

MINUTE BOOK
NOTULEBOEK



S-54 M.

MINUTES OF THE ANNUAL GENERAL MEETING OF SILENT VALLEY
(PROPRIETARY) LIMITED HELD AT THE REGISTERED OFFICE OF THE
COMPANY ON 26TH NOVEMBER 1984

PRESENT: J P D Blaauw
M R Johnston (Jnr)

CONSENT TO SHORTER NOTICE OF MEETING: All members entitled to attend and vote at the meeting being present, IT WAS RESOLVED THAT the meeting be called at shorter notice than that required in terms of Section 186 (1) (a) of the Companies Act and that in terms of Section 302(3) the Financial Statements be deemed to have been duly sent.

CHAIRMAN: Mr M.R. Johnston (Jnr) was elected Chairman and as a quorum was present declared the meeting duly constituted.

DIRECTORS' EMOLUMENTS: IT WAS RESOLVED THAT Directors' emoluments for the year ended 29 February 1984 totalling R7 500,00 be paid. IT WAS NOTED THAT the entire amount was in respect of management services.

DIVIDEND: IT WAS RESOLVED THAT no dividend for the year ended 29 February 1984 be paid or proposed.

DIRECTORS' ELECTION: IT WAS UNANIMOUSLY RESOLVED THAT the motion for the re-election of the retiring Directors who were eligible and offered themselves for re-election be made in a single resolution.

IT WAS ACCORDINGLY RESOLVED THAT


J P D Blaauw
M R Johnston (Jnr)

be re-elected to the Board

ANNUAL FINANCIAL STATEMENTS: The Auditors' Report was read to the meeting. IT WAS RESOLVED THAT the Audited Financial Statements for the year ended 29 February 1984 be adopted.

AUDITORS: IT WAS NOTED THAT Messrs. Coopers & Lybrand were re-elected auditors for the ensuing year.

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 26TH DAY OF NOVEMBER 1984


CHAIRMAN

MINUTES OF A MEETING OF SHAREHOLDERS OF SILENT VALLEY (PROPRIETARY)
LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 7 DECEMBER
1984

PRESENT : M.R. Johnston (Jnr) (as proxy for Scenic Holdings Incorporated)

CONSENT TO SHORTER NOTICE OF MEETING : All members entitled to attend and vote at the meeting being represented by proxy, IT WAS RESOLVED THAT the meeting be called at shorter notice than that required in terms of Section 199 (i) of the Companies Act.

CHAIRMAN : M.R. Johnston (Jnr) was elected Chairman and as a quorum was present, declared the meeting duly constituted.


INCREASE IN AUTHORISED CAPITAL : IT WAS RESOLVED THAT in terms of Section 75 (i) (a) of the Companies Act the authorised capital of the company be increased from:

350 000 shares of R1 each = R350 000,00

to

500 000 shares of R1 each = R500 000,00

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 7TH DAY OF DECEMBER 1984.


CHAIRMAN

MINUTES OF THE MEETING HELD ON

22 OCTOBER 1973

PRESENT:

H.D.B. BRAUER, M.E. BRAUER

DIRECTORS: It was decided that the Directors of the Company would be:

H.D.B. BRAUER AND M.E. BRAUER.

REGISTERED
OFFICE:

It was decided that the registered office of the company
would be: *101 UNITED BUILDING, ANDERSON ST.,
KLERKSDORP*

PUBLIC OFFICER:

H.D.B. BRAUER was appointed Public Officer
of the Company.

AUDITORS:

Messrs. T. GROBLER + Co were appointed Auditors of the
Company.

SHARE

CAPITAL:

It was decided that the Share Capital of the Company be issued
as follows:

*F.J. MEYER 1 SHARE TO BE TRANSFERRED TO M.E. BRAUER
F.P.N. HENNOP 1 SHARE " " " HERHAUER
TRUST (EDMS) BPK*

HERHAUER TRUST (EDMS) BPK 98 SHARES

M.E. Brauer
CHAIRMAN.

NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEELHOERS

GEHOUD OP... *19. OKTOBER 1974*.....

TEENWOORDIG:

L.J. BRAUER.

H.D.B. BRAUER.

M.E. BRAUER.

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die Direkteure se verslag, die Rekeninge en Ouditeure se
verslag vir die

JAAR. GEÏNDIG. 28/10/74..... was getabuleer en
bevestig.

