

# Anooraq Resources Corporation

Management Discussion and Analysis of Financial Condition and Results of Operations for the period ended 30 June 2010

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## 1.1 Date

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited interim condensed consolidated financial statements for the six months ended 30 June 2010 and the annual consolidated financial statements of Anooraq Resources Corporation for the year ended 31 December 2009 which are publicly available on SEDAR at [www.sedar.com](http://www.sedar.com).

As of 1 January 2009, Anooraq Resources Corporation adopted International Financial Reporting Standards ("IFRS") and the following disclosure, as well as its associated interim condensed consolidated financial statements, has been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

**This MD&A is prepared as of 5 August 2010.**

**All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.**

This discussion includes certain statements that may be deemed "forward looking statements". All statements in this MD&A, other than statements of historical facts, that address potential acquisitions, future production, reserve potential, exploration drilling, exploitation activities and events or developments that Anooraq expects are forward looking statements. Anooraq believes that such forward looking statements are based on material factors and reasonable assumptions, including assumptions that: the Bokoni Platinum Mine will continue to achieve production levels similar to previous years; and the Ga-Phasha and Platreef Projects exploration results will continue to be positive, contracted parties provide goods and/or services on the agreed timeframes, that equipment necessary for construction and development is available as scheduled and does not incur unforeseen breakdowns, that no labour shortages or delays are incurred, that plant and equipment functions as specified, that geological or financial parameters do not necessitate future mine plan changes, and that no geological or technical problems occur. Factors that could cause actual results to differ materially from those in forward looking statements include fluctuations in market prices, the levels of exploitation and exploration successes, changes in and the effect of government policies with respect to mining and natural resource exploration and exploitation and continued availability of capital and financing, general economic, market or business conditions, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes, industrial unrest and strikes, political instability, insurrection or war, the effect of HIV/AIDS on labour force availability and turnover, and delays in obtaining government approvals. Investors are therefore cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward looking statements. Anooraq undertakes no obligation to update these forward-looking statements except as required by law.

### **Cautionary Note to Investors Concerning Estimates of Measured and Indicated Resources**

This MD&A uses the terms "measured resources" and "indicated resources". Anooraq advises investors that while those terms are recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize them. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Investors should refer to our Annual Report on Form 20-F available at <http://www.sec.gov/edgar.shtml>.

### **Cautionary Note to Investors Concerning Estimates of Inferred Resources**

This MD&A uses the term "inferred resources". The Group advises investors that while this term is recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize it. "Inferred resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of economic studies, except in rare cases. Investors are cautioned not to assume that any part or all of an inferred resource exists, or is economically or legally mineable.

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## 1.2 Overview

Anooraq Resources Corporation (“Anooraq” or “the Company” or “the Group”) is engaged in mining, exploration and development of Platinum Group Metals (“PGM”) mineral deposits located in the Bushveld Igneous Complex (“BIC”), South Africa. The BIC is the world’s largest platinum producing geological region, producing in excess of 75% of annual primary platinum supply to international markets.

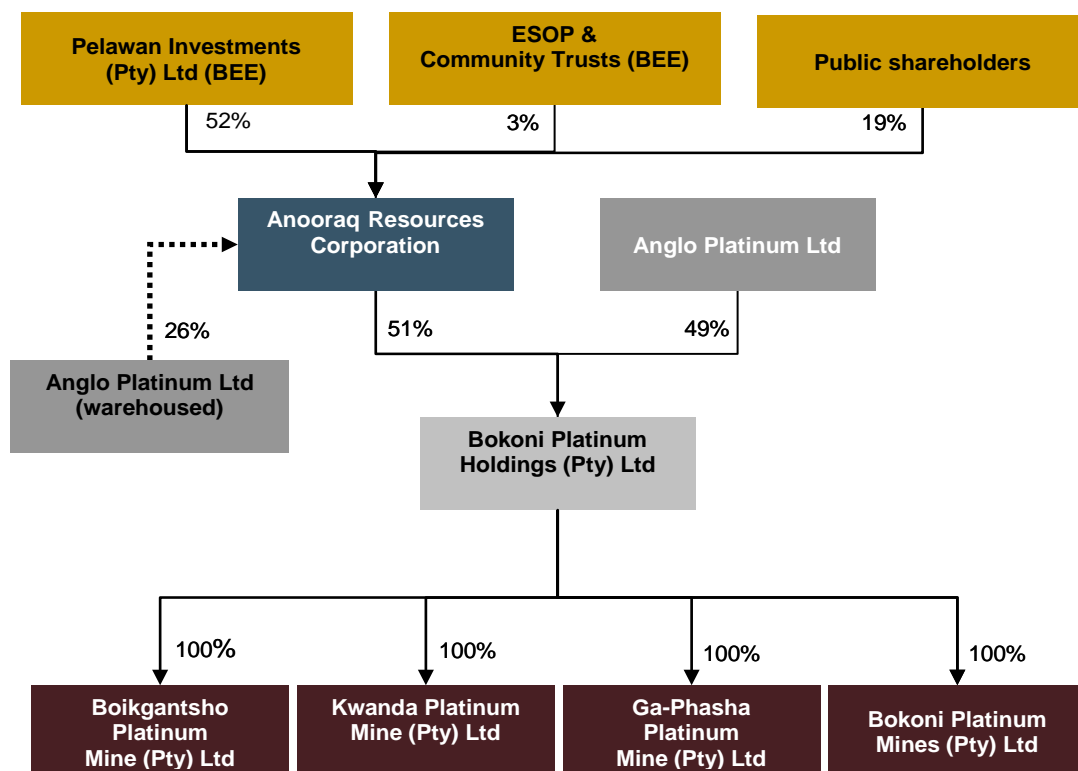
2009 represented the most important year in Anooraq’s history. With effect from 1 July 2009, the Company transformed from an exploration and development company into a PGM producer. Anooraq, through its wholly owned South African subsidiary Plateau Resources (Proprietary) Limited (“Plateau”), acquired an indirect 51% controlling interest and management control of Bokoni Platinum Mines (Proprietary) Limited (“Bokoni”) (formerly Lebowa Platinum Mine) and several PGM projects, including the advanced stage Ga-Phasha PGM Project (“Ga-Phasha Project”), the Boikgantsho PGM Project (“Boikgantsho Project”), and the early stage Kwanda PGM project (“Kwanda Project”), collectively, the “Anooraq Group”. These controlling interests were acquired through Plateau acquiring 51% of the shareholding of Bokoni Platinum Holdings (Proprietary) Limited (“Bokoni Holdco”), the holding company of Bokoni and the other project companies (“Bokoni Group”) on 1 July 2009, referred to as “the Bokoni Transaction”.

Anooraq's objective is to become a significant PGM group with a substantial and diversified PGM asset base, including producing and exploration assets. The acquisition of the controlling interest in Bokoni Holdco is the first stage of advancing the Group’s PGM production strategy and has resulted in the Group controlling a significant mineral resource base of approximately 200 million PGM ounces, the third largest PGM mineral resource base in South Africa. Of this, approximately 110 million PGM ounces is directly attributable to Anooraq. On implementation of the Bokoni Transaction, Anooraq assumed management control over the Bokoni Group operations. Anglo Platinum Limited (“Anglo Platinum”), a subsidiary of Anglo American Plc, through its wholly owned subsidiary Rustenburg Platinum Mines Limited (“RPM”), retained a 49% minority equity interest in Bokoni Holdco. The resultant Group corporate structure is depicted below:-

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## Anooraq Resources Corporate Structure



*(The above corporate structure is illustrated on a fully diluted share basis, post conversion of the B preference shares)*

Plateau is an indirect wholly owned South African subsidiary of Anooraq. Plateau owns the 51% shareholding in Bokoni Holdco.

### *Black Economic Empowerment*

Pelawan Investments (Pty) Ltd (“Pelawan”), the majority shareholder in Anooraq, is a broad based Black Economic Empowerment (“BEE”) entity. Through the Pelawan shareholding, Anooraq and the Bokoni Group remain compliant with the BEE equity requirements as contemplated by South African legislation and its associated charters regarding BEE equity holding requirements.

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## *Environmental Matters*

The South African National Environmental Management Act 107 of 1998 (NEMA), which applies to all prospecting and mining operations, requires that these operations be carried out in accordance with generally accepted principles of sustainable development. It is a NEMA requirement that an applicant for a mining right must make prescribed financial provision for the rehabilitation or management of negative environmental impacts, which must be reviewed annually. The financial provisions deal with anticipated costs for:

- Premature closure
- Planned decommissioning and closure
- Post closure management of residual and latent environmental impacts

In respect of Bokoni (discussed in section 1.2.1), an external assessment to determine the environmental closure liability was undertaken in August 2009. As at 31 December 2009, the total environmental rehabilitation liability for Bokoni, in current monetary terms, was estimated to be \$12.6 million.

Annual contributions are made to a dedicated rehabilitation trust fund to fund the estimated cost of rehabilitation during and at the end of the mine's life.

As at 30 June 2010, the amount invested in the environmental trust fund was \$2.6 million. The shortfall of \$10 million between the funds invested in the environmental trust fund and the estimated rehabilitation cost is covered through a guarantee from Anglo Platinum.

