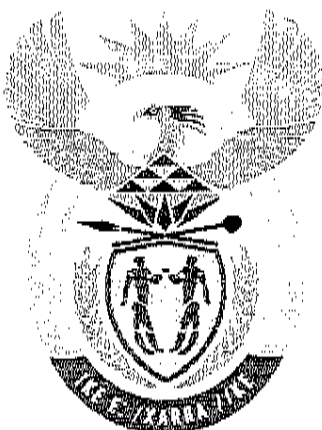


DME17



the dme

Department:
Minerals and Energy
REPUBLIC OF SOUTH AFRICA

FAX COVER SHEET

Tel: 057- 39 113 00 Fax: 057 - 3 57 6 003 /
3 57 1 241

DATE: 16 March 2009

TO:	Warren	
ORGANISATION:	Harmony Gold Mining Company Ltd	
FAX:	086 619 7019	
FROM:	CK Bopape	
TEL:	057-391 1300	ROOM NO:
FAX:	057-357 6003	
E-MAIL:	Charles.Bopape@dme.gov.za	
NO OF PAGES:	1	
SUBJECT:	REQUEST FOR COPIES OF RIGHT EXECUTED AT WELKOM REGIONAL OFFICE.	

Please find copies of the executed right as requested by your office.


CK BOPAPE

ASSISTANT DIRECTOR: ADMINISTRATION
MINERAL REGULATION
FREE STATE REGION

STATE-3 477

DME 388

FS 30/5/1/2/2/84 MR
C/2005/12/20/003**DEPARTMENT OF MINERALS AND ENERGY
REPUBLIC OF SOUTH AFRICA****CONVERTED MINING RIGHT**

Converted in terms of Item 7 of Schedule II of the Mineral and Petroleum Resources Development Act,
2002 (Act No. 28 of 2002)



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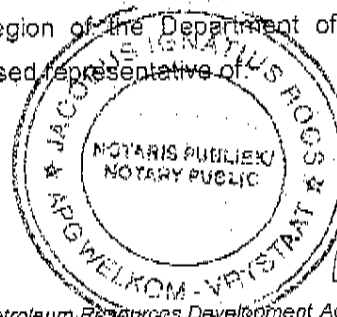
322
Protocol No-----/2007
File No
[FS] 30/5/1/2/2/84 MR
Application No
C/2005/12/20/003

LET IT HEREBY BE MADE KNOWN:

THAT on this 11 day of DECEMBER in the year 2007,
before me, JACOBUS IGNATIUS ROOS a Notary Public, duly sworn and
admitted, residing and practising at WELKOM, in the
FREE STATE Province of South Africa, and in the
presence of the subscribing competent witnesses, personally came and appeared:

Acting
KALIPA KEWUTI, Regional Manager, FREE STATE Region of the Department of Minerals and
Energy, and as such in his / her capacity as the duly authorised representative of

THE MINISTER OF MINERALS AND ENERGY



4

The said Regional Manager, being duly authorised thereto under and by virtue of a Power of Attorney granted by the **DIRECTOR-GENERAL: MINERALS AND ENERGY** of the Department of Minerals and Energy on the 27TH day of **SEPTEMBER** in the year 2007 in terms of the powers delegated by the Minister on the 12th day of May 2004 in terms of section 103 (1) of the Act.

AND

GEORGE EDWARD WARREN DE WIT

(REPRESENTATIVE'S SURNAME AND INITIALS) in his/her personal capacity or as the company's (POSITION OF REPRESENTATIVE) ~~or as a Close Corporations Member~~, and as such, the duly authorised representative of ARMgold/HARMONY FREEGOLD JOINT VENTURE COMPANY (PTY) LTD, Registration number:

2	0	0	1	1	0	2	9	6	0	2	1	0	7	
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(Hereinafter together with his/her/its successors in title and assigns referred to as "the Holder", he/she, the said representative, being duly authorised thereto under and by virtue of a power of attorney/resolution of directors of the Holder, signed or passed at JOHANNESBURG on the 16 day of DECEMBER in the year 2007 which power of attorney or a certified copy of a resolution has this day been exhibited to me, the notary, and remain filed of record in my protocol with the minutes hereof.)

