

AFRICAN RAINBOW MINERALS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1933/004580/06)

JSE share code: ARI

ADR ticker symbol: AFRBY

ISIN: ZAE000054045

("ARM" or "the Company")

OMISSION IN FORM OF PROXY ATTACHED TO THE NOTICE OF ANNUAL GENERAL MEETING

The notice to shareholders of the annual general meeting of ARM dated 14 October 2014 ("the Notice") contains an omission in the form of proxy attached to the Notice. The omission is that the table containing the resolutions, and where shareholders have to indicate how their votes are to be cast, does not specify which column is the 'For', 'Against' or 'Abstain' column.

A corrected form of proxy is attached to this notification and shareholders are advised to use the attached form of proxy instead of the form of proxy attached to the Notice. The corrected form of proxy should be read together with the Notice, and the Notice is amended to include the corrected form of proxy instead of the form of proxy included in the Notice.

As appears from the attached form of proxy all the dates and times of the annual general meeting (14:00 South African time, on Friday, 5 December 2014) and for the lodging of the form of proxy (14:00 South African time, on Wednesday, 3 December 2014) as set out in the Notice, continue to apply.

If shareholders have any queries in regard to the above or need assistance with the completion of the form of proxy please send queries to the Company Secretary, Ms A N D'Oyley, at the email address or telephone number set out below.

A N D'Oyley

Company Secretary

Email: alyson.doyley@arm.co.za

Telephone number: +27 11 779 1300

6 November 2014





Corrected form of proxy

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A shareholder is entitled to appoint one or more proxies (none of whom need to be a shareholder of the Company) to attend, speak and vote or abstain from voting in the place of that shareholder at the Annual General Meeting.

Shareholders who have dematerialised their shares (other than those with own name registrations) should provide their Central Securities Depository Participant ("CSDP") or broker with their voting instructions in terms of the custody agreement entered into with their relevant CSDP or broker. Should such shareholders wish to attend the Annual General Meeting of the Company, they should inform their CSDP or broker timeously and request their CSDP or broker to issue them with the necessary letter of representation to attend and vote their ARM shares.

For completion by shareholders who have not yet dematerialised their shares or who have dematerialised their shares with own name registration.

Shareholders who have not yet dematerialised their shares or who have dematerialised their shares with own name registration ("Entitled Shareholders") may appoint one or more proxies to attend, speak and vote or to abstain from voting in such shareholder's stead. The person so appointed need not be a shareholder of the Company. This form of proxy is for the use of those Entitled Shareholders who wish to be so represented. Such Entitled Shareholders should complete this form of proxy in accordance with the instructions contained herein and return it to the transfer secretaries, to be received by the time and date stipulated herein.

If you are unable to attend the 81st Annual General Meeting of shareholders of the Company convened for Friday, 5 December 2014 at 14:00, South African time, but wish to be represented thereat you should complete and return this form of proxy as soon as possible, but in any event to be received by not later than 14:00, South African time, on Wednesday, 3 December 2014.

I/We _____ (name in block letters)

of _____ (address)

being the holder of _____ shares in the issued share capital of

the Company, do hereby appoint _____

or failing him/her,

or failing him/her,

the Executive Chairman of the Board of Directors, or failing him/her the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 14:00, South African time, on Friday, 5 December 2014 and at any cancellation, postponement or adjournment thereof and in particular in respect of the following resolutions:

Indicate with an X in the spaces below how votes are to be cast.

