

Summarised annual financial statements

Consolidated statement of financial position

as at 30 June 2017

	Note	2017 R'000	2016 R'000
ASSETS			
Non-current assets			
Investment in joint-venture entity	1	15 327 400	15 094 529
Property, plant and equipment		873 531	176 942
Intangible assets		711 111	1 667
Investments			
– available-for-sale listed investments		229 376	180 084
– foreign listed associate		108 729	124 848
– available-for-sale unlisted investments		24 098	44 591
Pension fund surplus		93 144	68 070
Deferred taxation		—	17 421
		17 367 389	15 708 152
Current assets			
Inventories		1 223 032	1 037 471
Trade and other receivables		1 104 332	418 466
Restricted cash		—	479 522
Cash resources		5 626 778	3 184 925
		7 954 142	5 120 384
Total assets		25 321 531	20 828 536
EQUITY AND LIABILITIES			
Share capital and reserves			
Share capital		698	698
Share premium		264 092	264 092
Treasury shares		(5 062 848)	(5 051 583)
Retained earnings		27 370 925	23 485 031
Other reserves		76 433	247 242
Equity attributable to shareholders of the holding company		22 649 300	18 945 480
Non-controlling shareholders' deficit		(24 348)	(33 871)
Total equity		22 624 952	18 911 609
Non-current liabilities			
Deferred taxation liability		283 778	—
Long-term provisions		127 678	22 775
Share-based payment liability		7 242	5 779
		418 698	28 554
Current liabilities			
Trade and other payables		1 500 487	822 996
Taxation		72 532	39 348
Short-term provisions		125 143	30 255
Overdrafts		579 719	995 774
		2 277 881	1 888 373
Total equity and liabilities		25 321 531	20 828 536

Consolidated income statement

for the year ended 30 June 2017

	Note	2017 R'000	2016 R'000
Revenue		7 223 959	2 941 047
Turnover		5 945 266	2 027 813
Cost of sales		(4 200 692)	(1 918 242)
Gross profit		1 744 574	109 571
Add: Other income			
Commissions on sales and technical fees		920 055	673 761
Foreign exchange gains		11 779	295
Investment income		353 512	218 119
Bargain purchase price	2	256 755	—
Sundry		7 026	47 977
Less: Other expenses			
Finance costs		(19 662)	(38 576)
Foreign exchange losses		(401)	—
Mining royalty taxes		(178 148)	(1 455)
Impairment of property, plant and equipment		—	(41 371)
Impairment of financial assets to below original cost		—	(30 344)
Impairment of goodwill		—	(24 315)
Loss on disposal of interest in subsidiary company		—	(21 382)
Provision for rehabilitation of mines placed on care and maintenance		—	(34 000)
Staff remuneration and benefits		(332 600)	(267 163)
Sundry expenses		(290 613)	(190 814)
Profit before taxation		2 472 277	400 303
Taxation		(583 420)	(176 376)
Profit after taxation, before joint-venture entity and foreign listed associate		1 888 857	223 927
Share of profit from joint-venture entity, after taxation		3 266 282	1 281 000
Share of loss in foreign listed associate		(16 809)	(7 286)
Profit for the year		5 138 330	1 497 641
Attributable to:			
Shareholders of the holding company		5 021 171	1 539 363
Non-controlling shareholders' share of profits/(losses) in subsidiary companies		117 159	(41 722)
As above		5 138 330	1 497 641
Earnings per share (cents) (basic and diluted)	3	4 867	1 491

Summarised annual financial statements continued

Consolidated statement of comprehensive income

for the year ended 30 June 2017

	2017 R'000	2016 R'000
Profit for the year (as above)	5 138 330	1 497 641
Items that may be reclassified into the income statement dependent on the outcome of a future event	(183 604)	121 607
Gains/(loss) on revaluation to market value of available-for-sale listed investments, after taxation	38 251	(18 270)
Gains/(loss) on revaluation to market value/original cost of available-for-sale listed investments	49 292	(23 544)
Deferred capital gains taxation thereon	(11 041)	5 274
Exchange differences on translation of foreign operations	(248 814)	139 877
Items that may not be reclassified into the income statement dependent on the outcome of a future event		
Actuarial gains in pension fund, after taxation	26 959	3 760
Total comprehensive income for the year, net of taxation	4 954 726	1 623 008
(Less)/add back: Comprehensive income/(loss) attributable to non-controlling shareholders	(104 364)	29 551
Attributable to shareholders of the holding company	4 850 362	1 652 559

Consolidated statement of cash flow

for the year ended 30 June 2017

	2017 R'000	2016 R'000
Cash generated from operating activities	734 600	212 491
Net cash generated from operations	2 205 469	755 406
Cash generated from operations	2 089 291	367 718
Dividend income	4 190	7 673
Movements in working capital	111 988	380 015
Interest income	324 197	210 446
Finance costs	(12 003)	(36 079)
Taxation paid	(552 945)	(173 102)
Dividends paid to shareholders of the holding company	(1 535 677)	(697 863)
Dividends attributable to treasury shares, utilised within the group	400 400	182 000
Dividends paid to non-controlling shareholders	(94 841)	(28 317)
Cash retained from investing activities	2 123 308	862 431
Proceeds from disposal of available-for-sale unlisted investments	20 493	3 217
Additions to property, plant and equipment	(149 859)	(25 831)
Dividend received from joint-venture entity	2 250 000	875 000
Proceeds on disposal of property, plant and equipment	2 674	10 045
Cash utilised by financing activities	(416 055)	(311 192)
Preference shares redeemed	—	(346 100)
(Decrease)/increase in overdrafts	(416 055)	34 908
Cash resources		
– increase for the year	2 441 853	763 730
– at beginning of year	3 184 925	2 421 195
– at end of year	5 626 778	3 184 925