ODITEURE:

Mnre..... *T. GROBLER + Co*..... was heraangestel
as Ouditeure van die Maatskappy en daar is besluit om hul
fooie aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handelinge van die Direkteure gedurende die *JAAR...*
GEÏNDIG. 28/10/74..... is goedgekeur.

..... *H.D.B. BRAUER*.....

..... *M.E. BRAUER*.....

is aangestel as Direkteure van die Maatskappy.
'n Aparte stem is in ieder geval uitgeoefen.

M.E. Brauer
VOORSITTER

MINUTES OF THE MEETING HELD ON

22 OCTOBER 1973.

PRESENT:

H.D.B. BRAUER, M.E. BRAUER

DIRECTORS: It was decided that the Directors of the Company would be:

H.D.B. BRAUER AND M.E. BRAUER.

REGISTERED

OFFICE:

It was decided that the registered office of the company would be:

101 UNITED BUILDING, ANDERSON ST.,
KLERKSBOOP

PUBLIC OFFICER:

H.D.B. BRAUER

was appointed Public Officer of the Company.

AUDITORS:

Messrs. T. GROBLER & CO

were appointed Auditors of the Company.

SHARE

CAPITAL:

It was decided that the Share Capital of the Company be issued as follows:

F.J. MEYER 1 SHARE TO BE TRANSFERRED TO, M.E. BRAUER
F.P.N. HENDROP 1 SHARE " " HERHAUER
" " " " TRUST (EDMS) BPK

HERHAUER TRUST (EDMS) BPK 98 SHARES

CHAIRMAN.

NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEELHOUDERS

GEHOUD OP... 19. NOVEMBER 1974.....

TEENWOORDIG:

L. J. BRAUER

H. D. B. BRAUER

M.E. BRAUER

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die Direkteure se verslag, die Rekeninge en Ouditeure se verslag vir die

JAAR GEEINDIG... 28/2/74..... was getabuleer en bevestig.

OUDITEURE:

Mnr. T. GROBLER & CO..... was heraangestel as Ouditeure van die Maatskappy en daar is besluit om hul fooie aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handelinge van die Direkteure gedurende die JAAR... GEEINDIG... 28/2/74..... is goedgekeur.

..... H.D.B. BRAUER.....

..... M.E. BRAUER.....

is aangestel as Direkteure van die Maatskappy.
'n Aparte stem is in ieder geval uitgeoefen.

VOORSITTER

.....*Stuart Nally (Edm.) Bph.*.....
NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEELHOERS
GEHOU OP*2 Junie 1975*.....

TEENWOORDIG:

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die Direkteure se verslag, die Rekeninge en Ouditeure
se verslag vir die

.....*jaar geindig 28/2/75*..... was getabuleer en
bevestig.

UDITEURE:

Mnre. *J. Grobler & Kie*..... was heraan-
gestel as Ouditeure van die Maatskappy en daar is
besluit om hul fooie aan die diskresie van die Direk-
teure oor te laat.

DIREKTEURE:

Alle handelinge van die Direkteure gedurende die
.....*jaar geindig 28/2/75*..... is goedgekeur.

.....*H. D. B. Brauer*.....
.....*H. E. Brauer*.....
.....[^].....

is aangestel as Direkteure van die Maatskappy.
n Aparte stem is in ieder geval uitgeoefen.

H. Brauer
VOORSITTER.



.....*Sient Valley (Pvt) Ltd*.....

NOTULE VAN DIE VERGADERING GEHOU OP*21 Mei 1976*.....

TEENWOORDIG:

H.D.B. Brauer
M.E. Brauer.

BESLUIT:

1. Dat die statute verander word sodat die maatskappy net een Direkteur nodig het. (as dit nodig is).
2. Dat M.E. Brauer bedank as Direkteur.
3. Dat T. Grobler & Kie gevra word om al die nodige werk in verband met die sake te doen.

M. Brauer

VOORSITTER.

.....*Sient Valley (Pvt) Ltd*.....

NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEELHOUERS

GEHOU OP*14 Julie 1976*.....

TEENWOORDIG:

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die Direkteure se verslag, die Rekeninge en Ouditeure se verslag vir die

jaar eindig 29/2/76
..... was getahulêr en bevestig.

