

WEATHERLY INTERNATIONAL PLC

Central Operations Executive Summary



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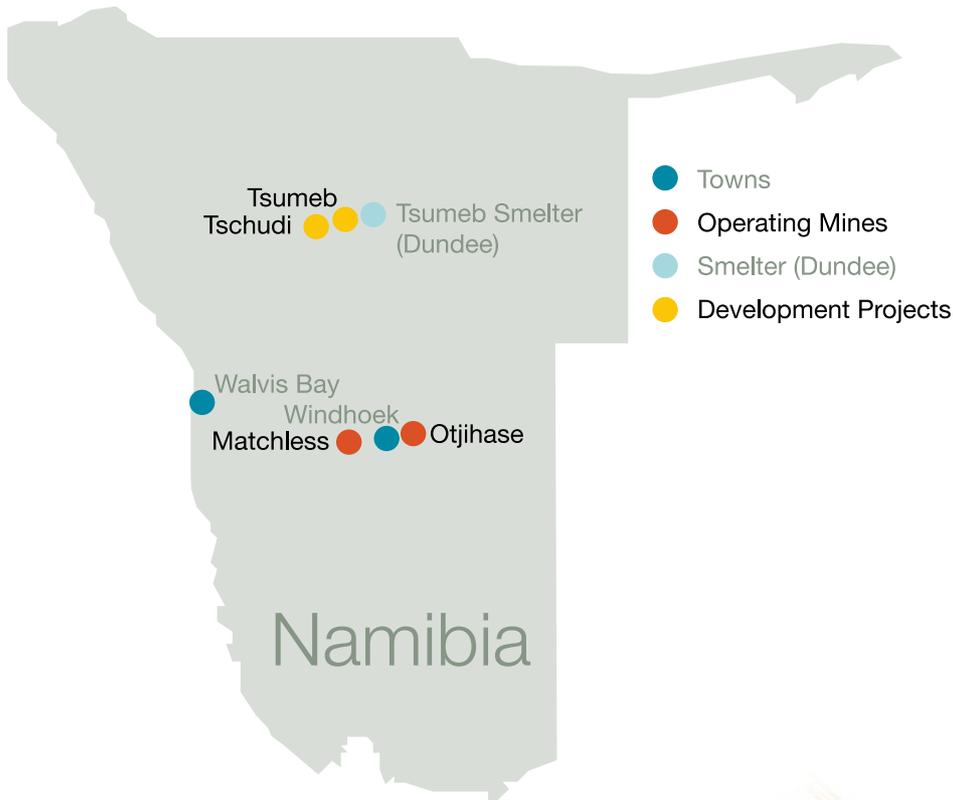
1 INTRODUCTION

The following document is an executive summary covering technical aspects of Weatherly International’s Central Operations. Central Operations is made up of two producing copper mines, Matchless and Otjihase both in Namibia. The operations were acquired by Weatherly International Plc in 2006 when it took over Ongopolo Mining and Processing Limited (“OMPL”), which it renamed Weatherly Mining Namibia Limited. Ongopolo Mining Limited (“OML”) Ongopolo Mining Limited owns the mineral properties and associated infrastructure and is owned (97.5%) by Weatherly Mining Namibia Ltd, which in turn is owned 99% by Weatherly.

2 NAMIBIA OVERVIEW

2.1 Mine Location and Access

Weatherly’s Central Namibian mineral properties, Otjihase and Matchless mines, are located 18km northeast of the capital Windhoek and 30km southwest of Windhoek, respectively (Figure 2.1_1). Access to all the projects is via a well-developed road and rail system. Additional state owned services, including grid power and reticulated water are also available at all major centres.



2.2 Mine History

Copper was obtained by African tribesmen from the Otavi Mountain Land (a triangular area bounded by the towns of Tsumeb, Otavi and Grootfontein) before Europeans began penetrating the interior of south-western Africa in the 1850s. Since the 1850s exploration and mining activities have continued, except for brief periods due to war, and the Great Depression, with a number of mineral occurrences being identified. Various parties have explored and operated the OML mineral properties, with the history of the projects summarised as:-

- 1851: Sir Francis Galton is the first European to report the presence of copper in the Otavi Mountain Land.
- 1855: Matchless Mine is opened by Walwich Bay Mining Company.
- 1860: Walwich Bay Mining Company suspended operations at Matchless Mine.
- 1892: South West Africa Company expedition examine Tsumeb outcrop.
- 1900: Otavi Minen and Eisenbahn-Gesellschaft (OMEG) acquired the mineral rights of 2590km² area from South West Africa Company. Ore proved to a depth of approximately 50m vertical via two prospecting shafts.
- 1908: OMEG commences operations at the Kombat mine.
- 1915: Tsumeb Mine closed due to wartime activities.
- 1921: Tsumeb Mine recommences operations.
- 1925: OMEG ceases operations at the Kombat mine.
- 1932: Tsumeb Mine closed due to the Great Depression.
- 1937: Tsumeb Mine re-opened.
- 1940: Tsumeb Mine is closed due to the Second World War.
- 1947: TCL under the administration of Newmont bought the mineral rights, physical assets and farms from Custodian of Enemy Property.
- 1948: Tsumeb mill commenced production of concentrates.
- 1961: Construction of copper and lead smelters and lead refinery commenced at Tsumeb.
- 1962: Kombat started milling at 680 tonnes per day.
- 1963: Copper and lead smelter at Tsumeb commenced production.
- 1967: Matchless mining grant purchased and development recommenced.
- 1970: Matchless Mine production recommences.
- 1976: No. 2 circuit of copper smelter commenced smelting concentrates from Otjihase Mine.
- 1982: No. 2 circuit of copper smelter resumes smelting concentrates from re-opened Otjihase Mine. Lead smelter changed over to single blast furnace operation.
- 1983: Matchless Mine closed down and placed on care and maintenance.

- 1984: Copper smelter changed over to one reverberatory furnace operation.
- 1985: Matchless Mine closed indefinitely and allowed to flood.
- 1986: Slag milling starts at Tsumeb.
- 1987: Gold Fields of South Africa assumes administration of TCL.
- 1995: Development of Khusib Mine commences and first ore produced.
- 1996: Industrial action results in closing of operations for four months.
- 1998: TCL placed in voluntary liquidation.
- 2000: OMPL assumes control of TCL assets and commences production from Tsumeb Mine, Kombat Mine and Khusib Springs.
- 2006: Weatherly takes over OMPL after a restructuring of its debt and environmental obligations.
- 2008: Otjihase and Matchless mines placed on care and maintenance in December.
- 2010: Weatherly negotiates the sale of the Tsumeb Smelter business with Dundee Precious Minerals.
- 2011: Central Operations, Matchless and Otjihase re open and copper production starts again.

3 MINERAL RESOURCES SUMMARY

3.1 Regional Geology and Mineralisation

The Matchless Amphibolite Belt is a conspicuous narrow northeast-southwest trending sequence consisting of amphibolite, chlorite-amphibole schist, talc schist and metagabbro which extends over a distance of 350km in the Southern Tectonostratigraphic Zone of the Damara Orogen. The Matchless Belt represents a sequence of metamorphosed tholeiitic basalts, which are the product of submarine volcanism. Stratigraphically the Matchless Amphibolite Member occurs within the Kuseb Formation (Khomas Subgroup) of the Damara Sequence, which is a metapelitic sequence of biotite schists, with subordinate calcsilicate rocks and carbonaceous schists.

There are 18 known base metal sulphide deposits in the belt. All are stratiform cupriferous pyrite deposits, with subordinate but variable amounts of lead, silver and gold. The deposits are grouped into four clusters, possibly around palaeovolcanic centres, with the more significant deposits lying at or near the apparent top of the stratigraphic sequence; however this sequence is interpreted to be overturned due to folding. The Otjihase and Matchless mines are found in two of these clusters.

3.2 Otjihase Area

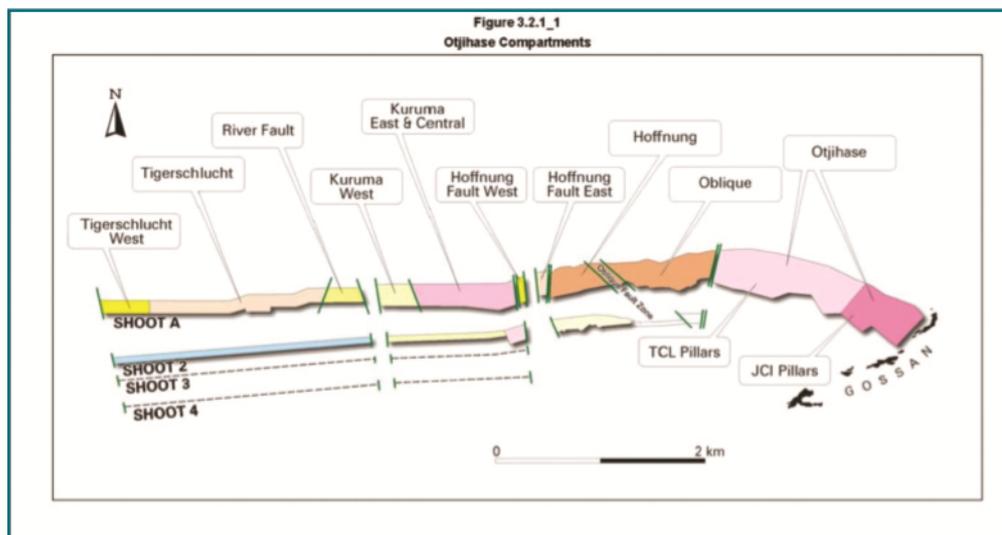
3.2.1 Geology

The Otjihase deposit comprises five sub-parallel, spatula-shaped, mineralised zones namely Shoot A, Shoot B, Shoot 2, Shoot 3 and Shoot 4. Shoots A and B are known collectively as the Main Shoot in mine terminology because of their close proximity, but geologically they are separate entities. The shoots consist of massive sulphides composed primarily of chalcopyrite and pyrite, hosted in a magnetite-rich quartzite. Of the five, only Shoot A is consistently mineralised and forms the bulk of the mineral resources. Shoot 2, south of Shoots A and B, in the Hoffnung compartment was economically viable, and is considered a secondary target still to be evaluated in the other deeper compartments. Shoots 3 and 4 to the south of Shoot 2 are currently considered uneconomic.

With the exception of Shoot B, which is slightly elevated above the southern margin of Shoot A, the westerly-plunging mineralised shoots occur at approximately the same stratigraphic level and are separated by more than 150m of barren or weakly mineralised quartz-mica schists that dip north westerly at 16°.

The northern margins of the shoots are abrupt, whereas the southern margins are gradational, consisting of thin bands and lenses of mineralisation, or disseminated mineralisation, in the quartz-mica schist country rocks. The footwall contact between the lowermost mineralised band and the underlying quartz-mica schists is usually sharp. The hangingwall contact is often gradational due to the presence of zones of disseminated mineralisation.

Each of the shoots has a gossanous outcrop and extends down plunge for more than eight kilometres. The mineralised shoots are cut by a series of sub-vertical northerly trending normal faults that down-throw the shoots progressively deeper towards the west. The faults separate the deposit into a number of blocks (or compartments) named after the faults that occur along the western margin of each block. Compartments considered in the mineral resources are the Otjihase compartment, with the remnant pillars from areas mined by Johannesburg Consolidated Investments (JCI) and TCL, the Kuruma, Tigerschlucht, and Hoffnung Fault compartments.



3.2.2 Mineral Resource Estimates

Estimates of the remaining mineral resources at Otjihase have been undertaken by OMPL/Weatherly over the last few years. The current estimate has been compiled by Mr. Andrew Thomson, a geologist with over 25 years' experience on the deposits of the Matchless belt and Competent Person as defined by JORC.

