



tharisa 2016  
ANNUAL REPORT

integrated  
innovation

## SCOPE AND BOUNDARY

We are pleased to present this, Tharisa plc's third Annual Report since listing on the JSE. During the financial year, Tharisa obtained a secondary, standard listing of its depository interests on the LSE. This Annual Report presents our operations in Cyprus and South Africa as well as our governance, strategy, risks, opportunities and prospects. The report covers the financial year to 30 September 2016.

Our approach in this Annual Report has been to explain to investors and stakeholders the fundamentals of our operating context and business model, risks and strategic approach towards value creation to enable them to make a more informed assessment of Tharisa and its prospects and the sustainable value it creates. The Annual Report presents a concise view of the Company, its progress and strategy, with readers directed to relevant sections on our website – [www.tharisa.com](http://www.tharisa.com) – for additional and/or full disclosure. While written primarily to address the interests of providers of capital, this report also addresses matters considered important to a wide range of stakeholders.

Tharisa applies the principles of the King III code of governance to its decision-making, strategy formulation and implementation and these principles have also been applied in compiling this report. We further adhere to the JSE Listings Requirements. The Company also complies with the LSE Listing Rules and Disclosure and Transparency Rules applicable to a standard listing.

We accept that integrated reporting is a journey and in line with our commitment to the principles of integrated reporting, we have started to incorporate our broader social, environmental and economic performance as far as possible throughout this report. While we have been guided by the International Integrated Reporting Committee's Framework, it will only be fully applied to future reports.

In line with these frameworks, recommendations and what we consider to be best practice, this report contains a number of forward looking statements. Various factors, conditions and developments beyond the control of the Company and its management may cause the conditions predicted and implied in these forward looking statements to be materially different to those envisaged at the time of writing. Such variance between expectation and future realities may have a material impact on the Company's future performance and results.

The Board acknowledges its responsibility for ensuring the integrity of this Annual Report. The Audit Committee recommended the 2016 Annual Report to the Board for approval, which approval the Board consented to give, believing that the report addresses all material issues and gives a balanced and truthful representation of the Company's performance.

The condensed consolidated financial statements on pages 70 to 84 of this Annual Report and consolidated Annual Financial Statements on our website have been prepared in accordance with IFRS as issued by the International Accounting Standards Board and the Cyprus Companies Law.

A glossary of abbreviations, definitions and technical terms appears on pages 85 to 89.

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The logo for Tharisa, featuring the word "tharisa" in a lowercase, sans-serif font. The letter "i" is stylized with a red vertical bar through its center. The logo is positioned at the bottom of the page, below a thin red horizontal line that starts with a small red circle on the left.

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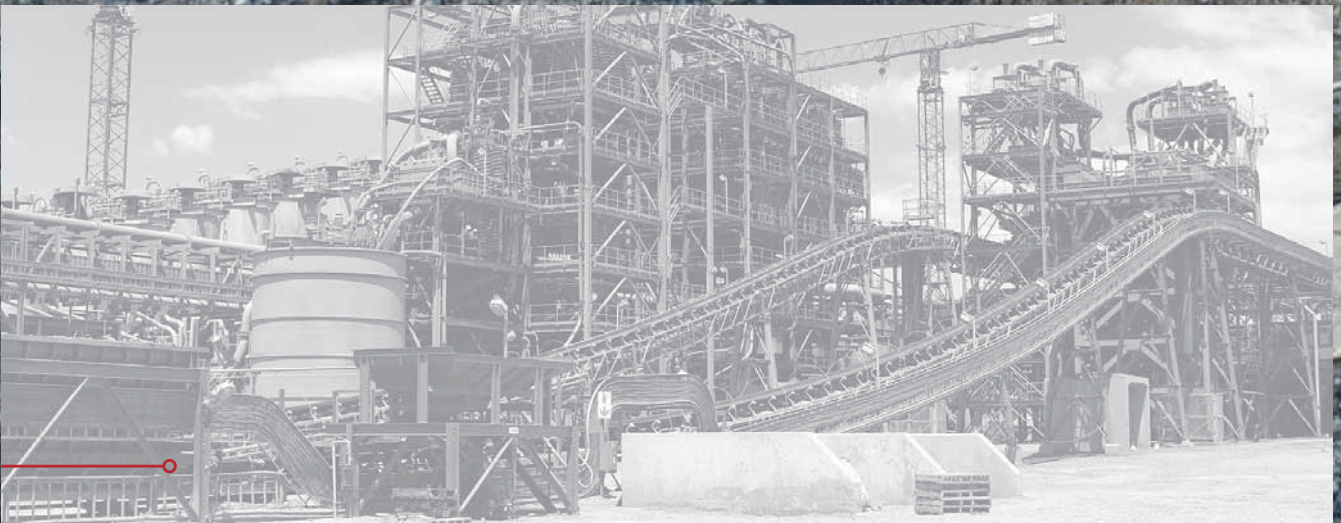
Further reading online at [www.tharisa.com](http://www.tharisa.com)

## MISSION

To maximise shareholder returns through innovative exploitation of mineral resources in a responsible manner

## INTRODUCTION

Tharisa is an integrated resource group incorporating mining, processing, and the beneficiation, marketing, sales and logistics of PGM and chrome concentrates



## VALUES

- The safety and health of our people is a priority
- We take responsibility for the effect that our operations have on the environment
- We are committed to the upliftment of our local communities
- We conduct ourselves with integrity and honesty
- We strive to achieve superior returns for our shareholders
- We originate new opportunities and will continue to challenge convention through innovation

## STRATEGIC INITIATIVES

- Implementation of **optimisation** initiatives to maximise value extraction
- Growth through **innovative** research and development
- To generate **value** by becoming a globally significant low cost producer of strategic commodities
- Leveraging off the **established platform** for expansion into multi-commodities with geographic diversity
- **Capital discipline** with an annual dividend policy of 10% of NPAT and capital allocation to low risk projects

# HIGHLIGHTS

BEST IN CLASS SAFETY AWARD 2016

REEF MINED  
up 15.6%

**4.8 Mt**  
(2015: 4.2 Mt)

PGM  
PRODUCTION  
(5PGE + Au)  
up 12.4%

**132.6 koz**  
(2015: 118.0 koz)

CHROME  
CONCENTRATE  
PRODUCTION  
up 10.8%

**1.2 Mt**  
(2015: 1.1 Mt)

REVENUE  
down 11.0%

**US\$219.6m**  
(2015: US\$246.8m)

OPERATING  
PROFIT  
up 74.5%

**US\$32.1m**  
(2015: US\$18.4m)

EBITDA  
up 48.3%

**US\$43.0m**  
(2015: US\$29.0m)

PROFIT BEFORE  
TAX  
up 129.2%

**US\$22.0m**  
(2015: US\$9.6m)

HEADLINE  
EARNINGS  
PER SHARE  
up 200%

**US\$ 6 cents**  
(2015: US\$ 2 cents)

MAIDEN  
DISTRIBUTION TO  
SHAREHOLDERS OF  
**US\$ 1 cent**  
PER SHARE PROPOSED

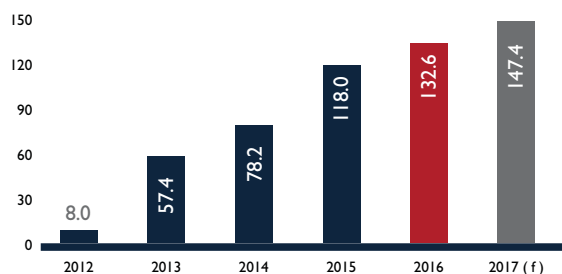
# GROUP STATISTICS

		2016	2015	2014	2013	2012
Reef mined	kt	<b>4 837.2</b>	4 183.2	3 908.5	3 305.6	1 433.1
Stripping ratio	m <sup>3</sup> waste:m <sup>3</sup> reef	<b>7.3</b>	10.7	10.6	8.4	10.9
Reef milled	kt	<b>4 656.3</b>	4 400.4	3 913.1	3 865.7	1 094.0
PGM flotation feed	kt	<b>3 575.6</b>	3 446.2	3 060.4	2 894.2	693.1
PGM rougher feed grade	g/t	<b>1.65</b>	1.62	1.63	1.41	1.27
PGM ounces produced	5PGE + Au koz	<b>132.6</b>	118.0	78.2	57.4	8.0
PGM recovery	%	<b>69.9</b>	65.8	48.8	43.7	28.3
Average PGM basket price	US\$/oz	<b>736</b>	885	1 103	1 132	1 104
Average PGM basket price	ZAR/oz	<b>10 881</b>	10 593	11 622	10 617	8 855
Cr <sub>2</sub> O <sub>3</sub> ROM grade	%	<b>18.0</b>	18.3	19.4	20.7	22.1
Chrome concentrates produced	kt	<b>1 243.7</b>	1 122.2	1 085.2	1 192.8	338.8
Metallurgical grade	kt	<b>974.3</b>	1 009.4	937.0	1 130.3	338.8
Specialty grades	kt	<b>269.4</b>	112.8	148.2	62.5	0.0
Chrome recovery	%	<b>62.7</b>	58.0	59.4	–	–
Chrome yield	%	<b>26.7</b>	25.5	27.7	30.9	31.0
Metallurgical grade chrome concentrate contract price	US\$/t CIF China	<b>120</b>	158	158	165	191
Metallurgical grade chrome concentrate contract price	ZAR/t CIF China	<b>1 751</b>	1 903	1 676	1 546	1 534
Average exchange rate	ZAR:US\$	<b>14.8</b>	12.0	10.6	9.2	8.1
Group revenue	US\$ million	<b>219.6</b>	246.8	240.7	215.5	53.9
Gross profit/(loss)	US\$ million	<b>54.5</b>	43.1	32.6	25.9	(8.2)
Net cash flows from/(used in) operating activities	US\$ million	<b>22.2</b>	41.4	22.4	(3.0)	(9.2)
Net profit/(loss) for the year	US\$ million	<b>15.8</b>	6.0	(54.9)	(47.4)	(30.0)
EBITDA	US\$ million	<b>43.0</b>	29.0	16.5	13.9	(28.3)
Headline profit/(loss)	US\$ million	<b>14.3</b>	4.7	(48.9)	(46.8)	(26.0)
Headline earnings per share	US\$ cents	<b>6</b>	2	(20)	(19)	(340)
Gross profit/(loss) margin	%	<b>24.8</b>	17.5	13.5	12.0	(15.3)
Net debt	US\$ million	<b>41.4</b>	40.7	66.5	105.9	84.5
Capital expenditure*	US\$ million	<b>12.3</b>	24.6	24.3	24.3	189.0
On-mine lost time injury frequency rate**		<b>0.36</b>	0.06	0.14	0.14	0.19
On-mine employees including contractors		<b>2 187</b>	2 000	1 938	1 688	1 562
Other Group employees		<b>52</b>	59	66	67	67

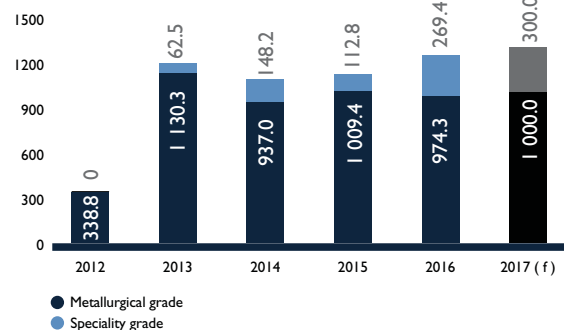
\* Includes deferred stripping of US\$2.4 million (2015: US\$15.2 million)

\*\* per 200 000 man hours worked

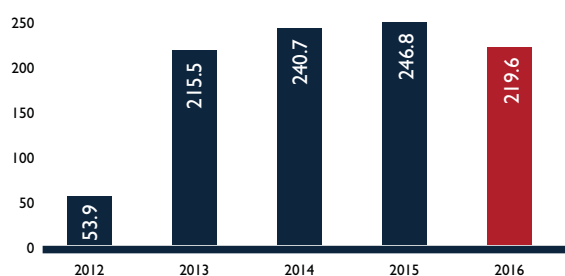
PGM produced (SPGE+AU koz)



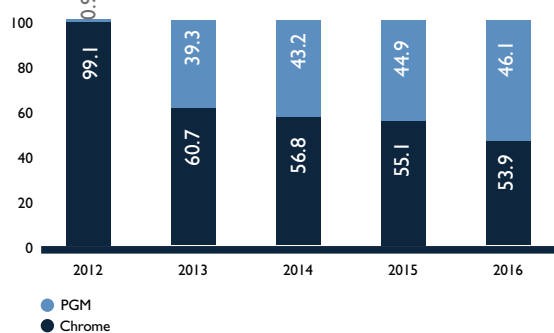
Chrome concentrate production (kt)



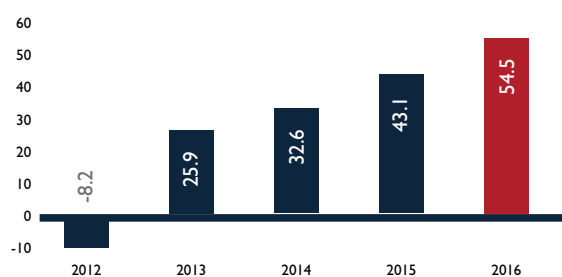
Group revenue (US\$ million)



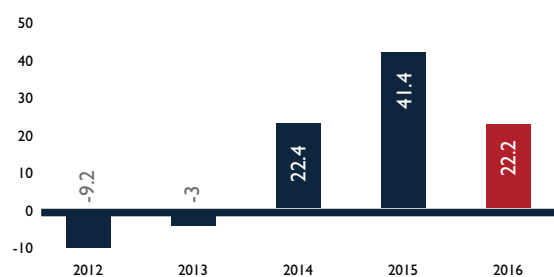
Revenue % per reporting segment on FCA basis (%)



Gross profit/(loss) (US\$ million)



Net cashflows from operating activities (US\$ million)



# GEOGRAPHIC LOCATION



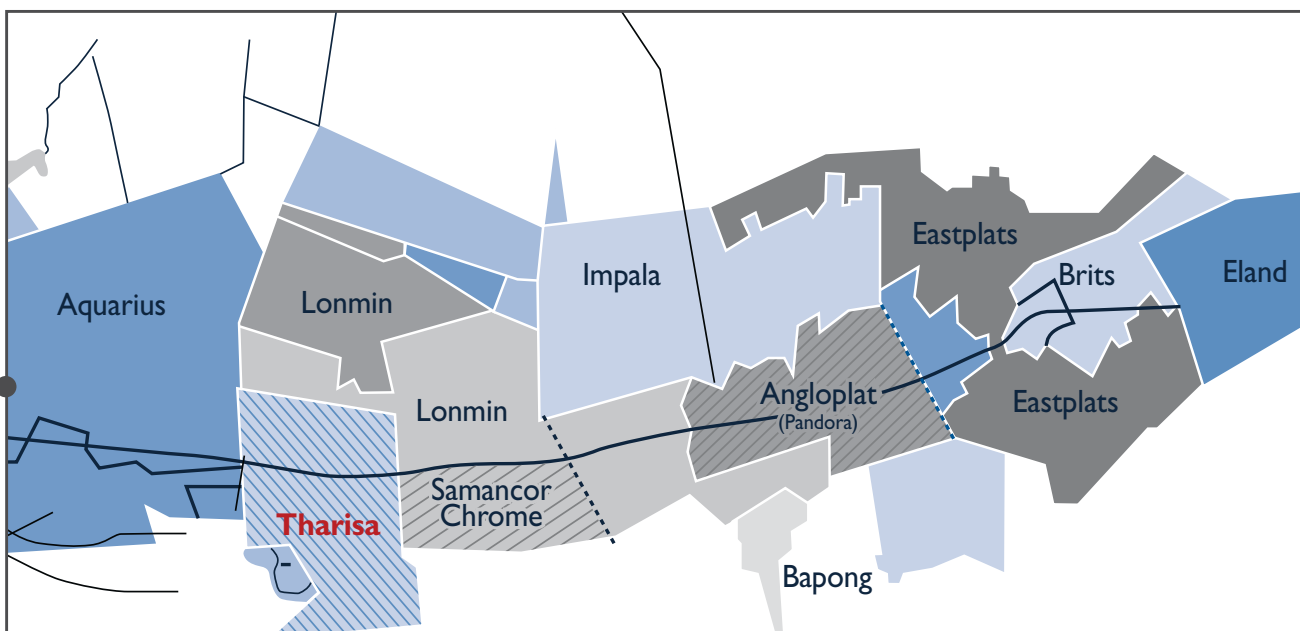
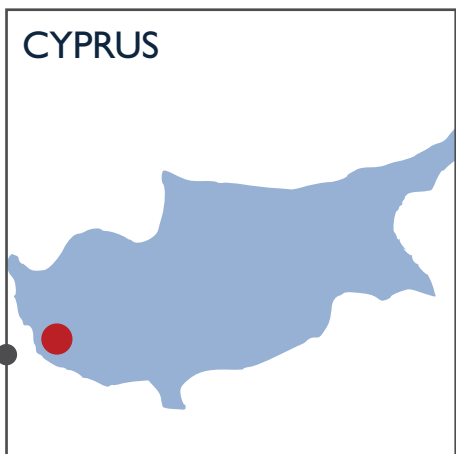
○ INVESTMENT HOLDING COMPANY

**Tharisa plc  
(Cyprus)**

○ OPERATING/PRODUCING COMPANIES

<p><b>Arxo Metals (South Africa)</b> <b>100%*</b></p> <p>Produces specialised higher margin chemical and foundry grade chrome concentrates. Also researches and develops opportunities for optimisation and beneficiation</p>	<p><b>Tharisa Minerals (South Africa)</b> <b>74%*</b></p> <p>Produces PGM concentrate and metallurgical and chemical grade chrome concentrates from a shallow open pit mine near Rustenburg, North West Province. The Genesis and Voyager Plants have a combined design capacity of 4.8 Mt of ROM ore per annum</p>
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**BEE SHAREHOLDERS**

Thari Resources (South Africa) **20%**

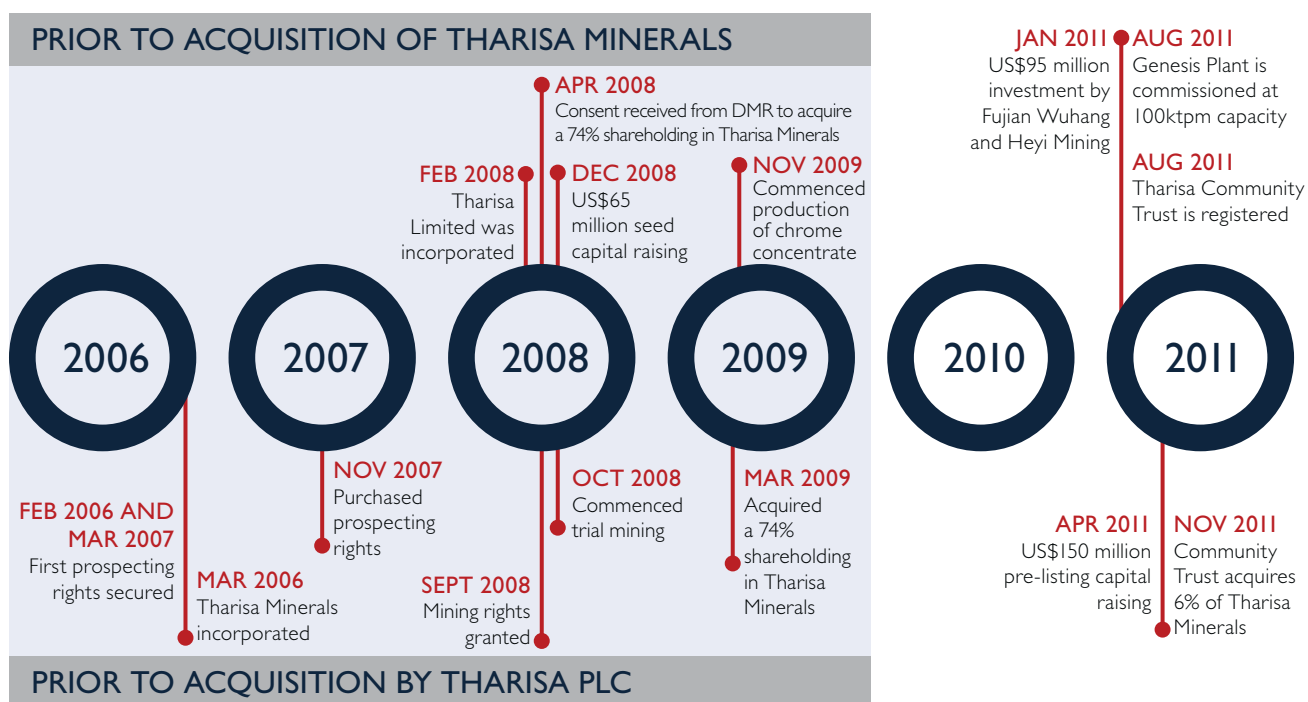
Tharisa Community Trust (South Africa) **6%**

**TRADING/SERVICE PROVIDER COMPANIES**

<p>Arxo Resources (Cyprus) <b>100%*</b></p> <p>Markets and sells metallurgical and chemical grade chrome concentrate to customers primarily in Asia</p>	<p>Arxo Logistics (South Africa) <b>100%*</b></p> <p>Manages rail and road distribution of PGM concentrate and chrome concentrates produced by the Tharisa Mine to customers in South Africa, and to international customers via port facilities in Richards Bay and Durban for shipment</p>
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# OUR HISTORY

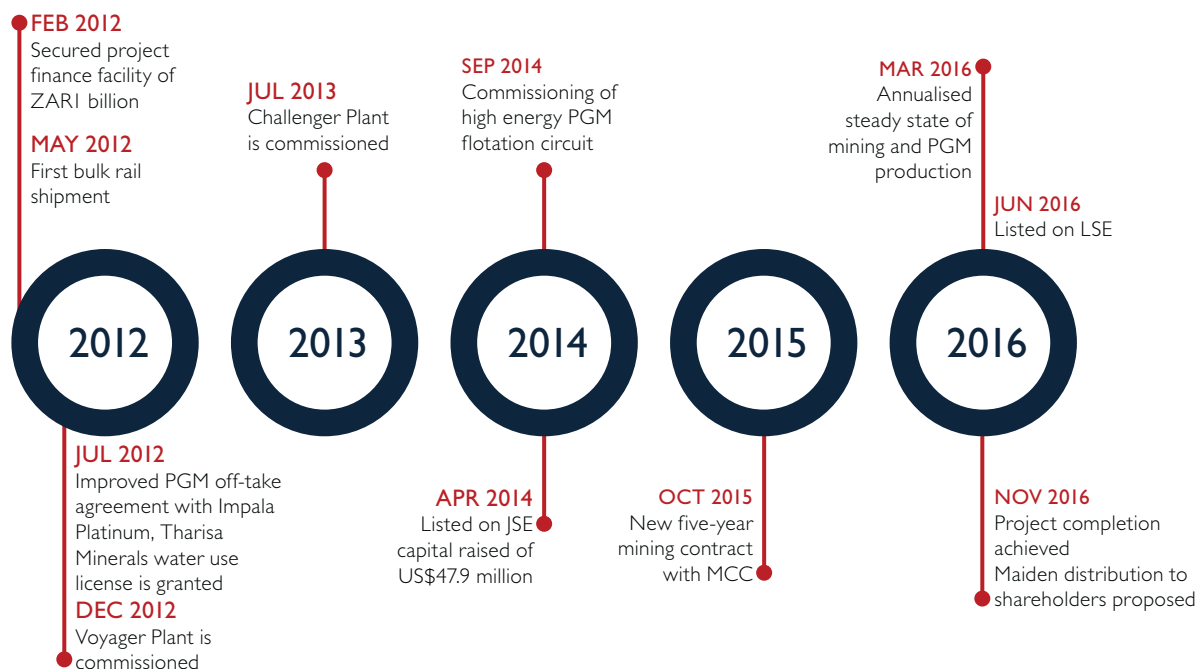
## THARISA PLC



## THARISA MINERALS

Key events in the Group's history are summarised below.

Date	Event
Feb-06 and Mar-07	Prospecting Rights for minerals, including PGMs and chrome, over various portions of the farm 342 JQ and the whole of the farm Rooikoppies 297 JQ are granted to Thari Resources by the DMR.
Mar-06	Tharisa Minerals is incorporated as a wholly-owned subsidiary of Thari Resources.
Mar-07	Coffey commences a drilling and exploration study for the Tharisa Mine.
Nov-07	Thari Resources sells its Prospecting Rights to Tharisa Minerals.
Feb-08	The Company is incorporated.
Mar-08	A Mining Right for chrome over portions 96 and 183 of 342 JQ is purchased by Tharisa Minerals from Beneficiators of Chrome Ore Proprietary Limited.
Apr-08	Consent for the Company to acquire a 74% stake in Tharisa Minerals is obtained from the DMR.
Sep-08	A Mining Right for certain minerals, including PGMs and chrome, over various portions of 342 JQ and the whole of Rooikoppies 297 JQ is granted to Tharisa Minerals by the DMR.
Oct-08	Trial mining commences at the Tharisa Mine.
Dec-08	Seed capital raising of US\$65 million.
Mar-09	The Company acquires a 74% stake in Tharisa Minerals following the consent granted in April 2008.
Nov-09	The pilot-scale plant with a ROM processing capacity of 38 ktpm is commissioned and production of chrome concentrate commences on a commercial basis.
Jan-11	US\$95 million raised through the issue of Shares to Fujian Wuhang and HeYi Mining.
Apr-11	Capital raising of US\$150 million from the issue of the convertible preference shares of the Company.
Aug-11	The Tharisa Community Trust is registered. The commissioning of the Genesis Plant increases processing capacity to 100 ktpm.



Date	Event
Nov-11	The Tharisa Community Trust acquires 6% of Tharisa Minerals from Thari Resources, funded by a donation from the Company.
Dec-11	The PGM concentrator at the Genesis Plant is commissioned.
Feb-12	Tharisa Minerals enters into a ZAR1 billion senior debt facility.
May-12	First bulk rail shipment to Richards Bay Dry Bulk Terminal previously shipment by road.
Jul-12	Improved PGM off-take agreement entered into with Impala Platinum (first agreement dated September 2011) Tharisa Minerals integrated water use licence is granted.
Dec-12	300 ktpm Voyager Plant is commissioned.
Jul-13	Challenger Plant is commissioned for the production of chemical and foundry grade concentrates.
Apr-14	Arxo Resources enters into a 50 ktpm chrome concentrate marketing agreement with Noble.
Apr-14	The Company listed on the JSE raising US\$47.9 million, trading as THA.
Sept-14	Commissioning of the high energy PGM flotation circuit.
Oct-15	Tharisa Minerals enters into a new five-year mining contract with MCC.
Mar-16	Tharisa Minerals achieved annualised steady state production levels of reef mining, mill throughput of 4.8 Mpta and PGM production of 144.0 kozpa.
Jan-16	Plant modifications made to the Voyager Plant to increase chemical grade chrome concentrate production.
Jun-16	Tharisa lists on the LSE, trading as THS.
Sept-16	Record milling, PGM production of 39.1 koz (5PGE+Au) and PGM recoveries of 80.6% achieved for the quarter.
Nov-16	Project completion achieved for project finance facility.
Nov-16	Maiden distribution to shareholders of US\$ 1 cent per share proposed.

# INVESTMENT CASE

Tharisa is an integrated mining company that follows a unique approach through innovation and technology to co-produce PGM and chrome concentrates in South Africa. It offers direct access to the only JSE and LSE listed co-producer with an integrated marketing, sales and logistics platform.

We are committed to health and safety and have a zero harm policy with a recorded LTIFR of 0.36 per 200 000 man hours worked. Tharisa Minerals was awarded the Best Safety Performance in class award at Mine Safe 2016. As a result of the mechanised mining and processing operations at the Tharisa Mine, Tharisa Minerals has a comparatively small and skilled labour force comprising of 502 direct employees and 1 685 contractor employees. We have a skilled, disciplined workforce. Tharisa Minerals is in the second year of a three-year wage deal with the recognised employees' union, NUM. As a responsible corporate citizen, we also have initiatives to support local communities through employment, education, skills development, health, community and business development.

Our key differentiators are that we have a large-scale open pit resource that allows us to extract five MG Chromitite Layers. We have an 18-year open pit life of mine and the ability to extend operations underground by a further 40 years. The Tharisa Mine is located in the South African Bushveld Complex, which is the world's largest platinum deposit. Tharisa itself taps into one of the world's largest single chrome resources at 877.7 Mt at 1.53 g/t 5PGE + Au and 20.5% Cr<sub>2</sub>O<sub>3</sub>.

Mining, environmental and water use permits and licences have been granted and are valid.

The mechanised nature of our open pit operation has ensured that we are in the lower cost quartile of PGM and chrome producers. While the open pit is planned with a strike length of 5 km and a highwall height of approximately 200 m, the average depth of platinum mines in South Africa is 750 m below surface.

Tharisa Minerals is at steady state production levels and is derisked with the major capital investment programme complete with two independent processing plants having 400 ktpm combined capacity. The integrated process involves primary extraction of chrome followed by PGM flotation, then secondary chrome extraction from the tailings. Steady state production of 147.4 koz PGMs (5PGE+Au) and 1.3 Mt of chrome concentrates is planned to be achieved in 2017.

The PGM concentrate is sold to Impala Platinum under an off-take agreement that has been in place for five years since first concentrate production. Metallurgical chrome concentrate is mainly shipped to China where it is consumed primarily by the stainless steel industry. We have a platform that markets our metallurgical chrome concentrates to end-users, stainless steel producers and global commodity traders. Production of specialty grade chrome concentrate, which is made up of chemical and foundry grade concentrates, was increased during the financial year to diversify the product range.

In FY2016, our chrome exports represented 12.9% of South Africa's chrome exports to China and 9.5% of Chinese global chrome imports.

Further organic growth through innovation is currently being undertaken, enabling additional revenue through the improvement of recoveries from every tonne of ore. We continue to assess value-accretive opportunities.

Our vision is to become a leading natural resources company, generating value by becoming a globally significant low cost producer of strategic commodities.

## COMPETITIVE STRENGTHS

Tharisa is uniquely positioned through its:

- ▲ shallow and large-scale PGM and chrome resource, one of the world's single largest chrome resources, enabling Tharisa to be a large-scale producer for several decades;
- ▲ mining of five MG Chromitite Layers allowing for the co-production of PGM and chrome concentrates;
- ▲ independent processing plants providing operational flexibility;
- ▲ capacity to produce metallurgical and higher margin chemical and foundry grade concentrates for different markets;
- ▲ position in the lowest cost quartile of the PGM and chrome concentrate cost curves underpinned by low risk mining and beneficiation processes;
- ▲ mechanised operations and skilled labour force;
- ▲ direct relationships with South African and international customers;
- ▲ integrated marketing, sales and logistics platforms;
- ▲ extensive industry and management experience with a successful track record of identifying, developing and operating open pit and underground mining operations; and
- ▲ pioneering, innovative and unique approach to viable mineral extraction and beneficiation.



# LEADERSHIP REVIEW

FINANCIAL YEAR ENDED SEPTEMBER 2016



—○ Our full year results demonstrate that the Group has come of age, improving profitability through economies of scale and operational excellence in a depressed commodity market shows that Tharisa's low cost model sets the Group apart from its peers.



—○ Loucas Pouroulis  
Executive Chairman



—○ Phoevos Pouroulis  
Chief Executive Officer



—○ Michael Jones  
Chief Finance Officer

## Executive Chairman Loucas Pouroulis, Chief Executive Officer Phoevos Pouroulis and Chief Finance Officer Michael Jones.

Dear Stakeholder

In compiling this report we have been guided by materiality so that we report concisely on those issues most material to our stakeholders and our ongoing ability to create value. More detailed information is available on our website, [www.tharisa.com](http://www.tharisa.com).

The year under review has once again proven the robustness of our low cost co-production model. We are pleased to report that, in spite of chrome concentrate prices reaching critically low levels in Q2, we negotiated the challenges and have succeeded in reporting an improved and profitable performance.

FY2016 was always set to be a watershed year for Tharisa even though the achievement of steady state production was impacted by safety related stoppages in Q1, which delayed this achievement. However, from Q2 onwards the Tharisa Mine recorded steady state production (on an annualised basis) and a number of record achievements during the remainder of the year.

We mined 4.8 Mt of ore during the year being the required mining call rate for the nameplate capacity of our processing plants of which 4.7 Mt was processed through the two plants. This resulted in above guidance PGM production of 132.6 koz of contained PGMs and production of 1.2 Mt of chrome concentrates. Of the chrome concentrates, 269.4 kt comprised specialty grade product on the back of our strategic decision to increase our market share and capture higher margins in a suppressed metallurgical grade market.

PGM prices have remained relatively stable during the year albeit lower than FY2015 supported by a weaker ZAR, and we believe there is potential for a price recovery in platinum in particular with palladium recording a strong recovery post the year end to above US\$700/oz.

Post the year end we have seen a recovery in the metallurgical grade chrome prices delivered to China on the back of physical supply shortages with inventories running to critically low levels, coupled with a Chinese stimulus package initiating strong stainless steel growth and consumption in China. Prices are currently reported at above US\$350/t CIF China.

Our full year results demonstrate the significance of reaching steady state production, a reduction in unit costs, as well as operational efficiencies. Operating profit for the year amounted to US\$32.1 million (2015: US\$18.4 million), with a net profit after tax of US\$15.8 million (2015 US\$6.0 million) generating HEPS of US\$ 6 cents (2015: US\$ 2 cents).

It is the Group's policy to pay 10% of consolidated net profit after tax as a dividend, and the directors are pleased to announce that subject to the necessary shareholder and regulatory approvals, the Board has approved an inaugural distribution to shareholders of US\$ 1 cent per share signalling our strong

intention of maintaining capital discipline and of being a dividend paying company.

## SAFETY

Safety remains a priority at Tharisa which achieved a fatality free year and, at 30 September 2016, our LTIFR per 200 000 hours worked at the mine was 0.36.

As previously reported, Q1 was interrupted by a number of safety related stoppages primarily on the back of the tragic fatality that occurred in September 2015. This impacted our mill throughput for the quarter by approximately 15%. We are pleased to advise that no safety related stoppages were incurred for the remainder of the year highlighting our emphasis on safety as well as our improved relationship with the DMR inspectorate.

We continue to strive for a zero harm work environment and in line with the DMR's drive to minimise all injuries within the South African mining industry, we have renewed our commitment to our stakeholders and taken the necessary steps in ensuring a safer workplace. To that end it is pleasing to report that Tharisa Minerals was awarded the Best Safety Performance in class award at Mine Safe 2016.

## OPERATIONAL OVERVIEW

A number of milestones were achieved during the financial year including:

<b>4.8 Mt</b> reef mined ▲ 15.6%	<b>1.24 Mt</b> production of chrome concentrates ▲ 0.8%
<b>4.7 Mt</b> milled ▲ 5.8%	<b>62.7%</b> chrome recovery ▲ 8.1%
<b>132.6 koz</b> 5PGE+Au contained PGM production ▲ 12.4%	<b>269.4 kt</b> specialty grade chrome production ▲ 138.8%
<b>69.9%</b> overall PGM recovery ▲ 6.2%	

# LEADERSHIP REVIEW (continued)

## FINANCIAL YEAR ENDED SEPTEMBER 2016

### MINING

Steady state reef mining was achieved for the year under review. The accelerated overburden stripping of the previous two years allowed a focus on inter-burden waste removal and an increased strike face length. It is planned that the stripping ratio will normalise to 9.7 m<sup>3</sup>:m<sup>3</sup> in FY2017 from the 7.3 m<sup>3</sup>:m<sup>3</sup> achieved in the current year.

### PROCESSING

The processing plants performed well throughout the year with exceptional performance during Q4 resulting in PGM recoveries achieving record levels of 80.6%, and chrome recoveries nearing targeted levels at 63.5% during the quarter.

Plant throughput equated to 98% of combined nameplate capacity despite the various enforced safety stoppages in Q1. The primary spiral replacement programme was successfully completed and enabled the production of specialty grade chrome concentrates to increase to 21.7% of total chrome concentrate production up from 10.1% the prior year, a strategic decision taken to mitigate against the sharp decline in metallurgical grade prices in Q1 and Q2. Specialty grade chrome concentrates typically command a US\$30/t premium over standard metallurgical grade chrome concentrates.

### LABOUR RELATIONS

Labour relations at the Tharisa Mine remained stable, during the year and we benefit from being in the second year of a three-year wage agreement concluded in the second quarter of FY2015. The agreement ensures annual salary increases in line with South African inflation rates. The interface between the NUM, which represents the majority of our employees, and Tharisa Minerals is constructive and co-operative. Our main contractor, MCC, has recognised AMCU as the representative union at the mine. There have been no material issues with the contractor's labour during the financial period under review.

