

RESOLUTION BY THE BOARD IN TERMS OF SECTION 129 (1) OF THE COMPANIES

ACT 71 OF 2008 (“the Act”)

VOLUNTARILY COMMENCEMENT OF BUSINESS RESCUE

WESCOAL MINING (PTY) LTD

REGISTRATION NUMBER: 1999/005845/07

(“The Company”)

AT: Wescoal Mining (Pty) Ltd of First Floor Building 10, Woodmead Business Park, 142 Western Service Road, Woodmead, Sandton, Gauteng, 2191

ON: 25 August 2023

1. RECORDAL

1.1 The board of the Company recognises that it is the responsibility of the board to manage the business and affairs of the Company, in the best interest of the Company and in observance of the fiduciary duties and the duties of care and skill incumbent upon the board.

1.2 Having conducted investigations into the financial affairs of the Company, as more fully traversed in the affidavit of 25 August 2023 filed with this resolution, the board has recognised that the Company is financially distressed as envisaged in section 128 (1) (f) (i) of the Act, specifically in that the Company is unable to pay its debts as they become due and payable now and within the succeeding 6 (six) months.

1.3 The board however believes, for the reasons traversed in the affidavit of 25 August 2023 filed with this resolution, that there are reasonable prospects for the rescue of the Company as envisaged in section 128 (1) (b) of the Act.

2. RESOLVED

- 2.1 That the Company forthwith commence business rescue in terms of the provisions of section 129 (1) of the Act and be placed under the temporary supervision of a business rescue practitioner;
- 2.2 That Mr. Liebenberg Dawid Ryk van der Merwe, Identity Number: 7206085187082 of BDO Business Restructuring (Pty) Ltd; Mr Lance Schapiro, Identity Number: 840413 5027080 of Matuson and Associates (Pty) Ltd and Mr. Grant Chittendan, Identity Number: 741206 5063 083 of Credible Practitioners (Pty) Ltd be appointed as joint business rescue practitioners, subject to:
- 2.2.1 confirmation of compliance with the requirements of section 138 of the Act; and
- 2.2.2 written consent and acceptance of such appointment.
- 2.3 That in the event that Mr van der Merwe, Mr. Schapiro or Mr. Chittendan resign as business rescue practitioners, then the Company hereby nominates Mr John Francis Evans of RS Advisors (Pty Ltd and/or Mr. Ian Flemming of Engaged Business Turnaround.
- 2.4 That Mr Thivhafuni Tshithavhane be and is herewith authorised, on behalf of the Company, to depose to the affidavit in support of this resolution and the appointment of the nominated business rescue practitioners as provided for in section 129 (3) of the Act.

DATED AT **WOODMEAD** ON THIS THE **25TH** DAY OF **AUGUST 2023**.



Thivhafuni Tshithavhane
in his capacity as director