OUDITEURE:

Mnre. was heraangestel as Ouditeure van die Maatskappy en daar is besluit om hul fooie aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handeling van die Direkteure gedurende die

jaar eindig 29/2/76
..... is goedgekeur.

.....
is aangestel as Direkteure van die Maatskappye. 'n Aparte stem is in ieder geval uitgeoefen.

M. Brauer
VOORSITTER.

..... *South African Reserve Bank*

NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEEL-
HOUDERS GEHOU OP *15 MEI 1977*

TEENWOORDIG:

H. D. B. BOUTER

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die direkteure se verslag, die Rekeninge en Ouditeure
se verslag vir die *JAH. GRONDIG*

28 FEBRUARIE 1977 was voorgelê en bevestig.

OUDITEURE:

Mhre. *T. GROBLER EN KIE* was heraangestel
as Ouditeure van die Maatskappy en daar is besluit om hul
fooie aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handelinge van die Direkteure gedurende die *JAH.*
GRONDIG 28 FEBRUARIE 1977 is goedgekeur.

.....

H. D. B. BOUTER

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is aangestel as Direkteure van die Maatskappy. 'n Aparte
stem is in ieder geval uitgeoefen.

[Handwritten Signature]

VOORSITTER.



..... Silent Valley (Edms) Bpk

NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEEL-
HOERS GEHOU OP 28 Augustus 1978

TEENWOORDIG:

M.E. Brauer

H.D.B. Brauer

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die direkteure se verslag, die Rekeninge en Ouditeure
se verslag vir die jaar 1978
28 Februarie 1978 was voorgelê en bevestig.

OUDITEURE:

Mnre. T. Gubler was heraangestel
as Ouditeure van die Maatskappy en daar is besluit om hul
fooië aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handeling van die Direkteure gedurende die
jaar 28 Februarie 1978 is goedgekeur.

H.D.B. Brauer
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is aangestel as Direkteure van die Maatskappy. In Aparte
stem is in ieder geval uitgeoefen.


VOORSITTER.

..... Silent Valley (Edms) Bpk

NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEEL-
HOERS GEHOU OP 25 Junie 1979

TEENWOORDIG:

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die direkteure se verslag, die Rekeninge en Ouditeure
se verslag vir die jaar 28 Feb.
1979 was voorgelê en bevestig.

OUDITEURE:

Mnre. T. Gubler was heraangestel
as Ouditeure van die Maatskappy en daar is besluit om hul
fooië aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handeling van die Direkteure gedurende die
jaar is goedgekeur.

H.D.B. Brauer
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is aangestel as Direkteure van die Maatskappy. In Aparte
stem is in ieder geval uitgeoefen.


VOORSITTER.

Silent Valley (Edms.) Bpk
NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEEL-
HOERS GEHOUD OP *7 Augustus 1980*

TEENWOORDIG:

H. D. B. Brauer

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG

Die direkteure se verslag, die Rekeninge en Ouditeure
se verslag vir die *jaar eindig op*
29 Feb. 1980 was voorgele en bevestig

OUDITEURE:

T. Grobler & Kie
Mire. was heraangetel as
Ouditeure van die Maatskappy en daar is besluit om hul
foote aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handelinge van die Direkteure gedurende die *jaar eindig op 29 Feb. 1980*
goedgekeur

H. D. B. Brauer

is aangestel as Direkteure van die Maatskappy. Ingeval
stem is in ieder geval uitgeoefen.

Brauer
VOORSITTER

Silent Valley (Edms) Bpk
.....
NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE
AANDEELHOERS GEHOU OP*26-8-1981*.....

TEENWOORDIG:

DIREKTEURE SE
VERSLAG, REK-
ENINGE EN
OUDITEURE SE
VERSLAG:

Die Direkteure se verslag, die Rekeninge en Ouditeure se
verslag vir die*jaar...geëindig...28*.....
.....*februarie 1981*..... was voorgelê en bevestig.

OUDITEURE:

Mnre.*T. Grobler & Kie*..... was heraangetel as
Ouditeure van die Maatskappy en daar is besluit om hul
fooie aan die diskresie van die direkteure oor te laat.

DIREKTEURE:

Alle handelinge van die direkteure gedurende die *jaar*.....
.....*geëindig...28-2-1981*..... is goedgekeur.