Anooraq's mining and exploration activities are subject to extensive environmental laws and regulations. These laws and regulations are continually changing and are generally becoming more restrictive. The Group has incurred, and expects to incur in future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures. Estimated future reclamation costs are based principally on current legal and regulatory requirements.

### **1.2.1 Bokoni Mine**

Bokoni is an operating mine located on the north eastern limb of the BIC, to the north of and adjacent to the Ga-Phasha Project. The Bokoni property consists of two "new order" mining licenses covering an area of 15,459.78 hectares. The mining operation consists of a vertical shaft and three decline shaft systems to access underground mine development on the Merensky and UG2 Reef horizons. Bokoni has installed road, water and power infrastructure, as well as two processing concentrators, sufficient to meet its operational requirements up to completion of its first phase growth plans to 2014. Bokoni has an extensive shallow ore body, capable of supporting a life of mine plan for the next 100 years. Current mining operations are being conducted at shallow depths of approximately 70 metres underground at the UG2 operations and 300 metres underground at the Merensky operations. This benefits Bokoni's operations as a result of the limited support and refrigeration (and consequent power) requirements at shallower mining depths.

Bokoni is currently producing approximately 95,000 tonnes per month (tpm) of ore from its UG2 and Merensky reef horizons. UG2 production is exclusively from the Middelpunt Hill shaft (MPH) which consists of 4 adits and 2 underground levels. Merensky ore is produced from three shafts, namely:

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Vertical shaft, UM2 shaft and Brakfontein shaft. The Vertical shaft, which started in 1973, is the oldest of the three shafts and currently accounts for the bulk of the Merensky production. Production at Vertical shaft is expected to be maintained at 35,000 tpm for the medium term. Merensky production from the UM2 shaft is expected to increase from its current production levels of 10,000 tpm over the next two years. The new Brakfontein shaft is in a ramp up phase and is planned to increase from its current production levels of 20,000 tpm, to a steady state production level of 120,000 tpm by 2014. On completion of the initial ramp up phase to 2014, it is anticipated that Bokoni will produce 160,000 tpm of ore (240,000 PGM ounces per annum) consisting of 120,000 tpm from the Merensky reef and 40,000 tpm from the UG2 reef.

Given the magnitude of Bokoni's ore body, lying open at depth with its numerous attacking points, management is of the view that Bokoni has the potential to be developed into a 375,000 tpm (570,000 PGM ounces per annum) steady state operation in the medium to longer term.

The older Vertical and UM2 shafts make use of conventional mining methods for narrow tabular ore bodies. Ore broken in stopes is transported laterally by means of track bound equipment and then hoisted through a vertical shaft system at Vertical shaft and an incline shaft system at UM2 shaft. Bokoni will invest in maintenance of infrastructure at Vertical shaft to sustain mining at current rates for the next four to five years. Additional opportunities, such as vamping, will be employed to supplement volumes from these shafts. Further opportunities to increase the life-of-mine of these shafts will also be investigated in the short to medium term.

The new Brakfontein shaft is being developed on a semi-mechanized basis, using a hybrid mining method, whereby ore broken in stopes is loaded directly onto a strike conveyor belt and taken out of the mine through a main decline conveyor belt system. This results in less human intervention in the hoisting process and a resultant lower unit operating cost of production. Development of haulages and crosscuts are effected by means of mechanized mining methods and stoping is conducted using hand held electric drilling machines.

The MPH shaft is in the process of converting the transport of broken ore from its current mechanized hauling system to a conveyor belt transport system similar to that of Brakfontein shaft. Vamping opportunities in the older adit areas are being investigated to supplement underground mining production.

Bokoni, at the current metal prices and US\$ exchange rates, is cash flow positive at an operational level (before depreciation and interest expense) largely as a result of operational costs having been reduced by approximately 20% in absolute cost terms since takeover of the operations by Anooraq on 1 July 2009. Bokoni is expected to become cash flow positive after capital expenditure towards the first half of 2011, if the current commodity prices for the PGM basket and US\$ exchange rate continue at current levels.

### *Financing the Bokoni Transaction*

The Company financed the Bokoni Transaction at the Plateau level through a combination of a senior term loan facility (the "Debt Facility") provided by Standard Chartered Bank ("Standard Chartered") and a vendor finance facility provided by Anglo Platinum, through its wholly owned subsidiary, RPM (the "Vendor Finance Facility"). In addition, the Company secured an agreement with RPM whereby RPM will provide Plateau with an operating cash flow shortfall facility (the "OCSF") of up to a maximum of \$104.2 million (ZAR 750 million) and access to RPM's attributable share of the Bokoni

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Holdco cash flows (“the standby facility”) up to a maximum of 80% of all free cash flow generated from Bokoni to meet its repayment obligations in terms of the Debt Facility.

## 1. Debt Facility

Plateau secured the Debt Facility with Standard Chartered for an amount of up to \$104.2 million (ZAR 750 million), including capitalized interest up to a maximum of three years or \$34.8 million (ZAR 250 million). On 1 July 2009, Standard Chartered advanced \$69.5 million (ZAR 500 million) to Plateau and interest amounting to \$10.6 million has been rolled up for the period ended 30 June 2010.

The Debt Facility is repayable in 12 semi-annual instalments, with the first payment due on 31 January 2013. Interest is calculated at a variable rate linked to the 3 month JIBAR plus applicable margin and mandatory cost (12.37 % at 30 June 2010).

The total amount of the interest payable on the notional amount of the Debt Facility of \$69.5 million (ZAR 500 million) drawn down on 1 July 2009 (i.e. other than the rollup interest loan of up to \$34.8 million (ZAR 250 million) is hedged with effect from 1 July 2009 until 31 July 2012. The interest rate was fixed on 1 July 2009 and after 1 July 2009 the interest payable on \$69.5 million (ZAR 500 million) (other than the rollup interest loan of \$34.9 million (ZAR 250 million)) outstanding under the Debt Facility is hedged until the Debt Facility is repaid in full.

The Debt Facility has a term of 108 months from 1 July 2009. Pursuant to the Bokoni Holdco Shareholders Agreement (as defined below), if Plateau's cash flows derived from Bokoni Holdco are insufficient to meet its debt repayment obligations under the Debt Facility, RPM is obligated, pursuant to the standby loan facility, to provide Plateau a portion of its entitlement to the Bokoni Holdco cash flows such that Plateau can utilize up to 80% of all free cash flows generated from Bokoni Holdco for this purpose (see note on Standby loan facility below).

On 11 December 2009, 34% of the Debt Facility was syndicated to First Rand Bank Limited, acting through its Rand Merchant Bank division (“RMB”).

## 2. Vendor Finance Facility

RPM provided the Vendor Finance Facility to Plateau consisting of a cash component of \$166.8 million (ZAR 1.2 billion) and a share settled component (the "Share-Settled Financing") amounting to \$152.9 million (ZAR 1.1 billion).

### *Cash component*

In terms of the cash component of the Vendor Finance Facility, RPM subscribed for cumulative redeemable preference shares in the capital of Plateau (the "Plateau Preferred A Shares") for an aggregate sum of \$166.8 million (ZAR 1.2 billion). These shares are cumulative mandatory redeemable shares which attract a fixed annual cumulative dividend of 12%. The Group is obligated to redeem the outstanding amount including undeclared dividends which should have been declared within six years (1 July 2015) of issue, to the extent that the Group is in the position to redeem the shares. Any preference shares not redeemed in six years (at 2015) automatically roll over and must be finally redeemed nine years after issue (at 1 July 2018).

During the three year period prior to the initial maturity date (between 1 July 2012 and 1 July 2015), Plateau will be required to undertake a mandatory debt refinancing and use 100% of such external funding raised to settle the following amounts owing by Plateau to RPM at such time, in the following

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order: (i) any outstanding amounts owing to RPM in respect of the standby facility (ii) any outstanding amounts owing to RPM in respect of the OCSF and (iii) any amount owing to RPM in respect of the Plateau Preferred "A" Shares. Plateau is obliged to undertake the refinancing process but if the debt is not re-financeable based upon the debt capital markets at that time (between 1 July 2012 and 1 July 2015) then there is no sanction on Plateau and all debt will automatically roll over until it is repayable in full by no later than 1 July 2018.

### *Share Settled Financing – The "B" preference shares*

In terms of the Share Settled Financing component, Pelawan, the majority shareholder of Anooraq, established a wholly owned subsidiary (the "Pelawan SPV") and transferred 56,691,303 Anooraq common shares to the Pelawan SPV. RPM subscribed for convertible preferred shares in the capital of the SPV (the "SPV Preferred Shares") for an aggregate sum of \$152.9 million (ZAR 1.1 billion). Pelawan encumbered its shareholding in the Pelawan SPV in favour of RPM as security for the obligations of the Pelawan SPV pursuant to the SPV Preferred Shares.

The Pelawan SPV subscribed for two different classes of convertible "B" preferred shares in Plateau for \$152.9 million (ZAR 1.1 billion), each such class being convertible into common shares in the capital of Plateau ("Plateau Common Shares") and entitling the holder to a special dividend in cash, which, upon receipt, will immediately be used to subscribe for additional Plateau Common Shares ("The "B" preference shares"). The "B" preference shares are zero coupon shares and carry no rights to preference dividends.