	For	Against	Abstain
1. Ordinary Resolution number 1: To re-elect Mr J A Chissano as a Director.			
2. Ordinary Resolution number 2: To re-elect Dr R V Simelane as a Director.			
3. Ordinary Resolution number 3: To re-elect Mr Z B Swanepoel as a Director.			
4. Ordinary Resolution number 4: To re-appoint Ernst & Young Inc. as external auditors and to re-appoint Mr E A L Botha as the person designated to act on behalf of the external auditors.			
5. Ordinary Resolution number 5: To individually elect the following Independent Non-executive Directors as members of the ARM Audit and Risk Committee:			
5.1 Mr T A Boardman			
5.2 Dr M M M Bakane-Tuoane			
5.3 Mr A D Botha			
5.4 Mr A K Madiitsi			
5.5 Dr R V Simelane			
6. Ordinary Resolution number 6: To accept the Company's Remuneration report, which includes the Remuneration policy.			
7. Ordinary Resolution number 7: To amend The African Rainbow Minerals Share Incentive Scheme to update references to outdated legislation, to increase the overall limit and to increase the individual limit.			
8. Ordinary Resolution number 8: To amend The African Rainbow Minerals Limited 2008 Share Plan to update references to outdated legislation, to increase the overall limit, to increase the individual limit, and to alter the treatment of retiring participants.			
9. Special Resolution number 1: With effect from 1 July 2014, the annual retainer fees of Non-Executive Directors be increased by 6% per annum.			
10. Special Resolution number 2: With effect from 1 July 2014, the per Board meeting attendance fees of Non-Executive Directors be increased by 6% per annum.			
11. Special Resolution number 3: With effect from 1 July 2014, the per Committee meeting attendance fees of Committee members be increased as outlined on page 266 of this Notice of Annual General Meeting.			
12. Special Resolution number 4: With effect from 1 July 2014, the annual retainer fee for the Lead Independent Non-executive Director be increased by 6% per annum.			

Number of shares

Unless this section is completed for a lesser number, the Company is authorised to insert in the said section the total number of shares registered in my/our name(s) one business day before the meeting.

Signed at _____ on _____ 2014

Signature _____

Assisted by me (where applicable) _____

Notes to the proxy

Instructions on signing and lodging the form of proxy

Please read the notes below:

1. The completion and lodging of this form of proxy will not preclude the Entitled Shareholder who grants this proxy from attending the meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should he or she wish to do so.
2. Every shareholder present in person or represented by proxy and entitled to vote shall, on a show of hands, have only one vote and upon a poll every shareholder shall have one vote for every ordinary share held.
3. You may insert the name of any person(s) whom you wish to appoint as your proxy in the blank space(s) provided for that purpose. The person whose name appears first on the form of proxy and who is present at this meeting will be entitled to act as a proxy to the exclusion of those whose names follow.
4. When there are joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders for which purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. Only that holder whose name appears first in the register need sign this form of proxy.
5. If the form of proxy is signed under the authority of a power of attorney or on behalf of a company or any other juristic person, then it must be accompanied by such power of attorney or a certified copy of the relevant enabling resolution or other authority of such company or other juristic person, unless proof of such authority has been recorded by the Company.
6. If the Entitled Shareholder does not indicate in the appropriate place on the face hereof how he or she wishes to vote in respect of a resolution, his or her proxy shall be entitled to vote as he or she deems fit in respect of that resolution.
7. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration must be signed, not initialled.
8. The Chairman of the meeting may, in his or her absolute discretion, reject any form of proxy which is completed other than in accordance with these instructions.
9. Forms of proxy, powers of attorney or any other authority appointing a proxy shall be deposited at the transfer secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg 2001, South Africa (or posted to PO Box 61051, Marshalltown 2107, South Africa) (or faxed to the Proxy Department +27 11 688 5238) (or emailed to Proxy@computershare.co.za) so as to be received not later than 14:00, South African time, on Wednesday, 3 December 2014 (in respect of the meeting) or 48 hours, excluding Saturdays, Sundays and public holidays, before the time appointed for holding of any adjourned meeting.
10. No form of proxy shall be valid after the Annual General Meeting or any cancellation, postponement or adjournment thereof, as the case may be.
11. Summary in terms of section 58(8)(b)(i) of the Companies Act, 2008, as amended section 58(8)(b)(i) provides that if a company supplies a form of instrument for appointing a proxy, the form of proxy supplied by the company for the purpose of appointing a proxy must bear a reasonably prominent summary of the rights established by section 58 of the Companies Act, 2008, as amended, which summary is set out below:
 - A shareholder of a company may, at any time, appoint any individual, including an individual who is not a shareholder of that company, as a proxy, among other things, to participate in, and speak and vote at, a shareholders' meeting on behalf of the shareholder.
 - A shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
 - A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person.
 - A proxy appointment must be in writing, dated and signed by the shareholder; and remains valid only until the end of the meeting at which it was intended to be used, unless the proxy appointment is revoked, in which case the proxy appointment will be cancelled with effect from such revocation.
 - A shareholder may revoke a proxy appointment in writing.
 - A proxy appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
 - A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction.