

WEST WITS MINING LIMITED
ABN: 89 124 894 060
CORPORATE GOVERNANCE REPORT

On 20th July 2007 the board of directors ("the Board") adopted its Board Charter. The following report is based on this Board Charter which came into effect on 20th July 2007.

A review of the Company's 'Corporate Governance Framework' will be performed on a periodic basis to ensure that it is relevant and effective in light of the changing legal and regulatory requirements. The Board will continue to adopt a set of Corporate Governance Practices and a Code of Conduct appropriate for the size, complexity and operations of the Company and its subsidiaries.

The company is planning to list on the ASX and, unless otherwise stated, the Company has complied with all Policies and Charters to meet the ASX Corporate Governance Council's Best Practice Recommendations. All Charters and Policies are available from the Company.

Role of the Board and Management

The Board's role is to govern the Company rather than to manage it. In governing the Company, the directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board's responsibilities are detailed in its Board Charter and cover the following broad categories:

- 1 Leadership of the organisation
- 2 Strategy formulation
- 3 Overseeing planning activities
- 4 Shareholder liaison
- 5 Monitoring, compliance and risk management
- 6 Company finances
- 7 Human resources
- 8 Ensuring the health, safety and well-being of directors, Officers and Contractors
- 9 Delegation of authority
- 10 Remuneration policy
- 11 Nomination policy

Structure and Composition of the Board

The Board has been formed so that it has an effective mix of personnel, committed to adequately discharging their responsibilities and duties and being of value to the Company.

The names of the directors and their independence under the ASX Corporate Governance Council's Best Practice Recommendations are as follows:

Michael Quinert	—	Non-executive Chairman (Independent)
Grant Ferguson	—	Executive Director
Diederik van der Walt	—	Non-executive Director (Independent)
Niel Pretorius	—	Non-executive Director (Independent)

Where possible, the Board believes that the interests of all shareholders are best served by:

- * directors having the appropriate skills, experience and contacts within the Company's industry;
- * the Company striving to have a balance between the overall number of directors and the number of directors being independent as defined in the ASX Corporate Governance Guidelines;

Where any Director has material personal interest in a matter and, in accordance with the Corporations Act 2001, the Director will not be permitted to be present during discussion or to vote on the matter. The enforcement of this requirement aims to ensure that the interest of shareholders, as a whole, is pursued and that their interest or the Director's independence is not jeopardised.

Directors collectively or individually have the right to seek independent professional advice at the Company's expense, up to specified limits, to assist them to carry out their responsibilities. All advice obtained is made available to the full Board.

The Company has a Remuneration and Nomination Committee, formed on 20th July 2007. The current members of the Committee are as follows:-

Michael Quinert	—	Non-executive Chairman (Independent)
Grant Ferguson	—	Executive Director
Phillip Hains	—	Company Secretary

Ethical and Responsible Decision-Making

As part of its commitment to recognising the legitimate interests of Stakeholders, the Company has established a Code of Conduct to guide compliance with legal and other obligations to legitimate Stakeholders.

The Company has a share trading policy that regulates the dealings by Directors, Officers and Employees, in shares, options and other securities issued by the Company. The policy has been formulated to ensure that Directors, Officers, Employees and Consultants who work on a regular basis for the Company are aware of the legal restrictions on trading in Company securities while in possession of unpublished price-sensitive information.

Integrity in Financial Reporting

In accordance with the Board's policy, the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have made attestations recommended by the ASX Corporate Governance Council as to the Company's financial condition prior to the Board signing their Periodic Financial Reports. They make these attestations on a semi-annual basis

The Company has a duly constituted Audit, Risk and Compliance Committee, formed on 20th July 2007, consisting of one Non-executive Director, one Executive Director and the Company Secretary. The Committee Chairman is a Non-executive Director. Due to the current composition of the Board and the location of directors in two countries, the Company has deemed that it is not advantageous at this stage in the Company's life cycle to meet the recommendation to have a minimum of three Non-executive Directors and the majority being independent. The current members of the Committee are as follows:-

Michael Quinert	—	Non-executive Chairman (Independent)
Grant Ferguson	—	Executive Director