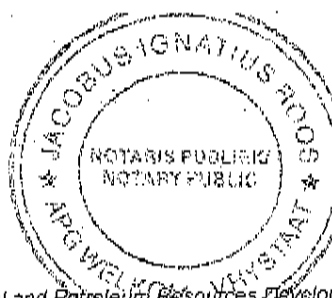
AND THE MINISTER AND HOLDER DECLARED THAT:

WHEREAS The State is the custodian of the Nation's mineral and petroleum resources in terms of section 3 of the Act.

AND WHEREAS The Holder has applied for conversion of an old order mining right in terms of Item 7 of Schedule 2 to the Act,

AND WHEREAS The **DIRECTOR-GENERAL: MINERALS AND ENERGY** of the Department of Minerals and Energy has by virtue of powers delegated to him, converted the Holder's old order, mining right in terms of Item 7 of the Schedule to the Act.

NOW THEREFORE THE MINISTER CONVERTS THE HOLDER'S OLD ORDER MINING RIGHT SUBJECT TO THE FOLLOWING TERMS AND CONDITIONS:



Definitions

In this mining right, the following words and expressions shall have the following meanings:

'Act' means the Mineral and Petroleum Resources Development Act, 2002 (Act 28 of 2002) and includes the Regulations, guidelines, circulars, directives and orders made in terms of that Act;

'Environmental Management Programme' is as defined in the Act and includes any other Environmental Management Programme approved in terms of the previous mining legislation;

'Financial year' means a complete financial year of the Holder which, at the time of the granting of this mining right, commences on 1st day of July in the year 2007 and ends on 30th day of June in the year 2008;

'Holder' is as defined in the Act; and specifically in relation to this right, it means **ARMgold/ HARMONY FREEGOLD JOINT VENTURE COMPANY (PTY) LTD**, Registration No/Identification No- **200102960207**;

'Mineral' is as defined in the Act, and specifically in relation to this right means **GOLD ORE**;

'Mining Area' is as defined in the Act and includes any additional area of environmental liability as may be reflected on the Environmental Management Programme relating to this right;

'Mining right' is as defined in the Act and includes all the Annexures to it, agreements and inclusions by reference;

'Mining Work Programme' is as defined in the Act and as reflected in the attached **Annexure "A"** to this mining right;

'Minister' means the Minister of Minerals and Energy and includes the successors in title, the assignee or any person duly authorised to act in the Minister's place and stead;

'Old order mining right' is as defined in the Schedule to the Act.

'Regional Manager' is as defined in the Act and specifically in relation to this right means the Regional Manager for the **FREE STATE** Region of the Department of Minerals and Energy;

'Social and Labour Plan', is as contemplated in regulation 46 of the Regulations to the Act and is as reflected in the attached **Annexure "B"** to this mining right; and

1. Description of the Mining Area

The Mining Area shall comprise the following:

Certain: **VARIOUS PROPERTIES**

Situated: Magisterial/Administrative District of **WELKOM AND ODENDAALSRSUS**
[FREE STATE PROVINCE]

Measuring: **1 0798,7352** hectares in extent.

(In the case of various farms being involved, a list can be attached and referred to as **Annexure "C"**);

Which Mining Area is described in detail on the attached Diagram/plan marked **Annexure "D"**.

2. Conversion of Old Order Mining Right

Without detracting from the provisions of Item 7 of the schedule to the Act, sections 5 and 25 of the Act, the Minister converts the holder's old order right and grants to the Holder the sole and exclusive right to mine, and recover the mineral/s in, on and under the mining area for the Holder's own benefit and account, and to deal with, remove and sell or otherwise dispose of the mineral/s, subject to the terms and conditions of this mining right, the provisions of the Act and any other relevant law in force for the duration of this right.

