No. 695 21 July2006

COMPANIES ACT, 1973 (ACT 61 OF 1973)

INCORPORATION OF AN EXTERNAL COMPANY AS A COMPANY IN THE REPUBLIC OF SOUTH AFRICA

Whereas VAMETCO MINERALS CORPORATION, a company incorporated under the law of the State of Delaware, USA, has applied, in terms of section **335** of the Companies Act, **1973** (Act **61 of 1973)**, to be incorporated in the Republic of South Africa, and

Whereas VAMETCO MINERALS CORPORATION has a share capital and a place of business in the Republic, and

Whereas VAMETCO MINERALS CORPORATION has satisfied me that all the requirements of section 335 of the Companies Act, 1973, and the requirements of the Registrar of Companies have been complied with:

Now, therefore, under and by virtue of the powers vested in me by section 335 (2) of the Companies Act, 1973, I, Mandisi Mpahlwa hereby declare that VAMETCO MINERALS CORPORATION shall be deemed, with effect from the date of termination of its registration and incorporation as a company in the State of Delaware in USA, to be a company incorporated under Chapter IV of the Companies Act. 1973.

MANDISI MPAHLWA

MINISTER OF TRADE AND INDUSTRY