



WERKSMANS
ATTORNEYS

**NOTARIAL CESSION (OF MINING RIGHT)
PROTOCOL NO. 1380/2008
(CESSION OF KWAGGA CONVERTED)**

NOTARIAL COPY

CERTIFICATE

I, the undersigned,

KEITH GORDON

a Notary, practising at Johannesburg, in the Province of Gauteng, Republic of South Africa, duly admitted and sworn, do hereby certify and attest unto all whom it may concern that the -

NOTARIAL CESSION (OF MINING RIGHT), PROTOCOL NO 1380/2008 (CESSION OF KWAGGA CONVERTED)

attached hereto is a true and correct copy of the original document examined by me.

SIGNED AT SANDTON on 14 OCTOBER 2008.



NOTARY

Werksmans
155 - 5th Street
Sandown
Sandton
2196
Tel : (011) 535 8000

KEITH GORDON
NOTARY PUBLIC
PROVINCE OF GAUTENG
REPUBLIC OF SOUTH AFRICA


**Certified a True
Copy of the
Original**



Registered in the MINERAL & PETROLEUM TITLES
REGISTRATION OFFICE : PRETORIA
In the Register of SESSION OF MINING RIGHTS

On this 20th day of JUNE 08

Under 27/2008


p.p. DIRECTOR-GENERAL
DEPT. OF MINERALS AND ENERGY

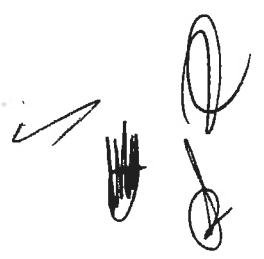
**ORIGINAL CESSION OF
KWAGGA CONVERTED**

Protocol No. 1380 /2008

NOTARIAL CESSION (OF MINING RIGHT)

BE IT HEREBY MADE KNOWN :

That on this the 5th day of June in the year Two Thousand and Eight (2008) before me,
CHRISTOPHER IAN STEVENS, Notary Public, duly admitted and sworn, residing and
practising at Johannesburg in the Province of Gauteng, Republic of South Africa, and in
the presence of the undersigned witnesses personally came and appeared **JENNIFER
MARIE LUNN** a secretary of Attorneys Mervyn Taback Inc, of Johannesburg and as such
in her capacity as the duly authorised Attorney and Agent of :



(1) **BHP BILLITON ENERGY COAL SOUTH AFRICA LIMITED**
(No. 1963/000537/06)

(hereinafter together with its successors in title and assigns referred to as "*the Cedent*")

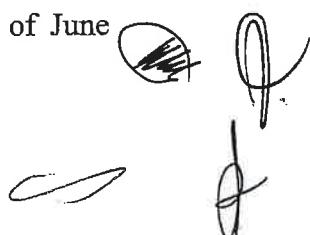
she, the said Appearer, being duly authorised hereto under and by virtue of a Power of Attorney signed at Witbank on the 5th day of June 2008, and granted to her by **SYLVESTER LEWIS PEVERELLE**, in his capacity as an authorised representative of the Cedent, he being duly authorised thereto under and by virtue of a Resolution of Directors of the Cedent passed at Johannesburg on the 24th day of January 2006;

AND

(2) **OPTIMUM COAL MINE (PROPRIETARY) LIMITED**
(No. 2007/005308/07)

(hereinafter together with its successors in title and assigns referred to as "*the Cessionary*")

she, the said Appearer, being duly authorised hereto under and by virtue of a Power of Attorney signed at Witbank on the 5th day of June 2008, and granted to her by **MICHAEL SOLOMON TEKE** in his capacity as a Director of the Cessionary, he being duly authorised thereto under and by virtue of a Resolution of Directors of the Cessionary passed at Johannesburg on the 3rd day of June 2008;



which Powers of Attorney and certified copies of which Resolutions have today been exhibited to me the Notary, and reside in my Protocol with the minute hereof.

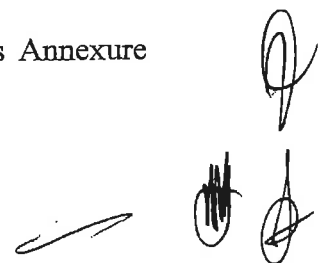
AND THE APPEARER DECLARED THAT :

WHEREAS :

- A. The Cedent is about to become the registered holder of the undermentioned converted mining right granted in terms of item 7 of Schedule II of the Mineral and Petroleum Resources Development Act 28 of 2002, namely :

Mining Right 35/2008 MR granted on 19 May 2008, notarially executed on 5th June 2008, before Notary Public, **CHRISTOPHER IAN STEVENS**, under his protocol No. 1373/2008 and registered at the Mineral and Petroleum Titles Registration Office on 5th June 2008, whereby the Cedent was granted the sole and exclusive right by the State to mine for coal in, on and under :

various portions of the farms Kopermyn 435 J.S., Mooifontein 448 J.S., Kwaggafontein 460 J.S., Rondevally 482 J.S., Speculatie 483 J.S., Blesbokfontein 487 J.S., Kromdraai 486 J.S., Blesboklaagte 488 J.S., Schoonoord 164 I.S., Rietkuil 491 J.S. and Bosmansspruit 459 J.S., Mpumalanga Province, a list of which is annexed hereto as Annexure "A";



in extent 9288,3805 (NINE TWO EIGHT EIGHT comma THREE EIGHT ZERO FIVE) hectares;

as will more fully appear from the plan attached to the mining right;

(the mining right above being hereinafter referred to as "*the Mining Right*").