3. Commencement, Duration and Renewal

3.1. This mining right shall commence on 11 DECEMBER 2007
and, unless cancelled or suspended in terms of clause 13 of this right and or section 47 of the Act, will continue to be in force for a period of **22 [TWENTY-TWO]** years ending on 10 DECEMBER 2029.

3.2. The Holder must continue to conduct mining operations failing which this right may be cancelled or suspended.

3.3. Any application for renewal must be submitted to the Regional Manger not later than 60 working days prior to the date of expiry of this right.

4. Amendments, Variation and Abandonment

4.1. The terms of this right (including by extension of the area covered by it or by the addition of minerals or a share or shares or seams, mineralized bodies, or strata, which are not at the time the subject thereof) may not be amended or varied without the written consent of the Minister.

4.2. The Holder shall be entitled to abandon or relinquish the right or the area covered by the right entirely or in part. Upon abandonment or relinquishment of the mining area or any portion thereof, the Holder must:

4.2.1. Furnish the Regional Manager with all prospecting and /or mining results and/or information, as well as the general evaluation of the geological, geophysical and borehole data in respect of such abandoned area in so far as it applies to the mineral or any other mineral/s obtained in respect of this right and,

4.2.2. Apply for a closure certificate in terms of section 43 (3) of the Act.

4.3 With effect from the date the Holder has abandoned or relinquished a portion or portions of the mining area, and subject to section 43 of the Act, the Minister is entitled to grant any right, permit, or permission referred to in the Act in, on, or under the portion/s, so abandoned or relinquished, to any person/s.

5. **Payment of Royalties and other Monies**

5.1. The Holder shall as contemplated in section 25 (2) (g) pay to the State throughout the duration of this mining right, any royalties payable in terms of any Act or Amendment to an Act of Parliament implemented.

5.2. If, prior to the commencement of the Act, the Holder of this right paid any royalties, levies, fees, or consideration to the state, the Holder shall continue to pay same applicable to such old order mining right until such time a relevant Act of parliament is implemented.

6. **Payment of Interest**

If mining fees, any fees, any levy, royalties or consideration referred to in clause 5 are not paid punctually, the Holder shall be in mora and shall pay interest thereon at the rate prescribed in terms of section 80 of the Public Finance Management Act, 1999(Act 1 of 1999) reckoned from the date on which payment is due and payable, to the date of actual payment.

7. **Restrictions and Obligations Imposed on the Holder**

7.1 The Holder is entitled to the rights referred to in section 5(2), (3) and section 25 of the Act, and such other rights as may be contained in this mining right or such other right as may be granted to, acquired by or conferred upon the Holder by any other applicable law.

7.2 Mining operations in the mining area must be conducted in accordance with the Mining Work Programme and any amendment to such Mining Work Programme and an approved Environmental Management Plan.

7.3 The Holder shall not trespass or enter into any homestead, house or its curtilage nor interfere with or prejudice the interests of the occupiers and/or owners of the surface of the Mining Area except to the extent to which such interference or prejudice is necessary for the purposes of enabling the Holder to properly exercise the Holder's rights under this mining right.

8. Conditions on disposal of Minerals and/ or Products Derived from Mining

It is a condition of the conversion of this old order mining right that the Holder shall dispose of all minerals and/ or products derived from the exploitation of the mineral at competitive market prices which shall mean in all cases, non-discriminatory prices or non-export parity prices. If the minerals are sold to any entity, which is an affiliate or non-affiliated agent or subsidiary of the Holder, or is directly or indirectly controlled by the Holder, such purchaser must unconditionally undertake in writing to dispose of the minerals and any products produced from the minerals, at competitive market prices.

9. Mortgage, Cession, Transfer, and Alienation

This mining right, a shareholding, an equity, an interest or participation in the right or joint venture, or a controlling interest in a company, close corporation or joint venture, may not be encumbered, ceded, transferred, mortgaged, let, sublet, assigned, alienated or otherwise disposed of without the written consent of the Minister, except in the case of a change of controlling interest in listed companies.