Tigerschlucht, Kuruma and Hoffnung Compartments

Undeveloped mineral resources in Shoot A in the Kuruma West, Tigerschlucht and Hoffnung Fault compartments were estimated by applying the polygon method to intersection data obtained by diamond drilling from surface. Pillars in the Kuruma East and Central Compartments were assigned the block grades for the polygon which contained them. A modified polygon method was used for Shoot A mineralisation in the western parts of the Kuruma and Tigerschlucht compartments due to lack of data. Rectangular polygons elongated east-west in the plunge direction and having a width of 40m (the zone width) and a length of 80m (twice the width) were constructed parallel to the northern boundary forming five parallel zones. Using information from drilling intersections (at Tigerschlucht) and applying geological trends (lithological, grade, thickness and specific gravity) observed in the Kuruma and Hoffnung compartments, an Inferred Mineral Resource could be estimated. Polygon/block values in the Tigerschlucht and River Fault compartments were assigned as follows:

- If the polygon/block contained a borehole, then the borehole values were used for the polygon;
- If a polygon was located between two polygons containing boreholes, then the averaged values for the two boreholes were used for the polygon;
- The zone average values were used for all other polygons occurring in that particular zone. The zone average was determined by calculating the arithmetic mean of thickness, bulk density and grades from all boreholes falling within a particular zone.

The geological values for polygons in the Tigerschlucht and River Fault compartments having a thickness less than 3.5m were diluted to make them up to a minimum 3.5m thickness. It was assumed that the diluting rock had a nil grade and an in-situ bulk density of 2.85t/m³.

These compartments have been divided into several mineral zones from north to south with each of these zones having been accounted for separately.

No silver and gold assay data was available for the drilling programme at Tigerschlucht. All gold and silver values used in the resource estimation at Tigerschlucht were obtained by applying Ag:Cu and Au:Cu ratios applicable to the Shoot A mineralisation in the Kuruma compartment.

A confidence level ranging from Level 1 having the highest confidence (reliable data) to Level 6 having the lowest confidence was assigned to each polygon. For example, a polygon containing a borehole was assigned the highest confidence level, whereas a polygon located over 200m from the nearest borehole was assigned the lowest confidence level.

Classification of mineral resources is based partly on this confidence level.

The mineral resource for a second mineralised zone in the Tigerschlucht compartment, Upper Mineralised Zone (UMZ), has been estimated using the modified polygon method.

Mineralisation in this compartment is erratic/"nuggety" and discontinuous and geological boundaries are poorly defined.

3.2.3 Mineral Resources

The estimated mineral resource (A Thomson, February 2010) is shown in Table 3.2.3_1 and Table 3.2.3_2. The Measured and Indicated Resources are mainly present in the uppermost section of the mine (Otjihase compartment) as pillars and remnants, in the deeper portions in the Kuruma compartment and a portion of a parallel ore shoot (Shoot 2) south of the Kuruma compartment into which access points have been developed. The JCI pillars and the Kuruma West areas have been classified by Weatherly as Inferred Mineral Resources as there is no data in those areas for direct estimation. The mineral resource in both of these areas is somewhat well informed due to the regularity of the mineralisation in these areas and the proximity to mined out portions with very good sampling data.

Kuruma West area is a 300m section of the Kuruma compartment broken by a series of faults. While the portion itself has no data, the geology is well constrained both to the east by mining and to the west by boreholes. The mineral resources to the east, Kuruma East and Central, are classified as measured and the mineral resources in the Tigerschlucht compartment to the west are classified as Indicated. The mineralisation in the compartments on either side is similar. There is no reason to expect that the mineralisation in the Kuruma West section is any different to its neighbours. For this reason Coffey Mining recommends that the Kuruma West Mineral resources be classified as an Indicated rather than Inferred Mineral Resource.

3.2.4 Mineral Resources vs. Production

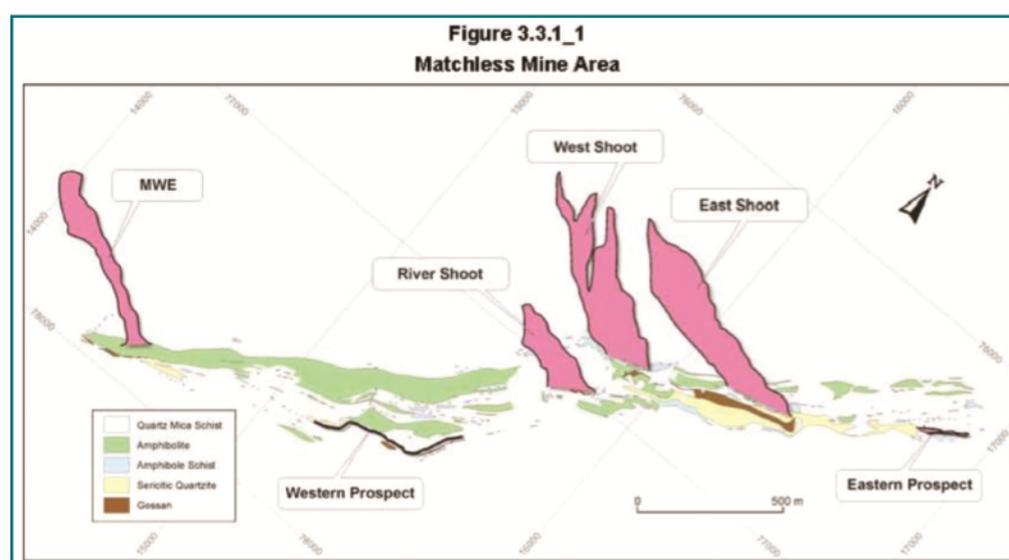
Coffey Mining has reviewed the production data and in general, the predicted copper and silver grades, less mining losses, are within 5% of the actual grade. Sulphur grades are more variable and can be up to 20% higher than expected over several months. This may be due to high amounts of pyrite in the waste rock adding additional sulphur to the resource mix. Gold is very low grade and while the actual grades are up to 35% higher, the absolute difference is very small and within expected error limits for the level of concentration.

Table 3.2.3_2 Central Namibian Operations of Weatherly JORC Compliant Mineral Resources for Itjihase Mine Excluded from the Five Year Plan (A Thomson, February 2010)											
Compartment	Source Type	Shoot	Amount (tonnes)	Grade				Contents			
				Cu (%)	Ag(g/t)	Au(g/t)	S(%)	Cu (%)	Ag(kg)	Au(kg)	S(t)
Indicated Mineral Resources											
Hoffnung Fault East	Partially developed	A	170,830	1.96	7.51	0.44	16.65	3,348	1,282	75	28,443
River Fault East	Undeveloped Resource	A	86,223	3.13	9.26	1.03	22.75	2,695	798	89	19,619
Tigerschlucht	Undeveloped Resource	A	2,255,220	2.04	6.11	0.34	17.60	45,970	13,788	762	396,897
Subtotal Indicated			2,512,273	2.07	6.32	0.37	17.71	52,013	15,868	926	444,959
Inferred Mineral Resources											
Hoffnung Fault West	Undeveloped Resource	A	287,593	1.97	8.50	0.28	21.05	5,659	2,444	81	60,550
Kuruma	Undeveloped Resource	2	348,232	1.05	7.88	0.15	5.75	3,656	2,744	52	20,023
River Fault East	Undeveloped Resource	A	192,239	1.76	5.26	0.29	15.78	5,659	1,011	56	30,341
River Fault West	Undeveloped Resource	A	191,450	1.93	5.78	0.32	16.88	3,688	1,107	61	32,325
Tigerschlucht	Undeveloped Resource	A	844,059	1.41	4.22	0.24	12.17	11,885	3,564	201	102,714
Tigerschlucht	Undeveloped Resource	UMZ	1,461,873	1.20	4.20	0.20	8.50	17,543	6,140	293	124,259
Subtotal Indicated			3,325,446	2.07	6.32	0.37	17.71	45,805	17,010	744	370,212

3.3 Matchless Mine

3.3.1 Geology

The Matchless deposit comprises six echelon shoots namely the Eastern Prospect, East Shoot, West Shoot, River Shoot, Western Prospect and Western Extension, extending over a strike length of 2.5km from the east to the west in that order (Fig.3.3.1_1). The East Shoot, West Shoot and River Shoot form the old Matchless Mine. The mineralisation occurs in amphibolites and quartz-sericite schist lying between the Matchless Amphibolite and the Footwall Amphibolite, dipping at 30°, 350° towards the north and plunges to the northwest. The mineralised zones are distinct pyrite-chalcopyrite occurring in a quartz mica schist. A slight angular discordance between the mineralised zone and the Matchless Amphibolite was mapped on outcrop. The mineralisation is strata-bound and is of a massive sulphide type containing mainly pyrite, pyrrhotite, chalcopyrite and minor sphalerite, gold and silver.



3.3.2 Mineral Resources for the Western Extension

Only the Matchless Western Extension (MWE, Figure 3.3.1_1) has a declared mineral resource. The other shoots are part of the old mine which was closed in 1983 with most of the delineated resources removed. There may be as much as 1Mt to 2Mt of mineralised material left in or near the old workings (Gossage et al 2002, Thomson 2008). The extent, grade and accessibility of this material have not been verified and are not considered part of the mineral resources. Weatherly is currently investigating the feasibility of opening these areas of mineralised material. One option is to develop a drive from 14 Level towards River, West and East Shoots which would enable the Western prospects to be explored while opening up mineralisation beneath the old Matchless mine. An alternative scenario to be investigated would be a decline from the surface of the old mine to intersect the old ramp system. Coffey Mining has expressed the opinion that the exploration of the Matchless area has the potential to discover further mineralised areas and has recommended that Weatherly continues to explore the greater Matchless area.

The mineral resource at Matchless Western Extension from 1815m above mean sea level (amsl) down to 1350m amsl was sufficiently drilled to establish the continuity of the mineralisation. The drilling in the deeper higher grade areas was along strike direction across the shoot. This distribution of intersections through the width of the deposit enhances confidence in the continuity of the massive sulphide deposit and contained copper grades. The mineralised shoot displays good continuity, a characteristic of stratiform massive pyrite bodies. There is a critical gap in the drilling at: 77°620N and 17°320E which prevented the classification of the resource as measured. The channel samples database was only being compiled during the last mineral resource estimation and was not continuous or of a good enough quality to increase the confidence levels in the resource classification. It was assumed that mineralisation above cut-off grades will be found in this information gap. Hence the mineral resource is classified as an Indicated Mineral Resource. Portions of the deposit being mined beyond the drill indicated limits are classified as an Inferred Mineral Resource.

Estimation methodology for the 2005 mineral resources

- Original assays were used;
- Composites were weighted using the sample length;
- 0.6% Cu cut off was applied;
- Maximum internal dilution of 2m was allowed;
- The polygons were not changed from the ones used historically;
- The intersection thickness was used to determine the polygon thickness;
- Where more than one borehole intersection is in a polygon, the weighted average grade and thickness was applied. The grade was weighted against the composite length;
- Where there was no borehole intersection in a polygon, the weighted average of surrounding boreholes was used to calculate the grade and thickness of the polygon;
- Polygon areas used were planimeter readings done by the surveyors at Otjihase;
- The bulk density applied was calculated from the bulk density measurements on individual samples;
- The Low Grade zone was blocked out separately;
- The mineral resource was classified into an Indicated Mineral Resource (above 1480m amsl elevation) and an Inferred Mineral Resource below 1480m amsl elevation;
- The Low Grade mineral resource was classified as an Inferred Mineral Resource.

Estimation methodology for the 2008–2010 mineral resources

The surface elevation is 1845m amsl. No mineral resources have been estimated from this level to 1825m amsl. From 1825m amsl to 1650m amsl, most of the mineral resource has been removed. The current Indicated Mineral Resource is below this level to 1350m amsl. Below 1350m to 1300m amsl the mineral resource is classified as Inferred. The last mineral resource estimation was undertaken in 2005 and audited by Coffey Mining (then RSG Global).