### UTILITIES

Our relationship with our primary utility supplier Eskom continues on a sound footing with no material disruptions to electricity supply and with no impact on processing activities during the period under review.

South Africa has experienced a major drought and as a result water supply and sustainability was ranked as our number one risk for our mining and processing operations at the Tharisa Mine. In terms of our mitigation strategy we were able to secure additional water from the nearby Buffelspoort Dam via a temporary transfer and conversion of our agricultural water use rights to industrial use rights. This allocation along with our existing sources of water is sufficient for our operations. We are pleased to report that post year end typical rainfall has begun replenishing our conventional water sources.

### LOGISTICS

	2016	2015	Change %	
Average transport cost per tonne of chrome concentrate – CIF China basis	US\$/t	42	56	(25)
Chrome concentrates shipped	kt	923.1	974.8	(5)

The chrome concentrates destined for main ports in China were shipped either in bulk from the Richards Bay Dry Bulk Terminal or via containers and transported from Johannesburg by road to Durban from where it was shipped. The economies of scale and in-house expertise have ensured that our transport costs, a major cost of the Group, remains competitive.

Arxo Logistics has sufficient storage capacity at both the Richards Bay Dry Bulk Terminal and the Durban container port to manage Tharisa Minerals' full production capacity.

A total of 923.1 kt (2015: 974.8 kt) of chrome concentrates was shipped by Arxo Logistics in FY2016 mostly to main ports in China. Of this, 95% was shipped in bulk, representing a significant increase on the prior year's bulk shipments of 87%. Bulk shipments are preferred by customers due to ease of handling and reduced port charges, as well as reduced levels of administration. The increase in bulk shipments demonstrates the effectiveness of the newly upgraded rail siding at Marikana and the use of the Richards Bay Dry Bulk Terminal link, as well as the benefit of Arxo Logistics being certified as a clearing agent with the revenue authorities at Richards Bay. Arxo Logistics provided third-party logistics services during the period under review and is planning to expand this service offering in the year ahead.

Negotiations regarding a planned public-private partnership for an on-site railway siding at the Tharisa Mine are continuing and final commercial terms are still to be agreed. This will not only improve efficiencies and costs, but will also improve safety and alleviate environmental impacts by reducing road freight haulage.

### SUSTAINABILITY

Sustainability is at the heart of our business. We are proud of our track record in minimising our environmental impact and, while we strive to improve further, we take pride in our mature and mutually beneficial relationships with the communities that border the Tharisa Mine.

We not only understand our obligations to create social capital as enshrined in the MPRDA, but strive to achieve these obligations in ways that create ongoing sustainable social capital. Our commitment to the neighbouring communities is evidenced in all aspects of our business, not only from our corporate social initiatives and local economic development plans but also underpinned by equity ownership of the community in Tharisa Minerals.



## COMMODITY MARKETS AND SALES

		2016	2015	Change %
PGM basket price	US\$/oz	736	885	(16.8)
PGM basket price	ZAR/oz	10 881	10 593	2.7
42% metallurgical grade chrome concentrate contract price	US\$/t	120	158	(24.1)
42% metallurgical grade chrome concentrate contract price	ZAR/t	1 751	1 903	(8.0)
Specialty grade chrome concentrate price (FOB basis)	US\$/t	126	146	(13.7)
Exchange rate	ZAR:US\$	14.8	12.0	

PGM concentrate production continues to be sold to Impala Platinum in terms of the off-take agreement with a total of 132.9 koz of contained PGMs (on a 5PGE +Au basis) being sold during the year. This is an increase of 10.8% over the previous year's sales of 119.9 koz of contained PGMs (on a 5PGE+Au basis).

Chemical and foundry grade chrome concentrates produced by Arxo Metals continued to be sold to Rand York Minerals in terms of an off-take agreement and chemical grade chrome concentrates produced by Tharisa Minerals. Rand York Minerals and Arxo Resources have agreed to the joint marketing of the chemical grade concentrate sold by Tharisa Minerals.

## FINANCIAL OVERVIEW

The segmental contribution to revenue and gross profit from PGM and chrome concentrates is summarised below:

US\$ million	2016			2015		
	PGM	Chrome	Total	PGM	Chrome	Total
Revenue	81.5	138.1	219.6	83.1	163.7	246.8
Cost of sales	57.3	107.8	165.1	63.9	139.8	203.7
Cost of sales excluding selling costs	57.1	64.7	121.8	63.7	80.8	144.5
Selling costs	0.2	43.1	43.3	0.2	59.0	59.2
Gross profit contribution	24.2	30.3	54.5	19.2	23.9	43.1
Gross profit margin %	29.7	21.9	24.8	23.1	14.6	17.5
Sales volumes	132.9 koz	1 196.2 kt		119.9 koz	1 124.4 kt	

(Shared costs continue to be allocated on an equal basis to the respective reporting segments)

Group revenue totalled US\$219.6 million, a decrease of 11.0% relative to the previous year. The decrease in revenue is attributable to a decrease in the commodity prices for both PGMs and chrome concentrates with the basket price for PGMs reducing by 16.8% per ounce and the metallurgical grade chrome concentrate price on a CIF main ports China basis reducing by 24.1% per tonne over the comparable period. The reduction in revenue was mitigated by the increase in PGM and chrome concentrate volumes sold.

The PGM prill split by mass is as follows:

	2016	2015
Platinum	55.9%	56.2%
Palladium	16.1%	16.2%
Rhodium	9.4%	9.3%
Gold	0.2%	0.2%
Ruthenium	13.9%	13.7%
Iridium	4.5%	4.4%

Tharisa Minerals is paid a variable percentage of the market value of the contained PGMs in terms of an agreed formula. The PGM basket price has remained under pressure with the average PGM basket price per ounce reducing by 16.8% to US\$736/oz (2015: US\$885/oz) for the financial year. However, Tharisa Minerals benefited from a weakening of the ZAR relative to the US\$, resulting in the ZAR basket price increasing by approximately 2.7%.

Chrome concentrate sales totalled 1.2 Mt, 272.7 kt of which were higher value-add specialty chemical and foundry grade chrome concentrates with the bulk of the sales being metallurgical grade chrome concentrate. The average price for metallurgical grade chrome concentrate on a CIF main ports China basis reduced in US\$ terms to US\$120/t. China remains the main market for metallurgical chrome concentrate. The agency agreement with Noble for 50 ktpm metallurgical grade chrome concentrate continues.

The Group's gross profit margin of 24.8% compared favourably to the comparable period's gross profit margin of 17.5%.

The PGM segment gross margin of 29.7% was higher than the previous year, notwithstanding the sales revenue being negatively impacted by reduced PGM prices. The gross margin improved with a reduction in the overall unit cost of production as annualised steady state production was achieved and recoveries improved. The cost base for PGMs is predominantly in US\$ and the weakening of the ZAR relative to the US\$ impacted favourably on the PGM sector gross margin.

# LEADERSHIP REVIEW (continued)

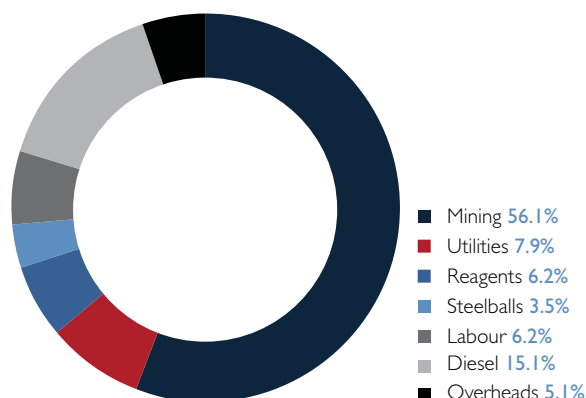
## FINANCIAL YEAR ENDED SEPTEMBER 2016

The chrome segment gross margin of 21.9% was higher than the year before with contributing factors including competitively priced freight rates for bulk shipments of chrome concentrates, reduction in the unit cost of production as steady state production on an annualised basis was achieved and the benefits on the cost base of a weakening ZAR relative to the US\$.

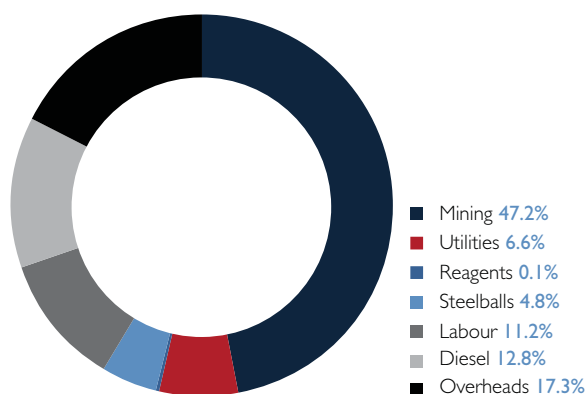
Gross margins also benefited following the modification of the Voyager Plant spiral circuits and increased production of chemical grade chrome concentrates which are a higher value specialty product.

The major constituent of the cash cost of sales of PGMs and chrome concentrate are depicted in the graphs below.

### PGM CASH COST OF SALES



### CHROME CASH COST OF SALES



After accounting for administrative expenses of US\$22.8 million (a reduction of 8.1% over the comparable period), the Group achieved an operating profit of US\$32.1 million.

EBITDA amounted to US\$43.0 million (2015: US\$29.0 million).

Finance costs (totalling US\$11.8 million) principally related to the senior debt facility secured by Tharisa Minerals for the construction of the Voyager Plant.

Notwithstanding the depressed commodity prices during the financial year, the Group recorded a substantial improvement in profitability, generating a profit before tax of US\$22.0 million compared to the comparable period of US\$9.6 million.

The tax charge amounted to US\$6.2 million, an effective charge of 28.1%, due primarily to disallowable charges being incurred within the Group's activities including in relation to inter-group preference share funding.

Foreign currency translation differences for foreign operations, arising where the Company has funded the underlying subsidiaries with US\$ denominated funding and the reporting currency of the underlying subsidiary is not in US\$, amounted to a favourable US\$4.2 million against the prior year's charge of US\$39.4 million. The average exchange rate for the main operating subsidiary (which reports in ZAR) weakened from ZAR11.98 in FY2015 to ZAR14.79 in the current reporting period.

Basic and diluted profit per share for the year amounted to US\$ 5 cents (2015: US\$ 2 cents) with headline earnings per share of US\$ 6 cents (2015: US\$ 2 cents).

The major capex for achieving steady state production has been incurred with the current capex spend focused on stay in business capex and optimisation initiatives to improve recoveries of both PGMs and chrome concentrates. Additions to property, plant and equipment for the period amounted to US\$12.3 million, including an amount of US\$2.4 million relating to the capitalisation of deferred stripping. The depreciation charge amounted to US\$10.2 million (2015: US\$10.3 million).

In terms of the Group's Share Award Plan, during the financial year the Company issued 1 089 685 new ordinary shares ranking *pari passu* with the existing issued ordinary shares following the vesting of conditional awards.

The total debt amounted to US\$67.1 million, resulting in a debt to total equity ratio of 33.2%. Offsetting the debt service reserve account amount of US\$9.8 million, resulted in a *pro forma* debt to equity ratio of 28.4%. The long-term targeted debt to equity ratio is 15%. Off-setting the debt service reserve account and the cash and cash equivalent of US\$15.8 million results in a net debt to total equity ratio of 20.5%.

The principal debt is a senior debt facility raised to fund the expansion of the mining footprint and the construction of the Voyager Plant. The amount outstanding at 30 September 2016 amounted to US\$36.5 million (the facility is a ZAR denominated facility). Subsequent to the financial year end, on 14 November 2016, project completion as defined in the senior debt facility terms was achieved. As a result the interest rate reduces by 150 basis points and the guarantee provided by the Company falls away.

The Group discounted certain letters of credit with financial institutions. This discounting is with recourse. At 30 September 2016, this short-term debt amounted to US\$23.0 million.

The Group generated net cash from operations of US\$22.2 million (2015: US\$41.4 million). Cash on hand amounted to US\$15.8 million. In addition, the Group held US\$9.8 million in a debt service reserve account.

It is Company policy to pay an annual dividend of 10% of consolidated net profit after tax. No dividend was declared in respect of the financial year ended 30 September 2015 due to the volatility of commodity prices post the financial year end. It is therefore proposed to declare a distribution of approximately 10% of the cumulative consolidated net profit after tax for the financial year ended 30 September 2015 and September 2016. To comply with Cypriot Companies Law which precludes dividends being paid unless past losses have been recouped the distribution, which has been approved by the Board, will, subject to shareholder approval and the necessary court approvals, be made by way of a return of share premium to shareholders (a capital reduction) in the amount of US\$ 1 cent per share. The necessary resolution will be proposed at the upcoming Annual General Meeting of the Company.

## OUTLOOK

With the considerable recovery in chrome concentrate prices underpinned by demand the margins from our chrome business are robust. Our free cash flow for FY2017 and EBITDA margins should grow considerably supported by solid operational performance and a more favourable commodity outlook. While the PGM basket price in US\$ seems suppressed with the weaker South African currency we still maintain healthy margins and are geared to benefit from a recovery in this market. We look to additional optimisation within our stay in business capex with the high energy flotation conversion in the Genesis plant boosting PGM recoveries within this plant, as well as the secondary spiral replacement programme underway potentially unlocking further chrome units.

Reaching steady state on an annualised basis in the year under review has set the business up to benefit from incremental improvements in feed grade, recoveries and more buoyant commodity markets. The production outlook for FY2017 remains at 147.4 koz of PGMs and 1.3 Mt of chrome concentrates, of which 300 kt will be specialty grade chrome concentrates.

The management team is positive about the prospects for the year ahead and believe that it will be the definitive year where the economies of scale will be demonstrated through reduced unit costs and increasing operating margins and material profits.

We thank our Board, management, employees, customers, suppliers and partners who have assisted the Company during this profitable year.

# BUSINESS MODEL

## THARISA PLC IS AN INTEGRATED RESOURCES GROUP

We are uniquely positioned, incorporating mining, processing, beneficiation, marketing, sales and logistics. Tharisa is a low cost producer of PGM and chrome concentrates resulting in two distinct revenue streams from a single resource with costs being shared between the commodities. We continue to explore beneficiation opportunities through innovation and technology.

## INPUTS



### PEOPLE

- Skilled workforce
- Experienced entrepreneurial leadership
- Human resource development
- Zero harm culture



### ASSETS

- Mining right
- Significant resource
- Long-term open pit life of mine
- Processing plants
- Major capex invested
- Regulatory compliant



### FINANCIAL

- Cash – operationally cash flow positive
- Capital expenditure – SIB and optimisation projects
- Fully funded
- JSE and LSE listing – access to capital markets



### INNOVATION

- Optimisation – mining and processing
- Research and development



### STAKEHOLDERS

- Employees
- Shareholders
- Communities
- Customers
- Suppliers
- Government
- Municipalities
- Regulators



### INFRASTRUCTURE

- Less reliant on electricity – diesel powered mining
- Electricity
- Water
- Road and rail networks
- Port facilities

## WHAT WE DO



### MINERAL EXTRACTION

- Contractor mining model
- Mining of five MG Chromitite Layers



### BENEFICIATION

- Producing PGM and chrome concentrates



### RESEARCH AND DEVELOPMENT – OPTIMISATION

- Improving recoveries



### MARKETING AND SALES

- Sales of PGM concentrate to Impala Platinum
- Marketing and sales of chrome concentrates to customers



### LOGISTICS

- Road distribution of PGM concentrates
- Road and rail distribution of chrome concentrates

# OUTPUTS

## PRODUCTS



PGM concentrate



Metallurgical grade  
chrome concentrate



Chemical grade  
chrome concentrate



Foundry grade  
chrome concentrate

## SERVICES



Marketing and sales



Logistics

## WASTE



Process tailings



Waste rock

# OUTCOMES



## PEOPLE

- Employment
- One third from local community
- Skills development
- Wellness programme
- Low LTIFR, fatality-free year



## ASSETS

- Production of saleable product
- Depletion of resources



## FINANCIAL

- Operating profit
- Cash generated from operations
- Social upliftment
- Taxes and royalties
- Dividends
- Shareholder returns



## INNOVATION

- Process improvements



## STAKEHOLDERS

- Wages, salaries, bonus schemes and share award plans
- Returns to shareholders
- Tharisa Community Trust
- Community upliftment
- Customers – quality of products, consistent deliveries
- Suppliers



## INFRASTRUCTURE

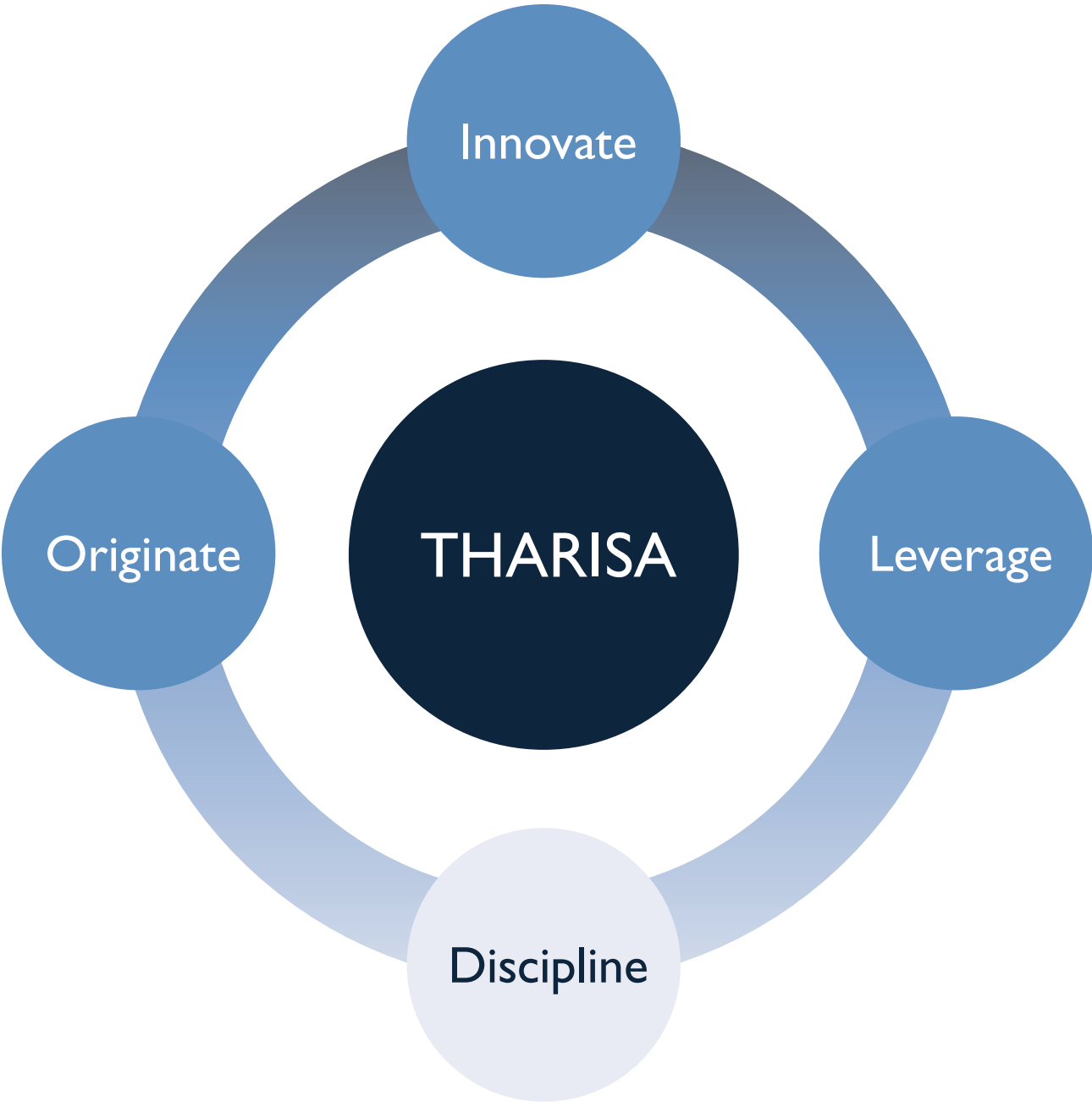
- Responsible management and efficient use

# OUR STRATEGY

Tharisa's strategy is to generate value by becoming a globally significant low cost producer of strategic commodities.

We aim to service growing global demand for our products through integrated mining, processing, marketing, sales and logistics operations.

Our expansion strategy focuses on growth through value accretive acquisitions, development and operation of large-scale, low cost projects that are in or close to production.



## ORIGINATE

Tharisa seeks to grow and expand its business by investing in operations or projects which demonstrate opportunities for value accretion. The Group proactively seeks out investment or acquisition opportunities in strategic commodities.

The Group gives preference to opportunities to develop and operate large-scale and low cost projects that are in or close to production.

Such opportunities must meet Tharisa's stringent investment criteria and allow its management to employ their core skills.

## INNOVATE

The Group was born out of innovation. It was through its innovative approach to processing the multiple MG reef horizons that it established South Africa's only PGM and chrome co-producer earning equal revenue from both commodities. It is through continued innovation that the Group finds ways of optimising its current mining and processing.

Recent optimisation initiatives include process optimisation strategies for both PGM concentrate recoveries and chrome concentrate recoveries. To recover additional PGMs, a high energy flotation circuit was commissioned in September 2014 to recover the fine PGM particles. This increased recoveries from 61% to over 70%. The primary spiral replacement programme was completed during FY2016 and increased chrome recoveries from 58.0% in FY2015 to over 62.0%. Various chrome technologies are being assessed to improve the recovery of chrome concentrates above the target of 65%.

In-house research on recovering additional chrome concentrate from the tailings at the Tharisa Mine is ongoing and currently being tested. Opportunities to use the technology on third party tailings is also being evaluated.

## LEVERAGE

Tharisa is exploring ways to expand its marketing and sales capabilities to allow the Group to capture additional margins by leveraging its existing know-how, experience and relationships through third-party sales.

The Group's logistics platform also provides increased scalability by securing more efficient logistics arrangements to customers.

Tharisa believes that it can effectively compete with other commodity traders on the basis of its tailored and high-quality service offering, local market knowledge and competitive pricing. Through Arxo Resources, the Group is exploring opportunities to act as an off-taker or agent for third parties allowing it to benefit from scalability, and to broaden its contact base with the market.

## DISCIPLINE

The Group is delivering on its aim to reach steady state production of 147.4 koz PGMs and 1.3 Mt of chrome concentrates, and continues to move towards meeting its recovery targets of 70% for PGMs and 65% for chrome.

Tharisa is committed to capital discipline. With the major capital investment programme complete, the Group is significantly derisked. With stringent management of our costs and improved efficiencies. Tharisa continues to be firmly positioned in the lowest cost quartile for both PGM and chrome concentrates. The Group is also operating cash flow positive, which has allowed it to consider returning cash to shareholders. Tharisa has an annual dividend policy of 10% of consolidated NPAT.

Tharisa successfully completed the project completion tests on 14 November 2016 in respect of the ZARI billion senior debt finance facility. As a result of project completion, the facility's interest rate will reduce from JIBAR + 490 bps per annum to JIBAR + 340 bps per annum, reducing the cost of debt. In addition, the guarantee provided by Tharisa to Tharisa Minerals will lapse.

Tharisa is committed to reducing its debt to levels that will allow it the flexibility it may need to move quickly when value-accretive investment opportunities arise. Tharisa's target debt to equity ratio is 15%.

The Group's listings on the JSE and the LSE provide potential capital flexibility and has given it access to a broader investment market.

# MARKET REVIEW

The true value of Tharisa being a low cost co-producer of PGM and chrome concentrates has once again been proven in FY2016. While PGM prices remained subdued, chrome concentrate prices were volatile during the financial year, trading between a low of US\$80 per tonne and a high of US\$168 per tonne, with an average of US\$120 per tonne.

## THARISA'S MARKET POSITION

Tharisa is the only JSE and LSE listed co-producer of PGM and chrome concentrates. It is the sixth largest South African platinum producer and ranks ninth in terms of global PGM production.

Tharisa is South Africa's fourth largest chrome producer and the largest producer from a single resource.

In FY2016, Tharisa accounted for 9.5% of China's chrome ore and concentrate imports and 12.9% of South Africa's chrome ore and concentrate exports to China.

Tharisa's production of chrome concentrates accounted for 15.5% of South Africa's merchant trade of chrome ore.

Tharisa is one of the world's largest producers of specialty grade chrome concentrate.

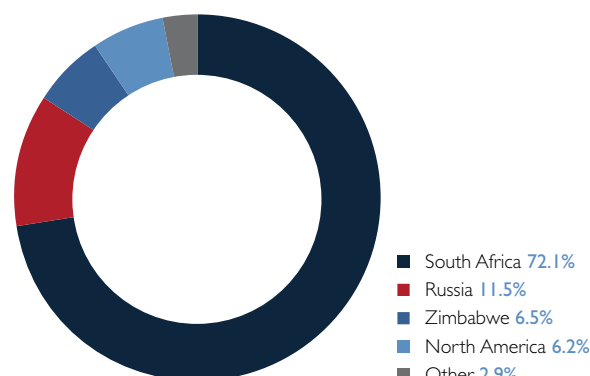
## PGM MARKET

Platinum group metals (PGMs) include platinum, palladium, rhodium and other metals. PGMs are valued for their durability, resistance to corrosion and excellent catalytic properties. The automotive industry is the world's largest consumer of PGMs, which are used in catalytic converters for vehicle exhaust systems. Other drivers of demand are jewellery, industrial and investment. South Africa remains the world's largest producer of PGMs, making up 72.6% of total supply in 2015 (WPIC Q3 Report).

According to the World Platinum Investment Council's (WPIC) Q3 2016 report, total platinum supply was 7 905 koz in 2015 and total demand was 8 265 koz.

The WPIC said in the report, released in November 2016, that total supply is forecast to remain flat for 2016 at 7 870 koz while platinum demand is forecast to decrease by 3% to 8 040 koz, resulting in a deficit for 2016. The market is expected to move into balance again in 2017 with supply, which is forecast at 7 745 koz, closer to demand, at 7 845 koz.

## GLOBAL PGM PRODUCTION BY COUNTRY (2015)



Source: WPIC, Q3 2016 Report

## CHROME MARKET

Global chrome ore and concentrate production is expected to contract marginally again in 2016 after dipping to 28.9 Mt in 2015. South Africa is the largest chrome producer globally and data for 2015 suggested that South African chrome ore and concentrate output reached around 16.0 Mt, including UG2 concentrate.

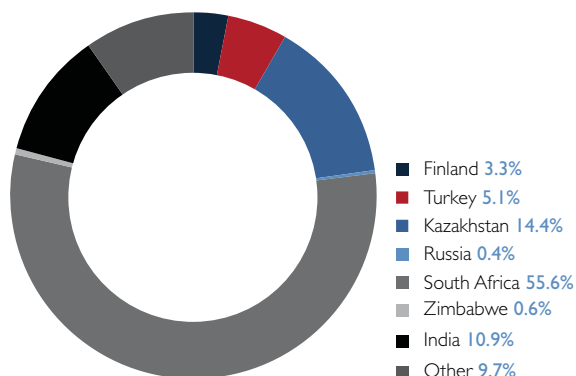
About 90% of South African exported chrome is to China as chrome ore lump and concentrates. Chinese customs data does not distinguish conventional chrome ore from UG2 concentrate but market participants estimate that anywhere between 30% to 50% of South Africa's chrome exports are in the form of UG2 chrome concentrates by-product.

Kazakhstan, the next biggest producer globally, produced around 4.1 Mt in 2015. India and Turkey make up the majority of remaining global production.

Chrome ore demand is driven by ferrochrome use with close on 92% of the chrome ore being used for metallurgical purposes. Three percent of the demand comes from the chemical industry and the rest from refractory and foundry industries. Stainless steel is the largest consumer of ferrochrome and as such a change in the dynamics of the stainless steel industry impacts on the ferrochrome industry.



## GLOBAL CHROME PRODUCTION BY COUNTRY (2015)



Source: ICDA

Russia is the second largest chrome concentrate importer, accounting for approximately 0.9 Mt in 2015, primarily imported from its neighbour Kazakhstan for use in ferrochrome plants. The European Union sources most of its material from South Africa and Turkey. European chrome concentrate demand is predominantly for specialty applications such as chemical grade to produce sodium dichromate, which is used for pigments, paints and plating or for leather tanning.

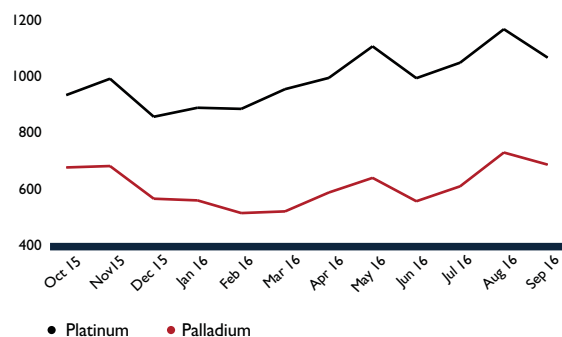
### PGM AND CHROME PRICES

Like other commodities, PGM and chrome prices experienced a degree of volatility. While PGM prices remained range bound in FY2016, chrome prices have more than doubled.

Chrome prices started to recover as from January 2016 as Chinese stainless steel and ferrochrome producers restock inventories. South African chrome products contribute approximately 80% of chrome ore demand.

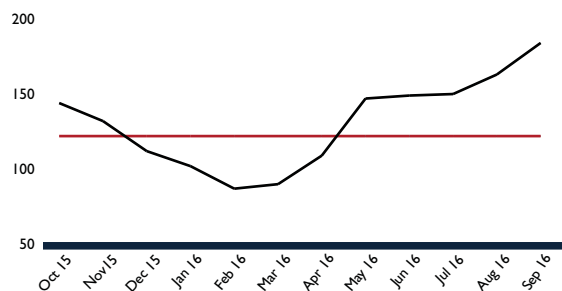
Post the financial year-end, chrome prices have continued to increase with sales transactions for delivery in January 2017 taking place at approximately US\$400 per tonne.

Platinum and palladium price (US\$/oz)



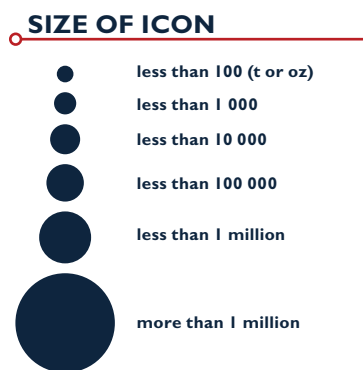
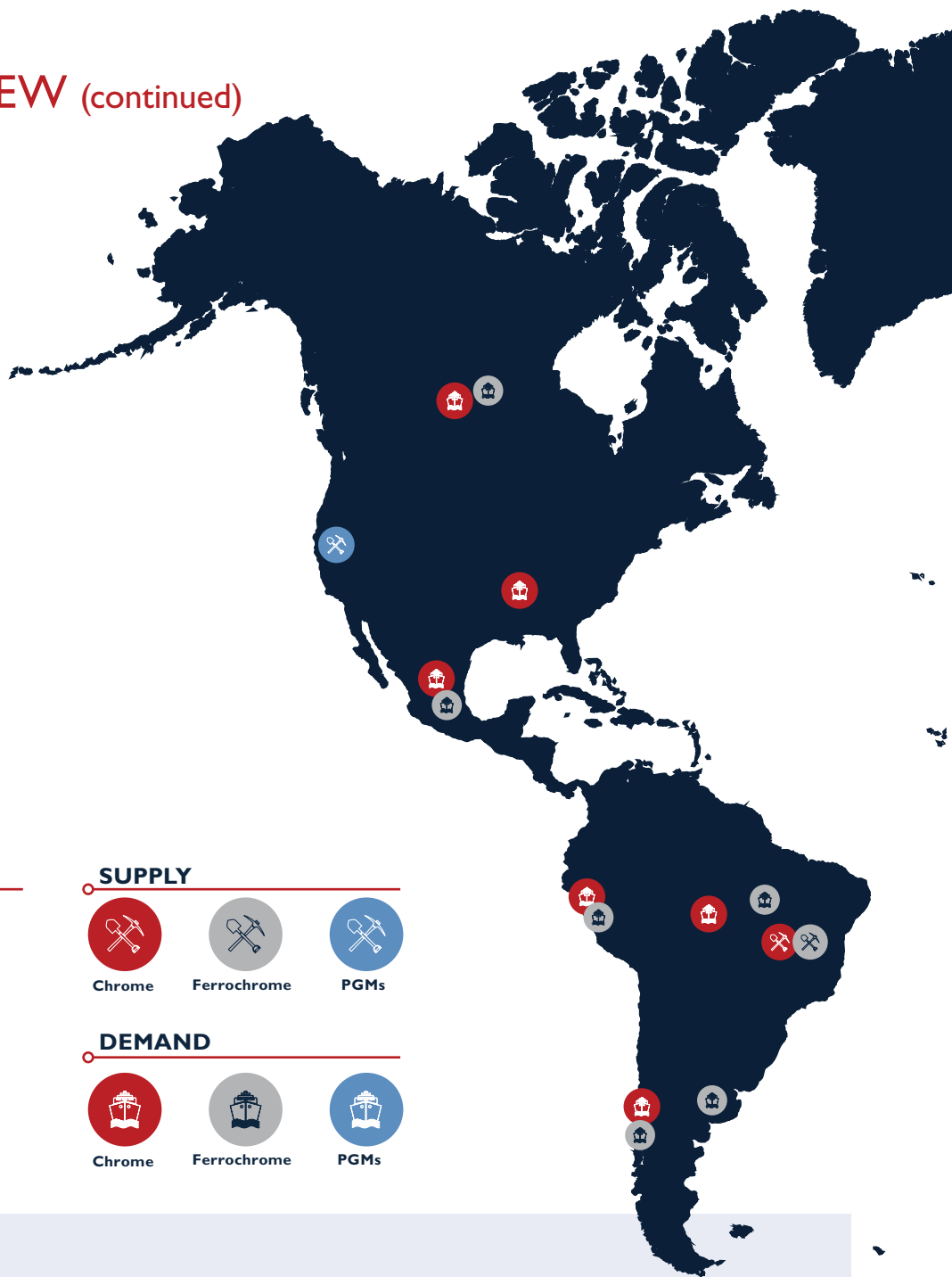
Source: Johnson Matthey

Metallurgical grade chrome price (US\$/t)



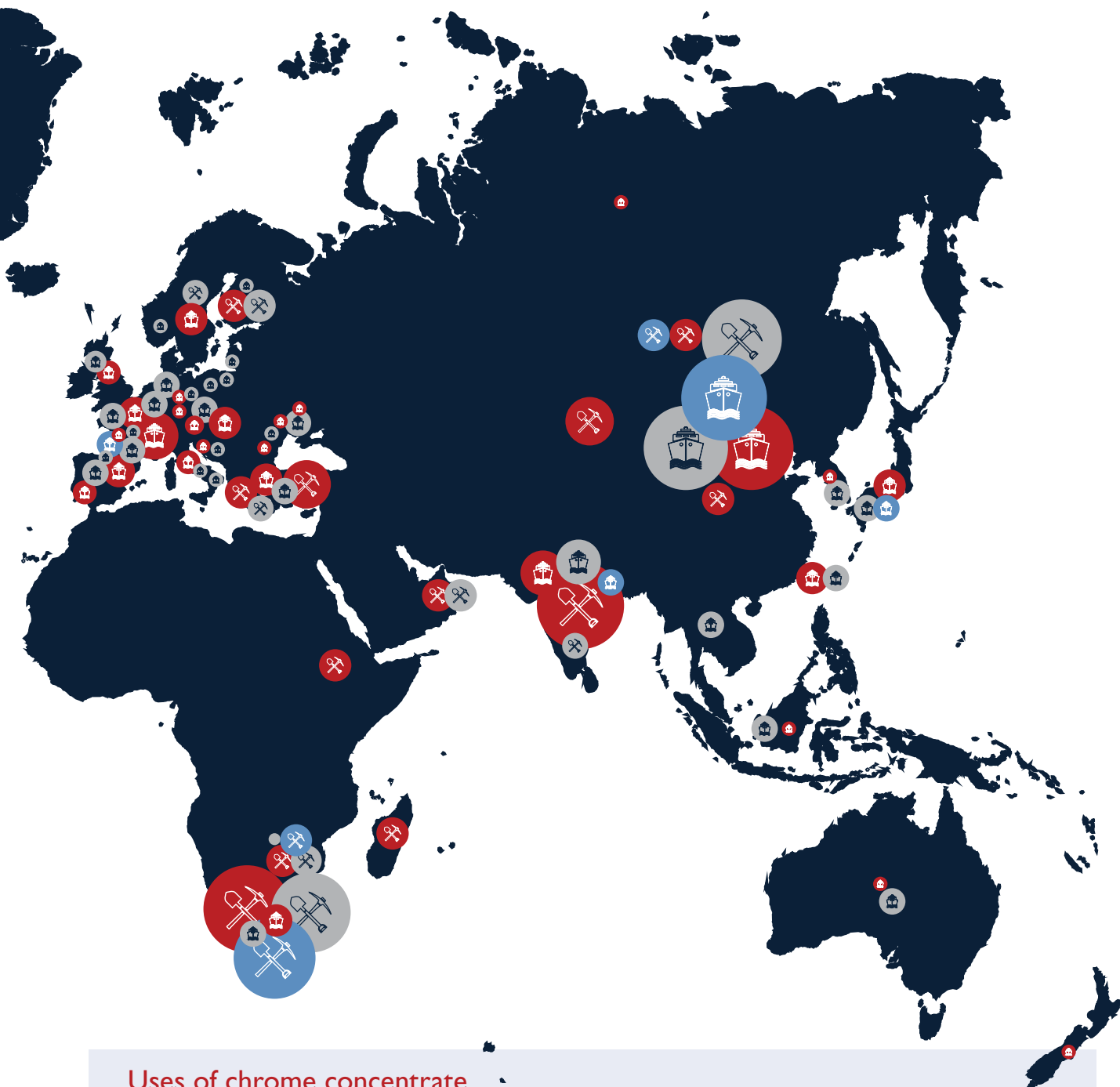
Source: Ferroalloy.net

# MARKET REVIEW (continued)



## Uses of PGMs

<b>Pt</b>	Platinum	Automotive catalytic converters mainly diesel engines	Jewellery
<b>Pd</b>	Palladium	Automotive catalytic converters – mainly petrol engines	Jewellery
<b>Ru</b>	Ruthenium	Electrical contacts	Chemical catalyst
<b>Rh</b>	Rhodium	Automotive catalytic converters	Optic fibre coatings
<b>Ir</b>	Iridium	Corrosion resistance	Automotive spark plugs
<b>Au</b>	Gold	Jewellery	Coinage



## Uses of chrome concentrate

92%

### Metallurgical grade

- $\text{Cr}_2\text{O}_3$  – 30% to 45%
- $\text{SiO}_2$  – <1%
- Chrome is the key ingredient for stainless steel

3%

### Foundry grade

- $\text{Cr}_2\text{O}_3$  – > 46%
- $\text{SiO}_2$  – < 1%
- High thermal conductivity and low thermal expansion
- Moulds for metal casting

3%

### Chemical grade

- $\text{Cr}_2\text{O}_3$  – 45% to 47%
- $\text{SiO}_2$  – < 1.2%
- Used to produce sodium dichromate

2%

### Refractory grade

- $\text{Cr}_2\text{O}_3$  – 46%
- $\text{SiO}_2$  – < 1.2%
- 98% < 2mm
- Refractory bricks for furnace linings

# PRINCIPAL BUSINESS RISKS

Tharisa regards principal business risks as issues that may, if they materialise, substantially affect the Group's ability to create and sustain value in the short, medium and long-term.

The risks that are material to Tharisa and its stakeholders are determined by an analysis of our risks, the external environment and the Group's engagement with stakeholders.

Material risks determine how Tharisa devises and implements its strategy since each risk has the potential to impact the Group's ability to achieve its strategic objectives.

Material risks are considered and reported on an ongoing basis by those members of the management team responsible for risk management. The Tharisa Risk Committee comprises all members of the Board.

Risks are identified in the Group Risk Register and are considered by management on a quarterly basis and reported to the Board at least twice a year.

Below are the material risks identified by the management team in consultation with a wide range of stakeholders and with reference to the Group's business model and strategy.

Risks	Impact	Mitigation
<b>Safety</b>		
Mining and processing safely is a key performance indicator for all executives and managers at Tharisa. Keeping people safe is of paramount importance to Tharisa.	<ul style="list-style-type: none"> <li>Unsafe work environment leading to a potential injury and/or fatality</li> <li>Disruptions to operations pending root cause investigations</li> <li>Potential section 54 and section 55 instructions from the DMR</li> </ul>	<ul style="list-style-type: none"> <li>Strive for zero harm working environment</li> <li>Comprehensive training on standard operating procedures</li> <li>Implement culture of safety risk intolerance</li> <li>Transparent and open relationships with DMR inspectorate</li> <li>Key performance indicator in Group cash bonus scheme to incentivise correct behaviour</li> </ul>
<b>Regulatory compliance</b>		
Strict adherence to various legal and legislative requirements enables Tharisa's licence to operate. There is uncertainty around amendments to the MPRDA and Mining Charter.	<ul style="list-style-type: none"> <li>Cost of compliance to changes in MPRDA and Mining Charter</li> <li>Non-compliance resulting in potential legal sanction</li> <li>Negative investor sentiment</li> <li>Capital raising hindered</li> </ul>	<ul style="list-style-type: none"> <li>Ensure compliance with current MPRDA and applicable legislation</li> <li>Excellent performance in terms of score card to the existing Mining Charter</li> <li>Engagement with regulatory authorities and industry organisations</li> <li>Ongoing communication and awareness to investors</li> <li>Constructive engagement between Government and the South African Chamber of Mines</li> <li>Changes to Mining Charter likely to be implemented over a phased period</li> </ul>
<b>Environment</b>		
Tharisa is obliged in terms of its undertaking to stakeholders, including government, providers of capital and the community, to monitor, minimise and mitigate our impact on the physical environment to the greatest extent possible, and not to infringe on rights to a safe and healthy environment.	<ul style="list-style-type: none"> <li>Harm to the environment</li> <li>Increased costs of remediation and rehabilitation due to legislative changes</li> <li>Potential legal sanction</li> </ul>	<ul style="list-style-type: none"> <li>Conduct all mining and processing operations in an environmentally responsible manner</li> <li>Compliance with all applicable national and local laws and regulations</li> <li>Monitor compliance against Equator Principles</li> <li>Consultants appointed to ensure appropriate financial provisions for rehabilitation and mine closure</li> </ul>
<b>Global commodity prices</b>		
The state of the world's economies impact on demand and market prices for PGMs and chrome. Volatility in the ZAR/US\$ exchange rates affects the Group's profitability.	<ul style="list-style-type: none"> <li>Negative impact on the profitability and cashflows of the Group</li> </ul>	<ul style="list-style-type: none"> <li>Monitor costs closely to ensure that we remain in the lowest cost quartile</li> <li>Stringent cost control</li> <li>Improved recoveries and operating efficiencies driving down unit costs</li> <li>Focus on production</li> </ul>

Risks	Impact	Mitigation
<b>Labour</b>		
The consistent, assured availability of appropriately skilled human resources is essential to the sustainability of Tharisa's operations. Similarly important is the efficiency and discipline of the Group's workforce.	Labour disruptions Potential damage to property  Loss of production	Recognition agreement with NUM Concluded three-year wage agreement with NUM which provides certainty and stability Monthly liaison with shop stewards and regular contact with regional leadership Ongoing training programmes
<b>Local stakeholders</b>		
Tharisa's neighbours are impacted by our operations in terms of employment, dust, noise, water security and our ability to invest meaningfully in their communities. The perceptions of stakeholders, including different sections of the community and various levels of government, are varied and multi-layered.	Disruptions to operations through community unrest Safety and health of community  Complaints to regulatory authorities and risk of intervention  Financial cost of investing in the community	Ongoing environmental impact monitoring  Ongoing discussions and negotiations with local landowners Partner with Government and local municipality to identify land within special development area to which the community may be relocated SLP Employment provided to the local community AET offered to employees and local community members
<b>Management of resources and reserves</b>		
How the Group manages the extraction of the mineral resource comprising multiple MG layers of reef is critical to its business model. Tharisa's success depends on it extracting the maximum value per tonne of reef while avoiding in-pit dilution and undue sterilisation of the resource.	Sub-optimal quantity and quality of reef resulting in poor processing plant recoveries, impacting on financial performance Sterilisation of resources reduces life of mine and inhibits mining flexibility	In-house mining skills Accuracy and execution of mine plan Mining employees and contractors managed on KPIs
<b>Cash flow</b>		
Investors expect appropriate returns relative to the perceived risks of their investments. In the context of subdued commodity prices the Group may have limited access to capital. The Group requires cash flow to meet debt repayments and ongoing growth of its asset through stay in business capital.	Inability to secure the capital necessary to fund the ongoing requirements of the Group Breach of debt facility terms Inadequate maintenance of plant and equipment	Comprehensive budgeting Stringent cost control Established working capital facilities Fully maintained debt service reserve account Preventative maintenance system implemented  Achievement of debt facility project completion
<b>Access to infrastructure</b>		
Tharisa's mining, processing and marketing operations rely on sustainable access to water, electricity and rail and road infrastructure.	Production interruptions Delivery commitments not complied with	Two independent processing plants providing flexibility in times of electricity and water curtailments Run of mine stockpiles providing buffer feed for processing plants Multi-model transport optionality via bulk or containers, road and/or rail Negotiating for on-site rail siding Improved water supply through conversion and transfer of water rights from Buffelspoort Dam
<b>Currency volatility</b>		
	Profitability of South African operations as costs are mainly ZAR based while revenue is US\$ denominated	Hedging policies have been implemented and are reviewed on an ongoing basis
<b>Production/location concentration</b>		
	Exposure to risks which are South Africa centric	Strategy to consider opportunities outside of PGMs and chrome, as well as opportunities beyond South Africa's borders
<b>Market/customer concentration</b>		
	Chrome customer base largely located in China with accompanying exposure to Chinese markets	Chemical and foundry grade chrome concentrates sold into other markets

# OUR VALUE CHAIN

Tharisa is unique in that it operates across the value chain – from mine to market. The full value chain is captured through the co-extraction of PGMs and chrome and in-house marketing, sales and logistics. This vertically-integrated approach allows the company to capitalise on economies of scale.

The benefits of an integrated marketing, sales and logistics platform gives Tharisa direct access to local and international customers. This direct access to the market enables direct price discovery and maximises value. This integrated platform also provides a basis to service third party customers in the future.

## THARISA MINERALS

<b>RESOURCE</b> <ul style="list-style-type: none"> <li>877.7 Mt resources at 1.53g/t 5PGE + Au and 20.5% Cr<sub>2</sub>O<sub>3</sub></li> </ul>	<b>MINING</b> <ul style="list-style-type: none"> <li>18-year open pit LOM</li> <li>40-year underground extension</li> </ul>	<b>PROCESSING</b> <ul style="list-style-type: none"> <li>400 ktpm nameplate capacity</li> <li>Genesis Plant (100 ktpm)</li> <li>Voyager Plant (300 ktpm)</li> </ul>
<b>LARGE SCALE</b> <ul style="list-style-type: none"> <li>One of the world's largest single chrome resource</li> </ul>	<b>MECHANISED</b> <ul style="list-style-type: none"> <li>Mechanised open pit mining with a skilled and small labour force</li> <li>Contractor mining model</li> </ul>	<b>DERISKED</b> <ul style="list-style-type: none"> <li>Steady state production of 147.4 koz</li> <li>PGMs and 1.3 Mt of chrome concentrates</li> </ul>

## ARXO METALS

<b>BENEFICIATION</b> <ul style="list-style-type: none"> <li>Production of specialty grade chrome concentrates</li> </ul>
<b>R&amp;D</b> <ul style="list-style-type: none"> <li>New technology assessment</li> </ul>

## ARXO RESOURCES/ DINAMI

<b>MARKETING AND SALES</b> <ul style="list-style-type: none"> <li>Significant trader of chrome concentrates</li> <li>Global reach for specialty chrome concentrates</li> </ul>
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## ARXO LOGISTICS

<b>LOGISTICS</b> <ul style="list-style-type: none"> <li>Road/rail transport, warehouse and port facilities for bulk chrome concentrates</li> <li>Road transport of PGMs</li> </ul>
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## MID TIER OPEN PIT PGM AND CHROME CONCENTRATE CO-PRODUCER WITH AN INTEGRATED MARKETING, SALES AND LOGISTICS PLATFORM

## CUSTOMERS

<ul style="list-style-type: none"> <li>PGM off take – Impala Platinum Specialty off take/joint marketing – Rand York</li> <li>Metallurgical agency – Noble Group</li> <li>Relationships with stainless steel and ferrochrome producers and global commodity traders</li> </ul>
--

# OPERATIONAL REVIEW

## THARISA MINERALS

Tharisa Minerals is 74% owned by the Company and is uniquely positioned as one of the world's only co-producers of both PGM and chrome concentrates. Tharisa Mineral's core asset is the Tharisa Mine, which is situated in South Africa's Bushveld Complex – the world's leading source of platinum and chrome.

The mine, which is situated on the western limb of the Bushveld Complex, allows Tharisa Minerals to mine and process five MG Chromitite Layers. Through innovative engineering, the material is processed at two independent plants to extract both PGM and chrome concentrates, thereby reducing unit costs and positioning Tharisa Minerals in the lowest cost quartile of operating costs in South Africa for both PGMs and chrome. Tharisa Minerals' low unit costs have ensured that it was well-positioned to manage commodity price volatility, notably in the chrome sector, during the first half of the financial year.

Its dual revenue streams provide a natural hedge against different commodity cycles with the products being used in different markets. PGMs are primarily used in the automotive and jewellery industries while chrome is primarily used in the manufacture of stainless steel. These features, together with record production and the improvement in commodity prices later in the year has resulted in Tharisa Minerals delivering a watershed FY2016 year.

## PRODUCTION STATISTICS

		2016	2015
LTIFR	200 000 hours	0.36	0.06
Stripping ratio	m <sup>3</sup> waste:		
	m <sup>3</sup> reef	7.3	10.7
Rougher PGM feed grade	g/t	1.65	1.62
PGM production	5PGE + Au koz	132.6	118.0
PGM recovery	%	69.9	65.8
ROM chrome feed grade	%	18.0	18.3
Chrome recovery	%	62.7	58.0
Chrome yield	%	26.7	25.5
Chrome concentrate production	kt	1 243.7	1 122.2
Metallurgical	kt	974.3	1 009.4
Specialty	kt	269.4	112.8

## Safety

Tharisa acknowledges that the safety of its people is critical to its success. Safety takes precedence over production. On 29 September 2016, Tharisa Minerals achieved the milestone of one fatality-free year. In recognition of these improvements, Tharisa Minerals was awarded the Best Safety Performance in Class award at Mine Safe 2016.

The LTIFR for FY2016 was 0.36 (2015: 0.06) per 200 000 man hours worked.

## Mining operations

Tharisa Minerals holds a Mining Right over 5 475 ha of land near the town of Rustenburg in the North West Province of South Africa. The right was granted on 19 September 2008 for an initial period of 30 years, providing access to a MG Chromitite outcrop with a strike length of approximately 5 km.

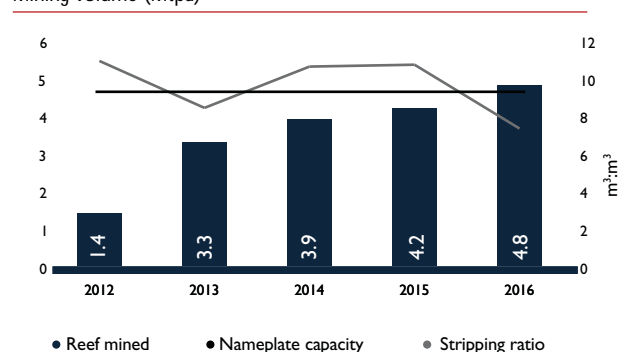
The mine is an 18 year open pit operation with a projected 40 year underground life-of-mine extension.

The mining operation, which is divided into the east pit and west pit, extracts largely fresh material from five MG Chromitite Layers. The average stripping ratio over the life of mine is 9.7 m<sup>3</sup> waste to m<sup>3</sup> reef. During FY2016, the mining team focused on interburden stripping to access the reef horizons as the waste stripping was ahead of plan. Going forward the stripping ratio will normalise.

Tharisa Mine uses specialist mining contractor MCC for drilling, blasting, loading, hauling and rehabilitation of the open pit. Tharisa Minerals determines the mining schedule and its in-house mining team monitors the grade and quality of the material to ensure that the mining programme matches not only the capacity of processing facility, which is designed to process 4.8 Mtpa of ROM ore, but also the correct blend of reef horizons to optimise recoveries.

To ensure optimal reef layer blending and feed grade consistency into the plants, Tharisa Minerals is planning to maintain a 400 kt ROM stockpile ahead of processing. Tharisa mined 4.8 Mt of reef in FY2016, which is a 15.6% improvement on the 4.2 Mt mined in FY2015. The average PGM rougher feed grade during the year was 1.65 g/t (5PGE+Au) PGMs and 18.0% contained chrome.

## Mining volume (Mtpa)



Tharisa Minerals plans to maintain planned production levels until 2030, before transitioning to underground bord and pillar mining. The last open pit tonnage is scheduled to be mined in 2036.

# OPERATIONAL REVIEW (continued)

## Processing

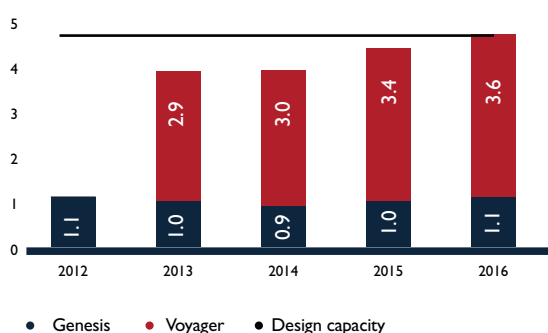
Tharisa Minerals' two independent processing plants are designed specifically to treat the MG Chromitite Layers of the Bushveld Complex. The smaller 1.2 Mtpa Genesis Plant came on stream first, with the 100 ktpm chrome circuit being commissioned in August 2011 and the PGM circuit being commissioned in December 2011. The larger 3.6 Mtpa Voyager Plant was commissioned in December 2012. The plants have a similar process flow that includes crushing and grinding, primary removal of chrome concentrate from spirals, followed by PGM flotation from the chrome tails and a second spiral recovery of chrome from the PGM tails.

Operating in parallel, the independent plants provide processing flexibility and production stability by allowing one plant to be shut down without hampering the production of the other.

Using off-the-shelf technology, the processing circuits are uniquely engineered to deliver both PGM and chrome production. This innovative approach to production has made Tharisa a world-class PGM and chrome co-producer:

The ore that has been processed by the plants since commissioning until mid-2016 was from near surface. Described as mixed ore, this ore includes partially oxidised ore. As of H1 FY2016, the plants have been processing more fresh, or non-oxidised ore, which has partially accounted for the improved PGM recoveries. As the mine pit deepens, the ROM ore will remain fresh. This should improve recoveries further by reducing the amount of oxidised ore reporting to the processing plants. Tharisa targets recoveries of 70% for PGMs and 65% for chrome. In FY2016 PGM recoveries improved to 69.9% from 65.8% in FY2015 while chrome recoveries were up at 62.7% from 58.0% the previous year.

Plant feed (Mtpa)



During the year, Tharisa produced PGM concentrates containing 132.6 koz of PGMs (5PGE+Au), 12.4% up on the prior year. Chrome concentrates of 1.2 Mt were produced during the year, an improvement of 10.8% on FY2015. Of the chrome concentrates produced, 269.4 kt was specialty grade material.

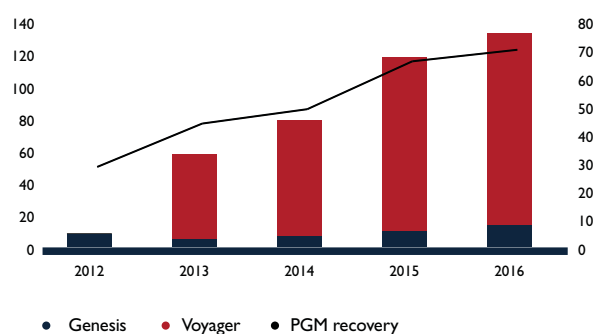
Specialty chrome recovery circuits are integrated into the feed circuit of the Genesis Plant, known as the Challenger Plant. The Challenger Plant, which is owned by subsidiary Arxo Metals, was commissioned in July 2013 and produces chemical and foundry grade chrome concentrates.

In H1 FY2016, the Voyager Plant chrome processing circuit was modified to increase chemical grade chrome production to diversify the product range from metallurgical grade with a China-centric market to global markets, particularly taking the price differential between the products into account. As a result specialty grade chrome concentrate output accounted for 21.7% of total production in FY2016 from 10.1% the prior year.

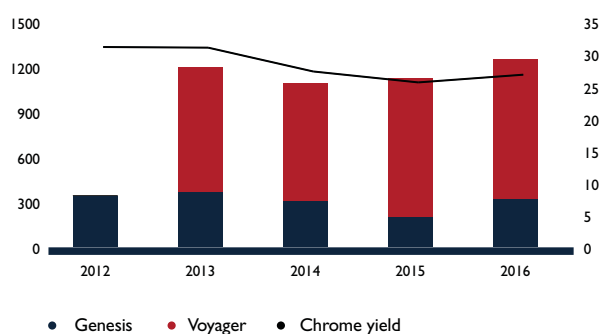
This built-in flexibility to produce different chrome grades concentrates has allowed Tharisa to diversify its sales into more globally diversified markets. Supplying into European and North American markets has reduced Tharisa's previous dependence on Chinese markets.

PGM production was not affected due to the metallurgical properties of the PGMs and chrome within the ore body.

PGM production (kozpa)



Chrome production (ktpa)

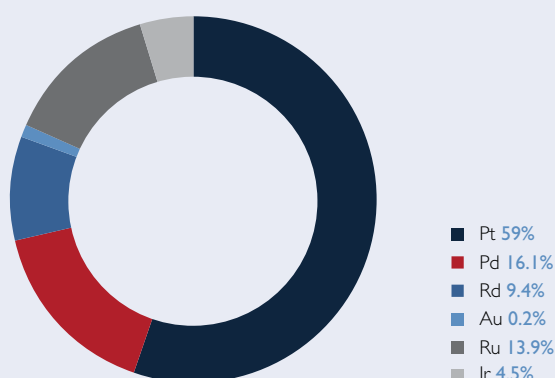




The Tharisa Mine produces the following products:

**PGM concentrate:** PGM concentrate is produced from both processing facilities. The concentrate produced from the Voyager Plant is a higher grade than the concentrate from the Genesis Plant due to the different chromitite reefs treated by the respective plants. The major component of the PGMs is platinum, followed by palladium and ruthenium.

### PRILL SPLIT BY MASS FOR FY2016

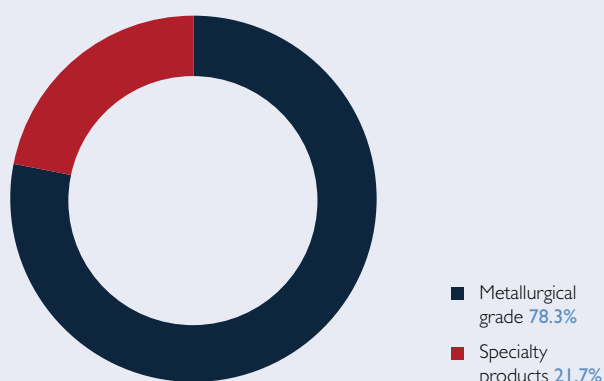


**Metallurgical grade chrome concentrate:** The typical metallurgical grade produced by Tharisa is 40.0% to 42.0% chrome (as  $\text{Cr}_2\text{O}_3$ ) with the silica ( $\text{SiO}_2$ ) lower than 5.0%.

**Chemical grade chrome concentrate:** The typical chemical grade produced by Tharisa is 44.0% to 46.0%  $\text{Cr}_2\text{O}_3$  with the  $\text{SiO}_2$  lower than 1.0%. This is a higher value chromite product than the metallurgical grade chrome concentrate.

**Foundry grade chrome concentrate:** The typical foundry grade produced by Tharisa is 44.0% to 46.0%  $\text{Cr}_2\text{O}_3$  with the  $\text{SiO}_2$  lower than 1.0%. The American Foundryman Society Grain Fineness Number (AFS Number) is managed between 45.0 and 50.0. As with the chemical grade chromite, this is a higher value chrome concentrate than the metallurgical grade chrome concentrate.

### CHROME PRODUCT MIX FOR FY2016



### Customers

Tharisa Minerals' market advantage is its almost equal exposure to the PGM and chrome markets based on ex-works contribution to revenue. This exposure gives the Group a hedge against volatility in either of the commodity prices. While platinum prices remained at below US\$1 000 in FY2016. Chrome concentrate prices were volatile during the financial year trading between a low of US\$80 per tonne and high of US\$168 per tonne with an average of US\$120 per tonne, closing off the financial year at US\$165 per tonne. Furthermore, the increased production of specialty chrome concentrates provides a further buffer against fluctuations in the metallurgical grade chrome price.

Tharisa Minerals' PGM production is sold to Impala Platinum at market related prices in terms of a long-term off-take agreement. Tharisa's PGMs occur in silicates rather than chrome-bearing ore and are easier to liberate, resulting in reduced chrome content compared to PGM concentrates produced by Merensky and UG2 mines. The PGM concentrate produced by Tharisa also contains a low percentage of base metals.

International sales and marketing of Tharisa Minerals' metallurgical and chemical grade chrome concentrates are undertaken by Arxo Resources. A marketing agreement between Arxo Resources and Noble for 50 ktpm of metallurgical grade chrome concentrate has been in place since April 2014. Metallurgical chrome production is shipped in bulk and containers via South African ports to major stainless steel and ferrochrome producers in China, managed by Arxo Logistics.

Specialty grade chrome concentrates are marketed jointly with Rand York and are shipped to chemical and foundry producers in Europe, North America and China.

# OPERATIONAL REVIEW (continued)

## ARXO METALS

Arxo Metals owns the Challenger Plant, which is integrated into Tharisa Minerals' Genesis Plant. The Challenger Plant is dedicated to the production of specialty grade chrome concentrates, namely chemical and foundry grade concentrates. Specialty grade concentrates carry more stringent specifications and therefore fetch a higher value. Arxo Metals has an off-take agreement with Rand York Minerals, which markets and sells the concentrates to customers in the chemical and foundry industries in Europe and North America. Arxo Metals produced 52.2 kt of chemical grade chrome concentrate (2015: 21.2 kt) and 18.1 kt of foundry grade chrome concentrate (2015: 5.0 kt). The increased production was attributed to the consistent supply of the correct ore blend and optimisation of the feed circuit to maximise the amount of fines from the crushing plant that report to the Challenger Plant.

Arxo Metals is also the beneficiation, research and development arm of the Group.

Arxo Metals conducts extensive research into technologies and downstream beneficiation opportunities that have the potential to improve yields and recoveries at the Tharisa Mine. The creation of increased value PGM and chrome products through the expansion and optimisation of the Group's processing operations is its core focus.

Different energy efficient technologies are also being tested with the objective of producing cost-effective PGM and chrome alloys.

Arxo Metals continues to evaluate low-capital, low-energy, value adding beneficiation projects through in-house research and in association with international companies.

## ARXO RESOURCES

Arxo Resources has the exclusive right to sell the metallurgical grade chrome concentrate produced by Tharisa Minerals to customers in China and other international markets. Arxo Resources has established a strong platform with global customers in China including stainless steel and ferrochrome producers as well as global commodity traders.

Arxo Resources has a marketing agreement with Noble, a global commodities trading company listed on the Singapore Stock Exchange, whereby Noble acts as an agent for the marketing of 50 ktpm of metallurgical grade chrome concentrate produced by Tharisa Minerals.

During the financial year, Arxo Resources entered into a joint marketing agreement with Rand York Minerals for Tharisa Minerals' chemical grade chrome concentrate production.

In FY2016, Arxo Resources sold 908.9 kt of Tharisa Minerals' metallurgical grade chrome.

The scale of Arxo Resources operations allows for direct access to market and price discovery. Its established contacts with customers also directly creates an excellent platform for the sales of third party products in the future.

## ARXO LOGISTICS

Arxo Logistics provides an integrated logistics platform that reduces the risk and costs of transporting concentrates. Arxo Logistics manages the road transportation of PGM concentrates to Impala Platinum and the long-haul transportation of chrome concentrates to international customers through bulk and container vessels. Exports take place via the Richards Bay Dry Bulk Terminal and the Durban container port on the South African coast.

The Company has a good relationship with both South Africa's transport parastatal, Transnet, and port authorities. Tharisa and Arxo Logistics are in discussions over a planned public-private partnership with Transnet to build an on-site railway siding at Tharisa Mine. Arxo Logistics currently has the exclusive use of the Marikana railway siding for chrome export.

During FY2016, Arxo Logistics exported 923.1 kt of chrome concentrate of which bulk shipments comprised 95.3%. This mode of transport is finding increasing favour among customers because of the lower discharge port costs.

The logistics arm of the Group has the necessary road and rail transport capacity, warehousing facilities and port facilities at the Richards Bay Dry Bulk Terminal and the Durban container port to manage sales of steady state production of chrome concentrates. It also serves as a platform from which Tharisa can provide services to third party customers in the future.

## MINE TO MARKET

The economies of scale and in-house expertise offered by maintaining an integrated value chain have ensured that our costs, particularly logistics costs which are a major cost of the Group, remain competitive.

MINE TO MARKET



# MINERAL RESOURCE AND MINERAL RESERVE STATEMENT

## INTRODUCTION

The Mineral Resource and Mineral Reserve of Tharisa Minerals has been prepared under the guidance of the Competent Persons in accordance with the requirements of the South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves, 2016 (SAMREC Code). The estimates are as of 30 September 2016.

Reporting of the Mineral Resource and Reserve in September 2015 was depleted based on the production achieved in the previous year. In December 2015 a new declaration was made after the revision of the geological model and the consideration of updated technical and economic modifying factors. All comparisons are made against the December 2015 declaration.

## OVERVIEW

When Tharisa was listed on the JSE in April 2014, the Mineral Resource estimation for listing purposes was based on a CPR compiled by Coffey. Subsequently the Mineral Resource and Mineral Reserve has been updated and presented in a CPR in December 2015. This CPR is available on the Company website, [www.tharisa.com/ovr-annual-report.php](http://www.tharisa.com/ovr-annual-report.php)

Since the commencement of operations at the Tharisa Mine, additional geological information has been obtained from observation in the operating pits, grade control drilling and resource drilling. During FY2016, an additional 35 diamond drill boreholes were logged and sampled. This borehole information was included in the updated of the Mineral Resource and Reserve statement. These boreholes are located immediately ahead of the current mining, along the full strike length of the mine. The results from the samples confirmed the geological assumptions as well as the grades of the various chromitite layers, providing additional confidence in the resource estimate. The increased confidence allowed for the reclassification of the measured Mineral Resource and the inclusion of the MGI Chromitite Layer in the measured Mineral Resource declaration. The improved geological understanding from the far west mine resulted in the inclusion of the far west mine in the declaration as well as a reduction in the applied geological loss.

The Mineral Resource and Mineral Reserve information in the tables on the following pages is based on information compiled by the Competent Persons (as defined by the SAMREC Code).

## DEFINITIONS

The SAMREC Code was updated and released in May 2016. Although Tharisa is not yet required to report against the SAMREC Code (2016), as it becomes mandatory in January 2017, Tharisa has chosen to be proactive. An important aspect is that where a material change to a significant project occurs the SAMREC Code checklist (SAMREC Table 1) needs to be reviewed on an "if not, why not" basis "for a material change to a significant project". This has been completed and is included in the CPR available on the website.

## LOCATION

The Tharisa Mine is located 35 km east of Rustenburg and 120 km northwest of Johannesburg in the North West Province of South Africa.

## STATEMENT BY COMPETENT PERSONS

Ken Lomborg of Coffey Mining South Africa Proprietary Limited is the Lead Competent Person, registered with the South African Council for Natural Scientific Professions (Private Bag X540, Silverton, 0127, Gauteng Province, South Africa), registration number 400038/01. He holds a BSc (Hons) Geology, BCom and MEng (Mining Engineering). Mr Lomborg is a geologist with 31 years' experience, including the Mineral Resource estimation in respect of PGM and chromitite in the Bushveld Complex.

The Mineral Reserve declaration is by Jaco Lothringen of Ukwazi Mining Solutions. He holds a BEng (Mining). He is registered with the Engineering Council of South Africa (ECSA, Private Bag X691, Bruma, South Africa), registration number 20030022. He is a principal mining engineer with appropriate experience in the estimation, assessment and evaluation of relevant Mineral Reserves based on the class of deposit and mining methodology.

The Company has written confirmation from Ken Lomborg and Jaco Lothringen that the information disclosed is in compliance with the SAMREC Code and that they have consented to the inclusion of this information in the form and context in which it appears.

## MINING RIGHTS SUMMARY

Tharisa Minerals holds a Mining Right, granted by the DMR (then the DME) in terms of the MPRDA on 19 September 2008, for a period of 30 years, to various portions of the property 342 JQ and the whole of the property Rooikoppies 297 JQ. On 13 August 2009, the Mining Right was registered in the Mining and Petroleum Titles Registration Office, under Reference No 49/2009(MR).

In July 2011, an application was granted in terms of section 102 of the MPRDA, to amend the existing Mining Right by the addition of Portions 96, 183 and 286 of the property 342 JQ to the Mining Right 49/2009(MR).

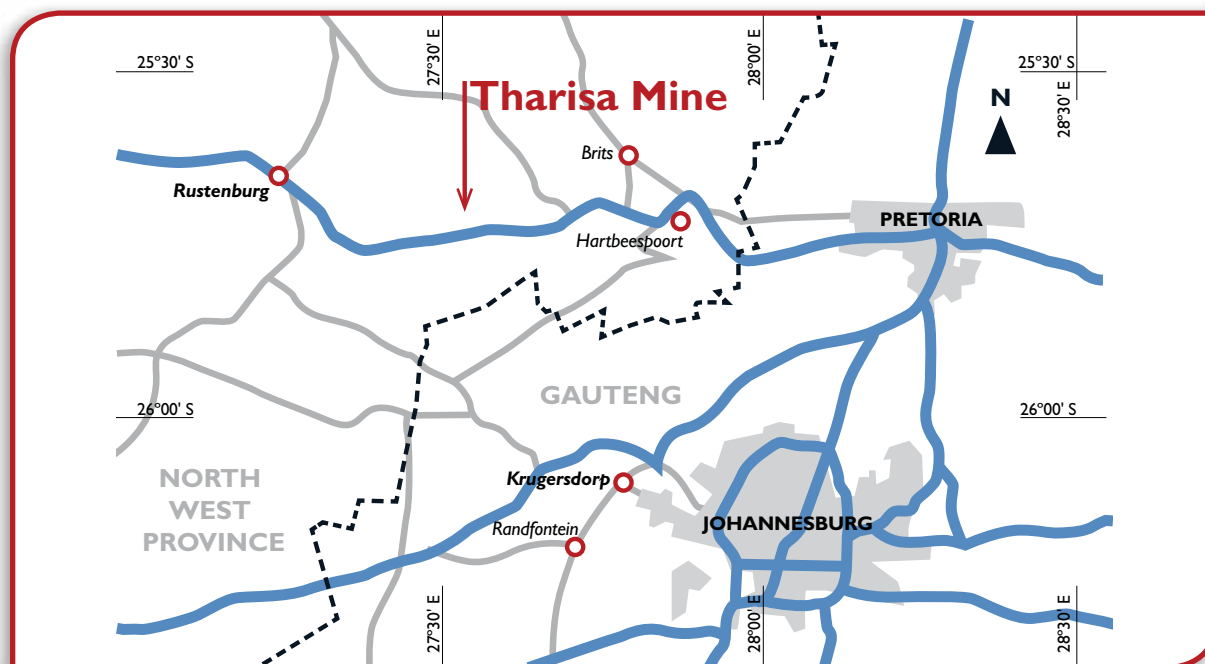


Figure 1: Location of the Tharisa Mine

Source: Coffey Mining

## MINERAL RESOURCE

### Geology and mineralisation

The Tharisa Mine is situated on the south-western limb of the Bushveld Complex, is underlain by the Middle Group (MG) and Upper Group (UG) Chromitite Layers and straddles the boundary between the Marikana and Rustenburg facies. The MG Chromitite Layers outcrop on the property striking roughly east to west with a gentle change in strike to NW-SE in the far west of the property. The layers dip at between 9° and 15° to the north. Towards the western extent of the outcrop, the dip is steeper. The stratigraphy typically narrows to the west and the dip steepens. The dip typically shallows out at depth across the extent of the mine area.

The MG Chromitite Layer package consists of five groups of chromitite layers, being the MG0 Chromitite Layer, MG1 Chromitite Layer, the MG2 Chromitite Layer (sub-divided into C, B and A chromitite layers), the MG3 Chromitite Layer and the MG4 Chromitite Layer (sub-divided into 4(0), 4 and 4A chromitite layers). The layers between the chromitite layers frequently include stringers or disseminations of chromite. The MG Chromitite Layers at the Tharisa Mine are a typical stack of tabular deposits.

The structural interpretation of the Tharisa Mine is based on the aeromagnetic data, the available drilling and observations in the operating open pits. The only significant fault is a steeply dipping NW-SE trending normal fault with a downthrow of less than 30 m to the east. This fault occurs only on the far north-eastern corner of the property and will have little effect on mining of the MG Chromitite Layers on the mine. A NE-SW sub-vertical dyke of some 10 m thickness was exposed in the east pit. The dyke is not expected to have a major impact on mining. The only other major feature of interest is the Spruitfontein upfold or pothole which is located on the properties immediately west of the mine. It affects the UG2 Chromitite Layer as well as the rest of the Critical Zone below. No new, major structural features have been intersected in the current mining operation.

The Mineral Resource estimate was completed over the Mining Right of Tharisa Minerals to a depth of 750 m for the MG Chromitite Layers and within the planned pit perimeter for the UG1 Chromitite Layer.

# MINERAL RESOURCE AND MINERAL RESERVE STATEMENT (continued)



Figure 2: Image of the Tharisa Mine plan showing borehole locations and outcrop positions of UGI and MGI Chromitite Layers

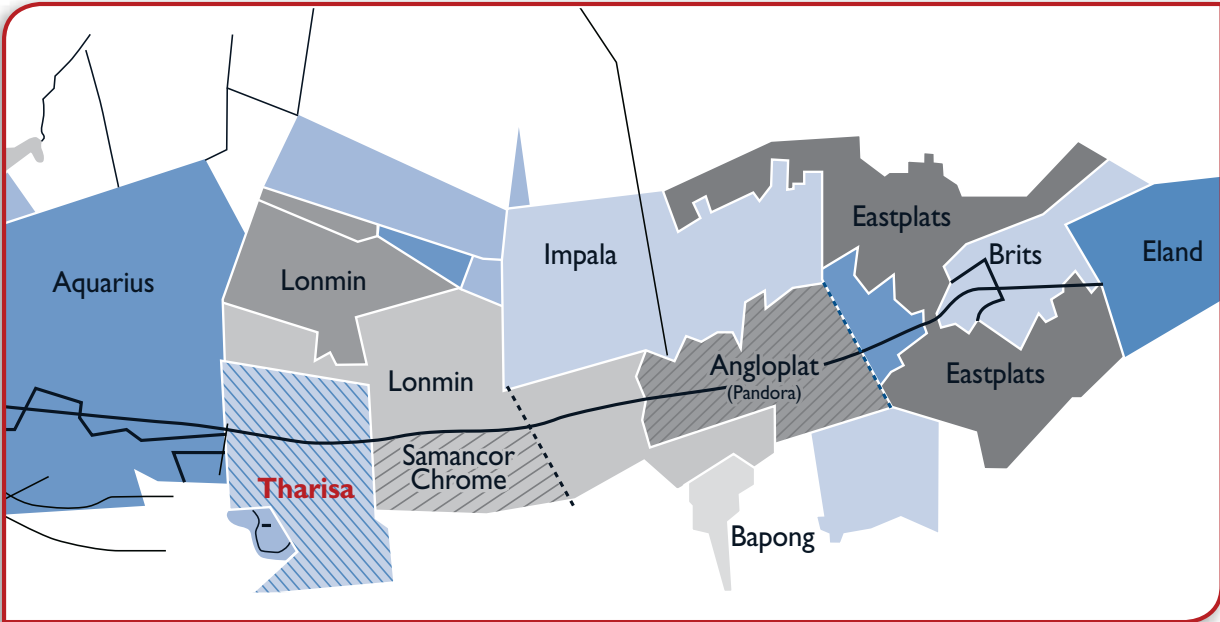


Figure 3: Map showing the location of the Tharisa Mine

### MINERAL RESOURCE DECLARATION

The MG Chromitite Layer Mineral Resource estimate for September 2015 was updated in December 2015 based on a Mineral Resource estimation. A further update was undertaken for September 2016, including additional drilling data, geological observations and interpretations.

In-pit drilling continues for the purposes of mining operations, mine planning and grade control. Additional resource drilling has been planned for the next financial year.

Prior to the estimation, the data was collated and verified with the necessary quality controls for logging, sampling

and assays being used. The Mineral Resource estimate was undertaken on each chromitite layer and interburden independently. Each element was estimated separately. Changes to the Mineral Resource declaration are due to the production during the previous financial year; a revision of mineralised cut, particularly for the MG3 Chromitite Layer (reduced due to the application of economic and recovery factors), additional area in the far west as a result of the additional drilling and reduced geological loss based on detailed in-pit geological observations.

Tharisa Minerals Resource at 30 September 2016 is reported inclusive of Mineral Reserve.

## MINERAL RESOURCE ESTIMATE

2016	Measured	Indicated	Inferred	Total
Tonnes Mt	72.6	112.1	693.0	877.7
6PGE + Au grade (g/t)	1.78	1.72	1.54	1.58
5PGE + Au grade (g/t)	1.73	1.66	1.49	1.53
3PGE + Au grade (g/t)	1.32	1.26	1.13	1.16
Cr <sub>2</sub> O <sub>3</sub> grade (%)	23.7	22.8	19.9	20.5
Contained 3PGE + Au (Moz)	3.1	4.5	25.2	32.9
Contained 5PGE + Au (Moz)	4.0	6.0	33.1	43.1
Contained 6PGE + Au (Moz)	4.2	6.2	34.3	44.7
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	17.2	25.5	137.6	180.3

DEC 2015	Measured	Indicated	Inferred	Total
Tonnes Mt	49.5	128.0	651.5	829.0
6PGE + Au grade (g/t)	1.53	1.69	1.53	1.56
5PGE + Au grade (g/t)	1.48	1.62	1.47	1.49
3PGE + Au grade (g/t)	1.13	1.24	1.13	1.15
Cr <sub>2</sub> O <sub>3</sub> grade (%)	21.5	22.2	19.9	20.4
Contained 3PGE + Au (Moz)	1.8	5.1	23.7	30.6
Contained 5PGE + Au (Moz)	2.4	6.7	30.9	39.9
Contained 6PGE + Au (Moz)	2.4	7.0	32.1	41.5
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	10.6	28.4	129.5	169.0

Note: The Mineral Resource was updated after the submission of the 2015 annual report, thus the Mineral Resources declared for 2015 in the annual report varies from the Mineral Resources declared in 2016 for 2015.

## MINERAL RESERVE DECLARATION

The Mineral Reserve estimate for September 2016 was based on a revised, updated Life of Mine Plan (LOM). This re-estimation is underpinned by an updated geological model and incorporates the current economic conditions, current on-mine mining methodology, survey depletion and reviewed mining cuts. Various technical aspects were considered in the mine design and schedule including the determination of the economic pit limits, geotechnical parameters, mining methodology and sequence, pit access, ramp placement, equipment capability, production

rates and practical mining considerations. The modifying factors applied included geological losses, mining loss mining dilution and metallurgical recovery. The difference between the 2015 and 2016 Mineral Reserve estimation is the increase in dilution parameters and the reduction in the MG3 mining cut.

The LOM plan was designed to extract the MG Chromitite Layers, firstly from open pit mining to a maximum depth of 200 m and subsequently from underground extraction (MG2 and MG4 Chromitite Layers) by means of a bord and pillar mining method.

The Mineral Reserve tonnage decreased by 8.6% as a result of depletion during the year and the reviewed MG3 mining cut. With the decrease of 8.6% on the Mineral Reserves, the contained chrome was decreased by 0.5% and the contained PGMs (3PGE+Au) ounces by 4.7%.

A small proportion (1.9%) of Inferred Mineral Resource was included in the Life of Mine (LOM) plan but was not considered for the Mineral Reserve estimation. The Inferred Mineral Resource was included in the underground section of the mine plan. If it is excluded from the underground mine plan, the underground project may not be feasible.

The Mineral Reserve declared was derived from the Indicated Mineral Resource portion that was included in the underground LOM plan. The underground section is planned after the depletion of the open pit section.

A feasibility study was completed in 2013 for the underground mining of the MG2 and MG4 Chromitite Layers from the limit of the open pit highwall. The Mineral Reserve for the underground section extends to a maximum depth of 270 m, however, the underground LOM can be expected to extend to a maximum depth of 700 m.

## MATERIAL RISKS

A significant change in the commodity prices exists from the previous pit design (2013) compared to current commodity prices. Current long-term PGM and chrome prices were adopted with a full optimisation process completed for the open pit area from which the economic pit limit was selected. Sustained low commodity prices over the long-term materially influences the overall value of the operation and could have a material impact on the size of the Mineral Reserve.

Due to the selection of an ultimate pit with a value and extended life strategy, sustained low cost and efficient mining with specific focus on waste backfill and processing recoveries is critical to create sustained value from the open pit operation.

## REPORTING CODES AND COMPLIANCE

The reporting of Mineral Resource and Mineral Reserve for Tharisa Minerals is declared in accordance with the principles and guidelines of the SAMREC Code (2016). All the required regulatory permits have been obtained or applied for. The directors are unaware of any legal proceedings or impediments to the continued operation of the Tharisa Mine.

# MINERAL RESOURCE AND MINERAL RESERVE STATEMENT (continued)

## ENVIRONMENTAL MANAGEMENT AND FUNDING

Tharisa Minerals has obtained all environmental approvals and authorisations required for the operation of the Tharisa Mine, further information can be found on page 43.

The estimated long-term environmental provision, comprising rehabilitation and mine closure, is based on the Group's environmental policy, taking into account the current

technological, environmental and regulatory requirements. Details of the Group's environmental liability and funding can be found in note 21 of the annual financial statements.

## MINERAL RESERVE ESTIMATE

OPEN PIT 2016	Proved	Probable	Total
Tonnes (Mt)	54.2	26.0	80.2
5PGE + Au grade (g/t)	1.53	1.42	1.49
3PGE + Au grade (g/t)	1.17	1.09	1.14
Cr <sub>2</sub> O <sub>3</sub> grade (%)	21.1	18.6	20.3
Contained 3PGE + Au (Moz)	2.04	0.91	2.95
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	11.4	4.8	16.3

OPEN PIT DEC 2015	Proved	Probable	Total
Tonnes (Mt)	41.4	46.4	87.8
5PGE + Au grade (g/t)	1.46	1.42	1.44
3PGE + Au grade (g/t)	1.14	1.08	1.11
Cr <sub>2</sub> O <sub>3</sub> grade (%)	17.8	19.1	18.5
Contained 3PGE + Au (Moz)	1.52	1.61	3.13
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	7.4	8.9	16.3

UNDERGROUND 2016	Proved	Probable	Total
Tonnes (Mt)	–	18.7	18.7
5PGE + Au grade (g/t)	–	1.52	1.52
3PGE + Au grade (g/t)	–	1.17	1.17
Cr <sub>2</sub> O <sub>3</sub> grade (%)	–	19.3	19.3
Contained 3PGE + Au (Moz)	–	0.7	0.7
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	–	3.6	3.6

UNDERGROUND DEC 2015	Proved	Probable	Total
Tonnes (Mt)	–	18.7	18.7
5PGE + Au grade (g/t)	–	1.52	1.52
3PGE + Au grade (g/t)	–	1.17	1.17
Cr <sub>2</sub> O <sub>3</sub> grade (%)	–	19.3	19.3
Contained 3PGE + Au (Moz)	–	0.7	0.7
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	–	3.6	3.6

## TOTAL MINERAL RESERVE ESTIMATE

TOTAL 2016	Proved	Probable	Total
Tonnes (Mt)	54.3	44.7	98.9
5PGE + Au grade (g/t)	1.53	1.46	1.50
3PGE + Au grade (g/t)	1.17	1.12	1.15
Cr <sub>2</sub> O <sub>3</sub> grade (%)	21.1	18.9	20.1
Contained 3PGE + Au (Moz)	2.04	1.61	3.65
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	11.4	8.4	19.8

TOTAL DEC 2015	Proved	Probable	Total
Tonnes (Mt)	41.4	65.1	106.5
5PGE + Au grade (g/t)	1.46	1.45	1.45
3PGE + Au grade (g/t)	1.14	1.11	1.12
Cr <sub>2</sub> O <sub>3</sub> grade (%)	17.8	19.2	18.6
Contained 3PGE + Au (Moz)	1.52	2.31	3.83
Contained Cr <sub>2</sub> O <sub>3</sub> (Mt)	7.4	12.5	19.9

Note: The Mineral Reserve was updated after the submission of the 2015 annual report, thus the Mineral Reserves declared for 2015 in the annual report varies from the Mineral Reserves declared in 2016 for 2015.





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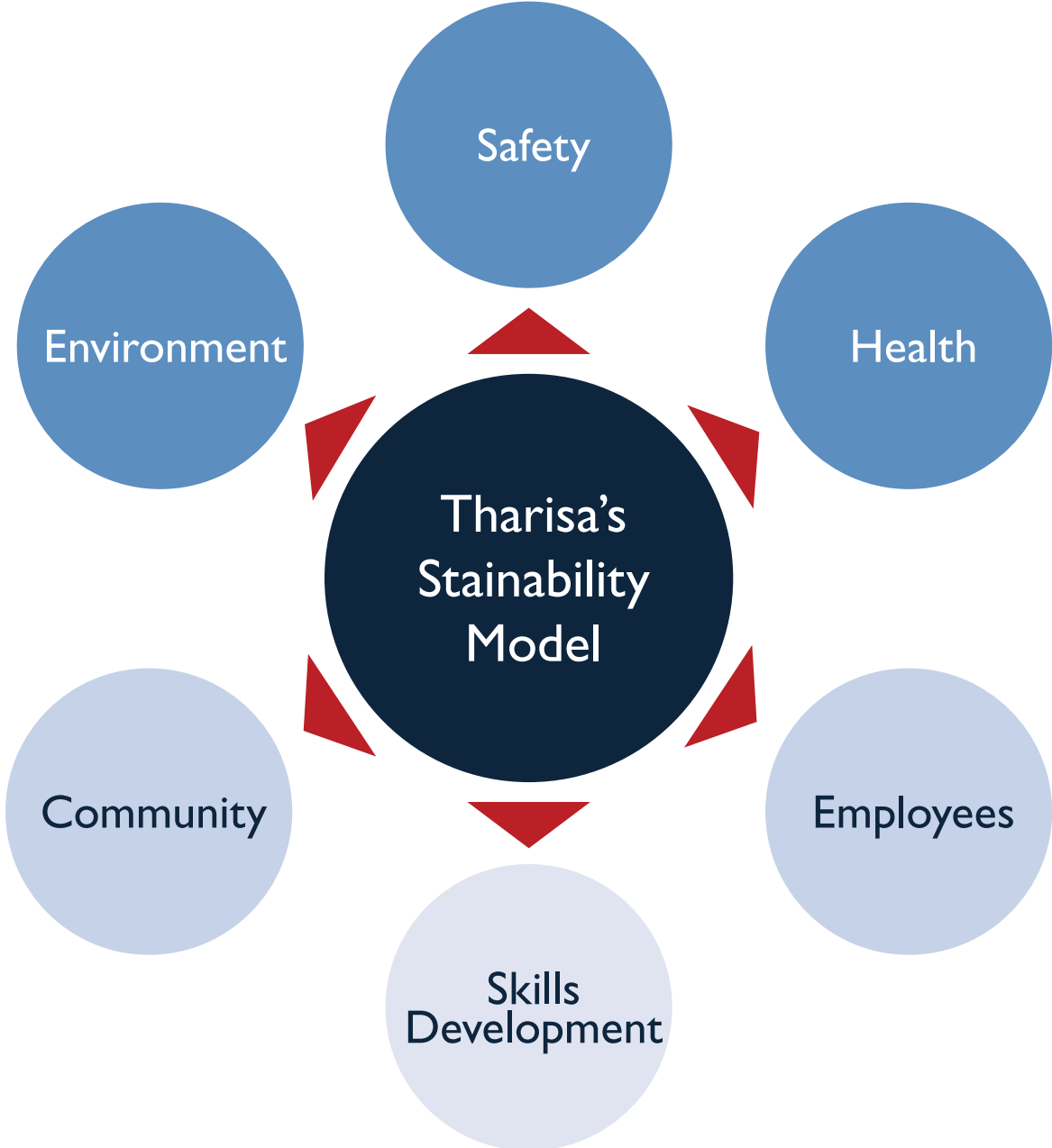
# SUSTAINABILITY REVIEW

Tharisa seeks to create value for our investors and for all of our stakeholders including employees, contractors, suppliers, the communities in which we operate and which are affected by us, and various levels of government.

Sustainability is at the heart of our business. The safety and health of our employees is our priority. We are proud of our track record in minimising our environmental impact and, while we strive to improve further, we take similar pride in our mature and mutually beneficial relationships with the communities that border the Tharisa Mine.

We not only understand our obligations to create social capital as enshrined in the MPRDA, but strive to achieve these obligations in ways that create ongoing sustainable social capital.

## THARISA'S SUSTAINABILITY REACH



## SAFETY

Our business is reliant on a healthy, skilled, trained and committed workforce. The safety of our people is of the utmost importance to Tharisa and takes precedence over all production objectives. We aim to mine, process, market and distribute our product to customers without harming anyone.

Our safety performance compares well against those of comparable resources companies. In recognition of these achievements, Tharisa Minerals was awarded the Best Safety Performance in Class award at Mine Safe 2016.

Tharisa is pleased to report that there were no fatalities during FY2016. While open cast operations are considered safer than underground mining operations, Tharisa has taken extra care to ensure its processes and policies are adhered to and that its employees are kept abreast of potential safety hazards through continual training.

The Safety, Health and Environment Committees at both holding company and operating subsidiary levels are responsible for overseeing compliance with health and safety legislation and policies. All mining and processing employees, including contractors, receive safety training.

At 30 September 2016, Tharisa Minerals achieved 6 792 443 fatality free hours and 754 716 fatality free shifts.

The Group's adoption of a policy of zero tolerance to unsafe conditions has meant that the Tharisa Mine has among the lowest LTIFR in its peer group. As at 30 September 2016 the Group had a LTIFR of 0.36 per 200 000 manhours worked. Where injuries have occurred, Tharisa Minerals' focus has been on completing effective investigations and root cause analysis so as to prevent repeat incidents from reoccurring.

Measurable per 200 000 hours	FY2016	FY2015	FY2014
Lost Time Injury Frequency Rate (LTIFR)	0.36	0.06	0.14

As part of its safety aims Tharisa measures itself against the South African Mine Health and Safety Council (MHSC) 2025 Health and Safety Milestones. The MHSC milestones require a 20% decrease in serious injuries by December 2016 and a 20% decrease in lost time injuries by January 2017. Tharisa has met the zero fatality target and is working to meet the LTI target.

The Group employs a Safety Management System. The system requires a baseline risk assessment to identify the major risks at the operation. These risks or aspects are then examined further by conducting issue-based risk assessments and identifying appropriate control measures to ameliorate the risks. Measures can include standards and procedures updates, as well as training lesson plans. To ensure compliance, a system of "over-inspection" by supervisors and safety staff is implemented and records kept of the same. Further mitigation measures include visible felt leadership and ongoing training.

As required by South African regulations, Tharisa Minerals has established a mine Safety and Health Committee that approves and implements all mandatory safety training. Safety staff employed by the Group oversee inspections of actual work performance and site conditions and also identify and allocate any necessary corrective actions.

### SAFETY AWARDS AND MILESTONES

Best in safety class – Opencast (Mine Safe Award)

1 000 fatality-free production shifts

## HEALTH

Tharisa is committed to the health of its employees and has implemented a number of programmes to facilitate wellbeing among those who work for the Group. Chief among these programmes is the Tharisa Minerals' occupational health programme, which has as its key focus tuberculosis (TB), HIV/Aids, dust exposure and noise induced hearing loss. TB and HIV/Aids are being addressed through a strong focus on prevention through education and awareness initiatives. Anti-retroviral treatment (ART) is offered to all eligible persons and the programme is managed through our wellness service provider.

The HIV prevalence rate among Tharisa Minerals employees is 9.3%. This information is derived from medical examinations which all employees undertake (initial, periodical and exit medicals) at which employees, including contractors, are encouraged to undergo voluntary counselling and testing (VCT). In addition to this, Tharisa Minerals employees attend a Wellness day and a World HIV/Aids day at which VCT engagements are undertaken. At year end, 30 employees were receiving ARV treatment under the Tharisa Thusanang Wellness Programme.

The Tharisa Thusanang Wellness Programme has been running since December 2011 with the aid of Calibre Clinical Consultants. "Thusanang" is a Setswana word meaning "helping each other". The programme was designed to provide support, counselling and training to employees, their families and the community about their lifestyle, wellbeing and work environments. Campaigns have included cancer awareness presentations and World Aids Day HIV awareness education and counselling.

The Tharisa Peer Educator Programme was launched in September 2012. The course trains a group of employees who champion the programme and provide further wellness education to employees and the community. Tharisa has 46 peer educators.

The Tharisa Mine has also implemented random testing for drugs and compulsory testing for alcohol in a bid to ensure the safety of all employees. Employees who test positive are not permitted on site and are subject to disciplinary procedures. They are also offered counselling and/or rehabilitation.

# SUSTAINABILITY REVIEW (continued)

## Silicosis

In compliance with the MHSC 2025 Health and Safety Milestones, levels of respirable crystalline silica have to be reduced in 95% of all individuals (not averages) to below OEL of 0.05mg/m<sup>3</sup> by December 2024. Tharisa is using quality dust masks and compliance is monitored during visible field leadership and inspections. Tharisa Minerals complies with the 95% as stipulated in the milestone.

## Hearing

The MHSC 2025 Health and Safety Milestones, stipulate that no employee's Standard Threshold Shift (STS) will exceed 25 dB from the baseline when averaged 2 000, 3 000 and 4 000 Hz in one or both ears by December 2016. The milestone is monitored during annual medical examinations and Tharisa has achieved. High noise zones have been identified and Tharisa ensures personnel working in high risk areas are issued with personalised hearing protection.

The MHSC has also set a December 2024 target where the total operational or process noise emitted by any equipment must be below 107 dB (A). Tharisa has already achieved this target ahead of the deadline. Engineering staff continue to ensure that all new equipment meets this requirement.

## Tuberculosis

Tharisa Minerals actively campaigns to increase awareness of TB and its symptoms. These campaigns encourage all employees, including contractors, to participate in screening.

The MHSC's 2025 milestones aim to reduce the rate of TB among mineworkers to national incident rates or below.

Tharisa Minerals' interventions to address and reduce TB among its workforce include increased TB screening, TB awareness campaigns, questionnaires to identify symptoms and the enlisting of trade union involvement in and commitment to improving TB awareness and lowering incident rates among employees and their families.

TB screening is done on an *ad hoc* basis and during the occupational medical examinations. Sputum tests are then conducted on employees who are potentially at risk of having TB.

Isolated cases of TB have been detected, however, the outcomes of the investigations have indicated they were non-work related cases. The individuals were treated and have all returned to their working environments.

## HIV

As legislated, Tharisa's HIV screening is voluntary. Tharisa Minerals actively campaigns to increase awareness of HIV, its cause, its symptoms and its treatment. All employees, including contractors, are encouraged to participate in screening.

All of Tharisa's mine and processing employees are offered Hematocrit blood tests annually and all eligible employees are counselled and are asked if they would like to join an ART Programme, which is run and managed by a third-party service

provider, Calibre. Tharisa Minerals and Calibre work together to increase the uptake of ART. These interventions include pre- and post test counselling, awareness programmes, roadshows and are a focus of the Peer Educator Programme.

HIV statistics are based on HIV testing done during medical examinations. A HIV and TB Campaign will be held in January 2017. All employees (including contractors), whether status known or unknown, will be encouraged to participate in a screening process. Pre-counselling is compulsory, however, the actual testing is not compulsory and therefore the prevalence rate is based on the number of employees tests and not on the total number of employees.

## EMPLOYEES

As a result of the mechanised mining and processing operations at the Tharisa Mine, Tharisa Minerals has a comparatively small and skilled labour force comprising of 502 direct employees and 1 685 contractor employees. The mechanised nature of the mining and processing activities at the Tharisa Mine necessitates skilled labour and Tharisa Minerals has embarked on training and development programmes, apprenticeships, internships, artisan programmes, mentorships and bursaries to procure and sustain the required skills.

## LABOUR RELATIONS

Tharisa proactively engages with its employees to maintain good relations. Ongoing communications with employees and trade unions has ensured that the Group has avoided industrial action. To date, Tharisa Minerals has not lost any production days due to the labour disputes or strike action.

In February 2013, Tharisa Minerals entered into a recognition agreement with the National Union of Mineworkers (NUM), which represents the majority of the eligible workforce of Tharisa Minerals, in terms of which the NUM has the right to negotiate on behalf of its members. In July 2015, Tharisa Minerals entered into a collective agreement with the NUM whereby increases to remuneration over the three-year period to 30 June 2018 were agreed. Some 65% of Tharisa Minerals' eligible employees are members of the NUM.

## SKILLS DEVELOPMENT

Tharisa is passionate about improving the skills and knowledge of its people. This year, Tharisa Minerals spent 5% of its wage bill on training and development, an amount of US\$0.5 million. This spending included training in standard operating procedures. This spending on skills is well above South Africa's regulatory requirement that companies pay 1% of all their workers' pay to the skills development levy every month.

Tharisa Minerals currently has 11 learners, both internal and external, in its training system. Tharisa Minerals' bursary scheme has benefited 9 external and 8 internal students.

## TRAINING CENTRE

To facilitate skills development, Tharisa Minerals has a training centre that offers a number of statutory and developmental training interventions. Officially opened in April 2016, the

training centre has become a hub for learning at the operation. To date, it has been used for inductions, safety training and return to work refreshers. In future, the centre will also be used to train Adult Education Training (AET) facilitators. Tharisa Minerals has three registered AET facilitators who provide training to employees and members of the community. Plans to invest in computer based training services have also been approved.

Tharisa Minerals is undergoing preparations for accreditation with Mining Qualifications Authority (MQA). A MQA accreditation would allow the Group to insource all of its own training, including that for its contracting companies.

### ADULT EDUCATION AND TRAINING

While Tharisa Minerals has a policy of hiring matriculants, it is committed to promoting a culture of learning by affording employees and community members an opportunity for further learning and development through the AET lessons on a part-time basis. AET affords employees and community members the opportunity to obtain AET level 4 qualification, which enables them to participate in accredited skills programmes and gain national qualifications. Tharisa Minerals has implemented an AET training enrolment plan for its employees as well as members of the local community.

### LEARNERSHIPS

Learnerships give qualifying individuals an opportunity to work while studying towards a nationally recognised qualification. The provision of learnerships at Tharisa Minerals is aimed at addressing current and future skills needs. They are also used as a vehicle to address scarce skills shortages, as well as increase the employment of women in core occupations. Each learner on a learnership is allocated a mentor, who is outside the direct line of supervision and who meets with learners on a regular basis (at least quarterly) to review progress and provides support with respect to performance issues. Learnerships are offered in the fields of engineering, mining and mineral processing. Tharisa Minerals has implemented a five-year learnership intake plan.

### BLACK ECONOMIC EMPOWERMENT

Tharisa Minerals complies with the HDSA ownership criteria in the Mining Charter through Thari Resources and The Tharisa Community Trust holding 20% and 6% unencumbered equity interests in Tharisa Minerals respectively.

Tharisa Minerals' compliance with the Mining Charter extends beyond ownership to black representation in management, procurement from black-owned companies and a commitment to surrounding communities.

### COMMUNITY

Tharisa is committed to the wellbeing and upliftment of the community in which it operates. Approximately one-third of employees at Tharisa Minerals and the mining contractors are from the local community, Mmaditlhokwa.

Tharisa Minerals has established an engagement forum, which liaises with the Steering Committee for the local community neighbouring the Tharisa Mine.

In 2010 Tharisa Minerals undertook, at its cost, the relocation of approximately 850 households living in an informal settlement on the mining footprint to a nearby area purchased by Tharisa Minerals. Such relocation was completed in 2012. Since the relocation, the living conditions of these communities have been improved through the construction of housing and the provision of water, sewerage facilities and roads.

Tharisa Minerals maintains its relationship with the community informally through a dedicated community manager and formally via an engagement forum, which liaises with the Steering Committee for the local community neighbouring the Tharisa Mine.

Tharisa Minerals will continue its commitment to community initiatives through its social and labour plan, to address job creation, poverty alleviation, basic infrastructure and education and development needs.

Consistent with its corporate and social responsibility, the Group established The Tharisa Community Trust, which holds a direct, unencumbered 6% equity interest in Tharisa Minerals, for the benefit of members of the local community in which the Tharisa Mine is located.

### LOCAL ECONOMIC DEVELOPMENT THROUGH ROCASIZE

Various initiatives in the immediate community are under way and progressing well. A company called Rocasize, which is 100% owned by The Tharisa Community Trust, serves as an umbrella under which various small and medium-sized enterprises serving the community of Mmaditlhokwa operate.

Rocasize is supported by Tharisa Minerals in terms of procurement, management and financial support. It produces and supplies Tharisa Minerals and the community with safety wear, gardening services and bricks.



## SUSTAINABILITY REVIEW (continued)

Tharisa Minerals aims to recruit from the local communities and surrounding areas to the extent possible. To this end, a number of programmes have been implemented to train the youth in the communities in order to provide them with the necessary skills to make them employable, not only by Tharisa Minerals, but also by other mines in the area. Being a highly mechanised operation, the Tharisa Mine is not labour intensive, making it impossible for Tharisa Minerals alone to meet the employment needs of the local communities. A database from which people are identified for recruitment and training interventions has been established by Tharisa Minerals, in collaboration with the local communities.

### SCHOOL FOOD FOREST

In conjunction with Retief Primary School, Tharisa Minerals established a school food nutrition scheme with the key aim of empowering local community members with skills by allocating plots to them where they can grow organic vegetables and fruit.

In order to contribute to this scheme, Tharisa Minerals initiated a unique School Food Forest Programme, which entailed the planting of trees at the nearby Retief Primary School. This school caters for many of the children from the Mmadithlokwa community which is adjacent to Tharisa Minerals. The trees originated from the surrounding properties which were in the mining footprint and were relocated.

The nutrition scheme's key aim is to provide children with food, both now and in the future. This programme also serves as an excellent example of the caring nature which Tharisa Minerals team showcases towards the surrounding community.



### ENVIRONMENT

Tharisa has the environmental approvals and authorisations required for the operation of the Tharisa Mine, including a Water Use Licence (WUL) issued on 16 July 2012 under section 40 of the National Water Act of 1998 (NWA), an Environmental

Impact Assessment and an Environmental Management Programme as required in terms of the MPRDA. Moreover, the Group employs a system of continuous monitoring of the impact of its operations on the environment and is committed to the implementation of the Equator Principles.

Tharisa Minerals aims to optimally use and conserve the resources available to it and implements measures to mitigate negative impacts on the environment. The Safety, Health and Environment Committees on both the holding company and the operating subsidiary company levels are tasked with overseeing environmental matters.

### AIR QUALITY

Dust originating from the mining and processing operations is rigorously and continuously monitored, both in terms of occupational health (dust that may contain silica and that is harmful to health) and fall-out dust (particulate matter). Fall-out dust monitoring equipment is located within the mine premises and some are located on selected community yards.

Several dust-allaying measures are in place at the Tharisa Mine. The most basic, and most effective, of these is suppressing the dust created on the roads by means of water cars. In addition, dust suppression systems have been installed at all crushers, conveyors and transfer points. These measures are closely monitored to ensure their effectiveness and to prevent unnecessary use of water.

### WATER MANAGEMENT

The Tharisa Mine is located in a water scarce region of the North West Province, where water conservation is a priority for all the mining houses in the area. The mine has undertaken to educate the community and employees on the importance of conservation as it is the mine's prioritised business risk. This is achieved through the use of posters and banners strategically placed inside the mine and in the community of Mmadithlokwa.

Water consumption is metered as per requirement by the WUL issued under the National Water Act, and regular reporting of the quality and quantities of the mine's water is communicated to the Department of Water and Sanitation (DWS). The mine has embarked on providing water for the nearby communities by drilling and equipping boreholes to supply water for drinking purposes. The drilled water is then piped and purified using purification systems located in the community.

### WASTE MANAGEMENT

Waste is classified into two different classes at the Tharisa Mine. The mine generates general waste and mineral waste. The general waste (domestic, hazardous, plastic, scrap steel, etc.) is managed through the use of contractors who collect and dispose of such waste and supply all applicable documentation in this regard. No licence is required for the storage of waste at present because the mine is not storing any of its general waste onsite (storage occurs on a temporary basis – less than

90 days). The contractors collect waste regularly taking it to their premises and to the municipal landfill site. Separation takes place onsite through the use of colour coded waste disposal receptacles and also at the contractors' own premises and ultimately, they recycle what is recyclable for the benefit of the company.

Mineral waste produced by the Tharisa Mine includes tailings and waste rock. The mine has authorisations for the storage of both tailings and waste rocks. An environmental amendment was submitted to include the extension of the tailings facility as well as the newly authorised waste rock dump.

### ENVIRONMENTAL MONITORING

Tharisa Minerals' compliance with its environmental management programme (EMP), which is approved by the DMR, is independently audited once every two years. The audit report is forwarded to management and the authorities and forms the basis of compliance monitoring to legal and other requirements.

In addition, Tharisa Minerals monitors the following to measure its compliance:

- Water quality
- Water quantity
- Fall-out dust
- Environmental noise
- WUL conditions
- Authorisation
- EMPR
- Equator Principles
- Recycled waste

### ENVIRONMENTAL REHABILITATION

The Group's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. Tharisa Minerals has a legal obligation to rehabilitate the site where the Tharisa Mine is located, once the mining operations cease. The estimated long-term environmental provision, comprising rehabilitation and mine closure is based on the Group's environmental policy, taking into account the current technological, environmental and regulatory requirements. The provision for future rehabilitation at 30 September 2016 amounts to US\$4.6 million (2015: US\$4.1 million). An insurance company has provided a guarantee to the DMR to satisfy the requirements of the MPRDA with respect to environmental rehabilitation.

### DIESEL TREE PLANTATION PROJECT

Tharisa Minerals has just embarked on the second phase of its Diesel Tree Plantation Project. In the first phase of this three phase project, 1 100 trees were planted on one hectare of land.

The project was initiated with the aim of supplementing the mine's diesel use. While the plantation will not provide enough diesel to run a fleet, one acre of around 100 mature trees could produce up to 25 barrels of diesel a year – enough to sustain the needs of a small farm.

The tropical rainforest tree *Copaifera langsdorffii*, which is better known as the Diesel Tree, grows to a height of approximately 12 metres. Its oil is found in its bark with its honeycombed capillaries. Each tree can be tapped every six months for around 20 litres of fuel.



# STAKEHOLDER ENGAGEMENT

 <p><b>SHAREHOLDERS</b></p> <ul style="list-style-type: none"> <li>• Interim and annual reporting</li> <li>• Quarterly production updates</li> <li>• Company website</li> <li>• AGM</li> <li>• SENS/RNS announcements</li> </ul>	 <p><b>CUSTOMERS</b></p> <ul style="list-style-type: none"> <li>• Regular electronic and telephonic communication</li> <li>• Customer site visits</li> <li>• Commodity conferences</li> </ul>	 <p><b>GOVERNMENT</b></p> <ul style="list-style-type: none"> <li>• Monthly, quarterly and annual reports to DMR</li> <li>• Regular engagement with local and provincial government</li> <li>• Scheduled and unannounced site visits by regulators</li> </ul>
 <p><b>EMPLOYEES</b></p> <ul style="list-style-type: none"> <li>• Regular employee engagement forum meetings at the Tharisa Mine</li> <li>• Tharisa Minerals newsletters and poster</li> <li>• Tharisa Minerals induction and ongoing skills development training</li> <li>• Company website</li> <li>• Daily supervisor/ manager interaction</li> <li>• Ongoing safety training on the Tharisa Mine</li> <li>• Tharisa Minerals wellness programmes and campaigns</li> </ul>	 <p><b>SUPPLIERS</b></p> <ul style="list-style-type: none"> <li>• Procurement policies, tender process</li> <li>• Verbal and electronic communication</li> <li>• Contract terms negotiated and agreed</li> <li>• Standard contract terms for suppliers of goods</li> </ul>	 <p><b>SOUTH AFRICAN SOE</b></p> <ul style="list-style-type: none"> <li>• Regular face-to-face meetings</li> <li>• Electronic communication</li> <li>• Joint task team with Transnet to develop siding</li> </ul>
 <p><b>LABOUR UNIONS</b></p> <ul style="list-style-type: none"> <li>• Union recognition and negotiations by Tharisa Minerals</li> <li>• Monthly liaison with shop stewards</li> <li>• Regular contact with NUM regional leadership</li> <li>• Labour forum meets once a month</li> </ul>	 <p><b>FINANCIERS</b></p> <ul style="list-style-type: none"> <li>• Reporting on a monthly, bi-annual and annual basis</li> <li>• Presentations and meetings with management</li> <li>• Tharisa Mine site visits by senior debt providers at least twice a year</li> <li>• Telephonic and electronic communication, particularly on working capital facilities</li> <li>• Annual review of working capital facilities</li> </ul>	 <p><b>COMMUNITIES</b></p> <ul style="list-style-type: none"> <li>• Adult education and training, leadership and bursaries</li> <li>• Community forums</li> <li>• Local upliftment and wellness programmes and projects</li> </ul>
		 <p><b>ANALYSTS</b></p> <ul style="list-style-type: none"> <li>• Roadshows and analyst briefings</li> <li>• Interim and annual reporting</li> <li>• Annual Report</li> <li>• Company website</li> <li>• SENS/RNS announcements</li> </ul>





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## LILLIAN MASILO



HIV activist Lillian Masilo from Phokeng, a town in South Africa's North West Province near Rustenburg, always wanted to be a nurse because of her compassion for others.