Phillip Hains — Company Secretary

The Committee will hold a minimum of two meetings a year

Timely and Balanced Disclosure

The Board has designated the Company Secretary as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX (once listed). In accordance with ASX Listing Rules the Company will immediately notify the ASX of information concerning the Company:

- 1 that a reasonable person would or may expect to have a material effect on the price or value of the Company's securities; and
- 2 that would, or would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

Rights of shareholders

The Company respects the rights of its shareholders, and to facilitate the effective exercise of the rights, the Company is committed to:

- 1 communicating effectively with shareholders through ongoing releases to the market via ASX information (once listed) and General Meetings of the Company;
- 2 giving shareholders ready access to balanced and understandable information about the Company and Corporate Proposals;
- 3 making it easy for shareholders to participate in General Meetings of the Company; and
- 4 requesting the External Auditor to attend the Annual General Meeting and be available to answer Shareholder's questions about the conduct of the audit, and the preparation and content of the Auditor's Report.

Any Shareholder wishing to make inquiries of the Company is advised to contact the registered office. All public announcements made by the Company will be available from the ASX's website www.asx.com.au, once listed.

Recognised and Manage Risk

The Audit, Risk & Compliance Committee has established a policy for risk oversight and management within the Company. This is periodically reviewed and updated.

As at the 27th July, 2007, the CEO and CFO have given and will continue to give on at least an annual basis a statement to the Board that:

- a) in accordance with 'Best Practice Recommendation 4.1', that the Financial Statements are founded on a sound system of risk management and internal compliance and control which implements the Policies adopted by the Board; and
- b) the Company's 'Risk Management and Internal Compliance and Control System', in so far as it relates to financial risk, is operating effectively in all material aspects.

Encourage Enhanced Performance

A 'Performance Evaluation Policy' has been established to evaluate the performance of the Board, individual directors and Executive Officers of the Company. The Board is responsible for conducting evaluations on a periodic basis in line with these policy guidelines. In the period ending 30 June 2007, no performance evaluations were conducted due to the short period of time between the Company's incorporation and 30 June 2007.

All directors have full access to all Company records and receive Financial and Operational Reports at each Board Meeting.

An induction program has been established for new directors.

Remunerate fairly and responsibly

The Company has adopted a Remuneration and Nomination Committee to administer the Company's remuneration policy. The Committee is responsible for, but not limited to:

- * setting the remuneration and conditions of service for all Executive and Non-Executive directors, Officers and Employees of the Company;
- * approving the design of Executive & Employee incentive plans (including equity-based plans) and proposed payments or awards under such plans;
- * reviewing performance hurdles associated with incentive plans;
- * making recommendations to the Board on the remuneration of Non-Executive directors within the aggregate approved by shareholders at General Meetings from time to time;
- * consulting appropriately qualified Consultants for advice on remuneration and other conditions of service as deemed necessary;
- * succession planning for the CEO and Senior Executive Officers; and
- * performance assessment of the CEO and Senior Executives Officers.
- * recommending policy on the selection of Board Members.
- * recommending prospective Board Members to the full Board of the Company.

The Company is committed to remunerating its Senior Executives in a manner that is market-competitive and consistent with 'Best Practice' as well as supporting the interests of shareholders. Senior Executives may receive a remuneration package based on fixed and variable components, determined by their position and experience. Shares and/or Options may also be granted based on an individual's performance, with those granted to directors subject to Shareholder approval.

Non-Executive directors are remunerated out of the maximum aggregate amount approved by shareholders for the remuneration of Non-Executive directors. On 22 June 2007, shareholders approved a maximum aggregate amount of \$300,000 pa. Non-Executive directors are entitled to statutory superannuation, if applicable, but no other retirement benefits. Non-Executive directors do not receive performance based bonuses and do not participate in Equity Schemes of the Company without prior Shareholder approval.

Legitimate Interests of Stakeholders

The Board acknowledges the legitimate interests of various stakeholders such as Employees, Clients, Customers, Government Authorities, Creditors and the Community as a whole. As a good Corporate Citizen, it encourages compliance and commitment to appropriate corporate practices that are fair and ethical via its 'Code of Conduct Policy'.