in rand will be converted by the depository to dollars and paid by the depository to holders of ADSS, net of conversion expenses of the depository, in accordance with the deposit agreement. The depository will charge holders of ADSS, to the extent applicable, taxes and other governmental charges and specified fees and other expenses that are levied or imposed by South African law or by our MOI on the right of non-holders to receive our cash dividends.

10E. TAXATION

Material South African Income Tax Consequences

The following is a summary of material income tax considerations under South African income tax law, the representation to any particular purchaser of our securities is made hereby. Prospective purchasers are urged to consult their tax advisers with respect to their particular circumstances and the effect of South African or other tax laws to which they may be subject. South Africa imposes tax on worldwide income of South African residents. Generally, South pay tax in South Africa based on the following circumstances:

Income Tax and withholding tax on dividends

Non-residents will pay income tax on any amounts received by or accrued to them from a within-South Africa company if such amounts are earned by a non-resident on a debt instrument issued by a South African company will be regarded as being derived from a South African source but will be regarded as exempt from taxation in terms of Section 10(1)(i) of the South African Income Tax Act, 1962 (as amended), or the Income Tax Act. This exemption applies to so much of any interest and dividends as exceeds the otherwise exempt amount received from a South African source not exceeding (a) R34,500 per annum, or (b) R23,800 if the taxpayer is younger than 65 years of age at the end of the preceding year. Excessing gold mining companies had the option to elect to be exempt from the section 10(1)(i) exemption, higher tax rate would apply for both mining and non-mining income. With the introduction of dividends tax at a rate of 15% which replaced STC with effect from April 1, 2012, the election on STC is not applicable anymore. These amendments are set out in Part VIII in Chapter II of the Income Tax Act. Section 64F of the amendments, sets out beneficial owners who are exempt from the dividend tax, which includes, resident companies receiving a dividend after the effective date being April 1, 2012. The Convention between the United States of America and the Republic of South Africa for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital Gains, or the Tax Avoidance Convention, shall not apply if the beneficial owner of the dividends is resident in either of the two countries mentioned in the title of the Convention.

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Section 64G of the amendments provides that where the dividends is attributable wholly or substantially to the gross amount of the dividends in all other cases.

Ownership of Ordinary Shares or ADSSs

For purposes of the Code, a US holder of ADSs will be treated for US federal income tax purposes as represented by these ADSs. Exchanges of ordinary shares for ADSs and ADSs for ordinary shares generally will not be subject to US federal income tax.

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Passive Foreign Investment Company

A special and adverse set of US federal income tax rules apply to a US holder that holds an investment in a company as a PFIC. We would be a PFIC for US federal income tax purposes if for any taxable year either (i) 75% or more of our gross income, including our pro rata share of the gross income of any company in which we are considered to own 25% or more of the shares by value, were passive income or (ii) 50% or more of our average total assets (by value, including our pro rata share of the assets of any company in which we are considered to own 25% or more of the shares by value, were assets that produced or were held for the production of passive income. If we were a PFIC, US holders of the ordinary shares or ADSs would be subject to special rules with respect to (i) any gain recognized upon the disposition of the ordinary shares or ADSs that is attributable to the period in which we were a PFIC, which will be allocated ratably over a US holder's holding period for the shares or ADSs, and (ii) the ordinary shares or ADSs to a US holder during a single taxable year that is greater than 125% of the average amount of the ordinary shares or ADSs held by the US holder during the US shareholder's taxable years in respect of the ordinary shares or ADSs as taxed as capital gains.

ADSs or, if there are fewer than 100 US holder's holding period for the ordinary shares or ADSs). Under these rules, the amount allocated to each prior year (other than a pre-PFIC year), with certain exceptions, will be taxed at the highest tax rate in effect for that year; and

the interest charge generally applicable to underpayments of tax will be imposed in accordance with the general rules that are created as a PFIC as to any US holder if we are a PFIC for holding period during the shareholder's PFIC year). The requirements for PFIC classification, the US holder may avoid PFIC classification for subsequent years if such holder elects to recognize gain based on the unrealized appreciation in the ordinary shares or ADSs through the close of the tax year and provide for a PFIC election report with the Internal Revenue Service for each year in which the election is made.

A US holder of the ordinary shares or ADSs that are treated as "marketable stock" under the avoid preemption by the Special tax and interest charge described above by making a mark-to-market election. Pursuant to this election, the US holder would include in ordinary income or loss for each taxable year an amount equal to the difference as of the close of the taxable year between the fair market value of the ordinary shares or ADSs and the US holder's adjusted tax basis in such ordinary shares or ADSs. Ordinary income would be allowed only to the extent of net mark-to-market gain previously included by the US holder under the election for prior taxable years. If a mark-to-market election with respect to ordinary shares or ADSs is in effect on the date of a US holder's death, the tax basis of the ordinary shares or ADSs in the hands of a US holder who acquired them from an estate or through inheritance and who does not make a mark-to-market election will be the same as the adjusted tax basis of the ordinary shares or ADSs in the hands of the decedent or testator. The US holder must make the mark-to-market election irrevocably at the time he or she acquires the ordinary shares or ADSs and cannot thereafter change his or her mind.

The IRS has stated that it expects to supply US holders with the information needed to report income due to their avoidance of PFIC for our 2014 fiscal year ended June 30, 2014. However, and as discussed below, we have been ordered and classified in accordance with US federal income tax principles. Our analysis is based on our financial statements as prepared in accordance with IFRS, which may substantially differ from US federal income tax principles.

Therefore, no assurance can be given that we were not a PFIC for our 2014 fiscal year ended June 30, 2014. Furthermore, the tests for determining whether we would be a PFIC for any taxable year are applied annually and it is difficult to make accurate predictions

The future income taxes, which are imputed to holders are urged to consult their tax advisors regarding the application of such rules to their investments. In our control and can cause us to be a PFIC in their investments. In our ordinary shares or ADSs.

We can be no assurance that we will not become a PFIC.