The current mineral resource estimate has re-assessed the geological inputs of the earlier models. Earlier mineral resource estimates overstated the Cu grade by 50%. This was caused by including thin high grade chalcopyrite lenses intersected in boreholes and extending them over the entire block. In reality these chalcopyrite lenses are only a centimetre to a few meters long. With the exclusion of the thin chalcopyrite lenses the resource/reserve grade decreased to a level that was consistent with the actual grades from mining. Re-estimated mineral resources as at 30 June 2008 are given in Table 3.3.2.3_1.

Table 3.3.2.3_1 Central Namibian Operations of Weatherly JORC Compliant Matchless Mineral Resources June 2008 (A Thomson)			
Catagory	Tonnes	Cu(%)	Cu(t)
Indicated	651,659	2.09%	13,620
Inferred	230,460	2.32%	5,350

These mineral resources have served as a base for the final estimate which includes the depletion of the resources due to mining between June 30 2008 and 31 December 2008. Depletion has been calculated by subtracting the production from the 30 June 2008 estimation until the mine stopped production in December 2008. Sulphur grades were included in the original mineral resource but have not been calculated for the depleted mineral resource. Depletion of mineral resources from July to December 2008 used surveyed tonnes from Matchless Western Extension and mill feed at Otjihase. Ore from both Otjihase and Matchless Western Extension were combined.

3.3.3 Matchless Mineral Resources

The estimated remaining mineral resource for Matchless Western Extension is given in Table 3.3.3_1

Table 3.3.3_1 Central Namibian Operations of Weatherly Matchless Western Extension Mineral Resources February 2010			
Catagory	Tonnes	Cu(%)	Cu(t)
Indicated	591,660	2.13%	12,628
Inferred	230,460	2.32%	5,350

3.4 Coffey Mining Technical Evaluation

In reviewing the mineral resources, Coffey Mining conducted an audit of the data and recording practices used by Weatherly in the evaluation of the geology and mineral resources. Detailed audits have been performed in the past by Coffey Mining (then as Resources Services Group in 2002, or RSG Global, in 2004 and 2006). Except for some additions from production sampling, there has been no substantial change in the data itself since 2006. The data vary in quality and quantity between different sections of the Otjihase mine. This is expected as the mine has had several owners in its history and data collection and evaluation procedures varied over time. The classification of the remaining mineral resources reflects these data quality. Mineral resource estimates at Otjihase have been documented in reports and the process can be adequately followed by non-mine personnel.

Geostatistical methods have not been used to estimate the mineral resource at Otjihase mine nor have 3D computerised models been constructed. The mine has good plans in hard copy which can be used for mineral resource estimates and mine planning. The amount of remaining resources does not justify the expense of creating 3D models at this time. The polygon methods used to estimate the mineral resources are based on a sound understanding of the method and awareness of the potential sources of error. There is sufficient historical mining data to make adjustments, via factors, in the resources where necessary. An example of this is estimating silver and gold grades (where no assay data exists) from ratios calculated from production data.

Coffey Mining has reviewed the production data from the last two years of operation at Otjihase and has found the actual mined ore grade to be within 5% of predicted grade for copper and silver and within acceptable limits for gold. Sulphur grades may be up to 20% higher over several months. This is most likely due to pyrite in the included waste that is not accounted for in the mineral resource models. No exploration has been carried out at Matchless since the closure of the mine in 1983. The quality of the recorded data is average. Documentation is not yet well organised. Several versions of the same report exist but are undated and unsigned and appear partially completed making progression of the estimation and changes in the mineral resource difficult to follow. Assay data are in electronic text files but with no column headers to identify the quantities (Cu, Ag etc) recorded. Geological models have been created for Matchless Western Extension in 3D modelling software. The software used is not documented.

Geostatistical methods have not been used to estimate the mineral resource at Matchless Western Extension. The mineral resources have been calculated manually using the polygon method similar to that at Otjihase. Given that the geological model and sampling data was already in a digital format, a full volume mineral resource could have easily been estimated using modern computer software.

Reliable production records only exist for the last six weeks of mining making reconciliation of predicted grades with production difficult. During the site visit the portion of 9-Level visited had a much thinner mineralised zone than predicted in the block model. Data exist in the form of channel sampling to explain this discrepancy and has been accounted for in the current mineral resource estimate.

4 ORE RESERVES

4.1 Otjihase Mine

The factors used historically to convert the Mineral Resources to Ore Reserves are presented in Table 4.1_1.

Compartment	Description	Extraction(%)	Dilution(%)		
Otjihase	- Remnant Pillar (TCL Pillars)	35	15		
Kuruma	- Recoverable Pillars	75	25		
	- Undeveloped	55	25		
Mine Call Factors:		Cu	Ag	Au	
Otjihase		0.90	0.90	0.90	

Table 4.1_2 shows the total ore reserves per compartment. It should be noted that Coffey Mining has increased the confidence level of the Kuruma West compartment from an Inferred to Indicated Mineral Resource (Section 3.2.2) and the resource has now been converted to a Probable Mineral Reserve.

Compartment	Reserve Tonnes and Grades				Contained Metal		
	Tonnes	Cu(%)	Ag(g/t)	Au(g/t)	Cu(t)	Ag(kg)	Au(kg)
Otjihase Pillars	775,555	1.95	6.84	0.28	15,150	5,300	200
Kuruma East and Central	1,477,125	1.70	6.94	0.37	25,100	10,300	550
Kuruma West	695,151	1.29	7.60	0.16	9000	5,300	110
Kuruma Shoot 2	775,555	1.01	7.57	0.15	2,900	2,200	42
Total	3,235,400	1.61	7.11	0.29	52,100	23,000	920

Table 4.1_2 shows the total ore reserves per compartment. It should be noted that Coffey Mining has increased the confidence level of the Kuruma West compartment from an Inferred to Indicated Mineral Resource (Section 3.2.2) and the resource has now been converted to a Probable Mineral Reserve.

Modifying factors applied in the conversion of the Matchless mineral resource are as follows:

- Dilution 20%;
- Mining losses of 0%;
- Extraction of 86%.

The ore reserves for Matchless have been estimated based on the 30 June 2008 reserve estimation and depleted through the production and survey figures achieved between July 2008 and December 2008. However, detailed reconciliation of the block model and mined out areas cannot be done due to lack of mining records. Therefore, best practice would dictate that the next ore reserve estimate be updated utilising the exploration data sourced from the proposed drilling on 14 level and subsequent revised 3D geological model rather than the current 2D polygon sections and reconciliation through depletion.

During the ore reserve estimation process, Weatherly has identified that dilution is a serious issue especially in its effect on haulage costs and detriment to the overall grade. Hangingwall conditions are reportedly poor. Footwall dilution due to pyrite was being misinterpreted as ore and backfill waste was contaminating the ore during loading operations in the drift. The above modifying factors are appropriate but require good mining practices and geological controls to achieve the applied dilution factor with the potential to reduce dilution and thereby improve the overall grade.

A non-JORC “resource” has been reported in old TCL records indicating some 1.0Mt of potential mineralised rock at the bottom of Matchless River, West and East Shoots. A further prospect has been identified, the Western Prospect which possibly supports the additional capital funds for an exploration drift from 14 level.

4.2 Ore Reserves Otjihase and Matchless Mines

The mineral resources have been converted to ore reserves based on the five-year plan. Modifying factors applied for the resource/reserve conversion are considered by Coffey Mining to appropriate and based largely on historical mine production figures. The Ore Reserves of Otjihase and Matchless mines are presented in Table 4.3_1. The five-year plan is based on a ROM tonnage sourced from Otjihase mine of 1,532,000 tonnes which is well below the Otjihase ore reserve figure of 3.9Mt; and a ROM tonnage of 735,000t from the Matchless mine which is slightly (25kt) more than the Matchless ore reserve.

Deposit	Reserve Category	Reserve Tonnes and Grades				Contained Metal		
		Tonnes	Cu(%)	Ag(g/t)	Au(g/t)	Cu(t)	Ag(kg)	Au(kg)
Otjihase	Proved	2,947,800	1.57	7.07	0.30	49,209	20,843	881
	Probable	287,600	1.01	7.57	0.15	2,895	2,177	42
	Total	3,253,400	1.61	7.11	0.29	52,104	23,020	923
Matchless (Western Extension)	Proved	-	-	-	-	-	-	-
	Probable	710,000	1.81	-	-	12,830	-	-
	Total	710,000	1.81	-	-	12,830	-	-
		3,945,000	1.65			64,934		

Reconciliation of the block model and mined out areas cannot be done due to lack of sampling records. Weatherly has allocated two geologists to Matchless which will enable geological and mining records to be kept up to date and the mineral resources and ore reserves to be updated on an ongoing basis.

5 MINING OPERATIONS

5.1 Otjihase Mine

5.1.1 Mining

Historically, mining has been by means of room and pillar with primary extraction rates ranging from around 80% to 85% in the upper Otjihase compartment to 45% in the Kuruma compartment.

Development has reached the Kuruma compartment by means of a footwall drive with access for the workforce and material by means of a drive on the southern margin of the ore body. The ore is trucked to an underground crusher station immediately east of the Hoffnung East fault from where it is transported by means of 10 conveyor belt sections to a point where it is tipped into kibbles pulled by locomotives which take the ore the last 1.5km to the mill receiving bins on surface.

A significant amount of the production from the five-year plan will be derived from pillar extraction in the Kuruma compartment at a depth of starting at around 650m from surface and continuing to approximately 800m depth. The primary workings in the Kuruma compartment have been filled with plant tailings, supplemented by classified reclaimed tailings and a 3% cement additive. Two thirds of the cement, a high cost item, is planned to be replaced by fly ash which will be made available by Nampower free of charge at their plant in Windhoek.

A maximum monthly production rate of 35,000tpm is planned for the Otjihase mine. In the initial start up of the mine the majority of the tonnage, up to 25,000tpm, will be sourced from pillar mining in the Kuruma East and Central compartments. During this period a 300m footwall drive will be developed to access the unmined Kuruma West area. In Month 19, production should commence from the Kuruma West compartment building to a maximum monthly production rate of 20,000tpm in Year 5.

Approximately half of the production in the five-year plan is to be extracted by pillar extraction from the Kuruma East and Central compartment, a further quarter of the reserve will be sourced from the Kuruma West compartment (primary extraction). Kuruma East, Central, and West compartments will be mined for the first three years. During this period, the upper compartments will be prepared (backfilling and return water infrastructure) for extraction.

Over the last two years of the five-year plan some 16% of the total tonnage will be sourced in the upper levels with the partial removal of the JCI pillars (square pillars when the mine was operated similarly as a Witwatersrand gold mine) and TCL pillars (rib pillars similar as in the Kuruma compartment). Only a small (10,000t or 2.6%) portion of the five-year plan includes the JCI pillars which are Inferred Mineral Resources. Further mine design work will be required to determine the pillar extraction percentage and methodology. In addition, some remnant mineralisation in the footwall in the areas mined by JCI (level 1 to 3) are targeted for extraction but detailed work will be required to understand the stability of the area. This area is only scheduled to begin production in year five. The practicality and economics of further extending the footwall development to access the Tigerschlucht compartments still needs to be established, as the size of the shoot has reduced to such an extent that considerably more development per ROM tonne will be required. Access to this part of the deposit will require some 42 months and therefore Weatherly is evaluating Tigerschlucht as a matter of urgency. Coffey Mining has acknowledged that the successful execution of the five-year plan is a priority; however a long delay could sterilise the mineral resources west of the Kuruma compartment.

5.1.2 Geotechnical Engineering

The Rock Engineering aspects of the planned mining and mine design at Otjihase were examined to ensure that correct practice was followed and to ascertain any risks to the mines future due to potential failures, poor safety record or negligence causing temporary or permanent mine closures.

Geotechnical environment

The Otjihase deposit lies in quartz-biotite-chlorite and quartz-biotite schists and consists of a shoot of massive and disseminated sulphides about 200m wide plunging to the west at about 6°. The deposit dips to the northwest at about 16°. The shoot thickness varies between 4m and 12m with an average between 6m and 8m. The hanging wall is a quartz-biotite-chlorite schist with distinct schistosity which sometimes spalls. It is competent if supported. The declines and other development are usually excavated in competent quartz-mica schists.

The mineralisation stretches from near surface to depths of 800m and more and is divided into compartments by north-south trending faults. These faults are water bearing and contain flowing material and are thus difficult to traverse.

The bulk of the planned mining is from the Kuruma compartment which has already been mined with strike drives and apparent dip holings in a room and pillar mining method. The Kuruma compartment lies beyond the Hoffnung Fault at depths between 600m to 800m below surface and the north - south extent of this compartment is approximately 250m.

Beyond the Kuruma West Fault, downthrown by 250m is the Tigerschlucht compartment, at a depth below surface averaging 1,100m. This will only be accessed later.

The Otjihase compartment extends from the surface down to a depth of approximately 260m below surface. The upper area, down to around 180m below surface was mined by JCI using a room and pillar system based on 5m by 5m square pillars with 15m wide rooms on dip and strike. There is considerable variation in both pillar dimensions and room dimensions. The lower area from 180m to 250m below surface was mined by TCL using a drift system based on 4.5 to 10m wide pillars between 10.5m wide drifts. In some areas the pillars were split to give dimensions of 4.5m wide and between 10m and 20m long.

Current conditions on site

In the underground areas the condition of the declines and other service excavations was generally very good, despite fairly minimal support. In the Kuruma compartment the stress damage to the pillars was minimal except on some bullnoses which is normal considering the diamond shape of the pillars. The spalling of the hangingwall due to the schistosity seems to be adequately controlled by the bolting. Conditions in the sidewalls of the main drives sometimes require some support due to scaling. Backfilling where observed was well filled and of good quality. In the Otjihase compartment the pillar and hanging wall conditions are good.

Safety record for rockfalls and rockbursts

Since the mine was placed on care and maintenance there have been no serious accidents. Due to the depth of mining planned, seismic activity is not anticipated.

Mining methods and support strategies

The Kuruma East and Central compartments have been mined with strike drives and apparent dip holings in a room and pillar mining method. This mining was completed to extract some 45% of the mineral resources. Most of the strike drives have been filled with a cemented tailings backfill.

The planned pillar extraction in the Kuruma East and Central compartments is to mine the remaining ore reserves using drives about 6m to 10m wide and between pillars of ore or of backfill. The mining is a form of drift and fill method and is a commonly used methodology. The use of cable bolting in all drifts will be part of the support strategy. The final extraction would be between 80% and 90 %.

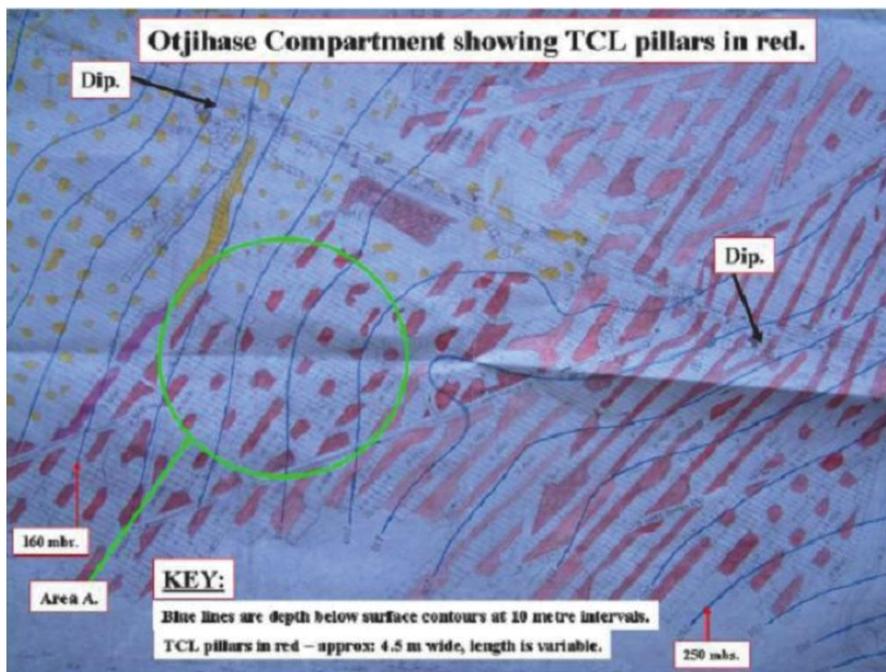
Two previously mined areas: the Oblique and the Hoffnung compartments were mined in a similar way. In parts of both compartments extraction ratios which appear to approach 95% were achieved without any major instability.

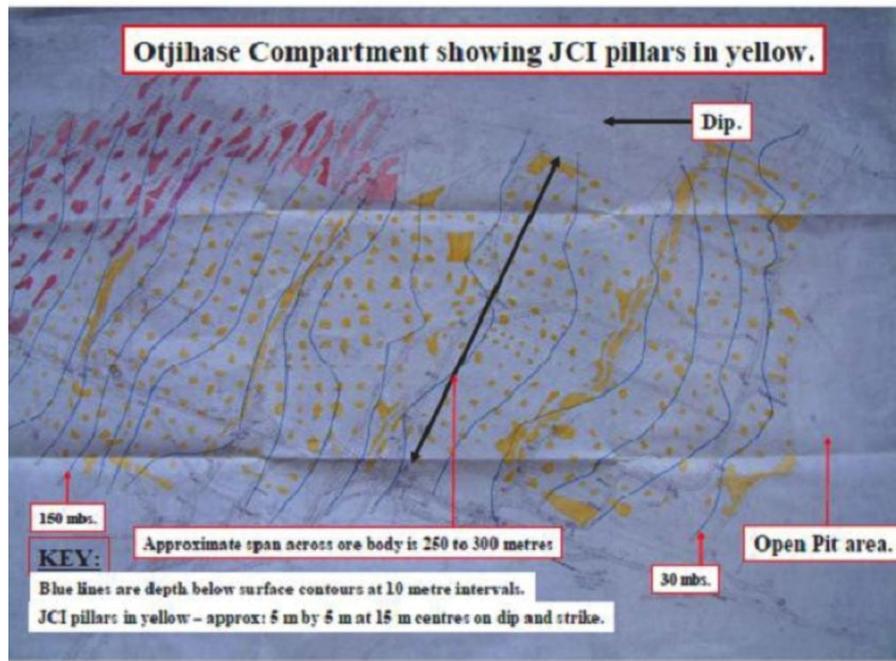
Once accessed, the Kuruma West compartment will be mined using a similar drift and fill method as used in the Kuruma East and Central compartments.

It is planned to mine the pillars in the TCL portion of the Otjihase compartment (Figure 5.1.2_1) after placing cemented tailings backfill in the existing drifts. The mining method is very much the same as that planned for the Kuruma compartment and was used when mining the Oblique and the Hoffnung compartments.

It is planned to fill and partially extract the 5m by 5m pillars remaining in the JCI area of the Otjihase compartment (Figure 5.1.2.4_2). This is planned to be done using backfill to constrain the remaining pillars and extract about 80% of the pillars. The detailed design of this mining methodology has not yet been done. As one JCI pillar supports about 225m² of hangingwall up to surface (at the assumed spacings of 15m centres on dip and strike) the pillar loadings are quite high and a considerable amount of backfill would have to be placed for each pillar, about 3m³ per ton of rock. The design of this mining needs further work.

The rock related risks concerning the probability of a pillar system failure is greater in the JCI pillar area than the TCL and Kuruma pillar areas.





Stability of access

All access to the mining area is by a decline system which extends for 6km. From the inspection these are in good condition and stable.

Regional support strategies

The 200m width of the deposit, as well as the pillars left due to faulting, allows mining without the need for regional pillars. However the mining method is dependent on good quality, tight backfilling, and support installation.

Conclusions

The planned mining methods have been devised with consideration of the geotechnical conditions. The support design is more than adequate and the compliance to support standards observed is good. The regional support is sufficient with the combination of backfill and geological losses.

5.1.3 Production Schedule

The Rock Engineering aspects of the planned mining and mine design at Otjihase have been examined to ensure that correct practice was followed and to ascertain any risks to the mines future due to potential failures, poor safety record or negligence causing temporary or permanent mine closures.

Needs to be checked against new table otherwise put new table in

**Table 5.1.3_1
Central Namibian Operations of Weatherly
Production Schedule for Otjihase Mine (5-year plan)**

		Year 1												Year 2	Year 3	Year 4	Year 5	Total
		1	2	3	4	5	6	7	8	9	10	11	12					
Kuruma East & Central (Pillar Extraction)	MF Ore (t)	10,000	12,500	15,000	17,500	17,500	20,000	20,000	22,500	22,500	25,000	25,000	25,000	281,500	240,000	171,000	0	925,000
	MF Cu (%)	1.30	1.35	1.40	1.45	1.50	1.55	1.60	1.65	1.70	1.70	1.70	1.70	1.73	1.75	1.85	0.00	1.68
	MF Cu (t)	130	169	210	254	263	310	320	371	383	425	425	425	4,876	4,200	2,820	0	15,580
Kuruma Shoot 2 (Pillar Extraction)	MF Ore (t)													15,000	36,000	20,000		71,000
	MF Cu (%)													1.20	1.20	1.20		1.20
	MF Cu (t)	0	0	0	0	0	0	0	0	0	0	0	0	180	432	240		852
Kuruma West (Primary + Pillar Extraction)	MF Ore (t)													25,000	112,500	167,500	175,000	480,000
	MF Cu (%)													1.21	1.64	1.82	1.89	1.70
	MF Cu (t)	0	0	0	0	0	0	0	0	0	0	0	0	302	1,849	3,056	2,961	8,168
Otiase Compartment (TCL Pillar Extraction)	MF Ore (t)															81,000	180,000	241,000
	MF Cu (%)															1.42	1.60	1.55
	MF Cu (t)	0	0	0	0	0	0	0	0	0	0	0	0			864	2,880	3,744
Otiase Compartment (JCI Pillar Extraction)	MF Ore (t)															47,500		47,500
	MF Cu (%)															1.49		1.49
	MF Cu (t)	0	0	0	0	0	0	0	0	0	0	0	0			710		710
Total	MF Ore (t)	10,000	12,500	15,000	17,500	17,500	20,000	20,000	22,500	22,500	25,000	25,000	25,000	321,500	388,500	419,500	402,500	1,764,500
	MF Cu (%)	1.30	1.35	1.40	1.45	1.50	1.55	1.60	1.65	1.70	1.70	1.70	1.70	1.67	1.67	1.66	1.63	1.65
	MF Cu (t)	130	169	210	254	263	310	320	371	383	425	425	425	5,358	4,481	4,980	4,461	29,054

Note: Month 1 represents the first production month following a six month preparation period which is assumed will commence on 1 April 2010

5.2 Matchless Mine

5.2.1 Mining

A shoot called Matchless Western Extension, some 1,800m west of the old Matchless mine, was being mined by means of a decline that reached 11 Level. The shoot has a steep plunge to the northwest and the deposit dips at 35° to 45° which requires the decline to progress rapidly down dip. The Levels are 21m apart, with the relative short distance between levels explained by the need to access ore quickly as historically the decline advance struggled to keep up with the rate of ore extraction.

