

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

### ACTION REQUIRED BY SHAREHOLDERS

- This entire Circular is important and should be read with particular attention to the section entitled ***“Action required by Shareholders”***, which commences on page 2.
- If you are in any doubt as to what action to take, you should consult your broker, CSDP, banker, accountant, attorney or other professional advisor immediately.
- If you have disposed of all your Shares, please forward this Circular and the attached Form of Written Consent (**yellow**) to the purchaser to whom, or the broker, CSDP or other agent through whom, the disposal was effected.

### DISCLAIMER

- **The Company does not accept any responsibility and will not be held liable for any failure on the part of a CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the information set out in this Circular.**



### CHROMETCO LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2002/026265/06)

Share code: CMO (JSE)

ISIN: ZAE000070249

("Chrometco" or "the Company")

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## CIRCULAR TO SHAREHOLDERS

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### Regarding

- approval of the proposed Change of Name of the Company from **“Chrometco Limited”** to **“Sail Mining Group Limited”**; and
- amendments to the Company’s memorandum of incorporation;

### and incorporating

- The proposed Shareholder Resolutions (**Annexure A**); and
- Form of Written Consent (**yellow**) (**Annexure B**); and
- Form of surrender (for use by Holders of Certificated Shares only) (**Annexure C**).

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### JSE Sponsor



PSG CAPITAL

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**Date of issue: Wednesday, 28 August 2024**

*Copies of this Circular are available in English only and may, from **Wednesday, 28 August 2024 to Friday, 4 October 2024** (both days inclusive), be obtained during normal business hours from the registered address of the Company and the offices of our JSE sponsor PSG Capital at their respective addresses set out in the “Corporate Information” section of this Circular. A copy of this Circular will also be available on the Company’s website ([www.chrometco.co.za](http://www.chrometco.co.za)) from Wednesday, 28 August 2024.*

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## CORPORATE INFORMATION

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### Directors

Greg Hunter – Executive Chairman  
William Yang – CEO  
Stephen Rowse – CFO  
Lee McCann  
Louis Jordaan\*#  
Nokuthula Thomas\*#

\* Non-executive

# Independent

### Sponsors

PSG Capital Proprietary Limited  
(Registration number 2006/015818/07)  
1st Floor, Ou Kollege Building  
35 Kerk Street  
Stellenbosch  
7600

and

11th Floor, Sandton Eye Building  
126 West Street  
Sandton  
2196

### Company Secretary

Acorim Proprietary Limited  
13th Floor, Illovo Point  
68 Melville Road  
Illovo  
Johannesburg  
Sandton  
2196

### Registered Office

Unit 25  
Sunninghill Office Park  
4 Peltier Drive  
Sunninghill  
Gauteng  
2196

### Place of incorporation

South Africa

### Date of incorporation

23 October 2002

### Auditor

Moore Johannesburg  
50 Oxford Road entrance on  
1st Street  
Killarney  
Parktown  
Johannesburg  
2193

### Transfer Secretaries

#### South Africa

JSE Investor Services (Pty) Ltd  
One Exchange Square  
2 Gwen Lane  
Sandown  
2196

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## ACTION REQUIRED BY SHAREHOLDERS

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*The definitions and interpretations commencing on page 4 of this Circular apply, mutatis mutandis, to this section headed "Action required by Shareholders".*

### 1. **CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME REGISTERED SHAREHOLDERS**

- 1.1 Certificated Shareholders and Dematerialised own-name registered Shareholders may indicate, by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate box provided on the Form of Written Consent (**yellow**) attached as **Annexure B** to this Circular, how they wish to cast their votes in relation to the proposed Shareholder Resolutions.
- 1.2 Please consider the proposed Shareholder Resolutions and vote on them within 20 business days, being the notice period from Wednesday, 28 August 2024 and by no later than 12:00 (**12 noon**) on Friday, 4 October 2024. Please return a copy of the completed and signed Form of Written Consent (**yellow**) to JSE Investor Services Pty) Ltd (the Transfer Secretaries of the Company) for the latter to receive your Form of Written Consent by no later than 12:00 (12 noon) on Friday, 4 October 2024, at any one of the following addresses:

**By hand:**

**JSE Investor Services (Pty) Ltd**  
One Exchange Square  
2 Gwen Lane  
Sandown 2196

**By email:**

meetfax@jseinvestorservices.co.za

### 2. **DEMATERIALISED SHAREHOLDERS WITHOUT OWN-NAME REGISTRATION**

Dematerialised Shareholders without own-name registration must **not** return the Form of Written Consent (**yellow**) attached as **Annexure B** to this Circular to the Transfer Secretaries, but should advise their CSDP or broker as to what action they wish to take in terms of the agreement entered into between them and their CSDP or broker and furnish their CSDP or broker with their instruction for voting in respect of the proposed Shareholder Resolutions.

### 3. **IF YOU HAVE DISPOSED OF YOUR SHARES**

If you have disposed of your Shares, please forward this Circular to the purchaser of such Shares or to the broker or agent through whom the disposal was effected.

### 4. **SUBMISSION OF FORM OF WRITTEN CONSENT**

The Company will deliver this Circular to Shareholders describing the voting process in terms of section 60(4) of the Companies Act. As such, no meeting will be held in this regard. The deadline-date for submitting the signed Form of Written Consent to JSE Investor Services (Pty) Ltd or for advising your CSDP or broker of your instruction for voting in respect of the proposed Shareholder Resolutions remains 12:00 (**12 noon**) on Friday, 4 October 2024. An announcement publishing the voting results in respect of the Change of Name will be released on SENS as per the timetable on page 3 of this Circular.

### 5. **SURRENDER OF SHARES**

If you hold Certificated Shares, you must complete the attached form of surrender and submit it to the JSE Investor Services (Pty) Ltd together with your Documents of Title in order to receive replacement share certificates. Replacement share certificates will be issued on or about Monday, 28 October 2024 in respect of forms of surrender received together with Documents of Title by 12:00 (**12 noon**) on Monday, 21 October 2024 and thereafter within 5 Business Days of receipt of such forms of surrender received together with Documents of Title. If you hold Dematerialised Shares, you do not need to take any further action because your CSDP or broker will arrange for your account to be updated with the replacement ordinary shares.

**Note:**

**If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, legal advisor, accountant or other professional advisor immediately. The Company does not accept responsibility and will not be held liable for any failure on the part of the CSDP or broker of a Dematerialised Shareholder to notify such Shareholder of the action required by Shareholders.**

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## SALIENT DATES AND TIMES

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*The definitions and interpretations commencing on page 4 of this Circular apply, mutatis mutandis, to this section headed "Salient dates and times".*