.....
.....*HDB Brumer*.....
.....

.....
is aangestel as Direkteure van die Maatskappy. 'n Aparte
stem is in ieder geval uitgeoefen.

[Handwritten Signature]
VOORSITTER

SILENT VALLEY...(EDMS)...BPK.....

NOTULE VAN DIE ALGEMENE VERGADERING VAN DIE AANDEEL-
HOUDERS GEHOUD OP 28 FEBRUARIE 1982

TEENWOORDIG:

DIREKTEURE SE
VERSLAG, REKENINGE
EN OUDITEURE SE
VERSLAG:

Die direkteure se verslag, die Rekeninge en Ouditeure
se verslag vir die JAAR GEEINDIG OP 28 FEBRUARIE 1982.

..... was voorgelê en bevestig.

OUDITEURE:

Mnre. T. GROBLER EN KIE..... was heraangestel
as Ouditeure van die Maatskappy en daar is besluit om hul
fooie aan die diskresie van die Direkteure oor te laat.

DIREKTEURE:

Alle handelinge van die Direkteure gedurende die
JAAR GEEINDIG OP 28 FEBRUARIE 1982... is goedgekeur.

.....
H.P.B. BRAUER.....
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is aangestel as Direkteure van die Maatskappy. In Aparte
stem is in ieder geval uitgeoefen.



VOORSITTER.

SILENT VALLEY (EDMS) BPK.

NOTULE VAN DIE ALGEMEEN VERGADERING VAN DIE AANDEEL-
HOUDERS GEHOU OP 10 MARCH 1982

TEENWOORDIG:

DIREKTOREUSE
VERSLAG, REKENINGE
EN OUDITEUSE SE
VERSLAG:

Die direkte verslag, die Rekeninge en Ouditeurs
se verslag vir die ... PERIODE 1. MAART 1982 .. TOT 10. MAART 1982
..... was voorgeleë en bevestig.

OUDITEUR:

Mhnr. T. GROBLER EN KIE was heraan gestel
as Ouditeure van die Maat kop y en d a r is besluit om hul
fooie aan die diskresie van Direkteure oor te laat.

DIREKTEUR:

Alle handelingen van die Directie gedurende de
PERIODE, GEÏNDIGD 10..MAART..1982.... is goedgekeurd.

H.D.B. BRAUER.

is aangestel as Direkteure van di Maatskappy. 'n Aparte stem is in ieder geval uitgeoefen.

VORSGITTER.

Silent Valley (Edms) Beperk

EK, Harman Daniel Bester Brans dien
hiermee my bedanking in as direkteur en Openbare amptenaar van bogenoemde maatskappy.

.....11/3/82.....

.....Harman.....

P R O X Y

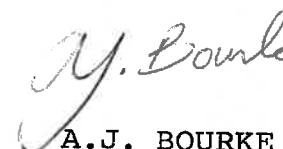
We, SCENIC HOLDINGS INC. of Banco Do Brazil Building, Elvira Mendez Street 10, Panama, Republic of Panama, being a Member of SILENT VALLEY (PROPRIETARY) LIMITED and entitled to vote hereby appoint Mr. Johann Philip Derk Blaauw as our Representative to vote for us on our behalf at the Meeting of Shareholders on 11th March, 1982, and at any adjournment thereof.

DATED THIS 10TH DAY OF MARCH, 1982



R.A. BOUGEARD
Director

For and on behalf of
SCENIC HOLDINGS INC.



A.J. BOURKE
Assistant Secretary

MINUTES OF A MEETING OF SHAREHOLDERS OF SILENT
VALLEY (PROPRIETARY) LIMITED HELD AT 701 THE
STOCK EXCHANGE, DIAGONAL STREET, JOHANNESBURG
ON 11 MARCH 1982

PRESENT: J.P.D. Blaauw (as proxy for Scenic Holdings Inc.)
M.R. Johnston (Jnr.) (in attendance)

CHAIRMAN: J.P.D. Blaauw was elected Chairman and as all shareholders
were present by proxy, declared the meeting duly
constituted

TRANSFER OF
SHARES: The following transfers dated 11 March 1982 were ratified
and approved:

<u>Transferor</u>	<u>Transferee</u>	<u>No. of shares</u>
M.E. Brauer	Scenic Holdings Inc.	1
Herhauer Trust (Pty) Ltd	Scenic Holdings Inc.	99

DIRECTORATE: IT WAS RESOLVED THAT:

a) the resignation of H.D.B. Brauer as a director
of the company be accepted

b) Messrs. J.P.D. Blaauw and M.R. Johnston (Jnr.)
be appointed directors of the company

PUBLIC
OFFICER: IT WAS RESOLVED THAT: the resignation of H.D.B. Brauer as
Public Officer of the company be accepted and that,
subject to the approval of the Receiver of Revenue,
M.R. Johnston (Jnr.) be appointed in his stead

REGISTERED
OFFICE: IT WAS RESOLVED THAT: the Registered Office of the company
be changed from:

39 Boom Street
Klerksdorp

to:

701 The Stock Exchange
Diagonal Street
Johannesburg

POSTAL
ADDRESS: IT WAS RESOLVED THAT: the Postal Address of the company
be changed from:

P.O. Box 304
Klerksdorp

to:

P.O. Box 61046
Marshalltown

AUDITORS: IT WAS RESOLVED THAT: the resignation of Messrs.
T. Grobler & Co. as auditors be accepted and that Messrs.
Coopers & Lybrand be appointed in their stead

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SECRETARY: IT WAS RESOLVED THAT: the post of secretary remain vacant
for the time being

BANK ACCOUNT: IT WAS RESOLVED THAT:

a) a banking account be opened with French Bank of S.A.
Ltd in Pretoria

b) the signatories to the account be any one director

c) J.P.D. Blaauw be authorised to sign all documents
necessary to open the account

CAPITAL
EXPENDITURE: IT WAS NOTED THAT: J.P.D. Blaauw had purchased certain
machinery and fencing on the company's behalf. IT WAS
RESOLVED THAT: he be reimbursed on presentation of
documentary evidence of purchase

CESSION OF
LOAN ACCOUNT: IT WAS RESOLVED THAT: the following cessions of loan
account be ratified and approved:

<u>From</u>	<u>To</u>	<u>Loan amount</u>
H.D.B. Brauer	J.P.D. Blaauw	R144 112,34 =====
J.P.D. Blaauw	Scenic Holdings Inc.	R144 112,34 =====

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE
PROCEEDINGS THIS 11TH DAY OF MARCH 1982

J.P.D. Blaauw
CHAIRMAN.

MINUTES OF A MEETING OF DIRECTORS OF SILENT VALLEY (PROPRIETARY)
LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 4 JUNE 1982

PRESENT:

J.P.D. Blaauw
M.R. Johnston (Jnr.)

CHAIRMAN:

Mr. J.P.D. Blaauw was elected Chairman
and as a quorum was present, declared
the meeting duly constituted

APPLICATION
FOR SERVICES
OF GOVERNMENT
DRILL:

IT WAS RESOLVED THAT:

- a) the Company make application for
services by a Government drill in
terms of Regulations promulgated
by Government Notice R92 dated 18
January 1980
- b) Mr. J.P.D. Blaauw be authorised
to sign all documents to facilitate
the above application and its
subsequent implementation

READ CONFIRMED AND SIGNED AS A CORRECT
RECORD OF THE PROCEEDINGS THIS 4TH DAY
OF JUNE 1982

J.P.D. Blaauw

CHAIRMAN.

MINUTES OF A MEETING OF SHAREHOLDERS OF SILENT VALLEY (PROPRIETARY) LIMITED
HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 15 APRIL 1982

PRESENT:

M.R. Johnston (Jnr.) (as proxy for Scenic Holdings
Inc.)

CONSENT TO
SHORTER NOTICE
OF MEETING:

All members entitled to attend and vote at the
meeting being represented by proxy, IT WAS RESOLVED
THAT the Meeting be called at shorter notice than
that required in terms of Section 199 (1) of the
Companies Act

CHAIRMAN:

M.R. Johnston (Jnr.) was elected Chairman and as a
quorum was present, declared the Meeting duly
constituted

INCREASE IN
AUTHORISED
CAPITAL:

IT WAS RESOLVED THAT: in terms of Section 75 (1) (a)
of the Companies Act the authorised capital of the
company be increased from:

100 shares of R1 each = R100,00

to

350 000 shares of R1 each = R350 000,00

READ CONFIRMED AND SIGNED AS A CORRECT RECORD
OF THE PROCEEDINGS THIS 15TH DAY OF APRIL 1982

M.R. Johnston

CHAIRMAN.