Mining is planned to be conducted by the previous contractor with Weatherly personnel overseeing the operation in terms of a mine manager and technical services. Mining is by means of cuts of 3m in height. After completion of a cut, waste from development is placed mechanically as fill to allow machinery and workers a platform on which they can remove the next cut. Coffey Mining has recommended that a concrete cap be placed on top of the fill to reduce dilution sourced from the fill during loading operations. After six cuts a crown pillar of 3m is left in place. An 86% extraction rate is planned based on the 3m crown pillar, however Weatherly is looking to increase the extraction percentage to 92% by only leaving a crown pillar every second Level.

Grade control/dilution has been identified as a critical aspect by Weatherly. Two geologists are included on the owner's team to ensure that mining is confined to the correct width as often mining personnel misinterpret footwall pyrite stringers as ore thereby increasing dilution. As part of the grade control regime, detailed geological mapping and sampling will be conducted on a regular basis.

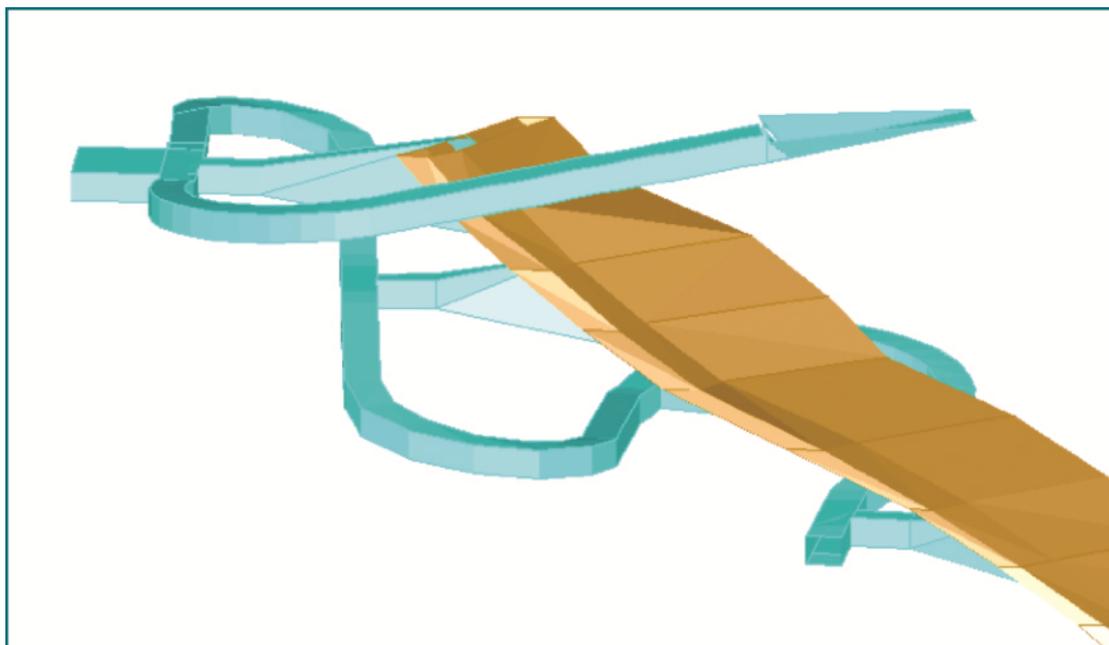
The deposit rapidly increases in size at depth with the reserves based on only the massive sulphide portion amounting to more than 3,500 tonnes per metre over a vertical section of

almost 160m. This section constitutes two thirds of the reserve.

At the current Level of mining the strike length has reached 120m and at a width of approximately 6m which provides 8,000t of ore for each lift. This is a dramatic improvement on the amount mined per lift in the upper Levels and will relieve pressure on waste development.

However, as the deposit widens it will be necessary to source waste from the surface waste dump which would be back hauled by the trucks tramming ore to surface.

Matchless Development Layout



5.2.2 Geotechnical Engineering

The Geotechnical Engineering aspects of the planned mining and mine design were examined to ensure that correct practice is being followed and to ascertain any risks to the mines future due to potential failures, poor safety record or negligence causing temporary or permanent mine closures. The planned average depth of mining increases and the possible impacts of these on costs and productivity were also considered.

Geotechnical environment

The deposit is a tabular body dipping at approximately 35° to 45°, with a strike length varying between 32m and 55m from approximately 35m below surface, to a depth of about 200m. Below this the strike length increases to about 85m. Below about 500m depth the strike decreases to 60m.

Site visit

The declines and access ways to the mining areas were in good condition and stable. The stope visited was not well supported especially in the overhanging, hangingwall side wall. This however could be remedied when systematic support of the stopes is implemented.

Safety Record for rockfalls and rockbursts

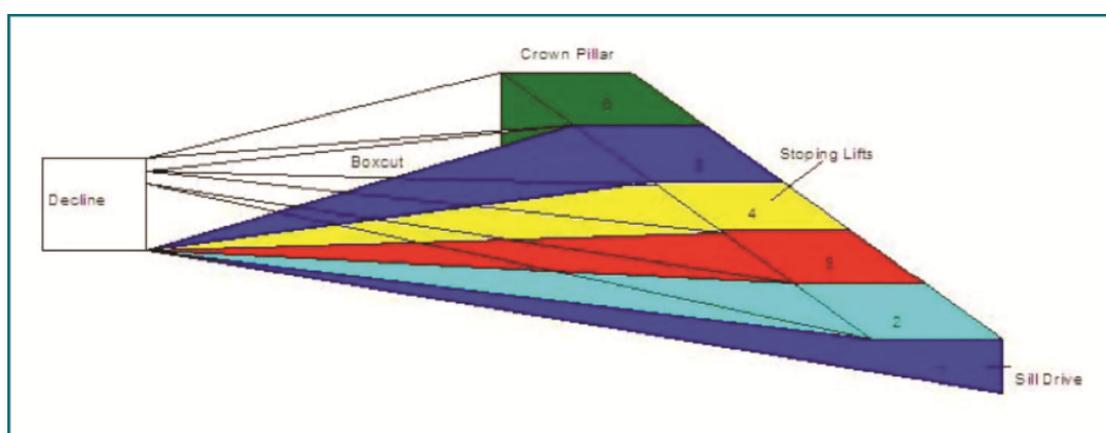
There is no record of any serious accidents. Due to the depth of mining planned, seismic activity is not anticipated.

Mining methods and support strategies

Previously, the Matchless mine was operated successfully by a mining contractor using a cut and fill mining method. The planned mining method is a cut and fill method (Figure 5.2.2.4_1) utilising 3.0m high lifts. Seven lifts are planned between levels, with the seventh 3m lift left in situ as a crown pillar. Stope access ramps or boxcuts are designed at a dip of 12°, 4m wide and 4m high. Backfilling is done by waste rock.

Figure 5.2.2.4_1

Cut and fill mining showing boxcut and lifts



Access to the mine is via a 9° ramp, 6m wide and 5m high. The return airway is a 2.1m raise borehole. These raises will be equipped with a ladder-way to serve as second exit. This mining method is suitable to the geometry and positioning of the deposit. Systematic support of the hangingwall and back is planned and will be important in preventing rockfalls in the stopes.

Stability of access

On inspection the existing excavations were in very good condition. This is despite the length of time they have been left open.

Regional support strategies and pillar design

The combination of backfill and crown pillars will provide good regional support.

5.2.3 Production Schedule

A production rate of 15,000tpm is planned at the Matchless mine over the five-year business plan. Table 5.2.3_1 presents the production levels for the first five years, including the preproduction period, assuming that the go-ahead decision is given on 1 April 2010. There may be some upside potential to increase production to 20,000tpm once the larger down dip areas are opened. However, proper passing cubbies would be required in the decline as well as good transportation practices being adhered.

Table 5.2.3_1 Central Namibian Operations of Weatherly Matchless Production Schedules					
Year Ending 1 April	2011	2012	2013	2014	2015
Run of Mine (Tonnes)	20,000	175,000	180,000	180,000	180,000
Run of Mine (Tonnes)	1.50	1.72	1.85	1.85	1.85
Cu in Conc. (Tonnes)	276	2,762	3,064	3,064	3,064

Change to new table

The average ROM grade of 1.7% Cu compares conservatively to the mineral resource grade, but is probably realistic given the poor hangingwall conditions and footwall overbreak historically experienced at Matchless, which result in considerable dilution. Matchless planned production slightly exceeds (by 25,000 tonnes or less than 4%) the ore reserves and more of the mineral resources need to be brought into the ore reserves to make up this tonnage. Coffey Mining has retained the tonnes from Inferred Mineral Resources as there are substantial additional mineral resources at Matchless mine.

5.2.4 Infrastructure

The Old Matchless mine is located approximately 1.8km from the existing mining operations at Matchless. In the short term the intention is to run a connecting power line to Old Matchless to provide power for dewatering, ventilation and the development of the decline. Prior to the commencement of operations at Old Matchless it is proposed to connect the existing network to the Nampower grid at an estimated cost of N\$5 million.

One Namwater tank is located on the hill north of the old shaft and metallurgical plant. Water is supplied by Namwater with Matchless purifying some of the water for drinking purposes. The shaft headgear and loading bin foundation exists along with the foundations of the metallurgical plant. It is doubtful that the shaft infrastructure would be used in future however; Weatherly has investigated the cost, N\$40 million in 2008, to replace and re-install the original plant now located at Kombat mine.

Weatherly plans to use a contractor to transport the ore to the Otjihase concentrator over a distance of some 84km. Inclusive in the transportation duties is the loading of the ore from the surface stockpile, maintenance of mechanical equipment, and the maintenance of the gravel road.

Weatherly will investigate the viability of a decline shaft to intersect the original ramp system from the original Matchless mine in order to access mineral resources below the old workings.

6 METALLURGICAL OPERATIONS AND SURFACE INFRASTRUCTURE

6.1 Otjihase Concentrator

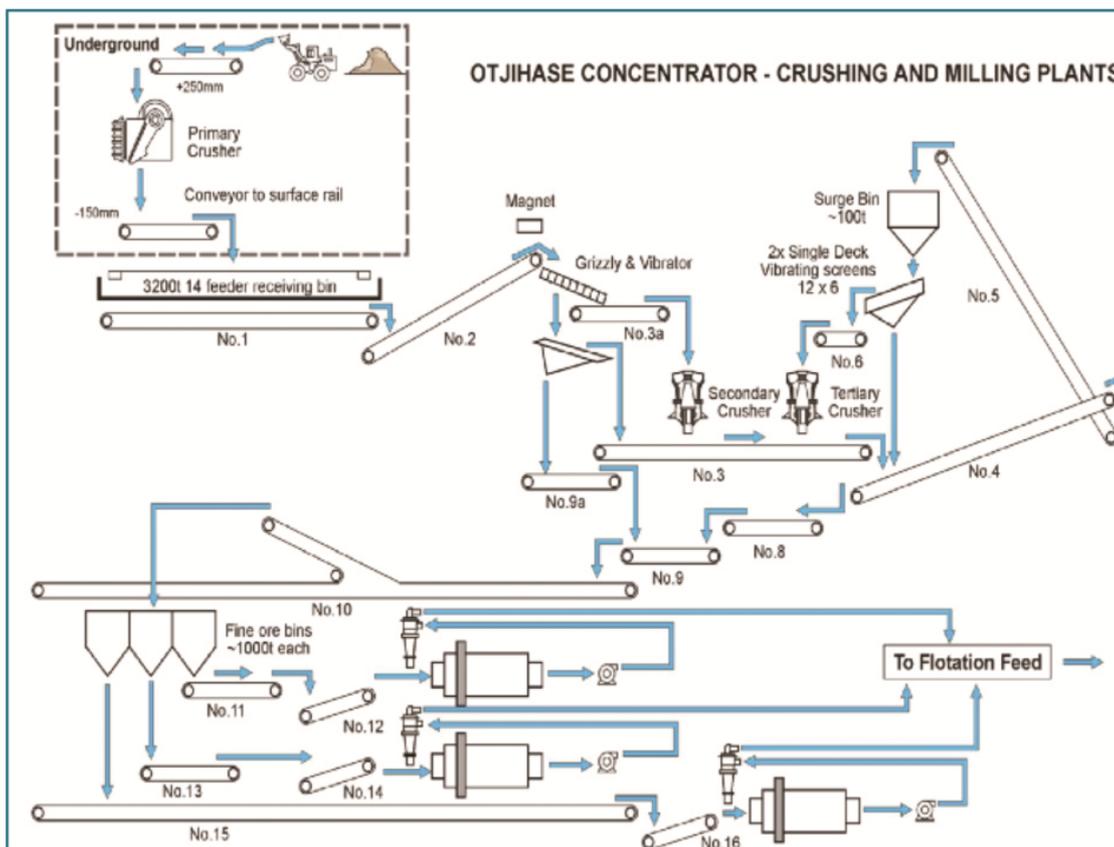
Technical information regarding the Otjihase concentrator (Figure 6.1_1) was provided by Andrew Thomson and Raymond Hulbert who provided detailed answers to all infrastructure and metallurgical queries.

