

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

The definitions and interpretations commencing on page 13 of this Circular apply, *mutatis mutandis*, throughout this Circular, including this cover page, Notice of General Meeting, Form of Proxy (*yellow*), Form of Acceptance (*blue*) and Electronic Participation Form (*pink*) attached to and forming part of this Circular, unless specifically defined otherwise, or the context indicates a contrary intention.

Action required by Shareholders

- If you have disposed of all your Shares, then this Circular should be forwarded to the purchaser of your Shares or to the Broker, CSDP, banker or other financial intermediary through whom such disposal was effected.
- Shareholders are referred to page 5 of this Circular, which sets out the action required by them.
- If you are in any doubt about the action to be taken, you should consult your CSDP, Broker, banker, legal advisor, accountant, other financial intermediary or other professional advisor immediately.

Neither Bauba nor Raubex accepts responsibility, or will be held liable, for any action of, or omission by, any CSDP, Broker, legal advisor, accountant, banker, other financial intermediary or other professional advisor including, without limitation, any failure on the part of a CSDP, Broker, legal advisor, accountant, banker, other financial intermediary or other professional advisor of any beneficial owner of Shares to notify such beneficial owner of the Offer set out in this Circular or to take any action on behalf of such beneficial owner.



BAUBA RESOURCES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1986/004649/06)
Share code: BAU ISIN: ZAE000145686
("Bauba")



RAUBEX PROPRIETARY LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1978/004596/07)
("Raubex")

COMBINED CIRCULAR TO SHAREHOLDERS

regarding:

- an Offer by Raubex to Eligible Shareholders in terms of section 117(1)(c)(v) of the Companies Act and paragraph 1.15(c) of the Listings Requirements to acquire all of their Shares for an Offer Consideration of R0.42 per Share; and
- the Delisting of all Shares from the JSE pursuant to the Delisting Resolution being approved;

and incorporating:

- the Independent Expert's Report regarding the Offer (*Annexure 1*);
- details of dealings in Shares (*Annexure 2*);
- historical financial information of Bauba (*Annexure 3*);
- reviewed condensed consolidated results of Bauba (*Annexure 4*);
- an extract of section 124 of the Companies Act dealing with compulsory acquisitions (*Annexure 5*);
- a Notice of General Meeting;
- a Form of Proxy (*yellow*) for use by Certificated Shareholders and Dematerialised Shareholders with Own-Name Registration only;
- a Form of Acceptance (*blue*) for use by Certificated Shareholders only; and
- an Electronic Participation Form (*pink*).

Legal advisor to Bauba



Sponsor to Bauba



Independent Expert



Legal advisor to Raubex



Financial advisor and sponsor to Raubex



Date of issue: Wednesday, 6 July 2022

This Circular is available in English only. Copies may be obtained from the registered offices of Bauba, whose registered address is set out in the "Corporate information and advisors" section of this Circular during normal business hours from the date of issue of this Circular to the Closing Date and is also available on Bauba's website at www.baubaresources.co.za and on the Raubex website at <https://www.raubex.com>.

CORPORATE INFORMATION AND ADVISORS

The definitions and interpretations commencing on page 13 of this Circular apply, *mutatis mutandis*, to this section on *corporate information and advisors* (unless the context indicates otherwise).

IN RESPECT OF BAUBA

Company secretary

Merchantec Proprietary Limited
(Registration number: 2008/027362/07)
13th Floor, Illovo Point
68 Melville Road
Illovo
Sandton, South Africa, 2196
(PO Box 41480, Craighall, South Africa, 2024)

Registered offices

50 Tegel Avenue
Building 11, Highgrove Office Park
Highveld
Centurion, South Africa, 0157
(PO Box 71036, Bryanston, South Africa, 2021)

Date of incorporation: 14 November 1986

Place of incorporation: South Africa

Legal advisor

Webber Wentzel
90 Rivonia Road
Sandton
Johannesburg, South Africa, 2196
(PO Box 61771, Marshalltown, South Africa, 2107)

Sponsor

Merchantec Capital
(Registration number: 2008/027362/07)
13th Floor, Illovo Point
68 Melville Road
Illovo
Sandton, South Africa, 2196
(PO Box 41480, Craighall, South Africa, 2024)

Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number: 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg, South Africa, 2196
(Private Bag X9000, Saxonwold, South Africa, 2132)

Independent Expert

Tamela Holdings Proprietary Limited
(Registration number: 2008/011759/07)
Ground Floor, Golden Oak House
Ballyoaks Office Park
35 Ballyclare Drive
Bryanston, South Africa, 2021
(PO Box 379, Morningside, South Africa, 2057)

IN RESPECT OF RAUBEX

Company secretary

Grace Miriam Chemaly
Building 1, Highgrove Office Park
50 Tegel Avenue
Highveld
Centurion, South Africa, 0169
(PO Box 66192, Highveld, South Africa, 0169)

Registered offices

Building 1, Highgrove Office Park
50 Tegel Avenue
Highveld
Centurion, South Africa, 0169
(PO Box 66192, Highveld, South Africa, 0169)

Date of incorporation: 21 November 1978

Place of incorporation: South Africa

Legal advisor

DLA Piper Advisory Services Proprietary Limited
(Registration number: 2015/222271/07)
6th Floor
61 Katherine Street
Sandton, Johannesburg
South Africa, 2196
(Private Bag X17, Benmore, South Africa, 2010)

Financial advisor and sponsor

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

IMPORTANT LEGAL NOTICES AND DISCLAIMERS

The definitions and interpretations commencing on page 13 of this Circular apply, *mutatis mutandis*, to this section on *important legal notices and disclaimers* (unless the context indicates otherwise).

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION. NOT FOR GENERAL RELEASE IN THE UNITED STATES – SEE FURTHER INFORMATION BELOW.

IMPORTANT INFORMATION FOR FOREIGN SHAREHOLDERS

This Circular is governed by the laws of South Africa, is subject to all applicable laws and regulations of South Africa and has been prepared for the purposes of complying with the Companies Act in conjunction with the Listings Requirements and the Takeover Regulations and is published in terms thereof. The information disclosed in this Circular may not be the same as that which would have been disclosed if this Circular had been prepared in accordance with the laws and regulations of any jurisdiction outside of South Africa.

The legality of the Offer to non-resident Eligible Shareholders may be affected by the laws of any jurisdiction relevant to them. Such Eligible Shareholders should inform themselves about any applicable legal requirements, which they are obliged to observe. It is the responsibility of any such Eligible Shareholder wishing to accept the Offer to satisfy himself as to the full observance of the laws of any relevant jurisdiction in connection with the Offer. Any failure to comply with the applicable requirements may constitute a violation of the securities laws of any such jurisdiction.

This Circular and the Offer does not and will not constitute an offer to purchase, or the solicitation of an offer to sell, any Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the laws of such jurisdiction. Without limiting the generality of the above, the Offer is not being made, directly or indirectly, in or into or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of any jurisdiction if it is illegal for the Offer to be made or accepted in that jurisdiction (a “**Restricted Jurisdiction**”) and the Offer cannot be accepted by any such use of mails, means, instrumentality or facility or from within a Restricted Jurisdiction. Shareholders are advised to read this Circular, which contains the full terms and conditions of the Offer, with care. Any decision to accept the Offer or other response to the proposals should only be based on the information in this Circular.

The Offer, which is the subject of this Circular, may be affected by the laws of the relevant jurisdictions of non-resident Eligible Shareholders. Such Eligible Shareholders must satisfy themselves as to the full observance of any applicable laws concerning the receipt of the Offer Consideration, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes due in such jurisdiction. Non-resident Eligible Shareholders who are in any doubt as to their positions should consult their professional advisors immediately.

Neither copies of this Circular nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and, if received in any Restricted Jurisdiction, this Circular and any related documentation should be treated as being received for information purposes only.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The Offer relates to the securities of a South African public company and will be effected in terms of South African law. This Circular and certain other documents relating to the Offer have been, or will be prepared, in accordance with South African law, the Companies Act, the Listings Requirements, the Takeover Regulations and South African disclosure requirements, format and style, all of which differ from those in the US in certain material respects.

The Offer is being made in the United States pursuant to applicable US tender offer rules and securities laws, including any applicable exemptions under the US Securities Exchange Act of 1934, and otherwise in accordance with the requirements of South African law. The Offer is being made in the United States by Raubex and no one else. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under United States domestic tender offer procedures and laws. US investors should closely read **Part A** of this document for further details.

Neither the US Securities and Exchange Commission nor any US state securities commission has determined if this Circular is accurate or complete. Any representation to the contrary is a criminal offence in the US.

To the extent permitted by applicable law and in accordance with normal South African practice, Raubex or its affiliates, may, from time to time, make certain purchases of, or arrangements to purchase, Shares outside the United States, other than pursuant to the Offer, during the period in which the Offer remains open for participation. These purchases, or other arrangements, may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed in accordance with the Companies Act and the Takeover Regulations.

Financial statements, and all financial information that is included in this Circular or any other documents relating to the Offer, have been or will be prepared in accordance with International Financial Reporting Standards or other reporting standards or accounting practice which may not be comparable to financial statements of companies in the US or other companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

The disposal of Shares pursuant to the Offer and the receipt of the Offer Consideration generally will be taxable transactions for US federal income tax purposes and may also be taxable under applicable US state and local, as well as non-US and other, tax laws. Each Offer Participant is urged to consult its independent professional advisor immediately regarding the tax consequences of the Offer as applicable to them. US Offer Participants should note that no analysis has been made with respect to Bauba or Raubex's passive foreign investment company ("PFIC") status for any taxable year and such persons should therefore consult their tax advisors as to whether the PFIC rules may apply to any of the transactions contemplated hereby.

It may be difficult for Offer Participants who are resident in the US to enforce their rights and claims arising out of the US federal securities laws, since Bauba and Raubex are located in countries other than the US, and the majority or all of their officers and directors are residents of non-US jurisdictions. Judgments of US courts are generally, subject to certain requirements, enforceable in South Africa. Offer Participants who are resident in the US may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement. In addition, it may be difficult to enforce in South Africa original actions, or actions for the enforcement of judgments of US courts, based on the civil liability provisions of the US federal securities laws.

FORWARD LOOKING STATEMENTS

This Circular contains statements about Bauba, Raubex and/or the Group that are or may be forward-looking statements. All statements, other than statements of historical fact, are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the industry; production; cash costs and other operating results; growth prospects and outlook for operations, individually or in the aggregate; liquidity and capital resources and expenditure. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified using forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, anticipated levels of growth, estimates of capital expenditure, acquisition strategy, and expansion prospects for future capital expenditure levels and other economic factors, such as, *inter alia*, interest rates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Each of Bauba and Raubex caution that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, liquidity and the developments within the industry in which Bauba and/or Raubex operate may differ materially from those made in, or suggested by, the forward-looking statements contained in this Circular.

All forward-looking statements in respect of Bauba, Raubex and/or the Group are based on estimates and assumptions made by Bauba, Raubex and/or the Group which, although Bauba, Raubex and/or the Group believes them to be reasonable, are inherently uncertain. Such estimates, assumptions or statements may not eventuate. There are factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those estimates, assumptions or statements. These factors include other matters not yet known to Bauba, Raubex and/or the Group or not currently considered material by Bauba, Raubex and/or the Group.

Shareholders should keep in mind that any forward-looking statement made in this Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of Bauba, Raubex and/or the Group not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement are not known. Bauba, Raubex and/or the Group has no duty to, and does not intend to, update or revise the forward-looking statements contained in this Circular after the date of issue of this Circular, except as may be required by law.

RESPONSIBILITY

This Circular is published by, and is the joint responsibility of, Raubex, the Board and the Independent Board, provided that the Board and Independent Board is not responsible for **Part A** and Raubex is not responsible for **Part B**, respectively, of this Circular.

ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 13 of this Circular apply, *mutatis mutandis*, to this section on *action required by Shareholders* (unless the context indicates otherwise).

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

- if you have disposed of all your Shares, then this Circular should be forwarded to the purchaser to whom, or the Broker, CSDP, banker or other financial intermediary through whom, you disposed of your Shares;
- if you are in any doubt as to what action you should take arising from this Circular, please consult your CSDP, Broker, banker, legal advisor, accountant, other financial intermediary or other professional advisor;
- Shareholders should take note that the Board (including the Independent Board) recommends that Shareholders vote in favour of the Delisting Resolution and accept the Offer; and
- if you wish to reject the Offer, you do not need to take any further action.

I. GENERAL MEETING

The General Meeting will be held entirely by electronic communication at 10:00 on Thursday, 4 August 2022 (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act, read with the Listings Requirements) to consider and, if deemed fit, pass, with or without modification, the Delisting Resolution set out in the Notice of General Meeting.

II. VOTING AND ATTENDANCE AT THE GENERAL MEETING

Dematerialised Shareholders without Own-Name Registration

- If you wish to attend and participate at the General Meeting, or appoint a proxy to represent you at the General Meeting, you should instruct your CSDP or Broker to issue you with the necessary letter of representation to attend and participate at the General Meeting, in the manner stipulated in your Custody Agreement. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature. You will not be permitted to attend and participate at the General Meeting, or send a proxy to represent you at the General Meeting, without the necessary letter of representation being issued to you.
- If you do not wish to, or are unable to, attend (or appoint a proxy to represent you at) the General Meeting, but wish to attend and participate at the General Meeting, you should provide your CSDP or Broker with your voting instructions in the manner stipulated in your Custody Agreement. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature. If your CSDP or Broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in your Custody Agreement, if any.
- You must **NOT** complete the attached Form of Proxy (*yellow*).

Dematerialised Shareholders with Own-Name Registration

- Subject to section 57(1) of the Companies Act and the instructions related to electronic participation at the General Meeting below, you may attend and participate at the General Meeting.
- If you do not wish to or are unable to attend and participate at the General Meeting but wish to be represented thereat, you must complete the Form of Proxy (*yellow*) which is attached to and forms part of this Circular, in accordance with the instructions contained therein and ensure that it is received by the Transfer Secretaries, by no later than 10:00 on Tuesday, 2 August 2022. The Form of Proxy (*yellow*) may also be submitted to the chairperson of the General Meeting (or adjourned or postponed General Meeting) at any time before the proxy exercises any rights of the Shareholder at the General Meeting by emailing it to the Transfer Secretaries at proxy@computershare.co.za.

Certificated Shareholders

- Subject to sections 56 and 57 of the Companies Act and the instructions related to electronic participation at the General Meeting below, you may attend and participate at the General Meeting.
- If you do not wish to or are unable to attend and participate at the General Meeting and wish to be represented thereat, you must complete the Form of Proxy (*yellow*) which is attached to and forms part of this Circular, in accordance with the instructions contained therein and ensure that it is received by the Transfer Secretaries by no later than 10:00 on Tuesday, 2 August 2022. The Form of Proxy (*yellow*) may also be submitted to the chairperson of the General Meeting (or adjourned or postponed General Meeting) at any time before the proxy exercises any rights of the Shareholder at the General Meeting by emailing it to the Transfer Secretaries at proxy@computershare.co.za.

Electronic participation at the General Meeting

- The General Meeting will be conducted entirely by way of electronic communication.
- The electronic meeting facilities arranged will permit all participants at the General Meeting to communicate concurrently, without an intermediary, and to participate reasonably effectively in the meeting. Shareholders who are unable to attend the General Meeting are strongly encouraged to submit a duly completed Form of Proxy (*yellow*) in accordance with the instructions contained therein.
- Shareholders, or their proxies or representatives, who wish to attend and participate at the General Meeting are required to complete the Electronic Participation Form (*pink*) attached to and forming part of this Circular and email same together with the required documentation to the Transfer Secretaries at proxy@computershare.co.za as soon as possible, but in any event by no later than 10:00 on Tuesday, 2 August 2022. This will facilitate the presentation of reasonably satisfactory identification and enable the chairperson of the General Meeting to be reasonably satisfied that the right of participants to attend and participate at the General Meeting has been reasonably verified as required in terms of section 63(1) of the Companies Act.
- Shareholders, or their proxies or representees will be required to present valid identification:
 - if the Shareholder, proxy or representative is an individual, a certified copy of their identity document and/or passport;
 - if the Shareholder, proxy or representative is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, specifying the name of the individual that is authorised to represent the relevant entity at the General Meeting; and
 - a valid email address and/or facsimile number.
- Each Shareholder, proxy or representative, who has submitted an Electronic Participation Form (*pink*), will be contacted by the Company Secretary, by no later than Wednesday, 3 August 2022 via email/mobile with a unique link to allow them to attend and participate in the electronic General Meeting.
- Any Shareholder or its proxy or representative that does not submit the completed Electronic Participation Form (*pink*) and the required documentation to the Transfer Secretaries as detailed above by 10:00 on Tuesday, 2 August 2022, may still attend and participate via electronic communication at the General Meeting and may email the Electronic Participation Form (*pink*) to the Transfer Secretaries at proxy@computershare.co.za at any time prior to the commencement of the General Meeting. However, for the purpose of effective administration, Shareholders and their proxies are strongly urged to send their completed Electronic Participation Forms (*pink*) by 10:00 on Tuesday, 2 August 2022.
- Shareholders or their proxies or representatives will be liable for their own network charges in relation to electronic attendance and participation at the General Meeting. Any such charges will not be for the account of Bauba, Raubex, the Transfer Secretaries, the Company Secretary and/or any third party service provider appointed in order to facilitate the General Meeting by electronic means.
- None of Bauba, Raubex, the Transfer Secretaries, the Company Secretary or any third party service provider appointed in order to facilitate the General Meeting by electronic means can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such Shareholder, or its proxy or representative from attending and participating at the General Meeting. In order to ensure that all Shareholders' votes are taken into account, Shareholders are encouraged to submit a duly completed Form of Proxy (*yellow*) in accordance with the instructions contained therein.
- For the avoidance of doubt, Dematerialised Shareholders without Own-Name Registration would still need to submit their voting instructions via their CSDP or Broker or obtain a letter of representation from their CSDP or Broker to attend and participate at the General Meeting by electronic participation.

Approval of the Delisting at the General Meeting

- The Delisting must be approved by an Ordinary Resolution, at the General Meeting, at which at least three Shareholders are present and sufficient Shareholders are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised at the General Meeting, by Eligible Shareholders, in accordance with paragraphs 1.15(a) and 1.16 of the Listings Requirements. In order to be approved the Ordinary Resolution must be supported by at least 75% of the voting rights exercised thereon.
- In accordance with paragraph 1.16 of the Listings Requirements, any controlling shareholder, its associates and any party acting in concert with any such person/s will not be entitled to vote on the Delisting Resolution. Therefore Raubex, as the controlling Shareholder of Bauba, nor its 'associates', as defined in the Listings Requirements, will not be entitled to vote on the Delisting Resolution.

III. ACTION REQUIRED IN RESPECT OF THE GENERAL OFFER

If you wish to accept the Offer, you must do so in the manner described below, depending on whether you are a Certificated Shareholder or a Dematerialised Shareholder.

If you are a Certificated Shareholder

Acceptance of Offer, surrender of Documents of Title and Offer Consideration

- If you are a Certificated Shareholder and you wish to accept the Offer in respect of all or some of your Shares, you must complete the attached Form of Acceptance (*blue*) in accordance with its instructions and return it, together with the relevant Documents of Title, to the Transfer Secretaries as follows (to be received by the Transfer Secretaries by no later than 12:00 on the Closing Date):

If delivered by hand

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg, South Africa
2196

If sent by electronic mail

Computershare Investor Services Proprietary Limited
corporate.events@computershare.co.za

If sent by post

Computershare Investor Services Proprietary Limited
Private Bag X3000
Saxonwold, South Africa
2132

- Please note that should you elect to send your Form of Acceptance (*blue*) by electronic mail you will nonetheless be required to submit your relevant Documents of Title by hand or post.
- Certificated Shareholders are required to indicate their acceptance of the Offer on the Form of Acceptance (*blue*). Should there be any doubt or dispute as to whether you have accepted the Offer or not, then you will be deemed not to have accepted the Offer.
- If you accept the Offer in respect of all or some of your Shares and surrender the relevant Documents of Title, you will not be able to trade such Shares from the date of your acceptance of the Offer and surrender of the relevant Documents of Title in respect thereof.
- If you wish to reject the Offer, you need not take any action.

Offer Consideration

- Subject to the TRP having issued a Compliance Certificate in respect of the Offer and if you have both: (i) forwarded your completed Form of Acceptance (*blue*); and (ii) surrendered your Documents of Title to the Transfer Secretaries on or before 12:00 on the Closing Date, you will be paid the Offer Consideration by way of EFT into your bank account on record with the Transfer Secretaries or the bank account nominated by you in the Form of Acceptance (*blue*), as the case may be, in cash on the Payment Date.
- Subject to the TRP having issued a Compliance Certificate in respect of the Offer and if you forwarded your completed Form of Acceptance (*blue*) to the Transfer Secretaries on or before 12:00 on the Closing Date, but you surrender your Documents of Title after 12:00 on the Closing Date, the Offer Consideration will be paid to you by way of EFT within six Business Days of receipt of your Documents of Title by the Transfer Secretaries.
- If you do not have banking details on record with the Transfer Secretaries and you have failed to provide your banking details in the completed Form of Acceptance (*blue*), the Offer Consideration due to you will be held in trust by the Transfer Secretaries on your behalf, but only for a period of five years after the Payment Date after which the Offer Consideration due to you will be paid to the Guardian's Fund of the Master of the High Court of South Africa for your benefit.
- In this regard such Offer Participants irrevocably authorise and appoint each of Raubex and the Transfer Secretaries (or their respective agents, as appointed by each of them) in *rem suam* (that is irrevocably for Raubex's and the Transfer Secretaries' benefit and advantage), with full power of substitution, to act as agent in the name, place and stead of such Offer Participants to pay the Offer Consideration to the Guardian's Fund of the Master of the High Court of South Africa for their benefit in the aforesaid manner.
- No interest shall accrue for the benefit of Offer Participants on the Offer Consideration.
- Documents of Title surrendered prior to 12:00 on the Closing Date, subject to the TRP having issued a Compliance Certificate in respect of the Offer, will be held in trust by the Transfer Secretaries.
- If Documents of Title relating to any Shares to be surrendered are lost or destroyed, Certificated Shareholders should nevertheless return the attached Form of Acceptance (*blue*) duly signed and completed to the Transfer

Secretaries by hand to Rosebank Towers, 15 Biermann Avenue, Rosebank, South Africa, 2196 or by electronic mail to corporate.events@computershare.co.za, or by post to Private Bag X3000 Saxonwold, South Africa, 2132 together with an indemnity form, which is obtainable on request from the Transfer Secretaries. Certificated Shareholders who have applied for a lost scrip indemnity will only receive the Offer Consideration due to them upon finalisation of the lost scrip process.