Pursuant to the agreement between the Pelawan SPV and Anooraq (the "Exchange Agreement"), upon Plateau issuing Plateau Common Shares to the SPV, Anooraq will take delivery of all Plateau Common Shares held by the SPV and, in consideration thereof, issue to the Pelawan SPV such number of Anooraq common shares that have a value equal to the value of such Plateau Common Shares. The total number of Anooraq common shares to be issued on implementation of the Share Settled Financing arrangement is 227.4 million common shares. Once the "B" preference shares have been converted in Anooraq common shares, the Company will have fully diluted shares outstanding equal to 426 million common shares of one class (not including any other Anooraq common shares that may hereafter be issued).

The final result of the Share Settled Financing is that: (i) RPM funded a payment of \$152.9 million (ZAR 1.1 billion) to Plateau whereby RPM will ultimately receive a total of 115.8 million common shares in Anooraq; and (ii) Pelawan will receive 111.6 million common shares in Anooraq.

The SPV Preferred Shares are convertible in one or more tranches into common shares in the capital of the SPV ("SPV Common Shares") immediately upon demand by RPM, upon the earlier of (i) the date of receipt by the Pelawan SPV of a conversion notice from RPM and (ii) 1 July 2018. Upon such date, RPM will become entitled to a special dividend in cash, which will immediately be used to subscribe for SPV Common Shares. Upon the Pelawan SPV converting the SPV Preferred Shares to Pelawan SPV Common shares and RPM subscribing for additional SPV Common shares as a result of the special dividend, the SPV will immediately undertake a share buyback of all SPV Common shares held by RPM and will settle the buyback consideration by delivering 115.8 million Anooraq common shares to RPM.

As and when RPM issues a conversion notice as described above, in order to prevent the dilution of Pelawan's interest in Anooraq below the minimum 51% threshold as required by South African law, the Pelawan SPV will require Plateau to convert sufficient convertible preferred shares in the capital



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of Plateau into Plateau Common shares. Immediately thereafter, Anooraq will take delivery of such Plateau Common shares and issue such number of common shares (in an aggregate amount of 111.6 million common shares) to the Pelawan SPV pursuant to the Exchange Agreement. Such common shares will be held by the Pelawan SPV and will be subject to a lock-in that will prevent the Pelawan SPV and Pelawan from disposing of such shareholding for so long as Pelawan is required to maintain a minimum 51% shareholding in Anooraq (at present the contractual lock in provision for Pelawan on all of its shares held in Anooraq remains in place up to 1 January 2015).

RPM will be able to trade its 115.8 million Anooraq common shares on an unrestricted basis. RPM is not bound by any contractual lock-ins or restrictions in respect of any of the Group's common shares which it will hold. It will, however, prior to disposing of any such common shares, engage in a consultative process with Anooraq, and endeavour to dispose of such common shares in Anooraq in a reasonable manner. Neither Pelawan nor any of shareholders of Pelawan have any pre-emptive rights in respect of RPM's common shares in Anooraq.

### *Operating Cash Flow Shortfall Facility ("OCSF")*

In order for Plateau to meet any required shareholder contributions in respect of operating or capital expenditure cash shortfalls at Bokoni during the initial three year ramp up phase at Bokoni, RPM provided Plateau with the OCSF which can be drawn up to a maximum of \$104.3 million (ZAR 750 million) and is subject to certain annual draw down restrictions, in terms of quantum, during the first three years. The OCSF bears fixed interest at a rate of 15.84%, compounded quarterly in arrears. As at 30 June 2010, Plateau had drawn \$37.9 million (ZAR 273 million) of the OCSF to meet its share of Bokoni's funding requirements.

### *Standby loan facility*

Anglo Platinum has made available to Plateau a standby loan facility of an amount equal to 29% of Bokoni cash flows, which Plateau may use to fund any cash flow shortfalls that may arise in Plateau funding any repayment obligations it may have under the Debt Facility during its term. The standby facility will bear interest at the prime rate of interest in South Africa (currently 10%). As at 30 June 2010 no draw down has been made on the standby facility. This standby loan facility will also be activated to the extent that free cash flow, after capital expenditure, at the Bokoni operations is generated during the anticipated interest roll up period between 1 July 2009 and 1 July 2012.

The shareholder loans in Bokoni Holdco and Bokoni acquired through the acquisition structures rank senior to other internal financing arrangements and are on consistent terms and conditions to the Debt Facility.

### *Security*

The Debt Facility is secured through various security instruments, guarantees and undertakings provided by the Group against 51% of the cash flows generated by Bokoni, together with 51% of Bokoni's asset base. The Standby loan facility, OCSF and Plateau Preferred "A" shares rank behind the Debt Facility for security purposes.

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### *Management of the Bokoni Operations*

Plateau and RPM entered into a shareholders' agreement ("the Bokoni Holdco Shareholders Agreement") to govern the relationship between Plateau and RPM, as shareholders of Bokoni Holdco, and to provide management to Bokoni Holdco and its subsidiaries, including Bokoni.

Plateau is entitled to nominate the majority of the directors of Bokoni Holdco and Bokoni, and has undertaken that the majority of such nominees will be Historically Disadvantaged Persons ("HDPs") in South Africa. Anooraq has given certain undertakings to Anglo Platinum in relation to the maintenance of its status as an HDP controlled group, pursuant to the Bokoni Holdco Shareholders Agreement.

Pursuant to the Bokoni Holdco Shareholders Agreement, the board of directors of Bokoni Holdco, which is controlled by Anooraq, has the right to call for shareholder contributions, either by way of a shareholder loan or equity. If a shareholder should default on an equity cash call, the other shareholder may increase its equity interest in Bokoni Holdco by funding the entire cash call, provided that, until the expiry of a period from the closing date of the Bokoni Transaction until the earlier of (i) the date on which the BEE credits attributable to the Anglo Platinum Ltd group and/or arising as a result of the Bokoni Transaction become legally secure, and (ii) the date on which 74% of the scheduled capital repayments due by Plateau to Standard Chartered, pursuant to the Debt Facility are made in accordance with the debt repayment profile of the Debt Facility (the "Initial Period"), Plateau's shareholding in Bokoni Holdco cannot be diluted for default in respect of equity contributions.

Pursuant to the terms of the shared services agreements, Anglo Platinum provides certain services to Bokoni at a cost that is no greater than the costs charged to any other Anglo American plc group company for the same or similar services. It is anticipated that, as Anooraq builds its internal capacity and transforms into a fully operational PGM producer, these services will be phased out and will be replaced either with internal or third party services. The Group, through Plateau, provides certain management services to Bokoni pursuant to service agreements entered into with effect from 1 July 2009.

### *Sale of Concentrate*

Bokoni produces a metal in concentrate, all of which is sold to RPM in terms of a sale of concentrate agreement entered into between Plateau and RPM. This agreement has an initial five year term to 1 July 2014 and Plateau has the right to extend this agreement for a further five year term to 1 July 2019.

In terms of the sale of concentrate agreement, RPM receives metal in concentrate from Bokoni and pays for such metal based upon a formula equal to a percentage of the spot prices for the various metals contained in the concentrate delivered, including precious and base metals, less certain treatment charges and penalties (if applied).

In addition, the Bokoni Holdco shareholders agreement also governs the initial sale of concentrate from the Ga-Phasha Project upon commencement of production.

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### *Share Ownership Trusts*

On 1 July 2009, Anglo Platinum donated \$15.4 million (ZAR 103.8 million) to the Anooraq Community Participation Trust, of which \$10.9 million was used to subscribe for 9,799,505 new common shares of Anooraq. The balance of Anglo Platinum Ltd's contribution will be used to assist the communities impacted by Bokoni over the forthcoming periods.

Anglo Platinum contributed an amount of \$6.8 million (ZAR 45.6 million) to the Bokoni Platinum Mine ESOP Trust ("ESOP Trust") to facilitate its establishment, and approximately \$5 million of this amount was utilized by the ESOP Trust to subscribe for 4,497,062 common shares of Anooraq. The ESOP Trust is consolidated by Anooraq as a special purpose entity.

The above mentioned trusts subscribed for the common shares at a subscription price equal to \$1.11, being the closing price of the common shares on the TSX Venture Exchange on the day prior to the announcement of the revised Bokoni Transaction terms. As a result of the subscription by these trusts, Anooraq received proceeds of approximately \$16 million. The trusts hold the common shares along with other investments for the purpose of making distributions to their beneficiaries in accordance with their governing trust deeds.

### **1.2.2 Ga-Phasha Project**

Prior to 1 July 2009, Anooraq owned a 50% interest in the Ga-Phasha Project governed by a joint venture agreement with Anglo Platinum. As of 1 July 2009, the joint venture terminated and Ga-Phasha Platinum Mine Proprietary Limited, a wholly owned subsidiary of Bokoni Holdco, now owns the respective interest in and assets relating to the Ga-Phasha Project. As a result of the completion of the Bokoni Transaction, Anooraq effectively owns 51% of the Ga-Phasha Project.