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**2024**

|                                                                                                                                                                                                                                                                      |                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| Record date to determine which Shareholders are eligible to receive this Circular                                                                                                                                                                                    | Friday, 23 August                                                                                                        |
| Circular distributed to Shareholders                                                                                                                                                                                                                                 | Wednesday, 28 August                                                                                                     |
| Announcement on SENS regarding the posting of the Circular                                                                                                                                                                                                           | Wednesday, 28 August                                                                                                     |
| Deemed date of delivery of Circular (7 calendar days from distribution)                                                                                                                                                                                              | Wednesday, 4 September                                                                                                   |
| Voting period opens                                                                                                                                                                                                                                                  | Wednesday, 4 September                                                                                                   |
| Voting period closes (20 business days from voting period opening)                                                                                                                                                                                                   | Friday, 4 October                                                                                                        |
| Deadline for the exercise of voting rights by Shareholders in respect of the Shareholder Resolutions by 12:00 <b>(12 noon)</b> on                                                                                                                                    | Friday, 4 October                                                                                                        |
| Results of the voting to be released on SENS and the Company's website                                                                                                                                                                                               | Friday, 4 October<br>or the Business Day on<br>which the proposed<br>Shareholder Resolutions<br>are adopted (if earlier) |
| Change of Name special resolution lodged with CIPC for registration                                                                                                                                                                                                  | Friday, 4 October                                                                                                        |
| Expected date of CIPC registration of Change of Name special resolution                                                                                                                                                                                              | Friday, 11 October                                                                                                       |
| Expected release on SENS of the finalisation announcement in respect of the Change of Name                                                                                                                                                                           | Thursday, 10 October                                                                                                     |
| Expected last day to trade prior to Change of Name                                                                                                                                                                                                                   | Tuesday, 22 October                                                                                                      |
| Expected termination date for trading under the name of "Chrometco Limited" and commencement of trading under the new name "Sail Mining Group Limited", under share JSE code "SGP", abbreviated name "SAIL MNG" and ISIN ZAE000070249 from the commencement of trade | Wednesday, 23 October                                                                                                    |
| Expected record date for the Change of Name                                                                                                                                                                                                                          | Friday, 25 October                                                                                                       |
| Expected date that the accounts of Dematerialised Shareholders with their CSDPs or brokers will be updated with the new name                                                                                                                                         | Monday, 28 October                                                                                                       |
| Expected date that new share certificates will be issued to Certificated Shareholders, posted by registered post, at their risk                                                                                                                                      | Monday, 28 October                                                                                                       |

### Notes:

1. The above dates and times are subject to change as they are subject to the filing of the relevant Special Resolution with the CIPC. Shareholders will be notified of any material changes, which will be released on SENS.
2. All times quoted in this Circular are local times in South Africa.
3. Shareholders may not dematerialise or rematerialise their Shares after the last day to trade in Chrometco Limited.
4. The Company will remain listed in the "Basic Materials" sector of the Main Board of the JSE. The Company will retain its historical financial and trading reference data.
5. Shareholders are reminded that shares in companies listed on the JSE can no longer be bought or sold on the JSE unless they have been dematerialised onto the Strate system. It is therefore suggested that Certificated Shareholders should consider dematerialising their Shares and replacing them with electronic records of ownership. In this regard, Shareholders may contact either their own broker or a preferred CSDP, details of which are available from Strate at [queries@strate.co.za](mailto:queries@strate.co.za) or telephone +27 11 759 5300.

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## DEFINITIONS AND INTERPRETATIONS

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In this Circular, unless otherwise stated or the context otherwise indicates, a word or an expression which denotes any gender includes the other genders, a natural person includes a juristic person and vice versa, the singular includes the plural and *vice versa* and the following words and expressions bear the meanings assigned to them below:

|                                                                   |                                                                                                                                                                                                                  |
|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>“Aug”</b>                                                      | August                                                                                                                                                                                                           |
| <b>“Board” or “Directors”</b>                                     | The board of directors of the Company, whose names are set out in the “ <i>Corporate Information</i> ” section of this Circular.                                                                                 |
| <b>“Broker”</b>                                                   | Any person registered as a “broking member (equities)” in accordance with the provisions of the Financial Markets Act.                                                                                           |
| <b>“Business Day”</b>                                             | Any day other than a Saturday, Sunday or public holiday in South Africa.                                                                                                                                         |
| <b>“Certificated Shareholders”</b>                                | Shareholders who own Certificated Shares.                                                                                                                                                                        |
| <b>“Certificated Shares”</b>                                      | Shares which have not been Dematerialised, title to which is represented by a share certificate or other Document of Title.                                                                                      |
| <b>“Change of Name”</b>                                           | The proposed Change of Name of the Company to “Sail Mining Group Limited” as further set out in paragraph 2.                                                                                                     |
| <b>“CIPC”</b>                                                     | The Companies and Intellectual Property Commission, established in terms of section 185 of the Companies Act.                                                                                                    |
| <b>“Circular”</b>                                                 | This Circular to Shareholders, dated Wednesday, 28 August 2024, together with any annexures hereto, including the Form of Written Consent ( <b>yellow</b> ) and Form of Surrender, proposing the Change of Name. |
| <b>“Companies Act”</b>                                            | The Companies Act, No. 71 of 2008, as amended from time to time.                                                                                                                                                 |
| <b>“Company”</b>                                                  | Chrometco Limited (registration number 2002/026265/06), a public company incorporated under the laws of South Africa which is listed on the JSE main board.                                                      |
| <b>“Group Company Secretary”</b>                                  | The Group Company Secretary of the Company, as reflected in the “Corporate Information” section of this Circular.                                                                                                |
| <b>“CSDP”</b>                                                     | A Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act, with whom a Shareholder holds a Dematerialised share account.                                      |
| <b>“Dematerialise” or “Dematerialised” or “Dematerialisation”</b> | The process by which Certificated Shares are converted into an electronic format as Dematerialised Shares and recorded in the Company’s uncertificated securities register administered by a CSDP.               |
| <b>“Dematerialised Shares”</b>                                    | Shares which have been incorporated into the Strate system and which are no longer evidenced by certificates or other physical Documents of Title.                                                               |
| <b>“Dematerialised Shareholders”</b>                              | Shareholders who hold Dematerialised Shares.                                                                                                                                                                     |
| <b>“Documents of Title”</b>                                       | Share certificates, certified transfer deeds, balance receipts or any other Documents of Title to Certificated Shares acceptable to the Company.                                                                 |
| <b>“Financial Markets Act”</b>                                    | The Financial Markets Act, No. 19 of 2012, as amended or replaced from time to time.                                                                                                                             |
| <b>“Form of Surrender”</b>                                        | The written surrender form attached to this Circular as <b>Annexure C</b> .                                                                                                                                      |
| <b>“Form of Written Consent”</b>                                  | The written consent form attached to this Circular as <b>Annexure B</b> .                                                                                                                                        |

|                                                          |                                                                                                                                                                                                                                                                                                       |
|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>“JSE”</b>                                             | The exchange licensed under the Financial Markets Act, operated by the JSE Limited (registration number 2005/022939/06), a public company incorporated under the laws of South Africa and licensed as an exchange under the Financial Markets Act.                                                    |
| <b>“JSE Listings Requirements”</b>                       | The Listings Requirements of the JSE, as amended from time to time.                                                                                                                                                                                                                                   |
| <b>“PSG Capital ” or “JSE Sponsor”</b>                   | PSG Capital Proprietary Limited (registration number 2006/015817/07), a private company incorporated under the laws of South Africa, particulars of which appear in the “ <i>Corporate Information</i> ” section of this Circular.                                                                    |
| <b>“MOI”</b>                                             | The memorandum of incorporation of the Company.                                                                                                                                                                                                                                                       |
| <b>“Own-name registration”</b>                           | Dematerialised Shareholders who have registered their shares in their own-name with a CSDP in terms of the Financial Markets Act.                                                                                                                                                                     |
| <b>“Register”</b>                                        | The register of Certificated Shareholders maintained by the Transfer Secretaries on behalf of the Company and the sub-register of Dematerialised Shareholders maintained by the relevant CSDPs in terms of the Companies Act.                                                                         |
| <b>“SENS”</b>                                            | The Stock Exchange News Service of the JSE.                                                                                                                                                                                                                                                           |
| <b>“Shareholders”</b>                                    | Registered holders of Shares.                                                                                                                                                                                                                                                                         |
| <b>“Shareholder Resolutions”</b>                         | The shareholder resolutions set out in Annexure A to this Circular.                                                                                                                                                                                                                                   |
| <b>“Shares”</b>                                          | Ordinary par value shares in the Company.                                                                                                                                                                                                                                                             |
| <b>“Strate”</b>                                          | Strate Proprietary Limited (registration number 1998/022242/07), a private company incorporated under the laws of South Africa, a central securities depository licensed in terms of the Financial Markets Act and responsible for the electronic clearing and settlement system provided to the JSE. |
| <b>“Transfer Secretaries” or “JSE Investor Services”</b> | JSE Investor Services (Pty) Ltd (registration number 2000/007239/07), a private company incorporated under the laws of South Africa, the particulars of which appear in the “ <i>Corporate Information</i> ” section of this Circular.                                                                |