10. Protection of Boreholes, Shafts, Adits and Openings.

All boreholes, shafts, Adits, excavations, and openings sunk or made, by the Holder during the currency of this mining right shall be sealed, closed, fenced, made safe by the Holder in accordance with the approved Environmental Management Programme, the Mine Health and Safety Act, 1996 or any other applicable laws and Regulations.

11. Holder's Liability for payment of Compensation for Loss or Damage

11.1. Subject to section 43 of the Act, the Holder shall, during the tenure of this right while carrying out the mining operations under this right, take all such necessary and reasonable steps to adequately safeguard and protect the environment, the mining area and any person/s using or entitled to use the surface of the mining area from any possible damage or injury associated with any activities on the mining area.

11.2. Should holder fail to take reasonable steps referred to above, and to the extent that there is legal liability, the holder shall compensate such person or persons for any damage or losses, including but not limited to damage to the surface, to any crops or improvements, which such person or persons may suffer as a result of, arising from or in connection with the exercise of his/her rights under this mining right or of any act or omission in connection therewith.



12. Inspection of Mining Area

The Minister and/or any person duly authorised thereto in writing by the Minister shall be entitled to inspect the mining area, the Holder's mining operations and the execution of the approved Environmental Management Programme on the Mining Area as provided for in the Act, and any instruction conveyed in writing by the Minister to the Holder requiring the proper performance by the Holder of the Holder's obligations under this mining right shall be put into effect by the Holder in terms of the Act.

13. Cancellation or Suspension

13.1 Subject to section 47 of the Act, this mining right may be cancelled or suspended if the Holder:

13.1.1 Submits inaccurate, incorrect and or misleading information in connection with any matter required to be submitted under the Act;

13.1.2 Fails to honour or carry out any agreement, arrangement, or undertaking, including the undertaking made by the Holder in terms of the Broad Based Socio Economic Empowerment Charter and Social and Labour plan, on which the Minister relied for the conversion of this right;

13.1.3 Breaches any material term and condition of this mining right;

13.1.4 Conducts mining operations in contravention of the provisions of the Act;

13.1.5 Contravenes the requirement of the approved Environmental Management Programme; or

13.1.6 Contravenes any provisions of this Act in any other manner.

13.2 Before the Minister cancels or suspends this right, the Minister shall:

13.2.1 Give written notice to the Holder indicating the intention to suspend or cancel this right;

13.2.2 Give reason/s why the Minister is considering the suspension or cancellation of this right;

13.2.3 Give the Holder 30 days to show reasons why the right should not be suspended or cancelled;

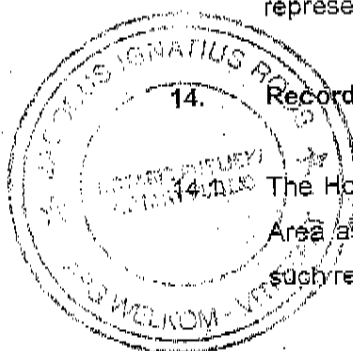
13.2.4 Notify, the mortgagee [if any], of the intention to suspend or cancel this right; and

13.2.5 Direct the Holder, where it is possible to remedy any contravention, breach or failure, to comply or to take such specified measures to remedy any contravention, breach or failure to comply.

13.3 If the Holder does not take the measures as specified by the Minister to remedy a contravention, breach or failure, the Minister may cancel or suspend this right after considering representations made by the Holder in terms of clause 13.2.3.

14. Records and Returns

14.1 The Holder shall maintain all such books, plans and records in regard to mining on the Mining Area as may be required by the Act and shall furnish to the office of the Regional Manager such reports and documents as may be relevant under this right.



14.2. The Holder shall furnish to the Regional Manager all such monthly returns contemplated in section 28 (2) A of the Act not later than the 15th day of the month following the month in respect of which it was reported.

14.3. The Holder shall furthermore at the end of each year following commencement of this mining right, inform the Regional Manager in writing of any new developments and of the future mining activities planned in connection with the exploitation/mining of the minerals on the Mining Area.