- If you have any queries in relation to the action required by Certificated Shareholders, please contact the Transfer Secretaries' helpdesk via email at corporate.events@computershare.co.za or telephonically on 0861 100 634 if calling from within South Africa and on +27 11 370 5000 if calling from outside of South Africa.

If you are a Dematerialised Shareholder

Acceptance of Offer

- If you are a Dematerialised Shareholder, you will be contacted by your duly appointed Broker or CSDP in the manner stipulated in your Custody Agreement to ascertain whether or not you wish to accept the Offer. If you wish to accept the Offer, you must notify your Broker or CSDP of your acceptance of the Offer in the time and manner stipulated in your Custody Agreement in order to constitute a valid acceptance.
- If you are a Dematerialised Shareholder and wish to accept the Offer but have not been contacted by your Broker or CSDP, it would be advisable for you to contact and furnish your Broker or CSDP with instructions in regard to the acceptance of the Offer. These instructions must be provided in the manner and by the cut-off date and time stipulated in your Custody Agreement.
- **You must not complete the attached Form of Acceptance (blue).**
- If you notify your Broker or CSDP of your desire to accept the Offer, you will not be able to trade your Shares from the date on which you notify your Broker or CSDP of your acceptance of the Offer.

Offer Consideration

- Subject to the TRP having issued a Compliance Certificate in respect of the Offer and if you have accepted the Offer, you will have your account at your CSDP or Broker credited with the Offer Consideration and debited with the Shares that you are transferring to Raubex on the Payment Date.
- No interest shall accrue for the benefit of Offer Participants on the Offer Consideration.

TABLE OF CONTENTS

The definitions and interpretations commencing on page 13 of this Circular apply, *mutatis mutandis*, to this *table of contents* (unless the context indicates otherwise).

	Page No.
COMBINED CIRCULAR TO SHAREHOLDERS	1
CORPORATE INFORMATION AND ADVISORS	2
IMPORTANT LEGAL NOTICES AND DISCLAIMERS	3
ACTION REQUIRED BY SHAREHOLDERS	5
IMPORTANT DATES AND TIMES	11
DEFINITIONS AND INTERPRETATIONS	13
PART A: OFFER TO ALL ELIGIBLE SHAREHOLDERS	17
1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR	17
2. INFORMATION OF RAUBEX	17
3. RATIONALE FOR THE OFFER AND RAUBEX'S INTENTIONS REGARDING BAUBA AND THE BOARD	18
4. TERMS OF THE OFFER	18
5. PROCEDURE FOR ACCEPTANCE OF THE OFFER	20
6. IRREVOCABLE UNDERTAKINGS	23
7. INTERESTS OF RAUBEX IN BAUBA	23
8. INTERESTS OF THE RAUBEX DIRECTORS IN RAUBEX AND BAUBA	23
9. AGREEMENTS IN RELATION TO THE OFFER	24
10. COMPULSORY ACQUISITION	24
11. RESPONSE CIRCULAR BY BAUBA AND INDEPENDENT EXPERT'S REPORT	24
12. CONSENTS	24
13. DIRECTORS' RESPONSIBILITY STATEMENT	24
14. DOCUMENTS AVAILABLE FOR INSPECTION	25
PART B: BAUBA RESPONSE CIRCULAR	26
15. INTRODUCTION AND PURPOSE OF THE RESPONSE CIRCULAR	26
16. INFORMATION OF BAUBA	26
17. RATIONALE	28
18. COMPOSITION OF THE INDEPENDENT BOARD	28
19. OPINION OF THE INDEPENDENT EXPERT	28
20. OPINIONS AND RECOMMENDATIONS	29
21. INTERESTS OF BAUBA IN RAUBEX, INTERESTS OF THE DIRECTORS IN RAUBEX AND IN THE SHARES	29
22. DIRECTORS' INTERESTS IN RAUBEX	30
23. DIRECTORS' SERVICE CONTRACTS	30

	Page No.
24. CONTINUED LISTING ON THE JSE	30
25. FINANCIAL INFORMATION OF BAUBA	30
26. NOTICE OF THE GENERAL MEETING	30
27. AUTHORITY TO IMPLEMENT THE DELISTING	30
28. CONSENTS	31
29. DIRECTORS' RESPONSIBILITY STATEMENT	31
30. IRREVOCABLE UNDERTAKINGS	31
31. DOCUMENTS AVAILABLE FOR INSPECTION	31
ANNEXURE 1 INDEPENDENT EXPERT'S REPORT	32
ANNEXURE 2 DEALINGS IN SHARES	37
ANNEXURE 3 EXTRACTS OF THE AUDITED CONSOLIDATED FINANCIAL INFORMATION OF BAUBA FOR THE FINANCIAL YEARS ENDED 30 JUNE 2019, 30 JUNE 2020 AND 30 JUNE 2021	38
ANNEXURE 4 REVIEWED CONDENSED CONSOLIDATED RESULTS OF BAUBA FOR THE EIGHT-MONTH PERIOD ENDED 28 FEBRUARY 2022	41
ANNEXURE 5 SECTION 124: COMPULSORY ACQUISITIONS AND SQUEEZE OUTS	59
NOTICE OF GENERAL MEETING ("NOTICE")	61
FORM OF PROXY (<i>YELLOW</i>) ("FORM")	63
FORM OF ACCEPTANCE AND TRANSFER (<i>BLUE</i>) ("FORM")	67
ELECTRONIC PARTICIPATION FORM (<i>PINK</i>) ("FORM")	73

IMPORTANT DATES AND TIMES

The definitions and interpretations commencing on page 13 of this Circular apply, *mutatis mutandis*, to this section on *important dates and times* (unless the context indicates otherwise).

2022

Record date to determine which Shareholders are eligible to receive this Circular (“ Posting Record Date ”)	Friday, 24 June
Circular distributed to Shareholders and Notice of General Meeting published on SENS on	Wednesday, 6 July
Opening Date of the Offer at 09:00 on	Thursday, 7 July
Last day to trade Shares in order to be recorded in the Register to attend and participate at the General Meeting (“ Voting Last Day to Trade ”) on (<i>refer to note 4 below</i>)	Tuesday, 26 July
Record date for Shareholders to be recorded in the Register in order to be eligible to attend and participate at the General Meeting, being the “ Voting Record Date ”, by close of trade on	Friday, 29 July
Last day and time to lodge Forms of Proxy (<i>yellow</i>) with the Transfer Secretaries by 10:00 on (<i>refer to note 5 below</i>)	Tuesday, 2 August
Forms of Proxy (<i>yellow</i>) not lodged with the Transfer Secretaries to be provided to the chairperson of the General Meeting at any time before the proxy exercises any rights of the Shareholder at the General Meeting by emailing them to the Transfer Secretaries on	Thursday, 4 August
General Meeting to be held at 10:00 on	Thursday, 4 August
Results of the General Meeting released on SENS on or about	Thursday, 4 August
Approach TRP for Compliance Certificate on	Thursday, 4 August
Results of the General Meeting published in the South African press on or about	Friday, 5 August
TRP Compliance Certificate expected to be received on	Friday, 5 August
Finalisation announcement (including the timetable in respect of the Offer and Closing Date) published on SENS on	Friday, 5 August
Earliest Payment Date from	Friday, 5 August
Finalisation announcement published in the press on	Monday, 8 August
Last Day to Trade for Shareholders wishing to accept the Offer	Tuesday, 16 August
Subject to the approval of the Delisting Resolution, expected suspension of the listing of the Shares at the commencement of trade on the JSE on	Wednesday, 17 August
Record Date for Offer on	Friday, 19 August
Closing Date of the Offer at 12:00 on	Friday, 19 August
Results of Offer to be announced on SENS on	Monday, 22 August
Latest Payment Date on	Monday, 22 August
Subject to the approval of the Delisting Resolution, expected termination of the listing of the Shares at commencement of trade on the JSE on	Tuesday, 23 August

Notes:

1. Certificated Shareholders are required to complete and return the attached Form of Acceptance (*blue*) in accordance with the instructions contained therein to be received by the Transfer Secretaries by no later than 12:00 on the Closing Date.
2. Any change to the above dates and times will be agreed upon by Bauba and Raubex, approved by the JSE and the TRP (as required), and announced on SENS and, if required, publication in the South African press, provided that any extension of the Closing Date shall be at Raubex’s sole discretion.
3. No Dematerialisation or rematerialisation of Shares will take place between the trading ex-date, Wednesday, 17 August 2022 and the Record Date for the Offer, Friday, 19 August 2022 (both days inclusive).
4. Shareholders should note that as transactions in shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after such trade. Therefore, persons who acquire Shares after the Voting Last Day to trade, being Tuesday, 26 July 2022, will not be eligible to attend and participate at the General Meeting, as the Voting Record Date is Friday, 29 July 2022. Persons who acquire Shares after close of trade on Tuesday, 16 August 2022 will not be eligible to accept the Offer.

5. A Shareholder may submit a Form of Proxy (*yellow*) at any time before the commencement of the General Meeting (or any adjournment or postponement of the General Meeting) or provide it to the chairperson of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment or postponement of the General Meeting) by emailing it to the Transfer Secretaries, provided that should a Shareholder lodge a Form of Proxy (*yellow*) with the Transfer Secretaries less than 48 hours (excluding Saturdays, Sundays and gazetted, national public holidays) before the General Meeting, such Shareholder will also be required to furnish a copy of such Form of Proxy (*yellow*) to the chairperson of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or adjourned or postponed General Meeting).
6. If the General Meeting is adjourned or postponed, Forms of Proxy (*yellow*) submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
- 7. Eligible Shareholders should note that acceptance of the Offer will be irrevocable.**
8. Although the above important dates and times are stated to be subject to change, such statement shall not be regarded as consent or dispensation for any change to time periods which may be required in terms of the Companies Act, the Takeover Regulations and the Listings Requirements, where applicable, and any such consents or dispensations must be specifically applied for and granted.
9. All times referred to in this Circular are references to South African Standard Time.
10. The Offer is wholly unconditional and capable of acceptance from the Opening Date of the Offer at 09:00 on Thursday, 7 July 2022.
11. No payment of the Offer Consideration will be made prior to the TRP having issued a Compliance Certificate in respect of the Offer.
12. In accordance with regulation 102(12) of the Takeover Regulations read with section 121 of the Companies Act, the Offer Consideration must be settled within six Business Days after acceptance thereof by a Shareholder (assuming that the TRP has issued a Compliance Certificate in respect of the Offer). Accordingly, the latest Payment Date will be by no later than Monday, 22 August 2022.

DEFINITIONS AND INTERPRETATIONS

In this Circular and its Annexures, unless otherwise stated or the context indicates otherwise, the words and expressions in the first column shall have the meanings stated opposite them in the second column, and words and expressions in the singular shall include the plural and *vice versa*, words importing natural persons shall include juristic persons and unincorporated associations of persons and *vice versa*, and any reference to one gender shall include the other genders.

“Annexures”	the annexures attached to this Circular;
“Authorised Dealer”	a person authorised to deal in foreign exchange as contemplated in the Exchange Control Regulations;
“Bauba”	Bauba Resources Limited, registration number: 1986/004649/06, a public company incorporated in accordance with the laws of South Africa, the shares of which are listed on the Main Board of the JSE, whose further details are set out in the section of this Circular titled “ <i>Corporate information and advisors</i> ”;
“Bauba MOI”	the memorandum of incorporation of Bauba, as at the Last Practicable Date;
“Board” or “Directors”	the board of directors of Bauba as at the Last Practicable Date, whose details are set out on page 26 of this Circular;
“Broker”	any person registered as a “ <i>broking member (equities)</i> ” in terms of the requirements of the JSE and in accordance with the provisions of the Financial Markets Act, including any nominee of such person;
“Business Day”	any day other than a Saturday or Sunday or official public holiday in South Africa;
“CEO”	Chief Executive Officer;
“Certificated Shareholder”	a Shareholder who has not Dematerialised his Shares, title to which is represented by a share certificate or other physical Document of Title;
“Circular”	this combined offer circular dated Wednesday, 6 July 2022, including the Annexures hereto and incorporating a Notice of General Meeting, Form of Proxy (<i>yellow</i>), Form of Acceptance (<i>blue</i>) and Electronic Participation Form (<i>pink</i>);
“Closing Date”	the closing date of the Offer as described in paragraph 4.5.1 of Part A of this Circular;
“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini;
“Companies Act”	the Companies Act, No. 71 of 2008, as amended;
“Company Secretary”	Merchantec Proprietary Limited, registration number: 2008/027362/07, a private company incorporated in accordance with the laws of South Africa, whose further details are set out in the section of this Circular titled “ <i>Corporate information and advisors</i> ”;
“Compliance Certificate”	a compliance certificate to be issued by the TRP in terms of section 121 of the Companies Act in respect of the Offer;
“Covid-19”	means corona 2, SARS-CoV-2, a novel respiratory tract virus that has resulted in a global pandemic and restrictions on trade and movement all around the world;
“CSDP”	a Central Securities Depository Participant, being a “ <i>participant</i> ” as defined in the Financial Markets Act, including any nominee of such participant and with whom a beneficial owner of shares holds a Dematerialised share account;
“Custody Agreement”	the custody mandate agreement between a Dematerialised Shareholder and a CSDP or Broker, governing their relationship in respect of Dematerialised Shares held on the Register and administered by a CSDP or Broker on behalf of that Dematerialised Shareholder;
“Delisting”	the termination of the listing of the Shares on the JSE pursuant to the Delisting Resolution being approved;
“Delisting Resolution”	the Ordinary Resolution to be proposed at the General Meeting to approve the Delisting in terms of paragraphs 1.15(a) and 1.16 of the Listings Requirements, pursuant to the Offer;

“Dematerialise” or “Dematerialised” or “Dematerialisation”	the process whereby physical share certificates and/or other Documents of Title are replaced with electronic records evidencing ownership of shares, for purposes of Strate, as contemplated in the Financial Markets Act, and reflected in the Register;
“Dematerialised Shareholder”	a registered holder and/or beneficial owner of Shares that have been Dematerialised in accordance with the rules of Strate, evidencing ownership of shareholding in electronic format, which Shares may be traded on the JSE;
“Documents of Title”	share certificates and/or certificated transfer deeds and/or balance receipts or any other document/s of title acceptable to Bauba and Raubex in respect of the Shares;
“EFT”	electronic funds transfer;
“Electronic Participation Form (pink)”	the electronic participation form (<i>pink</i>), which is attached to and forms part of this Circular;
“Eligible Shareholders”	the Shareholders (other than Raubex, and its ‘ <i>associates</i> ’ as defined in the Listings Requirements) to whom the Offer is made, who are recorded in the Register as at the date of acceptance of the Offer, provided that Eligible Shareholders may not accept the Offer after 12:00 on the Closing Date;
“Exchange Control Regulations”	the Exchange Control Regulations, 1961, as amended, promulgated in terms of section 9 of the Currency and Exchanges Act, No. 9 of 1933, as amended, and all directives and rulings issued thereunder;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012, as amended;
“Firm Intention Announcement”	the joint firm intention announcement released on SENS on Tuesday, 21 June 2022, advising Shareholders of the Offer, as referred to in paragraph 1.1 of Part A of this Circular;
“Form of Acceptance (<i>blue</i>)”	the form of acceptance and transfer (<i>blue</i>) for use by Certificated Shareholders only, which is attached to and forms part of this Circular;
“Form of Proxy (<i>yellow</i>)”	the form of proxy (<i>yellow</i>), which is attached to and forms part of this Circular;
“General Meeting”	the general meeting of Shareholders convened in terms of the Companies Act to be held entirely by electronic communication at 10:00 on Thursday, 4 August 2022, for the purpose of considering and, if deemed fit, approving, with or without modification, the Delisting Resolution contained in the Notice of General Meeting, together with any reconvened general meeting/s held as a result of the adjournment or postponement of that general meeting;
“Group”	Bauba and its Subsidiaries;
“Independent Board”	the independent board of Bauba, consisting of Dr. Nakedi Mathews Phosa, Eugene Nel and Vincent Sean Edwards, constituted in accordance with regulation 108(8) of the Takeover Regulations in order to consider the terms and conditions of the Offer, all of whom are independent Directors;
“Independent Expert”	Tamela Holdings Proprietary Limited, registration number: 2008/011759/07, a private company incorporated in accordance with the laws of South Africa, whose further details are set out in the section of this Circular titled “ <i>Corporate information and advisors</i> ”, appointed as the independent expert to provide the Board and Independent Board, as applicable, with appropriate external advice regarding the Offer;
“Independent Expert’s Report”	the fair and reasonable opinion prepared by the Independent Expert, in the form of a report contemplated in regulations 90 and 110 of the Takeover Regulations, and paragraph 1.15(d) of the Listings Requirements, regarding the Offer, a copy of which is set out in Annexure 1 to this Circular;
“Issued Share Capital”	the issued share capital of Bauba, consisting of 749 817 498 Shares (Bauba holds no treasury shares);
“JSE”	the JSE Limited, registration number: 2005/022939/06, a public company incorporated in accordance with the laws of South Africa and licensed under the Financial Markets Act;
“Last Day to Trade”	the last day to trade in Shares in order to be recorded in the Register on the Closing Date and therefore be able to accept the Offer and receive the Offer Consideration;

“Last Practicable Date”	Thursday, 30 June 2022, being the last practicable date prior to the finalisation of this Circular;
“Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time;
“Mandatory Offer”	the mandatory offer by Raubex, in terms of section 123 of the Companies Act, whereby Raubex acquired, on the terms set out in the combined offer circular to Shareholders dated Friday, 25 March 2022, from minority Shareholders (excluding its concert party Pelagic Resources PTE LTD), all or some of their Shares for a cash consideration of R0.42 per Shares, which offer closed on Friday, 10 June 2022;
“Non-accepting Shareholders”	Eligible Shareholders who do not accept the Offer in respect of all of the Shares held by them and who as at the Closing Date hold the remaining Shares, subject to the provisions of section 124(1) of the Companies Act, and “Non-accepting Shareholder” shall mean any one of them as the context may require;
“Notice of General Meeting”	the notice convening the General Meeting, which is attached to and forms part of this Circular;
“Offer”	the offer to the Eligible Shareholders, made by Raubex, in terms of section 117(1)(c)(v) of the Companies Act and paragraph 1.15(c) of the Listings Requirements, to acquire some or all of their Shares for the Offer Consideration;
“Offer Consideration”	the cash consideration to be paid to the Offer Participants by Raubex, being R0.42 per Share held by such Offer Participants;
“Offer Participants”	Eligible Shareholders who lawfully and validly accept the Offer by 12:00 on the Closing Date and who are thus entitled to receive the Offer Consideration;
“Offer Period”	the period from 09:00 on the Opening Date up to 12:00 on the Closing Date;
“Opening Date”	the opening date of the Offer as described in paragraph 4.5.1 of Part A of this Circular;
“Ordinary Resolution”	in the context of the Delisting, a resolution approved by Shareholders with the support of at least 75% of the voting rights exercised on the resolution;
“Own-Name Registration”	the status of Dematerialised Shareholders who have instructed their CSDP to hold their Dematerialised Shares in their own name on the sub-register (being the list of Shareholders maintained by the CSDP and forming part of the Register);
“Payment Date”	means: <ul style="list-style-type: none"> (i) in respect of Certificated Shareholders who accept the Offer, within six Business Days of the later of: <ul style="list-style-type: none"> i. the TRP having issued a Compliance Certificate in respect of the Offer; and ii. the date on which such Certificated Shareholders forward both: <ul style="list-style-type: none"> a. the Form of Acceptance (<i>blue</i>); and b. their Documents of Title, <p>to the Transfer Secretaries;</p> <ul style="list-style-type: none"> (ii) and in respect of Dematerialised Shareholders who accept the Offer, within six Business Days after the later of: <ul style="list-style-type: none"> i. the TRP having issued a Compliance Certificate in respect of the Offer; and ii. the date on which the CSDP or Broker of such Dematerialised Shareholder notifies the Transfer Secretaries of their acceptance of the Offer, <p>with the payment date being from Friday, 5 August 2022, and in accordance with regulation 102(12) of the Takeover Regulations read with section 121 of the Companies Act, with the latest Payment Date being by no later than Monday, 22 August 2022;</p>
“Posting Record Date”	the record date to determine which Shareholders are entitled to receive this Circular, being Friday, 24 June 2022;
“Pelagic”	Pelagic Resources PTE LTD, registration number: 201713062N, a limited liability private company incorporated in accordance with the laws of the Republic of Singapore;

“R” or “Rand”	the South African Rand, the lawful currency of South Africa;
“Raubex”	Raubex Proprietary Limited, registration number: 1978/004596/07, a private company incorporated in accordance with the laws of South Africa and a wholly-owned Subsidiary of RBX, which, as at the Last Practicable Date, holds 462 484 254 Shares, representing c.61.68% of the Issued Share Capital of Bauba, whose further details are set out in the section of this Circular titled “ <i>Corporate information and advisors</i> ”;
“Raubex Board” or “Raubex Directors”	the board of directors of Raubex as at the Last Practicable Date, whose details are set out on page 17 of this Circular;
“RBX”	Raubex Group Limited, registration number: 2006/023666/06, a public company incorporated in accordance with the laws of South Africa, the ordinary shares of which are listed on the Main Board of the JSE;
“Record Date”	the last date by which an Eligible Shareholder must be recorded in the Register in order to accept the Offer, which as at the date of this Circular is anticipated to be Friday, 19 August 2022;
“Register”	Bauba's securities register, including the relevant sub-registers of the CSDP/s administering the sub-registers of Bauba, and the register of disclosures in relation to Bauba;
“Response Circular”	the response circular by the Board and the Independent Board, as set out in Part B of this Circular;
“Russell Brooks”	Russell Brooks Limited, registration number: 64422, a company registered in Guernsey;
“SENS”	the Stock Exchange News Service of the JSE;
“Shareholders”	means the holders of Shares;
“Shares”	ordinary shares of no par value in the Issued Share Capital of Bauba;
“South Africa”	the Republic of South Africa;
“Sponsor”	Merchantec Proprietary Limited, registration number: 2008/027362/07, a private company incorporated in accordance with the laws of South Africa, whose further details are set out in the section of this Circular titled “ <i>Corporate information and advisors</i> ”;
“Strate”	Strate Proprietary Limited, registration number: 1998/022242/07, a private company incorporated in accordance with the laws of South Africa, a central securities depository licensed in terms of the Financial Markets Act and responsible for the electronic clearing and settlement of trades on the JSE;
“Subsidiary”	a subsidiary as defined in the Companies Act;
“Takeover Regulations”	the regulations set out in chapter 5 of the Companies Regulations, 2011, promulgated under the Companies Act;
“Transfer Secretaries”	Computershare Investor Services Proprietary Limited, registration number: 2004/003647/07, a private company incorporated in accordance with the laws of South Africa, whose further details are set out in the section of this Circular titled “ <i>Corporate information and advisors</i> ”;
“TRP”	the Takeover Regulation Panel, established in terms of section 196 of the Companies Act;
“Voting Last Day to Trade”	the last day to trade Shares in order to be recorded in the Register to attend and participate at the General Meeting;
“Voting Record Date”	the last date to be recorded in the Register in order for Shareholders to be eligible to attend and participate at the General Meeting (or any adjournment thereof), being Friday, 29 July 2022; and
“US” or “United States”	the United States of America.