With the completion of the Bokoni Transaction, Anooraq and Anglo Platinum decided to review the project development strategy as the acquisition of the adjacent Bokoni created a new assortment of synergies between the Ga-Phasha and Bokoni mineral properties. Management decided to initiate a review of the prefeasibility study that was in progress at the Ga-Phasha Project. Furthermore, additional drilling conducted between 2008 and 2009 necessitated an update of the geological models and a revised mine plan for the Ga-Phasha Project.

Anooraq has commissioned ExplorMine Consultants to update the geological model for Ga-Phasha and compile a new Mineral Resource Estimate. Thereafter, the prefeasibility study will be updated to include synergies with Bokoni and investigate the potential of mining the Merensky Reef in the Ga-Phasha area.

### **1.2.3 Platreef Exploration Properties, Northern Limb**

Anooraq holds interests in mineral rights (or "farms") over 37,000 hectares that make up the Central Block, the Rietfontein Block, the Boikgantsho and Kwanda Projects (see below), collectively, known as the Platreef Properties.

#### *Rietfontein Block*

The Group has entered into a settlement agreement (the "Agreement") effective 11 December 2009 with Ivanhoe Nickel & Platinum Ltd. ("Ivanplats") to replace and supersede the 2001 agreement relating to the Rietfontein property located on the northern limb of the BIC in South Africa. The

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Agreement settles the arbitration process relating to disagreements with respect to the exploration activities undertaken at the Rietfontein property. Salient terms of the new Agreement are as follows:

- Both parties abandon their respective claims under dispute forming the subject matter of arbitration.
- The existing joint venture (“JV”) between the parties is amended such that the current Rietfontein JV is extended to incorporate a defined area of Ivanplats' adjacent Turfspruit mineral property. Both parties retain their existing prospecting rights in respect of mineral properties in their own names but make these rights and technical information available to the extended JV (“the Extended JV”).
- Anooraq will be entitled to appoint a member to the Extended JV technical committee and all technical programmes going forward will be carried out with input from Anooraq.
- Anooraq is awarded a 6% free carried interest in the Extended JV, provided that the Extended JV contemplates an open pit mining operation, incorporating the Rietfontein mineral property. Anooraq has no financial obligations under the Extended JV terms and Ivanplats is required to fund the entire exploration programme to feasibility study with no financial recourse to Anooraq. On delivery of the feasibility study Anooraq may elect to either:-
  - Retain a participating interest of 6% in the Extended JV and finance its pro rata share of the project development going forward; or
  - Relinquish its participating interest of 6 % in the Extended JV in consideration for a 5% net smelter return royalty in respect of mineral products extracted from those areas of the Rietfontein mineral property forming part of the Extended JV mineral properties.

### *Central Block*

The Central Block consists of five farms or portions thereof, acquired by Anooraq, through its wholly-owned South African subsidiary Plateau, comprising a portion of Dorstland 768LR, Hamburg 737 LR, Elandsfontein 766 LR, Molokongskop 780 LR and Noord Holland 775 LR.

The Group is currently evaluating its approach to properties on the Central Block, which may include potential joint venture relationships with third party exploration companies.

### *Kwanda Project*

On 16 May 2002, the Group completed a joint venture agreement with RPM for the right to acquire up to an 80% interest in twelve PGM properties located on the Northern Limb of the Bushveld Complex. In terms of the agreement, the Group acquired an initial 50% interest in the PGM rights to the twelve farms.

As of 1 July 2009, the joint venture terminated and Kwanda Platinum Mine Proprietary Limited, a private company incorporated under the laws of South Africa, a wholly owned subsidiary of Bokoni Holdco, owns the respective interest in and assets relating to the Kwanda Project. As a result of the completion of the Bokoni Transaction, Anooraq effectively owns 51% of the Kwanda Project.

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The Group intends to continue with its existing prospecting programs at the Kwanda mineral properties in 2010 at a cost of approximately \$0.2 million.

### ***1.2.4 Boikgantsho Project***

In November 2003, Anooraq, through its wholly-owned South African subsidiary, Plateau, entered into a joint venture agreement with Potgietersrus Platinum Limited (“PPL”) to explore and develop PGM, gold, nickel and copper mineralization on Anooraq’s Drenthe and Witrivier farms and the northern portion of Anglo Platinum’s adjacent Overysel farm.

As of 1 July 2009, the joint venture terminated and Boikgantsho Platinum Mine Proprietary Limited, a private company incorporated under the laws of South Africa and a wholly owned subsidiary of Bokoni Holdco, owns the interest in and assets relating to the Boikgantsho Project. As a result of the completion of the Bokoni Transaction, Anooraq effectively owns 51% of the Boikgantsho Project.

Historically, significant exploration drilling has been conducted at the project site which has led to the declaration of a Mineral Resource in the indicated and inferred categories. This Mineral Resource was the basis of a high level preliminary evaluation undertaken by Anooraq and published in February 2005. Though the preliminary evaluation was at a level where definitive economic evaluation could not be carried out, the results of the work undertaken showed that the project value was significant enough to warrant further study.

A review of the scoping study has been completed at a cost of approximately \$0.1 million. The review indicated that further study is warranted to increase the value of the project.

Management commissioned the parties that conducted the review to proceed with a prefeasibility study (phase 2) of the Boikgantsho Project.

Phase 2 of the Boikgantsho Feasibility study has commenced. The study is expected to cost approximately \$1.45 million. The prefeasibility study will be in a phased approach with specific milestone targets.

### ***1.2.5 Mineral reserves and resources***

The annual Mineral Reserve and Resource Statement for Bokoni has been updated on 31 December 2009 by qualified persons B. Reddy and P. Stevenson.

There has been no change in resources at the Ga-Phasha and Boikgantsho projects. A summary of the 2009 Reserve and Resource Statements for Bokoni is shown in the tables below:

*Note:* The Mineral Resource Tabulation includes Reserves.

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**Table 1: Ore Reserve Tabulation for Bokoni as at 31 December 2009**

Category	Reef Type	Total			Attributable to Anooraq	
		Mt	4E Grade (g/t)	4E Oz (Moz)	Mt	4E Grade (g/t)
<b>Proved</b>	UG2	33.0	5.47	5.8	16.8	5.47
	Merensky	19.1	4.53	2.8	9.7	4.53
	<b>Total</b>	<b>52.1</b>	<b>5.13</b>	<b>8.6</b>	<b>26.5</b>	<b>5.13</b>
<b>Probable</b>	UG2	8.6	5.31	1.5	4.4	5.31
	Merensky	5.1	4.14	0.7	2.6	4.14
	<b>Total</b>	<b>13.7</b>	<b>4.99</b>	<b>2.2</b>	<b>7.0</b>	<b>4.99</b>

Notes: The qualified person responsible for the compilation of the Ore Reserve is B. Reddy.

The grade indicated is the mill delivered grade.

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**Table 2: Mineral Resources Tabulation**

Category	Reef Type	Total			Attributable to Anooraq	
		Mt	4E Grade (g/t)	4E Oz (Moz)	Mt	4E Grade (g/t)
<b>Measured</b>	Merensky	24.7	5.92	4.7	12.6	5.92
	UG2	108.9	6.75	23.6	53.5	6.75
	<b>Total</b>	<b>133.6</b>	<b>6.59</b>	<b>28.3</b>	<b>68.1</b>	<b>6.59</b>
<b>Indicated</b>	Merensky	29.0	5.73	5.3	14.8	5.73
	UG2	73.9	6.82	16.2	37.7	6.82
	<b>Total</b>	<b>102.9</b>	<b>6.50</b>	<b>21.5</b>	<b>52.5</b>	<b>6.50</b>
<b>Measured + Indicated</b>	<b>All</b>	<b>236.5</b>	<b>6.55</b>	<b>49.8</b>	<b>120.6</b>	<b>6.55</b>
<b>Inferred</b>	Merensky	92.0	5.55	16.4	46.9	5.55
	UG2	131.3	6.78	28.6	67.0	6.78
	<b>Total</b>	<b>223.3</b>	<b>6.27</b>	<b>45.0</b>	<b>113.9</b>	<b>6.27</b>

Notes: The qualified person responsible for the compilation of the Mineral Resource is P. Stevenson.

There has been no change in the resource and reserve estimate during the quarter.

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## 1.3 Market Trends and Outlook

Despite the first quarter of 2010 representing a marked improvement for Rand PGM metal prices, the second quarter of 2010 witnessed a pull back in PGM metal prices, largely associated with market fears surrounding European economies and a perceived slow down in growth from China.

These fears translated into acute liquidations in investment positions held in the white metal industry during May 2010 with sharp decreases seen in the platinum and palladium prices during this period. Since May 2010, sell off metal prices have stabilized around new reduced levels but market conditions remain volatile for the PGM metal complex.

With respect to the impact of supply and demand, the primary concern for the PGM market relates to recent economic events in Europe and its potential negative effects on the previously optimistic demand building into the latter part of 2010, having regard to anticipated improved vehicle sales in the European countries and anticipated supplier restocking.

Despite recent events in Europe, the global outlook for 2010 remains cautiously optimistic for PGMs, but will to a large extent rely on a rebound in demand from the US and European automotive sectors, while it is anticipated that the Chinese auto sector demand will continue to grow throughout 2010. Brazil, Russia, India and Indonesia remain potential high growth areas for the sector, as we witness the continued emergence of an increasing middle class consumer base. Increased emission control standards within the automotive sector will add impetus to PGM usage in the automotive and industrial sectors going forward.