## CHROMETCO LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2002/026265/06)

Share code: CMO (JSE)

ISIN: ZAE000070249

("the Company")

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## CIRCULAR TO SHAREHOLDERS

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### 1. PURPOSE OF AND REASON FOR THE CIRCULAR

- 1.1 Several subsidiaries of Chrometco have recently undergone liquidation or business rescue. With the approval of Black Chrome Mine's Business Rescue plan, the mine is now able to trade out of its rescue and consolidate operations under Black Chrome Mine. This presents an opportune time to carry out the name change of Chrometco Limited to Sail Mining Group Limited.
- 1.2 Accordingly, shareholders are advised that the Board proposes the following Change of Name, subject to shareholder approval:

|                | Current Name      | Proposed Name Change      |
|----------------|-------------------|---------------------------|
| Full name:     | Chrometco Limited | Sail Mining Group Limited |
| Short name:    | Chrometco         | SAIL MNG                  |
| JSE Share Code | CMO               | SGP                       |
| ISIN           | ZAE000070249      | ZAE000070249              |

The Company will remain listed in the "Basic Materials" sector of the Main Board of the JSE. The Company will retain its historical financial and trading reference data.

The purpose of this Circular is to furnish Shareholders with all the relevant information relating to the Change of Name in accordance with the Companies Act and the JSE Listings Requirements so as to enable Shareholders to make an informed decision in respect of the Shareholder Resolutions and for them to consider and, if deemed fit, approve, with or without amendment, the Shareholder Resolutions to effect the Change of Name.

### 2. CHANGE OF NAME

- 2.1 The name "Sail Mining Group Limited" has been reserved with the CIPC under reference number **60002015811** and has been reviewed by the JSE, subject to the requisite shareholder approval being obtained.
- 2.2 In terms of section 16.30 of the JSE Listings Requirements, in the event that the Change of Name is duly approved and implemented, the former name of the Company, being "Chrometco Limited", will be reflected in brackets under the new name of the Company on any Company announcements and any replacement share certificates issued, if applicable, in respect of the Company's shares for a period of one year.
- 2.3 Should the Change of Name be approved and implemented:
- 2.3.1 the accounts of Dematerialised Shareholders at their CSDPs or brokers will be updated to reflect the new name of the Company; and
- 2.3.2 new share certificates will be posted, by registered post, to Certificated Shareholders at their risk.

3. **AMENDMENTS TO THE MOI**

The Change of Name will require amendments to the MOI. These amendments marked-up for ease of reference on the copy of the MOI which will lie for inspection at the Company's registered office and is outlined in special resolution number 1.

4. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors, whose names are given in the "Corporate Information" section of this Circular, collectively and individually, accept full responsibility for the accuracy of the information given in this Circular relating to the Company 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 JSE Listings Requirements.

5. **CONSENTS**

The JSE Sponsor have provided their written consents to act in the capacity stated in this Circular, and to their names being included in this Circular and have not withdrawn their consent prior to the issue of this Circular.

6. **OPINION AND RECOMMENDATION**

The Board is of the opinion that the Change of Name is in the best interests of the Shareholders and should be supported and unanimously recommends that the Shareholders vote in favour of the Shareholder Resolutions. Each of the Directors who holds Shares and is permitted to vote intends to vote his/her Shares in favour of the Shareholder Resolutions as set out in **Annexure A**.

7. **APPROVAL OF THE SHAREHOLDER RESOLUTIONS IN TERMS OF SECTION 60 OF THE COMPANIES ACT**

7.1 Section 65(2) of the Companies Act provides that the board of directors of a company may propose any resolution to be considered by shareholders, and may determine whether that resolution will be considered at a meeting or by vote or written consent in terms of section 60 of the Companies Act. The Board has resolved that the Shareholder Resolutions be considered by Shareholders by written consent in terms of section 60 of the Companies Act.