PART A: OFFER TO ALL ELIGIBLE SHAREHOLDERS



RAUBEX PROPRIETARY LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1978/004596/07)
("Raubex")

Raubex Directors

Jacobus Andries Louw
Louis Johannes Raubenheimer
Freddie Kenney*

* *Non-executive Raubex Director*

1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR

- 1.1 Shareholders are referred to the Firm Intention Announcement wherein they were advised of Raubex's firm intention to make an Offer to Eligible Shareholders, in terms of section 117(1)(c)(v) of the Companies Act and paragraph 1.15(c) of the Listings Requirements, to acquire all their Shares for a cash consideration of R0.42 per Offer Share.
- 1.2 The Offer is wholly unconditional and capable of acceptance from the Opening Date of the Offer at 09:00 on Thursday, 7 July 2022, however, the Payment Date in respect of any acceptance of the Offer will be delayed until the TRP issues a Compliance Certificate in respect of the Offer.
- 1.3 The Shares will be delisted if the Delisting Resolution is approved. If the Delisting Resolution is not approved and should Raubex be able to invoke the provisions of section 124 of the Companies Act as described in paragraph 10 of this Circular, then Raubex intends to apply for a delisting of the Shares from the Main Board of the JSE in terms of paragraph 1.17(a) of the Listings Requirements. In the event that the Delisting Resolution is not approved and Raubex is unable to invoke the provisions of section 124 of the Companies Act, the Shares will remain listed on the Main Board of the JSE, however, Eligible Shareholders should be aware that there may be a very limited market for trade in Shares after the Closing Date.
- 1.4 Should the Delisting Resolution be approved, the listing of Bauba on the JSE will be terminated. The JSE has granted approval for the suspension of the listing of the Shares on the JSE with effect from the commencement of trade on the JSE on the Business Day following the Last Day to Trade, and the termination of the listing of the Shares on the JSE from the commencement of trade on the second Business Day following the Closing Date.
- 1.5 The purpose of this Circular is to:
 - 1.5.1 set out the relevant information regarding the Offer including, amongst others, the terms on which Raubex makes the Offer to the Eligible Shareholders to purchase all or some of their Shares, the report of the Independent Expert and the recommendation of the Board and the Independent Board in respect of the Offer;
 - 1.5.2 provide the Eligible Shareholders with information on Bauba and Raubex; and
 - 1.5.3 inform the Eligible Shareholders of the manner in which the Offer may be accepted by them and the manner in which the Offer will be implemented, and how the Offer Consideration will be paid.
- 1.6 To obtain a full understanding of the terms and conditions of the Offer and the Delisting, this Circular should be read in its entirety.

2. INFORMATION OF RAUBEX

- 2.1 Raubex is a wholly-owned Subsidiary of RBX, one of South Africa's leading infrastructure development and construction materials supply groups, established in 1974. RBX, which listed on the JSE in March 2007, operates across South Africa as well as throughout southern Africa. The group consists of three divisions, namely the Mining and Materials Division, Roads and Earthworks Division and Infrastructure Division. For further details of RBX, please see RBX's website at <https://www.raubex.co.za/>.

- 2.2 The names of the Raubex Directors are set out on page 17 of **Part A** of this Circular (see shareholding detailed in paragraph 8 of **Part A** of this Circular). Further details of Raubex, including its company secretary, date and place of incorporation and registered offices, are set out in the section of this Circular titled “*Corporate information and advisors*”.

3. RATIONALE FOR THE OFFER AND RAUBEX’S INTENTIONS REGARDING BAUBA AND THE BOARD

- 3.1 Following the conclusion of the Mandatory Offer, Raubex holds and/or controls the voting rights in respect of an aggregate number of 462 484 254 Shares, representing c.61.68% of the Issued Share Capital.
- 3.2 Shareholders are referred to paragraph 17 of **Part B** of this Circular for the rationale for the Offer and the Delisting.
- 3.3 Raubex hereby advises that, pursuant to the implementation of the Offer and the Delisting, it is currently intended that:
- 3.3.1 Bauba shall continue with its business substantially in accordance with past and present practice;
- 3.3.2 the Directors shall continue in office until the next annual general meeting of Bauba;
- 3.3.3 the remuneration of the Directors shall not be affected by the Offer;
- 3.3.4 as described more fully in paragraph 10 of this Circular, should Eligible Shareholders accept the Offer in respect of so many Shares as will result in Raubex acquiring 90% or more of the Shares held by Eligible Shareholders, Raubex intends to rely on the provisions of section 124 of the Companies Act, which will result in the Non-accepting Shareholders being compelled to dispose of their Shares to Raubex; and
- 3.3.5 as described more fully in paragraph 24 of **Part B** of this Circular, the listing of the Shares on the JSE will be terminated if the Delisting Resolution is approved, or, if the Delisting Resolution is not approved, in terms of paragraph 1.17(a) of the Listings Requirements should Raubex be able to invoke the provisions of section 124 of the Companies Act. Shareholders will be advised as applicable in the manner and form prescribed in section 124 of the Companies Act. Please refer to paragraph 10 of this Circular for further details on the section 124 of the Companies Act compulsory acquisition process.

4. TERMS OF THE OFFER

4.1 The offeror

The offeror is Raubex. Raubex is not acting in concert with any party in respect of the Offer.

4.2 The Offer

Raubex hereby offers to purchase from the Eligible Shareholders, at the election of each Eligible Shareholder, all of their Shares on the terms set out in this Circular. Eligible Shareholders may accept the Offer in respect of all or some of their Shares.

4.3 The Offer Consideration

- 4.3.1 In terms of regulation 111(2) of the Takeover Regulations, if an offer is made and Raubex has acquired relevant securities in Bauba within the six month period before the commencement of the offer period, the consideration paid, per security, to the minorities of the same class must be identical to, or where appropriate, similar to the highest consideration paid, excluding commission, tax and duty, for those acquisitions. The Mandatory Offer was concluded at R0.42 per Share and is the highest price at which Raubex acquired Shares in the six month period before the date of the Firm Intention Announcement.
- 4.3.2 Further, in terms of section 127(5) of the Companies Act, Raubex cannot, for a period of six months immediately following the closing date of the Mandatory Offer, make a second offer to Shareholders, or acquire any interest in the Shares, on more favourable terms than those made under the Mandatory Offer.
- 4.3.3 Accordingly, the Offer Consideration per Share will be R0.42, being, pursuant to the Mandatory Offer, the highest price at which Raubex acquired Shares in the six month period before the date of the Firm Intention Announcement. Dealings in Shares by Raubex during the period beginning six months before the date of the Firm Intention Announcement and ending with the Last Practicable Date are detailed in **Annexure 2** to this Circular.
- 4.3.4 The Offer Consideration is payable in cash.

4.4 Conditions Precedent to the Offer

The Offer is wholly unconditional and capable of acceptance from the Opening Date of the Offer at 09:00 on Thursday, 7 July 2022. However, settlement of any acceptances by Eligible Shareholders of the Offer will only be undertaken by Raubex once the TRP has issued a Compliance Certificate in respect of the Offer.

4.5 Offer Period

- 4.5.1 In accordance with regulation 102(4) of the Takeover Regulations, the Offer will remain open for acceptance for at least 30 Business Days after the Opening Date of the Offer, being the Business Day after posting of this Circular.
- 4.5.2 Raubex reserves the right, in its sole and absolute discretion, but in accordance with the Companies Act and the Takeover Regulations, to extend the Closing Date. If Raubex so elects, the amended Closing Date will be announced on SENS (and published in the South African press, if required).

4.6 Applicable law

- 4.6.1 The Offer is made in compliance with the requirements of the Companies Act in conjunction with the Takeover Regulations and is governed by and subject to the provisions of the laws of South Africa and will be subject to the exclusive jurisdiction of the South African courts.
- 4.6.2 Each Offer Participant will be deemed by its acceptance to have consented and submitted to the jurisdiction of the courts of South Africa in relation to all matters arising out of or in connection with the Offer and acceptance thereof.

4.7 Offer not made where illegal

- 4.7.1 The legality of the Offer to persons resident in jurisdictions outside of South Africa may be affected by the laws of the relevant jurisdiction.
- 4.7.2 Such persons should acquaint themselves with any applicable legal requirements which they are obligated to observe.
- 4.7.3 It is the responsibility of any Eligible Shareholder wishing to accept the Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith.
- 4.7.4 If the Offer is received in any jurisdiction where it is illegal for the Offer to be made or accepted, this Circular should be treated as being received for information purposes only.

4.8 Ownership, risk and benefit

- 4.8.1 The Shares in respect of which the Offer is accepted will be acquired by Raubex together with all rights and benefits thereto, including without limitation the right to receive all dividends, distributions, benefits or rights which accrue or are declared by Bauba after the Closing Date.
- 4.8.2 Offer Participants warrant and undertake that they will deliver the Shares to Raubex free of all liens, equities, mortgages, options, rights of pre-emption, charges, encumbrances and other third-party rights and interests of any nature whatsoever.
- 4.8.3 Subject to the TRP having issued a Compliance Certificate in respect of the Offer, the acquisition by Raubex of the Shares shall be deemed to take place on the date of acceptance of the Offer.

4.9 Approvals, consents and undertakings received

- 4.9.1 Raubex has obtained all necessary authorisations and approvals from the Raubex Board to proceed with the Offer.
- 4.9.2 The TRP and JSE have both approved this Circular.
- 4.9.3 The TRP does not express any view or opinion on the commercial advantages or disadvantages of the Offer.

4.10 Tax implications for Eligible Shareholders

The tax treatment of Eligible Shareholders is dependent on the individual circumstances and the jurisdiction applicable to such Eligible Shareholders. It is recommended that, if Eligible Shareholders are uncertain about the tax treatment in respect of the disposal of their Shares and the receipt of the Offer Consideration, they seek appropriate advice in this regard.

4.11 Confirmation of cash resources

- 4.11.1 In terms of regulation 111(4) of the Takeover Regulations, Raubex is required to provide a bank guarantee to the TRP from a South African registered bank unconditionally and irrevocably guaranteeing settlement of the full cash consideration payable in terms of the Offer, or an irrevocable, unconditional cash confirmation in favour of the Eligible Shareholders.

4.11.2 Accordingly, to determine the cash consideration required, the following is applicable:

Shares in issue	749 817 498
Shares held or controlled by Raubex	(462 484 254)
Treasury shares	(0)
Shares for which cash confirmation is required	287 333 244

Accordingly, the amount of the cash required is R120 679 962.48 (being the 287 333 244 Shares multiplied by an Offer Consideration of R0.42 per Share).

4.11.3 The TRP has been furnished with an irrevocable, unconditional bank guarantee from Nedbank Limited in favour of the Eligible Shareholders, for the sole purpose of Raubex fully satisfying the Offer Consideration. The amount of the bank guarantee is sufficient to satisfy the maximum aggregate Offer Consideration payable to all Eligible Shareholders that accept the Offer.

4.11.4 Raubex hereby confirms that the aggregate Offer Consideration will be sourced and settled from Raubex's existing cash resources.

5. PROCEDURE FOR ACCEPTANCE OF THE OFFER

5.1 Acceptance irrevocable

All acceptances of the Offer received by the Transfer Secretaries, Raubex or the relevant CSDP or Broker prior to the Closing Date shall be irrevocable.

5.2 Certificated Shareholders

5.2.1 Certificated Shareholders who wish to accept the Offer in respect of some or all of their Shares are required to complete the attached Form of Acceptance (*blue*) and return it to the Transfer Secretaries together with their Documents of Title in respect of their Shares, at their own risk, to be received by no later than 12:00 on the Closing Date. If a Form of Acceptance (*blue*) is not received by 12:00 on the Closing Date, such Certificated Shareholder will be deemed to have declined the Offer. No late acceptances will be considered if received by the Transfer Secretaries after 12:00 on the Closing Date.

5.2.2 The Form of Acceptance (*blue*) may be delivered by hand, sent by electronic mail or sent by post to the Transfer Secretaries as follows:

If delivered by hand

Computershare Investor Services
Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg, South Africa
2196

If sent by electronic mail

Computershare Investor Services
Proprietary Limited
corporate.events@computershare.co.za

If sent by post

Computershare Investor Services
Proprietary Limited
Private Bag X3000
Saxonwold, South Africa
2132

Please note that should you elect to send your Form of Acceptance (*blue*) by electronic mail you will nonetheless be required to submit your relevant Documents of Title by hand or post.

5.2.3 No late acceptances will be considered. Acceptances of the Offer that are sent by post are sent at the risk of the Certificated Shareholders concerned. Accordingly, Certificated Shareholders should take note of the postal delivery times so as to ensure that acceptances of the Offer are received timeously. It is therefore recommended that such acceptances be sent by registered mail or delivered by hand or sent by electronic mail (subject to paragraph 5.2.2 above) to the Transfer Secretaries.

5.2.4 If the Documents of Title relating to the Shares held by a Certificated Shareholder have been lost or destroyed, Shareholders should nevertheless return a duly completed Form of Acceptance (*blue*) together with an indemnity on terms satisfactory to Raubex. Raubex may, in its sole discretion, dispense with the surrender of such Documents of Title upon production of satisfactory evidence that the Documents of Title have been lost or destroyed and upon provision of an indemnity on terms acceptable to Raubex. Unless otherwise agreed by Raubex, only indemnity forms obtained from the Transfer Secretaries (available on request) will be regarded as suitable. Certificated Shareholders who have applied for a lost scrip indemnity will only receive their Offer proceeds upon finalisation of the lost scrip process. Raubex shall be entitled, in its absolute discretion, by way of agreement to waive the requirement of an indemnity.

- 5.2.5 Raubex reserves the right, in its sole and absolute discretion (following consultation with Bauba), to:
- 5.2.5.1 in respect of Certificated Shares, treat as invalid Forms of Acceptance (*blue*) not accompanied by valid Documents of Title;
 - 5.2.5.2 treat as invalid Forms of Acceptance (*blue*) not properly completed;
 - 5.2.5.3 require proof of the authority of the person signing the Form of Acceptance (*blue*) where such proof has not been lodged with or recorded by the Transfer Secretaries; or
 - 5.2.5.4 without prejudice to any of its rights, Raubex reserves the right to condone, in its sole discretion, the non-performance by any Eligible Shareholder of any of the terms of the Offer.

5.3 Dematerialised Shareholders

- 5.3.1 Dematerialised Shareholders will be contacted by their appointed Broker or CSDP in the manner stipulated in the Custody Agreement entered into between such Shareholder and its Broker or CSDP, as the case may be, in order to ascertain whether or not such Shareholder wishes to accept the Offer. Dematerialised Shareholders who wish to accept the Offer are required to notify their CSDPs or Brokers of their acceptance in the manner and by the deadline stipulated in the Custody Agreement. If no instruction is given to their CSDPs or Brokers, or if there is any doubt or dispute in respect of their acceptance, such Dematerialised Shareholders will be deemed to have declined the Offer.
- 5.3.2 Dematerialised Shareholders must **not** complete the attached Form of Acceptance (*blue*).
- 5.3.3 If a Dematerialised Shareholder notifies its Broker or CSDP of its desire to accept the Offer, it will not be able to trade its Shares from the date on which it notifies its Broker or CSDP of its acceptance of the Offer.
- 5.3.4 All acceptances of the Offer received by the Transfer Secretaries, CSDPs or Brokers and treated as valid by them, shall be irrevocable.

5.4 Settlement of the Offer Consideration

- 5.4.1 Subject to the TRP having issued a Compliance Certificate in respect of the Offer, in respect of Certificated Shareholders:
- 5.4.1.1 Certificated Shareholders who accept the Offer in accordance with the procedure set out in this paragraph 5 will be paid the Offer Consideration by way of EFT into the bank account on record with the Transfer Secretaries or the bank account nominated by them in the Form of Acceptance (*blue*), as the case may be, in cash by no later than the Payment Date; and
 - 5.4.1.2 if the Offer Consideration is not paid to a Shareholder entitled thereto because the relevant Shareholder does not have banking details on record with the Transfer Secretaries and failed to provide banking details in the completed Form of Acceptance (*blue*), the Offer Consideration will be held by the Transfer Secretaries in trust, on behalf of and for the benefit of such Certificated Shareholders, until claimed by any person legally entitled to it, for a maximum period of five years, after which period, such funds shall be made over to the Guardian's Fund of the Master of the High Court of South Africa. No interest will accrue on any of the aforementioned Offer Consideration so held in trust.
- 5.4.2 Subject to the TRP having issued a Compliance Certificate in respect of the Offer, Dematerialised Shareholders who accept the Offer will have their accounts at their CSDP or Broker credited with the Offer Consideration and debited with the Shares that they are transferring to Raubex by no later than the Payment Date.
- 5.4.3 The settlement of the Offer Consideration to which any Eligible Shareholder becomes entitled in terms of the Offer will be implemented in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counterclaim or any other analogous right to which Raubex may be entitled.
- 5.4.4 The settlement of the Offer Consideration for both Dematerialised Shareholders and Certificated Shareholders will be made subject to the Exchange Control Regulations.

5.5 South African Exchange Control Regulations

- 5.5.1 The following is a summary of the Exchange Control Regulations. It is intended as a guide only and is not a comprehensive statement of the Exchange Control Regulations which may apply to Shareholders in relation to the Offer Consideration. Shareholders who have any queries regarding the Exchange Control Regulations should contact their own professional advisors without delay.
- 5.5.2 The Exchange Control Regulations provide for restrictions on the exportation of capital from the Common Monetary Area. The Common Monetary Area consists of South Africa, the Republic of Namibia and the Kingdoms of Lesotho and eSwatini. Transactions between residents of South Africa and residents outside

of the Common Monetary Area are subject to Exchange Control Regulations, which are administered by the Financial Surveillance Department of the South African Reserve Bank (“SARB”).

- 5.5.3 Certain powers have been delegated to Authorised Dealers in foreign exchange appointed by the SARB. The delegated powers of Authorised Dealers are contained in the Currency and Exchanges Manual for Authorised Dealers (“AD Manual”) and transactions that may be approved by Authorised Dealers without the SARB’s prior approval are contained in the AD Manual, which is updated from time to time through the release of circulars by the SARB.
- 5.5.4 The concept of “*emigration*” as recognised by the SARB is being phased out and commenced with effect from 1 March 2021 and is replaced by a verification process. Exchange Control Circular 6/2021 dated 26 February 2021 and Circular 8/2021 dated 21 May 2021 set out the changes in relation to emigrants and changes to the AD Manual with effect from 1 March 2021.
- 5.5.5 Until 28 February 2021, the Exchange Control Regulations read with the AD Manual distinguished between residents, non-residents and emigrants. As of 1 March 2021, under the new framework, natural person residents and natural person emigrants are treated identically. To ensure a smooth transition from the old framework to the new framework, natural persons who applied to be emigrants under the old framework, by obtaining a MP336(b) form that was attested by an Authorised Dealer on or before 28 February 2021, are dealt with in terms of the exchange control procedures relating to emigration for exchange control purposes prior to 1 March 2021 provided their emigration applications were approved on or before 28 February 2021.
- 5.5.6 For the purposes of the Exchange Control Regulations:
 - 5.5.6.1 a resident means any person, being a natural person or a legal entity, who has taken up permanent residence, is domiciled or registered in South Africa;
 - 5.5.6.2 a non-resident is a person, being a natural person or a legal entity, whose normal place of residence, domicile or registration is outside the Common Monetary Area; and
 - 5.5.6.3 an emigrant means a South African resident who has left South Africa to take up permanent residence or has been granted permanent residence in any country outside of the Common Monetary Area. For purposes of the Exchange Control Regulations read with the AD Manual, a South African resident will only be regarded as an emigrant if he placed his emigration on record with the SARB under the exchange control policy which applied up to 28 February 2021.
- 5.5.7 Shareholders who are uncertain as to whether they are residents or non-residents or South African non-tax residents (emigrants) for purposes of the Exchange Control Regulations read with the AD Manual, are advised to approach their relevant Authorised Dealer to request confirmation.
- 5.5.8 **Residents of the Common Monetary Area (and emigrants from the Common Monetary Area under the previous framework)**
 - 5.5.8.1 From 1 March 2021, natural person emigrants and natural person residents of the Common Monetary Area are treated identically, save in the context of securities control as indicated in paragraph 5.5.9.5 below.
 - 5.5.8.2 The Offer Consideration is not freely transferable from South Africa and must be dealt with in terms of the Exchange Control Regulations read with the AD Manual.
 - 5.5.8.3 The distinction between South African assets and non-resident assets remains extant.
 - 5.5.8.4 There are no restrictions on dealings in securities in South African companies by residents of the Common Monetary Area.
 - 5.5.8.5 In the context of the exchange control rules regarding securities control, the SARB has indicated in Exchange Control Circulars 6/2021 and 8/2021 that the rules applicable to natural person emigrants will temporarily apply until discussions with the relevant stakeholders have been finalised. As such, a distinction must still be drawn between residents and emigrants for the time being and the following applies in respect of emigrants who formally emigrated before 1 March 2021:
 - 5.5.8.5.1 Certificated Shareholders whose registered addresses in the Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the Offer will be paid by way of EFT and credited to their accounts held at their CSDP or Broker, as applicable;

- 5.5.8.5.2 in respect of a Shareholder who holds certificated Shares and who is an emigrant from South Africa, whose registered address is outside the Common Monetary Area and whose Documents of Title are held in certificated form and have been restrictively endorsed under the Exchange Control Regulations, the Offer Consideration will be deposited in the Offer Participant's capital account with the Authorised Dealer to whose order the Offer Participant's Dematerialised Shares have been held, since the formalisation of the Offer Participant's emigration, against delivery of the relevant Documents of Title;
- 5.5.8.5.3 the Authorised Dealer surrendering the Documents of Title in terms of the Offer Consideration must countersign the Form of Acceptance (*blue*) thereby indicating that the Offer Consideration will be placed directly in its control. The attached Form of Acceptance (*blue*) makes provision for the details and signature of the Authorised Dealer concerned to be provided;
- 5.5.8.5.4 in respect of Shareholders who hold Dematerialised Shares and who are emigrants from South Africa and whose registered address is outside the Common Monetary Area, the Offer Consideration will be credited to the CSDP controlling the Offer Participant's remaining share account; and
- 5.5.8.5.5 in terms of current exchange controls, emigrants may externalise the Offer Consideration by making application to the Authorised Dealer controlling the emigrant's remaining assets.

