

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, throughout this Circular.

If you are in any doubt as to the action you should take, please consult your Broker, CSDP, attorney, accountant, banker or other professional advisor immediately.

If you have disposed of all of your Shares in Trustco, then this Circular, together with the attached notice and form of proxy should be forwarded to the purchaser to whom, or the Broker, agent, CSDP or banker through whom, you disposed of your Shares.

Shareholders should note that, whilst the entire Circular is important and should be read in its entirety, particular attention should be paid to the section entitled "Action required by Shareholders" commencing on page 2 of this Circular.

Trustco does not accept any responsibility and will not be held liable for any failure on the part of any CSDP or Broker of a Dematerialised Shareholder to notify such Shareholder of the General Meeting or any business to be concluded thereat.



TRUSTCO GROUP HOLDINGS LIMITED

Incorporated in the Republic of Namibia and registered as an external company in South Africa
(Registration number 2003/058)

(External registration number: 2009/002634/10)

JSE share code: TTO NSX share code: TUC ISIN: NA000A0RF067

("Trustco" or "the Company")

CIRCULAR TO TRUSTCO SHAREHOLDERS

regarding

– the Amendments to the Huso Transaction

and incorporating

– a Notice; and

– a form of proxy for use by Certificated Shareholders and Dematerialised Own-Name Shareholders only.

JSE Sponsor



Reporting Accountant



Independent Expert and Competent Valuer

Effortless
Corporate
Finance

Competent Person

Geomine Consulting Namibia

Legal Advisor

**Baker
McKenzie.**

NSX Sponsor



Date of issue: 11 May 2017

Additional copies of this Circular, in its printed form, may be obtained from the Company and the JSE Sponsor at the addresses set out in the "Corporate information and advisors" section of this Circular during normal business hours from the date of this Circular up to and including the date of the General Meeting. Electronic copies of this Circular are available on the Company's website, www.tgh.na.

CORPORATE INFORMATION AND ADVISORS

Company Secretary and Registered Office of Trustco

Amanda Bruyns (Admitted as an attorney of The High Court of South Africa)
Trustco House
2 Keller Street
Windhoek
Namibia
(PO Box 11363, Windhoek, Namibia)
Website: www.tgh.na

South African Transfer Secretaries

Computershare Investor Services
Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

Namibian Transfer Secretaries

Transfer Secretaries Proprietary Limited
(Registration number 93/713)
(Burg Street entrance opposite Chateau Street)
4 Robert Mugabe Avenue
Windhoek
Namibia
(PO Box 2401, Windhoek, Namibia)

JSE Sponsor

Sasfin Capital, a division of Sasfin Bank Limited
(Registration number 1951/002280/06)
29 Scott Street
Waverley, 2090
(PO Box 9510, Grant Park, 2051)

NSX Sponsor

Simonis Storm Securities Proprietary Limited
(Registration number 96/421)
4 Koch Street
Klein Windhoek
Namibia
(PO Box 3970 Windhoek, Namibia)

Legal Advisor

Baker & McKenzie
(Registration number 2012/047447/21)
1 Commerce Square
39 Rivonia Road
Sandhurst, 2196
Johannesburg

Auditor

BDO South Africa Incorporated
(Registration number 1995/002310/21)
22 Wellington Road
Parktown, 2193
Johannesburg
(Private Bag x60500, Houghton, 2041)

BDO Namibia

61 Bismarck Street Windhoek
PO Box 2184
Windhoek
Namibia

Reporting Accountant

BDO South Africa Incorporated
(Registration number 1995/002310/21)
22 Wellington Road
Parktown, 2193
Johannesburg
(Private Bag X60500, Houghton, 2041)

Independent Expert and Competent Valuer

Paul Austin trading as Effortless Corporate Finance
23 Nicholi Avenue
Kommetjie
7970
Cape Town
(Postal address same as above)

Competent Person

Geomine Consulting Namibia CC
Willem H Kotze Pr.Sci.Nat MSAIMM
54 Fischreihier Street, Vineta, Swakopmund
Namibia
(PO Box 4286, Vineta, Swakopmund)

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ACTION REQUIRED BY SHAREHOLDERS

The definitions and interpretations commencing on page 4 of this Circular apply, *mutatis mutandis*, to the following section on action required by Shareholders.

Please take careful note of the following provisions regarding the action required by Shareholders:

1. If you have disposed of all of your Shares, this Circular should be handed to the purchaser of such Shares or the CSDP, Broker, banker, attorney or other agent who disposed of your Shares for you.
2. If you are in any doubt as to what action to take, consult your Broker, CSDP, banker, attorney, accountant or other professional advisor immediately.
3. This Circular contains information relating to the Amendments to the Huso Transaction. You should carefully read this Circular and decide how you wish to vote on the Resolutions to be proposed at the General Meeting. The General Meeting, convened in terms of the Notice incorporated in this Circular, will be held at Trustco's registered office, 2 Keller Street, Windhoek, Namibia on Tuesday, 13 June 2017 commencing at 10:00 (Namibian time).

1. IF YOU HAVE DEMATERIALISED YOUR SHARES

1.1 "Own-name" registration

You are entitled to attend in person, or be represented by proxy, at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the South African Transfer Secretaries, Computershare, Ground Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) by no later than 11:00 (South African time) on Friday, 9 June 2017, or the Namibian Transfer Secretaries, Transfer Secretaries Proprietary Limited, 4 Robert Mugabe Avenue (Burg Street entrance opposite Chateau Street) (PO Box 2401, Windhoek, Namibia), by no later than 10:00 (Namibian time) on Friday, 9 June 2017.

1.2 Other than "own-name" registration

You are entitled to attend in person, or be represented by proxy, at the General Meeting. You must **not**, however, complete the attached form of proxy. You must advise your CSDP or Broker timeously if you wish to attend, or be represented at the General Meeting. If your CSDP or Broker does not contact you, you are advised to contact your CSDP or Broker and provide them with your voting instructions. If your CSDP or Broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them. If you do wish to attend or be represented at the General Meeting, your CSDP or Broker will be required to issue the necessary letter of representation to you to enable you to attend or to be represented at the General Meeting.

2. IF YOU HOLD CERTIFICATED TRUSTCO SHARES

You are entitled to attend, or be represented by proxy, at the General Meeting. If you are unable to attend the General Meeting, but wish to be represented thereat, you must complete and return the attached form of proxy, in accordance with the instructions contained therein, to be received by the South African Transfer Secretaries, Computershare, Ground Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) by no later than 11:00 (South African time) on Friday, 9 June 2017, or the Namibian Transfer Secretaries, Transfer Secretaries Proprietary Limited, 4 Robert Mugabe Avenue (Burg Street entrance opposite Chateau Street) (PO Box 2401, Windhoek, Namibia), by no later than 10:00 (Namibian time) on Friday, 9 June 2017.

IMPORTANT DATES AND TIMES

2017

Record date to determine which Shareholders are entitled to receive the Circular	Friday, 5 May
Circular posted to Shareholders and Notice convening the General Meeting published on SENS on	Thursday, 11 May
Last Day to Trade Shares in order to be recorded in the Namibian Share Register to vote at the General Meeting (see note 2 below)	Friday, 26 May
Last Day to Trade Shares in order to be recorded in the South African Share Register to vote at the General Meeting (see note 2 below)	Tuesday, 30 May
Record Date for Shareholders to be recorded in the Register in order to be eligible to vote at the General Meeting	Friday, 2 June
Forms of proxy for Shareholders recorded on the Register to be received by the South African Transfer Secretaries by 11:00 (South African time) and by the Namibian Transfer Secretaries by 10:00 (Namibian time) on	Friday, 9 June
General Meeting to be held at 10:00 (Namibian time) on	Tuesday, 13 June
Results of General Meeting published on SENS on	Tuesday, 13 June

Notes:

1. The above dates and times are subject to amendment. Any such amendment will be published on SENS.
2. Shareholders should note that, as transactions in Shares are settled in the electronic settlement system used by Strate, the settlement of the trade takes place three Business Days after such trade on the South African Share Register and five Business Days after such trade on the Namibian Share Register. Therefore, Shareholders who acquire Shares after the Last Day to Trade will not be eligible to vote at the General Meeting.
3. All times given in this Circular are specified as either local times in Namibia or South Africa, any reference to local times, will apply to the country in which the action is required.

DEFINITIONS AND INTERPRETATIONS

In this Circular, the annexures hereto, the Notice and form of proxy, unless the context otherwise indicates, references to the singular include the plural and *vice versa*, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons and *vice versa*, and the words in the first column hereunder have the meaning stated opposite them in the second column, as follows:

“Addendum to the Share Purchase Agreement”	the addendum to the Share Purchase Agreement entered into between the Huso Parties on 17 November 2016, governing the terms and conditions of the Amendments to the Huso Transaction;
“Amendments to the Huso Transaction”	the amendments to the Huso Transaction arising from the Addendum to the Share Purchase Agreement;
“Board” or “Directors”	the board of directors of Trustco as at the Last Practicable Date whose names are set out on page 10 of this Circular;
“Broker”	a stockbroker as defined in the Financial Markets Act, or its duly authorised nominee;
“Business Day”	any day other than a Saturday, Sunday or a public holiday in South Africa or Namibia;
“Certificated Shareholders”	Shareholders who hold Certificated Shares;
“Certificated Shares”	Shares represented by share certificates or other physical Documents of Title, which have not been surrendered for Dematerialisation in terms of the requirements of Strate;
“Circular”	this bound document, issued on 11 May 2017, including its annexures, the Notice and the form of proxy;
“Closing Date of the Huso Transaction”	the date upon which a mining licence had been/is issued to NNDC in terms of the Minerals Act and the conditions precedent have been fulfilled whichever occurs later;
“Competent Person” or “Geomine”	Geomine Consulting Namibia CC; a close corporation incorporated in accordance with the laws of Namibia;
“Competent Person’s Report”	the Competent Person’s Report on the Kunene Mouth Diamond Project (EPL 2633) for NNDC, signed off on 31 May 2015 by Mr WH Kotzé, a Professional Geoscientist, and effective from 31 March 2015 (being the date of the most recent scientific or technical information included in the report). The report was prepared and approved for purposes of the Huso Circular;
“Competent Valuer’s Report”	the SAMVAL Code-compliant valuation report prepared by the Competent Valuer, as set out in Annexure 8 to this Circular;
“CSDP”	a Central Securities Depository Participant that holds in custody and administers securities or an interest in securities and that has been registered as a participant by a licensed central securities depository in terms of the Financial Markets Act;
“Custody Agreement”	the custody mandate agreement between a Dematerialised Shareholder and a CSDP or Broker governing their relationship in respect of Dematerialised Shares held by the CSDP or Broker;
“Dematerialised” or “Dematerialisation”	the process by which Certificated Shares are converted to, or held in electronic form as uncertificated Shares and are recorded in the sub-register of Shareholders maintained by a CSDP;

“Dematerialised Shareholder”	Shareholders who hold Shares which have been Dematerialised in terms of the requirements of Strate;
“Dematerialised Shares”	Shares which have been incorporated into the Strate system and which are no longer evidenced by certificates or other physical Documents of Title;
“Dematerialised Own-Name Shareholders”	Dematerialised Shareholders who have instructed their CSDP to hold their Shares in their own name on the sub-register;
“Dr Q van Rooyen” or “Seller”	Dr Quinton van Rooyen, the managing director and controlling shareholder of Trustco;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts and/or any other physical documents of title pertaining to the Shares in question acceptable to the Board;
“EBITDAASA”	Earnings Before Interest, Tax, Depreciation, Amortisation and After Stock Adjustments for the Huso Group;
“Elisenheim”	Elisenheim Property Development Company (Proprietary) Limited (Registration number 2001/621), a private company incorporated in accordance with the laws of Namibia;
“EL07/2015”	the four-year exclusive diamond exploration licence over an area comprising 130.38km ² in Sierra Leone, issued in June 2015 by the Ministry of Mineral Resources in terms of the Mines and Minerals Act 2009 in Sierra Leone. This exploration licence is separate to that of EPL 2633 and is held by Meya Mining in which Trustco Resources acquired a 51 % interest in August 2016. Details of this acquisition were published on SENS on 23 August 2016;
“EPL”	Exclusive Prospecting Licence;
“EPL 2633”	EPL 2633 licence area. This EPL, approximately 20 000 hectares in size, is located approximately 660km north of Swakopmund, in the north-western corner of Namibia’s Skeleton Coast Park on the Namibia/Angolan border. Access to the EPL is attainable by 4x4 vehicles from Terrace Bay, over Mowe Bay, and from there around approximately 270km along the shoreline through the Skeleton Coast Park;
“EPS”	basic earnings per Share;
“EPZ”	export processing zone status granted by the Receiver of Revenue of Namibia;
“Financial Effects”	the <i>pro forma</i> financial effects of the Transaction details of which have been set out in paragraph 7 and Annexure 7 of this Circular;
“Financial Markets Act”	the Financial Markets Act, 2012 (Act 19 of 2012), as amended;
“General Meeting”	the General Meeting of Shareholders to be held at 10:00 (Namibian time) on Tuesday, 13 June 2017 at the registered office of Trustco, 2 Keller Street, Windhoek, Namibia, to consider and if deemed fit, to approve, with or without modification, the Resolutions proposed in the Notice;
“Group”	Trustco and its direct and indirect subsidiaries;
“HEPS”	headline earnings per Share;
“Huso”	Huso Investments Proprietary Limited (Registration number 2006/443), a private company incorporated in Namibia on 7 September 2006 in accordance with the laws of Namibia, and the holding company of Morse (please refer to the definition of “Morse” in this Circular re Morse’s status as a wholly-owned subsidiary of Huso) and NNDC. Dr Q Van Rooyen is the sole shareholder of Huso;
“Huso Circular”	the circular to Shareholders dated 11 September 2015 regarding the Huso Transaction;