7.2 In this regard:

7.2.1 section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution, and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them; and

7.2.2 section 60(2) of the Companies Act further provides that such a resolution will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution, as the case may be, at a properly constituted shareholders meeting, and if adopted, has the same effect as if it had been approved by voting at a meeting.

Shareholders are referred to the "**Action Required by Shareholders**" section of this Circular which contains information as to the action they need to take regarding the Shareholder Resolutions.

8. **DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents, or copies thereof, will be available for inspection by Shareholders during normal business hours at the Company's registered office and at the offices of the Company's sponsor, PSG Capital, the details of which appear in the "**Corporate Information**" section of this Circular, from the date of issue of this Circular, until Friday, 4 October 2024 (both days inclusive):

- 8.1 the MOI of the Company;
- 8.2 the written consents referred to in paragraph 5; and
- 8.3 a copy of this Circular, including all annexures hereto.

**SIGNED AT JOHANNESBURG ON 26 AUGUST 2024 ON BEHALF OF ALL THE DIRECTORS**

**W Yang**

*Chief Executive Officer*

A handwritten signature in black ink, appearing to be 'W Yang', written over a horizontal line.



## CHROMETCO LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2002/026265/06)

Share code: CMO (JSE)

ISIN: ZAE000070249

("the Company")

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## SHAREHOLDER RESOLUTIONS TO BE ADOPTED IN TERMS OF SECTION 60 OF THE COMPANIES ACT

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Notes:

- The definitions and interpretations commencing on page 4 of the Circular to which this **Annexure A** is attached ("**Circular**") apply, mutatis mutandis, to the resolutions set out below.
- Section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be submitted for consideration to the shareholders and be voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 Business Days after the resolution was submitted to them.
- The Shareholder Resolutions shall be adopted as soon as the voting rights exercised thereon equal the percentage of voting rights required to pass such resolutions (as detailed in each resolution below), despite the abovementioned 20 Business Day period not having lapsed.

### 1. SPECIAL RESOLUTION NUMBER 1 – CHANGE OF NAME

**RESOLVED AS A SPECIAL RESOLUTION**, that, subject to Special Resolution Number 2 being passed and becoming effective, the Company's name be and is hereby changed as follows:

|                | Current Name      | Proposed Name Change      |
|----------------|-------------------|---------------------------|
| Full name:     | Chrometco Limited | Sail Mining Group Limited |
| Short name:    | Chrometco         | SAIL MNG                  |
| JSE Share Code | CMO               | SGP                       |
| ISIN           | ZAE000070249      | ZAE000070249              |

The reason for and the effect of Written Resolution Numbers 1 is to change the name of the Company in the manner contemplated in the above resolution. For this resolution each of Special Resolution Number 1 and 2 to be approved, it must be supported by at least 75% of the voting rights exercised on such resolution by Shareholders.

### 2. SPECIAL RESOLUTION NUMBER 2 – AMENDMENT TO THE COMPANY'S MEMORANDUM OF INCORPORATION

**RESOLVED AS A SPECIAL RESOLUTION**, that, subject to Written Resolution Number 1 being passed and becoming effective:

- 2.1 the cover page of the Company's memorandum of incorporation ("**MOI**") be and is hereby amended by the deletion of the words "Chrometco Limited" appearing thereon and the substitution therefore of the word "Sail Mining Group Limited".

The reason for and the effect of Special Resolutions Numbers 1 and 2 is to change the name of the Company in the manner contemplated in those resolution and to effect the consequential amendments to the Company's MOI to give effect thereto. For each of Special Resolution Number 1 and 2 to be approved, it must be supported by at least 75% of the voting rights exercised on such resolution by Shareholders.