5.5.9 **All other non-residents of the Common Monetary Area**

- 5.5.9.1 The provisions of this paragraph should be read together with paragraph 5.4 above.
- 5.5.9.2 In the case of an Offer Participant who is a Certificated Shareholder whose registered address is outside the Common Monetary Area and who is not a South African tax resident, and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, the Offer Consideration will, against delivery of the relevant Documents of Title, be transferred to the Offer Participant's duly appointed Broker or CSDP. The Form of Acceptance (*blue*) makes provision for the nomination of a Broker or CSDP.
- 5.5.9.3 In the case of an Offer Participant who is a Dematerialised Shareholder whose registered address is outside the Common Monetary Area and who is not a South African tax resident, the Offer Consideration will be transferred to its duly appointed Broker or CSDP.

5.5.10 **Information not provided**

If the information regarding Authorised Dealers is not given or the instructions are not given and no bank account or address details for the Shareholder in question appears in the Register, the Offer Consideration will be held in trust by the Transfer Secretaries on behalf of Raubex in accordance with paragraph 5.4.1.2 of **Part A** of this Circular.

6. **IRREVOCABLE UNDERTAKINGS**

No Shareholder has provided any irrevocable undertaking in respect of the Offer.

7. **INTERESTS OF RAUBEX IN BAUBA**

7.1 As at the Last Practicable Date, Raubex held the following beneficial interests in Bauba:

Name	Beneficial direct interests (number of Shares)	Beneficial indirect interests (number of Shares)	Percentage of Issued Share Capital (%)
Raubex Proprietary Limited	462 484 254	0	61.68
Total	462 484 254	0	61.68

7.2 Pursuant to the implementation of the Offer, Raubex will become the beneficial owner of the Shares sold pursuant to the acceptances of the Offer.

8. INTERESTS OF THE RAUBEX DIRECTORS IN RAUBEX AND BAUBA

- 8.1 No Raubex Director has any beneficial interest in the issued share capital of Raubex.
- 8.2 The direct and indirect beneficial interests of the Raubex Directors in the issued share capital of RBX as at the Last Practicable Date is as follows:

Raubex Director	Beneficial direct interests (number of shares)	Beneficial indirect interests (number of shares)	Percentage of issued share capital (%)
Louis Johannes Raubenheimer	1 813 579	–	1.00
Freddie Kenney	–	4 065 384	2.24
Jacobus Andries Louw	10 000	–	0.00
Total	1 833 579	4 065 384	3.24

- 8.3 No Raubex Director has dealt for value in the shares of Raubex in the six month period ending on the Last Practicable Date.
- 8.4 No Raubex Director has dealt for value in the shares of RBX in the six month period ending on the Last Practicable Date.
- 8.5 No Raubex Director has dealt for value in the Shares in the six month period ending on the Last Practicable Date.
- 8.6 Dealings in Shares by Raubex during the period beginning six months before the date of the Firm Intention Announcement and ending with the Last Practicable Date are detailed in **Annexure 2**.

9. AGREEMENTS IN RELATION TO THE OFFER

- 9.1 No agreement exists between Raubex and:
- 9.1.1 Bauba;
 - 9.1.2 any of the Directors, or persons who were Directors within the preceding 12 months; or
 - 9.1.3 holders of Shares (as at the Last Practicable Date), or persons who were holders of Shares within the preceding 12 months,
- which agreement is considered to be material to the decision to be taken by Shareholders regarding the Offer.

10. COMPULSORY ACQUISITION

- 10.1 In the event that the Offer is accepted by Eligible Shareholders in respect of so many Shares as will result in Raubex acquiring 90% or more of the Shares held by Eligible Shareholders (being, 258 599 920 Shares), Raubex intends to invoke the provisions of section 124 of the Companies Act, to compulsorily acquire all the Shares held by the Non-accepting Shareholders, as further detailed in **Annexure 5** to this Circular. The prescribed notice will be sent to the Non-accepting Shareholders, as envisaged in section 124(1)(a) of the Companies Act, and will incorporate a form of surrender for use by Certificated Shareholders only.
- 10.2 A copy of section 124 of the Companies Act is set out in **Annexure 5** to this Circular.

11. RESPONSE CIRCULAR BY BAUBA AND INDEPENDENT EXPERT'S REPORT

The Response Circular by the Board and the Independent Board which contains, amongst others, its views in respect of the Offer and the substance of the opinion given to it by the Independent Expert in terms of the Takeover Regulations, is set out in **Part B** of this Circular.

12. CONSENTS

Each of the advisors set out in the "Corporate information and advisors" section of this Circular has consented in writing to act in the capacity stated in this Circular and to their names being stated in this Circular in the form and context in which they appear and have not withdrawn their consents prior to the publication of this Circular.

13. DIRECTORS' RESPONSIBILITY STATEMENT

Each member of the Raubex Board, individually and collectively:

- 13.1 has considered all statements of fact and opinion in **Part A** of this Circular;
- 13.2 accepts full responsibility for the accuracy of the information given in **Part A** of this Circular;
- 13.3 certifies that, to the best of their knowledge and belief, the information in **Part A** of this Circular is true; and
- 13.4 certifies that, to the best of their knowledge and belief, (i) there are no omissions of material facts or considerations which would make any statement of fact or opinion contained in **Part A** of this Circular false or misleading or would likely affect the importance of any information contained in **Part A** of this Circular; and (ii) that all reasonable enquiries to ascertain such facts have been made and that the Circular contains all information required by law and the Listings Requirements.

14. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or copies thereof will be available for inspection during normal business hours at the registered offices of Bauba, and on Bauba's website at www.baubaresources.co.za from the date of issue of this Circular until the Closing Date:

- 14.1 a signed copy of this Circular;
- 14.2 the signed Independent Expert's Report;
- 14.3 the issued audited annual financial statements of Bauba for the three financial years ended 30 June 2019, 30 June 2020 and 30 June 2021;
- 14.4 the reviewed condensed consolidated results of Bauba for the eight-month period ended 28 February 2022; and
- 14.5 the signed letters of consent referred to in paragraph 12 of **Part A** of this Circular.

SIGNED FOR AND ON BEHALF OF RAUBEX PROPRIETARY LIMITED

Jacobus Andries Louw
Executive Raubex Director

Wednesday, 6 July 2022

PART B: BAUBA RESPONSE CIRCULAR



BAUBA RESOURCES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1986/004649/06)
Share code: BAU ISIN: ZAE000145686
("Bauba")

Directors

Vincent Sean Edwards* (*Chairperson*)
Jonathan Anthony Knowlden (*CEO*)
Berrangé Nelson (*Financial Director*)
Dr. Nakedi Mathews Phosa*
Eugene Nel*
Jurie Hendrik Wessels[§]
Robert Leonard Shedlock[§]
Terence Jordaan[§]
Johan Jacques Le Roux[#]
Thomas Edward Baring[§]
Gary Baumgarten[#]

* *Independent non-executive Director*

[§] *Non-executive Director*

[#] *Alternate non-executive Director*

RESPONSE CIRCULAR TO ELIGIBLE SHAREHOLDERS

The definitions and interpretations commencing on page 13 of this Circular apply, *mutatis mutandis*, to this **Part B** of this Circular (unless the context indicates otherwise).

15. INTRODUCTION AND PURPOSE OF THE RESPONSE CIRCULAR

15.1 The purpose of this Response Circular is to:

- 15.1.1 give notice convening the General Meeting in order to consider and, if deemed fit, to pass with or without modification the Delisting Resolution; and
- 15.1.2 set out the response by the Board and the Independent Board to the Offer proposed by Raubex, the terms of which are set out in **Part A** of this Circular.

15.2 Eligible Shareholders are referred to paragraphs 1 to 3 of **Part A** of this Circular for information on Raubex.

16. INFORMATION OF BAUBA

16.1 Overview

Bauba, which was established in July 2010 and has been listed on the Main Board of the JSE since September 2010, is a junior mining company focusing on the mining of chrome ore and the exploration of platinum group metals ("**PGMs**"). Bauba's primary focus areas are the following:

16.1.1 *Moeijelijk Chrome Mine*

Bauba holds a 30-year chrome mining right over the farm Moeijelijk 412KS. The Moeijelijk Chrome Mine is an operating and expanding project exploiting underground chrome resources. It is situated on the Eastern Limb of the Bushveld Igneous Complex in the province of Polokwane, approximately

57 kilometres northwest of Burgersfort, with LG2, LG6A/6 and LG7 chrome ore-bearing reefs. The existing mining right was granted on 13 July 2016 to mine chrome ore on the Moeijelijk farm.

16.1.2 *Bauba Platinum Project*

The Bauba platinum project is a high-quality PGM prospecting project that is situated within a prime segment of the Eastern Limb of the Bushveld Igneous Complex. The project lies in the heart of the world's best-known platinum region, where several neighbouring companies are successfully prospecting and mining platinum group elements ("PGEs") from the Merensky and UG2 reefs.

Bauba holds PGE mineral rights over eight farms which make up the Bauba PGM exploration assets that extend across approximately 14 390 hectares within the Leolo mountain range in the Limpopo province, some 40 kilometres northwest of the town of Steelpoort and 245 kilometres northeast of Johannesburg. The properties are grouped into the Northern and Southern Clusters.

16.1.3 *Kookfontein Chrome Project*

On 19 July 2019, the Group entered into a Sale of Shares and Claims Agreement to acquire the majority shareholding in Nuco Chrome Bophuthatswana Proprietary Limited ("**Nuco Chrome**") for an aggregate purchase consideration of R60 million which represents 74% of Nuco Chrome's issued share capital. The transaction was completed on 2 July 2021.

Nuco Chrome is an exploration company with mineral rights for various minerals, including chrome ore and PGMs. The project is considered an advanced exploration project where exploration work was conducted during 2015 and 2016.

The Kookfontein mineral right areas are approximately five kilometres north, northeast of the town of Rustenburg and lie directly east and adjacent to the town of Phokeng.

The mining right was granted in September 2016 for UG2 and UG1 chrome ore bearing reefs and an additional mining right was granted in June 2022 for MG and LG chrome ore bearing reefs ("**Mining Right Application**").

The Kookfontein UG2 project has an anticipated 18-month life. Thereafter, Bauba will, subject to being granted a mining right pursuant to the Mining Right Application, commence mining the opencast LG/MG and UG1 chrome ore seams on this project.

16.1.4 *Hartebeesfontein Chrome Project*

Bauba owns, through a private company, 70% in the Hartebeesfontein project. Exploration work is still being conducted with no chrome discovered to date, however, a high-level study and conceptual tonnage estimate was completed during 2018 and 2019 over the Brits prospecting right portion.

The Hartebeesfontein mineral right areas are approximately eight kilometres south of Brits and five kilometres north of Schoemansville in the magisterial districts of Bojanala Platinum District Municipality and Madibeng Magisterial District.

In March 2020, Bauba was granted a prospecting right to explore for chrome and PGMs over 13 portions of the Hartebeesfontein Farm.

16.2 Major Shareholders

The following Shareholders had 5% or more beneficial interests in the Issued Share Capital as at the Last Practicable Date:

Name	Beneficial direct interests (number of Shares)	Beneficial indirect interests (number of Shares)	% holding of Issued Share Capital*
Raubex	462 484 254	0	61.68
Pelagic	165 215 366	0	22.03
Russell Brooks	96 543 116	0	12.88
Total	724 242 736	0	96.59

* Based on an Issued Share Capital of 749 817 498 Shares (Bauba holds no treasury shares).

16.3 Financial information

- 16.3.1 Extracts from the audited financial information of Bauba for the financial years ended 30 June 2019, 30 June 2020 and 30 June 2021 are included in **Annexure 3** to this Circular. The full annual financial statements of Bauba for the three financial years ended 30 June 2019, 30 June 2020 and 30 June 2021 can be obtained from Bauba's website <https://www.baubaresources.co.za/investors-downloads/> and will also be available for inspection as set out in paragraph 14 of **Part A** of this Circular.
- 16.3.2 The full reviewed condensed consolidated results of Bauba for the eight-month period ended 28 February 2022 are included in **Annexure 4** to this Circular and can be obtained from Bauba's website <https://www.baubaresources.co.za/investors-downloads/> and will also be available for inspection as set out in paragraph 14 of **Part A** of this Circular.
- 16.3.3 In terms of regulations 106(d)(ii) and 106(7)(c) of the Takeover Regulations, since the Offer Consideration will be settled in cash, and not via an offer of securities, no *pro forma* financial effects are required.

17. RATIONALE

- 17.1 As a result of, *inter alia*, the ongoing volatility in the mining sector (including weak chrome ore pricing, and increased production costs), significant increases in local and international freight costs and other continuing effects of the Covid-19 pandemic, the Group recorded a total comprehensive loss for the eight-month period ended 28 February 2022 of R52,3 million). Risks further remain of potential reduced global demand for chrome ore and concentrates due to production capacity constraints in the People's Republic of China and the uncertainty posed by potential additional Covid-19 waves, despite the availability of vaccines, and record freight costs. If the chrome ore prices drop below end June 2021 levels for an extended period, or if the Rand/US dollar exchange rate strengthens significantly, it could cause material uncertainty for the Group to meet its obligations as they fall due and may require further external funding support.
- 17.2 In this context, the Board has resolved that Bauba can no longer justify the costs and associated administrative burden of a JSE listing relative to the benefit of an ongoing listing, including the doubtful prospects of a junior counter raising public capital in the sector in which Bauba operates. Without the assistance of a major investor such as Raubex to support ongoing funding requirements, no finance is currently available to the Group in the public market and the Group will be better placed to secure funding support for its operations in an unlisted environment.
- 17.3 Furthermore, following the conclusion of the Mandatory Offer, the Shares have become highly illiquid on the JSE, with c.96.59% of the Shares being held by three Shareholders (as noted in paragraph 16.2 above), and the Offer is therefore intended to provide Eligible Shareholders with an exit opportunity at a fair price, which may otherwise not be forthcoming in the current economic climate and in particular as it relates to the sector in which Bauba operates.

18. COMPOSITION OF THE INDEPENDENT BOARD

- 18.1 In accordance with the requirements of the Takeover Regulations, the Board has constituted an Independent Board comprising of the following independent non-executive Directors:
 - 18.1.1 Dr. Nakedi Mathews Phosa;
 - 18.1.2 Eugene Nel; and
 - 18.1.3 Vincent Sean Edwards.
- 18.2 Accordingly, the purpose of this Response Circular is to:
 - 18.2.1 provide Shareholders with information regarding the Offer;
 - 18.2.2 provide Eligible Shareholders with the Independent Expert's Report in respect of the Offer, issued by the Independent Expert so appointed by the Board and the Independent Board to opine on whether or not the terms of the Offer are fair and reasonable to the Eligible Shareholders, in conformity with the applicable requirements of regulation 90 of the Takeover Regulations and paragraph 1.15(d) of the Listings Requirements; and
 - 18.2.3 advise Eligible Shareholders of each of the Board and Independent Board's opinion in respect of the Offer (which opinion was reached after each of the Board and the Independent Board received and considered the Independent Expert's Report).
- 18.3 The terms of the Offer are set out in **Part A** of this Circular.

19. OPINION OF THE INDEPENDENT EXPERT

- 19.1 The full text of the Independent Expert's Report is provided in **Annexure 1** to this Circular and has not been withdrawn prior to publication of this Circular.

- 19.2 Having considered the terms and conditions of the Offer, based on the conditions set out in its report, the Independent Expert has concluded that the terms and conditions of the Offer are fair and reasonable to Eligible Shareholders.

20. OPINIONS AND RECOMMENDATIONS

20.1 Appointment of the Independent Expert

The Independent Board has appointed the Independent Expert, an independent advisor acceptable to the TRP, and approved by the JSE solely and specifically for the purposes of the Offer, to provide a fair and reasonable opinion regarding the Offer, and to make appropriate recommendations to the Independent Board and the Board in the form of a report contemplated in regulation 90 of the Takeover Regulations. Similarly, in accordance with paragraph 1.15(d) and schedule 5 of the Listings Requirements, the Independent Expert was appointed for the purposes of providing external advice to the Board regarding the fairness of the Offer Consideration in so far as same relates to the Delisting.

20.2 Views of the Independent Board

- 20.2.1 The Independent Board, after due consideration of the Independent Expert's Report, has determined that it will place reliance on the valuation performed by the Independent Expert for the purposes of reaching its own opinion regarding the Offer and the Offer Consideration, as contemplated in regulation 110(3)(b) of the Takeover Regulations. The Independent Board has formed a view on the value of the Shares, which accords with the value of the Shares contained in the Independent Expert's Report, in considering its opinion and recommendation. The Independent Board is not aware of any factors which are difficult to quantify or are unquantifiable (as contemplated in regulation 110(6) of the Takeover Regulations).
- 20.2.2 The Independent Board, taking into account the Independent Expert's Report, has considered the terms and conditions of the Offer and the Offer Consideration and the members of the Independent Board are unanimously of the opinion, in agreement with the Independent Expert, that the terms and conditions thereof are fair and reasonable to Eligible Shareholders and unanimously recommends that Eligible Shareholders accept the Offer.
- 20.2.3 Other than the Mandatory Offer, the Independent Board has not received any offers relating to the Shares during the period beginning six months before the date of the Firm Intention Announcement and ending with the Last Practicable Date.
- 20.2.4 The Independent Board has reviewed the statements made by Raubex in the relevant parts of the Circular regarding the intentions of Raubex contained in **Part A** of this Circular. The Independent Board has no objection to the intentions of Raubex in respect of Bauba or to the statements contained in **Part A** of this Circular insofar as they pertain to Bauba.

20.3 Views of the Board

In accordance with paragraph 1.15(d) of the Listings Requirements, the Board, taking into account the report of the Independent Expert, has considered the terms and conditions thereof, and is unanimously of the opinion that the terms and conditions of the Offer are fair to Eligible Shareholders and unanimously recommends that Eligible Shareholders vote in favour of the Delisting Resolution and accept the Offer.

21. INTERESTS OF BAUBA IN RAUBEX, INTERESTS OF THE DIRECTORS IN RAUBEX AND IN THE SHARES

21.1 Shareholding

- 21.1.1 As at the Last Practicable Date, Bauba had no direct or indirect beneficial interest in Raubex.
- 21.1.2 As at the Last Practicable Date, the Directors had no direct or indirect beneficial interests in the Shares.
- 21.1.3 No Director has any beneficial interest in the shares of Raubex.

21.2 Share dealings

- 21.2.1 To the best of the knowledge of Bauba, the dealings of the Directors in Shares during the period beginning six months before the date of the Firm Intention Announcement and ending with the Last Practicable Date are detailed in **Annexure 2**.
- 21.2.2 Neither Bauba nor the Directors have traded in the securities of Raubex during the period beginning six months before the date of the Firm Intention Announcement and ending with the Last Practicable Date.

21.3 Agreements in relation to the Offer

There are no agreements between Bauba and:

- 21.3.1 Raubex;
- 21.3.2 any of the Raubex Directors, or persons who were Raubex Directors or equivalent of Raubex within the preceding 12 months; or
- 21.3.3 any shareholders in Raubex (as at the Last Practicable Date) or persons who were holders of shares in Raubex or interested therein within the preceding 12 months,

which agreement is considered to be material to the decision regarding the Offer to be taken by Shareholders.

22. DIRECTORS' INTERESTS IN RAUBEX

No Directors will derive any benefit directly or indirectly in any manner as a consequence of the implementation of the Offer.

23. DIRECTORS' SERVICE CONTRACTS

23.1 The material particulars of the service contract of the CEO and the Financial Director (each an executive Director) are set out below. No amendments to these service contracts will be made as a result of the Offer.

Jonathan Anthony Knowlden (as the CEO) and Béranger Nelson (as the Financial Director) each have a service contract with, and their remuneration is paid for by, the Group. Furthermore, Mr Knowlden and Mr Nelson have each concluded a service contract with Bauba on terms and conditions that are broadly consistent with market standards for such appointments. The principal terms of their service agreements are set out below:

Name	Position	Date of appointment to current role	Notice period	Restraint
J.A. Knowlden	CEO	9 May 2022	Three calendar months	None
D.F.B. Nelson	Financial Director	9 May 2022	One calendar month	None

23.2 Save as set out above, there are no other written service contracts between Bauba (or any of its Subsidiaries) and its Directors or proposed directors.

24. CONTINUED LISTING ON THE JSE

24.1 The listing of the Shares on the JSE will be terminated if the Delisting Resolution is approved, or, if the Delisting Resolution is not approved, in terms of paragraph 1.17(a) of the Listings Requirements should Raubex be able to invoke the provisions of section 124 of the Companies Act.

24.2 In the event that the Delisting Resolution is not approved or Raubex is unable to invoke the provisions of section 124 of the Companies Act, the Shares will remain listed on the Main Board of the JSE.

24.3 Subject to the Delisting Resolution being passed, the Delisting is currently envisaged to take place with effect from Tuesday, 23 August 2022, subject to the events set out in the "Important dates and times" section of this Circular.

25. FINANCIAL INFORMATION OF BAUBA

Please refer to paragraph 16.3 of **Part B** of this Circular.

26. NOTICE OF GENERAL MEETING

The General Meeting will be held virtually at 10:00 on Thursday, 4 August 2022 (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act and article 21.1 of the Bauba MOI, read with the Listings Requirements) to consider and, if deemed fit, pass, with or without modification, the Delisting Resolution set out in the Notice of General Meeting. The Notice of General Meeting is attached to and forms part of this Circular.

27. AUTHORITY TO IMPLEMENT THE DELISTING

At the General Meeting, the following resolution regarding approval required to implement the Delisting will be proposed to Eligible Shareholders as an Ordinary Resolution: the Delisting of all the Shares on the Main Board of the JSE in accordance with paragraphs 1.15(a) and 1.16 of the Listings Requirements.

28. CONSENTS

Each of the advisors set out in the “*Corporate information and advisors*” section of this Circular has consented in writing to act in the capacity stated in this Circular and to their names being stated in this Circular and, in the case of the Independent Expert, reference to their report in the form and context in which it appears and have not withdrawn their consent prior to the publication of this Circular.

29. DIRECTORS’ RESPONSIBILITY STATEMENT

Each member of the Board, which includes the Independent Board, individually and collectively:

29.1 has considered all statements of fact and opinion in **Part B** of this Circular;

29.2 accepts full responsibility for the accuracy of the information given in **Part B** of this Circular;

29.3 certifies that, to the best of its knowledge and belief, the information in **Part B** of this Circular is true; and

29.4 certifies that, to the best of its knowledge and belief: (i) there are no omissions of material facts or considerations which would make any statement of fact or opinion contained in **Part B** of this Circular false or misleading or would likely affect the importance of any information contained in **Part B** of this Circular (including the Independent Expert’s Report); and (ii) that all reasonable enquiries to ascertain such facts have been made and that the Circular contains all information required by law and the Listings Requirements.