The mother of four stays in Mmaditlhokwa with her family. Mmaditlhokwa is the community immediately adjacent to Tharisa Minerals' operations and the area from which Tharisa Minerals sources a portion of its workforce.

Lillian's first job was as a cleaner at Lonmin's Karee Mine. She joined Rocasize three years ago as a bricklayer. Rocasize, which is 100% owned by The Tharisa Community Trust, serve as an umbrella under which various small and medium-sized enterprises serving the community. Rocasize's brick making and laying initiative was set up to help reduce the cost of building and help community members establish more formal types of housing.

Now working as a seamstress at Rocasize, Lillian is Tharisa Minerals' primary HIV spokesperson.

"When I found out I was HIV positive, I thought it was the end of me. I didn't know how I was going to face the world," says Lillian, who initially thought she had contracted TB. Not knowing how she would tell her family because of the stigma of HIV, she was faced with her greatest challenge. As it often turns out, her greatest challenge was also her greatest opportunity.

Currently doing her AET classes, Lillian believes that many people create more suffering by not accepting their HIV status.

"I have been able to accept my status and help others come to terms with what they are facing without being afraid that I will be judged. Tharisa saw potential in me - I was trained to be a peer educator. I am enjoying it because it gives me an opportunity to share my life story with employees and by sharing the story, it changes lots of employees' lives."

## PEBETSE MABASO



Armed with a passion for making a positive difference and improving the lives of those around her, Pebetse Mabaso is a SLP coordinator at Tharisa. Involved in all the elements of Tharisa Minerals' SLP implementation, she also oversees compliance with the Mining Charter and is active in stakeholder relations. SLP is the acronym for social and labour plan, a key part of a mine's compliance with South Africa's mining legislation. SLPs set out how a company intends to share some of the benefits that flow from mining.

Pebetse is mother to three boys, aged seven to 17. Surrounded by men at home and in the workplace, she says one of her challenges is to prove her worth in a male-dominated world.

Born in Lebowakgomo, a town in Polokwane Limpopo, Pebetse's first job was as a store clerk at the former Lebowa Platinum Mine, now known as Bokoni Platinum. She worked as a transformation coordinator for Anglo American Platinum in Rustenburg for about six years before joining Tharisa Minerals in October 2015.

"I have only been with the company (Tharisa Minerals) for a year now and have been given an opportunity to manage a team, liaise with stakeholders and work as a link between the company, municipality and government departments including the regulator, the DMR. I believe that this is testament to Tharisa Minerals' understanding and appreciation of the social initiatives that are available to transform society around the mines," Pebetse said.

Pebetse's role is vital to Tharisa Minerals maintaining its social licence to operate. South African mining legislation under the MPRDA and its accompanying regulations compel producers to address the legacy issues in the industry while create value for all stakeholders.

It is through these initiatives that the country, industry and company contribute to the upliftment of all South Africans.

# ELIZABETH MAGANO



Tharisa Minerals' wellness officer, 30-year old Motswasele Elizabeth Magano, would like to study psychology and eventually run her own practice.

Born in a rural area called Sterkfontein, in Groblersdal, Elizabeth is married and has a six-year old step daughter. She stays in Rustenburg with her family.

"When I was growing up I wanted to be a doctor because I care for people. I didn't like to see people suffering from any sickness; I always wanted to help to make them feel better," Elizabeth said. But when she got to university, she decided to get into mining.

Her first job was working underground, which she describes as a scary experience. Determined to work herself up, she studied human resource management. "So I started at the bottom and that taught me to respect every person because you don't know what tomorrow holds," she said.

Elizabeth, joined Tharisa Minerals as a safety, health and environmental (SHE) administrator in June 2011 after working as a human resources administrator at Blue Ridge Platinum Mine.

"Tharisa Minerals has given me the opportunity to grow and develop," Elizabeth said, adding that she has completed several training courses and then a university course in wellness and employee assistance, which helped equip her to run a successful wellness programme.

"My role adds value to Tharisa Minerals because it shows that Tharisa Minerals doesn't mainly focus on the production only but also on the health and safety of the employees. If employees are facing any psychological, physical, health related issues they know Tharisa has a Wellness Officer to assist with such related issues. And if we have healthy and stress-free employees they will be more productive and the wellness programme also reduces the rate of incidence in the workplace," she said.

# GOVERNANCE

## Board of directors

### EXECUTIVE DIRECTORS

#### Loucas Pouroulis

##### Chairman

*Mining and Metallurgical Engineering (Hons) (National Technical University, Athens, Greece)*

Loucas Pouroulis is the Executive Chairman of the Group, with responsibility for the development of strategy and the identification of new opportunities for the Group. He began his career in Cyprus in 1962, and his initial post graduate training took place in Germany, Sweden and Cyprus. Loucas is trained as a mining and metallurgical engineer and has more than 50 years' experience in mining exploration, project management, financing and production in open pit and underground mining operations, including PGM and gold mines. He immigrated to South Africa in 1964 and joined Anglo American, where he rose rapidly through the management ranks and received extensive training and experience. In 1971, Loucas began to pursue his own mining interests, initially focusing on gold mining opportunities considered uneconomical by the majors. By the 1990s, he had established Petra Diamonds and, since 2000, has established amongst others, Eland Platinum, Tharisa, Kameni, Keaton Energy and TransAfrika Resources.

#### Phoevos Pouroulis

##### Chief Executive Officer

*Bachelor of Science and Business Administration (Boston University, USA)*

Phoevos Pouroulis is the Chief Executive Officer of the Group, with responsibility for overall strategy and management. Phoevos has held various senior managerial and operational positions in his career spanning more than 15 years. He has extensive experience in project management, mining design, commissioning and mining operations, including chrome and PGM mines, having been involved in South Africa's mining industry since 2003. He has served as Commercial Director for Chromex Mining and was a founding member of Keaton Energy. He is currently a non-executive director of Keaton Energy. Phoevos is on the Council of the International Chrome Development Association.

#### Michael Jones

##### Chief Finance Officer

*Bachelor of Accounting (University of KwaZulu-Natal Pietermaritzburg, South Africa), CA(SA); Member of the South African Institute of Chartered Accountants*

Michael Jones is the Chief Finance Officer of the Group and is responsible for the overall financial operation and the financial reporting management of the Group. Michael has more than six years' executive financial management experience in the mining sector. In addition, he has 18 years' experience in investment banking, focusing on mergers and acquisitions and capital raisings of both equity and debt.

### INDEPENDENT EXECUTIVE DIRECTORS

#### David Salter

##### Lead independent non-executive director

*Bachelor of Science (Hons), PhD in Mineral Technology (Imperial College, London), FSAIMM*

David Salter has more than 30 years' experience in the development and management of mining companies, including both open pit and underground PGM mining operations. David was the managing director of Eland Platinum until its sale to Xstrata in 2007. He is the non-executive Chairman of Keaton Energy and a non-executive director of a number of unlisted mining companies.

#### Antonios Djakouris

##### Independent non-executive director

*Chartered Accountant and Fellow of the Institute of Chartered Accountants in England and Wales*

Antonios Djakouris is a qualified Chartered Accountant and has over 30 years' experience as a manager and director, having served in the accounting profession and in a number of posts with the Bank of Cyprus, including internal audit, credit review and retail banking, and as group general manager in charge of operations. From 2003 to 2009, he directed the Bank of Cyprus group's overseas operations, including banks in the United Kingdom, Australia, Russia, Romania and Ukraine. Antonios currently serves in an honorary capacity on the board and executive committee of the Cyprus Anti-Cancer Society, one of the largest charities in Cyprus.



## Omar Kamal

### Independent non-executive director

*Bachelor in Economics and Political Science, PhD in Management (Banking and Finance)*

Omar Kamal has more than 20 years' experience in the field of finance, investment management, strategic advisory services and high-growth entrepreneurship. His regional and international experience extends over a wide array of sectors, including mining, real estate, finance, healthcare and education, across Asia, the Middle East and Europe.

Until August 2015, he was the co-Group CEO of a business group owned by a prominent family from the Gulf Cooperation Council. Prior to that, he occupied several executive roles at leading regional banks in the Middle East, and before that, was a partner with Ernst & Young on the advisory and consulting side. Omar continues to serve on the boards of a number of listed and unlisted companies. In addition, he is an entrepreneur and is actively involved as a strategic advisor to selected London-based high-growth companies that are involved in the financial, technology and e-commerce sectors.

Omar will be retiring by rotation at the AGM and will be available for re-election. The Board supports Omar's re-election.

## Carol Bell

### Independent non-executive director

*MA Natural Sciences (University of Cambridge), PhD Archaeology (University College, London)*

Carol Bell has more than 35 years' experience in the energy and allied industries including a successful career as a Managing Director of Chase Manhattan Bank's Global Oil & Gas Group, Head of European Equity Research at JP Morgan and several years as an equity research analyst in the oil and gas sector at Credit Suisse First Boston and UBS Phillips & Drew. Carol began her career in corporate planning and business development at Charterhouse Petroleum and RTZ Oil and Gas.

Carol has broad public company experience and currently serves on the boards of Ophir Energy, Petroleum Geo-Services and Bonheur. She is also a non-executive director of the BlackRock Commodities Income Investment Trust and serves on the board of Finance Wales, the venture capital arm of the Welsh government. Carol is a trustee of the Renewable Energy Foundation (a UK think tank), the National Museum of Wales, The Wales Millennium Centre, The British School at Athens, and the Institute for Archaeometallurgical studies. She is also a member of the governing bodies of S4C Authority and the Council of Cardiff University.

Having been appointed subsequent to the previous AGM, Carol will retire at the upcoming AGM, and will be available for election. The Board supports Carol's election.

## NON-EXECUTIVE DIRECTORS

### Brian Chi Ming Cheng

#### Non-executive director

*Bachelor of Science (Babson College in Massachusetts, USA)*

Brian Cheng is an executive director of NWS Holdings, a Hong Kong Stock Exchange listed company, and a subsidiary of which holds 15.8% of Tharisa's issued share capital. He has over 11 years of experience and is responsible for overseeing NWS Holdings' infrastructure business and merger and acquisition affairs. He is also a non-executive director of five other companies listed on the Hong Kong Stock Exchange. Before joining NWS, Brian worked as a research analyst in the Infrastructure and Conglomerates sector for CLSA Asia-Pacific Markets.

Brian will be retiring by rotation at the conclusion of the AGM and will not be available for re-election. The Board thanks Brian for the contribution he has made to the Company since his appointment in 2014.

### Joanna Ka Ki Cheng

#### Alternate non-executive director

*Bachelor of Arts (Economics) (York University, Ontario, Canada)*

Joanna Cheng, a Canadian national, is a Chartered Accountant and a member of the Institute of Chartered Accountants of Ontario, Canada. She has more than 15 years' experience in business development, investment and management and is the General Manager (Environment) of NWS Infrastructure Management, a wholly-owned subsidiary of NWS. Before joining NWS, Joanna worked at audit firms in Canada and Hong Kong.

Joanna is currently serving as alternate director to Brian Cheng. Following his retirement by rotation at the conclusion of the AGM, Joanna will be appointed by the Board as a non-executive director, with effect 1 February 2017.



# CORPORATE GOVERNANCE

## INTRODUCTION

Tharisa has a primary listing on the JSE under the 'General Mining' sector and, as such, is subject to the JSE Listings Requirements, as well as the Cyprus Companies Law and King III. Tharisa also has a secondary, standard listing of its Depository Interests on the LSE and is subject to the LSE Listing Rules and Disclosure and Transparency Rules applicable to a secondary standard listing. Whilst the UK Corporate Governance Code published by the Financial Reporting Council does not apply to the Company, the Board recognises the importance of good governance and will consider the principles and recommendations contained therein.

The Board is fully committed to the fact that accountability, integrity, fairness, transparency and integrated thinking is essential to the Group's long-term sustainability and to its ongoing ability to create value for investors and other stakeholders. It endorses and accepts full responsibility for the application of the principles necessary to ensure that effective corporate governance is practiced consistently throughout the Group. In discharging this responsibility, the Board strives to comply with the requirements of the South African Code of Corporate Practices and Conduct as set out in King III in both letter and spirit. The Company's application of King III Chapter 2 principles is set out on page 57. The complete King III checklist is available on the Company's website, [www.tharisa.com](http://www.tharisa.com).

The Board is of the opinion that the Company is compliant with the JSE Listings Requirements and King III in all material respects, other than having an Executive Chairman and not having an independent internal audit function. The former has been mitigated by the appointment of a Lead Independent Director and the latter by the employment of Deloitte to provide internal auditing services.

## BOARD COMPOSITION

### Executive directors

Loucas Pouroulis (*Executive Chairman*)  
Phoevos Pouroulis (*Chief Executive Officer*)  
Michael Jones (*Chief Finance Officer*)

### Non-executive directors

David Salter (*Lead Independent Director*)  
Antonios Djakouris (*Independent non-executive director*)  
Omar Kamal (*Independent non-executive director*)  
Carol Bell (*Independent non-executive director*)  
Brian Cheng (*Non-executive director*)  
Joanna Cheng (*Alternate to Brian Cheng*)

The Company has a unitary Board, which both leads and controls the Company. It comprises three executive directors and five non-executive directors. Four of the five non-executive directors are independent of management as determined under applicable South African securities legislation.

The Board is structured in such a way such that there is a clear balance of authority, ensuring that no one director has unfettered powers. The size of the Board is regulated by the Company's Articles of Association and directors are appointed through a formal process. The Nomination Committee assists with the process by identifying suitable candidates for appointment as directors. Directors are required to be individuals of calibre and credibility with the necessary skill and experience to bring judgement, independent of management, on issues of strategy, performance, resources, diversity, standards of conduct and evaluation of performance.

## ROLE AND RESPONSIBILITIES OF THE BOARD

The Board is the ultimate governing authority, responsible for the Company's strategy, key policies, ethics and corporate governance, as well as approving the Company's financial objectives and targets. The Board recognises that strategy, performance, risk and sustainability are inseparable and that the execution of strategy can have a material impact on the Company's creation of value and its various stakeholders. The Board is fundamentally important to the achievement of the Company's mission, financial objectives and fulfilment of its corporate responsibilities in a sustainable manner and provides effective leadership on an ethical foundation while ensuring that the Group is seen to behave as a responsible corporate citizen.

The Board is the ultimate custodian of the governance framework which commits the Company and its representatives to act according to the highest standards of fairness, accountability, responsibility, transparency, ethics and sustainability. The Company's approach to corporate governance strives to be stakeholder inclusive, based on good communication, and is integrated into every aspect of the Company's business.

The Board ensures that the Group is, and is seen to be, a responsible corporate citizen, by having regard not only to the financial aspects of the business of the Group, but also the impact that the business operations have on the environment and the society in which it operates.

The Company has adopted a Board Charter setting out the role, functions, obligations, rights, responsibilities and powers of the Board and the policies and practices of the Board in respect of its duties, functions and responsibilities. The Company has also adopted terms of reference for each of its committees.

The directors who are also members of the Executive Committee of the Company are involved in the day-to-day business activities of the Company and are responsible for ensuring that the decisions of the Executive Committee as approved by the Board are implemented in accordance with the mandate given by the Board and Executive Committee.

All non-executive directors have unrestricted access to the Chairman, management, the Joint Company Secretaries, and the external and internal auditors. Directors are entitled to seek independent professional advice on any matter pertaining to the Company and the Group, at the Company's expense.

The Board is satisfied as to the appropriateness of the expertise of the Company Secretaries and considers and satisfies itself, on an annual basis, of the qualifications, experience and arm's length relationship between the Company Secretaries and the Board.

Board meetings are held on a regular basis, at least quarterly, and all directors participate in the key areas of decision-making.

### ROLE OF THE EXECUTIVE CHAIRMAN

There is a clear distinction between the roles of the Executive Chairman and the Chief Executive Officer.

The Executive Chairman is responsible for ensuring the integrity and effectiveness of the Board and its committees, which includes:

- providing overall leadership to the Board, without limiting the principle of collective responsibility for Board decisions;
- presiding over meetings of the Board and meetings of shareholders;
- acting as facilitator at Board meetings to ensure that no director, whether executive or non-executive, or group of directors, dominates the discussion, that sufficient debate takes place, that the opinions of all directors relevant to the subject under discussion are solicited and expressed freely, that conflicts of interests are managed and that Board discussions lead to appropriate decisions;
- actively participating in the selection of Board members and overseeing a formal succession plan for the Board and certain senior management appointments;
- encouraging collegiality amongst Board members and management while at the same time maintaining an arm's length relationship; and
- mentoring to enhance directors' confidence, especially new or inexperienced directors and encouraging them to make an active contribution at meetings.

The Chairman's performance is appraised by the non-executive directors on an annual or such other basis as the Board may determine.

### ROLE OF THE CHIEF EXECUTIVE OFFICER

Control of the complete process of risk management, the evaluation of its effectiveness and approval of recommended risk management and internal control strategies, systems and procedures are key Board responsibilities. For this reason, the Risk Committee comprises the entire Board and is chaired by Antonios Djakouris.

The Board's authority conferred on management is delegated through the Chief Executive Officer and the authority and accountability of management is accordingly considered to be the authority and accountability of the Chief Executive Officer.

The Chief Executive Officer provides executive leadership and is accountable to the Board for the implementation of strategies, objectives and decisions within the framework of the delegated authorities, values and policies of the Company, which includes:

- recommending or appointing the executive members and ensuring proper succession planning and performance appraisals;
- developing the Company's strategy and vision for Board consideration and approval;
- developing and recommending annual business plans and budgets that support the Company's long-term strategy to the Board;
- monitoring and reporting to the Board on performance against and conformance with strategic imperatives;
- ensuring that the Company has appropriate management structures and a management team to effectively carry out the Company's objectives, strategy and business plans;
- ensuring that the assets of the Company are properly maintained and safeguarded and not unnecessarily placed at risk;
- setting the tone from the top in providing ethical leadership and creating an ethical environment and not causing or permitting any decision, internal or external practice or activity by the Company that may be contrary to commonly accepted business practice, good corporate governance or professional ethics; and
- acting as the chief spokesperson of the Company.

The non-executive directors monitor and evaluate the Chief Executive Officer in achieving the approved targets and objectives and the results of such evaluation are considered by the Remuneration Committee to guide it in its appraisal of the performance and remuneration of the Chief Executive Officer.

### ROLE OF THE LEAD INDEPENDENT DIRECTOR

The Lead Independent Director chairs the Nomination Committee and the Safety, Health and Environment Committee and is a member of the Audit, Remuneration and Risk Committees. He acts as a sounding board to the Executive Chairman and the Chief Executive Officer and leads the non-executive directors in the appraisal of the Executive Chairman and Chief Executive Officer. He acts as an intermediary for the other Board members and shareholders with regard to concerns that have not been resolved through the normal channels.

### ROLE OF THE NON-EXECUTIVE DIRECTORS

The non-executive directors bring diverse experience and expertise to the Board. They challenge the opinions of executive directors and provide fresh insight into the Group's strategic direction. They assess the performance of the Executive Chairman and Chief Executive Officer and serve on various board committees. Non-executive directors meet without the presence of the executive directors at least twice a year.

### BOARD APPOINTMENTS

Members of the Board are appointed by the Company's shareholders. The Board also has the power to appoint directors, subject to such appointments being approved by shareholders at the next AGM following such appointment. Pursuant to the

## CORPORATE GOVERNANCE (continued)

terms of the Board Charter, appointments to the Board are made on recommendation of the Nomination Committee. A formal policy detailing the procedures for appointments to the Board has been adopted by the Company.

Non-executive directors are required to be individuals of calibre and credibility, be independent of management and possess the necessary skills and expertise to bring judgement to bear on issues of strategy, performance, resources, diversity, standards of conduct and evaluation of performance.

Directors are required to conduct themselves, at all times, in a professional manner, having due regard to their fiduciary duties and responsibilities to the Company and to ensure that sufficient time is made available to devote to their duties as Board members. Directors are further required to be diligent in discharging their duties to the Company, seek to acquire sufficient knowledge of the business of the Company and endeavour to keep abreast of changes and trends in the business environment and markets in which the Company operates, in order to be able to provide meaningful direction to the Company's business activities and operations.

### DIRECTOR INDUCTION

Upon appointment, all new directors are provided with induction materials to familiarise them with the Group's operations, business environment, executive management and to induct them in their fiduciary duties and responsibilities. The induction programme would typically involve an information pack comprising of *inter alia*, the Group structure, a list of the top shareholders, board packs and minutes of previous board meetings, annual and interim reports, Articles of Association, the Board Charter, committee Terms of Reference, information on Directors' and Officers' insurance, a guide to the JSE Listings Requirements and a memorandum on market abuse and insider trading.

### RETIREMENT BY ROTATION AND RE-ELECTION OF DIRECTORS

In accordance with the Company's Articles of Association and King III, one-third of non-executive directors must retire from office at each AGM. The non-executive directors retiring at each AGM will be those directors who have been the longest serving since their last election. Retiring directors are eligible for re-election, and if so re-elected, are deemed to not have vacated their office. Accordingly, Omar Kamal will be retiring by rotation at the upcoming AGM, and being eligible, will be available for re-election. Brian Cheng, who will also be retiring by rotation, is not making himself available for re-election.

In terms of the Company's Articles of Association, any directors appointed by the Board during the course of the financial year, shall hold office only until the next AGM of the Company following their appointment and shall then retire and be eligible for election. Having been appointed during the financial year under review, Carol Bell will retire and will be available for election.

A brief *curriculum vitae* of each director standing for re-election appears on page 48. Having assessed the performance of the directors standing for re-election, it is the recommendation of the Board that they be re-elected.

### BOARD MEETINGS

The Board meets at least four times per year and at such other times as may be required. The Board met six times during the year under review.

### BOARD COMMITTEES

Certain responsibilities are reserved for the Board, while others are delegated to board committees, each with formal mandates and Terms of Reference, without reducing the individual and collective responsibilities of Board members' overall fiduciary duties and responsibilities. The Terms of Reference of each board committee determines, *inter alia*, the composition, purpose, scope of mandate, and powers and duties of the committee. Board committees provide feedback to the Board through reports by their respective chairmen and provide the Board with copies of minutes of committee meetings. Terms of Reference of the various committees are compliant with the provisions of the Company's Articles of Association, Cyprus Companies Law and the JSE Listings Requirements. The Terms of Reference are reviewed on a regular basis and are available on the Company's website. All committees have satisfied their responsibilities in compliance with their respective Terms of Reference during the year under review.

The Company's board committees are constituted as follows:

	Chairman	Members
<b>Audit Committee</b>	Antonios Djakouris	David Salter Omar Kamal Carol Bell
<b>Risk Committee</b>	Antonios Djakouris	Loucas Pouroulis Phoevos Pouroulis Michael Jones David Salter Omar Kamal Carol Bell Brian Cheng
<b>Nomination Committee</b>	David Salter	Loucas Pouroulis Antonios Djakouris
<b>Remuneration Committee</b>	Antonios Djakouris	David Salter Carol Bell
<b>Safety, Health and Environment Committee</b>	David Salter	Antonios Djakouris Carol Bell



### Audit Committee

The Audit Committee, which must comprise at least three independent non-executive directors, is chaired by Antonios Djakouris, an independent non-executive director. Other members of the Audit Committee are David Salter, Omar Kamal and Carol Bell, all independent non-executive directors.

The Group's independent external auditors, independent internal auditors, Chief Finance Officer and Chief Executive Officer attend Committee meetings by invitation. The Audit Committee meets with the internal and external auditors, without any executive directors being present. Both the internal and external auditors have unrestricted access to the Chairman of the Committee and to the Chairman of the Board.

The Audit Committee provides the Board with additional assurance regarding the quality and reliability of financial information used by the Board and the financial statements of the Group. The Committee reviews the internal and financial control systems, accounting systems and reporting and internal audit functions. It liaises with the Group's external auditors and monitors compliance with legal requirements. Furthermore, the Audit Committee assesses the performance of financial management, approves external audit fees and budgets, monitors non-audit services provided by the external auditors against an approved policy and ensures that management addresses any identified internal control weakness. In addition, the Audit Committee oversees the integrated reporting process, risk management systems, information technology risks (as they relate to financial reporting), the Group's whistleblowing arrangements and policies and procedures for preventing corrupt behaviour and detecting fraud and bribery.

The Committee has unrestricted access to all Company and Group information and may seek information from any employee. The Committee may also consult external professional advisors in executing its duties.

The Chairman of the Audit Committee is required to report to the Board after each meeting of the Committee and the minutes of meetings of the Audit Committee are provided to the Board. For more information on the activities of the Committee during the year under review, refer to the Report of the Audit Committee on page 69.

The Audit Committee is satisfied as to the appropriateness of the expertise of Michael Jones, the Chief Finance Officer. The appropriateness of the expertise and experience of the Chief Finance Officer is considered on an annual basis.

The Committee meets as often as is deemed necessary, but is required to meet at least twice a year. The Audit Committee met five times during the year under review.

### Risk Committee

The Risk Committee reviews management reports on the adequacy and effectiveness of the Group's risk management functions, ensures compliance with the Group's risk management policies and reviews the adequacy of the Group's insurance coverage.

During the year under review the Committee conducted a high-level review of the residual risks identified by management following a facilitated risk assessment workshop and subsequent business risk review undertaken at operating subsidiary level. It continues to monitor progress made by risk owners in identifying mitigating factors, performing gap analyses and implementing additional mitigating measures where required. In addition, the Risk Committee conducted a formal strategic risk review post year end, during which non-operational and strategic risks impacting on the Company and the Group were reviewed and evaluated.

The Risk Committee meets as often as is deemed necessary, but is required to meet at least twice a year. The Committee met four times during the year under review.

### Nomination Committee

The Nomination Committee is chaired by David Salter, the Lead Independent Director. Other members of the Committee are Antonios Djakouris, an independent non-executive director, and Loucas Pouroulis, the Executive Chairman. Loucas Pouroulis is entitled to participate and contribute to the Nomination Committee, but is not entitled to vote on any matter before the Nomination Committee. In the event of a tied vote, David Salter has a casting vote.

The Nomination Committee ensures that the procedures for appointments to the Board are formal and transparent by making recommendations to the Board on all new Board appointments in accordance with the Company's policy for Board appointments. It does so by regularly evaluating the Board performance, undertaking performance appraisals of the Chairman and directors, evaluating the effectiveness of Board committees and making recommendations to the Board. The Nomination Committee also considers and approves the Board succession plans.

The work of the Committee during the year followed both its Terms of Reference and established good practice in corporate governance. The Committee conducted a review of the structure, size and composition of the Board, with specific emphasis on skills, knowledge, independence and diversity of the Board members. The Committee recommended the appointment of Carol Bell to the Board. Carol's appointment augments the Board's skills and experience in audit, finance and the resources sector and enhances the Board's gender diversity.

During the year under review, the Committee considered Brian Cheng's retirement by rotation and the fact that he would not be available for re-election. The Committee recommends the appointment of Joanna Cheng as director to the Board with effect from the conclusion of the upcoming AGM scheduled for 1 February 2017, as Brian's replacement.

The Committee also considered the independence of non-executive directors according to the guidance provided by King III. Consideration was given, amongst others, as to whether the individual non-executive directors are sufficiently independent of the Company so as to effectively carry out their

## CORPORATE GOVERNANCE (continued)

responsibilities as directors, whether they are independent in judgement and character and that there are no conflicts of interest in the form of contracts, relationships, shareholding, remuneration, employment or related party disclosures that could affect their independence. The Committee determined that David Salter, Antonios Djakouris, Omar Kamal and Carol Bell are independent. Brian Cheng and Joanna Cheng are not considered independent by virtue of their involvement with the Company's second largest shareholder.

The Nomination Committee is required to meet at least twice per annum and met three times during the year under review.

### Remuneration Committee

All members of the Remuneration Committee are independent non-executive directors. The Committee is chaired by Antonios Djakouris and other members of the Committee are David Salter and Carol Bell. The Chief Executive Officer and Chief Finance Officer are invited to attend meetings of the Committee to make presentations, except when their own remuneration is under consideration.

The Remuneration Committee considers the remuneration framework of the Executive Chairman, Chief Executive Officer, Chief Finance Officer, the Company Secretaries and other members of the executive management of the Company and its subsidiaries, with reference to local and international benchmarks. The Committee also considers bonuses, which are discretionary and based upon general economic variables, the performance of the Company and each individual's performance

### Attendance at meetings

Attendance at Board and Committee meetings is set out below:

Director	Board	Audit	Nomination	Remuneration	Risk	SHE
Loucas Pouroulis <sup>^</sup>	3/6	–	1/3	–	2/4	–
Phoevos Pouroulis	6/6	5/5 <sup>#</sup>	3/3 <sup>#</sup>	3/3 <sup>#</sup>	4/4	4/4 <sup>#</sup>
Michael Jones	6/6	5/5 <sup>#</sup>	–	3/3 <sup>#</sup>	4/4	–
David Salter	6/6	5/5	3/3	3/3	4/4	4/4
Antonios Djakouris	6/6	5/5	3/3	3/3	4/4	4/4
Omar Kamal	6/6	5/5	–	–	4/4	–
Carol Bell <sup>*</sup>	4/6	3/5	–	2/3	2/4	2/4
Brian Cheng	2/6	–	–	–	0/4	–
Ioannis Drapaniotis <sup>*</sup>	2/6	2/5	1/3	1/3	2/4	2/4
Joanna Cheng (Alt)	6/6	–	–	–	3/4	–

<sup>^</sup> Loucas underwent major surgery during January 2016 and was unable to attend meetings during the recuperation period.

<sup>\*</sup> Appointed 22 March 2016.

<sup>#</sup> By invitation.

<sup>\*</sup> Retired by rotation on 25 February 2016.

against personalised key performance indicators, allocations in terms of the Group's incentive schemes and certain other employee benefits and schemes.

During the year, the Committee reviewed various aspects of the Group's remuneration policy and structure, including executive salaries, performance-based remuneration schemes and the Share Award Plan. The Committee is satisfied with the prevailing policies, remuneration and structure.

The Committee met three times during the year under review.

### Safety, Health and Environment Committee

All members of the Committee are independent non-executive directors. The Committee is chaired by David Salter and other members are Antonios Djakouris and Carol Bell. The Chief Executive Officer attends the meeting by invitation.

The Safety, Health and Environment Committee develops and reviews the Group's framework, policies and guidelines on safety, health and environmental management, monitors key indicators on accidents and incidents and considers developments in relevant safety, health and environmental practices and regulations.

The Committee met four times during the year under review.

### Joint Group Company Secretaries

The role of the Joint Group Company Secretaries is, *inter alia*, to provide guidance and advice to the Board with respect to matters relating to the JSE Listings Requirements, the Cyprus Companies Law, King III and other corporate governance-related matters. In addition to their statutory duties, the Company Secretaries provide the Board as a whole, individual directors and the various committees with guidance as to the manner in which their responsibilities should be discharged in the best interests of the Group.

The appointment and removal of the Company Secretaries is a matter reserved for the Board as a whole. The Board formally assessed and considered the performance and qualifications of the Company Secretaries and is satisfied that the Company Secretaries are competent, suitably qualified and experienced. Neither of the Company Secretaries is a director of Tharisa, nor are they related or connected to any of the directors and the Board is satisfied that the Company Secretaries maintain an arm's length relationship with the Board.

### BOARD EVALUATION

The Nomination Committee, under leadership of the Lead Independent Director, conducts an evaluation of the performance of the Board, its committees, the Executive Chairman, Chief Executive Officer, Chief Finance Officer, the Joint Company Secretaries and the performance and contribution of the individual non-executive directors. The Board committees conduct a self-evaluation against their respective Terms of Reference and each individual Board member is evaluated by fellow Board members using an evaluation questionnaire. The results of the evaluation process are discussed with individual directors and the Board and any training requirements are identified. Board evaluations are performed on an annual or biennial basis. An extensive evaluation was conducted during August 2015 with no material findings.

### SAFETY AND ETHICS HOTLINE

The Group has a zero tolerance approach to safety transgressions, theft, fraud, corruption, violation of the law and unethical business practices by employees or suppliers.

A 24-hour Safety and Ethics Hotline monitored by an independent external party is fully operational and facilitates the reporting and resolution of safety and ethical violations. This confidential and anonymous hotline provides an impartial facility for employees, service providers, customers and other stakeholders to report any safety or ethics-related matter such as safety concerns, unsafe behaviour and practices, hazardous conditions, fraudulent activity, corruption, statutory malpractice, financial and accounting reporting irregularities and other deviations from safe and ethical behaviour. It is the duty of the Audit Committee to ensure that arrangements are in place for the independent investigation of such matters and appropriate follow-up action.

### CONFLICTS OF INTEREST

Directors are required to declare their other directorships and interests, as well as any conflict of interest in any matter before the Board. Non-executive directors are required to inform the Board of any proposed new directorships and the Board reserves the right to review such additional appointments to ensure that no conflict of interest would arise and to ensure that a director accepting a new appointment would be able to continue to fulfil his or her obligations as member of the Board.

### SHARE DEALING AND INSIDER TRADING

All directors, senior executives and employees who, by virtue of their positions have access to financial and other price sensitive information, are regarded as insiders and are required, at all times, to obtain prior authorisation to deal in the Company's shares. The Company's directors, executives and employees who are classified as insiders are not permitted to deal in the Company's shares during closed periods or when they are in possession of non-public information. An appropriate communication is sent to all such employees alerting them that the Company is entering a closed period.

Closed periods are observed as required by the JSE Listings Requirements including the period from the end of the interim and annual financial reporting periods to the announcement of the financial results for the respective periods, and during periods that the Company is under a cautionary announcement. The Company is also subject to the EU Market Abuse Regulation No 596/2016.

### SUCCESSION PLANNING

The Board, assisted by the Nomination Committee, is responsible for overseeing succession planning and ensuring that appropriate strategies are in place to ensure the smooth continuation of roles and responsibilities of members of the Board and senior management.

### INFORMATION TECHNOLOGY GOVERNANCE

The Board Charter commits the Board to assuming ultimate responsibility for ensuring that effective information technology (IT) systems, internal control, auditing and compliance policies, procedures and processes are implemented in order to avoid or mitigate key IT-related business risks. An IT governance framework is in the process of being prepared and approved.

### INTERNAL CONTROL SYSTEMS

To meet the Company's responsibility to provide reliable financial information, the Company maintains financial and operational systems of internal control. These controls are designed to provide reasonable assurance that transactions are concluded in accordance with management's authority, that the assets are adequately protected against material losses, unauthorised acquisition, use or disposal and that transactions are properly authorised and recorded.

## CORPORATE GOVERNANCE (continued)

The systems include a documented organisational structure and division of responsibility, established policies and procedures which are communicated throughout the Group, and the careful selection, training and development of people.

The Board monitors the operation of the internal control systems to determine whether there are deficiencies. Corrective actions are taken to address control deficiencies as they are identified. The Board, operating through the Audit Committee, oversees the financial reporting process and internal control systems.

The Company does not have an in-house independent internal audit function. The Audit Committee reviews, on an annual basis, whether there is a need for an in-house internal audit function and makes the necessary recommendation to the Board. The Audit Committee considered the decision at the time of listing and given the size and stage of development of the Company and the Group, an in-house internal audit function was not justified. The appointment of Deloitte as internal auditors for the Group is considered to sufficiently mitigate the risk of not having an in-house internal audit function.

There are inherent limitations to the effectiveness of any system of internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, an effective internal control system can provide only reasonable assurance with respect to financial statement preparation and the safeguarding of assets.

### INVESTOR RELATIONS

The Chief Executive Officer and Chief Finance Officer, supported by the Investor Relations Manager, interact with institutional investors on a regular basis on the performance of the Group through presentations and scheduled meetings. The Company also participates in selected international conferences and conducts roadshows internationally.

A wide range of information and documents, including copies of presentations given to investors, annual reports and notices of shareholder meetings, are made available on the Company's website [www.tharisa.com](http://www.tharisa.com) on an ongoing basis.

Shareholders are encouraged to visit the investors' section of the website frequently to be kept informed of the corporate timetable, including dates for the Annual General Meetings, forms of proxy and relevant shareholder information relating thereto.