15. Minister's liability for Payment of Compensation

The Minister shall not at any time be liable or responsible for the payment of compensation of whatever nature to the Holder, the Holder's successors-in-title or assignee, or any person whomsoever as a result of the conversion of this right.

16. Compliance with the Laws of the Republic of South Africa

The conversion of this Right, does not exempt the Holder and its successors in title and/or assigns from complying with the relevant provisions of the Mine Health and Safety Act, (Act No.29 of 1996) and any other law in force in the Republic of South Africa.

17. Provisions relating to section 2(d) and (f) of the Act

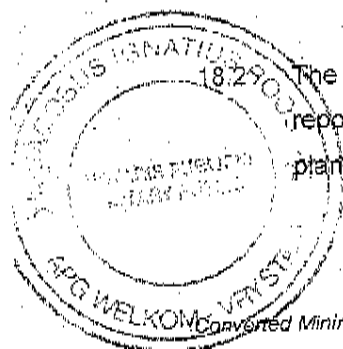
In the furthering of the objects of this Act, the Holder is bound by the provisions of an agreement or arrangement dated 5th April 2002 entered into between the Holder/empowering partner and African Rainbow Minerals (Proprietary) Limited (the empowerment partner) which agreement or arrangement was taken into consideration for purposes of compliance with the requirements of the Act and or Broad Based Economic Empowerment Charter developed in terms of the Act and such agreement shall form part of this right.

ANNEXURE 'E'

18. Social and Labour Plan

18.1 The holder must annually, not later than three months before the end of its financial year, submit a detailed implementation plan to give effect to Regulation 46(e) (i), (ii) and (iii) in line with the Social and Labour Plan.

The holder must annually, not later than three months after finalisation of its audited annual report, submit a detailed report on the implementation of the previous year's social and labour plan.



shall constitute adequate notice or communication to the party notwithstanding that it was not sent to or delivered at such party's chosen *domicilium citandi et executandi*.

20.3 Either party shall be entitled from time to time to change the *domicilia citandi et executandi* or postal address furnished above after giving at least 14 days prior written notice of such change to the other party, failing which the above mentioned addresses will remain in force.


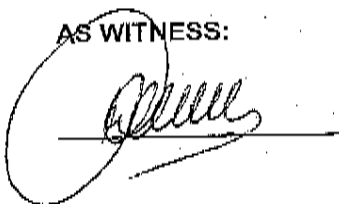
20.4 Any written notice or communication contemplated in this clause which is forwarded by one party to the other by registered post will be presumed to have been received by the addressee on the fourteenth day following the date of posting from an address within the Republic of South Africa to the addressee at the postal address of the addressee for the time being as determined in accordance with the provisions of this clause.

21. Costs


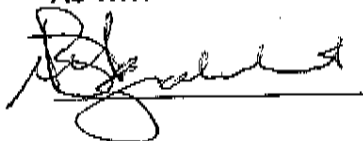
The Holder shall pay all costs and charges incurred in connection with the execution and registration of this prospecting right.

Thus done and signed at **WELKOM** on the 11 day of DECEMBER in the year 2007 in the presence of the undersigned witnesses:

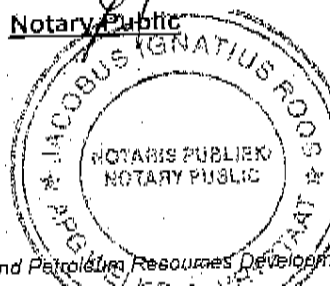
AS WITNESS:


For and on behalf of the **Minister**

AS WITNESS:


For and on behalf of the **Holder**

Notary Public



Annexure 'A'

