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MP Aganang Projects Pty Ltd

Integrated Mining Acquisition & Investment Platform

Enhanced Escrow-Controlled SPV Structure

Company Registration Number: 2018/550797/07
Prepared For: Strategic Investors, Mining Asset Owners, Consortium Partners, Financial Institutions, and Approved Transaction Participants
Prepared By: MP Aganang Projects Pty Ltd

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1. Executive Summary

MP Aganang Projects Pty Ltd has established a structured mining acquisition and investment platform focused on the acquisition, development, management, and long-term ownership of strategic mining assets across South Africa and selected African jurisdictions.

The platform is designed to support:

- Strategic mining acquisitions
- Escrow-controlled transactions
- Institutional and private investor participation
- Operational implementation and scaling
- Long-term mining asset ownership

The structure incorporates:

- A central holding company
- Deal-specific acquisition SPVs
- Mine asset holding entities
- Dedicated operational subsidiaries

- Governance and compliance frameworks
- Technical, legal, and operational support structures

The platform focuses on opportunities in:

- Chrome
- Manganese
- Vanadium
- Iron Ore
- Precious Metals
- Critical Minerals

The objective of the structure is to create a scalable and professionally governed mining investment platform capable of facilitating secure, compliant, and commercially viable mining transactions.

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2. Strategic Objective

The strategic objective of MP Aganang Projects Pty Ltd is to establish a long-term mining investment and asset management platform capable of:

- Acquiring strategic mining assets
- Structuring compliant mining transactions
- Coordinating investor participation
- Supporting operational implementation
- Expanding mining ownership opportunities across Africa

The strategic objective of MP Aganang Projects Pty Ltd is to establish a scalable mining acquisition and asset management platform focused on the acquisition, development, and long-term ownership of strategic mineral assets across South Africa and selected African jurisdictions.

The platform aims to facilitate professionally structured mining transactions while supporting operational growth, strategic partnerships, and sustainable asset expansion.

The long-term vision is to develop an integrated mining investment group capable of participating across the mining value chain through acquisition coordination, operational implementation, export participation, and strategic mineral development.

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3. Corporate Structure Overview

Recommended Institutional Structure

HOLDING COMPANY
↓
ACQUISITION SPV
↓
MINE ASSET HOLDING ENTITY
↓
OPERATING COMPANY
↓
EXPORT / OFFTAKE / REVENUE GENERATION

The proposed corporate structure is designed to separate strategic oversight, acquisition execution, asset ownership, and operational implementation into distinct legal entities.

This layered structure supports liability ring-fencing, operational accountability, transaction efficiency, and investor participation across multiple mining projects.

The Holding Company maintains strategic oversight and investor coordination across the platform, while dedicated Acquisition SPVs may be established for individual transactions. Upon completion of acquisitions, mining assets may be transferred into separate Mine Asset Holding entities responsible for long-term ownership and asset management.

Dedicated Operating Companies may then be appointed to manage mining operations, logistics, contractor engagement, production activities, and export coordination.

This separation of functions allows operational risks, acquisition liabilities, and ownership structures to remain independently managed while supporting scalable mining expansion across multiple commodities and jurisdictions.

This structure supports:

- Liability ring-fencing
- Investor participation
- Governance oversight
- Transaction scalability
- Financing flexibility
- Future expansion or exit opportunities

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4. Holding Company Structure

MP Aganang Projects Pty Ltd

MP Aganang Projects Pty Ltd shall operate as the primary holding and strategic coordinating entity responsible for:

- Acquisition coordination
- Investor relations
- Governance oversight
- Strategic growth planning
- Operational coordination
- Transaction management

The holding company shall maintain oversight across all acquisition, investment, and operational activities undertaken within the platform.

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5. Deal-Specific Acquisition SPVs

Separate Acquisition SPVs may be established for each mining transaction.

Examples include:

- Chrome Acquisition SPV
- Vanadium Acquisition SPV
- Iron Ore Acquisition SPV
- Manganese Acquisition SPV

Each SPV may:

- Execute acquisition agreements
- Receive transaction funding
- Hold transaction rights
- Coordinate due diligence
- Facilitate ownership transfer

The use of separate SPVs improves risk isolation, project financing flexibility, and investor transparency.

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6. Mine Asset Holding Structure

Following completion of acquisitions, mining assets may be transferred into dedicated Mine Asset Holding entities.

These entities may:

- Hold mining rights
- Hold operational assets
- Facilitate joint ventures

- Manage long-term ownership structures
- Coordinate investor participation

This structure strengthens asset protection and long-term operational stability.