With certain potential new PGM development projects and operations having been delayed or shut down during 2008 and 2009, there exists the potential for supply side constraint should sector demand recover at a faster pace than originally anticipated.



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### 1.4 Selected Annual Information and results of operations

For the year ended 31 December 2009, the consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board. Comparative balances for the year ended 31 December 2007 have been prepared in accordance with Canadian generally accepted accounting principles (“Canadian GAAP”). All figures are expressed in Canadian dollars.

Consolidated statements of financial position	IFRS	IFRS	As per Canadian
	As at 31 December 2009	As at 31 December 2008	GAAP As at 31 December 2007
Total assets	1,014,215,005	12,898,793	16,953,363
Non-current liabilities	777,605,509	12,967,753	9,806,636

Consolidated statements of comprehensive loss	Year ended	Year ended	Year ended
	31 December 2009	31 December 2008	31 December 2007
Revenue	62,627,868	-	-
Cost of sales	(80,966,467)	-	-
Gross loss	(18,338,599)	-	-
Loss for the year	(51,780,529)	(13,970,096)	(14,296,131)
Basic and diluted loss per share	\$ 0.12	\$ 0.08	\$ 0.08
Weighted average number of common shares outstanding	305,971,455	185,775,361	168,377,927

With effect from 1 July 2009, Anooraq transformed from an exploration and development company into a PGM producer. This transformation was achieved through the Bokoni Transaction. The Bokoni Transaction is discussed in detail in the “Overview” section (Section 1.2).

As a result of the acquisition of Bokoni on 1 July 2009, the financial position and results of operations of the Group have changed significantly. In prior years, the Group was an exploration company whereas it is now managing an operating mine.

#### *Statement of Financial Position*

The net of total assets and non-current liabilities increased from (\$0.1 million) as at 31 December 2008 to \$236.6 million at 31 December 2009.

The major reason for the increase was due to assets and liabilities acquired in the Bokoni Transaction. A summary of the assets acquired and liabilities assumed at the acquisition date are as follows:

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	<u>Fair Value</u>
Property, plant and equipment	725,226,891
Capital work-in-progress	216,194,965
Cash deposits held in Platinum Producers Environmental Trust	2,356,993
Other non-current assets	741
Trade and other receivables	22,477,941
Cash and cash equivalents	3,576,912
Loans and borrowings (owing to RPM)	(493,666,666)
Deferred taxation	(231,040,913)
Provisions	(4,308,137)
Current tax payable	(123,034)
Trade and other payables	(30,845,374)
<b>Total identifiable net assets at 1 July 2009</b>	<b><u>209,850,319</u></b>

### *Statement of Comprehensive Income*

The loss for the year ended 31 December 2009 increased from \$14 million in the previous year to \$51.8 million. The loss per share increased from 8 cents, for the year ended 31 December 2008, to 12 cents for the year ended 31 December 2009. The increase in the loss per share was diluted by the effect of the change in the weighted number of common shares from 185.8 million, as at 31 December 2008, to 305.9 million as at 31 December 2009.

The major contributors to the increase in the loss to \$51.8 million for the year ended 31 December 2009 were:

- A gross loss from mining activities of \$18.3 million (2008 – nil).  
Due to the Bokoni Transaction in 2009, the Company had revenue and cost of sales for the first time and made a gross loss for the first six months of trading.
- Transaction costs of \$10.4 million (2008 – nil).  
These transaction costs included consulting and legal expenses relating to the Bokoni Transaction, which are discussed in detail in the “Overview” section (Section 1.2). During the year the Group adopted IFRS 3, *Business Combinations (2008)*, which resulted in \$1.6 million being expensed in Quarter 1 2009 relating to previously capitalised transaction costs.
- Finance expenses of \$20.3 million (2008 - \$1.8 million).  
The Bokoni Transaction was funded through a number of interest bearing loans, as discussed in section 1.2, resulting in increased finance expenses for the year. Refer to note 27 of the notes to the annual consolidated financial statements (available on SEDAR) for details of the individual liabilities to which the finance expenses relate.

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- Income tax (income) of \$7.6 million (2008 – nil).

Due to the taxable losses and deductible expenditure incurred by the Group in 2009, a portion of the deferred tax liabilities acquired in the Bokoni Transaction was reversed to profit or loss. Refer to note 29 of the notes to the annual consolidated financial statements (available on SEDAR) for a reconciliation of the Income tax for the periods.

Also refer to section 1.9 for a discussion of the quarterly results.

### 1.5 Liquidity

At 30 June 2010, the Group had available working capital, excluding restricted cash, of \$35.8 million compared to available working capital of \$30.4 million as at 31 March 2010.

As at 1 July 2009, all outstanding regulatory approvals were obtained by the Group and all outstanding conditions fulfilled and the Bokoni Transaction was completed. As a result of the completion of the Bokoni Transaction, the Group secured additional financial resources and long term funding (as discussed under *Financing the Bokoni Transaction – 1.2.1*). The Group expects that the cash flows from the acquired mining operations and the additional financing secured through the OCSF will be sufficient to meet its ongoing operational and capital cash requirements to fund Bokoni through its high growth phase to 2014.

The Group has the following long-term contractual obligations as at 30 June 2010:

	Payments due by period				
	Total	Less than one year	2 to 3 years	4 to 5 years	Later than 5 years
Capital commitments	7.4	7.4	-	-	-
Long-term debt *	935.8	-	9.8	60.9	865.1
Operating lease commitments	0.9	0.1	0.8	-	-
Purchase obligations	4.0	1.7	2.3	-	-
Derivative liability	3.4	-	3.4	-	-
<b>Total</b>	<b>951.5</b>	<b>9.2</b>	<b>16.3</b>	<b>60.9</b>	<b>865.1</b>

\*Includes scheduled interest payments

The Group's major cash commitments for the next year relate to its obligation to fund project expansion capital requirements at Bokoni (to the extent that internal cash flows from mine operations at Bokoni are insufficient for this purpose).

Default on borrowings would occur if legal obligations according to loan agreements are not met. Defaults would include:

- Failure to make scheduled payments.
- Violation of loan covenants.

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Based on the Group's business plan with production outputs increasing to 240,000 PGM ounces per annum by 2014 and costs reducing to US\$801 per PGM ounce, cash flows are expected to be positive, and the Group is expected to service its loan obligations.

As at 30 June 2010, the Group complied with all loan covenants which are linked to the solvency ratios.

The following are the key solvency ratios for Anooraq as at 30 June 2010:

<b>Ratio:</b>	<b>Anooraq</b>
Current Ratio	2.53:1
Total Debt to total Assets Ratio	0.59:1
Total Debt to Equity Ratio	3.49:1

The current ratio indicates that the Group has 2.53 times the value of current liabilities in its current assets and will therefore be able to service its current liabilities within the agreed terms without any difficulties.

The Group's borrowings amount to 59% of the total assets by value.

Currently, the Group's total borrowings are 3.49 times the value of the total equity.

### 1.6 Capital Resources

Anooraq's sources of capital are primarily debt and equity.

The Group's access to capital sources is dependent upon general commodity and financial market conditions. The Group has secured sustainable long term funding to meet its operating and capital obligations through to 2014. The Group's cash balance as at 30 June 2010 was \$30.7 million.

In addition to its cash resources the Group has access to various committed debt facilities from senior bank lenders and Anglo Platinum. All of the Group's debt facilities have been negotiated such that it is not obliged to commence with mandatory repayments of any loan capital amounts drawn and/or any refinancing of these loans during the first three years during which it has management control at Bokoni (1 July 2009 – 1 January 2012). The reason for this capital repayment "holiday" period is that Bokoni is currently in a highly capital intensive project expansion growth phase until it reaches its phase 1 steady state of production of 160,000 tpm (240,000 PGM ounces per annum) expected in 2013. Thereafter, capital repayments will commence on the Debt Facility and the Group will undertake a refinancing of the Anglo Platinum debt facilities as and when market conditions allow it to do so.

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A summary of the Group's debt facilities as at 30 June 2010 is as follows:

	Balance at 30 June 2010	Total available facility	Un-utilised portion of facility
	\$ million		
<b>Senior debt facility</b>	75.9	104.3	28.4
<b>OCSF</b>	73.7	201.6	127.9
<b>RPM Funding loan</b>	76.7	99.8	23.1
<b>"A" preference share facility</b>	365.1	365.1	-
<b>Other</b>	5.3	5.3	-
<b>Total</b>	<b>596.7</b>	<b>776.1</b>	<b>179.4</b>

In addition to the facilities above, Anglo Platinum made available to Plateau the standby facility for up to a maximum of 29% of Bokoni cash flows, which Plateau may use to fund any cash flow shortfalls that may arise in funding any accrued and capitalized interest and fund repayment obligations under the Debt Facility during its term.

See a discussion of these debt facilities in Section 1.2.

### 1.7 Off-Balance Sheet Arrangements

The Group has not entered into any off-balance sheet transactions.