FS 30/5/1/2/2/84-119

HARMONY FREE GOLD					
SCHEDULE OF MINERAL RIGHTS CURRENTLY HELD, WHERE MINING LICENSES ARE APPLIED FOR					
No.	Farm	Portion Description	Title or Deed Number	Area	Magisterial District
1	Arrarat 56	Portion of Re	529/2002	Tshepong	Welkom
2	Bedelia 54	Portion of The Farm	138/2003	Tshepong	Welkom
3	Buitendachs Hoop 122	Portion of portion 1	28892/98	Tshepong	Odendaalsrus
4	De Hoop 136	Portion of The Farm	529/2002, 531/2002	Tshepong	Welkom
5	De Hoop 276	Re 2	2250/1982	Tshepong	Odendaalsrus
6	De Hoop 57	Portion 1:2; Portion of portion 4	530/2002	Tshepong	Welkom
7	Dolly 404	Portion of The Farm	444/1970	Tshepong	Odendaalsrus
8	Elim 140	The Farm	530/2002	Tshepong	Welkom
9	Elisnore 12	Re 2	535/2002, 525/2002, 2251/1982, 1317/94, 12406/1981	Tshepong	Welkom
10	Erfdeel 18	Portion of Re	138/2003	Tshepong	Welkom
11	Erfdeel 198	Re & Portion 2;6	209/46	Tshepong	Odendaalsrus
12	Euclid 144	The Farm		Tshepong	Welkom
13	Eva 127	Re & Portion 2:3;7:8;10	4442/70, 530/2002	Tshepong	Odendaalsrus
14	Free State Geduld 448	Re & Portions 4;5;9	19297/99	Tshepong	Odendaalsrus
15	Fregul 443	The Farm	19297/99	Tshepong	Odendaalsrus
16	Friedesheim 51	The Farm	528/2002	Tshepong	Welkom
17	Geduld 97	The Farm (Re: Portion 2)	138/03, 529/2002, 19297/99, 674/99	Tshepong	Welkom
18	Hestersrust 224		529/2002	Tshepong	Odendaalsrus
19	Hestersrust 29	The Farm	529/2002	Tshepong	Welkom
20	Kalkkuil 153	Re: portions 3, 4, 5, 6, 16, 17, 18, 23 Portions of : portions 12, 21, 22	203/46	Tshepong	Odendaalsrus
21	Kalkkuil 417	Portion of The Farm		Tshepong	Odendaalsrus
22	Leeuwbosch 285	Re & Portion 2	530/2002	Tshepong	Odendaalsrus
23	Lotgeval 96	Portion of Re	138/03	Tshepong	Welkom
24	Meribah 16	Portion of Re: portion 2	138/2003, 528/2002	Tshepong	Welkom
25	Mijannie 66	The Farm	138/03, 528/2002, 19297/99	Tshepong	Welkom
26	New Kameeidoorns 139	Re	530/2002	Tshepong	Odendaalsrus
27	Ophir 405	Portion of The Farm	444/1970	Tshepong	Odendaalsrus
28	Ouders Gift 48	Portion of The Farm	530/2002, 19297/99	Tshepong	Welkom
29	Poleis - Heuvel 323	Portion of Re	444/1970	Tshepong	Odendaalsrus
30	Rheedersdam 31	The Farm	19297/99	Tshepong	Welkom
31	Rheederspark 124	Portion of The Farm	528/2002	Tshepong	Welkom
32	Rheederspark 153	The Farm		Tshepong	Welkom
33	Rietpan 17	The Farm	138/2003, 530/2002, 529/2002	Tshepong	Welkom
34	Thelma 104	The Farm	530/2002	Tshepong	Welkom
35	Theronrust 69	Portion of portion 3	530/2002	Tshepong	Welkom
36	Tochgekregen 99	The Farm (Re: Portion 2)	529/2002	Tshepong	Welkom
37	Tronk 431	The Farm	4194/61, 530/2002	Tshepong	Odendaalsrus
38	Utopia 108	The Farm	529/2002	Tshepong	Welkom
39	Vealbank 135	The Farm	138/2003	Tshepong	Welkom
40	Vlakvlei 121	Portion of Re: portion 3	19297/99	Tshepong	Welkom
41	Weltevreden 59	Portion of portions: 2 & 10	28892/99	Tshepong	Odendaalsrus
42	Wessolia 101	The Farm	529/2002	Tshepong	Welkom

Mining authorization Farms