MINUTES OF THE MEETING OF DIRECTORS OF SILENT VALLEY (PROPRIETARY) LIMITED TO APPROVE THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 1983, HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 2nd MARCH 1983

PRESENT: J P D Blaauw
M R Johnston (Jnr)

CHAIRMAN: Mr M R Johnston (Jnr) was elected Chairman and as a quorum was present, declared the meeting duly constituted

RESOLUTIONS: IT WAS NOTED THAT no Resolutions of Directors had been passed since the incorporation of the company

ANNUAL FINANCIAL STATEMENTS: The Annual Financial Statements for the year ended 28 February 1983 were approved and J P D Blaauw and M R Johnston (Jnr) were authorised to sign them on behalf of the Board

AUDITORS' REMUNERATION: Auditors' remuneration of R325,00 was approved and IT WAS NOTED THAT the amount was entirely attributable to fees. IT WAS FURTHER NOTED THAT R75,00 of that amount was paid to Messrs T Grobler & Kie

DIVIDENDS: IT WAS RESOLVED THAT no dividend be proposed or paid for the year ended 28 February 1983

DIRECTORS' EMOLUMENTS: IT WAS RESOLVED THAT no directors' emoluments be paid for the year ended 28 February 1983

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 2nd DAY OF MARCH 1983



CHAIRMAN.

MINUTES OF THE ANNUAL GENERAL MEETING OF SILENT VALLEY (PROPRIETARY) LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 9th MARCH 1983

PRESENT: J P D Blaauw
M R Johnston (Jnr)

CONSENT TO SHORTER NOTICE OF MEETING: All members entitled to attend and vote at the meeting being present, IT WAS RESOLVED THAT the meeting be called at shorter notice that that required in terms of Section 186 (1) (a) of the Companies Act and that in terms of Section 302(3) the Financial Statements be deemed to have been duly sent

DIRECTORS' EMOLUMENTS: IT WAS RESOLVED THAT no directors' emoluments for the year ended 28 February 1983 be paid

DIVIDEND: IT WAS RESOLVED THAT no dividend for the year ended 28 February 1983 be paid or proposed

DIRECTORS' ELECTION: IT WAS UNANIMOUSLY RESOLVED THAT the motion for the re-election of the retiring Directors who were eligible and offered themselves for re-election be made in a single resolution

IT WAS ACCORDINGLY RESOLVED THAT

J P D Blaauw
M R Johnston (Jnr)

be re-elected to the Board

ANNUAL FINANCIAL STATEMENTS: The Auditors' Report was read to the meeting. IT WAS RESOLVED THAT the Audited Financial Statements for the year ended 28 February 1983 be adopted

AUDITORS: IT WAS NOTED THAT Messrs. Coopers & Lybrand were re-elected auditors for the ensuing year

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 9th DAY OF MARCH 1983



CHAIRMAN.

MINUTES OF A MEETING OF SHAREHOLDERS OF SILENT VALLEY
(PROPRIETARY) LIMITED, HELD AT THE REGISTERED OFFICE OF THE
COMPANY ON 18 JANUARY 1984

PRESENT: M R Johnston (Jnr) (as proxy for Scenic Holdings
Inc)
Mrs C Kelly (in attendance)

CHAIRMAN: Mr M R Johnston (Jnr) was elected Chairman and as
a quorum was present, declared the meeting duly
constituted

ALLOTMENT OF SHARES: IT WAS RESOLVED THAT: the following allotment at
par for cash be approved:

<u>Allottee</u>	<u>No of shares</u>
Scenic Holdings Incorporated	100 000 =====

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF
THE PROCEEDINGS THIS 18th DAY OF JANUARY 1984



CHAIRMAN.

