

19 November 2024

**To: Affected Persons of Bushveld Minerals SA (Pty) Ltd (in business rescue)**

**NOTICE TO THE AFFECTED PERSONS OF THE COMMENCEMENT OF BUSINESS RESCUE PROCEEDINGS IN RESPECT OF BUSHVELD MINERALS SA (PTY) LTD (Reg No 2008/008035/07) (IN BUSINESS RESCUE) ("THE COMPANY"), IN TERMS OF SECTIONS 129(3)(a) OF THE COMPANIES ACT 71 OF 2008**

1. You are hereby notified, in accordance with Section 129 of the Companies Act 71 of 2008 (as amended) ("the Companies Act"), that the board of Directors of the Company adopted a resolution on 15 November 2024, in terms of which the Company voluntarily commenced business rescue proceedings.
2. Accordingly, a form CoR 123.1, being a Notice of Beginning of Business Rescue Proceedings, as contemplated in section 129 of the Companies Act was filed with the Companies and Intellectual Property Commission ("the Commission") on 15 November 2024.
3. The Company nominated Piers Marsden and Jenna Osborne to be its joint business rescue practitioners on 15 November 2024 and the form CoR 123.2, being a Notice of Appointment of the Business Rescue Practitioner, as contemplated in section 129 (b) of the Companies Act was filed with the Commission.
4. In accordance with the requirements of Sections 129 (3) (a) of the Companies Act, we attach copies of the following documents:
  - 4.1. the notice to commence business rescue proceedings, form CoR 123.1, filed with the Commission;
  - 4.2. the resolution passed by the board of Directors the Company;
  - 4.3. a sworn statement of the facts relevant to the grounds on which the board resolution was founded
5. The effective date of the Company's business rescue proceedings is accordingly **15 November 2024.**
6. We will notify the affected persons of the appointment of the business rescue practitioners once we have received confirmation of the appointments from the CIPC.
7. Please note that the aforesaid documents, as well as all other notices relevant to the business rescue Proceedings of the Company, are also available at [www.matusonassociates.co.za/bushveldminerals/](http://www.matusonassociates.co.za/bushveldminerals/)

8. In terms of section 147(1) and 148(1) of the Companies Act the business rescue practitioners must convene the first meeting of creditors and the first meeting of employees' representatives within 10 business days of their appointment. Further details about these meeting will be provided in due course.
9. If you have any queries relating to any operational issues, including ongoing trading and payment please continue to engage through the normal channels at Bushveld Minerals SA (Pty) Ltd. For any queries specifically related to business rescue, please do not hesitate to contact us at [bushveldminerals@matusonassociates.co.za](mailto:bushveldminerals@matusonassociates.co.za)

**Regards**

For and on Behalf of Bushveld Minerals SA (Pty) Ltd



**Craig Winston Coltman**  
Director



## COMPANIES AND INTELLECTUAL PROPERTY COMMISSION REPUBLIC OF SOUTH AFRICA

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Date: **18/11/2024**  
Customer name: **LANCE SCHAPIRO**  
Customer code: **LANC91**  
E-mail address: **LANCESCHAPIRO@GMAIL.COM**  
Rereference Number: **60003020136**

**The Commission has received a form CoR123.1 Notice to Commence Business Rescue Proceedings in terms of section 129 or court order commencing business rescue proceedings in terms of section 131 of the Companies Act, 71 of 2008, dated 15/11/2024 for:**

Company / Close Corporation Name: **BUSHVELD MINERALS SA (PTY) LTD**  
Registration Number: **2008/008035/07**  
Company / Close Corporation Status: **BUSINESS RESCUE**

The application was duly registered on 15/11/2024 and the effective date of commencement of business rescue proceedings is recorded as 15/11/2024.

**Yours sincerely,**

**Commissioner: CIPC**

**The Companies and Intellectual Property Commission of South Africa**  
P.O Box 429, Pretoria, 0001, Republic of South Africa  
Docex 256, Pretoria  
Contact centre 086 100 2472  
[www.cipc.co.za](http://www.cipc.co.za)



2008/008035/07



60003020136



## Certificate of Confirmation

Registration Number: 2008/008035/07  
Enterprise Name: BUSHVELD MINERALS SA

## ENTERPRISE INFORMATION

Registration number: 2008/008035/07  
Enterprise Name: BUSHVELD MINERALS SA (PTY) LTD  
Registration Date: 27/03/2008  
Business Start: 27/03/2008  
Enterprise Type: PRIVATE COMPANY  
Enterprise Status: BUSINESS RESCUE  
Financial Year End: DECEMBER  
Main business/Main object: MINERAL PROPERTY EXPLORATION AND DEVELOPMENT  
Tax number: 9202316171  
Addresses:  
Postal Address: P O BOX 3665, RANDBURG, 3370, 2010  
Address Of Registered Office: SUITE 7 DENAVO HOUSE, 15 YORK STREET, CNR KING STREET, 3370, 2194  
Company Records Location:

**The Companies and Intellectual Property Commission of South Africa**

P.O Box 429, Pretoria, 0001, Republic of South Africa

Docex 256, Pretoria

Contact centre 086 100 2472

[www.cipc.co.za](http://www.cipc.co.za)



2008/008035/07



60003020136



## Certificate of Confirmation

Registration Number: 2008/008035/07  
Enterprise Name: BUSHVELD MINERALS SA

Registration Number: 2008/008035/07  
Enterprise Name: BUSHVELD MINERALS SA (PTY) LTD

## AUDITORS

Name

Postal Address

## ACTIVE MEMBERS / DIRECTORS

Full Name	Director Type	ID Number	Appoint. Date	Cellphone Number	Address
LANDGREBE SECRETARIAL SERVICES NO NAME	SECRETARY (COMPANIES AND CC'S)	B1988029081	23/01/2010		Postal:P O BOX 3665,RANDBURG, NO ADDRESS,3370,2125 Residential Address: NO ADDRESS,NO ADDRESS,NO ADDRESS,3370,2194
MSIMANGA LUCAS	DIRECTOR	7105106165087	02/11/2022	0832724198	Postal:1120 KALAMBO AVENUE WATERFALL COUNTRY ESTATE,MIDRAND, MIDRAND,3370, 1685 Residential Address: 1120 KALAMBO AVENUE WATERFALL COUNTRY ESTATE,MIDRAND, MIDRAND,3370, 1685



2008/008035/07



60003020136

COLTMAN CRAIG WINSTON	DIRECTOR	6012275093085	01/07/2023	0832773438	Postal:PORTION 21 SCHOOL ROAD, HARTZENBERGFO NTEIN,MIDVAAL, 3370,1876 Residential Address: PORTION 21 SCHOOL ROAD, HARTZENBERGFO NTEIN,MIDVAAL, 3370,1876
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# BUSHVELD MINERALS SA PROPRIETARY LIMITED

Registration Number 2008/008035/07

("the Company")

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## RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY IN TERMS OF SECTION 74 OF THE COMPANIES ACT, 2008

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### BACKGROUND

- A. The directors of the Company recognise that it is the responsibility of the board to manage the business and affairs of the Company in the best interest of the Company and in observance of the fiduciary duties and the duties of care and skill incumbent upon the board.
- B. Having conducted investigations into the financial affairs of the Company, as more fully traversed in the sworn statement to be filed with this resolution, the board has recognised that the Company is financially distressed as envisaged in section 128(1)(f)(i) of the Companies Act, 2008 ("**the Act**"), specifically in that the Company is unable to pay its debts as they become due and payable now and within the succeeding six months.
- C. The board however believes, for the reasons traversed in the sworn statement to be filed with this resolution, that there are reasonable prospects for the rescue of the Company as envisaged in Section 128(1)(b) of the Act.

### IT IS RESOLVED THAT:

#### 1. Resolution No. 1

The Company voluntarily commence business rescue proceedings in terms of section 129(1) of the Act and be placed under supervision of a business rescue practitioner.

#### 2. Resolution No. 2

Piers Michael Marsden (Identity No. 770305 5168 08 4) and Jenna Lee Osborne (Identity No. 850604 0100 08 1) of Matuson & Associates, 3 Melrose Boulevard, Melrose Arch, Melrose Estate, Johannesburg, be appointed as the Company's business rescue practitioners in terms of section 129(3)(b) of the Act, subject to the following being received from each of them:

- a. confirmation of compliance with the requirements of section 138 of the Act; and
- b. written consent and acceptance of such appointment.

#### 3. Resolution No. 3

To implement Resolution No. 1 and Resolution No. 2 above, the Company forthwith lodge all necessary documentation, information, the notice of Beginning of Business Rescue Proceedings (Form CoR 123.1) with the Companies and Intellectual Property Commission of South Africa (CIPC), and thereafter the Notice of Appointment of Business Rescue Practitioner (Form CoR123.2).

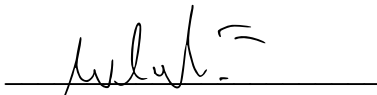
4. **Resolution No. 4**

Any one director ("**Authorised Signatory**") be and is hereby authorised to do all such things and sign and despatch all such documents, agreements and notices as are necessary to give effect to the aforesaid resolutions, to perform all acts required thereunder and to give effect to any amendments thereto as may be determined by such director to be requisite or desirable and to render the same unconditional and to the extent any director has done so, the actions of such director are hereby ratified to the extent permitted by applicable law.

5. **Resolution No. 5**

To the extent that the Authorised Signatory and/or any authorised representative of the Company (acting in his/her capacity as such) has, prior to the date of this resolution, executed any of the documents and/or performed any of the actions contemplated in Resolution No. 1, Resolution No. 2, Resolution No. 3 and/or Resolution No. 4, the Company hereby, to the extent that it may be necessary, ratifies and approves all and any such execution of documents and/or the performance of any and all such actions.

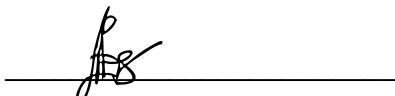
These resolutions may be signed in any number of counterparts and all such counterparts together shall constitute one and the same document.



**Craig Winston Coltman**

Director

Date: 15 November 2024



**Lucas Msimanga**

Director

Date: 15 November 2024



**SWORN STATEMENT OF FACTS**

**in support of the grounds on which resolutions to begin business rescue proceedings  
were passed by the Boards of Directors of:**

**BUSHVELD VAMETCO HOLDINGS PROPRIETARY LIMITED**

**Registration Number 2007/001293/07**

**("BVH")**

**and**

**BUSHVELD VAMETCO ALLOYS PROPRIETARY LIMITED**

**Registration Number 2005/003145/07**

**("BVA")**

**and**

**BUSHVELD MINERALS SA PROPRIETARY LIMITED**

**Registration Number 2008/008035/07**

**("BMSA")**

**(BVH, BVA and BMSA hereinafter collectively referred to as "*the Companies*")**

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I, the undersigned,

**Craig Winston Coltman**


Identity Number 601227 5093 08 5

do hereby make oath and state that:

1. I am an adult male of full legal capacity, employed by Bushveld Minerals Limited, a company registered in Guernsey (Registration Number 54506) ("***Bushveld Minerals***") and the holding company of the Companies, as the Chief Executive Officer. I am also a director of each of BVH, BVA and BMSA.
2. I make this sworn statement in compliance with section 129(3)(a) of the Companies Act, 2008 ("***the Act***"). I am duly authorised to make this statement on behalf of BVH, BVA and BMSA and the facts herein are true and correct to the best of my knowledge and belief.


**THE COMPANIES**

3. The registered address of BVH and BVA is Main Mothotlung Road Extension, Farm



Krokodilkraal, District Odi, 0250, North West Province. The registered address of BMSA is Suite 7 Denavo House, 15 York Street, corner of King Street, Kensington B, Randburg, 2194.