### 1.8 Transactions with Related Parties

- (i) At 31 December 2009, Hunter Dickinson Services Inc. ("HDSI") was a related party as it was a private company owned equally by several public companies, one of which was the Company. During the period, Hunter Dickinson Inc (a corporation incorporated under the laws of British Columbia) negotiated the repurchase of all the outstanding shares of HDSI from other HDSI shareholders, including Anooraq Resources Corporation. The purchase price was \$1. As at 30 June 2010, HDSI is not considered a related party.
- (ii) Rustenburg Platinum Mines ("RPM"): The Group concluded a number of agreements, with respect to services at Bokoni, with RPM, a wholly owned subsidiary of Anglo Platinum and 49% shareholder in Bokoni Holdco, on 28 March 2008. These agreements were amended on 13 May 2009 and include a limited off-take agreement whereby Bokoni sells the concentrate produced at the mine to RPM at market related prices.

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Pursuant to the terms of various shared services agreement, the Anglo American plc group of companies will continue to provide certain operational services to Bokoni at a cost that is no greater than the costs charged to any other Anglo American plc group for the same or similar services. It is anticipated that, as Anooraq builds its internal capacity, and makes the transformation to a fully operational PGM producer, these services will be phased out and replaced either with internal services or third party services.

Transactions with Rustenburg Platinum Mines during the six months ended 30 June 2010 are summarized below:

Concentrate sales	\$70.6 million	(2009 – nil)
Cost of sales*	\$4.4 million	(2009 – nil)
Administration expenses	\$0.5 million	(2009 – nil)
Finance expense	\$34.7 million	(2009 – nil)

(before interest capitalised)

The following balances were outstanding to/(from) RPM at 30 June 2010:

Loans and Borrowings	\$520.8 million	(2009 - \$15.5 million)
Trade and other payables	\$3.1 million	(2009 – nil)
Trade and other receivables	\$27.7 million	(2009 – nil)

\* - included in cost of sales are the following:

Metal accounting services	\$0.3 million	(2009 – nil)
Supply chain services	\$4.1 million	(2009 – nil)
Treatment of Anglo ore	(\$0.3) million	(2009 – nil)
Other	<u>\$0.3 million</u>	<u>(2009 – nil)</u>
	\$4.4 million	(2009 – nil)

- (iii) Pelawan is the Group's controlling shareholder. The Group was obligated to pay all of the Bokoni Transaction expenses incurred by Pelawan Investments out of the funding for the transaction that was provided from Anglo Platinum. A special committee appointed by the Anooraq Board of Directors and the Anooraq Audit Committee approved the payment of the Pelawan transaction expenses from the proceeds.

Pursuant to the acquisition of a controlling interest of 51% in Bokoni Holdings (Pty) Ltd, the Group paid transaction expenses of Pelawan Investments (Pty) Ltd, costs owing to Rand Merchant Bank of \$1.6 million and legal costs of \$0.1 million, during the year ended 31 December 2009.

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## 1.9 Summary of Quarterly Results

### Second Quarter Highlights

This quarter represented the fourth quarter in which Anooraq exercised management control at Bokoni and the following are the highlights for the quarter:

- Cost cutting initiatives remain a key focus area at Bokoni. During the quarter the Rand per tonne milled unit operating costs decreased by 5% quarter on quarter from ZAR 987 to ZAR 942 per tonne, while ZAR per PGM ounce unit operating costs deteriorated by 5% against the previous quarter. The decrease in Rand per tonne cost is mainly due to more tonnes being milled during the quarter.
- The built up head grade (recovered grade) at Bokoni decreased by 6% to 3.79 g/t from 4.05 g/t in the previous quarter. The decrease is due to a number of commissioning problems experienced in the concentrator resulting in lower recoveries. These problems are currently being addressed and are expected to be resolved by the end of quarter three.

A comparison is provided of the quarter ended 30 June 2010 against the quarter ended 31 March 2010.

#### *Bokoni Production Statistics:*

		Q2 2010	Q1 2010	% Change
4E oz produced	Oz	29,926	26,677	12%
Tonnes milled	T	283,637	229,344	24%
Built-up head grade	g/t milled,4E	3.79	4.05	(6%)
UG2 mined to total output	%	34.3	35.5	(3%)
Development meters	M	2,791	2,616	7%
Immediately available ore reserves	Months	15.7	14.8	6%
R/t Operating cost/tonne milled	ZAR/t	942	987	5%
R/4E Operating cost/4E oz	ZAR/4E oz	8,916	8,516	(5%)
Total labour (mine operations)	Number	4,618	4,657	1%

Bokoni was formerly wholly owned by Anglo Platinum and historical comparative quarterly production statistics are not available.

As a result of the acquisition of Bokoni on 1 July 2009, results of operations of the Group have changed significantly. In prior years, the Group was an exploration company whereas it is now managing an operating mine.

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### Summary of quarterly financial results:

	Restated			Restated	Restated		
<b>\$ Million</b>	<b>30 Jun 2010</b>	<b>31 Mar 2010</b>	<b>31 Dec 2009</b>	<b>30 Sep 2009</b>	<b>30 Jun 2009</b>	<b>31 Mar 2009</b>	<b>31 Dec 2008</b>
Revenue	38.4	32.2	34.8	27.8	-	-	-
Cost of sales	(40.9)	(35.6)	(40.5)	(40.5)	-	-	-
Gross loss	(2.6)	(3.4)	(5.7)	(12.7)	-	-	-
Loss for the period	(19.9)	(13.2)	(18.6)	(18.7)	(10.8)	(3.7)	(2.5)
Basic and diluted loss per share (\$)	(0.03)	(0.02)	(0.03)	(0.04)	(0.06)	(0.02)	(0.01)
Weighted number of common shares outstanding (million)	425	425	305	245	186	186	185

### Restatement of previously reported quarterly financial results:

<b>\$ Million</b>	<b>30 Sep 2009</b>	<b>30 Jun 2009</b>	<b>31 Mar 2009</b>
<i>(i) Loss for the period</i>			
As previously reported	(14.8)	(5.2)	(2.1)
Transaction costs expensed (1)	-	(5.6)	(1.6)
Other income (2)	(3.9)	-	-
<b>As restated</b>	<b>(18.7)</b>	<b>(10.8)</b>	<b>(3.7)</b>

(1) The Group early adopted IFRS 3, *Business Combinations (2008)*, for all business combinations occurring in the financial year commencing 1 January 2009. As a result of the change in accounting policy, transaction costs previously capitalised during the quarters ended 31 March 2009 and 30 June 2009 were expensed.

(2) As a result of an inadvertent accounting error during the quarter ended 30 September 2009, other income was overstated by \$3.9 million. Loans and borrowings at 30 September 2009 were understated by the same amount as a result of the error.

### 30 Sep 2009

<i>(ii) Cost of sales</i>	
As previously reported	(34.6)
Reclassification	(3.9)
<b>As restated</b>	<b>(40.5)</b>

Depreciation was reclassified to cost of sales as it is more closely aligned to the production process. The reclassification had no impact on earnings.

### *(iii) Basic and diluted loss per share*

In addition to the restatement of the loss for the quarter ended 30 September 2009, basic and diluted loss per share have also been restated for a change in the weighted average number of shares due to an inadvertent error in the calculation of the weighted average number of shares.



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### *Revenue*

The mine concentrator milled 283,637 tons this quarter, which is an improvement of 24% on the 229,344 tons milled the previous quarter. As a result of the increased tons milled, the mine produced 3,249 4E (includes Platinum, Palladium, Rhodium and Gold) ounces more than the previous quarter.

- Revenue from the sale of concentrate was \$38.4 million (R281.4 million) compared to the previous quarter of \$32.2 million (R232.5 million). The increase in revenue of \$6.2 million is mainly due to increased tons milled as well as higher metal prices received during the quarter. The average Rand US Dollar exchange rate for the quarter was R7.55 (a weakening of the ZAR of 0.5 %) compared to the average exchange rate of the previous quarter of R7.52.
- The PGM basket price for the quarter was 6% higher than the basket price achieved the previous quarter. The basket price for the current quarter was US\$1,269 (R9,587) compared to US\$1,200 (R9,019) for the previous quarter.

### *Cost of Sales*

Cost of sales of \$40.9 million was \$5.3million higher than the previous quarter's cost of sales of \$35.6 million. The increase in cost is mainly due to the increased tons milled at the mine and the increase in stoping crews at the shaft. On a cost per ton basis, production cost was US\$128 (R942) per ton as compared to US\$131 (R987) per ton the previous quarter, a decrease of 2% in dollar and 5% in rand terms.

### *Exchange rate*

The average Rand to Canadian Dollar exchange rate for the quarter was R7.34, an increase of 1.7% compared to the average exchange rate of the previous quarter of R7.22.

### *Finance expense*

Finance expense for the quarter was \$17.3 million compared to the previous quarter of \$10.3 million. The reason for the increase was due to the capitalization of the Brakfontein project at the beginning of the quarter as a result of the project reaching commercial levels of production (refer to the discussion on Capital). Subsequent to the capitalization of a project, interest ceases to be capitalized and is expensed.

### **Safety**

The Group's Lost Time Injury Frequency Rate ("LTIFR") improved to 0.77 in the second quarter from 1.20 in the first quarter of 2010. Management remains committed to safety at the operations. Active engagement with the South African Department of Mineral Resources on safety matters continues.