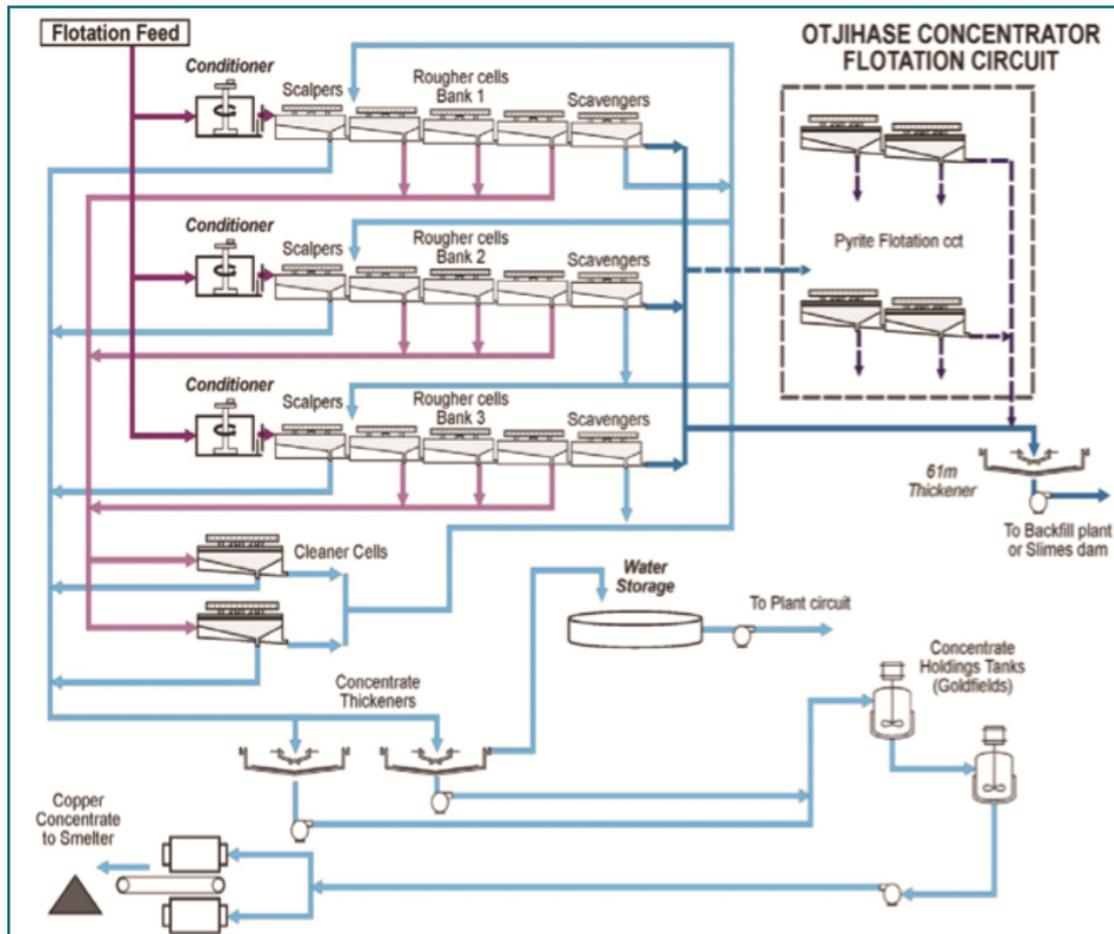
The following sections of the process plant were examined: -

- Concentrator plant;
- Electrical sub-station for the plant complex;
- Standby generator setup;
- Ore receiving;
- Crushing and storage;
- Compressor house;
- Milling plant;
- Copper flotation;
- Pyrite flotation;
- Concentrate thickening;
- Concentrate storage and filtration;
- Drying and loading area;
- Water storage and management;
- Lime plant;
- Workshop areas;
- Laboratory;
- 61m thickener tailings handling;
- Backfill plant; and
- Tailings dam.

The concentrator PFDs are shown in Figures 6.1_2 and 6.1_3.

The Otjihase concentrator is designed as a sequential flotation plant treating a base metal sulphide mineral deposit. The economic metals in the ore are copper and silver with pyrite and small amounts of gold. Historically, the flotation plant sequentially produced copper concentrate, and pyrite concentrate with silver being primarily contained in the copper concentrate.





6.1.1 Concentrator Plant

The Otjihase concentrator was constructed by JCI and commissioned during 1976 as a sequential flotation plant with some process and measurement control instrumentation. The plant capacity was a nominal 1 200 000 tonnes per annum.

During the last 20 years, the plant has been operated by TCL, Ongopolo and latterly Weatherly. No major plant modifications were implemented over the operating period other than a Maxwell cell which was installed in the pyrite circuit, the backfill plant, and some equipment refurbishment to ensure continuity of operations.

Care and maintenance

The plant and environs have had a seven man crew looking after maintenance and underground water pumping systems since the mine closed in December 2008. Daily visits underground and regular equipment checks on the surface plant are part of the current workload. It appears that there has been regular activity around the plant and equipment.

Ore receiving, crushing and storage

Ore from the Otjihase mine will be crushed underground through a jaw crusher to a nominal 150mm prior to being transported to surface, to a 3,200t receiving bin at the plant. Ore from Matchless mine is road hauled and similarly crushed at Otjihase ahead of the same receiving bin. The receiving bin has 14 off take points feeding a single conveyor.

The different ore types are stored separately in the receiving bin with no mention or plan of blending practice. The ore ratio is expected to be 35,000t:15,000t Otjihase:Matchless, and some consideration may be given to blending is based on the flotation response and the quantity of ores available.

The crusher plant consists of a primary grizzly with oversize being crushed in the 5½ft Standard Symons secondary crusher. The grizzly fines are screened on a vibrating screen to reduce the load on the tertiary crusher. The screen oversize and the secondary crusher product are conveyed to a surge bin then to the tertiary screen and tertiary crusher, a 5½ft Shorthead Symons. The screen undersize is directed to three fine ore silos whilst the screen oversize is crushed in the tertiary crusher and recycled back to the screens where the fines are removed. This is a very conventional crusher circuit. The final crusher product size will nominally be 100% passing 10mm.

Crushed product is conveyed to three mill feed silos each with 1,100t capacity. Crusher plant spares observed include mantles, bowls and screen parts. The condition of this circuit is considered to be reasonable but some maintenance and checking is necessary before commissioning. The dust extraction system at the crusher plant should be checked prior to the planned start-up, particularly all ducting.

Historically, the plant utilisation was about 70%, indicating that there is sufficient installed crusher capacity. Rated historical throughput was given as 400tph.

Milling plant

The milling circuit consists of three closed circuits Vecor 10ft x 12ft ball mills with 20" hydrocyclones. Mill motors are 670Kw with 11Kv supply. Historically the grind was approximately 80% passing 250 micron. The milling circuit configuration is very conventional, and considered suitable for the type of ore to be processed. The three old Ramsey weightometers measuring mill feed tonnages will be replaced with new process control units which may be configured to give some degree of automation and control.

The ball mills operate with rubber liners and lifters with 56mm plus 64mm cylpebs as grinding media. While the mills have not been run over the past year, barring gear units have been used to turn the mills to ensure that bearings and lubrication are functional. As with other parts of the plant, all equipment should be checked, cleaned and motors turned before startup.

A full set of rubber liners is on site, with all three mill liners apparently having several months' life left. Spares include a girth gear, pinions, trunnions and spare mill motor. This section is critical for the plant operation and pre-commissioning engineering work should be thorough.

Compressor house

The air requirement for underground and plant is 2,900cfm to 3,000cfm. Installed capacity is in excess of 4,000cfm indicating a more than adequate supply. The operational compressors appear in good condition.

Copper flotation

The flotation circuit consists of three rougher and scavenger flotation banks with two banks of cells for the cleaning operation. Wemco flotation cells are installed. Rougher and cleaner concentrate report as final concentrate and the various froth products being recycled.

The use of the limited capacity within the cleaner circuit will result in improved recoveries but could tend to produce a lower quality concentrate with higher contained contaminants.

After the first year, the copper circuit projected output is a concentrate containing 24% Cu with a recovery over 90%. Typically the plant will produce 40tpd of concentrate. The copper tailings are discharged and pumped to the 61m tailings thickener prior to being transferred to the backfill plant or tailings dam.

Pyrite flotation

Should market conditions prove favourable, the pyrite flotation circuit comprising two banks may be commissioned. The copper flotation tailings will be diverted to this circuit if the pyrite concentrate can be sold.

The pyrite circuit typically produced a concentrate containing 49.5% Sulphur with a recovery of 75%. When operational, the plant is expected to produce approximately 135tpd of concentrate.

Concentrate thickening, filtration and storage

The concentrates from the flotation plant are pumped to thickeners, sized to suit the production from the flotation circuit. The thickened slurry is pumped to 30t storage tanks ahead of the filter circuit and the thickener overflow is recycled to the plant. The required capacity is 120t per 24 hour period. Four units will ultimately be operational, giving this capacity.

The copper concentrate will be filtered on a conventional rotary vacuum filter. Two 14ft stainless steel drum filters will be utilised. The filtered concentrate is conveyed into the concentrate shed for daily storage prior to dispatch by road. The operating philosophy is to keep minimal concentrate stock on the mine site and to weigh and ship concentrate as soon as possible for metallurgical and reconciliation accounting purposes.

The current filtration systems are appropriate for the material to be produced and it may not be necessary to resort to the extremely expensive and loss generating (due to dusting and contamination) solar drying pads.

Concentrate logistics

Concentrate will be loaded from the concentrate shed located at the concentrator, directly onto transport trucks and weighed to the load limit of the vehicles. Each vehicle will be sampled for moisture analysis and thus the quantity of material being dispatched from the mine is accurately known.

Each truck should be covered with a tarpaulin to prevent dust loss and contamination of the concentrates with foreign material. Concentrate will be transported by an external hauler.

Reagent mixing

Reagents, such as collector and frother, are generally received in bulk bags or drums and are mixed with fresh water in the reagent mixing plant. The mixed batches are transferred to day tanks and then distributed to the plant via an extensive system of variable speed pumps.

Lime is received in bulk as a dry powder and is mixed with water (slaked) and distributed to the plant. The reagent plants are in a reasonable state of repair and major work is not expected in the near future.

Water balance and control

Process water will be stored in two steel storage dams with gland seal water in a separate tank. The system worked adequately in the past and should not present problems on start-up.

Pump and pipeline maintenance may be required but not to a major degree.

The overall water balance around the concentrator and mine indicated that water is lost through evaporation on the tailings dam. The water lost to evaporation is minimised but still occurs.