RESOLUTIONS OF THE DIRECTORS OF SILENT VALLEY (PROPRIETARY)
LIMITED PASSED ON 18 JANUARY 1984

Following instructions received from the Directors of Scenic
Holdings Incorporated, this company's holding company, IT WAS
RESOLVED THAT:

- Mr J P D Blaauw be paid R7 500,00 by way of a management fee
for the year 1 March 1983 to 29 February 1984
- Messrs. Lurie, Johnston & Co. Inc. be paid R600,00 by way of
an accounting fee for the year 1 March 1983 to 29 February
1984

IT WAS NOTED THAT:

- Mr J P D Blaauw is a director of this company
- Mr M R Johnston (Jnr) is a director of this company and
Lurie, Johnston & Co. Inc., the recipient of the accounting
fee



V

RESOLUTION OF THE DIRECTORS OF SILENT VALLEY (PROPRIETARY)
LIMITED PASSED ON 27 AUGUST 1984

IT WAS RESOLVED THAT:

1. The company institute proceedings in the Supreme Court of South Africa (Witwatersrand local Division) as plaintiff, against T.A. KRUGER for:

CLAIM A:

- (a) an ejectment order ordering the defendant to vacate that part of the property marked a, b, c, a on the plan, Annexure "A" to the particulars of the claim
- (b) costs of suit
- (c) further or alternative relief

CLAIM B:

- (a) an order that the defendant remove all parts of the wire fence, erected by the defendant, which encroach upon the property
- (b) costs of suit
- (c) further or alternative relief

2. Johann Phillip Derk Blaauw in his capacity as a director of the company, be and he is hereby authorised to do all such things and to sign all such documents necessary or requisite to enable the company to prosecute the said proceedings.
3. Werksmans be and they are hereby appointed the attorneys to the company and that their address at 2500 Sanlamsentrum, 210 Jeppe Street, Johannesburg 2001, be and it is hereby appointed as the address of the company for the delivery of all notices and the service of all process in the said proceedings.

J P D Blaauw

J.P.D. BLAAUW

M.R. Johnston

M.R. JOHNSTON (Jnr)

MINUTES OF THE MEETING OF DIRECTORS OF SILENT VALLEY (PROPRIETARY) LIMITED TO APPROVE THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 29 FEBRUARY 1984, HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 19TH NOVEMBER 1984

PRESENT: J P D Blaauw
M R Johnston (Jnr)

CHAIRMAN: Mr M R Johnston (Jnr) was elected Chairman and as a quorum was present, declared the meeting duly constituted.

RESOLUTIONS: IT WAS NOTED THAT a Resolution of Directors had been passed on 18 January 1984.

ANNUAL FINANCIAL STATEMENTS: The Annual Financial Statements for the year ended 29 February 1984 were approved and J P D Blaauw and M R Johnston (Jnr) were authorised to sign them on behalf of the Board.

AUDITORS' REMUNERATION: Auditors' remuneration of R1 750,00 was approved and IT WAS NOTED THAT the amount was entirely attributable to fees. IT WAS FURTHER NOTED THAT R750,00 of that amount applied to the 1983 underprovision.

DIVIDENDS: IT WAS RESOLVED THAT no dividend be proposed or paid for the year ended 29 February 1984.

DIRECTORS' EMOLUMENTS: IT WAS RESOLVED THAT Directors' emoluments for the year ended 29 February 1984 totalling R7 500,00 be paid. IT WAS NOTED THAT the entire amount was in respect of management services.

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 19TH DAY OF NOVEMBER 1984

M.R. Johnston

CHAIRMAN

MINUTES OF A MEETING OF SHAREHOLDERS OF SILENT VALLEY (PROPRIETARY)
LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 11 FEBRUARY
1985

PRESENT : M.R. Johnston (Jnr) (as proxy for Scenic Holdings
Inc)

CONSENT TO SHORTER NOTICE OF MEETING : All members entitled to attend and vote at the meeting being represented by proxy, IT WAS RESOLVED THAT the meeting be called at shorter notice than that required in terms of Section 199 (i) of the Companies Act.

CHAIRMAN : M.R. Johnston (Jnr) was elected Chairman and as a quorum was present, declared the meeting duly constituted.

INCREASE IN AUTHORISED CAPITAL : IT WAS RESOLVED THAT in terms of Section 75 (i)(a) of the Companies Act the authorised capital of the company be increased from:

500 000 shares of R1 each = R500 000,00
to
750 000 shares of R1 each = R750 000,00

ALLOTMENT OF SHARES : IT WAS RESOLVED THAT the following allotment at par for cash be approved:

<u>Allottee</u>	<u>No. of shares</u>
Scenic Holdings Incorporated	150 000 =====

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF
THE PROCEEDINGS THIS 11TH DAY OF FEBRUARY 1985.