# KING III APPLICATION

		PRINCIPLE	STATUS	SUMMARY OF HOW THARISA APPLIES THE KING III PRINCIPLES
<b>Chapter 2</b>				
<b>Boards and directors</b>				
<b>Role and function of the Board</b>	2.1	The Board should act as the focal point for and custodian of corporate governance	Applied	The Board is committed to the highest standards of corporate governance and believes that accountability, integrity, fairness, transparency and integrated thinking is essential to the Group's long-term sustainability and to its ongoing ability to create value for investors and other stakeholders.
	2.2	The Board should appreciate that strategy, risk, performance and sustainability are inseparable	Applied	The Board recognises that strategy, risk, performance and sustainability are inseparable. The Board is responsible for aligning the strategic objectives, vision and mission of the Group with performance and sustainability considerations. The Board reviews and approves Group strategy, helping to ensure alignment with the purpose of the Company, key value drivers, sustainability and legitimate interests and expectations of stakeholders. The Board ensures that risks impacting the business are adequately examined and mitigated by management.
	2.3	The Board should provide effective leadership based on an ethical foundation	Applied	The Board is guided in all matters by the Board Charter which sets out its responsibilities. The Board subscribes to and promotes the highest standard of integrity and good corporate governance.  The Board is responsible for strategic direction and control of the Company and exercises such control through the governance framework of the Board and its committees. Certain matters are reserved for decision by the Board. The values and principles of Tharisa are refined in the Company's Code of Business Ethics and Conduct which seeks to ensure compliance with relevant legislation and regulations, in a manner that is beyond reproach.  The Board's ethical approach is further strengthened by the diverse experience of its non-executive directors, the majority of whom are independent.
	2.4	The Board should ensure that the Company is and is seen to be a responsible corporate citizen	Applied	The Board Charter outlines the Board's responsibilities in this regard. Tharisa is committed to the promotion of sound safety, health and environmental practices in order to protect, enhance and invest in the wellbeing of the economy, society and the environment. The Board focuses on these matters through its Risk and Safety, Health and Environment Committees.
	2.5	The Board should ensure that the Company's ethics are managed effectively	Applied	The Board Charter outlines the Board's effective management of ethics. The Code of Business Ethics and Conduct reaffirms the high standards of business conduct required of all employees, officers and directors of the Group.  A 24-hour Safety and Ethics Hotline monitored by an independent external party is fully operational and facilitates the detection and resolution of safety and ethics violations.

## KING III APPLICATION (continued)

PRINCIPLE	STATUS	SUMMARY OF HOW THARISA APPLIES THE KING III PRINCIPLES	
2.6	The Board should ensure that the Company has an effective and Independent Audit Committee	Applied	The Audit Committee comprises four independent non-executive directors. The Chairman of the Audit Committee is a Chartered Accountant and possesses the requisite expertise in finance, accounting and auditing, having experience in internal audit, credit review, information technology and retail banking. Of the remaining three independent non-executive directors on the Committee, two have extensive experience in the field of finance and investment and the third member has sufficient financial acumen to discharge his responsibilities as member of the Audit Committee effectively, bringing a balance of skills and expertise, particularly in the mining industry, to the Audit Committee.
2.7	The Board should be responsible for the governance of risk	Applied	The Board has delegated responsibility to monitor risk activities of the Company to the Risk Committee whilst remaining ultimately accountable. The Risk Committee comprises the full Board. The responsibility of managing, monitoring and mitigating individual risks is assigned to senior management.
2.8	The Board should be responsible for information technology (IT) governance	Applied	The Board has delegated governance of IT to the Audit Committee.
2.9	The Board should ensure that the Company complies with applicable laws and considers adherence to non-binding rules, codes and standards	Applied	Compliance with laws, standards and codes forms part of Tharisa's key business principles.
2.10	The Board should ensure that there is an effective risk-based internal audit	Applied	The Audit Committee oversees the risk-based internal audit and its effectiveness.
2.11	The Board should appreciate that stakeholders' perceptions affect the Company's reputation	Applied	The Board understands that stakeholder perceptions affect the Company's reputation. Stakeholder perceptions are closely managed through engagement on multiple levels, which allows management to manage and mitigate any potential issues, reducing the likelihood of reputational risk.
2.12	The Board should ensure the integrity of the Company's integrated report	Applied	The Company has controls to ensure the integrity of the Annual Report. It is reviewed by the finance team, Chief Finance Officer, Chief Executive Officer, the joint Company Secretaries, senior management, JSE Sponsor, external auditors and the Audit Committee to ensure that the information is a true reflection of the Group's activities and complies with all requirements, prior to approval by the Board.
2.13	The Board should report on the effectiveness of the Company's system of internal controls	Applied	The Board reports on the effectiveness of internal controls in the Annual Report.

	PRINCIPLE	STATUS	SUMMARY OF HOW THARISA APPLIES THE KING III PRINCIPLES
	2.14 The Board and its directors should act in the best interests of the Company	Applied	<p>The Board is aware of its fiduciary duties requiring it to act in good faith and in the best interests of the Company. The directors exercise objective judgement on the affairs of the Company and the Group, independently from management.</p> <p>The Board is permitted to seek independent professional advice at the Company's expense and has unrestricted access to any information it may require in connection with discharging its duties.</p> <p>Directors adhere to the legal standards of conduct. Directors' interests in contracts and any other potential conflicts of interest are disclosed at every Board meeting.</p>
	2.15 The Board should consider business rescue proceedings or other turnaround mechanisms as soon as the Company is financially distressed as defined in the Act	Applied	<p>The solvency and liquidity of the Company is considered by both the Audit Committee and the Board as part of the process of finalising the interim and Annual Financial Statements, and in considering the financial reports at each quarterly Board meeting. Turnaround mechanisms will be considered by the Board if the need arose.</p>
	2.16 The Board should elect a Chairman of the Board who is an independent non-executive director	Not applied; mitigated	<p>Given that the Chairman of the Board is an Executive Chairman, David Salter has been appointed as Lead Independent Director in accordance with the principles of King III.</p>
	The Chief Executive Officer of the Company should not also fulfil the role of Chairman of the Board	Applied	<p>The roles of Chief Executive Officer and Chairman are not fulfilled by the same person and there is a clear distinction between the roles and responsibilities of the Chairman and the Chief Executive Officer, as set out in the Board Charter.</p>
	2.17 The Board should appoint the Chief Executive Officer and establish a framework for the delegation of authority	Applied	<p>The Board has appointed a Chief Executive Officer who is responsible for the day-to-day operational requirements and acts within a framework of delegation of authority as set out in the Board Charter and authorities framework, both of which are reviewed on a regular basis.</p> <p>The Chief Executive Officer is the highest decision-making officer in the Group and is accountable to the Board for the successful implementation of the Group strategy and overall management of the Group.</p> <p>The Board and Nomination Committee oversee succession planning of the Chief Executive Officer and other senior executives and officers.</p>
<b>Composition of the Board</b>	2.18 The Board should comprise a balance of power, with a majority of non-executive directors. The majority of non-executive directors should be independent	Applied	<p>The Board comprises a majority of non-executive directors, the majority of whom are independent.</p> <p>The Nomination Committee considers composition of the Board on a regular basis, taking into account the size, demographics and diversity of the Board and the knowledge, skills, experience and resources required for conducting the business of the Board.</p>

## KING III APPLICATION (continued)

	PRINCIPLE		STATUS	SUMMARY OF HOW THARISA APPLIES THE KING III PRINCIPLES
<b>Board appointment process</b>	2.19	Directors should be appointed through a formal process	Applied	Directors are appointed through a formal process, outlined in the Terms of Reference of the Nomination Committee. The Nomination Committee is tasked with identifying and evaluating potential candidates for appointment to the Board. The authority to appoint directors remains a function of the Board and shareholders. The appointment of non-executive directors is formalised through letters of appointment.
<b>Director development</b>	2.20	The induction of and ongoing training and development of directors should be conducted through formal processes	Applied	Newly appointed directors are inducted in the Company's business, Board matters, their duties and other governance responsibilities, and the JSE Listings Requirements under guidance of the Joint Company Secretaries.  Directors are briefed on changes in risks, laws and the business environment on an ongoing basis.
<b>Company Secretary</b>	2.21	The Board should be assisted by a competent, suitably qualified and experienced Company Secretary	Applied	The Board is assisted by competent Joint Company Secretaries based in Cyprus and South Africa respectively.  The Joint Company Secretaries have a direct communication channel to all directors while maintaining an arm's length relationship. The roles and responsibilities of the Joint Company Secretaries are set out in the Board Charter. The appointment and removal of the Joint Company Secretaries is a matter reserved for the Board.  As required by the JSE Listings Requirements, the Board assesses the competence, qualifications and experience of the Joint Company Secretaries on an annual basis and reports on its findings in the Annual Report.
<b>Performance assessment</b>	2.22	The evaluation of the Board, its committees and the individual directors should be performed every year	Applied	The Board and its committees conduct annual or biennial self-evaluation of the performance of the Board, its committees, the Executive Chairman, Chief Executive Officer, Chief Finance Officer, Joint Company Secretaries and individual directors. The results of the evaluations are reviewed and considered by the Nomination Committee, the Board and the respective committees. The Lead Independent Director, assisted by the Joint Company Secretaries, coordinate the evaluation process.
<b>Board committees</b>	2.23	The Board should delegate certain functions to well-structured committees but without abdicating its own responsibilities	Applied	The Board is assisted in fulfilling its duties by well-structured committees, namely the Audit Committee, Risk Committee, Remuneration Committee, Nomination Committee and Safety, Health and Environment Committee. These committees function according to the Board approved Terms of Reference in executing their mandates for which the Board remains ultimately responsible.  The committees are appropriately constituted and the committee Terms of Reference are reviewed on a regular basis. All committees are empowered to obtain such external independent advice as may be required to enable them to discharge their duties.  The majority of the directors on the committees are non-executive and independent.



	PRINCIPLE		STATUS	SUMMARY OF HOW THARISA APPLIES THE KING III PRINCIPLES
<b>Group Boards</b>	2.24	A governance framework should be agreed between the Group and its subsidiary boards	Applied	<p>The Company's Board is the custodian of corporate governance within the Group. Reporting between the Group and its subsidiary boards is governed by internal policies and procedures.</p> <p>Whilst boards of subsidiary companies function independently, the Company exercises its shareholder rights to ensure that the Company approves material decisions of its subsidiaries and that the Group's minimum requirements in respect of matters such as governance, internal controls, financial management, information management, sustainability and stakeholder relationships are complied with. The Company requires decision-making involvement in a defined list of matters to ensure that material decisions are in the interest of the Group. This includes decisions relating to the restructuring of share capital of Group companies, decisions to initiate, defend or settle legal claims, certain commercial agreements above a certain contract value, any matters relating to the renewal or validity of the Group's mining licences, adoption of changes to long-term incentive schemes and the allocations in terms thereof, large capital expenditures, and mergers, acquisitions and disposals.</p>
<b>Remuneration of directors and senior executives</b>	2.25	Companies should remunerate directors and executives fairly and responsibly	Applied	The Remuneration Committee ensures the policies around the remuneration of directors and executives are fair and effected responsibly. The Remuneration Committee and the Board seek and consult remuneration surveys and industry benchmarks when considering the fairness and appropriateness of directors' and executives' remuneration. The non-executive directors' fees are determined by the executive directors.
	2.26	Companies should disclose the remuneration of each individual director and certain senior executives	Applied	The Company provides full disclosure of remuneration of executive and non-executive directors, as well as the next top three earners, as required by the JSE Listings Requirements and King III.
	2.27	Shareholders should approve the Company's remuneration policy	Applied	The remuneration policy is published in the Remuneration Report, which forms part of the Annual Report, and is subject to a non-binding advisory vote by shareholders at the AGM.

# REMUNERATION REPORT

## REMUNERATION COMMITTEE

The composition, role and responsibilities of the Remuneration Committee are detailed on page 54. While the Remuneration Committee establishes, maintains, reviews and governs the Group's remuneration policy, it focuses mainly on the remuneration of executive directors, executives and senior management.

## REMUNERATION POLICY

The Group's remuneration policy reflects the dynamics of the market and the context in which the Group operates. The policy plays a vital role in attracting, motivating and retaining employees, management and directors with the necessary skills to effectively manage operations and grow the business, creating a strong performance-orientated environment and aligning employee and shareholders' interests. The Group regularly seeks and uses remuneration survey services. The remuneration policy applies to all employees who are permanently employed and is not applicable to employees of third-party contractors.

Basic remuneration packages and benefits are set at a competitive level by benchmarking prevailing market rates in the mining industry and are reviewed on an annual basis. The objective is to set levels of remuneration for South African employees based on the 50th percentile for mining companies in South Africa and the 75th percentile for all companies nationally in South Africa. Salaries are reviewed annually, taking into consideration the economic environment and size, structure and financial performance of the Group. The mining industry is, however, a very competitive market with a scarcity of appropriate skills and top-end salary scales are often paid to attract and retain critical skills.

Guaranteed cost to company remuneration consists of a cash component plus certain benefits which, depending on the employing company, include compulsory membership of the Group provident fund, which includes risk benefits such as life, disability, funeral and dread disease cover, and the Group's medical aid scheme. Various allowances are paid at certain job levels or to certain job categories.

The Group aims to create and enforce a high performance culture that motivates employees to achieve more than just satisfactory levels of performance by differentiating between excellent and mediocre performance. By ensuring that employees are recognised and rewarded for their performance in a fair and equitable manner, the Group strives to remunerate employees equitably according to the value they contribute to the Group.

At the AGM held on 13 March 2014, shareholders approved the design and implementation of the Tharisa Share Award Plan, which serves to reward long-term sustained performance, align shareholder and executive interests and retain key talent.

Short-term and long-term incentives are geared to a number of performance factors in the business and achievement of individual performance. The remuneration philosophy

establishes accountability by linking total reward to business objectives and execution thereof, in a fair and transparent manner in a bid to find a balance between shareholder return requirements, affordability and incentivisation.

## SHORT-TERM BONUS SCHEME

The Group has implemented a short-term bonus scheme for all bands of employees, which is calculated at 15% of the respective employees' remuneration packages for on-target performance. The bonuses are not guaranteed, but are dependent on the achievement of safety standards and are payable only upon the achievement of production targets and personal performance standards. The bonuses are payable bi-annually in arrears for executive directors, quarterly in arrears for senior management, management and employees graded Paterson band E2 and above, and monthly in arrears for employees of bands E1 and below.

## SHARE AWARD PLAN

The purpose of the Share Award Plan is to retain and incentivise employees of the Group. The number of awards and the performance conditions attaching thereto are determined by the Remuneration Committee at the date of grant and included in the notice of the award.

Under the Share Award Plan the following awards may be made:

- Conditional Awards, which are conditional awards of a specified number of shares in the Company, contingent on the achievement of performance conditions established by the Remuneration Committee. The vesting periods for these awards are also established by the Remuneration Committee; and
- Appreciation Rights, which are rights to receive such number of shares in the Company equal to the increase in the market price of such shares on the JSE between the date of grant and the date of exercise of the award. The award may be exercised between the vesting date as set by the Remuneration Committee and the fifth anniversary of the date of grant. Vesting of Appreciation Rights may also be contingent upon the achievement of performance conditions set by the Remuneration Committee.

The purpose of the Conditional Awards and Appreciation Rights is to incentivise selected employees within the Group, to ensure the retention of key skills together with the achievement of certain performance factors that are required for the ongoing performance and growth of the Group, and to align management interests with those of shareholders.

The Share Award Plan makes provision for the partial vesting of awards in the event of a participant ceasing to be in the employ of the Group due to death, injury, disability, ill-health, redundancy or retirement and in the event of certain corporate actions, including an offer to acquire the entire share capital of the Company, a scheme of arrangement, restructuring and voluntary winding up of the Company.

The first awards under the Share Award Plan were made on 9 April 2014, comprising both Conditional Awards and Appreciation Rights. These awards were conditional on the listing of the Company on the JSE and the participant remaining employed by the Group at the time of vesting. The first and second tranches of these awards vested on 19 June 2015 and 14 June 2016 respectively. The Company issued the required number of shares to satisfy its obligations under the Share Award Plan on 26 June 2015 and 30 June 2016 respectively. None of the Appreciation Rights that have vested have been exercised.

The second awards under the Share Award Plan were made on 30 June 2015. The vesting of these awards is contingent on there being no fatality at the Tharisa Mine during the respective vesting periods. In the event of a fatality occurring during a particular vesting period, the vesting for that tranche is forfeited. Subject to there being no fatality during a vesting period, the vesting of the applicable tranche is conditional on the achievement of certain PGM and chrome concentrate production metrics determined at the date of the award. These performance conditions are measured at each vesting date and apply to the tranche which is eligible for vesting at that date.

As a consequence of the fatality that occurred on 28 September 2015, the vesting of the first tranche of the awards granted on 30 June 2015 was forfeited.

The Remuneration Committee will consider further awards on an annual basis in terms of the approved Share Award Plan.

## GROUP EMPLOYEES COVERED BY COLLECTIVE BARGAINING

Some 65% of Tharisa Minerals' eligible employees are members of the NUM. Tharisa Minerals has a recognition agreement with the NUM which gives the union full organisational rights. Accordingly, all unionised employees' salary levels, annual increases and allowances are negotiated on a collective basis.

Further information on labour relations can be found on page 40.

## EXECUTIVE DIRECTORS

Each director should be remunerated fairly and the remuneration paid to each director should take into account the individual director's level of responsibility, skills and experience. All executive directors have employment contracts and are remunerated in accordance with their function and position and are not remunerated for their roles as directors.

Executive directors are subject to the Group's standard terms and conditions of employment with notice periods being six months. In line with the remuneration guidelines of King III, no executives have extended employment contracts or special termination benefits. Should the Group elect to invoke the non-compete provisions of the employment contracts on termination, payments linked to the duration of the non-compete will be made.

The executive directors are eligible to participate in the Share Award Plan.

Reference is made to a remuneration survey of key positions such as Chief Executive Officer and Chief Finance Officer when determining remuneration levels.

## RETIREMENT BENEFITS

During the year, the relevant South African group companies made contributions for all executive directors and employees to the Group provident funds. The rate of contribution is between 3% and 15%, of the pensionable salary of these individuals. The value of contributions for each executive director appears in the summary of directors' remuneration and benefits below.

### Executive remuneration

All amounts in US\$'000	Basic salary	Expense allowance	Provident fund contributions and risk benefits	Share-based payments	Bonus paid	Total	
						2016	2015
L Pouroulis	439	–	–	40	–	479	540
P Pouroulis	338	8	20	50	–	416	451
MG Jones	290	–	39	33	10	372	405
<b>Other</b>							
Top earner A	293	8	9	30	10	350	361
Top earner B	251	6	35	30	10	332	361
Top earner C	202	9	31	6	–	248	278

# REMUNERATION REPORT (continued)

## Executives' interests in the Tharisa Share Award Plan 2014

Conditional Awards	As at 30 September 2015		As at 30 September 2016					
	Opening balance of unvested awards	Market value at date of award ZAR	Allocated	Value at date of award ZAR	Vested	Vesting price ZAR	Forfeited	Total unvested
<b>L Pouroulis</b>								
9 April 2014	107 368	38.00			53 684	11.00		53 684
30 June 2015	211 180	6.44						211 180
30 June 2016			402 306	10.14				402 306
<b>Total</b>	<b>318 548</b>		<b>402 306</b>		<b>53 684</b>		<b>–</b>	<b>667 170</b>
<b>P Pouroulis</b>								
9 April 2014	89 473	38.00			44 737	11.00		44 736
30 June 2015	175 983	6.44						175 983
15 June 2016*			22 727	11.00	22 727			
30 June 2016			335 255	10.14				335 255
<b>Total</b>	<b>265 456</b>		<b>357 982</b>		<b>67 464</b>		<b>–</b>	<b>555 974</b>
<b>M Jones</b>								
9 April 2014	80 526	38.00			40 263	11.00		40 263
30 June 2015	158 385	6.44						158 385
15 June 2016*			4 545	11.00	4 545			
30 June 2016			301 730	10.14				301 730
<b>Total</b>	<b>238 911</b>		<b>306 275</b>		<b>44 808</b>		<b>–</b>	<b>500 378</b>
<b>Other</b>								
<b>Top earner A</b>								
9 April 2014	71 579	38.00			35 789	11.00		35 790
30 June 2015	140 787	6.44						140 787
15 June 2016*			4 545	11.00	4 545			
30 June 2016			284 297	10.14				284 297
<b>Total</b>	<b>212 366</b>		<b>288 842</b>		<b>40 334</b>		<b>–</b>	<b>460 874</b>
<b>Top earner B</b>								
9 April 2014	71 579	38.00			35 789	6.30		35 790
30 June 2015	140 787	6.44						140 787
15 June 2016*			4 545	11.00	4 545			
30 June 2016			268 204	10.14				268 204
<b>Total</b>	<b>212 366</b>		<b>272 749</b>		<b>40 334</b>		<b>–</b>	<b>444 781</b>
<b>Top earner C</b>								
9 April 2014	16 737	38.00			8 368	6.30		8 369
30 June 2015	34 894	6.44						34 894
30 June 2016			166 188	10.14				166 188
<b>Total</b>	<b>51 631</b>		<b>166 188</b>		<b>8 368</b>		<b>–</b>	<b>209 451</b>

\* Unconditional performance shares granted, accepted and settled in relation to the successful listing of the Company on the LSE.

Appreciation Rights			As at 30 September 2016						
As at 30 September 2015									
Director and offer date	Balance	Market value at date of award ZAR	Allocated	Value at date of award ZAR	Vested	Exercised	Total vested but not exercised	Forfeited	Total unvested
<b>L Pouroulis</b>									
9 April 2014	40 263	38.00			40 263		80 526		
30 June 2015	79 192	6.44							79 192
30 June 2016			402 306	10.14					402 306
<b>Total</b>	<b>119 455</b>		<b>402 306</b>		<b>40 263</b>		<b>80 526</b>	<b>–</b>	<b>481 498</b>
<b>P Pouroulis</b>									
9 April 2014	33 552	38.00			33 552		67 105		
30 June 2015	65 993	6.44							65 993
30 June 2016			335 255	10.14					335 255
<b>Total</b>	<b>99 545</b>		<b>335 255</b>		<b>33 552</b>		<b>67 105</b>	<b>–</b>	<b>401 248</b>
<b>M Jones</b>									
9 April 2014	30 197	38.00			30 197		60 394		
30 June 2015	59 394	6.44						–	59 394
30 June 2016			301 730	10.14					301 730
<b>Total</b>	<b>89 591</b>		<b>301 730</b>		<b>30 197</b>		<b>60 394</b>	<b>–</b>	<b>361 124</b>
<b>Other</b>									
<b>Top earner A</b>									
9 April 2014	26 842	38.00			26 842		53 684		
30 June 2015	52 795	6.44						–	52 795
30 June 2016			284 297	10.14					284 297
<b>Total</b>	<b>79 637</b>		<b>284 297</b>		<b>26 842</b>		<b>53 684</b>	<b>–</b>	<b>337 092</b>
<b>Top earner B</b>									
9 April 2014	26 842	38.00			26 842		53 684		
30 June 2015	52 795	6.44						–	52 795
30 June 2016			268 204	10.14					268 204
<b>Total</b>	<b>79 637</b>		<b>268 204</b>		<b>26 842</b>		<b>53 684</b>	<b>–</b>	<b>320 999</b>
<b>Top earner C</b>									
9 April 2014	29 289	38.00			29 289		58 578		
30 June 2015	61 065	6.44						–	61 065
30 June 2016			166 188	10.14					166 188
<b>Total</b>	<b>90 354</b>		<b>166 188</b>		<b>29 289</b>		<b>58 578</b>	<b>–</b>	<b>227 253</b>

## REMUNERATION REPORT (continued)

### NON-EXECUTIVE DIRECTORS' REMUNERATION

Non-executive directors are entitled to receive fees for their services as non-executive directors and for membership of board committees. Non-executive directors' fees are determined by the Board and are payable quarterly in arrears.

Non-executive directors' fees for the year under review are set out below.

Following a benchmarking exercise comparing the Company's non-executive directors' fees with those of medium cap resources companies listed on the JSE, non-executive directors' fees paid to directors of LSE listed companies and taking into account the rates of inflation in the United Kingdom and Cyprus, the Board agreed to maintain the non-executive directors' fees for the 2017 financial year as follows:

All amounts in US\$	FY2016	FY2017
Annual fee	42 500	42 500
Committee Chairman	25 000	25 000
Committee member	18 000	18 000

#### Non-executive directors' fees for the year under review

All amounts in US\$'000	Annual fee	Audit Committee	Risk Committee	Nomination Committee	Remuneration Committee	Safety, Health and Environment Committee	Other in Group companies	Total 2016	Total 2015
JD Salter	43	18	–	25	18	25	47	176	188
A Djakouris	43	25	–	18	25	18	–	129	129
I Drapaniotis*	17	7	–	–	7	7	–	39	97
OM Kamal	43	18	–	–	–	–	–	61	58
B Cheng	43	–	–	–	–	–	–	43	32
C Bell**	22	9	–	–	9	9	–	51	–

\* Retired by rotation on 25 February 2016.

\*\* Appointed to the Board on 22 March 2016.

The Risk Committee comprises all members of the Board and does not carry a fee.



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# DIRECTORS' REPORT

The Board of Directors of Tharisa plc ("the Company") presents to the members its report together with the condensed consolidated financial statements of the Company and its subsidiaries (together with the Company, "the Group") for the year ended 30 September 2016.

## PRINCIPAL ACTIVITY

The Company is a Cyprus incorporated public company with a primary listing on the Main Board of the Johannesburg Stock Exchange and a secondary standard listing on the Main Board of the London Stock Exchange. The principal activity of the Company is that of an investment holding company with controlling interests in platinum group metals ("PGM") and chrome mining and processing operations with associated sales and logistics operations. The Group operates the Tharisa Mine, a co-producing, open pit PGM and chrome mine located in the Bushveld Complex of South Africa.

## FINANCIAL RESULTS

The results of the Group are disclosed in the condensed consolidated statement of profit and loss and other comprehensive income. The profit of the Group for the year before income tax amounted to US\$22.0 million (30 September 2015: US\$9.6 million). The profit for the year amounted to US\$15.8 million (30 September 2015: US\$6.0 million). The Board of Directors recommends that the profit for the year be transferred to revenue reserve.

## DIVIDENDS

The dividend policy of the Company is to pay a dividend of 10% of consolidated net profit after tax.

## SHARE CAPITAL

The authorised share capital of the Company comprises 10 000 million ordinary shares of US\$0.001 each and 1 051 convertible redeemable preference shares of US\$1 each. At 1 October 2015, the issued and fully paid ordinary share capital comprised 255 891 886 ordinary shares. During the year ended 30 September 2016, the Company issued 1 089 685 ordinary shares in respect of the vesting of the second tranche of the Conditional Awards granted during 2014. At 30 September 2016, the issued and fully paid ordinary share capital comprised 256 981 571 ordinary shares and remains unchanged at the date of this report.

## MAIN RISKS

The main financial risks faced by the Group are disclosed in notes 2 and 29 of the consolidated financial statements (refer to the Company's website: [www.tharisa.com](http://www.tharisa.com)).

## FUTURE DEVELOPMENT

The Board of Directors does not anticipate significant changes in the operations of the Group in the foreseeable future.

## BRANCHES

During the year the Group did not operate any branches.

## BOARD OF DIRECTORS

The members of the Company's Board as at 30 September 2016 and as at date of this report are:

Loucas Christos Pouroulis	<i>Executive Chairman</i>
Phoevos Pouroulis	<i>Chief Executive Officer</i>
Michael Gifford Jones	<i>Chief Finance Officer</i>
John David Salter	<i>Lead independent non-executive director</i>
Antonios Djakouris	<i>Independent non-executive director</i>
Omar Marwan Kamal	<i>Independent non-executive director</i>
Carol Bell*	<i>Independent non-executive director</i>
Brian Chi Ming Cheng	<i>Non-executive director</i>
Ioannis Drapaniotis**	<i>Independent non-executive director</i>
Joanna Ka Ki Cheng	<i>Alternate non-executive director to Brian Chi Ming Cheng</i>

\* Appointed on 22 March 2016.

\*\* Retired by rotation on 25 February 2016.

Directors' remuneration and interests in share capital are disclosed in notes 9 and 27 of the consolidated financial statements.

## JOINT COMPANY SECRETARIES

Lysandros Lysandrides and Sanet de Witt serve as Joint Company Secretaries. The Board of Directors formally assessed and considered the performance and qualifications of the Company Secretaries and is satisfied that they are competent, suitably qualified and experienced. They are not directors of the Company, nor are they related or connected to any of the directors and the Board of Directors is satisfied that they maintain an arm's length relationship with the Board of Directors. Their contact details are as follows:

<b>Lysandros Lysandrides</b>	<b>Sanet de Witt</b>
26 Vyronos Avenue	Eland House, The Braes
1096, Nicosia	3 Eaton Avenue
Cyprus	Bryanston, 2191
	South Africa

## EVENTS AFTER THE REPORTING PERIOD

Events after the reporting period disclosed in note 34 of the consolidated financial statements are not considered likely to have a material impact on the operations of the Group.

## INDEPENDENT AUDITORS

The independent auditors, KPMG Limited, have expressed their willingness to continue in office and a resolution fixing their remuneration will be submitted at the Annual General Meeting.

On behalf of the Board of Directors

**Phoevos Pouroulis**

**Michael Gifford Jones**

28 November 2016



# REPORT OF THE AUDIT COMMITTEE

The Audit Committee met five times during the year under review and discharged its responsibilities in terms of the approved terms of reference, *inter alia*:

## FINANCIAL STATEMENTS

- Reviewed and monitored the integrity of financial reports, including the interim financial statements and Annual Financial Statements.
- Reviewed the accounting policies and procedures adopted by the Group and ensured that financial statements were prepared based on appropriate accounting policies and in accordance with IFRS, the Cyprus Companies Law and the JSE Listings Requirements.
- Considered the going concern as the basis of preparation of the interim and Annual Financial Statements.

## EXTERNAL AUDITOR

- Considered and approved the terms of engagement, scope of the external audit and audit fees.
- Reviewed audit findings and management's response thereto.
- Monitored the extent of cooperation between external and internal auditors.
- Considered the nature and extent of the non-audit services that may be provided by the external auditors and pre-approved the provision of non-audit services on the basis that the provision of these services does not affect the independence of the external auditor.
- Discussed with the external auditors their opinion of the level of ethical conduct of the Group, its executives and senior managers.
- Held separate meetings with management and the external auditors.
- Reiterated the external auditors' right to direct access to the Chairman of the Audit Committee and the Chairman of the Board.
- Evaluated the independence, effectiveness and performance of the external auditors.
- Nominated KPMG for reappointment as external auditors.

## INTERNAL AUDIT

- Reviewed the effectiveness and adequacy of the internal control systems.
- Considered and approved the terms of engagement, scope of the internal audit and audit fees.
- Received and considered reports from the internal auditors.
- Monitored the status of implementation by management of recommendations on identified control weaknesses.
- Discussed with the internal auditors their opinion of the level of ethical conduct of the Group, its executives and senior managers.

- Reiterated the internal auditors' right to direct access to the Chairman of the Audit Committee and the Chairman of the Board.
- Evaluated the independence, effectiveness and performance of the internal auditors.
- Approved Deloitte for appointment as internal auditors.

## CHIEF FINANCE OFFICER

- Reviewed the performance, qualifications and expertise of Michael Jones, the Chief Finance Officer, and is satisfied as to his suitability to act as Chief Finance Officer of the Company and the Group.

## OTHER

- Considered the adequacy of financial controls, risk management systems and information technology risks relating to financial reporting.
- Confirmed the adequacy of the Group's whistleblowing arrangements and policies and procedures for preventing corrupt behaviour and detecting fraud and bribery.
- Conducted a self-evaluation to establish whether the Audit Committee operated effectively and identified areas for improvement.

The Chairman of the Audit Committee reported to the Board after each meeting of the Audit Committee.

On recommendation of the Audit Committee, the Board approved:

- the Annual Financial Statements for the year ended 30 September 2016;
- the Annual Report for the year ended 30 September 2016, and
- the Notice of the Annual General Meeting to be held on 1 February 2017.

For more information on the composition and responsibilities of the Audit Committee, please refer to page 53.

## A Djakouris

*Chairman of the Audit Committee*

28 November 2016



# CONDENSED CONSOLIDATED **FINANCIAL STATEMENTS**

30 SEPTEMBER 2016





# PREPARATION OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements for the year ended 30 September 2016 have been extracted from the audited financial statements of the Group, but have not been audited. The auditor's report on the audited financial statements does not report on all of the information contained herein. Shareholders are therefore advised that in order to obtain a full understanding of the financial position and results of the Group, these condensed consolidated financial statements should be read together with the full audited financial statements and full audit report.

These condensed consolidated financial statements and the audited financial statements, together with the audit report, are available on the Company's website, [www.tharisa.com](http://www.tharisa.com) and are available for inspection at the registered office of the Company.

The directors take full responsibility for the preparation of this report and the correct extraction of the financial information from the underlying financial statements.

The consolidated financial statements have been reported on without qualification by KPMG Limited.

The preparation of these condensed results was supervised by the Chief Finance Officer, Michael Jones, a Chartered Accountant (SA).

The consolidated Annual Financial Statements have been approved by the Board on 28 November 2016.

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 September 2016

	Notes	2016 US\$'000	2015 US\$'000
Revenue	4	219 653	246 782
Cost of sales	4	(165 177)	(203 692)
<b>Gross profit</b>		<b>54 476</b>	<b>43 090</b>
Other income		438	42
Administrative expenses	5	(22 775)	(24 777)
<b>Results from operating activities</b>		<b>32 139</b>	<b>18 355</b>
Finance income		770	1 185
Finance costs		(11 815)	(11 855)
Changes in fair value of financial assets at fair value through profit or loss		503	(25)
Changes in fair value of financial liabilities at fair value through profit or loss		368	1 972
<b>Net finance costs</b>		<b>(10 174)</b>	<b>(8 723)</b>
<b>Profit before tax</b>		<b>21 965</b>	<b>9 632</b>
Tax	6	(6 172)	(3 617)
<b>Profit for the year</b>		<b>15 793</b>	<b>6 015</b>
<b>Other comprehensive income</b>			
<i>Items that may be classified subsequently to profit or loss:</i>			
Foreign currency translation differences for foreign operations, net of tax		4 212	(39 399)
<b>Other comprehensive income, net of tax</b>		<b>4 212</b>	<b>(39 399)</b>
<b>Total comprehensive income for the year</b>		<b>20 005</b>	<b>(33 384)</b>
<b>Profit for the year attributable to:</b>			
Owners of the company		13 809	4 623
Non-controlling interest		1 984	1 392
		<b>15 793</b>	<b>6 015</b>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the company		17 103	(24 721)
Non-controlling interest		2 902	(8 663)
		<b>20 005</b>	<b>(33 384)</b>
<b>Earnings per share</b>			
Basic and diluted earnings per share (US\$ cent)	7	5	2

The notes on pages 77 to 84 are an integral part of these financial statements.

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 September 2016

	Notes	2016 US\$'000	2015 US\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	220 534	214 518
Goodwill		883	919
Long-term deposits	9	9 846	10 656
Other financial assets	10	2 585	1 636
Deferred tax assets	11	1 397	1 954
<b>Total non-current assets</b>		<b>235 245</b>	<b>229 683</b>
<b>Current assets</b>			
Inventories	12	15 767	8 951
Trade and other receivables		51 184	37 979
Other financial assets	10	1 176	55
Current taxation		134	144
Cash and cash equivalents	13	15 826	24 265
<b>Total current assets</b>		<b>84 087</b>	<b>71 394</b>
<b>Total assets</b>		<b>319 332</b>	<b>301 077</b>
<b>EQUITY AND LIABILITIES</b>			
Share capital	14	257	256
Share premium	14	456 181	452 512
Other reserve		47 245	47 245
Foreign currency translation reserve		(73 411)	(76 705)
Revenue reserve		(193 521)	(206 566)
Equity attributable to owners of the Company		236 751	216 742
Non-controlling interests	14	(34 892)	(37 794)
<b>Total equity</b>		<b>201 859</b>	<b>178 948</b>
<b>Non-current liabilities</b>			
Provisions		4 607	4 088
Borrowings	15	24 008	36 329
Deferred tax liabilities	11	5 275	13
<b>Total non-current liabilities</b>		<b>33 890</b>	<b>40 430</b>
<b>Current liabilities</b>			
Borrowings	15	38 408	33 692
Other financial liabilities		–	388
Current taxation		54	98
Trade and other payables		45 121	47 521
<b>Total current liabilities</b>		<b>83 583</b>	<b>81 699</b>
<b>Total liabilities</b>		<b>117 473</b>	<b>122 129</b>
<b>Total equity and liabilities</b>		<b>319 332</b>	<b>301 077</b>

The consolidated financial statements were authorised for issue by the Board of Directors on 28 November 2016.