### 3. **ORDINARY RESOLUTION NUMBER 1 – AUTHORITY**

**RESOLVED AS AN ORDINARY RESOLUTION** that any one of the Directors or the Group Company Secretary of the Company, be and is hereby authorised, on behalf of the Company, to do or cause to be done all such things and to sign all such documents, file all such documents with any applicable regulatory body (including the JSE and the CIPC) and procure the doing of all such things necessary or desirable to give effect to Special Resolution Number 1, and the Board be authorised to delegate its powers (to the extent required) to give effect to all of the above resolutions, and any acts duly done in this regard are hereby confirmed and ratified to the fullest extent permitted by law.

#### **Reason and effect of Ordinary Resolution Number 1**

*The reason for this resolution is to authorise any director of the Company or the Group Company Secretary of the Company to take all actions necessary or desirable and sign all documents required to give effect to Special Resolution Number 1 and 2 adopted above.*

*The effect of this resolution is to authorise any Director or the Group Company Secretary of the Company to take all actions necessary or desirable and sign all documents required to give effect to Special Resolution Number 1 and 2 adopted above.*

#### **Voting requirements**

*The percentage of voting rights required for the adoption of this resolution is more than 50% of the voting rights exercised on this resolution.*



## CHROMETCO LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2002/026265/06)

Share code: CMO (JSE)

ISIN: ZAE000070249

("the Company")

### FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE COMPANIES ACT

The definitions and interpretations commencing on page 4 of the Circular to which this **Annexure B** is attached ("**Circular**") apply, mutatis mutandis, to the Form of Written Consent contained herein.

#### FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED OWN-NAME SHAREHOLDERS ONLY

Certificated Shareholders and Dematerialised Own-name Shareholders may complete this form with their instructions for voting in respect of the proposed Shareholder Resolutions and furnish it to their CSDP or broker. In the event that this form is not completed and furnished by the cut-off time, to the relevant CSDP or broker, as the case may be, by Certificated Shareholders and Dematerialised Own-name Shareholders, their votes will not be taken into consideration in respect of the proposed Shareholder Resolutions.

#### Note:

**Shareholders who hold Dematerialised Shares, but not in their own name, must NOT lodge this Form of Written Consent, but instead must furnish their respective CSDP or broker with their instructions for voting in respect of the proposed Shareholder Resolutions.** Unless such Shareholders advise their respective CSDP or broker, as the case may be, by the cut-off time stipulated in terms of their agreement with their CSDP or broker, that they wish to give or withhold consent or abstain in respect of the proposed Shareholder Resolutions, the CSDP or broker will assume that such Shareholders do not wish to vote on the proposed Shareholder Resolutions.

I/We (print complete names)

of (address)

e-mail address

being the holder(s) of \_\_\_\_\_ Shares, hereby vote as follows:

|                                                                                              | For* | Against* | Abstain* |
|----------------------------------------------------------------------------------------------|------|----------|----------|
| <b>Special Resolution Number 1</b><br>Change of Name                                         |      |          |          |
| <b>Special Resolution Number 2</b><br>Amendment to the Company's Memorandum of Incorporation |      |          |          |
| <b>Ordinary Resolution Number 1</b><br>Authority                                             |      |          |          |

\* One vote per Share held by Shareholders. Shareholders must insert the relevant number of votes they wish to vote in the appropriate box provided, or "X" should they wish to vote all Shares held by them.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2024

Signature

Capacity of signatory (where applicable)

**Note:** Authority of signatory to be attached

Email address

Telephone number

Cellphone number:

Assisted by me (where applicable)

Full name

Capacity

Signature

## Notes

1. A person signing this Form of Written Consent in a representative capacity must attach the documentary evidence establishing such authority to this Form of Written Consent, unless previously recorded by the Transfer Secretaries of the Company.
2. Where this Form of Written Consent is signed under power of attorney, such power of attorney must accompany this Form of Written Consent, unless it has been registered by the Transfer Secretaries of the Company.
3. For this Form of Written Consent to be binding, it must be completed and signed in accordance with the instructions therein, and must be received by the Company's Transfer Secretaries by no later than 12:00 **(12 noon)** on Friday, 4 October 2024:

**By hand:**

**JSE Investor Services (Pty) Ltd**  
One Exchange Square, 2 Gwen Lane  
Sandown, 2196

**By email:**

[meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za)

4. A Certificated or Own-name Dematerialised Shareholder's instructions on the Form of Written Consent must be indicated by the insertion of the relevant number of votes exercised by that Shareholder in the appropriate box provided. A Shareholder is not obliged to use all the votes exercisable by them, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by such Shareholder.
5. Where Shares are held jointly, all joint Shareholders are required to sign this Form of Written Consent.
6. A Shareholder who is a minor must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or had previously been recorded by the Transfer Secretaries of the Company.
7. Any alteration or correction made to this Form of Written Consent must be initialled by the signatory/ies.



## CHROMETCO LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2002/026265/06)

Share code: CMO (JSE)

ISIN: ZAE000070249

("the Company")

### FORM OF SURRENDER

#### For completion only by Holders of Certificated Shares

Please read the instructions overleaf. Non-compliance with these instructions may result in the rejection of this form. If you are in any doubt as to how to complete this form, please consult your CSDP, broker, banker, accountant, legal advisor or other professional advisor immediately.

**Note:** A separate form is required for each Holder of Certificated Shares

#### To: By hand:

##### JSE Investor Services (Pty) Ltd

One Exchange Square

2 Gwen Lane

Sandown, 2196

I/We hereby surrender and enclose the Chrometco Limited ordinary share certificate(s) listed below:

| Registered Shareholder | Certificate number(s) | Number of Chrometco Shares covered by each certificate |
|------------------------|-----------------------|--------------------------------------------------------|
|                        |                       |                                                        |
|                        |                       |                                                        |
|                        |                       |                                                        |
| <b>Total</b>           |                       |                                                        |

I/We irrevocably and in *rem suam* authorise you to produce the signature of such documents that may be necessary to complete the replacement of the Chrometco Limited Shares with shares in the new name of Sail Mining Group.

I/We hereby instruct you to forward the replacement share certificate(s) to me/us by registered post, at my/our own risk, to the address overleaf and confirm that, where no address is specified, the share certificate(s) will be forwarded to my/our address recorded in the share Register of Chrometco Limited.

My/Our signature(s) on this Form of Surrender constitutes my/our execution of this instruction.

|                                                                                 |          |           |
|---------------------------------------------------------------------------------|----------|-----------|
| Signature of Shareholder                                                        |          |           |
| Assisted by (if applicable)                                                     |          |           |
| Name                                                                            | Capacity | Signature |
| <b>The Shareholder must complete the following information in BLOCK letters</b> | Date     | 2024      |
| Surname or Name of corporate body                                               |          |           |
| Full names                                                                      |          |           |
| Title (Mr, Mrs, Miss, Ms, etc)                                                  |          |           |
| Postal address (preferably PO Box address)                                      |          |           |
| Postal code                                                                     |          |           |
| Telephone number including area code (office hours)                             |          |           |
| Cellphone number                                                                |          |           |
| Email address                                                                   |          |           |

**Instructions**

1. A receipt will not be issued for this Form of Surrender, or the documents lodged with it. Lodging agents who require special transaction receipts are requested to prepare such receipts and submit them for stamping with the other documents lodged.
2. A Shareholder married in community of property or a minor must ensure this Form of Surrender is also signed by his/her spouse or parent or guardian, as the case may be.
3. Where Chrometco Limited Shares are jointly held, this form must be signed by the joint holders.
4. If this form is signed under power of attorney, such power of attorney must be produced, unless it has already been registered with the Transfer Secretaries of the Company.
5. If this form is signed on behalf of a company, close corporation, pension or provident fund, it must be accompanied by a certified copy of the resolution authorising the signature, unless such resolution has already been registered with the Transfer Secretaries of the Company,