Summarised annual financial statements continued

Consolidated statement of comprehensive income

for the year ended 30 June 2017

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Preference shares redeemed	—	(346 100)
(Decrease)/increase in overdrafts	(416 055)	34 908
Cash resources		
– increase for the year	2 441 853	763 730
– at beginning of year	3 184 925	2 421 195
– at end of year	5 626 778	3 184 925

Consolidated statement of changes in equity

for the year ended 30 June 2017

	2017 R'000	2016 R'000
Share capital		
Balance at beginning and end of year	698	698
Share premium		
Balance at beginning and end of year	264 092	264 092
Treasury shares		
Balance at beginning of year	(5 051 583)	(5 051 583)
Acquired during the year	(11 265)	—
Balance at end of year	(5 062 848)	(5 051 583)
Retained earnings		
Balance at beginning of year	23 485 031	22 461 703
Profit for the year	5 021 171	1 539 363
Ordinary dividends declared during the year	(1 135 277)	(516 035)
Final dividend No 119 of 500 cents (2016: 300 cents) per share – declared on 6 September 2016	(698 035)	(418 821)
Interim dividend No 120 of 600 cents (2016: 200 cents) per share – declared on 21 February 2017	(837 642)	(279 214)
Less: Dividends attributable to treasury shares	400 400	182 000
Balance at end of year	27 370 925	23 485 031
Other reserves		
Balance at beginning of year	247 242	134 046
Other comprehensive income	(170 809)	113 196
– gain/(loss) after taxation arising on revaluation of available-for-sale listed investments to market value at year-end	38 251	(18 270)
– foreign currency translation reserve arising on consolidation	(236 019)	127 706
– actuarial gains on pension fund, after taxation	26 959	3 760
Balance at end of year	76 433	247 242
Equity attributable to shareholders of the holding company	22 649 300	18 945 480
Non-controlling shareholders' deficit		
Balance at beginning of year	(33 871)	15 765
Share of total comprehensive loss	9 523	(49 636)
Total comprehensive loss for the year, net of taxation	104 364	(29 551)
– profit/(loss) for the year	117 159	(41 722)
– other comprehensive (loss)/income for the year	(12 795)	12 171
Dividends paid to non-controlling shareholders	(94 841)	(28 317)
Relief realised on derecognition of non-controlling deficit on disposal of subsidiary	—	8 232
Balance at end of year	(24 348)	(33 871)
Total equity	22 624 952	18 911 609

Summarised annual financial statements continued

Notes to the summarised consolidated financial statements

for the year ended 30 June 2017

1 INVESTMENT IN JOINT-VENTURE ENTITY

The group's principal investment is a 50% (2016: 50%) interest in Assmang Proprietary Limited (Assmang), a South African company which it jointly controls with African Rainbow Minerals (ARM) which is also listed on the JSE. Assmang mines iron and manganese ores and produces manganese and chrome alloys. In accordance with IFRS, the results of Assmang are accounted for by Assore using the equity method. The financial information set out below has been extracted from the audited financial statements of Assmang and its subsidiary companies for the year ended 30 June 2017.

	2017 R'000	2016 R'000
Consolidated income statement of Assmang (accounting for Dwarsrivier as a discontinued operation in 2016)		
Turnover	26 280 018	18 927 093
Cost of sales	(14 810 082)	(14 374 497)
Gross profit	11 469 936	4 552 596
Other operating income	625 165	796 369
Other operating expenses	(3 926 871)	(2 185 862)
Profit from operations	8 168 230	3 163 103
Loss from joint-venture entity	(46 137)	(17 741)
Income from investments	1 074 176	416 251
Finance costs	(95 001)	(59 258)
Profit before taxation	9 101 268	3 502 355
Taxation	(2 543 755)	(950 181)
Profit for the year from continuing operations, net of taxation	6 557 513	2 552 174
Discontinued operations		
Profit after taxation for the year from discontinued operation	—	103 183
Other comprehensive income	(445 405)	206 442
Total comprehensive income for the year, net of taxation (group interest therein 50% (2016: 50%)) (refer "Equity accounting results for Assmang")	6 112 108	2 861 799
Dividends declared during the year	5 607 730	1 750 000
Abridged consolidated statement of financial position of Assmang		
Total assets		
Non-current assets	25 073 561	24 918 898
Current assets		
Inventories	3 647 687	3 712 093
Trade and other receivables	4 317 489	3 557 556
Financial assets	275 632	71 450
Cash resources	6 330 426	4 798 476
Assets held-for-sale	—	1 843 269
	39 644 795	38 901 742
Total liabilities		
Non-current liabilities		
Deferred taxation liability	5 471 270	5 097 914
Long-term provisions	916 300	802 695
Trade and other payables	94 439	96 381
Current liabilities		
Trade and other payables	1 572 077	1 320 541
Short-term provisions	750 612	698 627
Taxation	392 374	213 125
Liabilities directly associated with the assets held-for-sale	—	630 964
	9 197 072	8 860 247
Net assets	30 447 723	30 041 495
Proportion of the group's ownership	50%	50%
Carrying amount of investment		
Opening balance	15 094 529	14 585 308
Share of profit after taxation	3 266 282	1 281 000
Sale of Dwarsrivier	(560 709)	—
Share of other comprehensive income, net of taxation	(222 702)	103 221
Less: Dividends received	(2 250 000)	(875 000)
Carrying amount of investment in statement of financial position	15 327 400	15 094 529