- B. The Cedent has, in terms of an Agreement dated 12 September 2007, agreed to cede the Mining Right to the Cessionary.
- C. In terms of the said Agreement the Cedent wishes to cede and assign its rights and obligations under the Mining Right to the Cessionary.
- D. The Minister of Minerals and Energy has consented in terms of section 11 of the Mineral and Petroleum Resources Development Act 28 of 2002 to the cession herein contained.

NOW THEREFORE THESE PRESENTS WITNESS :


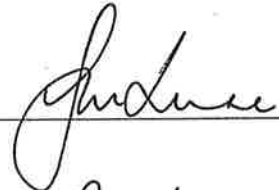


1. The Cedent hereby, with effect from the date of execution hereof, cedes and assigns all of its rights and obligations under the Mining Right to the Cessionary.
2. The Cessionary hereby accepts the cession and assignment referred to in clause 1 above.



3. It is recorded that the causa for this cession is the Agreement referred to in preamble B above, it being recorded that the consideration is an amount of R53 645 570.00 (FIFTY THREE MILLION SIX HUNDRED AND FORTY FIVE THOUSAND FIVE HUNDRED AND SEVENTY RAND), which price included the Business of the Cedent styled the Optimum Colliery, and which was sold as a going concern and thus zero-rated for purposes of value-added tax.
4. The costs and incidental to this cession shall be borne and paid by the Cessionary.

THUS DONE AND EXECUTED at JOHANNESBURG on the day and in the month and year hereinbefore written in the presence of the undersigned witnesses.

AS WITNESSES :

1.  _____ (1)  _____ q.q.
2.  _____ (2)  _____ q.q.

QUOD ATTESTOR



NOTARY PUBLIC



Property	Reg Div	Portion	Previous description as per Annexure to Old Order Mining Right	Province	Extent ha
BLESBOKFONTEIN 487	JS	MINERAL AREA 2	PORTION OF THE FARM	Mpumalanga	1822.1146
BLESBOKLAAGTE 488	JS	RE OF MINERAL AREA 1	RE OF MA 1	Mpumalanga	1800.8812
BOSMANSSPRUIT 459	JS	MINERAL AREA 2	MINERAL AREA 2	Mpumalanga	2056.8655
BOSMANSSPRUIT 459	JS	MINERAL AREA 3	MINERAL AREA 3	Mpumalanga	257.2535
KOPERMYN 435	JS	PORTION 5	PORTION 5	Mpumalanga	599.5724
KOPERMYN 435	JS	PORTION 6	PORTION 6	Mpumalanga	171.3064
KROMDRAAI 486	JS	MINERAL AREA 6	MINERAL AREA 6	Mpumalanga	47.4968
KROMDRAAI 486	JS	MINERAL AREA 8	MINERAL AREA 8	Mpumalanga	75.1871
KROMDRAAI 486	JS	RE OF MINERAL AREA 3 ON PORTION 3	RE OF MINERAL AREA 3 ON PTN 3	Mpumalanga	197.6756
KWAGGAFONTEIN 460	JS	MINERAL AREA 10	PORTION OF RE 1	Mpumalanga	54.1820
KWAGGAFONTEIN 460	JS	MINERAL AREA 7	PORTION OF PTN 4	Mpumalanga	293.1227
KWAGGAFONTEIN 460	JS	MINERAL AREA 8	PORTION OF PTN 5	Mpumalanga	183.1682
KWAGGAFONTEIN 460	JS	MINERAL AREA 9	PORTION OF PTN 2	Mpumalanga	90.2859
MOOIFONTEIN 448	JS	RE OF MA 1	RE OF MA 1	Mpumalanga	690.0377
RIETKUIL 491	JS	RE OF MINERAL AREA 1	RE OF MA 1	Mpumalanga	670.1591
RONDEVALLEY 482	JS	MINERAL AREA 3	PORTION OF RE	Mpumalanga	118.6134
RONDEVALLEY 482	JS	MINERAL AREA 4	PORTION OF RE 1	Mpumalanga	103.3720
SCHOONOORD 164	IS	RE OF MA 1 ON PTN 11	RE OF MA 1 ON PTN 11	Mpumalanga	45.7206
SPECULATIE 483	JS	MINERAL AREA 5	PORTION OF MA 2	Mpumalanga	5.3657
				Total Extent	9288.3805