Thickener

The 61m diameter thickener is important in the overall concentrator operation, as all tailings pass through this circuit. The thickener was refurbished in 2008 at a cost of N\$1.7 million including the rakes and the drive system. The thickened product is pumped through five pump stages to the tailings dam or backfill plant. Work is currently underway to install a new five stage pump system to replace the existing setup. Mechanical problems have been experienced in the past when the pyrite flotation circuit was not operational as pyrite normally removed in the pyrite flotation circuit is still present in the copper flotation tailings pumped to the 61m thickener which affects density and material flow characteristics.

Products and specifications

In the first year of operation, once the plant is in equilibrium, the products and typical product specifications expected are:-

- t - copper in copper concentrate ~295tpm;
- kg - silver in copper concentrate ~105kgpm;
- kg - gold in copper concentrate ~4kgpm;
- t - copper concentrate ~1,200tpm;
- t - pyrite concentrate ~4,300tpm.

Process control

Currently there is no process control system in the plant. Modern equipment is to be installed to improve tonnage measurement in the milling circuit. Process control, including on-stream analysis is envisaged, but no detail has been observed.

The stream analysis information, plus other data, will be useful to adjust reagent additions, air flows and similar parameters within the flotation circuit to improve the overall performance within the plant constraints. In addition, basic flotation level control and pump controls will stabilise the plant. Reagent control may be based on tonnes to the flotation as well as the number of metal units being fed at any point in time which will form a good basic control philosophy.

Plant performance

Metallurgical performance - Tonnage throughput, head grade, mill grind, concentrate production and flotation recoveries may only be assessed once the concentrator has been commissioned and reached steady state operations.

Availability - plant availability will depend to a large degree on consistent ore feed, equipment conditions and maintenance planning. It is a critical requirement for successful operation that all plant equipment and ancillaries are checked, refurbished, and tested prior to the planned start-up.

Costs - the planned plant operating costs have been derived by Weatherly as part of the five year plan but are presented as an overall cost, so activity based costs cannot be assessed at this time.

Costs required are fully inclusive of all costs from receipt of ore to concentrate discharge into the concentrate shed and are inclusive of labour, power, water, reagents, grinding media and laboratory. The Otjihase concentrator operating costs are approximately 40% fixed and 60% variable costs.

Staffing and training

The metallurgical staff complement is yet to be finalised in the technical division (including laboratory), operations, and engineering maintenance. The total compliment required will be sufficient to run an optimal operation and achieve the necessary housekeeping standards.

The technical ability of the senior plant management is important with technically qualified staff in the senior metallurgical positions and experienced staff operating the plant. It is desirable to have a reasonably strong, technically qualified, support team available on the plant for metallurgical troubleshooting and investigations.

A metallurgical training officer will be brought in to conduct initial training ahead of plant start.

Plant condition and maintenance

The processing plant maintenance philosophy over the past year was based on checking the overall mechanical and electrical condition of all installed and mobile equipment.

Refurbishment of all sections of the plant including major and minor equipment is planned over the next six months to ensure a functional plant is available on start-up. The refurbishment work together with the required spares and equipment parts are dependent on availability of finance.

The engineering programme will include the following aspects at the concentrator, namely:

- Electrical – all cabling, switchgear and panels;
- Structural – all tanks, structures, walkways etc.;
- Piping – general plant reticulation;
- Civils – all equipment and structural bases, concrete silos and storage bins;
- Equipment – crushing, milling, flotation, concentrates handling, and water management.

The workshops are well set out and stocked to cope with electrical, fitting, boiler making, welding and maintenance requirements for the plant. The maintenance section appears to be self-sufficient.

6.1.2 Tailings Dam

The tailings dam is currently adequate for the foreseeable future considering backfill requirements. Re-mined material for backfill is pumped through three pump stages to the backfill plant.

The dam has adequate capacity for the next five years. The rate of rise will be determined by the re-mining (for backfill) and deposition activities. A contractor has operated the tailings dam since 2007 and therefore a new tailings dam contract will need to be negotiated to conduct the tailing operations. A detailed technical review of the tailings dam operation and tailings dam requirements will be completed by the tailings dam contracted engineers. Apart

from some wall damage caused by rainfall, the dam is in reasonably good condition with adequate free-board although there are some sections where the walls need to be raised.

Reparation work is required in areas where the wall has been eroded, and in the toe drains to facilitate water flow.

6.1.3 Laboratory

The laboratory is located within the confines of the concentrator fence. The laboratory is managed in-house and is not accredited but will handle the full analytical and metallurgical requirements for the mine.

The primary activities conducted at the laboratory were moisture content, sample preparation, waters and environmental, atomic absorption, oil analysis and wet chemistry. The laboratory will analyse all ore samples, all concentrate samples, as well as on stream calibration samples when installed. In addition, the oil laboratory is essential for preventative maintenance programmes used on the mine, particularly with the mining fleet.

The laboratory will operate on a 24-hour basis. The actual sampling process will form part of the metallurgical operation and will not be overseen by the laboratory in any way. The laboratory is in reasonable condition and should adequately perform its function.

6.1.4 Backfill Plant

The backfill plant is an integral part of the mining operation and was managed by the tailings dam contractor. It is reported by mine management that this contract may be renewed on start-up.

Process Description

The backfill plant provides material to fill the voids created by mining operations and to provide support. The bulk of the fill is cycloned tailings, both current and re-mined with 3% cement. The cemented fill also uses special additives to consume excess water from the slurry being placed. The slurry is cycloned to obtain correct density of 1.4. Backfill will be placed into the underground environment at a rate to be determined by mining operations.

Plant Condition

The plant has been standing for some time and will form part of the refurbishment check programme.

6.1.5 Environmental

A major potential environmental hazard currently on the site is the stockpiled pyrite arising from the previous operation. Over time, with rainfall and oxidation, acid generation is a potential problem. Although pyrite concentrate is sold on an ad hoc basis, the material remaining in the paddocks is a potential source of acidic water. Efforts to curb seepage and runoff are taken to minimise this effect. Ideally, this material will all be sold in the future and should remove any environmental problems.

7 OPERATING COST

7.1 Introduction

Operating costs have been estimated by Andrew Thomson. The cost estimates were mostly undertaken in July 2008, drawing from the consumption data of the two operations before their closure and calculated from first principles. Coffey Mining has generally accepted the proposed cost inputs, but has escalated these, where applicable, to bring them into end February 2010 money terms.

7.2 Supplies Cost

Table 9.2_1 summarises the major supply items, the time when the last cost estimate was undertaken, the approach to the estimation and the proposed escalation by Coffey Mining.

The escalation figures for explosives were derived from figures provided by Sasol Explosives and for the balance by referring to the PPI indices for various product items at www.statssa.gov.sa/keyindicators for the period November 2008 to December 2009. It has been assumed that the escalation between December 2009 and end February 2010 has cancelled out the 4.7% decline in PPI between July 2009 and November 2009.

The table illustrates that the overall supply cost for Otjihase has dropped by 3% because of lower cost for steel product costs. For Matchless the cost reduction is approximately 2%. The much higher supplies cost for Otjihase is explained by the inclusion of plant consumables and backfill costs in the Otjihase figure.

Table 9.2_1
Central Namibian Operations of Weatherly
Derivation of the Operating Cost for Supplies

Cost Item	Cost Estimate N\$/t	Basis (Date)	Escalation (%)	Cost Feb 2010 N\$/t milled
Otjihase Mine				
Diesel	18.84	Feb 2010	-	18.84
Grinding Media	14.54	Jan 2009	-	14.54
Explosives	8.20	July 2009	9	8.92
Backfill Cement + Additives	17.90	Feb 2010	-	17.09
Mechanical Equip. Spares	39.58	July 2008	-9	36.09
Tyres and Tubes	4.97	July 2008	-	4.99
Pump and Pump Soares	4.81	July 2008	-	4.81
Drilling Consumables	4.47	July 2009	-	4.47
Cable Bolts + Accessories	4.37	July 2008	-30	3.07
Oils and Lubricants	3.67	Feb 2010	-	3.67
Pipes and Fittings	3.52	July 2008	-9	2.84
Reagents	2.98	July 2008	15	3.42
Conveyor Belts + Accessories	2.57	July 2008	-	2.57
Electrical Cable and Motors	4.65	July 2008	-1	4.61
Roof Bolts	2.22	July 2008	-7	2.07
Crusher Spares	1.74	July 2008	-15	1.48
Steel	1.52	July 2008	-15	1.29
Mill Liners	1.49	July 2008	-15	1.27
Other	11.02	July 2008	-	11.02
Total Otjihase	152.25			147.07
Matchless Mine				
Diesel	20.25	Feb 2010	-	20.25
Mechanical Equip. Spares	10.25	July 2008	-9	9.35
Explosives + accessories	8.30	July 2009	9	9.03
Drilling Consumables	7.13	July 2008	-	7.13
Oils and Lubricant	4.19	Feb 2010	-	4.19
Tyres and Tubes	4.13	July 2008	-	4.15
Pump and Pump Soares	3.38	July 2008	-	3.38
Pipes and Fittings	3.15	July 2009	-9	2.55
Electrical Cable and Motors	3.74	July 2008	-1	3.70
Roof Bolts	1.95	July 2008	-7	1.37
Steel	1.35	July 2008	-15	1.15
Other	9.38	July 2008	-	9.38
Total Matchless	77.18			75.60

7.3 Power and Water

The most important sundry costs by far are associated with power and water. Power cost only applies to Otjihase as at Matchless a 1MVA diesel generator provides the required electrical power. Following Coffey Mining's recommendation Weatherly will be investigating connecting to the national power grid as the calculated payback period of less than two years makes this a highly attractive improvement project.

Weatherly's approach has been to assume that with a renegotiation of the power charges it could reduce the Demand charge of N\$0.28 million and the Access charge of N\$0.33 million to lower figures by performing more of the activities outside peak period. Whilst Coffey Mining concurs that there are opportunities here, but Coffey has warned that these may well be negated by inflationary effects since the last agreement was negotiated. It is anyway considered prudent to assume equal charges until proven otherwise.

Upon review of monthly invoices in the six months before closure and adopting the figures for August, September and October 2008 as probably representative, Coffey Mining records that the monthly Demand charge was on average N\$0.63 million and the unit power cost N\$23.4/t milled. Since July 2008 an increase of 15% took place in March 2009 and an increase of 20% is expected for March 2010. This translates into a unit cost of N\$32.29/t milled. Coffey Mining suggests providing for two further annual increases at 20% above the inflation rate. The Coffey Mining model has included an algorithm, which calculates the power charge provision based on a N\$0.6 million Access and Demand charge plus the consumption charge based on the rate per tonne milled times monthly production. Where the calculated amount is higher than the Weatherly model provision, the difference is added. The result shows power cost equal to the provision of Weatherly until month 11 after go-ahead, rapidly rising to exceed the Weatherly provision by N\$1.38 million at full production.

Water is charged at N\$9/m³ metre at Otjihase. Review of the monthly charges for the six months of full production before closure in 2008 show that the monthly Otjihase charges varied wildly between N\$0.18 million and N\$0.26 million, which were to a large degree determined by backfill activities. Weatherly management suggests that with reduced backfill and making more use of water intersected underground, the provision can be reduced to N\$0.12 million increasing to N\$0.13 million at full production. This indicates that water consumption at Otjihase would be less than 0.3m³ per tonne milled.

At Matchless the water is provided untreated from a nearby dam at a cost of N\$2.11/m³ and a consumption of 0.5m³/t, which seems adequate since the processing will be undertaken at Otjihase. The rate has been escalated by 21% to account for inflation. Using the water cost in the Weatherly model and the unit charge rate above, it is apparent that the Weatherly model actually uses a consumption rate of almost 0.8 m³/t, which is conservative. A possible reason is the requirement to moisten the access road.

7.4 Provision for Closure Cost

The latest estimates for the cost of rehabilitation upon closure of the mines are respectively N\$0.34 million and N\$8.2 million, both in 2008 money terms, for Matchless and Otjihase.