	2017 R'000	2016 R'000
1 INVESTMENT IN JOINT-VENTURE ENTITY (continued)		
Carrying amount of investment (continued)		
Capital expenditure	2 816 981	2 974 678
Capital commitments	2 586 774	3 521 805
– contracted for	857 218	1 123 409
– not contracted for	1 729 556	2 398 396
Equity accounting results of Assmang		
Total comprehensive income for the year, net of taxation	6 112 107	2 861 799
Add/(less): Other comprehensive income/(loss) from continuing and discontinued operations	445 405	(206 442)
	6 557 512	2 655 357
Less: Depreciation not recorded in Assmang as assets held-for-sale (Dwarsrivier), effective 25 June 2015, required for group	—	(68 410)
Assmang profit after taxation accounting for Dwarsrivier as a continuing operation 50% thereon	6 557 512	2 586 947
Group consolidation adjustments	3 278 756	1 293 474
	(12 474)	(12 474)
Share of profit from joint-venture entity after taxation per income statement	3 266 282	1 281 000
Impairment of assets		
The carrying values of the following assets were fully impaired at year-end, as no future economic benefits were expected to arise from these operations:		
– Dwarsrivier, upon sale to joint venture partner	749 347	—
– one furnace and associated assets at Cato Ridge Works	124 626	—
– manganese export storage facility at Cato Ridge Works	68 396	—
– mine properties and associated assets at Machadodorp Works	—	333 110
– design work, on the training facility and sorter plant at Black Rock	—	72 308
	942 369	405 418

Summarised annual financial statements continued

Notes to the summarised consolidated financial statements continued

for the year ended 30 June 2017

2 BUSINESS ACQUISITION

2.1 Acquisition of subsidiary

On 29 July 2016, the holding company acquired the entire issued share capital of Dwarsrivier Chrome Mine Proprietary Limited (DCM) from Assmang.

In accordance with IFRS 3 - Business Combinations, the fair value of the assets acquired and liabilities assumed in a business combination are required to be determined within one year of the acquisition of control of the entity. The previous business combination disclosure (which was reported as part of the "Events after reporting period" for the year ended 30 June 2016) contained provisional values as the initial accounting for the business combination had not been completed. The fair values previously disclosed, were provisional as the "purchase price allocation" was not yet included at that point in time. On the basis of a valuation performed and independently reviewed effective 1 July 2016 the fair values of the identifiable assets and liabilities of Dwarsrivier at 1 July 2016, together with the fair value of the purchase consideration, were determined and the results for the financial year ending 30 June 2017 were adjusted to bring into account the finalisation of the initial accounting for the business combination and the valuation referred to above.

The following finalised values have been used in determining the bargain purchase gain:

	R'000
Property, plant and equipment	691 596
Mining right	712 502
Inventories	455 631
Trade and other receivables	231 491
Long-term provisions	(63 322)
Trade and other payables	(277 918)
Short-term provisions	(119 695)
Deferred tax liability raised in respect of the fair value of assets	(282 383)
Pre-acquisition liability	(55 313)
Fair value of identifiable assets acquired and liabilities assumed	1 292 589
Fair value of interest already held by the group	(560 709)
– purchase price for acquisition of 50% DCM "A" shares issued to ARM	(237 562)
– fair value of equity interest distributed by Assmang	(323 147)
Fair value of purchase consideration	(475 125)
Purchase price, agreed as at 1 July 2014	(450 000)
Interest foregone on purchase consideration placed in escrow on 1 July 2015 and paid to seller on 29 July 2016 in terms of acquisition agreement	(25 125)
Bargain purchase gain	256 755
The above bargain purchase gain results largely from the purchase price being agreed upon as at 1 July 2014 and the transaction being concluded on 29 July 2016, when all of the conditions precedent were met.	
The following results of Dwarsrivier have been included in the consolidated income statement, for the year to 30 June 2017:	
Revenue	3 380 466
Profit attributable to shareholders	843 199

2.2 Acquisition of associate

With effect from 1 April 2017, Wonderstone Limited, a wholly owned subsidiary, acquired a 40% shareholding in Dakot Wear Ceramics Proprietary Limited ("DWC"). DWC produces milling media, technical ceramics and other associated products and is located in Gingindlovu, KwaZulu-Natal.

In accordance with IFRS, the results of DWC are accounted by the group using the equity method.

Aggregate carrying amount of interest in DWC	690
Loss from continuing operations, after taxation	(690)

3 EARNINGS AND HEADLINE EARNINGS PER SHARE**Earnings and headline earnings per share**

Earnings per share (cents) (basic and diluted)

Headline earnings per share (cents) (basic and diluted)

The above calculations were determined using the following information:

Earnings

Profit attributable to shareholders of the holding company

Headline earnings

Earnings as above

Adjusted for:

Impairment of non-financial assets in joint-venture entity

– before taxation

– taxation effect

Impairment of Dwarsrivier upon sale in joint-venture entity

Bargain purchase gain (Dwarsrivier) (refer note 2.1)

Impairment of non-financial assets in subsidiaries – attributable

Impairment of non-financial assets in group (before non-controlling shareholder's portion)

– before taxation

– taxation effect

Less: Non-controlling shareholder's portion

Impairment of financial assets

– before taxation

– taxation effect

Impairment of goodwill

Loss/(profit) on disposal of property, plant and equipment in joint-venture entity

– before taxation

– taxation effect

Relief realised on disposal of subsidiary

– before taxation

– taxation effect

Loss on disposal of property, plant and equipment in subsidiaries

– before taxation

– taxation effect

Shares in issue

Weighted number of ordinary shares in issue ('000)

Ordinary shares in issue

Treasury shares held in trust

Weighted average number of shares in issue for the year

	2017	2016
	4 867	1 491
	5 049	1 690
	R'000	R'000
	5 021 171	1 539 363
	5 021 171	1 539 363
	70 414	145 950
	96 501	202 709
	(26 087)	(56 759)
	373 014	—
	(256 755)	—
	—	23 168
	—	41 371
	—	41 371
	—	—
	—	(18 203)
	—	23 547
	—	30 344
	—	(6 797)
	—	24 315
	1 202	(5 995)
	1 670	(8 326)
	(468)	2 331
	—	(6 176)
	—	(8 578)
	—	2 402
	—	4
	—	5
	—	(1)
	5 209 046	1 744 176
	139 607	139 607
	(36 430)	(36 400)
	103 177	103 207

Summarised annual financial statements continued

Notes to the summarised consolidated financial statements continued

for the year ended 30 June 2017

4 SEGMENTAL INFORMATION

The following segments are separately monitored by management and form the group's reportable segments:

Joint venture mining and beneficiation

Assore's principal investment is its 50% share in Assmang Proprietary Limited (Assmang).

Assmang's operations are managed by commodities mined and, where applicable, beneficiated at various works operations.

Accordingly, this segment is further analysed as follows:

- iron ore (Iron Ore division);
- manganese ore and alloys (Manganese division); and
- charge chrome (Chrome division).

For purposes of presenting segmental information, disclosure is made of the entire value of the information pertaining to Assmang, with the portion attributable to the other joint-venture partner (50%) shown as part of the consolidation adjustments.

Dwarsrivier

With effect from 1 July 2016, Assore owns 100% of Dwarsrivier, which mines and beneficiates chrome ores. Dwarsrivier is managed on an independent basis by executive management.

Marketing and shipping

In terms of the joint-venture arrangement with Assmang, Assore and certain of its subsidiaries are responsible for the marketing and shipping of Assmang's product. In addition, another subsidiary provides consulting and engineering expertise to Assmang and other group companies.

Other mining activities, eliminations and adjustments

This segment contains the chrome operations managed by Rustenburg Minerals, Zeerust, the pyrophyllite and ceramic operations of Wonderstone Limited and adjustments necessary to give effect to the impact of equity-accounting the results of Assmang and other consolidation adjustments. The operations referred to have become immaterial, due to the chrome operations no longer being in commercial production and therefore these adjustments were previously disclosed separately.

R'000	Iron Ore division	Manganese division	Chrome division	Sub-total	Dwarsrivier	Marketing and shipping	Other mining activities, eliminations and adjustments	Total
Year to 30 June 2017								
Revenues								
Third party	16 398 968	10 238 065	207 764	26 844 797	3 410 363	3 573 061	(26 604 262)	7 223 959
Inter-segment	—	—	—	—	—	121 286	(121 286)	—
Total revenues	16 398 968	10 238 065	207 764	26 844 797	3 410 363	3 694 347	(26 725 548)	7 223 959
Contribution to profit/(loss) for the year*	4 372 631	2 181 569	(6 746)	6 547 454	843 199	1 071 298	(6 573 094)	1 888 857
Contribution to headline earnings#	4 373 877	2 321 686	749 337	7 444 900	843 199	653 423	(3 732 476)	5 209 046
Impairment of financial and non-financial assets	—	(138 976)	(746 007)	(884 983)	—	—	442 491	(442 492)
Statement of financial position								
Consolidated total assets	25 571 400	13 519 306	554 089	39 644 795	1 511 650	23 589 330	(39 201 542)	25 544 233
Consolidated total liabilities	5 930 711	2 754 092	414 120	9 098 923	824 167	1 823 961	(9 050 472)	2 696 579
Other information								
Finance income	531 544	12 120	—	543 664	29 897	312 508	(536 746)	349 323
Finance costs	54 997	40 004	—	95 001	5 838	9 176	(90 353)	19 662
Depreciation and amortisation	1 417 197	465 250	—	1 882 447	137 439	6 409	(1 871 807)	154 488
Taxation	1 864 503	911 241	(2 622)	2 773 122	297 014	273 031	(2 759 747)	583 420
Capital expenditure	1 168 975	1 648 006	—	2 816 981	140 581	2 361	(2 810 064)	149 859

* Profit after taxation, before joint venture entity and foreign listed associate.

Includes equity-accounted results of Assmang and IronRidge.

4 SEGMENTAL INFORMATION (continued)

R'000	Iron Ore division	Manganese division	Chrome division	Sub-total	Marketing and shipping	Other mining and beneficiation	Adjustments arising on consolidation	Total
Year to 30 June 2016								
Revenues								
Third party	12 532 603	6 666 055	1 893 709	21 092 367	2 650 817	290 230	(21 092 367)	2 941 047
Inter-segment	—	—	—	—	5 542	—	(5 542)	—
Total revenues	12 532 603	6 666 055	1 893 709	21 092 367	2 656 359	290 230	(21 097 909)	2 941 047
Contribution to profit/(loss) for the year*	2 440 236	103 748	42 962	2 586 946	367 384	(143 457)	(2 586 946)	223 927
Contribution to headline earnings#	2 429 137	394 758	42 965	2 866 860	377 106	(66 360)	(1 433 430)	1 744 176
Impairment of financial and non-financial assets	—	(405 418)	—	(405 418)	—	(117 412)	202 709	(320 121)
Statement of financial position								
Consolidated total assets	25 982 501	11 044 725	1 576 180	38 603 406	1 217 940	308 893	(19 301 703)	20 828 536
Consolidated total liabilities	5 853 111	2 153 428	222 742	8 229 281	1 859 704	57 223	(8 229 281)	1 916 927
Other information								
Finance income	406 383	9 868	667	416 918	204 257	6 189	(416 918)	210 446
Finance costs	25 173	34 084	3 219	62 476	32 324	6 252	(62 476)	38 576
Depreciation and amortisation	1 517 071	472 161	105 764	2 094 996	9 492	17 603	(2 094 996)	27 095
Taxation	917 170	30 823	23 273	971 266	170 467	5 909	(971 266)	176 376
Capital expenditure	901 037	1 927 538	146 103	2 974 678	25 133	698	(2 974 678)	25 831

* Profit after taxation, before joint venture entity and foreign listed associate.

Includes equity-accounted results of Assmang and IronRidge.

Geographical information**Geographical segment by location of customers**

An analysis of the geographical locations to which product is supplied is set out below:

	2017			2016		
	Assmang revenue by segment R'000	Subsidiaries revenue by segment R'000	Total R'000	Assmang revenue by segment R'000	Subsidiaries revenue by segment R'000	Total R'000
Customers by locations						
Far East	20 155 728	3 070 845	23 226 573	12 476 319	21 613	12 497 932
Europe	1 583 640	40 191	1 623 831	2 306 454	2 629	2 309 083
USA	550 246	2 421 439	2 971 685	1 716 791	1 745 749	3 462 540
South Africa	3 946 475	1 486 862	5 433 337	2 969 603	1 170 155	4 139 758
Other – foreign	43 929	204 622	248 551	1 623 200	901	1 624 101
Total	26 280 018	7 223 959	33 503 977	21 092 367	2 941 047	24 033 414

Notes:

1. There are no customers whose off-take represents more than 10% of revenue (one customer in 2016: R2 607 million).

2. The revenue of Assmang (refer note 1) is excluded from the group's reported revenue, in terms of the application of IFRS 11.

Summarised annual financial statements continued

Notes to the summarised consolidated financial statements continued

for the year ended 30 June 2017

5 COMMITMENTS

At year-end, the group had the following commitments:

	2017 R'000	2016 R'000
Capital		
Expenditure authorised and contracted for	—	1 771
Expenditure authorised but not contracted for	101 164	1 945
	101 164	3 716
Operating lease commitments		
Future minimum rentals payable under non-cancellable operating leases over premises and equipment which are payable as follows:		
Within one year	1 230	1 359
After one year but not more than five years	1 737	457
The group's commitments will be met by future anticipated cash flows	2 967	1 816

Independent audit by the auditors

These summarised annual financial statements for the year ended 30 June 2017 have been extracted from the complete set of annual financial statements on which the auditors, Ernst & Young Inc., have expressed an unqualified audit opinion. The auditor's opinion and annual financial statements are available for inspection at the registered office of the company. The summarised annual financial statements themselves have not been audited.

Summarised annual financial statements continued

Notes to the summarised consolidated financial statements continued

for the year ended 30 June 2017

5 COMMITMENTS

At year-end, the group had the following commitments:

	2017 R'000	2016 R'000
Capital		
Expenditure authorised and contracted for	—	1 771
Expenditure authorised but not contracted for	101 164	1 945
	101 164	3 716
Operating lease commitments		
Future minimum rentals payable under non-cancellable operating leases over premises and equipment which are payable as follows:		
Within one year	1 230	1 359
After one year but not more than five years	1 737	457
The group's commitments will be met by future anticipated cash flows	2 967	1 816

Independent audit by the auditors

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Notice of Annual General Meeting

Notice is hereby given to the shareholders of Assore Limited (Assore or the company) recorded in the securities register of the company on Friday, 13 October 2017 (being the record date for receiving this notice as determined by the board of directors of Assore (the board)), that the sixty-seventh annual general meeting (AGM) of the shareholders of Assore will be held at the temporary offices of Assore at 10 Fricker Road, Illovo Boulevard, Johannesburg on Friday, 24 November 2017 at 10:30, during which meeting the following business will be transacted:

- 1 To present the audited annual financial statements of Assore and its group for the financial year ended 30 June 2017.
- 2 To elect the following directors who retire by rotation in accordance with the provisions of the company's Memorandum of Incorporation (MoI), all of whom are eligible and offer themselves for re-election to the board:
 - 2.1 Ms D Aitken, who was appointed subsequent to the last AGM; and
 - 2.2 Messrs EM Southey and WF Urmson.

A short *curriculum vitae* of each of the directors concerned is included on page 62.

- 3 To re-elect Messrs EM Southey, S Mhlarhi and WF Urmson (all being independent non-executive directors), as members of the Audit and Risk Committee.

A short *curriculum vitae* of each of the directors concerned is included on page 27.

- 4 To consider and, if deemed fit, to pass with or without modification the ordinary and special resolutions set out below.
- 5 To transact any other business that may be transacted at an Annual General Meeting of the company.

MEETING RECORD DATE

In accordance with section 59(1) of the Companies Act, No 71 of 2008, as amended (Companies Act), the board has determined that the record date for the purposes of establishing which shareholders are entitled to participate in and vote at the AGM will be Friday, 17 November 2017. Accordingly, the last day to trade to be recorded in the share register is Tuesday, 14 November 2017.

PRESENTATION OF ANNUAL FINANCIAL STATEMENTS

The audited annual financial statements of Assore and its group (as approved by the board), including the directors' report, the independent auditor's report, the Audit and Risk Committee's report and the Social and Ethics Committee's report for the financial year ended 30 June 2017, have been distributed to shareholders as required by section 30(3)(d) of the Companies Act.

The annual financial statements referred to above are available electronically at www.assore.com.

AUTOMATIC REAPPOINTMENT OF THE COMPANY'S AUDITOR

In accordance with the provisions of section 90(6) of the Companies Act, Ernst & Young Inc. shall automatically be reappointed at the AGM as the auditor of Assore for the forthcoming financial year.

Note: The company's Audit and Risk Committee has determined that Ernst & Young Inc. continues to be independent of the company, as required in terms of section 90(2)(c) of the Companies Act.

Notice of Annual General Meeting continued

REPORT OF THE SOCIAL AND ETHICS COMMITTEE

In accordance with Regulation 43(5)(c) of the Companies Regulations, 2011 issued in terms of section 223 of the Companies Act, the Chairman of the Social and Ethics Committee will table the report of the Social and Ethics Committee as set out on pages 35 and 36 of the Integrated Annual Report at the AGM.

ORDINARY RESOLUTIONS

The ordinary resolutions set out below are required to be passed by a simple majority of ordinary shareholders, representing more than 50% of the exercisable voting rights, present in person or by proxy and voting at the AGM. Where resolutions involve the election of directors, a short *curriculum vitae* of the director concerned is included on page 62.

Ordinary resolution number 1 (re-election of Ms DN Aitken as a director)

RESOLVED THAT Ms DN Aitken, who retires in terms of the MoI and who is eligible and available for re-election, is re-elected as a director of Assore.

Ordinary resolution number 2 (re-election of Mr EM Southey as a director)

RESOLVED THAT Mr EM Southey, who retires by rotation in terms of the MoI and who is eligible and available for re-election, is re-elected as a director of Assore.

Ordinary resolution number 3 (re-election of Mr WF Urmson as a director)

RESOLVED THAT Mr WF Urmson, who retires by rotation in terms of the MoI and who is eligible and available for re-election, is re-elected as a director of Assore.

Ordinary resolution number 4 (re-election of Mr EM Southey as Audit and Risk Committee member and Chairman)

RESOLVED THAT, in terms of section 94(2) of the Companies Act, Mr EM Southey be re-elected as member of the Audit Committee until the conclusion of the next AGM.

Ordinary resolution number 5 (re-election of Mr WF Urmson as Audit and Risk Committee member)

RESOLVED THAT, in terms of section 94(2) of the Companies Act, Mr WF Urmson be re-elected as member of the Audit Committee until the conclusion of the next AGM.

Ordinary resolution number 6 (re-election of Mr S Mhlarhi as Audit and Risk Committee member)

RESOLVED THAT, in terms of section 94(2) of the Companies Act, Mr S Mhlarhi be re-elected as member of the Audit Committee until the conclusion of the next AGM.

Note: The reappointment of Messrs EM Southey and WF Urmson to the Audit and Risk Committee is subject to ordinary resolutions number 2 and 3 being passed.

ADVISORY ENDORSEMENT OF THE REMUNERATION POLICY AND ITS IMPLEMENTATION

In terms of the JSE Listings Requirements, an advisory vote should be obtained annually from the shareholders with regard to the company's annual remuneration policy. The vote allows shareholders to express their views on the remuneration policy adopted and the implementation thereof, but will not be binding on the company.

To endorse, through a non-binding advisory vote, the company's implementation plan of the remuneration policy (excluding the fees paid to the non-executive directors for their services), as set out on page 38 of the integrated annual report.

SPECIAL RESOLUTION

The special resolution on the following page is required to be passed by ordinary shareholders holding at least 75% of the exercisable voting rights, present in person or by proxy and voting at the AGM.

Special resolution number 1 (general authority to provide financial assistance)

RESOLVED THAT, the board may, subject to compliance with the requirements of the MoI, the Companies Act and the Listings Requirements of the JSE Limited, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance (as such term is defined in the Companies Act) to any present or future subsidiary or inter-related companies of Assore as contemplated in section 45 of the Companies Act.