“Huso Group”	collectively Huso, NNDC and Morse;
“Huso Parties”	collectively Trustco, Trustco Resources, Dr Q van Rooyen, Huso, NNDC and Morse;
“Huso Transaction”	the acquisition by Trustco, through Trustco Resources of the entire shareholding in Huso, of which Morse (please refer to the definition of “Morse” in this Circular re Morse’s status as a wholly-owned subsidiary of Huso) and NNDC are wholly-owned subsidiaries;
“IFRS”	International Financial Reporting Standards formulated by the International Accounting Standards Board, from time to time;
“Indemnity Agreement”	the indemnity agreement entered into between Trustco Resources and Next Investments on 23 August 2016, wherein Next Investments agrees to minimise any hardship Trustco Resources might suffer as the result of any losses caused by the Meya Mine Acquisition;
“Independent Board”	the Board as defined, excluding the Seller;
“Independent Expert”, “Competent Valuer” or “Effortless”	Paul Austin trading as Effortless Corporate Finance;
“Independent Expert’s Report on the Amendments to the Huso Transaction”	the independent fairness opinion provided by the Independent Expert regarding the Huso Transaction after incorporating the Amendments to the Huso Transaction, as set out in Annexure 1 to this Circular;
“Inferred Mineral Resource”	that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
“Initial Mineral Resource Estimate”	the inferred diamond resource estimate determined by the Competent Person and recorded in the Competent Person’s Report amounting to 348 423 carats;
“Interim Results”	the unaudited condensed consolidated interim Report of Trustco for the six months ended 30 September 2016 published on SENS on 16 November 2016;
“JSE”	JSE Limited (Registration number 2005/022939/06), a public company incorporated in accordance with the laws of South Africa and licensed as an exchange under the Financial Markets Act;
“JSE Sponsor” or “Sasfin Capital”	Sasfin Capital, a division of Sasfin Bank Limited (Registration number 1951/002280/06), a public company incorporated in accordance with the laws of South Africa;
“Last Day to Trade”	Friday, 26 May 2017 for the Namibian Share Register and Tuesday, 30 May 2017 for the South African Share Register, being the last day to trade in Shares in order to be reflected in the Register on the Record Date;
“Last Practicable Date”	Monday, 24 April 2017, being the last practicable date prior to the finalisation of this Circular;
“Legal Advisor” or “Baker & McKenzie”	Du Plessis, Van der Merwe Inc, (Registration number 2012/047447/21), trading as Baker & McKenzie, a private company incorporated in accordance with the laws of South Africa;
“Listings Requirements”	the JSE Limited Listings Requirements, as amended from time to time;
“Meya Mining Acquisition”	the acquisition of a 51 % interest in Meya Mining by Trustco Resources, details of which were published on SENS on 23 August 2016;

“Meya Mining”	Meya Mining (Mauritius), a company incorporated in accordance with the laws of Mauritius;
“Minerals Act”	the Namibian Minerals (Prospecting and Mining) Act No. 33 of 1992, as amended from time to time;
“Mineral Resource”	a concentration or occurrence of solid material of economic interest in or on the Earth’s crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling;
“Ministry of Mines”	the Ministry of Mines and Energy, Namibia;
“Morse”	Morse Investments Proprietary Limited (Registration number 2006/255), a private company incorporated in accordance with the laws of Namibia in Windhoek on 16 June 2006. Morse is a licensed diamond processing and polishing factory located in Windhoek. Dr Q van Rooyen owns 100% of the issued share capital of Morse as at the Last Practicable Date and has warranted in terms of clause 6.2.1 of the Share Purchase Agreement that he will transfer his entire shareholding in Morse to Huso by the Closing Date of the Huso Transaction. For purposes of this Circular (save for the Report of historical consolidated financial information of Huso set out in Annexure 3 of this Circular and the Report of historical financial information of Morse set out in Annexure 5 of this Circular which comply, <i>inter alia</i> , with IFRS 10 – Consolidated Financial Statements), it has been assumed that Dr Q van Rooyen’s interest in Morse has been transferred to Huso and that Morse is a wholly-owned subsidiary of Huso;
“NAD”	Namibian dollar which is equivalent to one Rand;
“Namibia”	the Republic of Namibia;
“Namibian Companies Act”	the Namibian Companies Act, 2004 (Act 28 of 2004), as amended;
“Namibian Share Register”	the register of Shareholders maintained in Namibia;
“Namibian Transfer Secretaries”	Transfer Secretaries Proprietary Limited (Registration number 93/713), a private company incorporated in accordance with the laws of Namibia;
“NAVPS”	net asset value per share;
“Next Investments”	Next Investments Proprietary Limited (Registration number 2005/396), a private company incorporated in Namibia on 4 August 2005 in accordance with the laws of Namibia. Dr Q Van Rooyen is the sole shareholder of Next Investments;
“Notice”	the notice of General Meeting forming part of this Circular in terms of which the General Meeting is convened;
“NNDC”	Northern Namibia Development Company Proprietary Limited (Registration number 90/439), a private diamond mining and exploration company incorporated in Namibia on 20 August 1990 in accordance with the laws of Namibia, and a wholly owned subsidiary of Huso;
“NSX”	Namibian Stock Exchange, licensed as an exchange and regulated by the Stock Exchanges Control Act of Namibia (1985, as amended in 1992) and overseen by the Namibian Financial Institutions Supervisory Authority;
“NSX Sponsor” or “Simonis Storm”	Simonis Storm Securities Proprietary Limited (Registration number 96/421), a private company incorporated in accordance with the laws of Namibia;
“NTAVPS”	net tangible asset value per share;

“Option”	the option which preceded the conclusion of the Huso Transaction, in terms of which the Company acquired an option to acquire the entire shareholding in Huso on 2 February 2015. The Company subsequently exercised the Option on 14 July 2015 and consequentially entered into the Share Purchase Agreement in terms of which the Huso Transaction was effected;
“Rand” or “R”	South African Rand;
“Record Date”	Friday, 2 June 2017, being the date on which Shareholders must be recorded in the Register in order to vote at the General Meeting;
“Register”	collectively the Namibian Register and the South African Register maintained by the Transfer Secretaries;
“Reporting Accountant” or “BDO”	BDO South Africa Incorporated, (Registration number: 1995/002310/21) a partnership incorporated in accordance with the laws of South Africa;
“Repurchase Shares”	41 806 778 Shares;
“Repurchase Consideration”	the total consideration of NAD200 672 534.40 for the Specific Repurchase;
“Resolutions”	the resolutions contained in the Notice, which will be tabled at the General Meeting and in terms of which Shareholders will, subject to the passing thereof, approve the Amendments to the Huso Transaction;
“SAICA Guide”	the Guide on <i>Pro Forma</i> Financial Information issued by the South African Institute of Chartered Accountants;
“the SAMREC Code”	the South African Code for Reporting of Exploration Results, Mineral Resources and Mineral Reserves including the guidelines therein as amended from time to time;
“the SAMVAL Code”	the South African Code for Reporting of Mineral Asset Valuation including the guidelines contained therein, as amended from time to time;
“SENS”	the Stock Exchange News Service operated by the JSE;
“Share Purchase Agreement”	the share purchase agreement, dated 14 July 2015, concluded between the Seller and the Purchaser in terms of which the Purchaser acquired 100% of the issued share capital of Huso;
“Shareholders”	holders of Shares;
“Shares”	ordinary shares of Trustco with a par value of NAD0.23 each in the issued share capital of Trustco of which there were 772 142 090 in issue at the Last Practicable Date;
“South Africa”	the Republic of South Africa;
“South African Companies Act”	the Companies Act, 2008 (Act 71 of 2008), as amended;
“South African Share Register”	the register of Shareholders maintained in South Africa;
“South African Transfer Secretaries” or “Computershare”	Computershare Investor Services Proprietary Limited (Registration number 2004/003647/07) a private company incorporated in accordance with the laws of South Africa;
“Specific Repurchase”	the acquisition by Trustco and/or Trustco Life or a nominated Subsidiary, of 41 806 778 Shares details of which are set out in the Specific Repurchase Circular and which transaction was approved by Shareholders in general meeting on 14 February 2017;
“Specific Repurchase Circular”	the circular issued to Shareholders on 12 January 2017;

“Strate”	Strate Proprietary Limited (Registration number 1998/022242/07), a private company incorporated in accordance with the laws of South Africa and which manages the electronic settlement and clearing system used by the JSE;
“Subsidiary”	a subsidiary as defined in the Namibian Companies Act;
“Transaction”	the Huso Transaction incorporating the Amendments to the Huso Transaction;
“Transfer Secretaries”	collectively the Namibian Transfer Secretaries and the South African Transfer Secretaries;
“Trustco” or “the Company”	Trustco Group Holdings Limited (Registration number 2003/058), a public company incorporated in accordance with the laws of Namibia, the Shares of which are dual-listed with a primary listing on the JSE and a secondary listing on the NSX;
“Trustco Resources” or “Purchaser”	Trustco Resources Proprietary Limited (Registration number 2015/0081), a private company incorporated in accordance with the laws of Namibia and a subsidiary of Trustco;
“Updated Diamond Resource Statement”	the updated diamond resource statement as at 1 April 2017, prepared by the Competent Person as set out in Annexure 8 of this Circular;
“Value Add”	the value of the total confirmed increased Mineral Resource, as established by the Competent Person appointed by the Board of Trustco Resources;
“Value of the Initial Mineral Resource Estimate”	the economic potential of the estimated resource of USD59 231 910 placed on the Initial Mineral Resource Estimate based on USD170 per carat and the Initial Mineral Resource Estimate of 348 423 carats;
“VWAP”	volume weighted average price; and
“Year End Results”	the abridged audited year-end results for the year ended 31 March 2016, published on SENS on 27 June 2016.



TRUSTCO GROUP HOLDINGS LIMITED

Incorporated in the Republic of Namibia and registered as an external company in South Africa
(Registration number 2003/058)
(External registration number: 2009/002634/10)
JSE share code: TTO NSX share code: TUC ISIN: NA000A0RF067
("Trustco" or "the Company")

Directors

Executive

Dr Q van Rooyen (*Group Managing Director*)
Mr F J Abrahams (*Group Financial Director*)

Non-executive

- * Adv R Heathcote SC (*Chairman*)
- * Mr W J Geysler
- * Mr R J Taljaard
- * Mr J Mahlangu

* *Independent*

All directors are Namibian with the exception of Mr J Mahlangu who is a South African citizen.

CIRCULAR TO TRUSTCO SHAREHOLDERS

1. INTRODUCTION AND PURPOSE OF THIS CIRCULAR

Shareholders are referred to the announcement published on 17 November 2016, wherein they were advised that the Huso Parties had entered into the Addendum to the Share Purchase Agreement, which gave effect to the Amendments to the Huso Transaction.

The purpose of this Circular is to provide Shareholders with the requisite information in accordance with the Listings Requirements regarding the Amendments to the Huso Transaction to enable Shareholders to make an informed decision as to how they will vote in respect of the Resolutions set out in the Notice incorporated in this Circular.

2. THE HUSO TRANSACTION

2.1 Background to the Huso Transaction

In the SENS announcement published on 22 June 2015, Shareholders were reminded of the Company's intention to pursue opportunities in the resources sector, particularly in Namibia and were further advised that Trustco had acquired the Option, exercisable at the sole discretion of Trustco. The Option provided for Trustco to acquire the entire shareholding in Huso via its subsidiary, Trustco Resources. Huso is the holding company of NNDC a diamond mining and exploration entity in Namibia and Morse (please refer to the definition of "Morse" in this Circular re Morse's status as a wholly-owned subsidiary of Huso), a licensed diamond processing and polishing factory in Windhoek, Namibia.

Pursuant to the 22 June 2015 SENS announcement, Shareholders were advised that the Company had exercised the aforesaid Option and had consequentially entered into the Share Purchase Agreement, dated 14 July 2015 with, *inter alia*, Dr Q van Rooyen. The Huso Transaction was categorised as a Category 1, related party transaction in terms of the Listings Requirements and required shareholder approval. Accordingly, a circular, dated 11 September 2015, detailing the terms

of the Huso Transaction and incorporating a notice convening a general meeting was posted to Shareholders and the terms of the Huso Transaction were approved by Shareholders at a general meeting held on 5 October 2015.

As detailed in the announcement published on SENS on 5 October 2015 the two outstanding conditions to the Huso Transaction were:

- the obtaining of EPZ status by Morse; and
- the obtaining of a mining licence by NNDC.

Subsequently, Morse obtained EPZ status in December 2015. As at the Last Practicable Date, the Huso Transaction was still subject to the obtaining of a mining licence by NNDC. The Huso Parties believe that the issuing of the mining licence is imminent. Once the mining licence has been obtained, the Huso Transaction will come into effect and control of Huso, NNDC and Morse will transfer to Trustco Resources.

2.2 The consideration for the Huso Transaction and the settlement thereof recorded in the Share Purchase Agreement

In accordance with the Share Purchase Agreement, the total purchase consideration payable by Trustco to the Seller, was NAD3 621 149 000, to be settled by the issuing of 772.1 million Shares at an issue price of NAD4.69 per share.

The purchase consideration was initially to be settled by:

- the payment of an initial amount of NAD672 million, payable by way of an issue of 143.3 million Shares in terms of the Share Purchase Agreement, payable within 30 days of the Closing Date of the Huso Transaction; and
- the issuing of a fixed number of Shares issued annually to the Seller for a period of nine years from the Closing Date, upon the Huso Group reaching of the EBITDAASA annual target as per the table below in each respective year.

Annual financial year-end	EBITDAASA annual target NAD'million	Number of Shares issued 'million
31/03/2016	50	6.4
31/03/2017	110	14.1
31/03/2018	121	15.5
31/03/2019	133.1	17.0
31/03/2020	146.4	18.7
31/03/2021	161.1	20.6
31/03/2022	177.2	22.7
31/03/2023	194.9	24.9
31/03/2024	214.4	27.4
Total	1 308.1	167.3

Should the target not be met in each respective year, the consideration Shares attaching thereto would lapse i.e. if the target EBITDAASA of NAD110 million was not met for the financial year ended 31 March 2017, the consideration Shares would be forfeited. It should be noted that although it stipulates that year one is determined from 31 March 2016 for nine years onwards, the year one calculation shall only come into effect on the Closing Date of the Huso Transaction. Therefore, should the Huso Transaction become effective on 1 April 2017, the first target would have to have been met by 31 March 2018.

- Lastly, the issuing of 461.5 million Shares, if the Mineral Resource exceeded the Initial Mineral Resource Estimate, ascribed to the Kunene Mouth Diamond Project, the subject of the Competent Person's Report, by 1.5 million carats.

2.3 The guarantee and right to terminate recorded in the Share Purchase Agreement

In terms of the guarantee recorded in paragraph 6.2.19.1 of the Share Purchase Agreement, the Seller guaranteed that the minimum average EBITDAASA contribution from NNDC and Morse to Trustco Resources over the first three-year period would be at least NAD0.30 EBITDAASA per share

contribution annually to the newly issued shares issued for both the Value Add and EBITDAASA relating to the Huso Acquisition. Should NNDC and Morse not meet this performance criteria, Trustco Resources could exercise its rights in accordance with clause 7 of the Share Purchase Agreement.

In terms of clause 7 of the Share Purchase Agreement, Trustco Resources shall have the right to terminate the Share Purchase Agreement on six month's written notice to the Seller, if, during the first three years of the tenure of the Share Purchase Agreement, calculated from the Closing Date:

- Huso fails to show a positive annual EBITDAASA per share contribution to the newly issued shares, issued for both the Value Add and EBITDAASA, relating to the Huso; or
- if the confirmed Mineral Resources fall lower than 350 000 carats, minus carats mined during the previous year.

Upon termination of the Share Purchase Agreement in terms of clause 7, the Huso Parties would be restored to their positions prior to the implementation of the Share Purchase Agreement.