30. IRREVOCABLE UNDERTAKINGS

Please refer to paragraph 6 of **Part A** of this Circular.

31. DOCUMENTS AVAILABLE FOR INSPECTION

Please refer to paragraph 14 of **Part A** of this Circular.

SIGNED FOR AND ON BEHALF OF THE INDEPENDENT BOARD

Vincent Sean Edwards

Chairperson and independent non-executive Director

Wednesday, 6 July 2022

SIGNED FOR AND ON BEHALF OF THE BOARD

Jonathan Knowlden

CEO and executive Director

Wednesday, 6 July 2022

INDEPENDENT EXPERT'S REPORT

30 June 2022

The Directors
The Independent Board of Directors
Bauba Resources Limited
50 Tegal Avenue
Highgrove Office Park Building 11
Highveld Centurion
Gauteng
0157
South Africa

ATTENTION: The Directors and the Independent Board of Directors

INDEPENDENT EXPERT OPINION IN TERMS OF REGULATION 90 OF THE COMPANIES ACT, 71 OF 2008 (“COMPANIES ACT”) AND PARAGRAPH 1.15(D) LISTINGS REQUIREMENTS OF THE JSE LIMITED (“JSE”) WHEREBY RAUBEX PROPRIETARY LIMITED (“RAUBEX”) HAS MADE AN OFFER IN TERMS OF SECTION 117(1)(C)(V) OF THE COMPANIES ACT AND PARAGRAPH 1.15(C) OF THE LISTINGS REQUIREMENTS TO ACQUIRE ALL THE REMAINING SHARES OF BAUBA RESOURCES LIMITED (“BAUBA” OR THE “COMPANY”) FOR A CONSIDERATION OF R0.42 PER SHARE AND THE DELISTING OF BAUBA FROM THE JSE

1. INTRODUCTION

In an announcement released on SENS on Tuesday, 21 June 2022 (“**Firm Intention Announcement**”) Bauba shareholders were advised of Raubex’s firm intention to make an offer (the “**Offer**”) to eligible shareholders (“**Eligible Shareholders**”), in terms of section 117(1)(c)(v) of the Companies Act and paragraph 1.15(c) of the Listings Requirements, to acquire the Bauba shares not owned by Raubex for a cash consideration of R0.42 per share (“**Offer Consideration**”).

Raubex made a mandatory offer (“**Mandatory Offer**”) which closed on 10 June 2022, in terms of section 123 of the Companies Act to acquire from minority shareholders (excluding its then concert party Pelagic Resources PTE LTD), all or some of their Bauba shares for a cash consideration of R0.42 per share.

Pursuant to the Offer, Bauba has, subject to the approval of Bauba shareholders, proposed the delisting of Bauba from the JSE in terms of paragraphs 1.15(a) and 1.16 of the Listings Requirements (“**the Delisting**”).

Baubu will be Delisted if the delisting resolution (“**Delisting Resolution**”) is approved by the requisite majority of shareholders. If the Delisting Resolution is not approved and should Raubex be able to invoke the provisions of section 124 of the Companies Act, then Raubex intends to apply for a delisting of Bauba from the JSE in terms of paragraph 1.17(a) of the Listings Requirements. In the event that the Delisting Resolution is not approved and Raubex is unable to invoke the provisions of section 124 of the Companies Act, Bauba will remain listed on the JSE.

Therefore, the independent board (“**Independent Board**”), and the board of directors of Bauba (“**Board**”) have respectively appointed Tamela Holdings Proprietary Limited (“**Tamela**”) as the independent expert to opine on whether or not the terms of the Offer are fair and reasonable to the Eligible Shareholders, in conformity with the applicable requirements of regulation 90 of the Companies Act and paragraph 1.15(d) of the Listings Requirements (the “**Opinion**”).

2. DEFINITION OF THE TERMS FAIR AND REASONABLE

Fairness

A transaction will generally be considered fair to the company’s shareholders if the value received by the shareholders (represented by the value of Offer Consideration), is equal to or greater than the value surrendered by the shareholders (represented by the fair value of Bauba shares).

The assessment of fairness is primarily based on quantitative considerations in terms of Schedule 5.7 of the Listings Requirements.

Reasonableness

In accordance with regulation 110(9) of the Companies Act, the Offer will be considered reasonable if at the time the Offer Consideration was announced (or some other appropriate identifiable time), the value of the Offer Consideration exceeds the market value of the Bauba shares. The reasonability of a transaction may also be based on qualitative considerations. Although the Offer consideration differs from the market value, the Offer may be considered reasonable after considering significant qualitative factors surrounding the Offer.

3. INFORMATION AND SOURCES OF INFORMATION

In the course of our analysis, we relied upon financial and other information obtained from Bauba, together with industry-related and other information in the public domain. Our conclusion is dependent on such information being accurate in all material respects and accordingly we cannot express any opinion on the financial and other information used in arriving at our Opinion. The principal sources of information used in formulating our Opinion regarding the Offer were:

- a draft of the combined circular to Bauba shareholders (“**Circular**”) setting out the terms of the Offer, substantially in the form of the circular to which our Opinion will form an Annexure 1;
- the audited annual financial statements for Bauba, for the financial years ended 30 June 2019, 30 June 2020 and 30 June 2021 as well as the reviewed financial statements for the 8-month period ended February 2022 (“**Historical Financial Information**”);
- the management accounts for Bauba from July 2021 up to April 2022 (“**Management Accounts**”);
- Bauba’s 3-year cash flow projections for the 1 January 2022 – 31 December 2024 period;
- Bauba’s Kookfontein Mine Techno-Financial Model;
- Bauba’s Kookfontein Chrome Mine Production Schedule;
- Bauba’s Moeijelijk Chrome Mine Production Schedule;
- the Sale of Run-of-Mine agreement between Nuco Chrome Bophutatswana Proprietary Limited and Siyanda Bakgatla Platinum Mine Proprietary agreement;
- the Sale of Tailings and Processing agreement between Braemore Platinum Resources Proprietary Limited and Bauba A Hlabirwa Mining Investments Proprietary Limited;
- the Evergreen Chromite Ore Commodity Purchase Agreement between Pelagic Resources Private Limited and Bauba A Hlabirwa Mining Investments Proprietary Limited;
- discussions with the management team of Bauba;
- other financial information and forecasts received from Bauba;
- publicly available information relating to Bauba that we deemed to be relevant, including Company announcements, investor presentations and analyst reports;
- on-line and subscription databases covering financial markets, share prices, volumes traded, exchange rates, commodity prices and news; and
- various competent persons’ reports (“**CPR**”) and technical mineral estimation reports on Bauba’s PGE operations (published between August 2014 and August 2019) and Mineral resource estimations for the Moeijelijk Chrome Operation and Kookfontein Chrome Project and Mineral reserve for the Moeijelijk Chrome Operation, compliant with the SAMREC 2016 Code, updated with effect from 30 June 2021, which extracts are contained in the Mineral Resources and Mineral Reserves Report of Bauba’s integrated annual report for the year ended 30 June 2021.

Where practical and where possible, we have corroborated the reasonability of the information provided to us for the purpose of forming our Opinion, including publicly available information, whether in writing or obtained in discussions with Bauba representatives.

4. MATERIAL EFFECTS ON THE RIGHTS OF BAUBA SHAREHOLDERS

By way of summary, following the implementation of the Offer:

- Eligible Shareholders who accept the Offer will receive the Offer Consideration in compensation for their Bauba shares.
- Bauba will be delisted from the JSE if the Delisting Resolution is approved by Bauba shareholders or should Raubex be able to invoke the provisions of section 124 of the Companies Act as set out in the Circular.

The implementation of the Offer is not expected to have a material adverse effect on the business and prospects Bauba.

5. PROCEDURES PERFORMED

In arriving at our Opinion, amongst other things, we have considered the following factors and undertaken the following procedures in evaluating the fairness and reasonableness of the Offer:

- considered the terms of the Offer;
- analysed and reviewed the Historical Financial Information and Management Accounts;
- reviewed certain publicly available information relating Bauba;
- considered the prevailing economic and market conditions;
- considered other facts and information relevant to concluding our Opinion; and
- considered the appropriateness of the Offer.

6. RESPONSIBILITY

Compliance with the the regulations as set out in chapter 5 of the Companies Regulations, 2011, promulgated under the Companies Act and the Listings Requirements is the responsibility of the Bauba Independent Board and the Board. Our responsibility is to report on whether the terms of the Offer are fair and reasonable as they relate to the Bauba shareholders.

The Opinion is provided in connection with and for the purposes of the Offer. The Opinion does not purport to cater for each individual Bauba's shareholders' perspective, but rather that of the general body of the shareholders of Bauba. We confirm that our Opinion has been provided to the Bauba Independent Board and the Board for the sole purpose of assisting them in forming and expressing an opinion for the benefit of Eligible Shareholders.

We accept no responsibility to any party other than to the Independent Board and the Board.

7. ASSUMPTIONS

We have satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions used to formulate our Opinion by:

- considering the historical trends of such information and assumptions; and
- comparing and corroborating such information and assumptions with external sources of information if such information is available.

8. LIMITING CONDITIONS

We have relied upon and assumed the accuracy of the historic and forecast information provided to us in deriving our Opinion. Where practical, we have corroborated the reasonableness and appropriateness of the information provided to us for the purpose of our Opinion, whether in writing or obtained in discussion with management, by reference to publicly available or independently obtained information. While our work has involved an analysis of, *inter alia*, the annual financial statements, and other information provided to us, our engagement does not constitute an audit conducted in accordance with generally accepted auditing standards.

Where relevant, forward-looking information of Bauba relates to future events and is based on assumptions that may or may not remain valid for the whole of the forecast period. Consequently, such information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely the actual future results of Bauba will correspond to those projected. We have however compared the forecast financial information to past trends as well as discussing the assumptions inherent therein with Bauba's management.

Our Opinion is based on current economic, regulatory and market as well as other conditions. Subsequent developments may affect the Opinion, and we are under no obligation to update, review or re-affirm our Opinion based on such developments.

9. INDEPENDENCE, COMPETENCE AND FEES

We confirm that we have no existing or continuing relationship nor direct or indirect interest in Bauba, Raubex nor in the Offer. We also confirm that we have the necessary qualifications and competence to opine on the fairness and reasonableness of the Offer.

Furthermore, we confirm that our professional fees of R275 000 (excluding Value Added Tax), payable in cash, are not contingent upon the success of the Offer or the Delisting.

10. INTERESTS OF DIRECTORS OF BAUBA

As at the date of this Opinion, the directors of Bauba, had no direct or indirect beneficial interests in the shares of Bauba. No directors of Bauba will benefit, directly or indirectly, in any manner as a consequence of the implementation of the Offer. In addition, there will be no change in the remuneration of directors of Bauba as a consequence of the Offer. Accordingly, the Offer will not have a material effect on the interests of the Bauba directors.

11. VALUATION APPROACH

We performed the sum of the parts valuation of Bauba. The Moeijelijk Chrome Operation was valued using the income approach and applying a discounted cashflow methodology (“**DCF**”) as a primary valuation methodology. This approach indicates the market value of the ordinary shares of a company based on the value of the cashflows that the company can be expected to generate in the future through applying discounted cashflow techniques. The DCF methodology is appropriate where detailed forecast cashflows of the entity being valued can be reliably determined and where such forecasts are available for a period of at least 3 to 10 years. Bauba provided detailed forecasts which allowed for the use of DCF, which is generally regarded as the most robust valuation methodology. The Kookfontein Chrome Project was however valued using the cost approach as a primary valuation methodology being the acquisition cost of ZAR60 million which acquisition became unconditional in July 2021. Further, the Kookfontein Chrome Project will most likely only reach steady state production in 12 months. The value of Bauba is therefore the sum of the Moeijelijk Chrome Operation DCF results and Kookfontein Chrome Project cost approach results. We have used enterprise value/resource multiple based on comparable companies as a secondary valuation methodology to corroborate the primary valuation methodology and the result thereof was a value lower than the valuation range below.

The forecast financial information for the period ending February 2029 were obtained from Bauba. The reliability of these cashflows were tested by checking reasonability based on past performance as well as current and forecast market conditions.

The valuation of Bauba was performed using real cashflows, therefore the nominal weighted average cost of capital (“**WACC**”) was adjusted for inflation. The valuation was performed taking cognisance of risk and other market and industry factors affecting Bauba.

The DCF valuation of Bauba was based on key assumptions and key external (electricity, shipping, exchange rate, and chrome prices) and internal (mining costs including labour costs, and stoping costs) value drivers which have a significant impact on the value of Bauba.

Sensitivity testing has been carried out to stress test different scenarios through successive adjustments to the base case forecasts to allow for uncertainty and volatility in chrome prices, exchange rate and operating costs by either decreasing or increasing the key assumptions. The valuation results thereof are set out in the table below.

The sensitivity analysis tested a combination of various chrome prices up to USD 220, exchange rate flexed between ZAR:\$ 14.75 – 15.75 and increasing operating costs by up to 10% for the upside sensitivity case. The results of these sensitivities are summarized in the table below.

	CIF Chrome price per dry ton 42% (USD)	ZAR:USD exchange rate	Value range per Bauba share (ZAR cents)
Base Case	USD 185	ZAR:\$ 15.00	29 – 33
Downside Sensitivity	USD 175	ZAR:\$ 14.75	13 – 15
Upside Sensitivity	USD 220	ZAR:\$ 14.75	40 – 46

The real (i.e. after adjusting for inflation) WACC used in the valuation is: 13.8%

12. VALUATION RESULTS

On the basis of the analysis above, in our opinion, the value of a Bauba share is between 29 ZAR cents and 33 ZAR cents per share with the most likely value being 31 ZAR cents per share.

13. ASSESSMENT OF REASONABLENESS

The assessment of the reasonability of the Offer has also taken into account the following:

- Following the conclusion of the Mandatory Offer, Raubex holds and/or controls the voting rights in respect of an aggregate number of 462 484 254 shares, representing c. 61.68% of Bauba’s issued share capital. Consequently, Bauba’s shares may become less liquid on the JSE and minority shareholders’ ability to exert significant influence on the decision making may be further reduced.
- Bauba will be delisted if the Delisting Resolution is approved by Bauba shareholders.

- The Mandatory Offer was concluded at 42 ZAR cents per share and is the highest price at which Raubex acquired Bauba shares in the six month period before the date of the Firm Intention Announcement.
- Further, in terms of section 127(5) of the Companies Act, Raubex cannot, for a period of six months immediately following the closing date of the Mandatory Offer, make a second offer to shareholders, or acquire any interest in Bauba shares, on more favourable terms than those made under the Mandatory Offer..
- The Offer is therefore intended to provide eligible Bauba shareholders with an exit opportunity.

14. OPINION

The Offer Consideration of 42 ZAR cents per share is greater than the valuation range. Having regard to the terms and conditions of the Offer as set out above and based on the aforementioned, we are of the opinion, subject to the limiting conditions set out above, that the terms and conditions of the Offer are fair and reasonable to the Bauba shareholders. An individual Bauba shareholder's decision may be influenced by such shareholder's particular circumstances and, accordingly, a shareholder should consult an independent adviser if in any doubt as to the merits or otherwise of the Offer.

We have assumed that all conditions precedent, including any material regulatory and other approvals or consents required in connection with the Offer will be fulfilled or obtained.

Our Opinion is necessarily based upon the information available to us up to 23 June 2022, which we are under no obligation to update, review or re-affirm. Accordingly, it should be understood that subsequent developments may affect our Opinion.

15. CONSENT

We hereby consent to the inclusion of our Opinion, in whole or in part, and any references thereto, in the form and context in which they appear in any required regulatory announcement or the Circular or document relating to the Offer.

Tshepisho Makofane

Authorised signatory

Tamela Holdings Proprietary Limited
Ground Floor, Golden Oak House
Ballyoaks Office Park
35 Ballyclare Drive
Bryanston, 2021

DEALINGS IN SHARES

To the best of the knowledge of Bauba, the Directors had no dealings in Shares during the period beginning six months before the date of the Firm Intention Announcement and ending with the Last Practicable Date, other than as set out below:

Director name	Date of transaction	Number of Shares	Share price (c)	Total value of transaction (R)	Nature of transaction
J.A. Knowlden	30 May 2022	300 735	42	126 308.70	Sale of Shares pursuant to Mandatory Offer

Pursuant to the Mandatory Offer, Raubex acquired an aggregate of 462 484 254 Shares each at R0.42 per Share. Other than in respect of the Mandatory Offer, Raubex did no deal in Shares during the period beginning six-months before the date of the Firm Intention Announcement and ending with the Last Practicable Date.

EXTRACTS OF THE AUDITED CONSOLIDATED FINANCIAL INFORMATION OF BAUBA FOR THE FINANCIAL YEARS ENDED 30 JUNE 2019, 30 JUNE 2020 AND 30 JUNE 2021

The report of historical financial information is the responsibility of the Directors. Full copies of the audited historical financial statements of Bauba for the three financial years ended 30 June 2019, 30 June 2020 and 30 June 2021:

- (i) will be made available to Shareholders, on request;
- (ii) are accessible on Bauba's website <https://www.baubaresources.co.za/investors-downloads/>, as to:
 - FY2019: <https://www.baubaresources.co.za/wp-content/uploads/2020/10/Bauba-Resources-Limited-Condensed-Consolidated-Results-2019.pdf>;
 - FY2020: <https://www.baubaresources.co.za/wp-content/uploads/2020/12/Bauba-provisional-condensed-results-2020.pdf>; and
 - FY2021: <https://www.baubaresources.co.za/wp-content/uploads/2021/09/Bauba-Resources-provisional-results-SENS-booklet-2021.pdf>; and
- (iii) are available for inspection, at the registered offices of Bauba, in accordance with the provisions of paragraph 14 of **Part A** of the Circular.

GROUP

	2021 R'000	2020 R'000	2019 R'000
FINANCIAL PERFORMANCE			
Revenue	277 100	260 394	302 122
Cost of sales	(224 259)	(249 325)	(190 475)
Gross profit	52 841	11 069	111 647
Other income	–	–	71
Operating and administrative expenses	(86 364)	(69 390)	(67 834)
Net finance (cost)/income	(9 362)	(1 120)	3 865
Foreign exchange gain	12 324	–	–
Share of loss of associate	(519)	(54)	–
(Loss)/profit before tax	(31 080)	(59 495)	47 749
Income tax	3 853	14 219	(14 718)
(Loss)/profit for the year	(27 227)	(45 276)	33 031
Diluted (loss)/earnings per share (cents)	(4,73)	(8,07)	4,71
FINANCIAL POSITION			
Intangible assets	132 136	141 838	145 315
Property, plant and equipment	285 892	180 621	139 829
Investment in associate	9 427	9 946	–
Other non-current assets	45	–	–
Inventory	85 997	64 985	87 033
Trade and other receivables	19 708	14 600	10 899
Loan to associate	7 072	–	–
Cash and cash equivalents	4 812	48 514	32 822
Total assets	545 089	460 504	415 898
Stated capital	602 432	512 500	512 500
Reverse asset acquisition reserve	(282 988)	(282 988)	(282 988)
Share-based payment reserve	–	6 973	4 345
Retained (loss)/earnings	(35 309)	(13 454)	17 138
Non-controlling interest	49 968	55 340	70 024
Environmental rehabilitation provision	5 078	5 794	6 650
Deferred tax	12 674	16 527	30 746
Share-based payment liability	6 691	–	–
Borrowings	53 573	70 637	–
Lease liability	42 032	5 075	–
Trade and other payables	69 225	54 354	32 610
Other financial liabilities	1 036	17 911	7 449
Loans from shareholders	20 677	10 194	–
Prepayment	–	–	13 364
Current tax payable	–	1 641	4 060
Total equity and liabilities	545 089	460 504	415 898
Net asset value per share (cents)	52,16	73,44	84,70
Tangible net asset value per share (cents)	31,53	36,02	46,36

GROUP

	2021 R'000	2020 R'000	2019 R'000
CASH FLOW			
Cash from operating activities	(26 331)	6 503	4 627
Acquisition of intangible assets	-	-	-
Acquisition of property, plant and equipment	(85 573)	(45 673)	(59 185)
Acquisition of investment in associate	-	(10 000)	-
Advance of loan to associate	(7 072)	-	-
Investment in long-term deposits	(45)	-	-
Finance income	1 122	885	3 939
Proceeds from prepayment	-	-	73 500
Repayment of prepayment	-	(13 364)	(60 136)
Proceeds from issue of shares	89 932	-	-
Proceeds from borrowing	21 155	68 853	-
Repayment of borrowings	(25 895)	-	-
Loans from shareholders	20 500	10 000	-
Repayment of loans from shareholders	(10 000)	-	-
Principal paid on lease liability	(11 579)	(910)	-
Finance cost paid – lease liability	(4 557)	(375)	-
Finance cost paid – other	(5 359)	(227)	-
Total cash movement for the year	(43 702)	15 692	(37 255)
Cash and cash equivalents at the beginning of the year	48 514	32 822	70 077
Cash and cash equivalents at the end of the year	4 812	48 514	32 822
NON-FINANCIAL			
Chrome volumes			
RoM production (tonnes)	294 480	205 950	332 882
Chrome ore (RoM and concentrate) sold (tonnes)	182 390	147 700	209 050
People and safety			
Total employees	499	470	403
Safety – fatalities	0	1	0
Social metrics			
Corporate social investment	10,124	10,520	6 125
% of employees from local communities	82	77	80

REVIEWED CONDENSED CONSOLIDATED RESULTS OF BAUBA FOR THE EIGHT-MONTH PERIOD ENDED 28 FEBRUARY 2022

SALIENT FEATURES

For the eight-month period ended 28 February 2022

- **R256,2 million**
Revenue
(30 June 2021: R277,1 million)
Down 7,5%
- **R52,3 million**
Total comprehensive loss for the period
(30 June 2021: R31,4 million)
Down 66,5%
- **205 940 tonnes**
Run-of-mine production
(2021 eight-month comparable: 177 508 tonnes)
Up 16,0%
- **R293,8 million**
Investment in property, plant, equipment and intangible assets
(30 June 2021: R202,6 million)
Up 45,0%
- **138 053 tonnes**
Chrome concentrate production
(2021 eight-month comparable: 98 590 tonnes)
Up 40,0%

COMMENTARY

Change of financial year-end

With effect from 29 January 2022, the company changed its financial year-end from 30 June to 28 February. This corresponds with the year-end of the controlling shareholder, Raubex Group Limited.

Following the change of year-end from 30 June to 28 February, to provide a more meaningful assessment of the company's performance for the period, *pro forma* financial information has been included for the comparable eight-month period to 31 October 2021 (comparable eight-month prior period). The *pro forma* financial information has been derived from unpublished management accounts, of which the company is satisfied with its quality.

The directors of Bauba Resources Limited are responsible for compiling the *pro forma* financial information on the basis applicable to the criteria as detailed in paragraphs 8.15 to 8.34 of the listings requirements of the JSE Limited (JSE) and the SAICA Guide on *Pro Forma* Financial Information, revised and issued in September 2014 (applicable criteria). The *pro forma* information does not constitute financial statements fairly presented in accordance with International Financial Reporting Standards (IFRS). The *pro forma* information has been prepared for illustrative purposes only and, because of its nature, may not fairly present the company's financial position, results of operations and cash flows. The company's external auditor, BDO South Africa Incorporated, issued an unmodified accountants' report on the *pro forma* information on 13 May 2022. A copy of the report is available on request.

Financial and operational review

Run-of-mine (RoM) production was 205 940 tonnes for the eight months to 28 February 2022 compared to 177 508 tonnes for the comparable eight-month prior period, an increase of 16,0%. RoM production for the prior financial period (12 months to 30 June 2021) was 294 480 tonnes. This period's chrome concentrate production was 138 053 tonnes compared to 98 590 tonnes in the comparable eight-month prior period, an increase of 40,0%. Chrome concentrate production for the prior reporting financial period (12 months to 30 June 2021) was 182 390 tonnes. The improvement in the chrome concentrate production yield from 55,5% to 67,0% was driven by 23,4% higher stoping production while on-reef development production was flat.

Production was negatively impacted by adverse geological conditions necessitating a revision of underground support standards and a reduction in stoping panel length, requiring significant redevelopment as well as prolonged safety stoppages effectively impacting production by a combined month over the period October 2021 to December 2021.

Chrome ore cost, insurance and freight (CIF) prices for benchmark 42% concentrate, as reported by FerroAlloyNet, averaged US\$172 per tonne (China CIF) for July 2021 to February 2022. July 2020 to June 2021 prices averaged US\$148 per tonne (China CIF). The US\$24 per tonne increase in the average chrome ore China CIF prices for benchmark 42% concentrate was offset by a similar increase in freight costs and an average stronger South African Rand.

Freight costs during the current reporting period have increased significantly (in US Dollar terms) compared to the prior reporting financial period. The increase in freight pricing to record levels has been caused by global demand exceeding available capacity and new capacity not becoming available quickly enough. In South Africa, factors negatively impacting freight costs are the Covid-19 pandemic, key port terminal assets requiring regular maintenance, the recent civil unrest, the port cyber attack and poor port operations.

Turnover increased by 1,9% to R256,2 million from R251,3 million for the comparable eight- month period. Turnover for the 12 months to 30 June 2021 was R277,1 million. This was partially offset by an increase in chrome concentrate production and an increase in chrome speciality-grade concentrate sales over the comparable eight-month prior period.

Cost of sales decreased by 4,05% driven by the current reporting period of eight months compared to the prior reporting financial period partially offset by increased RoM production of 16,0%, the increase in diesel costs, prolonged safety stoppages and adverse geological conditions resulting in the mine running below capacity and incurring substantial fixed costs without associated production. The cost per tonne of concentrate produced increased by 26,8%.

Acquisition of Kookfontein (Nuco Chrome)

The Kookfontein chrome project is situated in the North West province of the Republic of South Africa. Bauba purchased a 74% shareholding in Nuco Chrome Bophuthatswana Proprietary Limited (Nuco Chrome), as detailed in the SENS announcements published on 23 July 2019 and 5 July 2021. 22% was acquired in July 2019 with the remaining 52% being acquired subsequent to the year ended 30 June 2021 (in July 2021).

Nuco Chrome is an exploration and mining company with mineral rights for various minerals, including chrome ore and platinum group elements. The first phase of opencast mining will target approximately 400 000 tonnes of opencast fresh and transitional UG2 ore.

Outlook

Baubas Moeijelijk underground development and ramp up are progressing positively after the setback experienced between October 2021 to December 2021, noted previously. 29 700 tonnes of production were hauled in February 2022 and over 32 400 production tonnes were hauled in March 2022.

Covid-19 risks have reduced as vaccines have been rolled out, global stainless steel production is expected to grow by 10% this year and strong Chinese consumption coupled with lower South African production has reduced Chinese port stocks from 3,8 million tonnes at the end of October 2021 to 2,8 million tonnes at 22 April 2022. This decrease in port stocks is expected to continue. In addition, there is a shortage of high-grade concentrates which Bauba produces.

Opencast mining has commenced at our Kookfontein project near Rustenburg. The Kookfontein UG2 project will be for a remaining anticipated 12 months allowing Bauba to capitalise on current platinum group metals pricing. Bauba will commence mining the opencast LG/MG and UG1 chrome ore seams on this project should Nuco Chrome obtain the necessary mining right to do so. The Nuco Chrome mining right application for the chrome ore seams was lodged in March 2020 and if this is not granted within the next financial year, Nuco Chrome's operation will cease until it is granted, resulting in considerable financial losses.

This report contains forward-looking information which represents the opinion of Bauba's board of directors and has not been reviewed by the group's auditor.

The auditor's report does not necessarily report on all of the information contained in this announcement/financial results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's reports together with the accompanying financial reports from the company's registered office.

REVIEWED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the eight-month period ended 28 February 2022

	Note	Eight months Reviewed 28 Feb 2022 R'000	12 months Restated Audited 30 Jun 2021 R'000
Revenue	5	256 170	277 100
Cost of sales		(218 359)	(224 259)
Gross profit		37 811	52 841
Other income		779	–
Operating and administrative expenses		(83 621)	(90 943)
Finance income		76	1 122
Finance cost		(13 312)	(11 697)
Foreign exchange (loss)/gain		(6 267)	12 324
Share of loss of associate accounted for using the equity method		–	(519)
Loss before tax		(64 534)	(36 872)
Income tax credit		12 264	5 475
Loss for the period		(52 270)	(31 397)
Other comprehensive income		–	–
Total comprehensive loss for the period		(52 270)	(31 397)
Loss attributable to:			
Equity holders of the parent		(40 136)	(24 357)
Non-controlling interest		(12 134)	(7 040)
Basic and diluted loss per share before effect of rights issue (cents)	13	(6,27)	(5,26)
Basic and diluted loss per share restated for rights issue (cents)	13	(5,92)	(5,12)

REVIEWED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 28 February 2022

	Note	Eight months Reviewed 28 Feb 2022 R'000	12 months Restated Audited 30 Jun 2021 R'000	12 months Restated Audited 30 Jun 2020 R'000
ASSETS				
Non-current assets		738 136	492 323	332 405
Intangible assets	6	20 161	20 161	20 161
Property, plant and equipment	7	717 975	462 690	302 298
Investment in associate		–	9 427	9 946
Other non-current assets		–	45	–
Current assets		187 955	117 589	128 099
Inventory	8	126 234	85 997	64 985
Trade and other receivables		60 231	19 708	14 600
Loan to associate		–	7 072	–
Cash and cash equivalents		1 490	4 812	48 514
Total assets		926 091	609 912	460 504
EQUITY AND LIABILITIES				
Equity		309 303	329 933	278 371
Stated capital		636 316	602 432	512 500
Reverse asset acquisition reserve		(282 988)	(282 988)	(282 988)
Share-based payment reserve		–	–	6 973
Retained loss		(77 947)	(37 811)	(13 454)
Non-controlling interest		33 922	48 300	55 340
Non-current liabilities		341 002	112 130	82 184
Environmental rehabilitation provision		23 809	5 078	5 794
Deferred tax		411	11 051	16 527
Borrowings	9	74 106	69 461	46 578
Share-based payment liability		–	6 691	–
Loans from shareholders	10	175 173	–	10 000
Lease liability	11	67 503	19 849	3 285
Current liabilities		275 786	167 849	99 949
Trade and other payables		161 222	69 226	54 354
Borrowings	9	81 438	63 171	24 059
Loans from shareholders	10	10 093	20 677	194
Lease liability	11	23 033	13 739	1 790
Other financial liabilities		–	1 036	17 911
Current tax payable		–	–	1 641
Total equity and liabilities		926 091	609 912	460 504

REVIEWED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

for the eight-month period ended 28 February 2022

	Note	Eight months Reviewed 28 Feb 2022 R'000	12 months Restated Audited 30 Jun 2021 R'000
Cash flow from operating activities			
Net cash effects from operating activities		43 770	(29 806)
Operating profit before working capital changes		32 534	25 822
Working capital changes		11 236	(55 628)
Cash flow from investing activities			
Net cash effects from investing activities		(234 357)	(157 133)
Advance of loan to associate		-	(7 072)
Investment in long-term deposits		-	(45)
Acquisition of property, plant and equipment	7	(234 433)	(151 138)
Finance income		76	1 122
Cash flow from financing activities			
Net cash effects from financing activities		187 265	143 237
Proceeds from issue of shares		33 884	89 932
Repayment of borrowings	9	(36 878)	(37 185)
Proceeds from borrowing	9	52 032	103 265
Loans from shareholders advanced	10	192 425	20 500
Loans from shareholders repaid	10	(30 828)	(10 000)
Principal paid on lease liabilities	11	(10 862)	(11 578)
Finance cost paid – lease liabilities	11	(4 829)	(3 688)
Finance cost paid – loan from shareholders	10	-	(1 315)
Finance cost paid – borrowings	9	(7 679)	(6 694)
Total cash movement for the year		(3 322)	(43 702)
Cash and cash equivalents – beginning of the period		4 812	48 514
Cash and cash equivalents – end of the period		1 490	4 812

REVIEWED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the eight-month period ended 28 February 2022

	Stated capital R'000	Reverse asset acquisition reserve R'000	Share- based payment reserve R'000	Retained earnings/ loss R'000	Non- controlling interest R'000	Total equity R'000
Balance as at 1 July 2019	512 500	(282 988)	4 345	17 138	70 024	321 019
Share-based payment reserve movement	–	–	2 628	–	–	2 628
Total comprehensive loss for the year	–	–	–	(30 592)	(14 684)	(45 276)
Balance as at 30 June 2020	512 500	(282 988)	6 973	(13 454)	55 340	278 371
Share-based payment reserve movement	–	–	(6 973)	–	–	(6 973)
Total comprehensive loss for the year	–	–	–	(21 485)	(5 742)	(27 227)
Issue of share capital (note 14)	89 932	–	–	–	–	89 932
Balance as at 30 June 2021 (As previously reported)	602 432	(282 988)	–	(34 939)	49 598	334 103
Restatement (note 4)	–	–	–	(2 872)	(1 298)	(4 170)
Balance as at 30 June 2021 (Restated)	602 432	(282 988)	–	(37 811)	48 300	329 933
Non-controlling interest at acquisition of subsidiary	–	–	–	–	(2 244)	(2 244)
Total comprehensive loss for the year	–	–	–	(40 136)	(12 134)	(52 270)
Issue of share capital	33 884	–	–	–	–	33 884
Balance as at 28 February 2022	636 316	(282 988)	–	(77 947)	33 922	309 303

NOTES TO THE REVIEWED CONDENSED CONSOLIDATED RESULTS

for the eight-month period ended 28 February 2022

1. BASIS OF PRESENTATION

These condensed consolidated financial results have been prepared under the supervision of Jonathan Knowlden CA(SA), the acting chief executive officer (CEO), in accordance with:

- IAS 34: *Interim Financial Reporting*;
- The framework concepts and the measurement and recognition requirements of IFRS as issued by the International Accounting Standards Board;
- The Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council;
- The requirements of the Companies Act of South Africa (Act 71 of 2008);
- The JSE Listings Requirements; and
- The SAICA Financial Reporting Guides as issued by the Accounting Practices Committee.

The same accounting policies, presentation and measurement principles have been followed in the preparation of the condensed consolidated financial results for the eight-month period ended 28 February 2022 as were applied in the preparation of the group's annual financial statements for the year ended 30 June 2021.

Condensed financial statements do not include all the notes generally included in the group annual financial statement.

The new controlling shareholder has a different financial year-end, therefore the year-end has changed from June to February. Accordingly, the current period is from 1 July 2021 to 28 February 2022 (eight months).

The accounting policies are in terms of IFRS and are supported by reasonable and fair judgements and estimates. The same accounting policies as in 2021 were applied.

1.1 Auditor's review conclusion

These provisional condensed consolidated financial results for the period ended 28 February 2022 have been reviewed by the group's external auditor, BDO South Africa Incorporated, who issued an unmodified review conclusion with a material uncertainty related to the going concern paragraph on the group's provisional condensed consolidated results for the period ended 28 February 2022.

Material uncertainty relating to going concern

The material uncertainty relating to going concern, as disclosed in note 15 to the condensed consolidated results, indicates that due to the ongoing capital requirements of the group and the current subdued market conditions, such as low chrome ore prices and the strengthening of the South African Rand to the United States Dollar exchange rate, which, should they continue for an extended period of time, may cast significant doubt on the group's ability to continue as a going concern. The auditor's review conclusion is not modified in respect of this matter.

A copy of the auditor's review report is available for inspection at the company's registered office. The auditor's review report does not necessarily report on all of the information contained in the financial results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's report together with the accompanying financial information from the company's registered office and is also available on the company's website www.baubaresources.co.za.

2. BOARD

Johan Le Roux, Robert Shedlock and Jurie Hendrik Wessels were appointed as non-executive directors on 1 April 2021, 2 April 2021 and 7 April 2021 respectively.

Nico van der Hoven, Martin Luyt and Damian Smith resigned as non-executive directors with effect from 30 July 2021.

On 5 August 2021, Bauba appointed Thinus Slabber as a non-executive director, and Fred Geldenhuys, Sean Edwards and Eugene Nel as independent non-executive directors. Sean Edwards was appointed as chairperson of the board on 10 August 2021.

Nick van der Hoven resigned as CEO with effect from 15 September 2021. Jonathan Knowlden, the previous financial director, continues in the role of acting CEO. Fred Geldenhuys resigned as non-executive director with effect from 15 September 2021 and Thinus Slabber resigned as non-executive director with effect from 29 October 2021. Thabile Makgala resigned with effect from 1 October 2021.

With effect from 9 May 2022:

- Gary Baumgarten has been appointed as an alternate non-executive director to Thomas Baring;
- Terence Jordaan has been appointed as a non-executive director and, simultaneously, the role of Johan Le Roux, previously a non-executive director of the board, has changed to that of an alternate director to Terence Jordaan; and
- Berrangé Nelson has been appointed as an executive director and the financial director of the group.

Accordingly, the function of Jonathan Knowlden has changed from that of financial director and acting CEO to sole CEO of the group, also with effect from 9 May 2022.

3. CHANGES IN SHARE CAPITAL

In November 2021, the company issued 109 302 842 shares by way of a claw-back offer. Total issued shares in the company has therefore increased to 749 817 498 shares.

4. RESTATEMENT OF PRIOR PERIOD ERROR

4.1 Finance raised through key contractor

The prior year periods had to be restated for the effect of additional financing that was secured in October 2020 amounting to R82 million by a key contractor from a bank that was deemed to be borrowings for Bauba (refer to note 9).

R71 million of the secured finance facility from the bank was capitalised to mine operations and R11 million of the finance proceeds were used as deposits on leased equipment.

In addition, several of the existing lease agreements were also accounted for over 36 months instead of 22 months.

The cumulative effect of the above changes is an additional cost of R5,8 million before tax to the income statement due to extra depreciation and borrowing costs resulting from the above.

This restatement had the following effect in the restated periods:

	30 Jun 2021
	R'000
Change in consolidated statement of comprehensive income	
Additional finance cost	(1 213)
Additional depreciation	(4 578)
Total extra costs before tax	(5 791)
Tax	1 621
Non-controlling interest	1 298
Retained income	(2 872)
Effect on basic earnings per share (cents)	(0,60)

	30 Jun 2021
	R'000
Change in financial position as at	
Borrowings	(79 059)
Lease liability	8 054
Property, plant and equipment	62 233
Right-of-use asset	2 981
Retained income	2 872
Non-controlling interest	1 298
Deferred tax	1 621

4.2 Mineral rights in production

The prior year periods had to be restated for the effect of reclassification of the chrome mineral right in production, classified as intangibles, to property, plant and equipment (refer to notes 6 and 7).

The restatement was necessary because the mineral rights have been put into production, thus the feasibility point has been raised and accordingly classified as property, plant and equipment.

This restatement had the following effect in the restated periods:

	30 Jun 2021 R'000	30 Jun 2020 R'000
Change in consolidated statement of comprehensive income		
Depreciation	(9 701)	(3 477)
Amortisation	9 701	3 477
Retained income	-	-
Effect on basic earnings per share (cents)	-	-

	30 Jun 2021 R'000	30 Jun 2020 R'000
Change in financial position as at		
Property, plant and equipment at cost	156 907	156 907
Intangibles at cost	(156 907)	(156 907)
Accumulated depreciation	(44 931)	(35 230)
Accumulated amortisation	44 931	35 230

5. REVENUE

	Group		Company	
	Eight months Reviewed 28 Feb 2022 R'000	12 months Audited 30 Jun 2021 R'000	Eight months Reviewed 28 Feb 2022 R'000	12 months Audited 30 Jun 2021 R'000
Revenue comprises:				
Sale of chrome ore	256 170	277 100	-	-
Management fees from subsidiary (eliminated on consolidation)	-	-	12 036	13 795

The company derives revenue from management fees at a point in time.

6. INTANGIBLE ASSETS

	Cost R'000	Accumulated amortisation and impairments R'000	Carrying value R'000
28 February 2022 (Reviewed)			
Platinum mineral rights	30 555	(10 394)	20 161
Total mineral rights	30 555	(10 394)	20 161
30 June 2021 (Audited)			
Platinum mineral rights	30 555	(10 394)	20 161
Total mineral rights	30 555	(10 394)	20 161
30 June 2020 (Audited)			
Platinum mineral rights	30 555	(10 394)	20 161
Chrome mineral rights	156 907	(35 230)	121 677
Chrome mineral rights transferred to property, plant and equipment	(156 907)	35 230	(121 677)
Total mineral rights	30 555	(10 394)	20 161

Reconciliation

	Opening balance R'000	Additions R'000	Amorti- sation R'000	Reclassi- fication R'000	Closing balance R'000
28 February 2022 (Reviewed)					
Platinum mineral rights	20 161	-	-	-	20 161
Total mineral rights	20 161	-	-	-	20 161
30 June 2021 (Audited)					
Platinum mineral rights	20 161	-	-	-	20 161
Total mineral rights	20 161	-	-	-	20 161
30 June 2020 (Audited)					
Platinum mineral rights	20 161	-	-	-	20 161
Chrome mineral rights	156 907	-	(35 230)	(121 677)*	-
Total mineral rights	177 068	-	(35 230)	(121 677)	20 161

* Refer to restatement note 4.2.

7. PROPERTY, PLANT AND EQUIPMENT

	Motor vehicles R'000	Right-of- use assets R'000	Furniture and office equipment R'000	Mine infra- structure and equipment R'000	Mineral rights in production R'000	Total R'000
28 February 2022 (Reviewed)						
Cost						
As at 1 July 2021	3 723	57 344	837	339 478	156 907	558 289
Additions	–	59 363	180	170 286	63 967	293 796
Disposal	–	–	(16)	–	–	(16)
As at 28 February 2022	3 723	116 707	1 001	509 764	220 874	852 069
Accumulated depreciation						
As at 1 July 2021	1 851	8 941	634	39 242	44 931	95 599
Depreciation	407	7 558	125	22 082	8 323	38 495
Disposal	–	–	–	–	–	–
As at 28 February 2022	2 258	16 499	759	61 324	53 254	134 094
Carrying value as at 28 February 2022	1 465	100 208	242	448 440	167 620	717 975
<hr/>						
	Motor vehicles R'000	Right-of- use assets R'000	Furniture and office equipment R'000	Mine infra- structure and equipment R'000	Mineral rights in production R'000	Total R'000
30 June 2021 (Audited)						
Cost						
As at 1 July 2020	4 199	5 905	774	189 082	156 907	356 867
Additions	663	51 439	79	88 163	–	140 344
Additions (note 4.1)	–	–	–	62 233	–	62 233
Disposal	(1 139)	–	(16)	–	–	(1 155)
As at 30 June 2021	3 723	57 344	837	339 478	156 907	558 289
Accumulated depreciation						
As at 1 July 2020	2 103	1 049	457	15 730	35 230	54 569
Depreciation	591	7 892	184	18 934	–	27 601
Depreciation (note 4.1)	–	–	–	4 578	–	4 578
Depreciation (note 4.2)	–	–	–	–	9 701	9 701
Disposal	(843)	–	(7)	–	–	(850)
As at 30 June 2021	1 851	8 941	634	39 242	44 931	95 599
Carrying value as at 30 June 2021	1 872	48 403	203	300 236	111 976	462 690

7. PROPERTY, PLANT AND EQUIPMENT continued

	Motor vehicles R'000	Right-of- use assets R'000	Furniture and office equipment R'000	Mine infra- structure and equip- ment R'000	Mineral rights in production R'000	Total R'000
30 June 2020 (Audited)						
Cost						
As at 1 July 2019	2 998	–	612	144 793	–	148 403
Chrome mineral rights transferred from intangibles	–	–	–	–	156 907*	156 907
Additions	1 201	5 905	183	44 289	–	51 578
Disposal	–	–	(21)	–	–	(21)
As at 30 June 2020	4 199	5 905	774	189 082	156 907	356 867
Accumulated depreciation						
As at 1 July 2019	1 677	–	269	6 628	–	8 574
Chrome mineral rights transferred from intangibles	–	–	–	–	31 753*	31 753
Depreciation	426	1 049	197	9 102	3 477*	14 251
Disposal	–	–	(9)	–	–	(9)
As at 30 June 2020	2 103	1 049	457	15 730	35 230	54 569
Carrying value as at 30 June 2020	2 096	4 856	317	173 352	121 677	302 298

* Refer to restatement note 4.2.

During the eight-month period ended 28 February 2022, there were additions of R166,106 million (2021: R146,844 million) to the mine infrastructure and equipment. The additions relate mainly to the development of the Moeijelijk underground mine and additions to the wash plant of R4,180 million (2021: R3,552 million).

8. INVENTORY

	Eight months Reviewed 28 Feb 2022 R'000	12 months Audited 30 Jun 2021 R'000
Chrome ore	157 801	105 840
Write-off of inventory to net realisable value	(31 567)	(19 843)
Balance at the end of the period	126 234	85 997

Inventory is based on direct and indirect costs incurred in the production of chrome ore. Write-off of inventory to net realisable value arose due to lower-grade stockpiles at year-end.