VOTING

Only Assore shareholders registered in the company's securities register on Friday, 17 November 2017 will be entitled to participate in the AGM and to vote on the resolutions set out above. On a show of hands, every ordinary shareholder who is present in person or represented by proxy at the AGM, will have 1 (one) vote (irrespective of the number of ordinary shares held by such shareholder), and, on a poll, every ordinary shareholder will have 1 (one) vote for every ordinary share held or represented by such shareholder. Whether voting takes place by a show of hands or on a poll will be at the discretion of the chairman.

PROXIES AND IDENTIFICATION

Shareholders holding certificated shares and shareholders who have dematerialised their shares and have elected "own name" registration in the sub-register maintained by their Central Securities Depository Participant (CSDP), may attend, speak and vote at the AGM or may appoint one or more natural persons to act as proxies (who need not be shareholders of the company) to attend, speak and vote on behalf of such shareholder at the AGM. A form of proxy is attached to this notice of AGM. Duly completed forms of proxy must be detached and lodged with or posted to either the transfer secretaries of Assore (being Singular Systems Proprietary Limited, 28 Fort Street Birnam, Johannesburg, 2196, PO Box 785261, Sandton, 2146) or the temporary offices of Assore at 10 Fricker Road, Illovo Boulevard, Johannesburg, 2196 (Private Bag X03, Northlands, 2116). Shareholders are requested to submit their proxies to be received by no later than 10:30 on Wednesday, 22 November 2017. Proxies which are not delivered timeously to the registered office or transfer secretaries may be handed to the chairman of the AGM at any time before the proxy exercises any rights of the shareholder at the AGM.

The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the AGM and participating and voting in person thereat, to the exclusion of any such proxy.

Shareholders who have dematerialised their shares through a CSDP or broker and who have not elected "own name" registration in the sub-register maintained by a CSDP and who wish to attend the AGM, should instruct their CSDP or broker to issue them with the necessary authority or letter of representation to attend. If such shareholders do not wish to attend the AGM but wish to be represented thereat, they may provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP or broker.

Kindly note that, in terms of section 63(1) of the Companies Act, all meeting participants (including proxies) are required to provide acceptable identification before being entitled to attend or participate at the AGM. Forms of identification considered acceptable include original valid identity documents, driver's licences or passports.

By order of the board

African Mining and Trust Company Limited

Secretaries

Johannesburg
18 October 2017

Notice of Annual General Meeting continued

Curriculum vitae of directors elected, retiring in terms of the MOI and available for re-election and of independent non-executive directors recommended for re-election as members of the Audit and Risk Committee

DN Aitken

Independent non-executive director

Dip Bus Admin

Delight holds a business administration diploma from the University of Wales and an associate certificate in management from the University of Cape Town's Graduate School of Business. She possesses more than 20 years' experience in the energy sector, most recently with Chevron Corporation where she was the Policy Government and Public Affairs Manager, Africa and Middle East. Prior to that she held technical roles in loss prevention and petroleum supply with Chevron in South Africa and the United States of America. She has also held operational positions with Transnet Pipelines where she started her career. Delight was appointed to the board on 1 March 2017.

S Mhlarhi

Independent non-executive director

BCom, BAcc, CA(SA)

Sydney qualified as a Chartered Accountant in 1998 following the completion of his articles at Ernst & Young in 1997. He co-founded Tamela Holdings Proprietary Limited (Tamela) in 2008, which holds investments in various industries. Sydney has held various senior positions in the investment banking sector, including those of divisional director at Standard Bank and Chief Investment Officer of Makalani Holdings Limited, a mezzanine financier which listed on the JSE in 2005. Sydney was appointed to the board on 15 October 2012 and serves on the group's Audit and Risk Committee.

EM Southey

Deputy chairman and lead independent non-executive director

BA, LLB

Ed was admitted as an attorney, notary and conveyancer in 1967 and practised as a partner of Webber Wentzel until his retirement as senior partner of that firm in 2006. He remains an executive consultant to the firm. He is a former president of the Law Society of the Northern Province and of the Law Society of South Africa and is a director of a number of companies. He joined the Assore board as a non-executive director in January 2009, and was appointed as deputy chairman and lead independent director in November 2010. He is the chairman of the group's Audit and Risk and Remuneration Committees.

WF Urmson

Independent non-executive director

CA(SA)

Bill was appointed as an independent non-executive director in October 2010 and chairs the group's Social and Ethics Committee. He also serves on the group's Audit and Risk and Remuneration Committees. He is a former Deputy Chairman of Ernst & Young and has served the accounting profession as Chairman of the Accounting Practices and Ethics Committees of the South African Institute of Chartered Accountants. He is a former director: surveillance of the JSE and consulted to the exchange on a part-time basis until December 2013.

Form of proxy

ASSORE LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1950/037394/06)
Share code: ASR ISIN: ZAE000146932
(Assore or the company)

For use only by shareholders holding certificated shares and shareholders who have dematerialised their shares and have elected "own name" registration in the sub-register maintained by the Central Securities Depository Participant (CSDP), attending the annual general meeting (AGM) of Assore ordinary shareholders to be held at 10:30, on Friday, 24 November 2017 at the temporary offices of Assore, located at 10 Fricker Road, Illovo Boulevard, Johannesburg.