4. The directors of BVH and of BVA are Lucas Msimanga, Buyisiwe Sibusisiwe Majozi and myself. Lucas Msimanga and I are the directors of BMSA.
5. BMSA is indirectly 100% owned by Bushveld Minerals. BMSA is the Bushveld Minerals group's shared services and South African head office in Johannesburg. It generates no income and is entirely reliant on management fees charged to BVA and/or BVH to fund its operating costs.
6. BVA is a wholly-owned subsidiary of BVH. The issued share capital of BVH is held as follows:
  - 6.1 74% by Bushveld Vanadium 1 Proprietary Limited (Registration Number 2019/267240/07), which is indirectly 100% owned by Bushveld Minerals; and
  - 6.2 26% by Bushveld Minerals.
7. BVH is the lawful holder of a converted old order mining right granted to it by the Department of Mineral Resources under Reference Number NW 30/5/1/2/2/08MR pursuant to the relevant provisions of Item 7 of Schedule II of the Mineral and Petroleum Resources Development Act, 2002, as amended, to mine for vanadiferous magnetite in, on and under a portion of the Remaining Extent of Portion 1 of the farm Uitvalgrond No 431, Registration Division J.Q. and on a portion of Portion 1 of the farm Krokodilkraal No 426, Registration Division J.Q., measuring a total of 1507,7427 Hectares, as amended by Notarial Deed of Amendment of Mining Right executed on 4 August 2017 ("***the Mining Right***").
8. In terms of a Contract Mining Agreement entered into between BVH and BVA on 19 March 2019, BVH appointed BVA to conduct mining and incidental services on its behalf pursuant to the Mining Right, on the terms set out in that agreement.
9. BMSA has 13 employees, none of whom are members of any trade union. BVH has no employees. BVA employs 449 employees, of which approximately 82% are members of the AMCU Trade Union and approximately 3% are members of the National Union of Mine Workers Trade Union and 3% are members of the Solidarity Trade Union.
10. BMSA's Public Interest Score ("***PIS***") as last calculated is approximately 197. BVH and BVA's PIS as last calculated is approximately 742 and 3,794 respectively.
11. None of BMSA, BVH or BVA own any immovable property. All of the Companies are parties (as lessees) to lease agreements.
12. For the reasons set out below, BMSA, BVH and BVA are reasonably unlikely to pay their debts as and when they fall due for payment over the ensuing 6 (six) months. The Companies are accordingly "*financially distressed*" as this term is defined in

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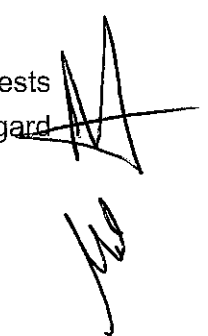
section 128(f) of the Act.

## CAUSES OF FINANCIAL DISTRESS

13. BVA's financial distress arises from *inter alia* an accumulation of the following:
  - 13.1 historically high creditor balances requiring a surplus of cash over and above that generated by operations to reduce long outstanding amounts;
  - 13.2 as a result of the creditor challenges, procurement of goods and services has been from non-preferred suppliers impacting both price and quality;
  - 13.3 sustained depressed global vanadium markets reducing the revenue to an amount below the cost of production thereby generating losses on a monthly basis for the last 12 months; and
  - 13.4 an ageing plant with machinery that has not been appropriately maintained at the required level due to the shortage of funds, this has led to breakdowns (additional costs) and loss of production (inefficiency and loss of revenue).
14. The resultant future cash flows of BVA remains challenging and going concern is uncertain.
15. BMSA and BVH's financial distress arises from *inter alia* an accumulation of the following:
  - 15.1 as a result of the challenges experienced by BVA, BMSA and BVH have not been able to receive the management fees and other inflows from BVA that allow them to sustain operations; and
  - 15.2 there are no viable alternative sources of income for BMSA or BVH.
16. The resultant future cash flows of both BMSA and BVH remain challenging and going concern is uncertain.