**Phoevos Pouroulis**  
Director



**Michael Jones**  
Director

The notes on pages 77 to 84 are an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 September 2016

		Attributable to owners of the Company	
	Note	Share capital US\$'000	Share premium US\$'000
<b>Balance at 1 October 2014</b>		255	452 363
<b>Total comprehensive income for the year</b>			
Profit for the year		–	–
<i>Other comprehensive income:</i>			
Foreign currency translation differences		–	–
<b>Total comprehensive income for the year</b>		–	–
<b>Transactions with owners of the Company</b>			
<i>Contributions by and distributions to owners:</i>			
Reclassification of non-controlling interest	14	–	–
Equity-settled share-based payments	14	–	–
Issue of ordinary shares	14	1	149
Contributions by owners of the Company		1	149
Total transactions with owners of the Company		1	149
<b>Balance at 30 September 2015</b>		256	452 512
<b>Total comprehensive income for the year</b>			
Profit for the year		–	–
<i>Other comprehensive income:</i>			
Foreign currency translation differences		–	–
<b>Total comprehensive income for the year</b>		–	–
<b>Transactions with owners of the Company</b>			
<i>Contributions by and distributions to owners:</i>			
Equity-settled share-based payments	14	–	–
Issue of ordinary shares	14	1	3 669
Contributions by owners of the Company		1	3 669
Total transactions with owners of the Company		1	3 669
<b>Balance at 30 September 2016</b>		257	456 181

The notes on pages 77 to 84 are an integral part of these financial statements.

## Attributable to owners of the Company

Other reserve US\$'000	Foreign currency translation reserve US\$'000	Revenue reserve US\$'000	Total US\$'000	Non- controlling interest US\$'000	Total equity US\$'000
47 245	(47 361)	(216 596)	235 906	(26 052)	209 854
–	–	4 623	4 623	1 392	6 015
–	(29 344)	–	(29 344)	(10 055)	(39 399)
–	(29 344)	4 623	(24 721)	(8 663)	(33 384)
–	–	3 079	3 079	(3 079)	–
–	–	2 317	2 317	–	2 317
–	–	11	161	–	161
–	–	5 407	5 557	(3 079)	2 478
–	–	5 407	5 557	(3 079)	2 478
47 245	(76 705)	(206 566)	216 742	(37 794)	178 948
–	–	13 809	13 809	1 984	15 793
–	3 294	–	3 294	918	4 212
–	3 294	13 809	17 103	2 902	20 005
–	–	(1 045)	(1 045)	–	(1 045)
–	–	281	3 951	–	3 951
–	–	(764)	2 906	–	2 906
–	–	(764)	2 906	–	2 906
47 245	(73 411)	(193 521)	236 751	(34 892)	201 859

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 September 2016

	Notes	2016 US\$'000	2015 US\$'000
<b>Cash flows from operating activities</b>			
Profit for the year		15 793	6 015
<i>Adjustments for:</i>			
Depreciation of property, plant and equipment	8	10 167	10 256
Loss on disposal of property, plant and equipment	5	584	–
Impairment losses on property, plant and equipment		–	3
Impairment losses on goodwill		51	63
Impairment losses on inventory	12	15	217
Impairment losses on other financial assets		12	27
Changes in fair value of financial assets at fair value through profit or loss		(503)	25
Changes in fair value of financial liabilities at fair value through profit or loss		(368)	(1 972)
Interest income		(770)	(777)
Interest expense		10 287	11 754
Tax	6	6 172	3 617
Equity-settled share-based payments		2 542	3 157
		<b>43 982</b>	<b>32 385</b>
<i>Changes in:</i>			
Inventories		(4 634)	5 811
Trade and other receivables		(12 657)	(5 464)
Trade and other payables		(4 100)	10 296
Provisions		71	(777)
Cash from operations		<b>22 662</b>	<b>42 251</b>
Income tax paid		(472)	(847)
<b>Net cash flows from operating activities</b>		<b>22 190</b>	<b>41 404</b>
<b>Cash flows from investing activities</b>			
Interest received		892	669
Additions to property, plant and equipment	8	(12 307)	(24 591)
Proceeds from disposal of property, plant and equipment		124	3
(Additions)/refunds of other financial assets		(700)	2 702
<b>Net cash flows used in investing activities</b>		<b>(11 991)</b>	<b>(21 217)</b>
<b>Cash flows from financing activities</b>			
Refund of long-term deposits		1 369	2 367
Proceeds from bank credit and other facility borrowings		1 648	7 523
Net proceeds under obligations under new loan		2 310	146
Repayment of secured bank borrowings and loan to third party		(19 166)	(27 267)
Interest paid		(4 371)	(1 134)
<b>Net cash flows used in financing activities</b>		<b>(18 210)</b>	<b>(18 365)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(8 011)</b>	<b>1 822</b>
Cash and cash equivalents at the beginning of the year		24 265	19 629
Effect of exchange rate fluctuations on cash held		(428)	2 814
<b>Cash and cash equivalents at the end of the year</b>	13	<b>15 826</b>	<b>24 265</b>

The notes on pages 77 to 84 are an integral part of these financial statements.



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. REPORTING ENTITY

Tharisa plc (“the Company”) is a company domiciled in Cyprus. These condensed consolidated financial statements of the Company for the year ended 30 September 2016 comprise the Company and its subsidiaries (together referred to as “the Group”). The Group is primarily involved in platinum group metals (“PGM”) and chrome mining, processing, trading and the associated logistics.

## 2. BASIS OF PREPARATION

### Statement of compliance

These condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), International Accounting Standards, IAS34 Interim Financial Reporting, the Listings Requirements of the Johannesburg Stock Exchange and the Cyprus Companies Law, Cap. 113. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the last consolidated financial statements as at and for the year ended 30 September 2015. These condensed consolidated financial statements do not include all the information required for full consolidated financial statements prepared in accordance with IFRS.

These condensed consolidated financial statements were approved by the Board of Directors on 28 November 2016.

### Use of estimates and judgements

Preparing the condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated financial statements, significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements as at and for the year ended 30 September 2015.

### Going concern

After making enquiries which include reviews of current cash resources, forecasts and budgets, timing of cash flows, borrowing facilities and sensitivity analyses and considering the associated uncertainties to the Group’s operations, the Directors have a reasonable expectation that the Group has adequate financial resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the consolidated financial statements and the condensed consolidated financial statements.

### New and revised International Financial Reporting Standards and Interpretations

As from 1 October 2015, the Group adopted all changes to IFRS, which are relevant to its operations. The adoption did not have a material effect on the accounting policies of the Group.

The following Standards, Amendments to Standards and Interpretations have been issued but are not yet effective for annual periods beginning on 1 October 2015. The Board of Directors is currently evaluating the impact of these on the Group.

- IFRS 15 *Revenue from Contracts with Customers* (effective for annual periods beginning on or after 1 January 2018).
- IFRS 16 *Leases* (effective for annual periods beginning on or after 1 January 2019).
- Amendments to IAS 12: *Recognition of Deferred Tax Assets for Unrealised Losses* (effective for annual periods beginning on or after 1 January 2017).
- Amendments to IAS 7: *Disclosure Initiatives* (effective for annual periods beginning on or after 1 January 2017).
- IFRS 9 *Financial Instruments* (effective for annual periods beginning on or after 1 January 2018).

## 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Group in these condensed consolidated financial statements are the same as those applied by the Group in its audited consolidated financial statements as at and for the year ended 30 September 2015.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 4. OPERATING SEGMENTS

Segmental performance is measured based on segment revenue, cost of sales and gross profit or loss, as included in the internal management reports that are reviewed by the Group's management.

	PGM US\$'000	Chrome US\$'000	Total US\$'000
<b>2016</b>			
Revenue	81 514	138 139	219 653
Cost of sales			
Cost of sales excluding selling costs	(57 135)	(64 710)	(121 845)
Selling costs	(218)	(43 114)	(43 332)
	(57 353)	(107 824)	(165 177)
Gross profit	24 161	30 315	54 476
<b>2015</b>			
Revenue	83 053	163 729	246 782
Cost of sales			
Cost of sales excluding selling costs	(63 674)	(80 834)	(144 508)
Selling costs	(193)	(58 991)	(59 184)
	(63 867)	(139 825)	(203 692)
Gross profit	19 186	23 904	43 090

The overhead costs relating to the manufacturing of the PGM and the chrome concentrates are allocated to the relevant operating segments based on the relative sales value per product on an ex-works basis. The allocated percentage for PGM concentrate and chrome concentrates accounted for this financial year is 50% for each segment which is consistent with the prior year allocation.

### Geographical information

The following table sets out information about the geographical location of:

- the Group's revenue from external customers; and
- the Group's property, plant and equipment and goodwill ("specified non-current assets").

The geographical location analysis of revenue from external customers is based on the country of establishment of each customer. The geographical location of the specified non-current assets is based on the physical location of the asset in the case of property, plant and equipment and the location of the operation to which they are allocated in the case of goodwill.

### (i) Revenue from external customers

	2016 US\$'000	2015 US\$'000
China	37 392	65 432
South Africa	110 698	95 038
Singapore	13 670	7 927
Hong Kong	55 045	55 175
South Korea	1 523	10 673
Other countries	1 325	12 537
	219 653	246 782

Revenue represents the sales value of goods supplied to customers, net of value-added tax. The following table summarises sales to customers with whom transactions have individually exceeded 10% of the Group's revenues.

	2016		2015	
	Segment	US\$'000	Segment	US\$'000
Customer 1	PGM	81 514	PGM	82 856
Customer 2	Chrome	29 146	–	–
Customer 3	Chrome	28 094	–	–

#### 4. OPERATING SEGMENTS (continued)

	2016 US\$'000	2015 US\$'000
<b>(ii) Specified non-current assets</b>		
South Africa	221 457	215 430
Cyprus	3	5
China	–	2
	<b>221 460</b>	<b>215 437</b>

#### 5. ADMINISTRATIVE EXPENSES

	2016 US\$'000	2015 US\$'000
<b>Directors and staff costs</b>		
Non-executive directors	499	504
Executive directors	1 267	1 396
Key management	930	1 000
Employees: salaries	5 337	6 401
bonuses	619	454
pension fund and medical aid contributions	2 073	2 259
	<b>10 725</b>	<b>12 014</b>
Audit – external audit services	384	488
Consulting	1 737	2 207
Corporate and social investment	108	309
Depreciation	320	255
Discount facility and related fees	457	366
Equity-settled share-based payment expense	2 542	3 157
Listing fees	942	–
Health and safety	236	167
Impairment losses	63	3
Insurance	781	856
Legal and professional	186	414
Loss on disposal of property, plant and equipment	584	–
Rent and utilities	697	867
Security	930	608
Telecommunications and IT related costs	645	581
Training	465	420
Travelling and accommodation	285	580
Sundry expenses	688	1 485
	<b>22 775</b>	<b>24 777</b>

#### 6. TAX

	2016 US\$'000	2015 US\$'000
<b>Corporate income tax for the year</b>		
Cyprus	309	240
South Africa	128	143
Special contribution for defence in Cyprus	4	3
Deferred tax		
Originating and reversal of temporary differences	5 731	3 231
Tax charge	<b>6 172</b>	<b>3 617</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 7. EARNINGS PER SHARE

### Basic and diluted earnings per share

The calculation of basic and diluted earnings per share has been based on the following profit attributable to the ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding.

	2016	2015
Profit for the year attributable to ordinary shareholders (US\$'000)	13 809	4 623
Weighted average number of ordinary shares at 30 September ('000)	256 178	255 076
Basic and diluted earnings per share (US\$ cents)	5	2

LTIP and SARS awards were excluded from the diluted weighted average number of ordinary shares calculation because their effect would have been anti-dilutive.

### Headline and diluted headline earnings per share

The calculation of headline and diluted headline earnings per share has been based on the following headline earnings attributable to the ordinary shareholders and the weighted average number of ordinary shares outstanding.

	2016	2015
Headline earnings for the year attributable to ordinary shareholders (US\$'000)	14 281	4 688
Weighted average number of ordinary shares at 30 September ('000)	256 178	255 076
Headline and diluted headline earnings per share (US\$ cents)	6	2

### Reconciliation of profit to headline earnings

	30 September 2016		30 September 2015	
	Gross	Net	Gross	Net
Profit attributable to ordinary shareholders		13 809		4 623
<i>Adjustments:</i>				
Impairment losses on goodwill	51	51	63	63
Loss on disposal of property, plant and equipment	584	421	–	–
Impairment losses on property, plant and equipment	–	–	3	2
Headline earnings		14 281		4 688

## 8. PROPERTY, PLANT AND EQUIPMENT

	2016 US\$'000	2015 US\$'000
Total cost	266 368	243 931
Total accumulated depreciation	(45 834)	(29 413)
<b>Net book value</b>	<b>220 534</b>	<b>214 518</b>
<b>Reconciliation of net book value</b>		
<b>Opening net book value</b>	<b>214 518</b>	<b>253 356</b>
Additions	12 307	24 591
Disposals	(708)	(7)
Depreciation	(10 167)	(10 256)
Exchange adjustment on translation	4 584	(53 166)
<b>Closing net book value</b>	<b>220 534</b>	<b>214 518</b>

Deferred stripping additions of US\$2.4 million (30 September 2015: US\$15.2 million) are included in mining assets and infrastructure.

During the year the Group acquired equipment under a finance lease. The leased equipment secures lease obligations. At 30 September 2016 the carrying amount of the leased equipment was equal to the cost as the equipment was not yet fully operational.

## 8. PROPERTY, PLANT AND EQUIPMENT (continued)

During the current year, the estimated economically recoverable proved and probable mineral reserve was reassessed which gave rise to a change in accounting estimate. The remaining reserve that management had previously assessed was 112.2 Mt and at 31 December 2015 was assessed to be 106.4 Mt. As a result, the expected useful life of the plant decreased. The effect of the change on the actual depreciation expense, included in cost of sales, is an additional US\$0.3 million.

### Capital commitments

At 30 September 2016, the Group's capital commitments for contracts to purchase property, plant and equipment amounted to US\$1.8 million (30 September 2015: US\$1.4 million).

### Securities

At 30 September 2016, an amount of US\$200.8 million (30 September 2015: US\$196.4 million) of the carrying amount of the Group's tangible property, plant and equipment was pledged as security against secured bank borrowings.

## 9. LONG-TERM DEPOSITS

	2016 US\$'000	2015 US\$'000
Long-term deposits	9 846	10 656

The long-term deposits represent restricted cash which is designated as a "debt service reserve account" as required by the terms of the Common Terms Agreement for the senior debt facility of Tharisa Minerals Proprietary Limited.

## 10. OTHER FINANCIAL ASSETS

### Non-current assets:

	Fair value hierarchy	2016 US\$'000	2015 US\$'000
Investments in cash funds and income funds	Level 2	2 585	1 632
Interest rate caps	Level 2	–	4
		2 585	1 636

### Current assets:

Investments at fair value through profit or loss	Level 1	42	55
Forward exchange contracts	Level 2	656	–
Discount facility	Level 2	478	–
		1 176	55

### Forward exchange contracts

The Group entered into a number of forward exchange contracts to hedge certain aspects of the foreign exchange risk associated to the conversion of the US\$ to the ZAR. The net exposure of these contracts is US\$11.6 million with various expiries no later than on or before 30 December 2016.

## 11. DEFERRED TAX

	2016 US\$'000	2015 US\$'000
Deferred tax assets	1 397	1 954
Deferred tax liabilities	(5 275)	(13)
Net deferred tax (liability)/asset	(3 878)	1 941

Deferred tax assets and deferred tax liabilities are not offset unless the Group has a legally enforceable right to offset such assets and liabilities.

The estimates used to assess the recoverability of recognised deferred tax assets include a forecast of the future taxable income and future cash flow projections based on a three year period. The Group did not have tax losses and temporary differences for which deferred tax was not recognised.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

	2016 US\$'000	2015 US\$'000
<b>12. INVENTORIES</b>		
Finished products	6 116	4 283
Ore stockpile	4 729	1 257
Work in progress	–	195
Consumables	4 937	3 306
	<b>15 782</b>	<b>9 041</b>
Impairment of consumables	(15)	(90)
Total carrying amount	<b>15 767</b>	<b>8 951</b>

Inventories are stated at the lower of cost or net realisable value. The Group impaired certain consumables and spares as the operational use became doubtful with no anticipated recoverable amount or value in use. The impaired consumables are equally allocated to the operating segments reported. There were no write downs to net realisable value during the year (30 September 2015: US\$0.1 million).

Inventories are subject to a general notarial bond in favour of the lenders of the senior debt facility.

## 13. CASH AND CASH EQUIVALENTS

	2016 US\$'000	2015 US\$'000
Bank balances	15 490	24 005
Short-term bank deposits	336	260
	<b>15 826</b>	<b>24 265</b>

As at 30 September 2016 an amount of US\$1.6 million (30 September 2015: US\$1.6 million) was provided as security for certain credit facilities and bank guarantees of the Group. A credit facility available to the Group at 30 September 2015 was not extended during the year and secured cash of US\$2.5 million was consequently released.

	30 September 2016		30 September 2015	
	Number of shares '000	US\$'000	Number of shares '000	US\$'000
<b>14. SHARE CAPITAL AND RESERVES</b>				
<b>Share capital</b>				
<b>Authorised – ordinary shares of US\$0.001 each</b>				
As at 30 September	10 000 000	10 000	10 000 000	10 000
<b>Authorised – convertible redeemable preference shares of US\$1 each</b>				
As at 30 September	1 051	1	1 051	1
<b>Issued and fully paid</b>				
<b>Ordinary shares</b>				
Balance at the beginning of the year	255 892	256	254 781	255
Allotments during the year	1 090	1	1 111	1
Balance at the end of the year	<b>256 982</b>	<b>257</b>	<b>255 892</b>	<b>256</b>

Allotments during the year were in respect of the award of 1 089 685 (30 September 2015: 1 111 240) ordinary shares granted in terms of the Share Award Scheme.

### Share premium

During the years ended 30 September 2016 and 30 September 2015, the increases in the share premium account related to the issue and allotment of ordinary shares granted in terms of the Share Award Schemes.

## 14. SHARE CAPITAL AND RESERVE (continued)

### Non-controlling interests

During the year ended 30 September 2015, the Company reassessed its interpretation and application of IFRS 10: *Consolidated Financial Statements*. Consequently the treatment of inter-group funding transactions on a consolidated level and the impact of these transactions on the non-controlling interests were reconsidered. This resulted in a reclassification from non-controlling interest to the revenue reserves.

	2016 US\$'000	2015 US\$'000
<b>15. BORROWINGS</b>		
<i>Non-current</i>		
Secured bank borrowings	22 103	36 329
Finance leases	246	–
Deferred supplier	1 659	–
	<b>24 008</b>	<b>36 329</b>
<i>Current</i>		
Secured bank borrowings	14 443	14 346
Finance leases	677	–
Bank credit and other facilities	23 012	17 298
Guardrisk loan	169	164
Loan payable to related party	107	1 884
	<b>38 408</b>	<b>33 692</b>

### Finance leases

During the year the Group acquired equipment of ZAR22.9 million under a finance lease. The leased equipment secures lease obligations. The lease term was 24 months and the average effective borrowing rate was South African prime rate plus 3% pa. The interest rate was fixed at the contract date. No arrangements have been entered into for contingent rent.

	2016 US\$'000	2015 US\$'000
<b>Minimum lease payments due:</b>		
Within one year	760	–
Two to five years	253	–
	<b>1 013</b>	<b>–</b>
Less future finance charges	(90)	–
Present value of minimum lease payments due	<b>923</b>	<b>–</b>
Present value of minimum lease payments due:		
Within one year	677	–
Two to five years	246	–
	<b>923</b>	<b>–</b>

### Deferred supplier

The balance relates to a trade payable of which payment has been deferred. The amount payable is unsecured, bears interest at the South African prime rate and is repayable in 12-monthly instalments commencing on 30 October 2017.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

	2016 US\$'000	2015 US\$'000
<b>16. FINANCIAL INSTRUMENTS</b>		
<b>Financial assets – carrying amount</b>		
Loans and receivables	46 104	34 351
Long-term deposits	9 846	10 656
Cash and cash equivalents	15 826	24 265
Financial instruments at fair value through profit or loss	3 761	1 691
	<b>75 537</b>	<b>70 963</b>
<b>Financial liabilities – carrying amount</b>		
Borrowings	62 416	70 021
Trade payables	35 513	31 915
Discount facility	–	388
Income received in advance	3 102	8 348
Other payables	4 703	5 679
	<b>105 734</b>	<b>116 351</b>

The Board of Directors considers that the fair values of financial assets and liabilities approximate their carrying values at each reporting date.

	2016 US\$'000	2015 US\$'000
<b>17. RELATED PARTY TRANSACTIONS</b>		
<b>Key management compensation</b>		
Non-executive directors' remuneration	499	504
Executive directors' remuneration	1 267	1 396
Other key management remuneration	930	1 000
	<b>2 696</b>	<b>2 900</b>

## 18. CONTINGENT LIABILITIES

There is no litigation, current or pending, which is considered likely to have a material adverse effect on the Group.

## 19. EVENTS AFTER THE REPORTING PERIOD

On 14 November 2016, Tharisa Minerals Proprietary Limited achieved project completion in respect of the ZARI billion senior debt finance facility. As a result of project completion, the facility's interest rate will reduce from JIBAR plus 4.9% pa to JIBAR plus 3.4% pa. The project completion achievement does not have any impact on the consolidated financial position as at 30 September 2016.

Subject to the necessary shareholder and regulatory approvals, the Board of Directors has approved a distribution to shareholders of US\$1 cent per share.

The Board of Directors are not aware of any matter or circumstance arising since the end of the financial year that will impact these financial results.

## 20. DIVIDENDS

No dividends have been declared during the year (30 September 2015: no dividends).



# GLOSSARY

In this Annual Report, unless otherwise indicated, the words in the first column have the meanings stated opposite them in the second column, words in the singular include the plural and *vice versa*, words denoting one gender include the other, and words denoting natural persons include juristic persons and associations of persons and *vice versa*.

<b>4PGE or 3PGE +Au</b>	Platinum Group Metals comprising platinum, palladium, rhodium and gold
<b>5PGE + Au</b>	Platinum Group Metals comprising platinum, palladium, rhodium, ruthenium, iridium and gold
<b>6PGE + Au</b>	5PGE plus osmium
<b>AGM</b>	the Annual General Meeting of the Company
<b>Appreciation Right</b>	the Award which takes the form of a right to call for Ordinary Shares of an aggregate market value or receive a cash amount equal to the increase (if any) between the date an Award is granted and the exercise date of the market value of such number of Ordinary Shares as is specified in the Notice of Award and has vested
<b>Award</b>	the award granted under the Share Award Plan in the form of a Conditional Award or an Appreciation Right
<b>Au</b>	gold
<b>BEE</b>	Black Economic Empowerment, as defined in the MPRDA and "Broad-based Socio-economic Empowerment" as defined in the Mining Charter
<b>Board</b>	the Board of Directors of the Company
<b>Bushveld Complex</b>	a major intrusive igneous body in the northern part of South Africa, that has undergone remarkable magmatic differentiation, and the leading source of PGMs and chromium
<b>certificated shares</b>	Shares which are held and represented by a share certificate or other tangible document of title, which Shares have not been dematerialised in terms of the requirements of Strate
<b>Challenger or Challenger Plant</b>	the integrated beneficiation plant adjacent to the Genesis plant for the production of chemical and foundry grade concentrate owned by Arxo Metals
<b>Charter Scorecard</b>	the Scorecard for the Mining Charter published pursuant to section 100(2)(a) of the MPRDA under Government Gazette No. 26661 of 13 August 2004, as amended by General Notice 838 of 20 September 2010
<b>chemical grade concentrate</b>	the main ingredient in the production of chrome chemicals. The critical specifications are a minimum of 45% Cr <sub>2</sub> O <sub>3</sub> , and a maximum of 1.28% SiO <sub>2</sub>
<b>chrome</b>	used to reference any form of chromium, Cr or chrome concentrate
<b>chrome concentrate</b>	any combination of chemical, foundry and/or metallurgical grade concentrate with a predominance of metallurgical grade concentrate
<b>chrome alloys</b>	a chrome alloy produced directly through smelting using carbon as a reducing agent in the presence of fluxes, which alloy is used as primary raw material in the production of stainless steel
<b>chromite</b>	a hard, black, refractory chromium-spinel mineral consisting of varying proportions of the oxides of iron chromium, aluminium and magnesium
<b>chromitite</b>	a rock composed essentially of chromite, that typically occurs as layers or irregular masses exclusively associated with magmatic complexes. The bulk of the world's exploitable chromitite occurs almost exclusively in layered complexes
<b>chromitite layers</b>	thick accumulations of chromite grains to form monomineralic bands or layers, which chromitite layers are typically greater than 30 cm thick
<b>chromium or Cr</b>	the element chromium (Cr) is classified as a metal and is situated between other metals such as vanadium (V), manganese (Mn) and molybdenum (Mo) in the Periodic Table of Elements
<b>CIF</b>	cost, insurance and freight as defined in Incoterms 2010
<b>cm</b>	centimetres
<b>Coffey</b>	Coffey Mining (South Africa) Proprietary Limited (Registration number 2006/030152/07), a private company duly registered and incorporated in South Africa
<b>Company, Tharisa</b>	Tharisa plc, a company incorporated under the laws of the Republic of Cyprus with registration number HE223412
<b>Competent Person's Report or CPR</b>	a report compiled by independent Competent Persons relating to the technical aspects of a mine that may include a techno-financial model

## GLOSSARY (continued)

<b>Conditional Award</b>	an Award which takes the form of a contingent right to receive, at no or nominal costs, such number of Ordinary Shares or receive a cash amounts as is specified in the notice of award and has vested
<b>Cr<sub>2</sub>O<sub>3</sub></b>	chromium (III) oxide
<b>CREST</b>	the relevant system (as defined in the Uncertificated Securities Regulations) in respect of which Euroclear UK & Ireland is the operator
<b>CSDP Markets Act</b>	a Central Securities Depository Participant as defined in section 1 of the Financial Markets Act
<b>Cyprus</b>	the Republic of Cyprus
<b>Cyprus Companies Law</b>	Companies Law, chapter 113 of the laws of Cyprus, as amended, supplemented or otherwise modified from time to time
<b>dematerialise, dematerialised or dematerialisation</b>	the process by which physical share certificates are replaced with electronic records of ownership in accordance with the rules of Strate
<b>dematerialised shares</b>	shares which are held in electronic form as uncertificated securities in accordance with the requirements of Strate
<b>Depositary</b>	Computershare Investor Services PLC
<b>Depositary Interests or DI</b>	the dematerialised depositary interests issued by the Depositary in respect of the underlying Ordinary Shares
<b>Disclosure and Transparency Rules or DTR</b>	the Disclosure and Transparency Rules made by the FCA under Part VI of the Financial Markets Act, 2000
<b>DMR</b>	the South African Department of Mineral Resources
<b>EIA</b>	environmental impact assessment
<b>EMP</b>	the environmental management plan in terms of the MPRDA
<b>Equator Principles</b>	the set of voluntary guidelines adopted and interpreted in accordance with International Finance Corporate Performance Standards and the World Banks EHS guidelines, adopted by Equator Principle Financial Institutions, as updated from time to time
<b>Euroclear UK &amp; Ireland</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>the FCA</b>	the Financial Conduct Authority of the United Kingdom
<b>FCA</b>	Free Carrier – a trade term requiring the seller to deliver goods to the carrier or another person nominated by the buyer at the seller's premises or another named place. Costs for transportation and risk of loss transfer to the buyer after delivery to the carrier
<b>foundry grade</b>	concentrate – saleable chromium-rich product typically more than 45% Cr <sub>2</sub> O <sub>3</sub> , less than 1% SiO <sub>2</sub> and a specific particle size distribution
<b>g/t</b>	grams per tonne
<b>GBP</b>	British Pound, the lawful currency of the United Kingdom
<b>Genesis or Genesis Plant</b>	the 100 000 tpm nameplate capacity processing plant for the production of PGM and chrome concentrate, owned by Tharisa Minerals
<b>Group</b>	the Company including all its subsidiaries
<b>HDSA</b>	Historically Disadvantaged South Africans as defined in the MPRDA and the Mining Charter
<b>IFRS</b>	International Financial Reporting Standards
<b>Impala Refining Services</b>	Impala Refining Services Limited, a 100% owned subsidiary of Impala Platinum Holdings Limited
<b>Incoterms 2010</b>	the Incoterms rules are a series of pre-defined commercial terms published by the International Chamber of Commerce that are widely used in international commercial transaction or procurement processes
<b>Indicated Mineral Resource</b>	an Indicated Mineral Resource is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics and mineral content can be estimated with a reasonable level of confidence. Designating a resource as Indicated is based on information from exploration, sampling and testing of material gathered from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological or grade continuity but are spaced close enough for continuity to be assumed

<b>Inferred Mineral Resource</b>	an Inferred Mineral Resource is that part of a Mineral Resource for which volume or tonnage, grade and mineral content can be estimated with only a low level of confidence. It is inferred from geological evidence and sample and assumed but not verified geologically or through analysis of grade continuity. Designating a Mineral Resource "Inferred" is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that may be limited in scope or of uncertain quality and reliability
<b>Investec Bank</b>	Investec Bank Limited (Registration number 1969/004763/06), a public company duly registered and incorporated in South Africa
<b>Ir</b>	Iridium
<b>JSE or Johannesburg Stock Exchange</b>	JSE Limited (Registration number 2005/022939/06), a public company duly registered and incorporated in South Africa and licensed in terms of the Financial Markets Act, No 19 of 2012
<b>JSE Listings Requirements</b>	the Listings Requirements of the JSE, as amended from time to time
<b>km</b>	thousand metres
<b>koz</b>	thousand ounces
<b>kt</b>	thousand tonnes
<b>ktpm</b>	thousand tonnes per month
<b>Listing</b>	the primary listing of Tharisa, a foreign registered company, in the "General Mining" sector of the Main Board of the JSE under the abbreviated name "Tharisa", JSE code "THA" and ISIN CY0103562118
<b>Listing Rules</b>	the Listing Rules made by the FCA under Part VI of the Financial Markets Act, 2000
<b>LOM</b>	life of mine, being the expected remaining years of production based on production rates and ore Mineral Reserves
<b>London Stock Exchange or LSE</b>	the London Stock Exchange plc
<b>LTI</b>	lost time injury resulting in the injured being unable to attend/return to work to perform the full duties of his/her regular work, as per advice of a suitably qualified medical professional, on the next calendar day after the injury
<b>LTIFR</b>	lost time injury frequency rate, the number of lost time injuries per 200 000 hours worked
<b>MCC</b>	MCC Contracts Proprietary Limited (Registration number 1983/008084), a subsidiary of Eqstra Holdings Limited, a company duly registered and incorporated in South Africa
<b>Main Market</b>	the Main Market of the LSE
<b>Measured Mineral Resource</b>	a Measured Mineral Resource is that part of a Mineral Resource for which the tonnage, densities, physical characteristics, grade and mineral content can be estimated with a high level of confidence. Describing a resource as "Measured" is based on detailed and reliable information from exploration, sampling and testing of material from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity;
<b>metallurgical grade concentrate</b>	saleable chromium-rich product typically of 42% Cr <sub>2</sub> O <sub>3</sub>
<b>MG0</b>	chromitite layer that consists of chromitite dissemination with more chromitite layers and stringers, that are developed in the footwall pyroxenite of the MG1 chromitite layer
<b>MG1</b>	chromitite layer that typically has a massive chromitite content with minor feldspathic pyroxenite partings or layering. In some areas the MG1 chromitite layer has developed into two chromitite layers separated by a feldspathic pyroxenite
<b>MG2</b>	chromitite layer that consists of three groupings of chromitite layers which from the base are the MG2A chromitite layer, MG2B chromitite layer and the MG2C chromitite layer. The partings are typically feldspathic pyroxenite. The parting between the MG2B chromitite layer and MG2C chromitite layer includes a platiniferous chromitite stringer
<b>MG3</b>	chromitite layer that is occasionally a massive chromitite layer but more often a very irregular assemblage of chromitite layers and stringers within a norite and/or anorthosite. The top of the package typically consists of thin chromitite stringers and dissemination of chromite in norite which develops into a massive layer at the base

## GLOSSARY (continued)

<b>MG4</b>	the MG4 chromitite layer consists of a lower chromitite (MG4(0) chromitite layer) (approximately 0.6m thick) immediately overlain by a norite (approximately 0.85m thick) followed by the chromitite layer of the MG4 chromitite layer (approximately 1.8m thick), overlain by another parting, of feldspathic pyroxenite composition, some 3.2m thick and finally overlain by the chromitite of the MG4A chromitite layer (approximately 1.5m thick)
<b>MG4A</b>	the MG4A chromitite layer consists of a number of chromitite layers within a pyroxenite host rock
<b>MG Chromitite Layers</b>	group of five chromite layers that are known in the lower and upper Critical Zone of the Bushveld Complex
<b>MHSA</b>	the Mine Health and Safety Act, 1996 of South Africa
<b>Mineral Reserve</b>	the economically mineable material derived from a measured or indicated Mineral Resource or both, which includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a pre-feasibility study for a project and a LOM plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors)
<b>Mineral Resource</b>	a concentration or occurrence of material of economic interest in or on the earth's crust in such form, quality and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a Mineral Resource are known, or estimated from specific geological evidence, sampling and knowledge interpreted from an appropriately constrained and portrayed geological model. Mineral Resources are subdivided, and must be so reported, in order of increasing confidence in respect of geoscientific evidence, into Inferred, Indicated or Measured categories
<b>Mining Charter</b>	the Broad-based Socio-economic Empowerment Charter for the South African Mining Industry (together with the Charter Scorecard), published pursuant to section 100(2)(a) of the MPRDA under Government Gazette No. 26661 of 13 August 2004 and thereafter amended by General Notice 838 of 20 September 2010
<b>Mining Right</b>	a new order mining right, granted by the DMR in terms of the MPRDA, which provides the holder thereof the required legal title to mine
<b>MPRDA</b>	the South African Mineral and Petroleum Resources Development Act, No 28 of 2002, as amended
<b>Mt</b>	million tonnes
<b>Mtpa</b>	million tonnes per annum
<b>Noble</b>	Noble Resources International PTE Limited, (Registration number 201115304N), a company duly registered and incorporated in Singapore
<b>NUM</b>	the National Union of Mineworkers
<b>Official List</b>	the official list of the FCA
<b>oz</b>	a troy ounce which is exactly 31.1034768 grams
<b>ozpa</b>	oz per annum
<b>pa</b>	per annum
<b>Pd</b>	Palladium
<b>PGE</b>	Platinum group elements
<b>PGMs</b>	platinum group metals being platinum, palladium, rhodium, ruthenium, iridium, and osmium
<b>PGM concentrate</b>	the commercially acceptable flotation concentrate containing PGMs
<b>PRC or China</b>	the Peoples Republic of China
<b>prill split</b>	a breakdown by mass of the various PGM metals contained in PGM containing materials
<b>Prospecting Right</b>	a prospecting right granted by the DMR in terms of the MPRDA
<b>Pt</b>	Platinum
<b>Rand York Minerals</b>	Rand York Minerals Proprietary Limited (Registration number 1985/004951/07), a private company duly registered and incorporated in South Africa
<b>reef</b>	in the context of this Annual Report, reef refers to any or all of the MG and UG chromitite layers
<b>Rh</b>	Rhodium

<b>ROM</b>	run of mine, being the ore tonnage extracted to be processed
<b>Ru</b>	Ruthenium
<b>SAMREC Code</b>	the South African Code for Reporting of Exploration Results, Mineral Resources and Reserves (prepared by the South African Mineral Resource Committee (SAMREC) Working Group) (2016)
<b>SAMVAL Code</b>	the South African Code for the Reporting of Mineral Asset Valuation (2016) prepared by the South African Mineral Asset Valuation Committee (SAMVAL) Working Group
<b>SENS</b>	the Stock Exchange News Service of the JSE
<b>Share Award Plan</b>	the Company's share award plan approved by the shareholders
<b>Shares</b>	all the issued ordinary shares of the Company of nominal value of US\$0.001 each
<b>SiO<sub>2</sub></b>	silicon dioxide
<b>SLP</b>	Social and Labour Plan aimed at promoting employment and advancement of the social and economic welfare of all South Africans whilst ensuring economic growth and socio-economic development as stipulated in the MPRDA
<b>South Africa or SA</b>	the Republic of South Africa
<b>Standard Listing</b>	a listing on the standard segment of the Official List
<b>Strate</b>	Strate Limited (Registration number 1998/022242/06), a limited liability public company duly registered and incorporated in South Africa, which is a registered central securities depository and which is responsible for the electronic settlement system used by the JSE
<b>stripping ratio</b>	the ratio, measured in m <sup>3</sup> to m <sup>3</sup> at which waste and inter-burden are removed, relative to ore mined
<b>t</b>	tonne
<b>Tharisa</b>	Tharisa plc (Registration number HE223412), a public company duly registered and incorporated in Cyprus
<b>Tharisa Mine</b>	Tharisa Minerals' wholly-owned PGM and chrome mining and processing operations located in the magisterial district of Rustenburg (North West region), South Africa, situated in the Bushveld Complex
<b>The Disclosure and Transparency Law</b>	Law 190(I)/2007, as amended (Law providing for transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market), governed by the Cyprus Securities and Exchange Commission
<b>tpa</b>	tonnes per annum
<b>tpm</b>	tonnes per month
<b>UG1</b>	the Upper Group 1 Chromitite Layer that is a well developed and consistent marker in the Critical Zone of the Bushveld Complex that consists of a massive chromitite, chromitiferous pyroxenite, bands of anorthosite, chromitite and norites and stringers of chromitites
<b>UG2</b>	the Upper Group 2 Chromitite Layer of the Bushveld Complex that is well known and typically contains PGMs in a concentration that is sufficient for economic extraction
<b>UG Chromitite Layers</b>	the Upper Group Chromitite Layers of the Bushveld Complex
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>UK Listing Authority or UKLA</b>	the Financial Conduct Authority acting in its capacity as the competent authority for the Purposes of Part VI of the FSMA and in the exercise of its functions in respect of admission to the Official List
<b>US</b>	the United State of America
<b>US\$</b>	United States Dollars, the lawful currency of the US
<b>Voyager or Voyager Plant</b>	a 300 000 tpm nameplate capacity processing plant for the production of PGM and chrome concentrate, owned by Tharisa Minerals
<b>ZAR or R or Rand</b>	South African Rand, the lawful currency of South Africa

# INVESTOR RELATIONS REPORT

## SHARE INFORMATION

Tharisa plc is listed on the Johannesburg Stock Exchange and the London Stock Exchange

Company	Tharisa plc	
JSE share code	THA	
LSE share code	THS	
Sector	General mining	
Issued share capital at 30 September 2016	256 981 571	
Market capitalisation at 30 September 2016	ZAR4.4 billion	GBP246.4 million
Closing share price at 30 September 2016	ZAR17.00	GBP0.96
12-month high	ZAR17.00	GBP1.00
12-month low	ZAR4.00	GBP0.39

## SHAREHOLDER ANALYSIS

Analysis of shareholders at 30 September 2016

Analysis of ordinary shareholders	Number of shareholders	Number of shares	Percentage of issued share capital
Holdings of 1 to 10 000 shares	598	506 169	0.20
Holdings of 10 001 to 100 000 shares	60	2 309 754	0.90
Holdings of 100 001 to 1 000 000 shares	16	4 252 340	1.65
Holdings of 1 000 001 to 5 000 000 shares	7	14 832 601	5.77
Holdings of 5 000 001 to 100 000 000 shares	11	235 080 707	91.48
<b>Total</b>	<b>692</b>	<b>256 981 571</b>	<b>100.00</b>

Major shareholders	Number of shares	Percentage of issued share capital
Shareholders holding 10% or more		
Medway Developments Limited	119 030 073	46.32
Rance Holdings Limited	40 548 241	15.78
Shareholders holding 5% or more (but less than 10%)		
Fujian Wuhang Stainless Steel Co. Limited	19 419 920	7.56
Maaden Invest Limited (direct and indirect holding)	14 985 577	5.83

Public and non-public shareholders	Number of shareholders	Number of shares	Percentage of issued share capital
Public	676	89 947 999	35.00
Non-public			
Directors and associates of the Company and its subsidiaries	14	7 455 258	2.90
Persons interested (other than directors), directly or indirectly, in 10% or more	2	159 578 314	62.10
<b>Total</b>	<b>692</b>	<b>256 981 571</b>	<b>100.00</b>

## DISCLOSURE OF DIRECTORS' INTEREST IN THE COMPANY'S SHARE CAPITAL

The aggregate direct and indirect interests of the directors in the issued share capital of the Company are as follows:

Director	2016				2015			
	Beneficial Direct	Indirect	Non-beneficial Direct	Indirect	Beneficial Direct	Indirect	Non-beneficial Direct	Indirect
Loucas Pouroulis	107 368	–	–	10 000	53 684	–	–	10 000
Phoevos Pouroulis	102 883	6 918 432	–	–	44 737	6 918 432	–	–
Michael Jones	83 208	–	–	–	40 263	–	–	–
David Salter	–	–	–	–	–	–	–	–
Antonios Djakouris	–	–	–	–	–	–	–	–
Carol Bell	–	–	–	–	–	–	–	–
Omar Kamal	–	–	–	–	–	–	–	–
Brian Cheng	–	–	–	–	–	–	–	–
<b>Total</b>	<b>293 459</b>	<b>6 918 432</b>	<b>–</b>	<b>10 000</b>	<b>138 684</b>	<b>6 918 432</b>	<b>–</b>	<b>10 000</b>

# NOTICE OF ANNUAL GENERAL MEETING

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## THARISA plc

(Incorporated in the Republic of Cyprus with limited liability)

(Registration number: HE223412)

JSE share code: THA

LSE share code: THS

ISIN: CY0103562118

("Tharisa" or "the Company")

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Notice is hereby given that the Annual General Meeting ("AGM") of shareholders of Tharisa will be held at Aquamarine Room, The Forum, The Campus, 57 Sloane Street, Bryanston, South Africa on Wednesday, 1 February 2017 at 09:00 SA time (UTC +2) to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions as set out in this Notice of AGM and to deal with such other business as may be dealt with at the AGM.

This Notice of AGM, the Annual Report containing the condensed, consolidated financial statements and the audited annual financial statements together with all relevant reports, are available on the Company's website [www.tharisa.com](http://www.tharisa.com) and available for inspection at the registered office of the Company.

## IDENTIFICATION

Shareholders are advised that any person attending or participating in an AGM of shareholders must present reasonably satisfactory identification before being entitled to participate in and vote at the AGM and the person presiding at the AGM must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or proxy for a shareholder) has been reasonably verified. Forms of identification that will be accepted include original and valid identity documents, driver's licences or passports.

## IMPORTANT DATES

Record date to receive notice of the AGM	Friday, 30 December 2016
Last day to trade to be eligible to vote	Tuesday, 17 January 2017
Record date to be eligible to vote at the AGM	Friday, 20 January 2017
Last day for lodging Forms of Instruction (by 07:00 UK time)	Friday, 27 January 2017
Last day for lodging forms of proxy (by 09:00 SA time)	Monday, 30 January 2017

Accordingly, the date on which a person must be registered as a shareholder in the register of the Company to be entitled to attend and vote at the AGM will be Friday, 20 January 2017.

## RESOLUTIONS FOR CONSIDERATION AND ADOPTION

### Ordinary business

#### 1. Ordinary resolution number 1

##### *Adoption of the Annual Financial Statements*

To receive the audited Annual Financial Statements for the year ended 30 September 2016, including the management report and the report of the independent auditor, such Annual Financial Statements having been approved by the Board on 28 November 2016.

##### *Additional information in respect of ordinary resolution number 1*

The condensed consolidated audited Annual Financial Statements for the year ended 30 September 2016 are included in the Annual Report of which this Notice of AGM forms part. The complete audited Annual Financial Statements, together with the relevant reports for the year ended 30 September 2016, are available on the Company's website, [www.tharisa.com](http://www.tharisa.com).

This resolution is non-binding, therefore no minimum voting threshold is required for ordinary resolution number 1.

#### 2. Ordinary resolution number 2

##### *Re-appointment of external auditors*

"RESOLVED THAT KPMG Limited Cyprus, with Maria Karantoni being the designated registered auditor, be re-appointed as the independent external auditors of the Company and of the Group for the financial year ending 30 September 2017, to hold office until conclusion of the next AGM of the Company, and that their remuneration for the financial year ending 30 September 2017 be determined by the Audit Committee."



### ***Additional information in respect of ordinary resolution number 2***

In accordance with clause 195 of the Company's Articles of Association and sections 153 to 155 of the Companies Law, KPMG Limited Cyprus is proposed to be re-appointed as the external auditors of the Company, until the conclusion of the next AGM. The Audit Committee conducted an assessment of the performance and the independence of the external auditors and their compliance with the JSE Listings Requirements and recommends their re-appointment as independent auditors of the Company and the Group.

The percentage of voting rights required for ordinary resolution number 2 to be adopted is more than 50% of the voting rights exercised on this resolution by all shareholders present or represented by proxy and entitled to vote at the AGM.

## **3. Ordinary resolution number 3 (comprising ordinary resolutions numbers 3.1 and 3.2)**

### ***Re-election of director retiring by rotation***

3.1 "RESOLVED THAT Omar Marwan Kamal, who retires in accordance with the Company's Articles of Association and who, being eligible, offers himself for re-election, be re-elected as a director of the Company."

### ***Re-election of director appointed by the Board***

3.2 "RESOLVED THAT Carol Bell, who retires in accordance with the Company's Articles of Association and who, being eligible, offers herself for re-election, be re-elected as a director of the Company."

### ***Additional information in respect of ordinary resolutions numbers 3.1 and 3.2***

In terms of clause 110 of the Company's Articles of Association, one-third of the non-executive directors of the Company for the time being are required to retire from office at each AGM. The directors of the Company to retire in every year shall be those who have been longest serving since their last election. A retiring director shall be eligible for re-election.

In terms of clause 156 of the Company's Articles of Association, the Board has the power to appoint any person as an additional director to the Board, provided that a director so appointed shall hold office only until the next AGM of the Company and shall then be eligible for re-election. Carol Bell was appointed by the Board as an additional director on 22 March 2016 and is accordingly required to retire. Being eligible, Carol is offering herself for re-election.

A brief curriculum vitae in respect of the directors referred to in ordinary resolutions numbers 3.1 and 3.2 above appears on page 48 of the Annual Report of which this Notice of AGM forms part.

The Board recommends to shareholders the re-election of the retiring directors as set out in ordinary resolutions numbers 3.1 and 3.2.

The percentage of voting rights required for ordinary resolutions numbers 3.1 and 3.2 to be adopted is more than 50% of the voting rights exercised on such resolution by all shareholders present or represented by proxy and entitled to vote at the AGM.

## **SPECIAL BUSINESS**

## **4. Ordinary resolution number 4**

### ***General authority to directors to allot and issue ordinary shares***

"RESOLVED THAT the authorised but unissued shares in the capital of the Company, limited to 38 547 236 (thirty eight million five hundred and forty seven thousand two hundred and thirty six) ordinary shares, being 15% of the number of listed equity securities in issue at the date of this Notice, being 256 981 571 (two hundred and fifty six million nine hundred and eighty one thousand five hundred and seventy one) ordinary shares (for which purposes any shares approved to be allotted and issued by the Company in terms of the Share Award Plan for the benefit of employees shall be excluded), be and are hereby placed under the control and authority of the directors and that they be and are hereby authorised to allot, issue and grant options over and otherwise dispose of such shares to such persons on such terms and conditions and at such times as they may from time to time and at their discretion deem fit, subject to the provisions of the Companies Law, as may be amended from time to time, the Company's Articles of Association, the JSE Listings Requirements and the LSE Listing Rules and Disclosure and Transparency Rules which may apply to the Company. Such authority shall be valid until the conclusion of the next AGM of the Company".

### ***Additional information in respect of ordinary resolution number 4***

The Board may only allot and issue shares or grant rights over shares if authorised to do so by the shareholders. This resolution seeks authority for the Board to allot, issue and deal in shares up to a maximum of 15% of the Company's issued share capital.

The percentage of voting rights required for ordinary resolution number 4 to be adopted is more than 50% of the voting rights exercised on such resolution by all shareholders present or represented by proxy and entitled to vote at the AGM.

# NOTICE OF ANNUAL GENERAL MEETING (continued)

## 5. Ordinary resolution number 5

### *Dis-application of pre-emption rights*

"RESOLVED THAT, subject to the JSE Listings Requirements, the Board be and is hereby authorised to dis-apply the pre-emption rights, with respect to the authority conferred on the Board to issue and allot ordinary shares, up to a maximum of 15% of the Company's issued share capital. This authority will expire at the conclusion of the Company's next AGM."

### *Additional information in respect of ordinary resolution 5*

In terms of section 60B of the Companies Law, if the Board wishes to allot any unissued shares, grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) it must first offer them to existing shareholders in proportion to their holdings. There may be circumstances, however, where the Board requires the flexibility to finance business opportunities through the issue or sale of shares or related securities without a pre-emptive offer to existing shareholders. This can only be done under the Companies Law if the shareholders have first waived their pre-emption rights. This resolution seeks authority for the Board to dis-apply pre-emption rights for shares up to a maximum of 15% of the Company's issued share capital. If granted, this authority will expire at the conclusion of the Company's next AGM.

The percentage of voting rights required for ordinary resolution number 5 to be adopted is more than 50% of the voting rights exercised on such resolution by all shareholders present or represented by proxy and entitled to vote at the AGM.

## 6. Ordinary resolution number 6

### *General authority to issue shares for cash*

"RESOLVED THAT, subject to ordinary resolutions numbers 4 and 5 being passed, the Board be authorised, by way of a general authority, to allot and issue shares (and/or any options or convertible securities) for cash to such persons on such terms and conditions as the Board may from time to time in its discretion deem fit, subject to the provisions of the Company's Articles of Association, the Companies Law, as may be amended from time to time, the JSE Listings Requirements and the LSE Listing Rules and Disclosure and Transparency Rules which may apply to the Company, and subject to the following limitations, namely that:

- i. The equity securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- ii. Any such issue will only be made to "public shareholders" as defined in the JSE Listings Requirements and not to related parties, unless the JSE otherwise agrees;
- iii. In respect of securities which are the subject of the general issue of shares for cash, such issue may not exceed 25 698 157 (twenty five million six hundred and ninety eight thousand one hundred and fifty seven) ordinary shares, representing 10% of the number of listed equity securities in issue as at the date of this notice, being 256 981 571 (two hundred and fifty six million nine hundred and eighty one thousand five hundred and seventy one) ordinary shares, provided that:
  - any equity securities issued under this authority during the period must be deducted from the number above;
  - in the event of a sub-division or consolidation of issued equity securities during the period contemplated above, the existing authority must be adjusted accordingly to represent the same allocation ratio; and
  - the calculation of the listed equity securities is a factual assessment of the listed equity securities as at the date of the notice of AGM, excluding treasury shares;
- iv. This authority shall be valid until the Company's next AGM;
- v. A SENS announcement giving full details of the issue will be published at the time of any issue representing, on a cumulative basis within the period of this authority, 5% or more of the number of ordinary shares in issue prior to the issue concerned; and
- vi. The maximum discount permitted at which equity securities may be issued is 10% of the weighted average traded price on the JSE of those shares measured over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE should be consulted for a ruling if the Company's securities have not traded in such 30-business day period."

### *Additional information in respect of ordinary resolution number 6*

In accordance with the Company's Articles of Association, and the JSE Listings Requirements, the shareholders of the Company have to approve a general issue of shares for cash. The existing authority granted by the shareholders of the Company at the previous AGM held on 25 February 2016 expires at the AGM to be held on 1 February 2017, unless renewed. This authority will be subject to the Company's Articles of Association, the Companies Law and the JSE Listings Requirements. The Board considers it advantageous to renew this authority to enable the Company to take advantage of any business opportunity that may arise in the future.

This ordinary resolution number 6 is required, under the JSE Listings Requirements, to be passed by achieving a 75% majority of the voting rights exercised on this resolution by all shareholders present or represented by proxy and entitled to vote at the AGM.

## 7. Ordinary resolution number 7

### *Approval of remuneration policy*

“RESOLVED THAT the Group remuneration policy, as described in the Remuneration Report on pages 62 to 66 of the Annual Report of which this Notice of AGM forms part, be approved by way of a non-binding advisory vote, as recommended in King III.”

### *Additional information in respect of ordinary resolution number 7*

In terms of King III recommendations, the Company’s remuneration policy should be tabled for a non-binding advisory vote at every AGM.

The non-binding advisory vote is to enable shareholders of the Company to express their views on the Group’s remuneration policies adopted, and on their implementation. Accordingly, the shareholders of the Company are requested to endorse the Company’s remuneration policy as recommended by King III.

This resolution is non-binding, therefore no minimum voting threshold is required for ordinary resolution number 7.

## 8. Special resolution number 1

### *General authority to repurchase shares*

“RESOLVED THAT the Company, and any of its subsidiaries, be authorised, by way of a general authority, in terms of the provisions of the JSE Listings Requirements, the Companies Law and as permitted by the Company’s Articles of Association, to acquire, as a general repurchase, the issued ordinary shares of the Company, upon such terms and conditions and in such manner as the Board may from time to time determine, but subject to the applicable requirements of the Company’s Articles of Association, the provisions of the Companies Law, the JSE Listings Requirements and the LSE Listing Rules and Disclosure and Transparency Rules, where applicable, and provided that:

- i. The maximum number of ordinary shares to be acquired shall not exceed 10% of the Company’s ordinary shares in issue at the date on which this special resolution number 1 is passed;
- ii. The repurchase of shares will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- iii. The Company has been given authority to repurchase its shares by its Articles of Association;
- iv. This general authority shall only be valid until the Company’s next AGM, provided that it shall not extend beyond 12 months from the date of passing of this special resolution number 1;
- v. In determining the price at which the Company’s ordinary shares are acquired by the Company in terms of this general authority, the maximum premium at which such ordinary shares may be acquired shall not exceed the higher of:
  - 5% of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the five business days immediately preceding the date of the repurchase of such ordinary shares by the Company;
  - the higher of the price quoted for the last independent trade of, or the highest current independent bid for any number of shares on the JSE where the purchase is carried out;
- vi. At any point in time, the Company may only appoint one agent to effect any repurchases on the Company’s behalf;
- vii. A resolution has been passed by the Board confirming that the Board has authorised the repurchase and that the Company satisfied the net assets test contemplated under section 169A of the Companies Law;
- viii. The Company may not repurchase ordinary shares during a prohibited period, as defined in the JSE Listings Requirements, unless the Company has a repurchase programme in place where the dates and quantities of the ordinary shares to be traded during the relevant period are fixed and not subject to any variation and full details of the programme have been disclosed to the JSE in writing prior to the commencement of the prohibited period;
- ix. A SENS announcement will be published giving such details as may be required in terms of the JSE Listings Requirements as soon as the Company has cumulatively repurchased 3% of the number of shares in issue at the date of the passing of this special resolution number 1 and for each 3% in aggregate of the initial number of shares acquired thereafter, and in the press when required in terms of the Companies Law;
- x. The Board undertakes that it will not implement the proposed authority to repurchase shares, unless the directors are of the opinion that, for a period of 12 months after the date of the repurchase:
  - the Company and the Group will be able, in the ordinary course of business, to pay its debts;
  - the assets of the Company and the Group, fairly valued in accordance with IFRS, will be in excess of the liabilities of the Company and the Group;
  - the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
  - the working capital of the Company and the Group will be adequate for ordinary business purposes.”

# NOTICE OF ANNUAL GENERAL MEETING (continued)

## ***Additional information in respect of special resolution number 1***

Under section 57A of the Companies Law, the Board must obtain authorisation by special resolution from the shareholders before they can effect the purchase by the Company of any of its own shares. In certain circumstances it may be advantageous for the Company to purchase its own shares and this resolution seeks authority to do so. The Board will exercise this power only in accordance with the requirements of the Companies Law and the JSE Listings Requirements, and when, in view of market conditions prevailing at the time, it believes that the effect of such purchases will be to increase earnings per share and is in the best interests of the shareholders generally. Save to the extent purchased pursuant to the Companies Law, any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly.

The Company may hold in treasury any of its own shares that it purchases pursuant to the Companies Law and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy awards under the Share Award Plan using treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares and no dividend or other distribution of the Company's assets may be made to the Company in respect of treasury shares.

In accordance with the Companies Law, this resolution specifies the maximum number of shares that may be acquired and the maximum and minimum prices at which shares may be bought. If granted, this authority will expire at the conclusion of the Company's next AGM, provided that it shall not extend beyond 12 months from the date of passing of this special resolution number 1.

Please refer to the additional disclosure of information contained in this notice of AGM, which disclosure is required in terms of the JSE Listings Requirements.

The percentage of the voting rights required for special resolution number 1 to be adopted is 75% of the voting rights exercised on this resolution by all shareholders present or represented by proxy and entitled to vote at the AGM.

## ***Additional disclosure requirements in terms of the JSE Listings Requirements***

In compliance with the JSE Listings Requirements, the information listed below has been included in the Annual Report of which this notice of AGM forms part:

- Major shareholders – refer to page 90 of the Annual Report.
- Share capital of Tharisa – refer to page 90 of the Annual Report.

## ***Material changes***

Other than the facts and developments reported on in the Annual Report, there have been no material changes in the affairs or the financial position of the Company and its subsidiaries since the date of signature of the audit report and the date of this Notice of AGM.

## ***Directors' responsibility statement***

The directors, whose names appear on page 50 of this Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution number 1 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the proposed resolution contains all such information required by law and the JSE Listings Requirements.

## **9. Special resolution number 2**

### ***Capital reduction***

"RESOLVED THAT the share capital of the Company be reduced by the reduction of the share premium account in the amount of US\$179 175 265.32 and applying the reduction in the first instance to the revenue reserves of the Company to reduce the accumulated losses to US\$ nil and in the second instance by returning to shareholders as a reduction of capital, in cash, an amount of US\$2 569 815.71, being one US cent per share."

### ***Additional information in respect of special resolution number 2***

The Company has a policy of distributing 10% of its consolidated net profit after tax to shareholders.

The consolidated net profit after tax for the financial year ended 30 September 2016 amounts to US\$15 792 146.23. Whilst the consolidated net profit after tax in respect of the financial year ended 30 September 2015 amounted to US\$6 013 947.04, the Company had not proposed or paid a distribution to shareholders due to the depressed commodity price cycle which affected both PGM and chrome concentrate prices post 30 September 2015. In calculating the amount of the return to shareholders, the policy was applied to the cumulative consolidated net profit after tax for both the financial years ended 30 September 2015 and 30 September 2016.

Under section 169A of the Companies Law, except in the case of a reduction of subscribed capital, a public company is precluded from making distributions to its shareholders, if, on the closing date of the last financial year, the net assets, as presented in its Annual Financial Statements, or as could arise as a result of such distribution, are below the total of the subscribed capital and the reserves. As at 30 September 2016, the Company had a negative revenue reserve of US\$176 605 449.61, and is accordingly precluded from declaring a dividend or distribution to its shareholders in the normal course.

Therefore, in order to effect a distribution to its shareholders, the Company is proposing, subject to shareholder approval by way of special resolution number 2, and the obtaining of the requisite court approval, to undertake a reduction of its share capital in the amount of US\$179 175 265.32. The reduction will in the first instance be applied to the revenue reserves of the Company, thereby increasing the revenue reserves to US\$ nil, and in the second instance by returning to shareholders as a reduction of capital, in cash, an amount of US\$2 569 815.71 being one US cent per share.

Pursuant to the capital reduction, the share premium account of the Company will be reduced from US\$456 180 452.28 as at 30 September 2016 to US\$277 005 186.96 following the filing of the court order with the Registrar of Companies and subsequent return of capital to the shareholders of the Company.

Further details about the distribution to shareholders will be announced in due course via SENS/RNS.

The percentage of the voting rights required for special resolution 2 to be adopted is 75% of the voting rights exercised on this resolution by all shareholders present or represented by proxy and entitled to vote at the AGM.

## **10. Ordinary resolution number 8**

### ***Directors' authority to implement ordinary and special resolutions***

"RESOLVED THAT each and every director of the Company and/or the Joint Company Secretaries be and are hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the ordinary and special resolutions passed at the AGM."

## **PROXIES**

An ordinary shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and act in his/her stead. A proxy need not be a member of the Company. For the convenience of registered members of the Company, a form of proxy is attached hereto.

In terms of section 128 C of the Companies Law, shareholders and their proxies shall have the right to ask questions on the items to be discussed and resolutions proposed to be passed at the AGM. The Company shall endeavour to answer such questions, provided that they are relevant to the matters at hand, do not disrupt or delay proceedings, have not already been previously answered or contained in information readily available to shareholders elsewhere and the answers do not constitute sensitive information that may harm the Company or its business operations if disclosed.

### **Voting by shareholders whose shares are registered on the Cyprus principal register and the South African branch register (JSE)**

The attached form of proxy is only to be completed by those ordinary shareholders who:

- hold ordinary shares in certificated form; or
- are recorded on the sub-register in "own name" dematerialised form.

Ordinary shareholders who have dematerialised their ordinary shares through a central securities depository participant (CSDP) or broker other than with "own name" registration and who wish to attend the AGM, must instruct their CSDP or broker to provide them with the relevant letter of representation to attend the AGM in person or by proxy and vote. If they do not wish to attend in person or by proxy, they must provide the CSDP or broker with their voting instructions in terms of their custody agreement entered into between them and the CSDP or broker.

# NOTICE OF ANNUAL GENERAL MEETING (continued)

Unless shareholders advise their CSDP or broker, in terms of their agreement, by the cut-off time stipulated therein, that they wish to attend the AGM or send a proxy to represent them, their CSDP or broker will assume that they do not wish to attend the AGM or send a proxy.

Shareholders who are unsure of their status or the action they should take, are advised to consult their CSDP, broker or financial advisor.

The attached form of proxy must be executed in terms of the Company's Articles of Association and in accordance with the relevant instructions set out on the form, and must be lodged with the Company's transfer secretaries not less than 48 hours before the time set down for the AGM. If required, additional forms of proxy may be obtained from the transfer secretaries or through the Company's website.

## Voting by Depositary Interest holders (LSE)

Holders of Depositary Interests will be sent a Form of Instruction separately to this Notice of AGM by the Depositary, Computershare Investor Services PLC. On receipt, holders of Depositary Interests should complete the Form of Instruction in accordance with the instructions printed thereon to direct Computershare Company Nominees Limited as the custodian of their shares how to exercise their votes or (by following the instructions on the Form of Instruction) indicate that they intend to attend the AGM in person or by proxy. If a holder of Depositary Interests indicates, in this manner, that they intend to attend the AGM, Computershare Company Nominees Limited shall issue a letter of representation to the holder of Depositary Interests giving them authorisation to attend the AGM and vote. If any holder of Depositary Interests attends the AGM without a letter of representation they will only be allowed to enter the AGM as a guest and will not be allowed to vote. To be valid, the Form of Instruction must be completed in accordance with the instructions set out in the form and returned as soon as possible to the offices of the Depositary at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England so as to be received no later than 07:00 UTC on Friday, 27 January 2017.

Depositary Interest Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 07:00 UTC on Friday, 27 January 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## VOTING

In accordance with the Company's Articles of Association, all resolutions put to a vote at the AGM shall be decided on a poll. Every shareholder of the Company shall have one vote for every share held in the Company by such shareholder.

If you are in any doubt as to what action you should take in respect of the resolutions provided for in this notice, please consult your CSDP, broker, banker, attorney, accountant or other professional advisor.

An abstention to from voting is not a vote and will accordingly not be counted in the calculation of votes for and against resolutions.

## LODGEMENT OF FORMS OF PROXY AND LETTERS OF REPRESENTATION

Forms of proxy and letters of representation should be delivered or posted to the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 61051, Marshalltown, 2107, South Africa), or can be emailed to the Company at [ir@tharisa.com](mailto:ir@tharisa.com), so as to be received by no later than 09:00 (SA time) on Monday, 30 January 2017, in accordance with clause 99 of the Company's Articles of Association. Any shareholder who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the AGM, provided that he has obtained a letter of representation to attend and vote at the AGM from his CSDP or broker.

By order of the Board



**Sanet de Witt**

Joint Company Secretary

South Africa

14 December 2016



**Lysandros Lysandrides**

Joint Company Secretary

Cyprus





# FORM OF PROXY

## THARISA plc

(Incorporated in the Republic of Cyprus with limited liability)

(Registration number: HE223412)

JSE share code: THA

LSE share code: THS

ISIN: CY0103562118

("Tharisa" or "the Company")

This form of proxy relates to the Annual General Meeting ("AGM") of shareholders of the Company to be held at Aquamarine Room, The Forum, The Campus, 57 Sloane Street, Bryanston, South Africa on Wednesday, 1 February 2017 at 09:00 SA time (UTC +2) and should be completed by registered certificated shareholders and shareholders who have dematerialised their shares with "own name" registration.

All other dematerialised shareholders holding shares other than with "own name" registration who wish to attend the AGM must inform their CSDP or broker of their intention to attend the AGM and request their CSDP or broker to issue them with the relevant letter of representation to attend the AGM in person or by proxy and vote. Shareholders who do not wish to attend the AGM in person or by proxy must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. These shareholders must not complete this form of proxy.

This form of proxy should be read with the Notice of AGM. Please print clearly and refer to the notes at the end of this form for an explanation on the use of this form of proxy and the rights of the shareholder and the proxy.

I/We

of (address)

being the holder(s) of  Tharisa shares, hereby appoint (see notes 1 and 2):

1.  or failing him/her

2.  or failing him/her

the Chairman of the AGM, as my/our proxy to act for me/us and on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the resolutions and/or abstain from voting in respect of the Tharisa shares registered in my/our name(s), in accordance with the following instructions (see note 3):

	For	Against	Abstain
<b>Ordinary business</b>			
Ordinary resolution 1 is non-binding and does not require a minimum threshold			
Ordinary resolutions 2 and 3 require support of a simple majority (more than 50%) of the votes exercised in respect of each resolution adopted			
Ordinary resolution number 1: Adoption of annual financial statements			
Ordinary resolution number 2: Re-appointment of external auditors			
Ordinary resolution number 3.1: Re-election of Omar Marwan Kamal as a director			
Ordinary resolution number 3.2: Re-election of Carol Bell as a director			
<b>Special business</b>			
Ordinary resolutions 4 and 5 require support of a simple majority (more than 50%) of the votes exercised in respect of each resolution to be adopted			
Ordinary resolution 6 requires a 75% majority of the votes			
Ordinary resolution 7 is non-binding and does not require a minimum threshold			
Special resolutions 1 and 2 require support of at least 75% of the votes exercised to be adopted			
Ordinary resolution 8 requires support of a simple majority (more than 50%) of the votes exercised in respect of each resolution to be adopted			
Ordinary resolution number 4: Control of authorised but unissued shares			
Ordinary resolution number 5: Dis-application of pre-emptive rights			
Ordinary resolution number 6: General authority to issue shares for cash			
Ordinary resolution number 7: Approval, through a non-binding advisory vote, of the Group remuneration policy			
Special resolution number 1: General authority to repurchase shares			
Special resolution number 2: Capital reduction			
Ordinary resolution 8: Directors' authority to implement ordinary and special resolutions			

Please indicate with an "X" in the space provided above how you wish your votes to be cast.

Signed at  on  2017

Signature

Assisted by (if applicable) (see note 7)

# NOTES TO THE FORM OF PROXY

1. A registered shareholder may appoint an individual as a proxy, including an individual who is not a shareholder of the Company, to participate in, speak and vote at a shareholders' meeting on his/her behalf. Should this space be left blank, the proxy will be exercised by the Chairman of the meeting.
2. The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
3. A proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this form of proxy.
4. A shareholder's instructions to the proxy must be indicated by the insertion of an "X", or the number of votes exercisable by that shareholder, in the appropriate box provided. The proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder at the AGM, but only as directed on this form of proxy.
5. If there is no clear indication as to the voting instructions to the proxy, the form of proxy will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable.
6. To be valid and counted, the completed form of proxy must be lodged with the transfer secretaries of the Company, namely Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 61051, Marshalltown, 2107, South Africa), or Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom, so as to be received by them by no later than 09:00 on Monday, 30 January 2017, being no later than 48 hours before the AGM to be held at 09:00 on Wednesday, 1 February 2017, provided that the Chairman of the AGM may, in his discretion, accept proxies that have been delivered after the expiry of the aforementioned period up to and until the time of commencement of the AGM, at his sole discretion.
7. This form of proxy must be dated and signed by the shareholder appointing the proxy. The completion of blank spaces does not have to be initialled, but any alteration or correction made to this form of proxy must be initialled by the signatory/ies. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Company.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company or waived by the Chairman of the AGM. CSDPs or brokers registered in the Company's sub-register voting on instructions from beneficial owners of shares registered in the Company's sub-register, are requested to identify the beneficial owner in the sub-register on whose behalf they are voting and return a copy of the instruction from such owner to the Company's transfer secretaries, together with this form of proxy.
9. The Chairman of the meeting shall be entitled to decline or accept the authority of a person signing the form under a Power of Attorney or on behalf of a company, unless the Power of Attorney is deposited at the Company's transfer secretaries not later than 48 hours before the meeting.
10. The appointment of the proxy or proxies will be suspended at any time to the extent that the shareholder chooses to act directly and in person in the exercise of any of his/her rights as a shareholder at the AGM.
11. The appointment of the proxy is revocable unless expressly stated otherwise in this form of proxy. The proxy appointment may be revoked by cancelling it in writing, or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and to the Company's transfer secretaries. Please note the revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder, as of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered to the Company's transfer secretaries and the proxy, as aforesaid.
12. The appointment of the proxy remains valid only until the end of the AGM or any adjournment or postponement thereof, unless it is revoked by the shareholder before then on the basis set out above.
13. Holders of Depositary Interests on the LSE must not complete this form of proxy. Holders of Depositary Interests will be sent a separate Form of Instruction by the Depositary, Computershare Investor Services PLC. On receipt, holders of Depositary Interests should complete the Form of Instruction in accordance with the instructions printed thereon to direct Computershare Company Nominees Limited as the custodian of their shares how to exercise their votes.

# CORPORATE INFORMATION

## THARISA PLC

Incorporated in the Republic of Cyprus with limited liability  
Registration number: HE223412  
JSE share code: THA  
LSE share code: THS  
ISIN: CY0103562118

## REGISTERED ADDRESS

Office 108 – 110  
S. Pittokopitis Business Centre  
17 Neophytou Nicolaidis and Kilkis Streets  
8011 Paphos  
Cyprus

## POSTAL ADDRESS

PO Box 62425  
8064 Paphos  
Cyprus

## WEBSITE

[www.tharisa.com](http://www.tharisa.com)

## DIRECTORS OF THARISA

Loucas Christos Pouroulis (Executive Chairman)  
Phoevos Pouroulis (Chief Executive Officer)  
Michael Gifford Jones (Chief Finance Officer)  
John David Salter (Lead independent non-executive director)  
Antonios Djakouris (Independent non-executive director)  
Omar Marwan Kamal (Independent non-executive director)  
Carol Bell (Independent non-executive director)  
Brian Chi Ming Cheng (Non-executive director)  
Joanna Ka Ki Cheng (Alternate non-executive director)

## JOINT COMPANY SECRETARIES

Lysandros Lysandrides  
26 Vyronos Avenue  
1096 Nicosia  
Cyprus  
Sanet de Witt  
Eland House, The Braes  
3 Eaton Avenue, Bryanston, Johannesburg 2021  
South Africa  
Email: [secretarial@tharisa.com](mailto:secretarial@tharisa.com)

## INVESTOR RELATIONS

Sherilee Lakmidas  
Eland House, The Braes  
3 Eaton Avenue, Bryanston, Johannesburg 2021  
South Africa  
Email: [ir@tharisa.com](mailto:ir@tharisa.com)

## TRANSFER SECRETARIES

Computershare Investor Services Proprietary Limited  
Registration number: 2004/003647/07  
Rosebank Towers  
15 Biermann Avenue, Rosebank 2196  
(PO Box 61051, Marshalltown 2107)  
South Africa

Computershare Investor Services PLC  
Registration number: 3498808  
The Pavilions, Bridgwater Road  
Bristol BS13 8AE  
England, United Kingdom

Cymain Registrars Limited  
Registration number: HE174490  
26 Vyronos Avenue  
1096 Nicosia  
Cyprus

## JSE SPONSOR

Investec Bank Limited  
Registration number: 1969/004763/06  
100 Grayston Drive  
Sandown, Sandton 2196  
(PO Box 785700, Sandton 2146)  
South Africa

## AUDITORS

KPMG Limited (Cyprus)  
Registration number: HE132527  
14 Esperidon Street  
1087 Nicosia  
Cyprus

## JOINT BROKERS

Peel Hunt LLP  
Moor House, 120 London Wall  
London EC2Y 5ET  
England, United Kingdom  
Contact: Matthew Armit/Ross Allister  
+44 207 7418 8900

BMO Capital Markets Limited  
95 Queen Victoria Street, London EC4V 4HG  
England, United Kingdom  
Contact: Jeffrey Couch/Neil Haycock/Thomas Rider  
+44 020 7236 1010

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tharisa

[www.tharisa.com](http://www.tharisa.com)