9. BORROWINGS

Bauba A Hlabirwa US Dollar Loan

In March 2020, the group entered into a long-term loan agreement to finance the expansion of the underground operations. The total principal amount under the agreement is US\$5,0 million which had been fully drawn down by July 2020. The loan is repayable in 33 equal monthly instalments. Repayment commenced at the end of August 2020.

The loan is a variable rate (three-month Libor plus 6,45%), US Dollar-denominated loan which is carried at amortised cost. A loan structuring fee of US\$27,500 was payable on draw down of the first utilisation of the loan amount.

The company has considered the effects of interest rate benchmark reform and deems the effect not applicable on its future cash flows as the loan linked to the three-month LIBOR rate is expected to be fully paid up by 31 May 2023, while the last date for publication of the three-month LIBOR rate will be 30 June 2023.

Bauba A Hlabirwa mining contractor financed loan

In October 2020, a key mining contractor entered into a long-term loan agreement with a bank to finance constructed mining infrastructure and purchased equipment in order to mine the resource as per their agreement with Bauba. The total principal amount under the agreement is R82,1 million which had been fully drawn down by October 2020. The loan is repayable in 30 equal monthly instalments. Repayment commenced at the end of May 2021. Bauba must repay the contractor these exact loan instalments until the loan is fully settled. Bauba has also provided a parent guarantee and indemnity for execution of a guarantee issued by the insurer to the lender in respect of the loan. The recognition of this loan has resulted in a prior year restatement (refer to note 4).

The loan is a fixed rate (7%), Rand-denominated loan which is carried at amortised cost. A 3,25% per annum premium rate was charged by the insurer to guarantee the repayment of the loan to the lender.

Bauba Resources

In April 2021, the company entered into a long-term agreement to finance the acquisition of the remaining 52% of Nuco Chrome and for the development of Nuco Chrome's opencast operations. The total principal amount in terms of the agreement is US\$5,0 million. The loan is repayable in 30 equal monthly instalments which commenced at the end of January 2022.

The loan is a fixed rate (6,25%), US Dollar-denominated loan which is carried at amortised cost. A loan structuring fee of 5,00% and administration fee of 2,75% are also payable on the outstanding loan amount.

	Eight months Reviewed 28 Feb 2022 R'000	12 months Restated Audited 30 Jun 2021 R'000	12 months Restated Audited 30 Jun 2020 R'000
Opening balance	132 632	70 637	–
Drawdowns	52 032	24 206	68 853
Drawdowns (note 4.1)	–	79 059	–
Capital repayment	(36 878)	(37 185)	–
Finance costs paid	(7 679)	–	–
Finance cost charged	7 679	8 048	731
Structuring fee payable	1 491	–	477
Foreign exchange loss/(gain)	6 267	(12 133)	576
	155 544	132 632	70 637
Current	81 438	63 171	24 059
Non-current	74 106	69 461	46 578

A foreign exchange loss of R6,267 million (2021: gain of R12,133 million) was incurred due to the weakening of the US\$/ZAR exchange rate from 14,28 as at 30 June 2021 to 15,37 as at 28 February 2022.

10. LOANS FROM SHAREHOLDERS

In October 2019, the group entered into a loan agreement with a shareholder for an amount of R10 million repayable on 30 April 2022. The loan is a fixed rate loan that is carried at amortised cost.

In October 2020, the company entered into loan agreements with two additional shareholders for an amount of R5 million each repayable on or before 31 December 2021. The loans were unsecured variable rate loans (prime plus 2%) that were carried at amortised cost. Both loans were repaid in March 2021.

In March 2021, the company entered into a loan agreement with a shareholder for an amount of R10,5 million. The loan is unsecured, with no fixed terms of repayment and bears interest at the prime rate plus 2,0%.

An additional working capital facility was made available to Bauba by the aforementioned shareholder. The loan is subordinated, unsecured, with no fixed terms of repayment, and bears interest at 12%. The loan is subordinated in favour of other creditors. The subordination agreement is valid until 13 April 2023 or until the company's assets, fairly valued, exceed its liabilities.

	Eight months Reviewed 28 Feb 2022 R'000	12 months Restated Audited 30 Jun 2021 R'000	12 months Restated Audited 30 Jun 2020 R'000
Opening balance	20 677	10 194	–
Loan advanced	192 425	20 500	10 000
Loan repaid	(30 828)	(10 000)	–
Finance costs incurred	2 992	1 298	194
Finance costs paid	–	(1 315)	–
Closing balance	185 266	20 677	10 194
Current	10 093	20 677	194
Non-current	175 173	–	10 000

11. LEASES

The group entered into lease arrangements for the rental of mining equipment and motor vehicles (including at Nuco Chrome) and the rental of a lease area over the farm Kookfontein 265 JQ.

Leases relating to mining equipment are for a period of three years and bear interest at between 11,0% to 13,6%. Leases relating to motor vehicles are for a period of five years and bear interest at the South African prime interest rate plus 1,5%. The lease relating to the leased land is for a period of nine years and 11 months and bears interest at 4,39%. Right-of-use assets have been included as a part of property, plant and equipment.

	Reviewed 28 February 2022			
	Lease land R'000	Motor vehicles R'000	Mining equipment R'000	Total R'000
Right-of-use assets				
Balance at the beginning of the period	–	382	48 021	48 403
– additions	59 363	–	–	59 363
– depreciation	–	(133)	(7 425)	(7 558)
Balance at the end of the period	59 363	249	40 596	100 208
Lease liability				
Balance at the beginning of the period	–	458	33 130	33 588
– additions	69 998	–	–	69 998
– finance costs	2 188	88	2 553	4 829
– finance costs capitalised	(2 188)	–	–	(2 188)
– lease payments	–	(148)	(15 543)	(15 691)
Balance at the end of the period	69 998	398	20 140	90 536
Lease liability included in the statement of financial position	69 998	398	20 140	90 536
Current	7 108	114	15 811	23 033
Non-current	62 890	284	4 329	67 503

	Audited 30 June 2021		
	Motor vehicles R'000	Mining equipment R'000	Total R'000
Right-of-use assets			
Balance at the beginning of the period	489	4 367	4 856
– additions	–	48 458	48 458
– additions (note 4.1)	–	2 981	2 981
– depreciation	(107)	(7 785)	(7 892)
Balance at the end of the period	382	48 021	48 403
Lease liability			
Balance at the beginning of the period	562	4 513	5 075
– additions	–	49 015	49 015
– additions (note 4.1)	–	(8 054)	(8 054)
– finance costs	44	3 644	3 688
– lease payments	(148)	(15 988)	(16 136)
Balance at the end of the period	458	33 130	33 588
Lease liability included in the statement of financial position	458	33 130	33 588
Current	113	13 626	13 739
Non-current	345	19 504	19 849

There are no contingent payables, restrictions nor covenants imposed on these leases. Leases are all fixed-term leases with no variable portion.

12. OPERATING SEGMENTS

	Moeijelijk R'000	Kookfontein R'000	Platinum exploration R'000	Corporate R'000	Intragroup elimination R'000	Total R'000
28 February 2022 (Reviewed)						
Revenue	253 461	2 709	–	12 036	(12 036)	256 170
Loss before tax	(39 676)	(4 496)	–	(20 362)	–	(64 534)
Income tax credit	12 264	–	–	–	–	12 264
Loss after tax	(27 412)	(4 496)	–	(20 362)	–	(52 270)
Finance income	3	–	–	3 586	(3 513)	76
Finance cost	(8 738)	(1 481)	–	(6 606)	3 513	(13 312)
Depreciation	(30 311)	–	–	(8 184)	–	(38 495)
Total assets	542 207	222 531	20 161	453 663	(312 471)	926 091
Total liabilities	(473 112)	(235 655)	–	(220 492)	312 471	(616 788)
30 June 2021 (Audited)						
Revenue	277 100	–	–	13 795	(13 795)	277 100
Loss before tax	(32 490)	–	–	(4 382)	–	(36 872)
Income tax credit	5 475	–	–	–	–	5 475
Loss after tax	(27 015)	–	–	(4 382)	–	(31 397)
Finance income	590	–	–	1 208	(676)	1 122
Finance cost	(11 627)	–	–	(746)	676	(11 697)
Depreciation	(41 798)	–	–	(82)	–	(41 880)
Share of loss of associate	(519)	–	–	–	–	(519)
Total assets	585 224	–	20 161	113 818	(109 291)	609 912
Total liabilities	(362 032)	–	–	(27 238)	109 291	(279 979)

The segmental analysis is based on the Moeijelijk chrome project, Platinum Group Metals project, platinum exploration and corporate activities. All revenue was generated in South Africa, therefore no geographical segments are presented.

All revenue is derived from one external customer.

13. EARNINGS PER SHARE

	Eight months Reviewed 28 Feb 2022 R'000	12 months Restated Audited 30 Jun 2021 R'000
Basic and headline loss reconciliation		
Basic loss attributable to equity holders of the parent	(40 136)	(24 357)
Loss on disposal of assets	–	304
Headline loss	(40 136)	(24 053)
Reconciliation of weighted average number of shares		
Weighted average number of shares, before the rights issue ('000)	640 515	462 854
Bonus element of rights issue adjusted for prior periods ('000)	13 236	13 236
Rights issue 29 November 2021 ('000)	23 951	–
Weighted average number of shares, adjusted for rights issue ('000)	677 702	476 090
Basic and diluted loss per share (cents) as previously stated before the rights issue	(6,27)	(5,26)
Headline and diluted loss per share (cents) as previously stated before the rights issue	(6,27)	(5,20)
Basic and diluted loss per share (cents) as restated for the rights issue	(5,92)	(5,12)
Headline and diluted loss per share (cents) as restated for the rights issue	(5,92)	(5,05)

13. EARNINGS PER SHARE continued

Shareholders are referred to the declaration and finalisation announcements released on SENS on 2 November 2021 and 4 November 2021 wherein shareholders were advised of the company's intention to raise R33 883 881,02 from its shareholders by way of a claw-back offer in terms of which, as contemplated in the circular dated 8 November 2021, Bauba offered a total of 109 302 842 new Bauba shares (claw-back offer shares) at a subscription price of R0,31 per claw-back offer share in the ratio of 17,06485 claw-back offer shares for every 100 shares held at the close of business on the initial record date for the claw-back offer, being Friday, 12 November 2021.

Headline earnings per share has been calculated in accordance with the SAICA Circular 1/2021, entitled Headline Earnings which forms part of the JSE Listings Requirements.

14. ACQUISITION OF SUBSIDIARY (NUCO CHROME)

Baubu purchased a 74% shareholding in Nuco Chrome Bophuthatswana Proprietary Limited.

	30 Jun 2021 R'000
Net liabilities of Nuco Chrome at acquisition date	(8 629)
ASSETS	
Intangible assets	19 543
Property, plant and equipment	2 213
Trade and other receivables	552
Cash and cash equivalents	611
Total assets	22 919
LIABILITIES	
Loan from shareholder	(15 795)
Other financial liabilities	(12 762)
Payables	(2 991)
Total liabilities	(31 548)
EQUITY	
Share capital	-
Accumulated loss	(8 629)
Total equity	(8 629)
Amount paid	
- June 2019 (22% shareholding)	10 000
- July 2021 (additional 52% shareholding)	50 000
Net loss of Nuco Chrome at acquisition	(8 629)
Non-controlling interest at acquisition	(2 244)

15. GOING CONCERN

Current liabilities exceed the current assets by R87,8 million (2021: R50,2 million) putting pressure on the liquidity of the company.

The cash flow forecast prepared by Bauba management, based on current available information, indicates that the group will have funds available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

As is common with many junior exploration and mining companies, the group raises capital for exploration and other projects as and when required. There can be no assurance that the group's projects will be fully developed in accordance with current plans or completed on time or to budget. Future work on the development of these projects may be adversely affected by factors outside the control of the group as the group's operating results are subject to changes in the average chrome price and US Dollar exchange rate. The market price of 42% chrome concentrate increased from US\$157,50 (China CIF) at the beginning of the financial period to US\$207,50 (China CIF) at the end of the financial period. The current market price is US\$275,00 (China CIF) at end April 2022, while the US\$/ZAR exchange rate has remained relatively flat from 15,90 at the end of the financial period to 15,40 at end April 2022. If the chrome price drops below end June 2021 levels for an extended period, or if the US\$/ZAR exchange rate strengthens significantly, it could cause a material uncertainty for the group to meet its obligations as they fall due and on its ability to continue as a going concern.

To the extent necessary, controlling shareholders have provided an indication of sufficient financial assistance to assure liquidity, where necessary, on Bauba's part.

The directors have, subject to the aforesaid caveats, a reasonable expectation that the group will have adequate resources to continue in operational existence for at least the next 12 months from the reporting date.

16. SUBSEQUENT EVENTS

Raubex Proprietary Limited (Raubex) has acquired a beneficial interest in additional Bauba shares such that Raubex now holds and/or controls the voting rights in respect of an aggregate number of 382 881 113 shares, being circa 51% of the issued share capital. Consequently, Raubex was obliged to make a mandatory offer in terms of section 123 of the Companies Act (read with section 117 of the Companies Act and regulation 86 of the Takeover Regulations) as Raubex is in a position to exercise more than 35% of the voting rights attaching to the shares.

The closing date of the mandatory offer is Friday, 27 May 2022.

13 May 2022
Johannesburg

CORPORATE INFORMATION

Nature of business

Exploration and mining of mineral resources
Registration number: 1986/004649/06
Country of incorporation: Republic of South Africa
Share code: BAU
ISIN code: ZAE000145686
Bauba or the company or the group

Registered address

50 Tegel Avenue, Highgrove Office Park
Building 11, Highveld, Centurion, 0157
South Africa
Telephone: +27 (0) 11 699 5720
Fax: +27 (0) 11 388 3962
Email: info@bauba.co.za
web: www.baubaresources.co.za

Postal address

PO Box 71036
Bryanston, 2021

Directors

Non-executive

S Edwards (*Chairperson*)*
Dr NM Phosa*
T Baring
R Shedlock
J Wessels
J Le Roux#
E Nel*
G Baumgarten#
T Jordaan

* *Independent*

Alternate

Executive

JA Knowlden (*CEO*)
DFB Nelson (*Financial director*)

Company secretary

Merchantec Proprietary Limited
Email: bauba@acorim.co.za

Transfer secretaries

Computershare Investor Services
Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196
Private Bag X9000
Saxonwold, 2132
Telephone: +27 (0) 11 370 5000

Sponsor

Merchantec Capital

Auditor

BDO South Africa Incorporated

Attorneys

Tabacks Legal Advisors
Webber Wentzel

Banker

Nedbank Limited

SECTION 124: COMPULSORY ACQUISITIONS AND SQUEEZE OUTS

- (1) If, within four months after the date of an offer for the acquisition of any class of securities of a regulated company, that offer has been accepted by the holders of at least 90 percent of that class of securities, other than any such securities held before the offer by the offeror, a related or inter-related person, or persons acting in concert, or a nominee or subsidiary of any such person or persons:
 - (a) within two further months, the offeror may notify the holders of the remaining securities of the class, in the prescribed manner and form:
 - (i) that the offer has been accepted to that extent; and
 - (ii) that the offeror desires to acquire all remaining securities of that class; and
 - (b) subject to subsection (2), after giving notice in terms of paragraph (a), the offeror is entitled, and bound, to acquire the securities concerned on the same terms that applied to securities whose holders accepted the original offer.
- (2) Within 30 business days after receiving a notice in terms of subsection (1)(a), a person may apply to a court for an order:
 - (a) that the offeror is not entitled to acquire the applicant's securities of that class; or
 - (b) imposing conditions of acquisition different from those of the original offer.
- (3) If an offer to acquire the securities of a particular class has not been accepted to the extent contemplated in subsection (1):
 - (a) the offeror may apply to a court for an order authorising the offeror to give a notice contemplated in subsection (1)(a); and
 - (b) the court may make the order applied for, if:
 - (i) after making reasonable enquiries, the offeror has been unable to trace one or more of the persons holding securities to which the offer relates;
 - (ii) by virtue of acceptances of the original offer, the securities that are the subject of the application, together with the securities held by the person or persons referred to in subparagraph (i), amount to not less than the minimum specified in subsection (1);
 - (iii) the consideration offered is fair and reasonable; and
 - (iv) the court is satisfied that it is just and equitable to make the order, having regard, in particular, to the number of holders of securities who have been traced but who have not accepted the offer.
- (4) If an offer for the acquisition of any class of securities of a regulated company has resulted in the acquisition by the offeror or a nominee or subsidiary of the offeror, or a related or inter-related person of any of them, individually or in aggregate, of sufficient securities of that class such that, together with any other securities of that class already held by that person, or those persons in aggregate, they then hold at least 90 percent of the securities of that class:
 - (a) the offeror must notify the holders of the remaining securities of the class that the offer has been accepted to that extent;
 - (b) within three months after receiving a notice in terms of paragraph (a), a person may demand that the offeror acquire all of the person's securities of the class concerned; and
 - (c) after receiving a demand in terms of paragraph (b), the offeror is entitled, and bound, to acquire the securities concerned on the same terms that applied to securities whose holders accepted the original offer.
- (5) If an offeror has given notice in terms of subsection (1), and no order has been made in terms of subsection (3), or if the offeror has received a demand in terms of subsection (4)(b):
 - (a) six weeks after the date on which the notice was given or, if an application to a court is then pending, after the application has been disposed of, or after the date on which the demand was received, as the case may be, the offeror must:
 - (i) transmit a copy of the notice to the regulated company whose securities are the subject of the offer, together with an instrument of transfer, executed on behalf of the holder of those securities by any person appointed by the offeror; and
 - (ii) pay or transfer to that company the consideration representing the price payable by the offeror for the securities concerned,
 - (b) subject to the payment of prescribed fees or duties, the company must thereupon register the offeror as the holder of those securities.

- (6) An instrument of transfer contemplated in subsection (5) is not required for any securities for which a share warrant is for the time being outstanding.
- (7) A regulated company must deposit any consideration received under this section into a separate interest bearing bank account with a banking institution registered under the Banks Act and, subject to subsection (8), those deposits must be:
 - (a) held in trust by the company for the person entitled to the securities in respect of which the consideration was received; and
 - (b) paid on demand to the person contemplated in paragraph (a), with interest to the date of payment.
- (8) If a person contemplated in subsection (7)(a) fails for more than three years to demand payment of an amount held in terms of that paragraph, the amount, together with any accumulated interest, must be paid to the benefit of the Guardian's Fund of the Master of the High Court, to be held and dealt with in accordance with the rules of that Fund.
- (9) In this section any reference to a "holder of securities who has not accepted the offer" includes any holder who has failed or refused to transfer their securities to the offeror in accordance with the offer.



BAUBA RESOURCES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1986/004649/06)
Share code: BAU ISIN: ZAE000145686
("Bauba")

NOTICE OF GENERAL MEETING ("NOTICE")

If you are in any doubt as to what action you should take in respect of the General Meeting and/or the Delisting Resolution, please consult your CSDP, Broker, banker, legal advisor, accountant, other financial intermediary or other professional advisor immediately.

All terms used in this Notice shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Notice is attached.

Shareholders are reminded that:

- a Shareholder entitled to attend and participate at the General Meeting is entitled to appoint a proxy to attend and participate in its stead at the General Meeting in the place of that Shareholder, and Shareholders are referred to the attached Form of Proxy (*yellow*) in this regard;
- a proxy need not also be a Shareholder; and
- in terms of section 63(1) of the Companies Act, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification, and the chairperson must be reasonably satisfied that the right of any person to attend and participate in (whether as shareholder or as proxy for a shareholder) has been reasonably verified.

Notice is hereby given that a meeting of the Shareholders, as at the Voting Record Date of Friday, 29 July 2022, will be held entirely by electronic communication at 10:00 on Thursday, 4 August 2022 (or any adjourned or postponed date determined in accordance with the provisions of section 64(11) of the Companies Act and the Listings Requirements) to consider and, if deemed fit, pass, with or without modification, the Delisting Resolution set out in this Notice. Accordingly, the Last Day to Trade in order to be recorded in the Register to attend and participate at the General Meeting is Tuesday, 26 July 2022.

ORDINARY RESOLUTION NUMBER 1 – APPROVAL FOR THE DELISTING IN TERMS OF PARAGRAPHS 1.15 AND 1.16 OF THE LISTINGS REQUIREMENTS

"**Resolved that** the listing of all Shares on the JSE be terminated with effect from Tuesday, 23 August 2022, or such other date as the JSE may determine."

Voting requirement

In order for Ordinary Resolution number 1 to be passed the support of at least 75% of all of the voting rights exercised on the resolution by the Shareholders (eligible to vote) present in person or represented by proxy at the General Meeting, excluding the offeror, its associates and any party acting in concert. Accordingly, Raubex (and its 'associates', as defined in the Listings Requirements) are not allowed to vote on this Ordinary Resolution number 1.

Explanatory note

Ordinary Resolution number 1 is required to authorise Bauba to make application to the JSE to delist the Shares from the main board of the JSE in terms of paragraphs 1.15 and 1.16 of the Listings Requirements.

QUORUM

The General Meeting may not begin until sufficient persons are present (in person or represented by proxy) at the General Meeting to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the General Meeting. A matter to be decided at the General Meeting may not begin to be considered unless sufficient persons are present at the meeting (in person or represented by proxy) to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda.

In addition, a quorum shall consist of at least three Shareholders personally present or represented by proxy (and if the Shareholder is a body corporate, it must be represented) and entitled to vote at the General Meeting on matters to be decided by the Shareholders.

By order of the Board

Jonathan Knowlden

CEO and executive Director

Johannesburg

Wednesday, 6 July 2022

Business address and registered offices

50 Tegel Avenue

Building 11, Highgrove Office Park

Highveld

Centurion, South Africa

0157

(PO Box 71036, Bryanston, South Africa, 2021)

Transfer Secretaries

Computershare Investor Services Proprietary Limited

(Registration number: 2004/003647/07)

Rosebank Towers

15 Biermann Avenue

Rosebank, South Africa

2196

(Private Bag X9000, Saxonwold, South Africa, 2132)



BAUBA RESOURCES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1986/004649/06)
Share code: BAU ISIN: ZAE000145686
("Bauba")

FORM OF PROXY (YELLOW) ("FORM")

All terms used in this Form shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Form is attached.

For use by Certificated Shareholders and Dematerialised Shareholders who have selected Own-Name Registration, registered as such at the close of business on the Voting Record Date, at the General Meeting to be held virtually at 10:00 on Thursday, 4 August 2022 (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act and article 21.1 of the Bauba MOI, read with the Listings Requirements) to consider and, if deemed fit, pass, with or without modification, the Delisting Resolution set out in the Notice of General Meeting.