## PROSPECTS FOR RECOVERY IN BUSINESS RESCUE

17. There are capital inflows of at least US\$15 million due to BVA in the next three years in relation to the sale of assets by the Bushveld Minerals group. There are also trade debtor balances in excess of US\$7 million that will become due and payable to BVA.
18. BVH and BVA's asset value and deposits are valued way below the replacement costs making the business potentially very attractive to buyers.
19. The vanadium price has seen encouraging increases since 1 October 2024 and various global trade and geo-political factors would indicate that this increase could continue until the vanadium price recovers to its historical range (US\$40) from its current price (US\$30.50). An increase of this magnitude would turn the Companies to profitability.
20. There have been at least two interested third parties that have expressed interests in investing in the business of BVA. No binding offer has been received in this regard to date.

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21. A business rescue proceeding will afford the Companies breathing space (per the moratorium) to allow their business rescue practitioner to explore all of the approaches and opportunities and/or to engage with new potential investors and/or purchasers all with a view to restructuring the Companies to render them solvent and failing which, to sell their assets or businesses, which would result in a better return for the creditors or shareholders of the Companies than would result from the immediate liquidation of the Companies. It is for inter alia this reason that I hold the view that there are reasonable prospects for the rescue and recovery of the Companies through the utilising of the business rescue processes envisaged in Chapter 6 of the Act.

### **RESOLUTION TO COMMENCE BUSINESS RESCUE**

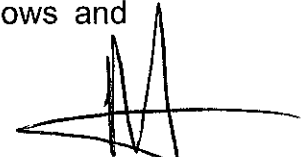
22. In the result:
- 22.1 the Companies find themselves 'financially distressed' as this term is defined in terms of section 128(1)(f) of the Act and for the reasons set out above, there is a reasonable prospect that the Companies can be rescued; and
- 22.2 on 15 November 2024, the boards of directors of each of BMSA, BVH and BVA resolved that BMSA, BVH and BVA respectively be voluntarily placed into business rescue as envisaged in section 129(3) of the Act. The resolutions will be filed evenly with this sworn statement.

### **LIQUIDATION AND OTHER LEGAL PROCEEDINGS**

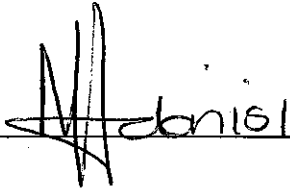
23. There are no liquidation proceedings that have been initiated by or against BMSA, BVH or BVA.
24. BMSA and BVA are not currently involved in any major litigation.
25. BVH is currently the applicant in an application before the High Court of South Africa, Gauteng Division, Pretoria under Case No. 2024/005571 for an order to, amongst other things, rescind and set aside the order granted by the Honourable Justice Mpshe AJ on 29 July 2024 at the instance of the Co-owners of the Farm Uitvalgrond JQ431, Portion 1, on the ground that it is a nullity, and in terms of Rules 31(2)(b) or 42(1) of the Uniform Rules of Court, or in terms of the common law powers of the said Honourable Court. BVH's attorneys of record in the aforesaid matter are Edward Nathan Sonnenberg Inc. Other than as aforesaid, BVH is not currently involved in any major litigation.

  
**CRAIG WINSTON COLTMAN**

Thus signed and sworn to before me at ILLOVO on this the 15<sup>th</sup> day of NOVEMBER 2024 the deponent having declared that the deponent knows and



understands the contents of this affidavit, that the deponent has no objection to taking the prescribed oath and that the deponent regards such oath as being binding on the deponent's conscience.




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**COMMISSIONER OF OATHS**

Full names :

Business address :

Designation and area for which  
commissioner holds appointment or  
the office held by commissioner if  
appointment is held *ex officio* :

Ntshokelelo Adonisi-Kgame Commissioner of Oaths Practising Attorney SA The MARC   Tower 1 129 Rivonia Road Sandton	
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