### **Production**

Bokoni Mine improved its Q2 2010 performance on volume in both the square meters ("m<sup>2</sup>") and Tons Milled metrics. The m<sup>2</sup> improved by 12% and Tons milled increased by 24% quarter on quarter.

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Vamping has improved by 214% quarter on quarter from 4,176 tons in Q1 2010 to 13,119 tons in Q2 2010. Year to date, Bokoni is achieving 95% of the vamping (clean-up process of broken ore that was not removed during normal mining operations) m<sup>2</sup> planned. The vamping tonnages achieved are lower than planned due to the thickness of the vamping being 50% lower than planned.

### Development

Total development at Bokoni improved by 6.7% quarter on quarter after showing a downward trend over the previous nine months.

### Capital

Total capital expenditure for the second quarter was \$6 million, comprising 1% sustaining capital and 99% project expansion capital.

On 1 April 2010, the Brakfontein project was commissioned as the project reaching commercial levels of production. As a result, the related costs were transferred from capital work-in-progress to property, plant and equipment. This will impact the planned production in line with the original ramp-up strategy.

### **Royalties: Implementation of the Mineral and Petroleum Resources Royalty Act, 2008 (Act no. 28 of 2008)**

The Mineral and Petroleum Resources Royalty Act, which imposes a royalty payable to the South African government based upon financial profits made through the transfer of mineral resources, came into operation on 1 March 2010.

The royalty is based on a predetermined percentage applied to gross sales of unrefined metal produced. The predetermined percentage =  $0.5 + [(EBIT \text{ (earnings before interest and tax)} \times 9) / \text{gross sales}]$ . The percentage cannot be less than 0.5%.

The royalty is accounted for on a monthly basis in the accounting records of Bokoni Platinum Mines (Pty) Ltd.

The payments in respect of the royalty are due in three intervals:

- 6 months into the financial year (30 June) – calculation based on actual and estimated figures, and a first provisional payment based on this;
- 12 months into the financial year (31 December) – calculation based on actual and estimated figures, and a second provisional payment based on this;
- 6 months after the financial year (30 June) – true up calculation done, and a final payment.

The calculated royalty tax percentage for Bokoni for 30 June 2010 was the minimum percentage of 0.5%, and the resulting royalty payment amounted to \$0.2 million. This payment represents four months, since the Act came into effect on 1 March 2010. The second provisional payment for 31 December will be reflective for a six month period.

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All royalty tax payments are made to the South African Revenue Services (SARS) who, in terms of the Mineral and Petroleum Resources Royalty Administration Act, will handle all administration relevant to this Act.

## Power Tariff Increases

The National Energy Regulator of South Africa (NERSA) has released its decision on Eskom's tariff increase applications. The effect of this decision is that power tariff increases in South Africa will be effected over a three year period as follows:

2010/2011	:	24.8%
2011/2012	:	25.1%
2012/2013	:	25.9%

The net effect of this decision is that current power input costs at mining operations in South Africa will increase by approximately 100% over the next three years. Bokoni operations are currently mining at relatively shallow depths with no major refrigeration requirements needed for the next 30 years of mining. Power costs currently comprise between 5% (summer tariffs) and 8% (winter tariffs) of total operating costs at the mine operations. Accordingly, the recently announced power rate increases will increase operating costs by between 5% and 8% over the next 3 years. Bokoni continues to focus efforts on power usage reduction as part of the efficiency improvement initiatives currently being implemented at the operations.

### 1.10 Proposed Transactions

At the current time, there are no reportable proposed transactions.

### 1.11 Critical Accounting Estimates

The Group's accounting policies are presented in note 4 of the audited financial statements for the year ended 31 December 2009, which have been publicly filed on SEDAR at [www.sedar.com](http://www.sedar.com).

The preparation of the condensed consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the notes to the financial statements for the year ended 31 December 2009 where applicable.

These estimates include:

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### *Taxation*

The Group applies significant judgment in determining provisions for income taxes and deferred tax assets and liabilities.

Temporary differences arise between the carrying values of assets and liabilities for accounting purposes and the amounts used for tax purposes. These temporary differences result in tax liabilities being recognised and deferred tax assets being considered based on the probability of its deferred tax assets being recoverable from future taxable income. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the deferred tax asset can be realised.

The Group provides deferred tax using enacted or substantively enacted tax rates at the reporting date on all temporary differences arising between the carrying values of assets and liabilities for accounting purposes and the amounts used for tax purposes, unless there is a temporary difference that is specifically excluded in accordance with IFRS. The carrying value of the Group's net deferred tax assets assumes that the Group will be able to generate sufficient future taxable income in applicable tax jurisdictions, based on estimates and assumptions.

### *Impairment of Mining Assets*

The recoverable amount of mining assets, including goodwill relating to mining operations, is generally determined by utilising discounted future cash flows. Factors such as the quality of the individual ore body and country risk are considered in determining the recoverable amount.

Key assumptions for the calculations of the mining assets' recoverable amounts are the forward platinum group metal prices and the annual life-of-mine plans. In determining the commodity prices to be used, management assesses the long-term views of several reputable institutions on the commodity prices and, based on this, derives the forward platinum group metals prices. The life-of-mine plans are based on proven and probable reserves and have been approved by the Group.

During the 2009 fiscal year, the Group calculated the recoverable amounts based on updated life-of-mine plans and a South African discount rate of 16.48%.

Refer to note 7 of the annual financial statements for details of key assumptions used in the 2009 impairment testing.

Cash flows used in the impairment calculations are based on life-of-mine plans which exceed five years. There were no impairment indicators identified during the quarter ended 30 June 2010. Management used the same price assumptions as at 31 December 2009. All mining assets, including goodwill, are allocated to one cash generating unit.

Should management's estimate of the future not reflect actual events, impairments may be identified. Factors affecting the estimates include:

- Changes to proven and probable ore reserves;
- The grade of the ore reserves may vary significantly from time to time;
- Review of strategy;

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- Differences between actual commodity prices and commodity price assumptions;
- Unforeseen operational issues at the mine;
- Changes in capital, operating mining, processing and reclamation costs.

### *Exposure and liabilities with regards to rehabilitation costs*

Estimated long-term environmental obligations, comprising pollution control, rehabilitation and mine closure, are based on the Group's environmental management plans in compliance with current technological, environmental and regulatory requirements.

Management used a South African inflation rate of 5.2% and the expected life of the mine according to the life-of-mine plans in the calculation of the estimated net present value of the rehabilitation liability. The discount rate used for the calculation was 8.4% based on recent yields determined on government bonds.

### *Fair value of share based payments*

The fair values of options granted are determined using a Black-Scholes valuation model. The significant inputs into the model are: vesting period, risk free interest rate, volatility, price on date of grant and dividend yield. Refer to note 36 of the annual financial statements for the year ended 31 December 2009 for details on each the share option and share appreciation schemes and assumptions used.

### *Inventory – Stock piles*

Stockpiles are measured by estimating the number of tons added and removed from the stockpile, the number of contained PGM ounces based on assay data and the estimated recovery percentage based on the expected processing method. Stockpile tonnages are verified by periodic surveys.

### *Assessment of contingencies*

Contingencies will only realise when one or more future events occur or fail to occur. The exercise of significant judgment and estimates of the outcome of future events are required during the assessment of the impact of such contingencies.

### *Mineral resources and reserves*

Mineral reserves are estimates of the amount of ounces that can be economically and legally extracted from the Group's properties. In order to calculate the mineral reserves, estimates and assumptions are required about a range of geological, technical and economic factors, including quantities, grades, production techniques, recovery rates, production costs, commodity prices and exchange rates.

Estimating the quantities and/or grade of the reserves requires the size, shape and depth of the ore bodies to be determined by analysing geological data such as the logging and assaying of drill samples. This process may require complex and difficult geological judgments and calculations to interpret the data.

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Because the economic assumptions used to estimate the mineral reserves change from year to year, and because additional geological data is generated during the course of operations, estimates of the mineral reserves may change from year to year. Changes in the proven and probable reserves may affect the Group's financial results and financial position in a number of ways, including:

- Asset carrying values may be affected due to changes in estimated cash flows;
- Depreciation and amortisation charged to profit or loss may change as they are calculated on the units-of production method; and
- Environmental provisions may change as the timing and/or cost of these activities may be affected by the change in mineral reserves.

At the end of each financial year, the estimate of proven and probable mineral reserve is updated. Depreciation of mining assets is prospectively adjusted, based on these changes.

### 1.12 Changes in Accounting Policies including Initial Adoption

#### Changes in accounting policies

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2009 (available on [www.sedar.com](http://www.sedar.com)), except for the following standards and interpretations adopted in the current financial year:

- Amendments to IAS 39, *Eligible hedged items*
- Amendments to IFRS 2, *Share-based payments: vesting conditions and cancellations*
- IFRIC 17, *Distribution of Non-cash assets to owners*
- Various improvements to IFRS 2010

There was no significant impact on the condensed consolidated interim financial statements as a result of adopting these standards and interpretations.