It is recommended that you complete this Form in accordance with the instructions contained herein and ensure that it is received by the Transfer Secretaries, for administrative purposes, by no later than 10:00 on Tuesday, 2 August 2022 before the General Meeting that is to be held entirely by electronic communication at 10:00 on Thursday, 4 August 2022 (or any adjourned or postponed date in accordance with the provisions of section 64(11) of the Companies Act and article 21.1 of the Bauba MOI, read with the Listings Requirements) to consider and, if deemed fit, pass, with or without modification, the Delisting Resolution set out in the Notice of General Meeting. Should this Form not be delivered to the Transfer Secretaries by this time, you will be required to provide a copy of this Form to the chairperson of the General Meeting by emailing it to the Transfer Secretaries at proxy@computershare.co.za before the appointed proxy exercises any of the Shareholder's rights at the General Meeting (or any postponement or adjournment thereof).

Dematerialised Shareholders who have not selected Own-Name Registration must inform their CSDP or Broker timeously of their intention to attend and participate at the General Meeting or be represented by proxy thereat in order for the CSDP or Broker to issue them with the necessary letter of representation to do so or provide the CSDP or Broker timeously with their voting instructions should they not wish to attend and participate at the General Meeting in order for the CSDP or Broker to vote in accordance with their instructions at the General Meeting. Letters of representation must be lodged with the Transfer Secretaries by the commencement of the General Meeting (including any adjournment or postponement thereof). Such Dematerialised Shareholders must not use this Form.

I/We

(full name/s in **BLOCK LETTERS**)

of (address)

being the holder of _____ Shares in the share capital of Bauba, do hereby appoint (*see note 4*):

1. _____ or failing him
2. _____ or failing him
3. the chairperson of the General Meeting,

as my/our proxy to attend and participate for me/us on my/our behalf at the General Meeting (or any postponement or adjournment thereof) for purposes of considering and, if deemed fit, passing, with or without modification, the Delisting Resolution to be proposed thereat and at each postponement or adjournment thereof and to vote for and/or against the Delisting Resolution and/or abstain from voting in respect of the Shares registered in my/our name/s. In accordance with the following instruction and otherwise in accordance with the Companies Act, the Bauba MOI and the terms of the attached notes:

Please indicate with an "X" in the appropriate space below how you wish your vote to be cast. Unless this is done the proxy (if not the chairperson of the General Meeting) shall be entitled to vote or abstain from voting as he thinks fit, provided that if the proxy is the chairperson of the General Meeting, he shall be deemed to be instructed to vote in favour of the Delisting Resolution set out in the Notice of General Meeting to which this Form is attached, in respect of all Shares held by the Shareholder:

	Number of votes		
	For	Against	Abstain
Ordinary Resolution number 1 Delisting of Shares from the JSE in terms of paragraphs 1.15 and 1.16 of the Listings Requirements			

Signed at _____ on _____ 2022

Signature _____

Capacity of signatory (where applicable) _____

Note: Authority of signatory to be attached (see notes 8 and 9 below)

Assisted by (where applicable) _____

Capacity of signatory _____

Telephone number () _____

Cell phone number _____

A Shareholder entitled to attend and participate at the General Meeting is entitled to appoint a proxy to attend and participate at the General Meeting (including any postponement or adjournment thereof). A proxy need not be a Shareholder.

Summary of the rights established in terms of section 58 of the Companies Act

For purposes of this summary, the term “shareholder” shall have the meaning ascribed thereto in section 57(1) of the Companies Act.

In terms of section 58 of the Companies Act:

- at any time, a shareholder of a company is entitled to appoint an individual, including an individual who is not a shareholder of that company, as a proxy, to participate in, speak and vote at, a shareholders’ meeting on behalf of the shareholder;
- a proxy appointment must be in writing, dated and signed by the relevant shareholder, and such proxy appointment remains valid for one year after the date upon which the proxy was signed, or any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in section 58(4)(c) of the Companies Act or expires earlier as contemplated in section 58(8)(d) of the Companies Act;
- except to the extent that a company’s memorandum of incorporation provides otherwise:
 - a shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder;
 - a proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
 - a copy of the instrument appointing a proxy must be delivered to the relevant company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders’ meeting;
- irrespective of the form of instrument used to appoint a proxy, the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company;
- unless the proxy appointment expressly states otherwise, the appointment of a proxy is revocable. If the appointment of a proxy is revocable, a shareholder may revoke the proxy appointment 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 the company;
- the revocation of a proxy appointment constitutes a complete and final cancellation of the proxy’s authority to act on behalf of the relevant shareholder as of the later of the date: (a) stated in the revocation instrument, if any; or (b) upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Companies Act;
- if the instrument appointing a proxy has been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the relevant company’s memorandum of incorporation to be delivered by such company to the shareholder, must be delivered by such company to the shareholder, or to the proxy, if the shareholder has directed the relevant company to do so in writing and paid any reasonable fee charged by the company for doing so;

- a proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the memorandum of incorporation, or the instrument appointing the proxy provide otherwise;
- if a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:
 - such invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
 - the invitation, or form of instrument supplied by the relevant company, must: (a) bear a reasonably prominent summary of the rights established in section 58 of the Companies Act; (b) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by such shareholder; and (c) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour or against the applicable resolution/s to be put at the relevant meeting, or is to abstain from voting;
 - the company must not require that the proxy appointment be made irrevocable; and
 - the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.

Notes

1. Every Shareholder present in person or by proxy and entitled to attend and participate at the General Meeting shall in the event of a poll be entitled to one vote in respect of each Share held by him.
2. The Form must only be used by Certificated Shareholders or Dematerialised Shareholders with Own-Name Registration.
3. All other beneficial owners who have Dematerialised their Shares through a CSDP or Broker and wish to attend the General Meeting must provide their CSDP or Broker with their voting instructions in terms of the relevant agreement entered into between them and the CSDP or Broker, as the case may be.
4. A Shareholder may insert the name of its proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided overleaf, with or without deleting "*the chairperson of the General Meeting*", but any such deletion must be initialled by the Shareholder. Should this space be left blank, the chairperson of the General Meeting will exercise the proxy. The person whose name appears first on the Form and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
5. A Shareholder's voting 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 space provided. If an "X" has been inserted in the block to the Delisting Resolution, it will indicate the voting of all the Shares held by the Shareholder concerned. Failure to do this shall be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting, as he thinks fit in respect of all the Shareholder's exercisable votes. A Shareholder or his proxy is not obliged to use all the votes exercisable by his proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the Shareholder or by his proxy.
6. A minor or any person under incapacity must be assisted by his parent or guardian, as applicable, unless the relevant documents establishing his legal capacity are produced or have been registered by the Transfer Secretaries.
7. The completed Form or the power of attorney, or other authority, must be lodged with the Transfer Secretaries at:

Computershare Investor Services Proprietary Limited

Rosebank Towers
 15 Biermann Avenue
 Rosebank, South Africa
 2196

or posted or emailed to:

Private Bag X9000, Saxonwold, 2132
 Email: proxy@computershare.co.za,

and is required to be delivered, for administrative purposes, to the Transfer Secretaries on or before 10:00 on Tuesday, 2 August 2022 (excluding Saturdays, Sundays and gazetted, national public holidays in South Africa) (or such lesser period as the Directors may determine in relation to any particular meeting) before the time appointed for the holding of the General Meeting (including an postponed or adjourned meeting), or in the case of a poll, not less than 24 hours (or such lesser period determined as aforesaid in relation to the particular poll) before the time appointed for taking the poll. Should the Form not be delivered to the Transfer Secretaries by this time, you will be required to furnish a copy of such Form to the chairperson of the General Meeting by emailing it to the Transfer Secretaries at proxy@computershare.co.za before the appointed proxy exercises any of the Shareholder's rights at the General Meeting (or any postponement or adjournment thereof).

8. Documentary evidence establishing the authority of a person signing this Form in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate etc.) must be attached to this Form unless previously recorded by the Transfer Secretaries or waived by the chairperson of the General Meeting.
9. Where this Form is signed under power of attorney, such power of attorney must accompany this Form, unless previously recorded by the Transfer Secretaries or waived by the chairperson of the General Meeting.
10. The completion and lodging of this Form shall not preclude the relevant Shareholder from attending and participating at the General Meeting (including any postponement or adjournment thereof) to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
11. The completion of any blank spaces overleaf need not be initialled. Any alterations or corrections to this Form other than the deletion of alternatives must be initialled by the signatory/ies.
12. The chairperson of the General Meeting may reject or accept any Form which is completed other than in accordance with these instructions provided that he is satisfied as to the manner in which a Shareholder wishes to vote.
13. Where there are joint holders of Shares:
 1. any one holder may sign the Form;
 2. the vote/s of the senior Shareholder (for that purpose seniority will be determined by the order in which the names of Shareholders appear in the Register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote/s of the other joint Shareholder/s.
14. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given, provided that no notification in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by Bauba at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.



BAUBA RESOURCES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1986/004649/06)
Share code: BAU ISIN: ZAE000145686
("Bauba")

FORM OF ACCEPTANCE AND TRANSFER (*BLUE*) ("FORM")

THIS FORM IS FOR USE BY CERTIFICATED SHAREHOLDERS ONLY

All terms used in this Form shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Form is attached.

Important notes concerning this Form:

- this Form is attached for the convenience of Certificated Shareholders who wish to accept the Offer and tender their Shares in terms of the Offer;
- if you have any queries in relation to the action required by Certificated Shareholders, please contact the Transfer Secretaries' helpdesk via email at corporate.events@computershare.co.za or telephonically on 0861 100 634 if calling from within South Africa and on +27 11 370 5000 if calling from outside of South Africa; and
- if you are in any doubt about the action to be taken, you should consult your CSDP, Broker, banker, legal advisor, accountant, other financial intermediary or other professional advisor immediately.

Full details of the Offer are contained in the Circular to which this Form is attached.

HOLDERS OF DEMATERIALISED SHARES MUST NOT COMPLETE THIS FORM.

INSTRUCTIONS

1. A separate Form is required for each Certificated Shareholder.
2. **Part A** must be completed by all Certificated Shareholders who wish to accept the Offer.
3. **Part B** must be completed by all Certificated Shareholders who wish to accept the Offer and who emigrated from the Common Monetary Area on or before 28 February 2021 and whose Shares are controlled in terms of the Exchange Control Regulations by an Authorised Dealer (*refer to note 3 below*).
4. **Part C** must be completed by all Certificated Shareholders who wish to accept the Offer and who are non-residents of the Common Monetary Area or who are emigrants whose Shares are not controlled in terms of the Exchange Control Regulations and wish for the Offer Consideration to be paid to an Authorised Dealer.
5. **Part D** must be completed by all Certificated Shareholders who completed **Part A** and who wish to receive the Offer Consideration by way of EFT.
6. The completed Form and the Documents of Title in respect of the Shares tendered must be returned to the Transfer Secretaries, so as to be received by not later than 12:00 on the Closing Date.
7. Once this Form is received by the Transfer Secretaries, your acceptance of the Offer will be final, and you may not withdraw your acceptance unless expressly permitted by the Takeover Regulations.
8. If you do not validly accept the Offer by 12:00 on the Closing Date, you will be deemed to have declined the Offer. Late acceptances may be accepted or rejected at Bauba's and/or Raubex's absolute and sole discretion.

9. If this Form is returned with the relevant Documents of Title to the Shares, it will be treated as a conditional surrender which is made subject to the TRP having issued a Compliance Certificate in respect of the Offer. In the event of the TRP being approached for, but being unable or unwilling to issue, a Compliance Certificate in respect of the Offer (for whatever reason), the Transfer Secretaries will, by not later than five Business Days after the date upon which it becomes known that the TRP will not issue a Compliance Certificate in respect of the Offer, return the Documents of Title to the Shareholders concerned, by registered post, at the risk of such Shareholders.
10. Persons who have acquired Shares after the date of issue of the Circular to which this Form is attached, may obtain copies of the Form and the Circular from the Transfer Secretaries.
11. **The Offer Consideration will not be delivered and/or paid to Certificated Offer Participants unless and until Documents of Title in respect of the relevant Shares have been surrendered to the Transfer Secretaries.**

To: Transfer Secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg, South Africa
2196
(Private Bag X3000, Saxonwold, South Africa, 2132)
corporate.events@computershare.co.za

Dear Sirs

PART A: TO BE COMPLETED BY ALL CERTIFICATED SHAREHOLDERS WHO RETURN THIS FORM.

I/We, the undersigned Offer Participant wish to accept the Offer in respect of _____ Shares held be me/us and I/we hereby surrender and enclose the undermentioned Documents of Title attached hereto, representing all the Shares, registered in my/our name and authorise the Transfer Secretaries to register the surrender of these Shares into the name of Raubex as follows:

Name of Shareholder	Certificate number/s (in numerical order)	Number of Shares covered by each certificate enclosed
Total		

Name in full: _____

Title (Mr., Mrs, Miss, Ms., etc.): _____

Address in South Africa: _____

Telephone number: _____

Email address: _____

Account number/Investor Code (IVC): _____

Name of juristic person/name of trust together with the name of each trustee:

Identify number/registration number/Master's reference number and identify numbers of each trustee:

Signature of Offer Participant	Stamp and address of agent lodging this Form (if any)
Assisted by me (if applicable):	
(State full name and capacity):	
Date:	
Telephone number (Home): ()	
Telephone number (Work): ()	
Cell phone number:	

Notes:

In order to comply with the Financial Intelligence Centre Act, No. 38 of 2001, as amended ("FICA"), the Transfer Secretaries will be unable to record any change of address unless the following documentation is received:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number. If you do not have one, please submit this in writing and have the letter signed by a Commissioner of Oaths; and
- an original or original certified copy of a service bill to verify your residential address.

PART B: TO BE COMPLETED BY ALL SHAREHOLDERS WHO ARE EMIGRANTS FROM THE COMMON MONETARY AREA AND WHOSE SHARES ARE CONTROLLED IN TERMS OF THE EXCHANGE CONTROL REGULATIONS

The Offer Consideration will be transferred (at the risk of the Certificated Shareholders) to the Authorised Dealer nominated by the Certificated Shareholders below for its control and credited to the emigrant's capital account. Accordingly, non-residents who are emigrants must provide the following information:

Name of Authorised Dealer:	Stamp and address of agent lodging this Form (if any)
Account number:	
Address:	
Signature of Authorised Dealer:	

If emigrants make no nomination above Bauba (or any third party nominated by Bauba for this purpose, which may include the Transfer Secretaries) will hold the Offer Consideration in trust for the benefit of the emigrants concerned (until a written instruction is received as to the disposal of such amount) for a maximum period of five years, after which such funds shall be paid over to the Guardian's Fund of the Master of the High Court of South Africa.

PART C: TO BE COMPLETED BY SHAREHOLDERS WHO ARE NON-RESIDENTS OF THE COMMON MONETARY AREA OR EMIGRANTS WHOSE SHARES ARE NOT CONTROLLED IN TERMS OF THE EXCHANGE CONTROL REGULATIONS AND WHO WISH TO HAVE THE OFFER CONSIDERATION PAID TO AN AUTHORISED DEALER

The Offer Consideration due to Shareholders who have registered addresses outside South Africa (other than Shareholders who are emigrants from the Common Monetary Area and whose Shares have not been released) and whose share certificates are endorsed non-resident will be posted to the relevant Shareholder, unless that Shareholder nominates an Authorised Dealer to which such Offer Consideration should be paid:

Name of Authorised Dealer:	Stamp and address of agent lodging this Form (if any)
Account number:	
Address:	
Signature of Authorised Dealer:	

PART D: TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS WHO ELECT TO RECEIVE THE OFFER CONSIDERATION BY WAY OF EFT.

To be completed in BLOCK CAPITALS by Certificated Shareholders wishing to receive payment of the Offer Consideration comprising in cash by means of EFT.

I/We, being a holder/s of Shares hereby request that the Offer Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third-party accounts): _____

Bank name: _____

Branch name: _____

Branch code: _____

Account number: _____

Swift number: _____

IBAN number: _____

Signature of Shareholder:

Assisted by me (if applicable): _____

(State full name and capacity): _____

Date: _____

Tel (Home): () Tel (Work): () Cell phone: _____

In terms of FICA, the Transfer Secretaries will only be able to record the bank details if certified true copies of the Shareholder's identity document and bank statement or account confirmation letter are submitted with this Form.

Bauba and/or the Transfer Secretaries undertake no responsibility for verification of the banking details provided above nor for the authenticity of the signature above. Certificated Shareholders warrant the correctness of the above banking details and indemnify and hold Bauba and the Transfer Secretaries harmless against any loss for funds having been paid into the account, details of which have been provided above.

In the case of Certificated Shareholders who fail to provide updated and valid bank details: the Offer Consideration will be paid into the bank account of such Certificated Shareholder on record with Bauba, at the risk of such Certificated Shareholder.

Notes:

1. Offer Participants should consult their professional advisors in case of doubt as to the correct completion of this Form.
2. Emigrants from the Common Monetary Area who emigrated on or before 28 February 2021 and that obtained a MP336(b) form that was attested by an Authorised Dealer must, in addition to **Part A**, also complete **Part B**. If **Part B** is not properly completed, the Offer Consideration will be held in trust by Bauba or the Transfer Secretaries pending receipt of the necessary nomination or instruction. No interest will accrue or be paid on any Offer Consideration so held in trust.
3. All other non-residents of the Common Monetary Area must complete **Part C** if they wish the Offer Consideration to be paid to an Authorised Dealer in South Africa.
4. No receipts will be issued for documents lodged unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts, if required. Signatories may be called upon for evidence of their authority or capacity to sign this Form.
5. Persons who are emigrants from the Common Monetary Area should nominate the Authorised Dealer in foreign exchange in South Africa which has control of their remaining assets in **Part B** of this Form. Failing such nomination, the Offer Consideration due to such Offer Participants in accordance with the provisions of the Offer will be held by Bauba or the Transfer Secretaries, pending instructions from the Offer Participants concerned.
6. If this Form is not signed by the Offer Participant, the Offer Participant will be deemed to have irrevocably appointed the Transfer Secretaries to implement the Offer Participant's obligations under the Offer on his behalf.
7. Any alteration to this Form must be signed in full and not initialled.
8. If this Form is signed under a power of attorney, then such power of attorney, or a notarial certified copy thereof, must be sent with this Form for noting (unless it has already been noted by Bauba or the Transfer Secretaries).
9. Where the Offer Participant is a company or a close corporation, unless it has already been registered with Bauba or the Transfer Secretaries, a certified copy of the directors' or members' resolution authorising the signing of this Form must be submitted if so requested by Bauba.
10. A minor must be assisted by his parent or guardian, unless the relevant documents establishing his legal capacity are produced or have been registered by the Transfer Secretaries.
11. Where there are any joint holders of any Shares, only that holder whose name stands first in the Register in respect of such Shares need sign this Form.
12. Notes 8, 9 and 10 do not apply in the event of this form bearing a JSE Broker's stamp.
13. Applications under this Form are irrevocable and may not be withdrawn once submitted.



BAUBA RESOURCES LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1986/004649/06)
Share code: BAU ISIN: ZAE000145686
("Bauba")

ELECTRONIC PARTICIPATION FORM (*PINK*) ("FORM")

All terms used in this Form shall, unless the context otherwise requires or they are otherwise defined herein, have the meanings attributed to them in the Circular to which this Form is attached.

ELECTRONIC PARTICIPATION IN THE GENERAL MEETING TO BE HELD AT 10:00 ON THURSDAY, 4 AUGUST 2022

- The General Meeting will be hosted on an interactive electronic platform, in order to facilitate remote attendance and participation by Shareholders.
- Shareholders or their proxies or representatives who wish to participate in the General Meeting via electronic communication must apply to the Transfer Secretaries via email to proxy@computershare.co.za as soon as possible, but in any event by no later than 10:00 on Tuesday, 2 August 2022.
- Shareholders who have Dematerialised their Shares, other than those Dematerialised Shareholders with Own-Name Registration, should contact their CSDP or Broker in the manner and time stipulated in their agreement with their CSDP or Broker:
 - to furnish them with their voting instructions; and
 - in the event that they wish to attend and participate at the General Meeting or appoint a proxy, to obtain the necessary authority to do so.
- Shareholders who are unable to attend the General Meeting are strongly encouraged to submit votes by proxy in advance of the General Meeting, by completing the Form of Proxy (*yellow*) in terms of the instructions contained therein and lodging it, together with this Form, with the Transfer Secretaries.
- Each Shareholder, who has complied with the requirements of this Form, will be contacted by the Company Secretary by no later than Wednesday, 3 August 2022 via email/mobile with a unique link to allow them to participate in the electronic General Meeting.
- The cost of the Offer Participant's phone call or data usage will be at his own expense and will be billed separately by his own telephone service provider.
- The Offer Participant's unique access credentials will be forwarded to the email/cell number provided below.

APPLICATION FORM

Name and surname of Shareholder: _____

Name and surname of Shareholder representative (*if applicable*): _____

Identity number of Shareholder or representative: _____

Email address: _____

Mobile number: _____

Telephone number: _____

Name of CSDP or Broker (*if Shares are held in Dematerialised format*): _____

SCA number/Broker account number or own name account number: _____

Number of Shares: _____

Signature: _____

Date: _____

TERMS AND CONDITIONS FOR PARTICIPATION AT THE GENERAL MEETING TO BE HELD AT 10:00 ON THURSDAY, 4 AUGUST 2022 VIA ELECTRONIC COMMUNICATION

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the General Meeting is for the expense of the Offer Participant and will be billed separately by the Offer Participant's own telephone service provider.
- The Offer Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and that he will have no claim against Bauba, Raubex, the Transfer Secretaries, the JSE, the Company Secretary and/or third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the General Meeting. In order to ensure that all votes are taken into account, Offer Participants are encouraged to submit a completed Form of Proxy (*yellow*) or provide their CSDP or Broker with their voting instructions, as the case may be.
- Shareholders who are unable to attend the General Meeting are strongly encouraged to submit votes by proxy in advance of the General Meeting, by completing the Form of Proxy (*yellow*) in terms of the instructions contained therein and lodging it, together with this Form, with the Transfer Secretaries.
- Once the Offer Participant has received the link, the onus to safeguard this information remains with the Offer Participant.
- The application will only be deemed successful if this Form has been fully completed and signed by the Offer Participant and delivered or emailed to the Transfer Secretaries at proxy@computershare.co.za prior to the commencement of the General Meeting, together with proof of identification.

Shareholder name: _____

Signature: _____

Date: _____

Important: You are required to attach a copy of your identity document/driver's licence/passport when submitting the application. In addition, in respect of any Shareholder who is a juristic person, you must also submit copies of registration documents together with the authorising resolution authorising you as the representative of such Shareholder at the General Meeting.



www.baubaresources.co.za