Shareholders who have dematerialised their shares through a CSDP or broker and have not elected "own name" registration in the sub-register maintained by the CSDP must not complete this form of proxy, but should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the AGM or, if they do not wish to attend the AGM, but wish to be represented thereat, they may provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between such ordinary shareholders and their CSDP or broker.

Form of proxy for the AGM of Assore ordinary shareholders (refer notes on completion attached)

I/We

(Name in block letters) _____ of

(Address)
being the holder/s of _____ ordinary shares

in the company, hereby appoint/s (see note 1)

1.

of _____ or failing him/her

2.

of _____ or failing him/her

the chairman of Assore, or failing him, the chairman of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM of Assore to be held at 10 Fricker Road, Illovo Boulevard, Johannesburg on Friday, 24 November 2017 at 10:30 or at any adjournment thereof.

I/We desire to vote as follows (see note 2 below):

	For	Against	Abstain
Ordinary resolution number 1 Re-election of Ms DN Aitken as a director of the company			
Ordinary resolution number 2 Re-election of Mr EM Southey as a director of the company			
Ordinary resolution number 3 Re-election of Mr WF Urmson as a director of the company			
Ordinary resolution number 4 Re-election of Mr EM Southey as a member of the Audit and Risk Committee of the company			
Ordinary resolution number 5 Re-election of Mr WF Urmson as a member of the Audit and Risk Committee of the company			
Ordinary resolution number 6 Re-election of Mr S Mhlarhi as a member of the Audit and Risk Committee of the company			
Advisory endorsement of the remuneration policy Advisory endorsement of the remuneration policy			
Advisory endorsement of the implementation plan Advisory endorsement of the implementation plan			
Special resolution number 1 General authorisation to Assore directors to provide financial assistance to subsidiary and inter-related companies of Assore			

Unless otherwise instructed, my/our proxy may vote or abstain from voting as he/she thinks fit.

Signed at _____ on _____ 2017

Signature _____

Assisted by me (where applicable) _____

Please see notes overleaf

Notes to the form of proxy

1. A shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the company) to attend, speak and vote in the place of that shareholder at the AGM. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of Assore, or failing him, the chairman of the AGM". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" in the appropriate box alongside the resolution concerned. Failure to comply with the above will be deemed to authorise the chairman of the AGM, if he is the authorised proxy, to vote in favour of the resolutions at the AGM, or any other proxy to vote or abstain from voting at the AGM as he/she deems fit, in respect of the shareholder's total holding.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
4. Every shareholder present in person or by proxy and entitled to vote shall, on a show of hands, have only one vote and, upon a poll, every shareholder shall have one vote for every ordinary share held.
5. In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders for which purpose seniority will be determined by the order in which the names stand in the register of shareholders in respect of joint holding(s).
6. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity (eg for a company, close corporation, trust, pension fund, deceased estate, etc) must be attached to this form of proxy unless previously recorded by the transfer secretaries of Assore or waived by the chairman of the AGM.
7. The chairman of the AGM may accept or reject any form of proxy not completed and/or received in accordance with these notes or with the Memorandum of Incorporation of Assore.
8. Completed forms of proxy and the authority under which they are signed (if any) must be lodged with or posted to either Assore's temporary offices at 10 Fricker Road, Illovo Boulevard, Johannesburg, 2196 (Private Bag X03, Northlands, 2116) or its transfer secretaries being Singular Systems Proprietary Limited, 28 Fort Street Birnam, Johannesburg, 2196 (PO Box 785261, Sandton, 2146). Shareholders are requested to submit their proxy forms to be received by no later than 10:30 on Wednesday, 22 November 2017.

Corporate information

EXECUTIVE DIRECTORS

Desmond Sacco (Chairman)[#]
 CE Walters (Chief executive officer)
 PE Sacco (Group marketing director)
 BH van Aswegen (Group operations and growth director)^o

NON-EXECUTIVE DIRECTORS

EM Southey (Deputy chairman and lead independent director)^{†#*}
 DN Aitken[†]
 TN Mgoduso^{o†}
 S Mhlarhi^{†*}
 WF Urmsom^{†#o*}

[#] Member of the Remuneration Committee
^o Member of the Social and Ethics Committee
[†] Independent
^{*} Member of the Audit and Risk Committee

SECRETARY AND REGISTERED OFFICE

African Mining and Trust Company Limited
 Assore House
 15 Fricker Road
 Illovo Boulevard
 Johannesburg, 2196

Postal address
 Private Bag X03
 Northlands, 2116
 Email: info@assore.com
www.assore.com

Transfer secretaries and share transfer office

Singular Systems Proprietary Limited
 28 Fort Street
 Birnam
 2196

AUDITORS

Ernst & Young Inc.
 102 Rivonia Road
 Sandton
 Johannesburg, 2196

ATTORNEYS

Webber Wentzel
 90 Rivonia Road
 Sandton
 Johannesburg, 2196

Norton Rose Fullbright
 15 Alice Lane
 Sandton, 2196

BANKERS

The Standard Bank of South Africa Limited
 30 Baker Street
 Rosebank
 Johannesburg, 2196

CORPORATE INFORMATION

Assore Limited
 Incorporated in the Republic of South Africa
 Company registration number: 1950/037394/06
 Share code: ASR
 ISIN: ZAE000146932

Sponsor

The Standard Bank of South Africa Limited
 30 Baker Street
 Rosebank
 Johannesburg, 2196