#### *New standards not yet adopted*

The following standards and interpretations are issued but not yet effective and applicable to the Group:

- IAS 24 (revised), Related party disclosures
- IAS 32 amendment, Financial Instruments: Presentation: Classification of Rights Issues
- IFRS 1 amendment, First-time adoption of International Financial Reporting Standards
- IFRS 9, Financial instruments

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- IFRIC 14 amendment, Prepayments of a Minimum Funding Requirement
- IFRIC 19, Extinguishing Financial Liabilities with Equity Instruments

The Group is currently evaluating the impact, if any, that these new standards will have on the consolidated financial statements.

### 1.13 Financial Instruments and Risk Management

#### *Financial instruments*

The Group's financial instruments consist primarily of the following financial assets: cash and cash equivalents, trade and other receivables, and the following financial liabilities: loans and borrowings, trade and other payables, and certain derivative instruments. Financial instruments are initially measured at fair value when the Group becomes a party to their contractual arrangements. Transaction costs are included in the initial measurement of financial instruments, with the exception of financial instruments classified as at fair value through profit or loss.

#### *Financial assets*

The Group's financial assets comprise primarily of loans and receivables.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. Loans and receivables are subsequently measured at amortised cost using the effective interest rate method. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables include trade and other receivables (excluding VAT and prepayments) and restricted cash.

Cash and cash equivalents are defined as cash on hand, deposits held at call with banks and short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents exclude restricted cash (discussed below).

Restricted cash consists of cash held through investments in the ESOP Trust.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The carrying amount of the asset is reduced through the recognition of a provision for impairment (allowance account) and the amount of the loss is recognised in the income statement. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited in the income statement.

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### *Non-derivative financial liabilities*

Loans and borrowings are initially recognised at fair value net of transaction costs incurred and subsequently measured at amortised cost, comprising original debt less principal payments and amortisation, using the effective yield method. Loans and borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

### *Derivative financial instruments*

The Group holds derivative financial instruments to hedge its interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss.

On initial designation of the hedge, the Group formally documents the relationship between the hedging instrument(s) and hedged item(s), including the risk management objectives and strategy in undertaking the hedge transaction, together with the methods that will be used to assess the effectiveness of the hedging relationship. The Group makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, whether the hedging instruments are expected to be “highly effective” in offsetting the changes in the fair value or cash flows of the respective hedged items during the period for which the hedge is designated, and whether the actual results of each hedge are within a range of 80-125 percent. For a cash flow hedge of a forecast transaction, the transaction should be highly probable to occur and should present an exposure to variations in cash flows that could ultimately affect reported net income.

Derivatives are recognised initially at fair value; attributable transaction costs are recognised in profit or loss as incurred.

### *Financial risk management activities*

The Group’s financial instruments expose it to a variety of financial risks: credit risk, liquidity risk, interest rate risk, foreign currency risk and commodity price risk. The Group may use derivative financial instruments to hedge certain risk exposures.

The Board of Directors has overall responsibility for the establishment and oversight of the Group’s risk management framework.

The Group’s risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group’s activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.



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### *Credit risk*

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, and cash and equivalents. Management has evaluated treasury counterparty risk and does not expect any treasury counterparties to fail in meeting their obligations.

Trade receivables represents sale of concentrate to Rustenburg Platinum Mines Limited in terms of a concentrate off-take agreement. The carrying value represents the maximum credit risk exposure. The Group has no collateral against these receivables.

### *Liquidity risk*

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that there is sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Group's holdings of cash and cash equivalents. This is facilitated via an operating cash flow shortfall facility ("OCSF"). The Group's cash and cash equivalents are invested in business accounts which are available on demand.

The Group operates in South Africa and is subject to currency exchange controls administered by the South African Reserve Bank. A portion of the Group's funding for its South African operations consists of loans advanced to its South African incorporated subsidiaries and it is possible the Group may not be able to acceptably repatriate such funds once those subsidiaries are able to repay the loans or repatriate other funds such as operating profits should any develop. The repatriation of cash held in South Africa is permitted upon the approval of the South African Reserve Bank.

### *Interest rate risk*

The Bokoni Transaction was partially financed by a \$104.2 million (ZAR 750 million) Debt facility from Standard Chartered provided to Plateau, of which \$69.5 million (ZAR 500 million) was drawn down on 1 July 2009. The remaining \$34.8 million (ZAR 250 million) is available for interest roll-up during the next 3 years. The term of the Senior debt facility is nine years with an interest and capital repayment holiday during the first three years. The Senior debt facility bears interest equal to the Johannesburg Inter Bank Agreed Rate (6.60% at 30 June 2010) plus 4.5% applicable margin and 1.27% mandatory cost.

The Group has entered into an interest rate swap arrangement with Standard Chartered Bank to fix the variable interest rate on \$69.5 million (ZAR 500 million) of the principal amount of the loan at 14.695% which arrangement expires on 31 July 2012.

A 100 basis point change in the interest rate for the three months ended 30 June 2010 on the Standard Chartered loan and the RPM loan would have changed the loss for the year by approximately \$0.7 million and the amount capitalized to property, plant and equipment by \$0.1 million. This analysis assumes that all other variables remain constant.

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### *Foreign currency risk*

The Group from time to time enters into transactions for the purchase of supplies and services denominated in foreign currency. As a result, the Group is subject to foreign exchange risk from fluctuations in foreign exchange rates. The Group has not entered into any derivative or other financial instruments to mitigate this foreign exchange risk.

Within the Group, certain loans between Group entities amounting to \$49.5 million are exposed to foreign exchange fluctuations. A 10% change in the CDN/ZAR exchange rate at 30 June 2010 would have resulted in an increase/decrease of \$4.9 million in equity. The Group has no significant external exposure to foreign exchange risk.

### *Commodity price risk*

The value of the Group's revenue and resource properties depends on the prices of PGM's and their outlook. The Group currently operates Bokoni. The Group does not hedge its exposure to commodity price risk. PGM prices historically have fluctuated widely and are affected by numerous factors outside of the Group's control, including, but not limited to, industrial and retail demand, forward sales by producers and speculators, levels of worldwide production, and short-term changes in supply and demand because of hedging activities.

### *Capital risk management*

The primary objective of managing the Group's capital is to ensure that there is sufficient capital available to support the funding and operating requirements of the Group in a way that optimises the cost of capital, maximizes shareholders' returns, matches the current strategic business plan and ensures that the Group remains in a sound financial position.

The Group manages and makes adjustments to the capital structure which consists of debt and equity as and when borrowings mature or when funding is required. This may take the form of raising equity, market or bank debt or hybrids thereof. The Group may also adjust the amount of dividends paid, sell assets to reduce debt or schedule projects to manage the capital structure.

There were no changes to the Group's approach to capital management as at 30 June 2010.

### *Debt Arrangements*

Refer to Section 1.2 for details of all debt arrangements.

## **1.14 Other MD&A Requirements**

Additional information relating to the Group including the Group's Annual Information Form dated 30 March 2010 is available on SEDAR ([www.sedar.com](http://www.sedar.com))

## **1.15 Internal Controls over Financial Reporting Procedures**

The Group's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Group's internal control system was designed to provide reasonable assurance to the Group's management and the board of directors regarding the preparation and fair presentation of published financial statements. Internal control over financial reporting includes those policies and procedures that:

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- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Group.
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group.
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Group's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There were no significant changes in internal controls over financial reporting that occurred during the period ended 30 June 2010 that could have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

### *Disclosure Controls and Procedures*

Disclosure controls and procedures are those controls and procedures that are designed to ensure that the information required to be disclosed in the filings under applicable securities regulations is recorded, processed, summarized and reported within the time periods specified. As at 30 June 2010 under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of the Group's disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

### **1.16 Disclosure of Outstanding Share Data.**

The Group has a share option plan approved by the shareholders that allows it to grant options, subject to regulatory terms and approval, to its directors, employees, officers, and consultants to acquire up to 32,600,000 (2008: 18,300,000) common shares. In 2009, the Group increased the number of shares reserved for issuance under the Plan from 18,300,000 to 32,600,000. As at 30 June 2010, 14,652,000 options were outstanding.

During the 2009 year the Group issued 6,156,000 share options with a weighted average exercise price of 0.86. Options outstanding and exercisable at 30 June 2010 were as follows:

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<u>Expiry date</u>	<u>Option price</u>	<u>Number of options outstanding</u>	<u>Number of options vested</u>	<u>Weighted average life (years)</u>
1 July 2010	\$ 1.29 #	119,000	119,000	0.0
17 December 2010	\$ 1.29 #	1,285,000	1,285,000	0.5
15 October 2012	\$ 1.29 #	4,286,000	4,222,250	2.3
25 June 2013	\$ 1.29 #	916,000	916,000	2.9
30 June 2013	\$ 1.29 #	1,410,000	1,410,000	3.0
25 June 2014	\$ 0.96	1,126,000	1,126,000	3.9
30 November 2016	\$ 0.84	5,010,000	0	6.4
1 May 2010	\$1.62	500,000	0	6.8
<b>Total</b>		<b>14,652,000</b>	<b>9,078,250</b>	
Weighted average exercise price		\$ 1.10	\$1.10	

# - The options were re-priced to \$1.29 on 30 June 2009.

As at 30 June 2010, the issued share capital of the Group was 201,763,472 common shares.