Coffey Mining adopted a very conservative approach by escalating the value by 5% per annum for seven years to arrive at a real term value that needs to be available by 2015. This amount was converted to a unit cost per tonne milled with the assumption that such contributions are made into a Trust as and when such production takes place.

For Otjihase the contribution is calculated at N\$7.5 per tonne milled and for Matchless N\$0.65 per tonne milled.

7.5 Production Schedule

Table 10.4_1 summarises the original production levels for the first five years as from start of operations, assumed to be on 1 April 2010.

	9 mths	12 mths	6 mths					
	2013	2014	2015	2016	2017	2018	2019	Total
LOM v4	4,600	7,511	7,881	8,389	8,611	8,611	2,686	48,289
LOM v5 - grades capped	4,546	7,366	7,530	7,892	8,114	8,114	2,438	46,001

Total production over the modelled 60 month period from the go-ahead decision is 1.53Mt for Otjihase mine and 0.74Mt for Matchless mine, which for Otjihase is comfortably below the estimated reserves, whereas for Matchless it slightly exceeds (by 25,000 tonnes, or less than 4%) the reserves. Coffey Mining has retained the tonnes from Inferred Mineral Resources in the cash flow model as there are substantial additional mineral resources. Weatherly is planning for a higher extraction ratio than used in the reserve conversion and because the deposit is open at depth. As the cost of development to make additional resources available for mining has been included in the operating cost estimates, and mining of the additional resources is a simple continuation of the mining plan, the CIM regulations allow for such production to be included and has such has been used in this schedule.

The total production from Otjihase amounts to 23,278t of copper contained in concentrate and 12,229t for Matchless. The concentrates would contain in addition 315,000 ounces silver and 14,400 ounce gold.

7.6 Revenue and Realisation Charges

Indicative contract terms and realisation charges were obtained from an international commodity trader, which terms must be seen as very provisional and subject to further negotiation. Table 10.5_1 summarises the main terms and effect on the at-mine value of the Otjihase and Matchless concentrates.

Table 10.5_1
Central Namibian Operations of Weatherly
Typical Off-take Terms and its Implication for At-Mine Concentrate Value

Characteristics and Contract Terms	Concentrate Source			
	Matchless		Otjihase	
	Base Case	Feb 2010 prices	Base Case	Feb 2010 prices
Concentrate				
- Cu (%)	22.0		24.0	
- Ag (g/t)	58		73	
- Au (g/t)	3		7	
- As (%)	-		-	
Payment Terms				
- Cu (% paid)	96.5			
with minimum deduction (percentage point)	1.0			
- Ag (% paid)	90			
with minimum deduction (g/dmt)	30			
- Au (% paid)	90			
with minimum deduction (g/dmt)	1.0			
Payable before deductions (US\$/t dry)	1.217	1.563	1,459	1,868
Deductions				
- Smelter Charges (US\$/t dry concentrate)	46.50			
- Refining Charges				
- Cu (US\$/payable lb of Cu)	0.0465			
- Ag (US\$/payable lb of Ag)	0.40			
- Au (US\$/payable lb of Au)	5.00			
Smelter and Refining Charges	-71.59		-68.66	
Transport and Other Realisation (US\$/t concentrate)				
Transport to Walvis Bay harbour N\$220/wet tonne	25.88	28.72	25.88	28.72
Stevedoring Cost (US\$12/wet tonne)	12.90			
Other Harbour Charges (US\$7/wet tonne)	7.53			
Shipping to Smelter and Refinery (US\$55/wet tonne)	59.14			
Total additional Charges	-107.40	-110.45	-107.40	-110.45
Net Payment (US\$/t conc.)	1,041	1,384	1,280	1,686
Exchange Rate (N\$/t conc.)	8.5-	7.66	8.50	7.66
Net Payment (N\$/t conc.)	8,846	10,600	10,879	12,911
Moisture content of concentrate assumed at 7%				

This table illustrates the dramatic impact of the concentrate specifications and realisation charges on the at-mine revenue. A small difference for Matchless concentrate compared to Otjihase concentrate reduces its value down by approximately 20%. Coffey Mining recommended that management uses models to gauge the effect of concentrate grade versus metallurgical recovery, or the effect of longer residence times to improve grade and recovery, etc. to determine the optimal trade-off to improve the bottom line of the financial performance of the operations. Given the spare capacity at the Otjihase plant, there is much scope for such optimisation.

The table also illustrates that proper marketing and concentrate logistical control will have a major effect on the bottom line.

Financial Assumptions in Cash Flow Model

7.6.1 Adjustments

After extensive discussions with Andrew Thomson, the various input factors have been jointly agreed upon and no further adjustments have been made apart from the electrical power rates.

7.6.2 Taxation

Royalties of 3% are payable in Namibia on at-mine revenue.

Income tax is currently at 37.5% and 15% is withheld from repatriated dividends, reduced to 5% for dividends paid to UK holding companies (such as Weatherly Plc). Weatherly has sufficient loans to its Namibian subsidiary to be able to expatriate the cash available for distribution without resorting to dividends. The cash flow model has therefore ignored withholding taxes.

Assessed losses can be brought forward indefinitely to be off set against future profits. OML Limited had at 31 December 2009 a tax loss balance of N\$1,071 million. Capital expenditure can be depreciated over three years. The effect of depreciation is that it reduces the profits before assessed losses are redeemed. The assessed loss will therefore remain effective for longer.

7.6.3 Working Capital

Table 10.6.3_1 shows the guidelines used to calculate long-term working capital requirements.

Table 10.6.3_1 Central Namibian Operations of Weatherly Forecast Working Capital Requirements (N\$ ¹ million)	
Working Capital Item	Guideline
Current Assets	
Accounts Receivable	Two months of sales
Metal Inventories and Stores	Two weeks production in stock and two and a half weeks production cost in stores
Cash	Sufficient to cover half a month of operating cost
Current Liabilities	
..Creditors	Equal to one month operating expenses, but only after 18 months after the operations have regained credibility with the suppliers
Net Working Capital*	N\$63 millions - N\$75 million

* At Base Case Prices. This is long-term figure after month 18, which is arrived at gradually after peaking in month 18 at N\$79 million, where after creditors are assumed to be paid at an average of 30 days. If concentrates are sold at mine gate, NWC will reduce to \$N15-17.2m peaking at \$N23.2m.

The table illustrates that the operations need a significant injection in working capital. The main reason for this is that it has been assumed that Weatherly elects to finance the accounts receivables itself, rather than via the commodity trading company. The international commodity trader has indicated that, if it takes delivery in Namibia, it will charge its cost of funds plus 2.5%, which probably exceeds the cost of capital for Weatherly. The account receivable balance assumes that payment is only received one week after arrival at the smelter, a shipping duration of three weeks, and accumulation to a shippable quantity (plus loading time) of four weeks given concentrate production of eventually approximately 3,500 wet tonnes per month.

Given the major impact of small changes to the off-take agreement terms and the finance cost of being paid ex-gate or at local warehouse, Weatherly will consider Coffey Mining's recommendation that Weatherly appoints a Marketing Manager, or retains its own agent on a part time basis, to negotiate offtake terms and terms for off-mine services realisation, and arrange the logistics such as shipments. Such an appointment would probably add another N\$80,000 to the corporate office cost, but will be recouped by higher at-mine revenue and reduced working capital levels.

7.6.4 Loans

For the purposes of this exercise no loans have been taken into account.

7.7 Results

7.7.1 Base Case

Table 10.7.1_1 presents the cash flow over a five-year period for the base case metal prices. The approach to negative cash flows has been to sum these and assume that their funding is fully secured at the time of the go-ahead decision. The Net Present Values have been calculated by discounting the positive cash flows at the appropriate rate and subtracting the upfront required capital.

The Base Case NPV of the current operations of Weatherly's Namibian operation as at 1 April 2010 was calculated at N\$297.6 million at a discount rate of 10% (NPV10) as shown in Table 10.7.1_1.

The payback period for the base case is 23 months after first production and the internal rate of return (IRR) is 46%, whereas at the prevailing metal prices and exchange rate these are respectively 17 months and 63.4%. It should be noted that the above table, does not reflect the modelled closure of the mine three months later when all working capital, except for 50% of stores, are realised for a total of N\$70.8 million for the Base Case.

The NPV (NPV10) at a 10% discount rate at the prevailing metal prices and exchange rate is N\$507.4 million.

7.8 Evaluation

The results show that the project is very robust. Using a copper price of US\$5,500/t and an exchange rate of N\$8.50 per US\$ would result in a real return (i.e. above inflation) of 46%, which is excellent in particular given that the project has much less risk than Greenfields projects to which much greater uncertainty is attached relating to their input factors. Both Matchless and Otjihase have a clear track record of mining, the deposits are well known, the metallurgy well established and their operating cost can be based on historical results.

With respect to operating cost there are opportunities to bring these down, the most important of which is connecting Matchless to the national power grid. However, the most important upside to the projects is the additional mineral resources that could possibly be brought into production. At Otjihase there is the possibility to extract mineral resources that have not been included in the five-year production forecast. Weatherly has based the five-year plan on a very conservative production forecast, mainly because of the difficult nature of pillar mining.

It should be noted however, that pillar extraction ratios in the previously-mined Oblique and Hoffnung compartments exceeded 85%, which is significantly higher than the 62% called in the five-year plan for the Kuruma East and Central pillars. Should these higher extraction ratios be achieved, then mining in the Kuruma East and Central compartments could be extended by approximately 18 months. Furthermore, only 31% of the TCL pillar resource in the Otjihase compartment will have been extracted by the end of the five-year plan. There is a definite opportunity to extend the production from this mining area beyond five years. It is probable, therefore that the Life of Mine for Otjihase east of the Kuruma West Fault will be between seven and eight years.

At Otjihase the main shoot continues at depth, albeit at a narrower size and requiring substantial ramping down. It should also be noted that Shoots 2, 3 and 4 have yet to be explored in the Tigerschlucht compartment and Shoots 3 and 4 remain unexplored in the Kuruma compartment.

At Matchless a development drive could be developed back to the unmined portions of the ore shoots (River, West and East Shoots) 1,800m to east, which drive could also serve as an underground drilling platform to explore for potential shoots (Western Prospect) in between.

Each additional year of operation at steady state production levels would add at base case prices approximately N\$181 million to the cash flow attributable to the UK shareholder and N\$261 million at the prevailing prices. Discounted, such cash flow would mean that year 6 would add N\$101 million for the base case and N\$146 million for the prevailing prices case to the NPV10.

8 2011 AND 2012 PRODUCTION LEVELS

8.1 Central Operations Production

In the six months to December 2012, Central Operations produced 12,279 tonnes of copper concentrate containing 2,798 tonnes of copper metal at higher than budgeted head grade and recovery.

Production results for the half year are set out below.

Table 8.1.A

	6 months ending 30 Sep 2012	6 months ending 31 Dec 2011
Ore Treated (t)	166,975	199,794
Grade (%)	1.8	1.46
Recovery (%)	93.09	62.69
Copper Concentrate (t)	12,279	10,719
Copper contained (t)	2,798	2,702

Production results for the first two quarters of 2012 and first quarter of 2013 are set out below.

Table 8.1.B

	Quarter to 30 Jun 2012	Quarter to 30 Sep 2012	Quarter to 31 Dec 2012	Quarter to 31 Mar 2013
Ore Treated (t)	85,153	87,645	79,330	67,833
Grade (%)	1.66	1.8	1.81	1.81
Recovery (%)	91.52	93.31	92.58	92.92
Copper concentrate (t)	5,605	6,499	5,780	4,948
Copper contained (t)	1,292	1,470	1,328	1,142

Weatherly will continue to focus on our mining operations at Otjihase and Matchless which provide the revenues and resources that underpin the development of the Company and will allow it to grow further over time.