3. THE AMENDMENTS TO THE HUSO TRANSACTION AND INFORMATION RELATING TO THE HUSO GROUP

3.1 Background and rationale for the Amendments to the Huso Transaction

Subsequent to the approval by Shareholders of the Huso Transaction, details of which were provided in the Huso Circular, at a general meeting held on 5 October 2015, Morse secured an exclusive diamond off-take and marketing agreement with Meya Mining at the time that Trustco Resources acquired a 51% interest in Meya Mining in August 2016. In light of the exclusive diamond off-take and marketing agreement as well as Meya Mining's positive exploration results from its mining asset in Sierra Leone which indicated that this mine would move into the production phase in Q4 2017, Huso is expecting improved profitability in the short term. It is expected that Meya Mining's additional contribution to Huso's beneficiation and marketing subsidiary, Morse, shall by extension, have a positive effect on the financial performance of the Group.

In terms of the Amendments to the Huso Transaction, the Huso Parties have agreed, *inter alia*, that the settlement of the purchase consideration for the Huso Transaction will now be completely determined by meeting specific financial performance targets i.e. EBITDAASA rather than a portion of the consideration being settled upon the Mineral Resource exceeding the Initial Mineral Resource Estimate by 1.5 million carats as per the Share Purchase Agreement.

The Board is of the view that the Amendments to the Huso Transaction and the alignment of the settlement of the balance of the purchase consideration with financial performance targets rather than the proving of a Mineral Resource is more beneficial to all Shareholders. The Board has reached this conclusion because the EBITDAASA targets include the mining, beneficiation and sale of diamonds which translate into profitability for the Group, notwithstanding that such profits will now be generated by diamonds mined by both NNDC and Meya Mining.

3.2 Details of the Amendments to the Huso Transaction

Details of the material changes to the Huso Transaction resulting in the Amendments to the Huso Transaction are set out below. A copy of the Addendum to the Share Purchase Agreement is available for inspection in accordance with the provisions of paragraph 16 of this Circular.

3.2.1 Amendment to the settlement of the purchase consideration for the Huso Transaction

In terms of the Addendum to the Share Purchase Agreement the total purchase consideration shall remain as NAD3 621 149 000, payable by way of an issue of a maximum of 772.1 million Shares to the Seller, at an issue price of NAD4.69 per share.

In terms of the Addendum, the purchase consideration will now be settled as follows:

- an initial payment of NAD672 077 000, payable by way of an issue of 143.3 million Shares, as compensation for the transfer of Huso to Trustco will be payable within 30 days after the Closing Date of the Huso Transaction; and
- a fixed number of Shares will be payable to the Seller at any time during the payment term (being not later than nine years from the Closing Date of the Huso Transaction), upon the Huso Group reaching the following cumulative EBITDAASA targets:

Event	EBITDAASA target NAD' million	Number of Shares 'million
Upon reaching the first EBITDAASA target of	250	120.2
Upon reaching the second EBITDAASA target of	250	120.2
Upon reaching the third EBITDAASA target of	250	120.2
Upon reaching the fourth EBITDAASA target of	250	120.2
Upon reaching the final EBITDAASA target of	308.1	148.0
Total	1 308.1	628.8

The Shares will only be issued once a specific EBITDAASA milestone is reached (at any time during the nine-year period) and not *pro rata* to the EBITDAASA between defined milestones. The determination of whether the EBITDAASA target has been met is cumulative during the nine-year period.

3.2.2 Indemnity

Next Investments indemnified the Purchaser against any financial loss up to USD25 million for a period of four years commencing from 31 January 2017 as set out in the Indemnity Agreement relating to the acquisition of EL07/2015 in Sierra Leone. This indemnity was provided pursuant to the Meya Mining Acquisition, details of which were set out in the announcement dated 23 August 2016. The Share Purchase Agreement and the Addendum do not provide for an indemnity, however, the Meya Mining indemnity was included in the Addendum for reference purposes.

The indemnity was provided to give additional security to Trustco Resources and Trustco minority shareholders against possible losses from the Meya Mining Acquisition. .

3.2.3 Guarantee and right to terminate

Given that the settlement of the purchase consideration will no longer be determined on the Value Add of the Mineral Resources basis, the guarantee recorded in paragraph 6.2.19.1 of the Share Purchase Agreement was removed in its entirety.

Further to the removal of clause 6.2.19.1, the related right to terminate set out in clause 7.1 of the Share Purchase Agreement was removed. This was replaced with the provision that either party has the right to terminate the Share Purchase Agreement on six month's written notice should either of the Huso Parties commit a breach of the Share Purchase Agreement.

3.3 Competent Person's Report and Competent Valuer's Report

The Competent Person's Report was prepared as part of the Huso Circular in accordance with section 12 of the Listings Requirements with regard to the Huso Transaction and approved by the JSE. Since the issue of the Competent Person's Report in 2015, no new material data has become available. For the purposes of this Circular, the Competent Person has prepared an Updated Diamond Resource Statement which has been approved by the JSE, details of which have been included as Annexure 8 to this Circular.

A Competent Valuer's Report has been prepared by the Competent Valuer for the purposes of this Circular and has been included as Annexure 8 to this Circular.

The Competent Person's Report, Updated Diamond Resource Statement and Competent Valuer Report are available for inspection in accordance with the provisions of paragraph 16 of this Circular.

The Competent Person and Competent Valuer have not had any direct or indirect beneficial interest in the share capital of Trustco or in any asset (including any right to explore for minerals) of Trustco which has been acquired or disposed of by, or leased to or by, Trustco including any interest in the consideration passing to or from Trustco within two years prior to the Last Practicable Date.

3.4 **Status of EPL2633 and other licences**

3.4.1 ***EPL2633***

EPL2633 originally covered a substantial area along the Kunene River, as that was considered the prospective area. Two amendment applications were made as the ongoing exploration work indicated different geological realities and the amendments had to cover the area of highest prospectivity at the time. NNDC's EPL2633 is valid and paid up to date.

The Minister of Mines stated that the exclusive exploration licence was reinstated pending the decision to be made by the Ministry of Mines. Therefore, it is confirmed that the Ministry of Mines confirmed in writing that EPL2633 would continue to exist as long as the mining licence approval is pending.

3.4.2 ***Mining licence (ML-156)***

The application for a mining licence (the granting of which is the final outstanding condition to the Huso Transaction) was submitted to Ministry of Mines in 2008 and recorded as ML-156. The application was amended in 2014 and 2015. The amendments were made to take into account the areas identified with the best economic potential following exploration work conducted after 2008. NNDC and the Ministry of Mines reached a settlement agreement, which settlement agreement was made an order of Court on the 18 November 2015, under Case Number: I2919/2010, in terms whereof the Ministry of Mines is obligated to expedite the application for the issuing of a mining licence. The tenure of the mining licence will be determined by the Ministry of Mines and Trustco will be advised of same when the licence is granted. In terms of current Namibian mining legislation, a mining licence can be issued for a period of up to twenty-five years and is renewable thereafter.

3.4.3 ***Environmental permit***

As the project is based in the Skeleton Coast Park, a valid Environmental Clearance certificate is crucial for continued exploration and prospecting. The certificate, which was valid until 31 January 2016, was renewed on 15 April 2016. The revised Environmental Clearance is valid for a three-year period from 15 April 2016.

3.4.4 ***Diamond cutting and polishing licence***

Morse acquired a diamond cutting and polishing licence from the Ministry of Mines, with the period of validity of the licence being from 22 September 2014 to 22 September 2024.

3.5 **Status of NNDC and Morse as wholly-owned subsidiaries of Huso**

Huso acquired the entire issued share capital of NNDC from Next Investments on 1 April 2014 and NNDC has been a wholly-owned subsidiary of Huso since this date. The CPR referred to NNDC as being wholly-owned by Next Investments as the CP inadvertently did not note the transfer in ownership of NNDC to Huso on 1 April 2014.

Dr Q van Rooyen owned 100% of the issued share capital of Morse as at the Last Practicable Date and has warranted in terms of clause 6.2.1 of the Share Purchase Agreement that he will transfer his entire shareholding in Morse to Huso by the Closing Date of the Huso Transaction. For purposes of this Circular (save for the Report of historical consolidated financial information of Huso and the Report of historical financial information of Morse which comply, *inter alia*, with IFRS 10 – Consolidated Financial Statements), it has been assumed that Dr Q van Rooyen's interest in Morse has been transferred to Huso and that Morse is a wholly-owned subsidiary of Huso.

3.6 **Legal proceedings regarding the Huso Group including any that may have an influence on the right to explore or mine**

As at the Last Practicable Date, the Board was not aware of any legal proceedings regarding the Huso Group that may have had an influence on the right to explore or mine. Further to this, the Board was not aware of any legal or arbitration proceedings, including any proceedings that are pending or threatened that may have or may have had in the 12 months preceding the Last Practicable Date, a material effect on the Huso Group's financial position.

For transparency purposes the following High Court supervised mediation between NNDC and Otjipupa Investment Group (Proprietary) Limited (Otjipupa), even though it was not material for the purposes of the Huso Circular, was disclosed in the Huso Circular. "NNDC was granted an EPL on 19 October 1999. NNDC applied to the Minister of Mines and Energy for a mining licence, for which the final decision is pending. The Ministry of Environment and Tourism awarded a tourism concession, generally referred to as "the Skeleton Coast Park Concession" to Otjipupa on 15 July 2010. The Otjipupa Concession and NNDC Exclusive Prospecting Licence (EPL12/2/1/4/2633) partly overlap within the same geographical area. Otjipupa focuses on tourism in the Skeleton Coast Park, whilst NNDC are in the process of establishing a full-scale mining and exploration operation within the EPL licence area, which includes; a mining fleet, diamond-processing plant as well as an administrative and logistical infrastructure. The whole operation is duly regulated by the Ministry of Mines, and due consideration to the Kimberley Process Certification Scheme. At that moment Otjipupa was of the opinion that they were restrained in their ultimate use and enjoyment of their Concession. The aim of the mediation process, which was being facilitated by the Registrar of the High Court Namibia, was to reach an amicable agreement between parties thereby furthering and clarifying all parties' rights and responsibilities."

Shareholders are advised that the proceedings between NNDC and Otjipupa were settled on 18 November 2015, which settlement was made an order of the Court.

3.7 **Material contracts**

To the best knowledge of the Directors, none of the entities comprising the Huso Group, have, either verbally or in writing, entered into any material contracts, being restrictive funding arrangements, and/or a contract entered into otherwise than in the ordinary course of business, either:

- within two years prior to the date of this Circular; or
- at any time and containing any obligation or settlement that is material to the Huso Group at the date of this Circular.

3.8 **Vendors and other information relating to the Huso Transaction**

To the best knowledge of the directors, there have been no vendors of material assets to any of the entities comprising the Huso Group in the three years preceding the Last Practicable Date.

In terms of the Share Purchase Agreement, the parties gave each other warranties and indemnities that are usual for transactions of that nature. Paragraph 6 of the Huso Circular provides further details pertaining to warranties given by the Seller. These warranties have not been varied in the Addendum to the Share Purchase Agreement.

The Share Purchase Agreement does not:

- preclude the Seller from carrying on business in competition with Trustco or any of its subsidiaries; or impose any other restrictions on the Seller, nor does it provide for any cash or other payment regarding restraints of trade; or
- provide for the settlement of any liability for accrued tax or the apportionment thereof.

Any tax liabilities within the Huso Group will be taken over as part of the Huso Transaction and will be paid, if required, in the normal course of business.

3.9 **Prospects of the Huso Group**

3.9.1 ***Prospects for the diamond industry***

The supply and demand trend of the diamond industry continues to be positive, which suggests that the industry's future is positive despite the volatility predicted for world economic growth. Industry experts foresee that consumer demand for diamonds would most likely continue to grow, particularly in the Chinese and Indian markets, driven by a growing middle class over the next ten years. Bank of America Merrill Lynch expects that polished diamond value (in USD) will expand at a compound annual growth rate (CAGR) of at least 4% over the next five years.

3.9.2 **Huso diamond production and supply**

Morse has secured an exclusive off-take agreements with two diamond producers; NNDC in Namibia and Meya Mining in Sierra Leone. Both mines are scheduled to be in production by Q4 of 2017, at a combined ex-mine production rate of 16 000 carats per month. A portion of the run of mine production will be allocated for beneficiation at Morse's cutting and polishing factory in Windhoek. Morse has adopted an integrated business model, whereby it will consolidate and maximise value across the full diamond pipeline – from Mine to Market. Apart from polishing, Morse also manufactures jewellery, and provides marketing services to the Huso Group.

3.9.3 **Capital**

Both the NNDC and Meya mines are fully capitalised and will be self-sustainable from Q4 2017. The capital injection to the Morse factory and marketing platform for the first half of 2017 is NAD20 million.

3.10 **Independent Expert's Report**

As Dr Q van Rooyen is a related party in terms of the Listings Requirements, the Independent Expert has provided a report on the Transaction which is set out in Annexure 1 to this Circular. The Independent Expert's Report is also available for inspection in accordance with the provisions of paragraph 16 of this Circular.

3.11 **Financial Effects**

The revised *pro forma* financial effects of the Huso Transaction incorporating the Amendments to the Huso Transaction are set out in paragraph 7 and Annexure 7 of this Circular.

3.12 **Reports of historical financial information and reporting accountant's reports**

A report of historical financial information for:

- Huso (consolidated) for the year ended 31 March 2015; and
- NNDC for the year ended 31 March 2015

and the reporting accountant's reports relating thereto were included in the Huso Circular.

For the purposes of this Circular, in order to provide Shareholders with updated information regarding the Huso Group, a report of historical financial information and a reporting accountant's report thereon for:

- Huso (consolidated) for the year ended 31 March 2016 and the six months ended 30 September 2016; and
- Morse for the year ended 31 March 2016 and the six months ended 30 September 2016 and the reporting accountant's reports relating thereto

have been included in Annexures 2, 3, 4 and 5 of this Circular.

These reports are also available for inspection in accordance with the provisions of paragraph 16 of this Circular.

3.13 **Material changes to the financial and/or trading position of the Huso Group**

There have been no material changes to the financial or trading position of the Huso Group between 30 September 2016 and the Last Practicable Date.

3.14 **Material loans**

Details of all material loans relating to:

- Huso and NNDC are set out in Annexure 3 to this Circular; and
- Morse are set out in Annexure 5 to this Circular.

3.15 Application of the Listings Requirements

At the time Huso Parties entered into the Huso Transaction on 14 July 2015, the Huso Transaction was categorised as a Category 1, related party transaction requiring the inclusion of information pertaining to a pre-listing statement to be included in the Huso Circular. As the Huso Transaction has been approved by Shareholders at a general meeting and the Seller is a related party as defined in the Listings Requirements, the Amendments to the Huso Transaction require Shareholder approval by the passing of an ordinary resolution in general meeting. In accordance with paragraph 10.9(f) of the Listings Requirements, the Seller and his associates will be excluded from voting on Ordinary Resolution Number 1. The presence of the Seller and his associates will, however, form part of the *quorum* at the General Meeting.

4. SHARE CAPITAL

Trustco's share capital as at the Last Practicable Date and after the Amendments to the Huso Transaction is set out below:

	Number of Shares before the Amendments to the Huso Transaction ⁽¹⁾	NAD'000 before the Amendments to the Huso Transaction	Number of Shares after the Amendments to the Huso Transaction ⁽²⁾	NAD'000 after the Amendments to the Huso Transaction
Authorised				
Ordinary shares of NAD0.23 each	2 500 000 000	575 000	2 500 000 000	575 000
Issued				
Ordinary shares of NAD0.23 each	730 335 312	177 595	1 502 435 312	355 178
Share premium		46 300		1 697 903
Total		223 895		2 053 081

Notes:

1. On the assumption that all of the Repurchase Shares are acquired by Trustco in terms of the Specific Repurchase and subsequently cancelled.
2. On the assumption that all of the Repurchase Shares are acquired by Trustco in terms of the Specific Repurchase and subsequently cancelled and the maximum number of Shares (772 100 000 Shares) are issued in terms of the Amendments to the Huso Transaction.
3. Trustco held 926 496 shares in treasury as at the Last Practicable Date.

5. MAJOR SHAREHOLDERS

At the Last Practicable Date insofar as is known to Trustco, no Shareholders, other than as set out below, were, directly or indirectly, beneficially interested in 5% or more of the issued share capital of Trustco.

Shareholder	Total Shares before the Specific Repurchase and before the Amendments to the Huso Transaction	Total ⁽²⁾ %	Total Shares after the Specific Repurchase and before the Amendments to the Huso Transaction	Total ⁽³⁾ %	Total Shares after the Specific Repurchase and after the Amendments to the Huso Transaction	Total ⁽⁴⁾ %
	Dr Q van Rooyen LLC Pershing ⁽¹⁾	392 554 120	50.84	392 554 120	53.75	1 164 654 120
	219 799 052	28.47	219 799 052	30.10	219 799 052	14.63
	612 353 172	79.31	612 353 172	83.85	1 384 453 172	92.15

Notes:

1. LLC Pershing, which operates closed funds in the USA, is the custodian of the Shares held by Riskowitz Value Fund LP, Ithuba Investments and Conduit Capital Limited.

2. Percentage shareholding calculated based on the total shares in issue of 772 142 090 as at the Last Practicable Date. This is before any Shares are repurchased in terms of the Specific Repurchase.
3. Percentage shareholding calculated based on the assumption that all of the Repurchase Shares are acquired by Trustco in terms of the Specific Repurchase, and subsequently cancelled.
4. Percentage shareholding calculated based on the assumption that all of the Repurchase Shares are acquired by Trustco in terms of the Specific Repurchase and subsequently cancelled and the maximum number Shares (772 100 000 Shares) are issued in terms of the Amendments to the Huso Transaction.

6. DIRECTORS

6.1 Directors' remuneration

There will be no changes to the remuneration and benefits paid to the directors as a direct result of the Amendments to the Huso Transaction.

6.2 Directors' interest in securities

As at the Last Practicable Date, the direct and indirect beneficial interests of the directors (including any associates of the directors and any director of the Board who resigned during the 18 months preceding the Last Practicable Date) in the share capital of the Company are reflected below:

	Total Shares held before the Amendments to the Huso Transaction⁽⁶⁾	Percentage shareholding before the Amendments to the Huso Transaction %⁽⁷⁾	Total Shares held after the Amendments to the Huso Transaction⁽⁵⁾	Percentage shareholding after the Amendments to the Huso Transaction %⁽⁸⁾
<i>Executive</i>				
Dr Q van Rooyen	392 554 120	53.75	1 164 654 120	77.52
Mr F J Abrahams	1 416 904	0.19	1 416 904	0.09
Mr R McDougall ⁽¹⁾	35 165	0.00	35 165	0.00
<i>Non-executive</i>				
Mr W Geysler	40 116	0.01	40 116	0.00
Adv R Heathcote	1 336 167	0.18	1 336 167	0.09
Mr R Taljaard	18 172	0.00	18 172	0.00
<i>Alternate</i>				
Mr S Pienaar ⁽²⁾	542 554	0.07	542 554	0.04
Mr J Jones ⁽³⁾	41 350	0.01	41 350	0.00
	395 984 548	54.22	1 168 084 548	77.75

Notes:

1. Mr R McDougall resigned as the financial director with effect from 31 December 2016.
2. Mr S Pienaar resigned as an alternate director to Mr R McDougall with effect from 15 June 2016.
3. Mr J Jones resigned as an alternate director to Dr Q van Rooyen with effect from 16 March 2016.
4. There were no other changes in any interests of any of the directors between the end of the preceding financial year and the Last Practicable Date.
5. On the assumption that all of the Repurchase Shares are acquired by Trustco in terms of the Specific Repurchase and subsequently cancelled and the maximum number Shares (772 100 000 Shares) are issued in terms of the Amendments to the Huso Transaction.
6. All shareholdings held before and after the Amendments to the Huso Transaction were held directly by the respective directors and alternative directors, save for Mr J Jones who held his shares indirectly.
7. Based on 772 142 090 Shares in issue as at the Last Practicable Date.
8. Based on 1 502 435 312 Shares on the assumption that all of the Repurchase Shares are acquired by Trustco in terms of the Specific Repurchase and subsequently cancelled and the maximum number Shares (772 100 000 Shares) are issued in terms of the Amendments to the Huso Transaction.

6.3 Directors' interest in transactions

Save for the Huso Transaction involving Dr Q van Rooyen, details of which were provided in the Huso Circular and are provided in this Circular:

- none of the directors, including those who resigned in the 18 months preceding the Last Practical Date have any material beneficial, direct or indirect interest in any transactions that were effected by Trustco during the current or immediately preceding financial year; or during an earlier financial year and remain in any respect outstanding or unperformed; and
- none of the directors, or their associates, have had any direct or indirect beneficial interest in any asset (including any right to explore for minerals) of Trustco which has been acquired or disposed of by, or leased to or by, Trustco including any interest in the consideration passing to or from Trustco within two years prior to the Last Practicable Date.

6.4 Directors' service contracts

Details of the service agreements of the executive directors of Trustco are contained in paragraphs 12.1 and 12.5 of the Huso Circular. There have not been any changes in any service contracts with any of the executive directors of Trustco since the Huso Circular.

7. FINANCIAL EFFECTS

The table below sets out the Financial Effects. These Financial Effects have been prepared for illustrative purposes only, in order to provide information about how the Amendments to the Huso Transaction might have affected the statement of financial position as at 30 September 2016 and statement of comprehensive income for the six months ended 30 September 2016.

Due to their nature, the Financial Effects may not fairly present the financial position, changes in equity, and results of operations of cash flows of Trustco after the Amendments to the Huso Transaction. The preparation of the Financial Effects is the responsibility of the directors. The Financial Effects have been prepared in accordance with the Listings Requirements and the SAICA Guide. The accounting policies used in compiling the Financial Effects comply with IFRS and are consistent with those applied in compiling the Year End Results.

	Before the Transaction ⁽¹⁾	After the Huso Transaction incorporating the Amendments to the Huso Transaction ⁽²⁾	Percentage change %
EPS (Cents)	21.57	97.49	351.97
Fully diluted EPS (Cents)	21.43	97.81	356.42
HEPS (Cents)	21.54	97.52	352.74
Fully diluted HEPS (Cents)	21.41	97.84	356.98
NAVPS (Cents)	300.77	226.50	(24.69)
NTAVPS (Cents)	274.10	208.24	(24.03)
Number of Shares in issue as at 31 September 2016 ('000)	772 142	1 544 242	99.99
Weighted average number of Shares in issue for the six-month period ended 31 September 2016 ('000)	772 100	1 502 393	94.59
Fully diluted number of Shares in issue for the period ended 31 September 2016 ('000)	777 022	1 497 471	92.72

Notes and assumptions:

1. Extracted from the Interim Results.
2. Prepared on the assumption that the Transaction took place on 1 April 2016 for purposes of the *pro forma* statement of comprehensive income and on 30 September 2016 for purposes of the *pro forma* statement of financial position.
3. The detailed *pro forma* financial information on the Transaction and the notes thereto are set out in Annexure 7 to this Circular.
4. The independent reporting accountant's assurance report on the compilation of *pro forma* financial information on the Transaction is set out in Annexure 6 to this Circular.

8. ADEQUACY OF WORKING CAPITAL

The Directors, after considering the effect of the Transaction, are of the opinion that the working capital available to the Group will be sufficient for the Group's present requirements, being for at least 12 months from the date of this Circular.

9. PROSPECTS OF THE GROUP

The vision of the Group shall not be restricted to one specific segment within the value chain, whether it be up-stream, mid-stream or down-stream. Since the establishment of Trustco Resources, management actively sought opportunities that would fulfil the criteria of the Group's long-term strategic plans i.e. that it should hold significant economic/growth, profitability and cash flow potential as well as augment the group strategy. The Group's existing infrastructure and the Trustco brand provide a solid platform from which more opportunities will be pursued. Management believes that the resources segment will add significant value to Shareholders, in the short term, but specifically in the long term.

10. MATERIAL LOANS

Details of the effect of the Huso Transaction on material loans relating to the Huso Group as at 30 September 2016, to the extent applicable, are set out in Annexure 7 to this Circular.

11. OPINIONS, RECOMMENDATIONS AND UNDERTAKINGS

The Independent Expert has advised that it has considered the terms and conditions of the Transaction, and is of the opinion that the terms and conditions of the Transaction are fair to Shareholders. The Independent Expert's Report is set out in Annexure 1 to this Circular.

The Independent Board, has further considered the terms and conditions of Transaction, and recommends that Shareholders vote in favour of the Resolutions at the General Meeting.

All the Independent Board members, who own Shares in their personal capacity, intend voting in favour of the Resolutions.

The following Shareholder, has provided an irrevocable undertaking to vote in favour of the Amendments to the Huso Transaction:

Shareholder	Irrevocable undertaking to vote in favour of the Amendments to the Huso Transaction Shares held	Percentage of Shares represented by irrevocable undertaking at the General Meeting^(1,2,3,4) %
LLC Pershing	219 799 052	65.25
Total	219 799 052	65.25

Notes

1. In terms of paragraph 10.9(f) of the Listings Requirements, Dr Q van Rooyen and his associates are precluded from voting on the Amendments to the Huso Transaction.
2. The Share repurchased in terms of the Specific Repurchase, being a total of 41 806 778 Shares, are not entitled to any right, title or benefit which will befall the Shares and afford the Chairman of the Board a proxy to vote or abstain in the manner that he deems fit at the General Meeting on their behalf.
3. 926 496 Shares were held as treasury shares as at the Last Practicable Date.
4. The total number of shares eligible to vote at the General Meeting with regard to the Amendments to the Huso Transaction will be 336 854 696 Shares.

12. EXPERTS' CONSENTS

Each of the JSE Sponsor, NSX Sponsor, Reporting Accountant, Competent Person, Competent Valuer, Legal Advisor and Independent Expert have consented in writing to act in the capacities stated and the inclusion of their names, and, where applicable, their reports in the form and context in which they appear in this Circular, and have not withdrawn their consents prior to publication of this Circular.

13. EXPENSES

It is estimated that the total expenses relating to the Amendments to the Huso Transaction will amount to approximately NAD1 141 919 (costs are exclusive of VAT) and includes the following:

Parties	Estimated amount NAD
JSE Sponsor – Sasfin Capital	525 000
NSX Sponsor – Simonis Storm	20 000
Reporting Accountant – BDO	140 000
Independent Expert – Effortless	65 000
Competent Person – Geomine	50 000
Competent Valuer – Effortless	65 000
JSE document fees	44 632
Legal Advisor – Baker & McKenzie	75 000
Printing and postage	157 287
Total	1 141 919

14. NOTICE OF GENERAL MEETING AND VOTING RIGHTS

14.1 Notice of General Meeting

The General Meeting will be held at 10:00 (Namibian time) on Tuesday, 13 June 2017 at the registered office of Trustco, 2 Keller Street, Windhoek, Namibia in order to consider the Resolutions required to implement the Amendments to the Huso Transaction.

The Notice convening the General Meeting and a form of proxy for use by Certificated Shareholders and Dematerialised Own-Name Shareholders who are unable to attend the General Meeting, are attached hereto and form part of this Circular.

14.2 Approval and Voting rights

As noted in paragraph 3.15 above, the Seller and his associates will be excluded from voting on Ordinary Resolution Number 1. The presence of the Seller and his associates will, however, form part of the *quorum* at the General Meeting.

All Shares rank *pari passu* with each other and at the General Meeting, every Shareholder present or represented by proxy shall have one vote for every Share held.

15. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names are stated on page 10 of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular and certify that, to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law and the Listings Requirements.

16. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, where applicable, are available for inspection at no charge during normal business hours at the offices of Trustco and that of the JSE Sponsor, whose addresses are set out in the "Corporate Information and Advisors" section of this Circular, from the date of this Circular up and including the date of the General Meeting:

- the Articles of Association of the Company;
- the Articles of Association of Huso, Morse and NNDC;
- the Articles of Association of Elisenheim, being the Company's major subsidiary;
- Trustco executive directors' service contracts;
- the Share Purchase Agreement;
- the Addendum to the Share Purchase Agreement;

- the Huso Circular;
- the Specific Repurchase Circular;
- the signed Independent Expert's Report;
- the Competent Person's Report;
- the Updated Diamond Resource Statement and Competent Valuer's Report;
- the signed independent Reporting Accountant's report on the historical consolidated financial information of Huso set out in Annexure 2;
- the signed independent Reporting Accountant's report on the historical financial information of Morse set out in Annexure 4;
- the signed independent Reporting Accountant's Assurance Report on the Compilation of *Pro forma* Financial Information included in a Circular set out in Annexure 6;
- the consent letters referred to in paragraph 12;
- a signed copy of this Circular;
- the irrevocable undertaking referred to in paragraph 11;
- the Interim Results;
- the Year-End Results; and
- the annual reports of Trustco for the three years ended 31 March 2014, 31 March 2015 and 31 March 2016.

17. DOCUMENTS INCORPORATED BY REFERENCE

The following information has been incorporated by reference and is available for viewing on the Company's website at <http://www.tgh.na/investors/circulars> and in accordance with provision of paragraph 16 above:

- the report of historical financial information on Huso, further details of which are given in Annexure 3 to this Circular;
- the report of historical financial information on Morse, further details of which are given in Annexure 5 of this Circular;
- the Huso Circular;
- the Competent Person's Report; and
- Updated Diamond Resource Statement and Competent Valuer's Report.

Signed on behalf of all of the directors in terms of the powers of attorney granted to Mr Floors J Abrahams on 13 April 2017.

F J Abrahams

Executive Director

24 April 2017

Windhoek

INDEPENDENT EXPERT'S REPORT ON THE AMENDMENTS TO THE HUSO TRANSACTION

"The Independent Directors
Trustco Group Holdings Limited
2 Keller Street
Windhoek
Namibia

24 April 2017

Dear Sirs/Madams

Fairness Opinion to the independent directors of Trustco Group Holdings Limited ("Trustco" or the "Company") concerning the proposed amendments to the Huso transaction whereby Trustco acquired all the shares in Huso Investments Proprietary Limited and its subsidiaries ("Huso") and indirectly mining rights and a diamond cutting and polishing business from Dr Q van Rooyen ("Related Party" or the "Seller") and for a maximum price of NAD3 621 149 000. The consideration is to be settled by the issue 772.1 million Trustco shares ("Shares") at an issue price of NAD4.69 per Share to the Related Party (the "Huso Transaction"). In terms of the addendum to the share purchase agreement governing the Huso Transaction, the total purchase consideration remains as NAD3 621 149 000, payable by way of an issue of up to 772.1 million Shares to the Seller, at an issue price of NAD4.69 per Share. The purchase consideration will be settled by an initial payment of NAD672 077 000, payable by way of an issue of 143.3 million Shares, as compensation for the transfer of Huso to Trustco, and a fixed number of Shares will be payable to the Seller at any time during the payment term (being no more than nine years from the closing date of the Huso Transaction), upon the subsidiaries reaching earnings before interest, taxation, depreciation, amortisation and after stock adjustments ("EBITDAASA") targets rather than achieving minimum resource targets. The indemnity, guarantee and the right to terminate have also been amended or removed ("Amendment to the Huso Transaction").

1. INTRODUCTION

Shareholders are referred to the announcements published on the Stock Exchange News Service ("**SENS**") on 2 February 2015, 22 June 2015 and 24 June 2015 in terms of which the Company advised shareholders, *inter alia*, of its intention to pursue opportunities in the resources sector and further that the Company has entered into an option agreement ("**Option**") with Dr Quinton van Rooyen in terms of which the Company acquired an option to acquire the entire shareholding in Huso, of which Dr Quinton van Rooyen is the sole shareholder, via its wholly-owned subsidiary, Trustco Resources Proprietary Limited. Further to the publication of the announcements referred to above, shareholders are also referred to the SENS announcement published on 15 July 2015 in terms of which the Company advised that the Company had exercised the aforesaid Option and had consequentially entered into a share purchase agreement ("**Share Purchase Agreement**") with the Seller dated 14 July 2015, in terms of which Trustco will acquire the entire issued share capital of Huso. Huso is the sole shareholder of Northern Namibia Development Company Proprietary Limited ("**NNDC**"), a diamond mining and exploration entity in Namibia. Morse Investments Proprietary Limited ("**Morse**") owns and operates a diamond processing and polishing factory in Namibia. The Seller owned 100% of the issued share capital of Morse as at the last practicable date prior to the finalisation of this circular ("**Circular**") and has warranted in terms of clause 6.2.1 of the Share Purchase Agreement that he will transfer his entire shareholding in Morse to Huso by the closing date (being the date upon which a mining licence had been/is issued to NNDC in terms of the Namibian Minerals (Prospecting and Mining) Act No. 33 of 1992 ("**Minerals Act**") and the conditions precedent have been fulfilled whichever occurs later) of the Huso Transaction. For purposes of this Circular and this report, it has been assumed that the Seller's interest in Morse has been transferred to Huso and that Morse is a wholly-owned subsidiary of Huso. The total purchase consideration payable by Trustco to the Seller in respect of the Huso Transaction will be settled by way of an issuance of up to 772.1 million Shares by Trustco to the Seller.

Shareholders are referred to the SENS announcements published on 15 November 2016 and 17 November 2016 wherein they were advised that Trustco had entered into the addendum to the Share Purchase Agreement ("**Addendum**") in terms of which certain provisions of the Huso Transaction were amended ("**Amendments to the Huso Transaction**"). In terms of the Addendum, the total purchase consideration remains as NAD3 621 149 000, payable by way of an issue of 772.1 million Shares to the Seller, at an issue price of NAD4.69 per share. The purchase consideration will still be settled by an initial payment of NAD672 077 000, payable by way of an issue of 143.3 million Shares, as compensation for the transfer of Huso to Trustco. It will be payable within 30 days after the Closing Date of the Huso Transaction; and a fixed number of Shares (being 628.8 million Shares) will be payable to the Seller at any time during the payment term (being no more than nine years from the closing date of the Huso Transaction), upon the subsidiaries reaching EBITDAASA targets rather than achieving minimum resource targets. The indemnity, guarantees and rights to terminate have either been amended or removed.

The Seller is defined as a related party in terms of both Paragraph 10.1(b)(i) and Paragraph 10.1(b)(ii) of the JSE Limited ("**JSE**") Listings Requirements ("**Listings Requirements**"). In terms of Paragraph 10.4 the independent board of directors must obtain a fairness opinion prepared in accordance with Schedule 5 of the Listing Requirements. Consequently the board is obtaining an opinion from an independent expert confirming that the Amendment to the Huso Transaction and the issue of Shares to the Related Party are fair insofar as shareholders of Trustco are concerned. Paul Austin trading as Effortless Corporate Finance ("**Effortless**") has been engaged by the independent directors of Trustco to prepare a fairness opinion in accordance with the Listings Requirements.

The opinion is given to the Trustco independent directors for the sole purpose of assisting the independent directors in forming and expressing an opinion for the benefit of Trustco shareholders.

2. **DEFINITION OF FAIRNESS**

In terms of Schedule 5 of the Listings Requirements fairness is primarily based on quantitative issues. For illustrative purposes, in the case of an amendment to an acquisition settled by the issue of shares to a related party, the acquisition and the issue may be said to be fair if the value of shares issued to the related party is equal to or less than the value of the assets being acquired or the value of the shares acquired is greater than or equal to the value of the consideration.

3. **SOURCE DOCUMENTATION AND INFORMATION CONSIDERED**

We have considered the following information that is relevant to the value of Trustco ordinary shares and the value of the Huso Transaction and the amendments thereto in formulating our opinion:

- Information on Trustco and the Huso Transaction, including the history, the nature of business, services, key customers, industry and competitors;
- SENS announcements and agreements relating to both the Huso Transaction and the 2016 SENS announcements and agreement relating to the Amendments to the Huso Transaction;
- Share price, the volume of trading and other share trading statistics of Trustco and other companies listed on the exchange operated by the JSE;
- The audited annual financial statements including the annual report of Trustco for the years ended 31 March 2016, 2015, 2014, 2013 and 2012;
- The audited annual financial statements of Huso and its subsidiaries, Morse and NNDC for the years ended 31 March 2016 and 2015 and the interim financial statements for the period ended 30 September 2016;
- Property valuations performed by registered property valuers;
- The Competent Person's Report on the Kunene Mouth Diamond Project (EPL 2633) for NNDC, signed off on 31 May 2015 by Mr WH Kotzé, a professional geoscientist, and effective from 31 March 2015 (being the date of the most recent scientific or technical information included in the report) ("**CPR**"). The CPR was prepared and approved for purposes of the the circular to Shareholders dated 11 September 2015 regarding the Huso Transaction;
- The updated diamond resource statement as at 1 April 2017 ("**Updated Diamond Resource Statement**");
- Management budgets and forecasts relating to Trustco and Huso;
- The details relating to the Huso Transaction of shares and the Amendment to The Huso transaction;

- Discussions with directors of Trustco, including discussions regarding the rationale for and the perceived benefits to be obtained from the Amendment to the Huso Transaction; and
- Operating costs and capital expenditure relating to Trustco and Huso.

4. PROCEDURES

In arriving at our opinion, we have, *inter alia*:

- Prepared valuations of Trustco in accordance with generally accepted valuation approaches and methods. We have prepared the valuation of the group as a whole using a discounted cash flow model. As corroborating evidence we reviewed the reasonability of the PE ratio and the net asset value calculation in the annual financial statements;
- Prepared valuations of Huso in accordance with generally accepted valuation approaches and methods. We have prepared the valuation of the group as a whole using a discounted cash flow model. As corroborating evidence we reviewed the reasonability of the PE ratio;
- Reviewed the terms of the Huso Transaction;
- Reviewed the terms of the Amendment to the Huso Transaction and we considered the change in the terms of payment of the consideration. We take this change into account;
- Reviewed the SAMVAL Code-compliant valuation prepared by Effortless;
- Reviewed the independent reports for the CPR;
- Reviewed the Updated Diamond Resource Statement;
- Reviewed the independent reports for the property valuations performed by independent valuers;
- Considered the reports on the mining rights and valuations of the investment properties in Trustco and obtained evidence of the following:
 - the professional competence, in particular, membership of an appropriate professional body and experience and reputation in the field;
 - the independence, including confirmation that there were no actual or apparent conflicts of interest that might impair, or be perceived to impair, their objectivity;
 - that the scope of the work was adequate; and
 - the appropriateness of the work ensuring that the methodology is acceptable.

Having considered the above and having tested these valuations, we are satisfied with the valuations and we agree with the valuations and have:

- considered information made available by and from discussions held with the management and directors of Trustco;
- considered the rationale for the Amendments to the Huso Transaction;
- considered the valuations of Trustco and Huso that we prepared; and
- conducted an appropriate sensitivity analysis given a reasonable range of key assumptions on the valuations mentioned above. The sensitivity analysis conducted includes, *inter alia*; inflation rates, growth rates and interest rates. The sensitivity analysis was conducted based on historical trends and market forecasts. Various scenarios were evaluated and analysed to determine the effects of changes in these variables. The historical analyses of these factors reflect stability and not too significant historical fluctuations have been observed. This serves well to limit the range for the sensitivity analysis.

Following the sensitivity analysis, the major drivers (most sensitive) were for the Trustco valuation:

- revenue growth percentage – a 5% increase giving a 3.1% increase in the valuation;
- the fair rate of return – a 1% drop in the fair rate of return resulting in a 9% increase in the valuation; and
- the margin – a 1% improvement resulting in a 2.5% change in the valuation.

Following the sensitivity analysis, the major drivers (most sensitive) were for the Huso valuation:

- weighted average cost of capital (“**WACC**”) – a 1% increase in WACC resulting in a drop of 9.0% in the valuation,
- revenue growth – a 5% increase results in an increase of 28% in the valuation; and
- the margin – a 1% improvement resulting in a 10% increase in the valuation.

The following internal and external key value drivers and critical matters have been identified:

- **Fair rate of return and WACC**

The fair rate of return is a key value driver with both internal and external elements. We used a fair rate of return of 14.8% in the valuation model for Trustco and a WACC of 16.9% for Huso.

The modified capital asset pricing model was applied in arriving at the fair rate of return used to discount the projected cash flows. The fair rate of return comprises three elements:

- The rate the investor could earn after tax on government bonds, which was used as a surrogate for a risk free rate,
- The systematic risk premium applicable to the asset comprising the risks that cannot be mitigated by diversification, and
- The unsystematic risk applicable to the asset comprising the risks that could be mitigated by diversification but were not.

The WACC includes in addition the after tax cost of debt and the debt equity ratio.

- **Risk Free Rate** on long dated government bonds of 8.1% was utilised.
- **Systematic risk premium** 8% per annum was considered appropriate for Trustco and Huso.
- **Unsystematic risk premium**

This premium utilised was 2% for Trustco and 4% for Huso and accounts for the risks that could, theoretically, be mitigated by placing the asset in a diversified portfolio of assets. Where this is not the case, or where it is not possible to mitigate such risks, account should be taken of these risks.

- **Cost of debt** of 12.6% was considered appropriate for Huso.
- **Revenue growth**

Revenue growth is a key internal value driver.

- For Trustco, Revenue growth is a key internal value driver. Revenue has grown by 13.1% (2015: 20.5%) for the year ended 31 March 2016 and management is confident that the growth drivers will continue. We used growth of 20% for the year ended 31 March 2017. Based on discussions with management, the performance of the group for the six months ended 30 September 2016, and management budgets and forecasts, we believe that the growth of 20% used for the year ending 31 March 2017 is appropriate. For purposes of our valuation, a slower growth of 7% which is 1% above the inflation target has been used for the later years.
- For Huso, Revenue growth is a key value driver and we used revenue growth of 79% for the initial period as the company is in an initial exponential growth phase and this is supported by management budgets. For purposes of our valuation, a slower growth of 7% which is 1% above the inflation target has been used for the later years.

- **Margin**

The margin is a key internal value driver for Trustco and Huso.

- For Trustco the margin of expenses and cost of sales relative to revenue is 50.8% (2015: 49.3%) for the year ended 31 March 2016. We used a margin of 50.8% for 2017 and beyond.
- For Huso the margin averages 35%.

Assumptions of the valuation include:

- For Trustco:
 - historical trading was analysed and was used as a basis for testing the reasonability of forecasts;
 - margins and operating costs; a comparison of the historical *versus* the forecast was performed;
 - growth in revenue 20% in year one, reducing to 7% thereafter;
 - tax, at the corporate tax rate of 32%;
 - working capital, cash and capital expenditure requirements have been assumed to remain in line with historical trends.

- For Huso:
 - management budgets and projections were analysed and were considered in the context of the terms of the contract whereby NAD2 949 072 000 (81.44%) of the purchase price is conditional on achieving the targets in management budgets;
 - loans are taken at prime + 2.25%;
 - inflation will remain at 6.5%;
 - the US Dollar exchange rate is assumed to be NAD14/USD, and will depreciate at 2.06% per year.

5. **APPROPRIATENESS AND REASONABLENESS OF UNDERLYING INFORMATION AND ASSUMPTIONS**

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our opinion by:

- placing reliance on representations made by directors and senior employees during the course of forming this opinion;
- considering the opinions of independent professionals, e.g. the independent property valuers;
- considering the historical trends of such information and assumptions;
- comparing and corroborating such information and assumptions with external sources of information, where such information is available; and
- determining the extent to which representations from directors, senior employees and the independent valuer could be relied upon.

We have relied upon the accuracy of information provided to us or otherwise reviewed by us, for the purpose of this valuation, whether in writing or obtained in discussion with the executive directors, non-executive directors and management of Trustco. We have relied on the audit reports. We reviewed the source documentation and information considered in paragraph 3 above for reasonableness and consistency. We express no opinion on this information.

6. **VALUATION**

- 6.1 We have performed valuations using the discounted cash flow models of Trustco and Huso to determine whether the amendments and the proposed purchase price and the consideration is fair value to the shareholders. We have reviewed the methodologies available for performing valuations of businesses operating in this industry. The discounted cash flow model was applied as the primary valuation methodology and the capitalisation of earnings method was used as the secondary method.
- 6.2 A sensitivity analysis was performed considering key assumptions in arriving at the valuation range set out below. The valuation involved a stress test and sensitivity analysis on the key value drivers.

7. **INDEPENDENCE, COMPETENCE AND LIMITING CONDITIONS**

We confirm that Effortless has no independence issues relating to directorships, employment, owning shares, management and fees earned in Trustco, Huso or related parties.

We confirm that Effortless and the directors responsible for this assignment have the necessary competencies relating to internal control systems, quality control, experience and qualifications.

We confirm that we have no financial interest and no relationship in Trustco, Huso, the Amendments to the Huso Transaction or related parties. Furthermore, we confirm that our professional fees are not contingent upon the success of the Amendment to the Huso Transaction and amount to R65 000 payable in cash.

We confirm that the scope of our procedures and work performed were not subject to any limiting conditions.

Our opinion is based upon the market, regulatory and trading conditions as they currently exist and can only be evaluated as at the date of this report. It should be understood that subsequent developments may affect our opinion, which we are under no obligation to update, revise or re-affirm.

The effect of the Amendment to the Huso Transaction on individual shareholders of Trustco may vary depending on their particular circumstances. We suggest that shareholders should consult an independent advisor if they are in any doubt as to the effect of the Amendment to the Huso Transaction, considering their personal circumstances.

8. **OPINION**

We have evaluated the Huso Transaction incorporating the Amendments to the Huso Transaction and have found that it is fair.

The Share issue price of NAD4.69 per share is 5.7% below our current core valuation of NAD4.96 per share and within 0.4% of our valuation range of between NAD4.71 and NAD5.20. The maximum purchase price of Huso of NAD3 621 149 000 is 38.1% below our valuation of NAD6 500 000 000.

We did identify as critical matters that:

- the Share price of Trustco represents a premium of 48.9% to NAD3.15, being the price of Trustco Shares traded on the exchange operated by the JSE on 15 November 2016 (the date of the SENS announcement).
- the purchase price is conditional as follows:
 - the initial payment of NAD672 077 000 payable by way of an issue of 143.3 million shares is conditional on the issue of a mining licence,
 - the payment of the balance of NAD2 949 072 000 payable by way of an issue of 628.8 million Trustco shares the purchase price is conditional in addition on the achievement of EBITDAASA targets. The effect of this is that the risk to shareholders is reduced.

We considered these critical matters and concluded that the Huso Transaction incorporating the Amendments to the Huso Transaction is fair.

9. **CONSENT**

We consent that this opinion may be included, in whole or in part, in any required regulatory announcement or documentation such as a circular.

Yours faithfully

PAUL AUSTIN

Paul Austin trading as Effortless Corporate Finance
23 Nicholi Ave
Kommetjie
7950

24 April 2017"

INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF HUSO

"The Directors
Trustco Group Holdings Limited
2 Keller Street
Windhoek
Namibia

24 April 2017

Dear Sirs,

INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF HUSO INVESTMENTS PROPRIETARY LIMITED ("HUSO") FOR THE SIX MONTH PERIOD ENDED 30 SEPTEMBER 2016 AND THE YEARS ENDED 31 MARCH 2016 AND 31 MARCH 2015

Introduction

At your request and for the purposes of the circular to Trustco Group Holdings Limited ("Trustco") shareholders, to be issued on or about 11 May 2017 ("the Circular"), we present our report on the consolidated historical financial information of Huso, referred to in **Annexure 3** to the Circular and incorporated by reference in accordance with paragraph 11.61 of the JSE Limited Listings Requirements ("Listings Requirements") for the six-month period ended 30 September 2016 and the years ended 31 March 2016 and 31 March 2015. BDO Namibia is the independent auditor to Huso.

Responsibilities

Directors' responsibility

The directors of Trustco are responsible for the preparation, contents and presentation of the Circular.

The directors of Trustco are responsible for the fair presentation of the historical financial information in accordance International Financial Reporting Standards and in the manner required by the JSE Limited Listings Requirements.

The directors of Trustco are also responsible for the fair presentation in accordance with International Financial Reporting Standards and for such internal control as the directors determine is necessary to enable the preparation of the historical financial information that is free from material misstatements, whether due to fraud or error.

Reporting accountant's responsibility

Our responsibility is to express an opinion on the consolidated historical financial information of Huso for the year ended 31 March 2016 and 31 March 2015, included in the Circular, based on our audit of the financial information for the years ended 31 March 2016 and 31 March 2015.

Our responsibility is to express a conclusion on the historical financial information of Huso for the six-month period ended 30 September 2016, included in the Circular, based on our review of the interim financial information for the six-month period ended 30 September 2016.

Scope of the audit

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the historical financial information, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the historical financial information. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the historical financial information, whether due to fraud

or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the historical financial information, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the historical financial information.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. As part of our procedures, we followed the statement of *International Standard on Auditing 600 on using the work of another Auditor*.

Audit opinion

In our opinion, the historical financial information of Huso for the years ended 31 March 2016 and 31 March 2015 fairly presents, in all material respects, for the purposes of the Circular, the financial position of Huso at that date and the results of the operations and cash flows for the years then ended in accordance with International Financial Reporting Standards, and the Listings Requirements.

Scope of the review

Our responsibility is to express a conclusion on the historical financial information, included in the Circular based on our review. We conducted our review in accordance with International Standards on Review Engagements (ISRE) 2410, "Review of Interim Financial Information Performed by The Independent Auditor of The Entity". ISRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the historical financial information, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of the historical financial information in accordance with ISRE 2410 consists primarily of making inquiries of management and others within the entity involved in financial and accounting matters, applying analytical procedures, and evaluating the sufficiency and appropriateness of evidence obtained.

A review also requires performance of additional procedures when the practitioner becomes aware of matters that cause the practitioner to believe the financial statements as a whole may be materially misstated.

We believe that the evidence we obtained in our review is sufficient and appropriate to provide a basis for our conclusion.

Review conclusion

Based on our review, nothing has come to our attention that causes us to believe that the historical financial information does not present fairly, in all material respects, for the purposes of the Circular, the financial position of Huso as at 30 September 2016 and its financial performance and cash flows for the six-month period then ended, in accordance with International Financial Reporting Standards, IAS 34 – Interim Financial Reporting and the Listings Requirements.

Consent

We consent to the inclusion of our report on the historical financial information and the references thereto, in the form and context in which they appear.

Yours faithfully

BDO South Africa Incorporated

Per: **Japie Schoeman**

Partner

Registered Auditor

22 Wellington Road

Parktown

2190"

REPORT OF HISTORICAL CONSOLIDATED FINANCIAL INFORMATION ON HUSO

This annexure contains a report on the historical consolidated financial information of Huso for the year ended 31 March 2016 and the six months ended 30 September 2016. The information for the year ended 31 March 2016 has been extracted from the consolidated audited financial statements of Huso for the year then ended which were prepared in accordance with IFRS. The information presented in Annexure 3 is the responsibility of the directors of Trustco. The historical consolidated financial information of Huso for the year ended 31 March 2015 was included in the Huso Circular and this report is available for inspection in accordance with paragraph 16 of this Circular.

There has been no material change in financial or trading position of the Huso Group from 30 September 2016 to the Last Practicable Date.

The information for this report is incorporated by reference as per paragraph 11.61 of the JSE Listings Requirements.

For the full report of historical financial information of Huso, please refer to Annexure 3 on the Company's website at the following link: <http://www.tgh.na/investors/circulars/>

INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF MORSE

"The Directors
Trustco Group Holdings Limited
2 Keller Street
Windhoek
Namibia

24 April 2017

Dear Sirs,

INDEPENDENT REPORTING ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF MORSE INVESTMENTS PROPRIETARY LIMITED ("MORSE") FOR THE SIX-MONTH PERIOD ENDED 30 SEPTEMBER 2016 AND THE YEARS ENDED 31 MARCH 2016 AND 31 MARCH 2015***Introduction***

At your request and for the purposes of the circular to Trustco Group Holdings Limited ("Trustco") shareholders, to be issued on or about 11 May 2017 ("the Circular"), we present our report on the historical financial information of Morse, referred to in Annexure 5 to the Circular and incorporated by reference in accordance with paragraph 11.61 of the JSE Limited Listings Requirements ("Listings Requirements") for the six-month period ended 30 September 2016 and the years ended 31 March 2016 and 31 March 2015. BDO Namibia is the independent auditor to Morse.

Responsibilities***Directors' responsibility***

The directors of Trustco are responsible for the preparation, contents and presentation of the Circular.

The directors of Trustco are responsible for the fair presentation of the historical financial information in accordance International Financial Reporting Standards and in the manner required by the JSE Limited Listings Requirements.

The directors of Trustco are also responsible for the fair presentation in accordance with International Financial Reporting Standards and for such internal control as the directors determine is necessary to enable the preparation of the historical financial information that is free from material misstatements, whether due to fraud or error.

Reporting accountant's responsibility

Our responsibility is to express an opinion on the historical financial information of Morse for the year ended 31 March 2016 and 31 March 2015, included in the Circular, based on our audit of the financial information for the years ended 31 March 2016 and 31 March 2015.

Our responsibility is to express a conclusion on the historical financial information of Morse for the six-month period ended 30 September 2016, included in the Circular, based on our review of the interim financial information for the six-month period ended 30 September 2016.

Scope of the audit

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the historical financial information, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the historical financial information. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the historical financial information, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's

preparation and fair presentation of the historical financial information, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the historical financial information.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. As part of our procedures, we followed the statement of *International Standard on Auditing 600 on using the work of another Auditor*.

Audit opinion

In our opinion, the historical financial information of Morse for the years ended 31 March 2016 and 31 March 2015 fairly presents, in all material respects, for the purposes of the Circular, the financial position of Morse at that date and the results of the operations and cash flows for the years then ended in accordance with International Financial Reporting Standards, and the Listings Requirements.

Scope of the review

Our responsibility is to express a conclusion on the historical financial information, included in the Circular based on our review. We conducted our review in accordance with International Standards on Review Engagements (ISRE) 2410, "Review of Interim Financial Information Performed by The Independent Auditor of "The Entity": ISRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the historical financial information, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of the historical financial information in accordance with ISRE 2410 consists primarily of making inquiries of management and others within the entity involved in financial and accounting matters, applying analytical procedures, and evaluating the sufficiency and appropriateness of evidence obtained.

A review also requires performance of additional procedures when the practitioner becomes aware of matters that cause the practitioner to believe the financial statements as a whole may be materially misstated.

We believe that the evidence we obtained in our review is sufficient and appropriate to provide a basis for our conclusion.

Review conclusion

Based on our review, nothing has come to our attention that causes us to believe that the historical financial information does not present fairly, in all material respects, for the purposes of the Circular, the financial position of Morse as at 30 September 2016 and its financial performance and cash flows for the six-month period then ended, in accordance with International Financial Reporting Standards, IAS 34 – Interim Financial Reporting and the JSE Limited Listings Requirements.

Consent

This report on the historical financial information is included solely for the information of the Trustco shareholders. We consent to the inclusion of our report on the historical financial information and the references thereto, in the form and context in which they appear.

Yours faithfully

BDO South Africa Incorporated

Per: **Japie Schoeman**

Partner

Registered Auditor

22 Wellington Road
Parktown
2190"

REPORT OF HISTORICAL FINANCIAL INFORMATION ON MORSE

This annexure contains a report on the historical financial information of Morse for the year ended 31 March 2016 and the six months ended 30 September 2016. The information for the year ended 31 March 2016 has been extracted from the audited financial statements of Morse for the year then ended which were prepared in accordance with IFRS. The information presented in this Annexure 5 is the responsibility of the directors of Trustco. The annual financial statements of Morse for the year ended 31 March 2015 were available for inspection at the time that the Huso Circular was distributed to shareholders and these annual financial statements are available for inspection in accordance with paragraph 16 of this Circular.

There has been no material change in financial or trading position of Morse from 30 September 2016 to the Last Practicable Date.

The information for this report is incorporated by reference as per paragraph 11.61 of the JSE Listings Requirements.

For the full report of historical financial information of Morse, please refer to Annexure 5 on the Company's website at the following link: <http://www.tgh.na/investors/circulars/>

**REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF
PRO FORMA FINANCIAL INFORMATION INCLUDED IN THIS CIRCULAR**

"The Directors
Trustco Group Holdings Limited
2 Keller Street
Windhoek
Namibia

24 April 2017

Dear Sirs

REPORT OF THE INDEPENDENT REPORTING ACCOUNTANT ON TRUSTCO GROUP HOLDINGS LIMITED**Introduction**

We have completed our assurance engagement to report on the compilation of *pro forma* financial information by Trustco Group Holdings Limited ("Trustco"), consisting of the *pro forma* statement of financial position as at 30 September 2016 and the *pro forma* statement of comprehensive income for the period ended 30 September 2016 (the "*Pro Forma* Financial Information") as set out in Annexure 7 of the circular issued by Trustco. The *Pro Forma* Financial Information has been compiled on the basis of the applicable criteria specified in the JSE Limited ("JSE") Listings Requirements (the "JSE Listings Requirements"). Because of its nature, the *Pro Forma* Financial Information does not represent the company's actual financial position, financial performance or cash flows.

The *Pro Forma* Financial Information has been compiled by the directors to illustrate the impact of the acquisition of the entire shareholding in Morse Investments Proprietary Limited ("Morse") and Huso Investments Proprietary Limited ("Huso"), via its wholly-owned subsidiary, Trustco Resources Proprietary Limited ("Trustco Resources") based on the addendum to the share purchase agreement concluded 17 November 2016 (the "Addendum to the Share Purchase Agreement").

As part of this process, information about the company's financial position and financial performance has been extracted by the directors from the company's financial statements for the period ended 30 September 2016, extracts of which are reflected in Annexure 7 to the circular, as well as the report on interim historical financial information of Huso and Morse for the period ended six-months 30 September 2016.

Directors' responsibility

The directors of Trustco (the "Directors") are solely responsible for the compilation, contents and presentation of the *Pro Forma* Financial Information as described in paragraph 7 and Annexure 7 of the circular, and for the financial information from which it has been prepared.

Their responsibility includes determining that:

- the *Pro Forma* Financial Information contained in the Circular has been properly compiled on the basis stated;
- the basis is consistent with the accounting policies of Trustco; and
- The *pro forma* adjustments are appropriate for the purposes of the *Pro Forma* Financial Information as disclosed in terms of the JSE Listings Requirements.

Quality control

The firm applies International Standard on Quality Control 1 ("ISQC 1") and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Independence and other ethical requirements

We have complied with the independence and other ethical requirements of the Independent Regulatory Board for Auditors Code of Professional Conduct for Registered Auditors (the "IRBA Code"), which is consistent with Parts A and B of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which and is founded on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Reporting accountant's responsibility

Our responsibility is to express an opinion, as required by the JSE Listings Requirements, about whether the *Pro Forma* Financial Information has been compiled, in all material respects, by the directors in accordance with the applicable criteria, based on our procedures performed. We are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *Pro Forma* Financial Information. In addition, we have not performed an audit or review of the financial information used in compiling the *Pro Forma* Financial Information.

Scope

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Reports on the Process to Compile Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the responsible party has applied the process to compile the *Pro Forma* Financial Information in accordance with the applicable criteria.

As the purpose of *Pro Forma* Financial Information included in a circular is solely to illustrate the impact of a significant corporate action or event on unadjusted financial information of the entity as if the corporate action or event had occurred or had been undertaken at an earlier date selected for purposes of the illustration, we do not provide any assurance that the actual outcome of the event or transaction as at 30 September 2016 would have been as presented.

A reasonable assurance engagement to report on whether the *Pro Forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used in the compilation of the *Pro Forma* Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the corporate action or event, and to obtain sufficient appropriate evidence about whether:

- the related *pro forma* adjustments give appropriate effect to those criteria; and
- the *Pro Forma* Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgement, having regard to our understanding of the nature of the company, the corporate action or event in respect of which the *Pro Forma* Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *Pro Forma* Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the *Pro Forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in Annexure 7.

BDO South Africa Incorporated

Per: **Nick Lazanakis**
Chartered Accountant (SA)

22 Wellington Road
Parktown
2193"

THE FINANCIAL EFFECTS OF THE TRANSACTION

The *pro forma* consolidated statement of comprehensive income and statement of financial position, before and after the Transaction, are the responsibility of the directors and have been prepared for illustrative purposes only and, because of its nature, may not fairly present Trustco's financial position, changes in equity, results of operations or cash flows.

The independent reporting accountant's assurance report on the compilation of the Financial Effects is set out in Annexure 6 to this circular.

The Financial Effects has been compiled using accounting policies that comply with IFRS and that are consistent with those applied in the audited consolidated annual financial statements of Trustco for the year ended 31 March 2016. The *pro forma* figures have been given no greater prominence than unadjusted financial figures, and are presented in a manner consistent with both the format and accounting policies adopted in the historical financial information. Adjustments have been quantified on the same basis as would normally be calculated in preparing financial statements.

The *pro forma* consolidated statement of comprehensive income and statement of financial position, after the Transaction, are set out below and have been prepared to illustrate the effect of the transaction on the assumption that for statement of comprehensive income purposes, they were effective on 1 April 2016 and for statement of financial position purposes, the Transaction was effective on 30 September 2016.

Pro Forma Consolidated Statement of Comprehensive Income

	Before – 30 Sept 2016 Actual	Repurchase of 41.8 million shares Pro forma	After repurchase of 41.8 million shares Pro forma	NNDC & Huso – six months ended 30 Sept 2016 Actual	Morse – six months ended 30 Sept 2016 Actual	Acquisition adjustment Pro forma	After Purchase of Huso group Pro forma	After first N\$250m earnings target met Pro forma	After second N\$250m earnings target met Pro forma	After third N\$250m earnings target met Pro forma	After fourth N\$250m earnings target met Pro forma	After final earnings target of further N\$308.1m met Pro forma
	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Revenue	560 171		560 171	(5)	(6)		(10)	(11(ii))	(11(iii))	(11(iiii))	(11(iv))	(11(v))
Investment income	34 436		34 436		148		560 319	560 319	560 319	560 319	560 319	560 319
Income from operations	594 607		594 607		148		594 755	594 755	594 755	594 755	594 755	594 755
Huso EBITDAASA target												
Insurance benefits and claims	(27 486)		(27 486)				(27 486)	(27 486)	(27 486)	(27 486)	(27 486)	(27 486)
Operating expenses	(339 228)		(339 228)		(6 038)	(1 142)	(346 408)	(346 408)	(346 408)	(346 408)	(346 408)	(346 408)
Finance costs	(78 171)	(5 045)	(83 216)				(83 216)	(83 216)	(83 216)	(83 216)	(83 216)	(83 216)
Profit before taxation	149 722	(5 045)	144 677		(5 890)	(1 142)	137 645	387 645	637 645	887 645	1 137 645	1 445 745
Taxation	16 796	1 614	18 410	96		365	18 871	18 871	18 871	18 871	18 871	18 871
Profit for the period	166 518	(3 431)	163 087	96	(5 890)	(777)	156 516	406 516	656 516	906 516	1 156 516	1 464 616
Other comprehensive income, net of tax	635	-	635	-	-	-	635	635	635	635	635	635
Items that will not be subsequently reclassified to profit or loss												
- Revaluation of property, plant and equipment	(2 537)		(2 537)				(2 537)	(2 537)	(2 537)	(2 537)	(2 537)	(2 537)
- Reversal of deferred tax previously recognised												
Items that may be subsequently reclassified to profit or loss												
- Foreign currency translation adjustment	3 172		3 172				3 172	3 172	3 172	3 172	3 172	3 172
Total comprehensive income for the period	167 153	(3 431)	163 722	96	(5 890)	(777)	157 151	407 151	657 151	907 151	1 157 151	1 465 251

	Before – 30 Sept 2016 Actual	Repurchase of 41.8 million shares Pro forma	After repurchase of 41.8 million shares Pro forma	NNDC & Huso – six months ended 30 Sept 2016 Actual	Morse – six months ended 30 Sept 2016 Actual	Acquisition adjustment Pro forma	After Purchase of Huso group Pro forma	After first N\$250m earnings target met Pro forma	After second N\$250m earnings target met Pro forma	After third N\$250m earnings target met Pro forma	After fourth N\$250m earnings target met Pro forma	After final earnings target of further N\$308.1m met Pro forma
	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000	NAD'000
Headline earnings per share	166 518	(3 431)	163 087	96	(5 890)	(777)	156 516	407 151	657 151	907 151	1 157 151	1 465 251
Profit attributable to ordinary shareholders	(172)	–	(172)	–	–	–	(172)	(172)	(172)	(172)	(172)	(172)
Adjustments:	(253)	–	(253)	–	–	–	(253)	(253)	(253)	(253)	(253)	(253)
Loss on disposal of property, plant and equipment	81	–	81	–	–	–	81	81	81	81	81	81
Tax effect												
Headline earnings	166 346	(3 431)	162 915	96	(5 890)	(777)	156 344	406 979	656 979	906 979	1 156 979	1 465 079
Earnings per share												
Earnings per shares	21.57	(.76)	22.33				17.92	40.91	58.93	73.45	85.39	97.49
Basic earnings per share (cents)												
Diluted earnings per share (cents)	21.43	(.75)	22.18				18.02	41.11	59.2	73.75	85.7	97.81
Headline earnings per share (cents)	21.54	(.76)	22.31				17.90	40.95	58.98	73.49	85.42	97.52
Diluted headline earnings per share (cents)	21.41	(.75)	22.16				18.00	41.16	59.24	73.78	85.74	97.84
Weighted number of ordinary shares in issue	772 100 000	(41 806 778)	(4) 730 293 222			143 300 000	(9) 873 593 222	993 793 222	1 113 993 222	1 234 193 222	1 354 393 222	1 502 393 222
Weighted number of ordinary shares for diluted earnings per share	777 022 000	(41 806 778)	(4) 735 215 222			138 378 000	868 671 222	988 871 222	1 109 071 222	1 229 271 222	1 349 471 222	1 497 471 222

Notes:

- 1) The “Before” financial information has been extracted without adjustment from the Interim Results. The Financial Effects illustrate the effect on Trustco’s EPS, diluted EPS, HEPS, diluted HEPS and diluted HEPS as if the Specific Repurchase and the Transaction had become effective on 1 April 2016 for purposes of the statement of comprehensive income.
- 2) Interest income forgone (calculated using an interest rate of 5% per annum being the interest rate applicable to cash in the Trustco call account) on the cash used to settle the Repurchase Consideration and the transaction costs of NAD1 074 632. This adjustment will not have a continuing effect;
- 3) Reduction in tax paid arising as a result of notes 2 (calculated using the Namibian corporate tax rate of 32%). This adjustment will not have a continuing effect.
- 4) After taking into account the repurchase of 41 806 778 Shares from the sellers in terms of the Specific Repurchase, which adjustment will have a continuing effect.
- 5) The “NNDC and Huso – six months ended 30 September 2016” financial information has been extracted without adjustment from Huso’s consolidated reviewed interim results for the six months ended 30 September 2016, details of which are set out in Annexure 3 to the Circular.
- 6) The “Morse – six months ended 30 September 2016” financial information has been extracted without adjustment from Morse’s reviewed interim results for the six months ended 30 September 2016, details of which are set out in Annexure 5 to the Circular.
- 7) Costs of NAD1 149 919 are expected to be incurred in respect of the Specific Repurchase and the Transaction. This adjustment will not have a continuing effect.
- 8) The taxation effect of the transaction costs recognised at 32%. This will not have a continuing effect on the financial results.
- 9) To take into account the 143.3 million Shares which are to be issued as compensation for the transfer of Huso to Trustco within 30 days after the Closing Date as detailed in paragraph 3.2.1 of this Circular, being the initial consideration payable. This will have a continuing effect on the financial results.
- 10) The “After Purchase of Huso group” column illustrates the effect of the Transaction after the adjustments on the Interim Results which have been done on a *pro forma* consolidation basis and reflects the scenario in which the minimum number of consideration Shares (143.3 million Shares) will be issued.
- 11) A fixed number of Shares as detailed in paragraph 3.2.1 of this Circular will be payable to the Seller at any time during the payment term (being not later than nine years from the Closing Date of the Huso Transaction), upon the Huso Group reaching the respective EBITDAASA targets. The five columns relating to this note reflect the scenarios, on a cumulative basis, when each of the first, second, third, fourth and final EBITDAASA targets are met within the nine years from the Closing Date. Should an EBITDAASA target not be met, no further consideration Shares will be issued. On this basis, the minimum number of consideration Shares that will be issued will be 143.3 million Shares relating to the initial payment in the event that none of the EBITDAASA targets are met, while the maximum number of consideration Shares that will be issued will be 772.1 million Shares in the event that all the EBITDAASA targets are met. It is assumed that the EBITDAASA to be generated by the Huso Group would be generated without any further capex requirements being incurred by the Group and therefore no additional depreciation or amortisation of finance costs have been taken into account for the purposes of the *pro forma* financial effects. It has assumed that there will be no tax effect relating to the EBITDAASA adjustments as Morse has an EPZ status in Namibia. A compliant EPZ company is not obliged to pay income tax in Namibia.
 - (i) The first NAD250 million EBITDAASA target of the Huso Group is met and the first tranche of 120.2 million consideration Shares is issued. On a cumulative basis, 263.5 million consideration Shares will have been issued.
 - (ii) The second NAD250 million EBITDAASA target of the Huso Group is met and the second tranche of 120.2 million consideration Shares is issued. On a cumulative basis, 383.7 million consideration Shares will have been issued.
 - (iii) The third NAD250 million EBITDAASA target of the Huso Group is met and the third tranche of 120.2 million consideration Shares is issued. On a cumulative basis, 503.9 million consideration Shares will have been issued.
 - (iv) The fourth NAD250 million EBITDAASA target of the Huso Group is met and the fourth tranche of 120.2 million consideration Shares is issued. On a cumulative basis, 624.1 million consideration Shares will have been issued.
 - (v) The final NAD308.1 million EBITDAASA target of the Huso Group is met and the final tranche of 148 million consideration Shares is issued. On a cumulative basis, 772.1 million consideration Shares will have been issued, representing the maximum number of consideration Shares that may be issued in terms of the Transaction.

Consolidated Statement of Financial Position

	Before – 30 Sept 2016 Actual	Repurchase of 41.8 million shares <i>Pro forma</i>	After repurchase of 41.8 million shares <i>Pro forma</i>	NNDC & Huso – six months ended 30 Sept 2016 Actual	Morse – six months ended 30 Sept 2016 Actual	Acquisition adjustment <i>Pro forma</i>	After Purchase of Huso group <i>Pro forma</i>	After first N\$250m earnings target met <i>Pro forma</i>	After second N\$250m earnings target met <i>Pro forma</i>	After third N\$250m earnings target met <i>Pro forma</i>	After fourth N\$250m earnings target met <i>Pro forma</i>	After final earnings target of further N\$308.1m met <i>Pro forma</i>
	(12)	Notes	NAD'000	(17)	(18)	NAD'000	Notes	(23(ii))	(23(iii))	(23(iii))	(23(iv))	(23(v))
ASSETS												
Cash and cash equivalents	36 898	(205 718)	(168 820)	23	16	(1 142)	(169 923)	80 077	330 077	580 077	830 077	1 138 177
Advances	1 195 434		1 195 434				1 195 434	1 195 434	1 195 434	1 195 434	1 195 434	1 195 434
Trade and other receivables	1 081 951		1 081 951	1 541	100		1 083 592	1 083 592	1 083 592	1 083 592	1 083 592	1 083 592
Current income tax assets	7 494		7 494				7 494	7 494	7 494	7 494	7 494	7 494
Amounts due by related parties	–		–	5 830	3		5 833	5 833	5 833	5 833	5 833	5 833
Inventories	334 389		334 389	3 828			338 217	338 217	338 217	338 217	338 217	338 217
Property, plant and equipment	496 734		496 734	15 314	2 901		514 949	514 949	514 949	514 949	514 949	514 949
Investment property	843 894		843 894				843 894	843 894	843 894	843 894	843 894	843 894
Intangible assets	205 905		205 905	71 524	4 532		281 961	281 961	281 961	281 961	281 961	281 961
Deferred income tax assets	154 457		154 457				154 457	154 457	154 457	154 457	154 457	154 457
Total assets	4 357 156	(205 718)	4 151 438	94 232	11 380	(1 142)	4 255 908	4 505 908	4 755 908	5 005 908	5 255 908	5 564 908
EQUITY AND LIABILITIES												
Liabilities												
Overdraft	17 699		17 699				17 699	17 699	17 699	17 699	17 699	17 699
Borrowings	1 431 951		1 431 951				1 431 951	1 431 951	1 431 951	1 431 951	1 431 951	1 431 951
Trade and other payables	143 508		143 508	1 569	1 151		146 228	146 228	146 228	146 228	146 228	146 228
Current income tax liabilities	10 262	(1 614)	8 648			(365)	8 283	8 283	8 283	8 283	8 283	8 283
Amounts due to related parties	–		–	532	30 287		30 819	30 819	30 819	30 819	30 819	30 819
Other liabilities	22 066		22 066				22 066	22 066	22 066	22 066	22 066	22 066
Deferred income tax liabilities	323 943		323 943				323 943	323 943	323 943	323 943	323 943	323 943
Insurance contract liabilities	85 376		85 376				85 376	85 376	85 376	85 376	85 376	85 376
Total liabilities	2 034 805	(1 614)	2 033 191	2 101	31 438	(365)	2 066 365	2 066 365	2 066 365	2 066 365	2 066 365	2 066 365

	Before – 30 Sept 2016 Actual NAD'000	Repurchase of 41.8 million shares Pro forma NAD'000	Notes	After repurchase of 41.8 million shares Pro forma NAD'000	NNDC & Huso – six months ended 30 Sept 2016 Actual NAD'000	Morse – six months ended 30 Sept 2016 Actual NAD'000	Acquisition adjustment Pro forma NAD'000	Notes	Purchase of Huso group Pro forma NAD'000	After first N\$250m earnings target met Pro forma NAD'000	After second N\$250m earnings target met Pro forma NAD'000	After third N\$250m earnings target met Pro forma NAD'000	After fourth N\$250m earnings target met Pro forma NAD'000	After final earnings target of further N\$308.1m met Pro forma NAD'000
Capital and reserves														
Share capital	177 595			177 595	–	–	32 959	(21)(ii)	210 554	238 200	265 846	293 492	321 138	355 178
Share premium	46 300			46 300			639 041	(21)(iii)	685 341	878 900	1 072 459	1 266 018	1 459 577	1 697 903
Equity loan	–			–	295 833				295 833	295 833	295 833	295 833	295 833	295 833
Common control reserve	–			–					(2 021 012)	(2 021 012)	(2 021 012)	(2 021 012)	(2 021 012)	(2 021 012)
Deemed treasury shares	(775)	(200 673)	(15)	(201 448)					(201 448)	(201 448)	(201 448)	(201 448)	(201 448)	(201 448)
Shares for vendors	14 976			14 976			1 142 210	(21)(iv)	1 157 186	935 981	714 776	493 571	272 366	–
Contingency reserve	2 683			2 683					2 683	2 683	2 683	2 683	2 683	2 683
Revaluation reserves	74 721			74 721					74 721	74 721	74 721	74 721	74 721	74 721
Foreign currency translation reserve	(4 463)			(4 463)					(4 463)	(4 463)	(4 463)	(4 463)	(4 463)	(4 463)
Distributable reserves	2 011 314	(3 431)	(16)	2 007 883	(203 702)	(20 058)	206 025	(21)(v)	1 990 148	2 240 148	2 490 148	2 740 148	2 990 148	3 298 248
Attributable to equity holders of the parent	2 322 351	(204 104)		2 118 247	92 131	(20 058)	(777)		2 189 543	2 439 543	2 689 543	2 939 543	3 189 543	3 497 643
Total equity and liabilities	4 357 156	(205 718)		4 151 438	94 232	11 380	(1 142)		4 255 908	4 505 908	4 755 908	5 005 908	5 255 908	5 564 008
Net asset value per share (cents)	300.77			274.33					239.18	235.56	232.69	230.37	228.44	226.50
Tangible net asset value per share (cents)	274.10			247.67					208.38	208.33	208.30	208.27	208.24	208.24
Total shares in issue	772 142 090		(22)	772 142 090			143 300 000		915 442 090	1 035 642 090	1 155 842 090	1 276 042 090	1 396 242 090	1 544 242 090
Deemed Treasury Shares	250 000	41 806 778		42 056 778					42 056 778	42 056 778	42 056 778	42 056 778	42 056 778	42 056 778
Number of shares in issue (excl. Treasury Shares)	771 892 090	(41 806 778)		730 085 312			143 300 000		873 385 312	993 585 312	1 113 785 312	1 233 985 312	1 354 185 312	1 502 185 312

Notes:

- 12) The "Before" financial information has been extracted without adjustment from the Interim Results. The Financial Effects illustrate the effect on Trustco's NAVPS and NTAVPS as if the Specific Repurchase and the Transaction had become effective on 30 September 2016 for purposes of the statement of financial position.
- 13) To take into account the payment of the Repurchase Consideration, the costs relating to the Specific Repurchase and the Transaction and the reduction in cash balance as a result of interest forgone;
- 14) To take into account the reduced tax effect of the costs relating to the Specific Repurchase and the Amendments to the Huso Transaction and forgone interest, based on a Namibian corporate tax rate of 32%.
- 15) To take into account the Specific Repurchase on the assumption that the Repurchase Shares are acquired by Trustco Life or a nominated subsidiary and the Repurchase Shares are held in treasury and not cancelled.
- 16) Combined statement of financial position effect of the Specific Repurchase.
- 17) The "NNDC & Huso – six months ended 30 September 2016" financial information has been extracted without adjustment from Huso's consolidated reviewed interim results for the six months ended 30 September 2016, details of which are set out in Annexure 3 to this Circular.
- 18) The "Morse – six months ended 30 September 2016" financial information has been extracted without adjustment from Morse's reviewed interim results for the six months ended 30 September 2016, details of which are set out in Annexure 5 to this Circular.
- 19) To take into account the costs of the Transaction.
- 20) To take into account the tax effect of the acquisition adjustments.
- 21) The acquisition of Huso falls outside of the scope of the current IFRS 3 due to the fact the business combination falls under the definition of common control per IFRS 3 B.1. This scope exclusion is applied since Dr Q van Rooyen has control over both Trustco and Huso. The Directors have the option to adopt whichever accounting policy in their opinion is deemed to be the most appropriate. The Directors have decided not to apply the principles of an acquisition utilising IFRS 3 methodology but have taken guidance and applied the methodology as contemplated in US GAAP, FRS6. Therefore, in accordance with US GAAP, FRS6, the excess of the purchase price over the net asset value of Huso was taken to a common control reserve as noted below.
 - (i) Recognition of the initial issuance of shares of 143.3 million shares at a par value of 23 cents per share;
 - (ii) The remainder of the stated capital based on valuation recognised as a share premium;
 - (iii) Common control reserve raised to record the excess of the purchase price over the net asset value of Huso;
 - (iv) Balance of the initial purchase consideration recorded as a reserve in equity to demonstrate the future fair value of remaining 628.8 million issuable Shares as detailed in paragraph 3.2.1 of this Circular; and
 - (v) Elimination of the Huso equity.
- 22) To take into account the issuance of 143.3 million Shares being the initial payment as detailed in paragraph 3.2.1 of this Circular.
- 23) (i) – (v) sets out the scenarios based on upon EBITDAASA targets being met as described in note 11 above.

UPDATED DIAMOND RESOURCE STATEMENT AND COMPETENT VALUER'S REPORT

This annexure contains the Updated Resources and Reserve Statement and Competent Valuer's Report. The information presented in this Annexure 8 is the responsibility of the directors of Trustco. The Updated Resources and Reserve Statement and Competent Valuer's Report are available for inspection in accordance with paragraph 16 of this Circular.

The information for this report is incorporated by reference as per paragraph 11.61 of the JSE Listings Requirements.

For the full Updated Resources and Reserve Statement and Competent Valuer's Report, please refer to Annexure 8 on the Company's website at the following link: <http://www.tgh.na/investors/circulars/>



TRUSTCO GROUP HOLDINGS LIMITED

Incorporated in the Republic of Namibia and registered as an external company in South Africa
(Registration number 2003/058)
(External registration number: 2009/002634/10)
JSE share code: TTO NSX share code: TUC ISIN: NA000A0RF067
("Trustco" or "the Company")

NOTICE OF GENERAL MEETING OF TRUSTCO SHAREHOLDERS

Where appropriate and applicable, the terms defined in this Circular to which this Notice is attached and forms part, bear the same meanings in this Notice, and in particular in the Resolutions set out below.

NOTICE IS HEREBY GIVEN that the General Meeting will be held at 10:00 (Namibian time) on 13 June 2017 at the registered office of Trustco, 2 Keller Street, Windhoek, Namibia, to consider, and, if deemed fit, to pass, with or without modification, the Resolutions set out below.

IMPORTANT DATES TO NOTE

2017

Last Day to Trade Shares in order to be recorded in the Namibian Share Register to vote at the General Meeting (see note 2 below)	Friday, 26 May
Last Day to Trade Shares in order to be recorded in the South African Share Register to vote at the General Meeting (see note 2 below)	Tuesday, 30 May
Record Date for Shareholders to be recorded in the Register in order to be eligible to vote at the General Meeting	Friday, 2 June
Forms of proxy for Shareholders recorded on the Register to be received by the South African Transfer Secretaries by 11:00 (South African time) and the Namibian Transfer Secretaries by 10:00 (Namibian time) on	Friday, 9 June
General Meeting to be held at 10:00 (Namibian time) on	Tuesday, 13 June
Results of General Meeting published on SENS on	Tuesday, 13 June

1. **ORDINARY RESOLUTION NUMBER 1 – APPROVAL OF THE AMENDMENTS TO THE HUSO TRANSACTION**

"Resolved that the Amendments to the Huso Transaction be and are hereby approved."

Explanatory note

As the Huso Transaction has been approved by Shareholders in general meeting and the Seller is a related party as defined in the Listings Requirements, the Amendments to the Huso Transaction require Shareholder approval by the passing of an ordinary resolution in general meeting. In accordance with paragraph 10.9(f) of the Listings Requirements, the Seller and his associates will be excluded from voting on Ordinary Resolution Number 1.

2. **ORDINARY RESOLUTION NUMBER 2 – AUTHORITY GRANTED TO DIRECTORS**

"Resolved that each director of Trustco be and is hereby individually authorised to sign all such documents and do all such other things as may be necessary for or incidental to the implementation of both of the Resolutions passed at the General Meeting."

Explanatory note

The adoption of this Ordinary Resolution Number 2 will authorise any director of the Company to execute all documents and do all such further acts and things as he may in his discretion consider appropriate to implement and give effect to the Resolutions set out in this Notice.

Ordinary resolutions to be adopted at this General Meeting require the support of a simple majority, which is more than 50% of the voting rights exercised on the ordinary resolutions.

VOTING AND IRREVOCABLE PROXIES

Certificated Shareholders and Dematerialised Own-Name Shareholders who are unable to attend the General Meeting but who wish to be represented thereat, are required to complete and return the attached form of proxy, to either the South African Transfer Secretaries, Computershare, Ground Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) by no later than 11:00 (South African time) on Friday, 9 June 2017, or the Namibian Transfer Secretaries, Transfer Secretaries Proprietary Limited, 4 Robert Mugabe Avenue (Burg Street entrance opposite Chateau Street) (PO Box 2401, Windhoek, Namibia), by no later than 10:00 (Namibian time) on Friday, 9 June 2017.

DEMATERIALIZED SHAREHOLDERS

Shareholders who have Dematerialised their Shares, other than by "own name" registration, who wish to attend the General Meeting, should instruct their CSDP or Broker to issue them with the necessary letter of representation to attend the General Meeting. Shareholders who have Dematerialised their Shares, other than by "own name" registration, who wish to vote by way of proxy, should provide their CSDP or Broker with voting instructions, in terms of the custody agreement entered into between such Shareholders and their CSDP or Broker. These instructions must be provided to their CSDP or Broker by the cut-off time or date advised by their CSDP or Broker for instructions of this nature. Shareholders, who have any doubt as to the action they should take, should consult their Broker, accountant, attorney, banker or other professional advisor immediately.

By order of the Board

Amanda Bruyns
Company Secretary

Windhoek
24 April 2017

Registered office
2 Keller Street, Windhoek, Namibia

Transfer secretaries (South Africa)
Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Rosebank Towers,
15 Biermann Avenue, Rosebank, 2196
(PO Box 61051, Marshalltown, 2107)

Transfer Secretaries (Namibia)
Transfer Secretaries Proprietary Limited
(Registration number 93/713)
(Burg Street entrance opposite Chateau Street)
4 Robert Mugabe Avenue
Windhoek
(PO Box 2401, Windhoek, Namibia)



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FORM OF PROXY

Where appropriate and applicable the terms defined in this Circular to which this form of proxy is attached forms part of and shall bear the same meanings in this form of proxy.

For use Certificated Shareholders and Dematerialised Own-Name Shareholders, registered as such at the close of business on the Record Date, at the General Meeting to be held 10:00 (Namibian time) on Tuesday, 13 June 2017 at the registered office of Trustco, 2 Keller Street, Windhoek, Namibia or any postponement or adjournment thereof.

Dematerialised Shareholders who have not selected "own name" registration must not complete this form. They must inform their Broker or CSDP timeously of their intention to attend and vote at the General Meeting or be represented by proxy thereat in order for the Broker or CSDP to issue them with the necessary letter of representation to do so or provide the Broker or CSDP timeously with their voting instructions should they not wish to attend the General Meeting in order for the Broker or CSDP to vote in accordance with their instructions at the General Meeting.

I/We

(full name/s in block letters) of (address)

Telephone work ()

Telephone home ()

Cellphone number

being the holder/custodian of Shares of the Company, hereby appoint (see note):

1. _____ or failing him/her,
2. _____ or failing him/her,

the chairman of the General Meeting, as my/our proxy to attend and act for me/us on my/our behalf at the General Meeting convened for purpose of considering and, if deemed fit, passing, with or without modification, the Resolutions to be proposed thereat and at each postponement or adjournment thereof, and to vote for and/or against such Resolutions, and/or to abstain from voting for and/or against the Resolutions, in respect of the Shares registered in my/our name in accordance with the following instructions:

	Number of shares		
	For	Against	Abstain
Ordinary Resolution Number 1 Approval of the Amendments to the Huso Transaction			
Ordinary Resolution Number 2 Authority granted to directors			

Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.

A member entitled to attend and vote at the General Meeting may appoint one or more proxies to attend and act in his/her stead. A proxy so appointed need not be a member of the Company

Signed at _____ on _____ 2017

Signature _____

Assisted by (where applicable) _____

Each Shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, speak and vote in place of that Shareholder at the General Meeting.

Notes to proxy

Notes:

1. This form of proxy must be used by Certificated Shareholders or Dematerialised Own-Name Shareholders.
2. Dematerialised Shareholders are reminded that the onus is on them to communicate their voting instructions to their CSDP or Broker.
3. A Shareholder may insert the name of an irrevocable proxy or the names of two alternative irrevocable proxies (who need not be Shareholders of the Company) of the Shareholder's choice in the space/s provided, with or without deleting "the chairman of the General Meeting". The person whose name appears first on this form of irrevocable proxy and which has not been deleted will be entitled to act as proxy in priority to those whose names follow. This proxy is irrevocable and cannot be withdrawn once given.
4. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of ordinary shares "the Committed Shares" to be voted on behalf of that Shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote at the General Meeting as he/she deems fit in respect of the Shareholder's votes exercisable thereat, but where the proxy is the chairman, failure to so comply will be deemed to authorise the proxy to vote in favour of the Resolutions. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or by his/her proxy.
5. Forms of proxy must be lodged at or be posted to the South African Transfer Secretaries, Computershare, Ground Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (PO Box 61051, Marshalltown, 2107) by no later than 11:00 (South African time) on Friday, 9 June 2017, or the Namibian Transfer Secretaries, Transfer Secretaries Proprietary Limited, 4 Robert Mugabe Avenue (Burg Street entrance opposite Chateau Street) (PO Box 2401, Windhoek, Namibia), by no later than 10:00 (Namibian time) on Friday, 9 June 2017.
6. The completion and lodging of this form of proxy will not preclude the Shareholder from attending the General Meeting but will preclude the Shareholder from voting in person thereat because it is an irrevocable proxy. It cannot be withdrawn once given and the Committed Shares may not be traded once the proxy has been given until after the General Meeting.
7. The chairman of the General Meeting may reject or accept any form of proxy not completed and/or received, other than in accordance with these notes, provided that, in respect of the acceptance, the chairman is satisfied as to the manner in which the Shareholder concerned wishes to vote.
8. An instrument of proxy shall be valid for any adjournment of the General Meeting as well as for the meeting to which it relates, unless the contrary is stated thereon.
9. The authority (or a certified copy of the authority) of a person signing this form of proxy:
 - (a) under a power of attorney; or
 - (b) on behalf of a company,must be attached to this form of proxy unless the company has already recorded the power of attorney.
10. Where Shares are held jointly, at least one of the joint Shareholders must sign this form of proxy.
11. A minor must be assisted by his/her guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the company.

Hand deliveries to:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196

In Namibia

Transfer Secretaries Proprietary Limited
(Burg Street entrance opposite Chateau Street)
4 Robert Mugabe, Avenue, Windhoek

Postal deliveries to:

Computershare Investor Services Proprietary Limited
PO Box 61051
Marshalltown
2107

In Namibia

Transfer Secretaries Proprietary Limited
PO Box 2401, Windhoek
Namibia