CHAIRMAN

RESOLUTIONS OF THE DIRECTORS OF SILENT VALLEY (PROPRIETARY) LIMITED
PASSED ON 28 FEBRUARY 1985


Following instructions received from the Directors of Scenic Holdings Incorporated, this company's holding company, IT WAS RESOLVED THAT:

- (a) Mr J.P.D. Blaauw be paid R10 000,00 by way of a management fee for the year 1 March 1984 to 28 February 1985.
- (b) Messrs. Lurie, Johnston & Co. Inc. be paid R600,00 by way of an accounting fee for the year 1 March 1984 to 28 February 1985.

IT WAS NOTED THAT:

- (i) Mr J.P.D. Blaauw is a director of this company.
- (ii) Mr M.R. Johnston (Jnr) is a director of this company and Lurie, Johnston & Co Inc., the recipient of the accounting fee.

J.P.D. Blaauw



MINUTES OF THE MEETING OF DIRECTORS OF SILENT VALLEY (PROPRIETARY) LIMITED TO APPROVE THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 1985, HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 30TH MAY, 1985.

PRESENT: J P D Blaauw
M R Johnston (Jnr)

CHAIRMAN: Mr M R Johnston (Jnr) was elected Chairman and as a quorum was present, declared the meeting duly constituted.

RESOLUTIONS: IT WAS NOTED THAT Resolutions of Directors had been passed on 27 August, 1984 and 28 February 1985.

ANNUAL FINANCIAL STATEMENTS: The Annual Financial Statements for the year ended 28 February 1985 were approved and J P D Blaauw and M R Johnston (Jnr) were authorised to sign them on behalf of the Board.

AUDITORS' REMUNERATION: Auditors' remuneration of R1 100,00 was approved and IT WAS NOTED THAT the amount was entirely attributable to fees.

DIVIDENDS: IT WAS RESOLVED THAT no dividend be proposed or paid for the year ended 28 February 1985.

DIRECTORS' EMOLUMENTS: IT WAS RESOLVED THAT Directors' emoluments for the year ended 28 February 1985 totalling R10 000,00 be paid. IT WAS NOTED THAT the entire amount was in respect of management services.

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 30TH DAY OF MAY 1985



CHAIRMAN

MINUTES OF THE ANNUAL GENERAL MEETING OF SILENT VALLEY (PROPRIETARY) LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 6TH JUNE 1985

PRESENT: J P D Blaauw
M R Johnston (Jnr)

CONSENT TO SHORTER NOTICE OF MEETING: All members entitled to attend and vote at the meeting being present, IT WAS RESOLVED THAT the meeting be called at shorter notice that that required in terms of Section 186 (1) (a) of the Companies Act and that in terms of Section 302(3) the Financial Statements be deemed to have been duly sent.

CHAIRMAN: Mr M.R. Johnston (Jnr) was elected Chairman and as a quorum was present declared the meeting duly constituted.

DIRECTORS' EMOLUMENTS: IT WAS RESOLVED THAT Directors' emoluments for the year ended 28 February 1985 totalling R10 000,00 be paid. IT WAS NOTED THAT the entire amount was in respect of management services.

DIVIDEND: IT WAS RESOLVED THAT no dividend for the year ended 28 February 1985 be paid or proposed.

DIRECTORS' ELECTION: IT WAS UNANIMOUSLY RESOLVED THAT the motion for the re-election of the retiring Directors who were eligible and offered themselves for re-election be made in a single resolution.

IT WAS ACCORDINGLY RESOLVED THAT

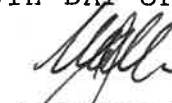
J P D Blaauw
M R Johnston (Jnr)

be re-elected to the Board

ANNUAL FINANCIAL STATEMENTS: The Auditors' Report was read to the meeting. IT WAS RESOLVED THAT the Audited Financial Statements for the year ended 28 February 1985 be adopted.

AUDITORS: IT WAS NOTED THAT Messrs. Coopers & Lybrand were re-elected auditors for the ensuing year.

READ CONFIRMED AND SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 6TH DAY OF JUNE 1985



CHAIRMAN