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7. Operations Company Structure

Dedicated Operations Companies may be established to manage:

- Mining operations
- Production implementation
- Contractor management
- Logistics coordination
- Export operations
- Infrastructure support

Operational separation allows clearer accountability, improved cost management, and operational scalability.

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8. Core Functions of MP Aganang Projects Pty Ltd

8.1 Acquisition Functions

The company may:

- Identify mining opportunities
- Negotiate acquisitions
- Structure transactions
- Coordinate due diligence
- Manage transaction execution

8.2 Investor Coordination

The company may:

- Manage investor relationships
- Coordinate funding structures
- Facilitate investment participation
- Provide investor reporting
- Maintain governance communication

8.3 Escrow Coordination

The company may coordinate:

- Escrow arrangements
- Release conditions
- Payment approvals
- Closing procedures
- Transaction compliance

8.4 Strategic Growth Management

The platform may support:

- Long-term mining ownership
- Operational expansion
- Strategic partnerships
- Export growth opportunities

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9. Strategic Support Structure

The platform may incorporate strategic support entities to strengthen:

- Technical capability
- Legal compliance
- Operational implementation
- Investor confidence

Technical & Geological Support

Responsibilities may include:

- Geological verification
- Resource validation
- Feasibility studies
- Technical due diligence
- Production planning
- Independent technical reviews

Technical standards may incorporate:

- SAMREC compliance
- JORC-aligned reporting
- Competent Person reviews
- Production audits

Legal & Compliance Support

Responsibilities may include:

- Transaction compliance

- Section 11 coordination
- Regulatory documentation
- Escrow agreements
- Shareholder agreements
- Governance oversight

Operations & Logistics Support

Responsibilities may include:

- Contractor coordination
- Procurement
- Infrastructure support
- Export logistics
- Production implementation
- Operational readiness

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10. Investment Committee Structure

An Investment Committee may be established to oversee:

- Acquisition approvals
- Funding approvals
- Risk oversight
- Strategic investment decisions

The committee may include:

- Investor representatives

- Technical advisors
- Legal advisors
- Financial advisors
- Independent specialists

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11. Risk Management Framework

The platform may implement a structured risk management framework covering:

- Political risk
- Commodity price risk
- Operational risk
- Environmental risk
- Geological risk
- Compliance risk
- Funding risk

Risk mitigation measures may include:

- Independent due diligence
- Escrow-controlled funding
- Staged funding releases
- Insurance structures
- Governance oversight
- Operational audits

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12. ESG & Sustainability Framework

The structure supports responsible and sustainable mining practices.

Key ESG objectives may include:

- Environmental compliance
- Water management
- Mine rehabilitation
- Community engagement
- Local employment creation
- Health and safety standards
- Sustainable operational practices

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13. Investor Structure

Investors may participate as:

- Strategic funding partners
- Equity participants
- Debt providers
- Joint venture partners
- Strategic consortium members

Investment participation structures may include:

- Equity participation
- Debt funding
- Structured finance

- Royalty participation
- Streaming agreements

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14. Shareholding & Equity Structure

Indicative Participation Structure

Party	Participation Range
Investor Group	51% - 70%
MP Aganang Projects Pty Ltd	20% - 40%
Strategic Technical Partners	0% - 15%
Facilitator Participation Pool	0% - 5%

Equity protection mechanisms may include:

- Voting rights
- Reserved matters
- Anti-dilution protections
- Drag-along rights
- Tag-along rights
- Shareholder protection clauses

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15. Escrow-Controlled Transaction Structure

All acquisition funds shall flow through a controlled escrow structure administered by approved legal, fiduciary, or banking institutions.

Recommended Escrow Flow

INVESTORS
↓
ESCROW ACCOUNT
↓
ACQUISITION SPV
↓
SELLER SETTLEMENT
↓
OPERATIONAL ALLOCATION
↓
COMMISSION SETTLEMENT

Funds may only be released upon:

- Completion of due diligence
- Ownership verification
- Execution of SPA agreements
- Regulatory approvals
- Satisfaction of agreed release conditions

No funds shall be paid to unauthorized intermediaries or unverified third parties.

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16. Banking, Audit & Financial Controls

The platform may implement institutional financial governance standards including:

- Independent audits
- IFRS-aligned reporting
- Treasury management controls
- Banking compliance procedures
- Anti-money laundering protocols

- Internal financial controls

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17. Capital Raising Structure

The platform may support:

- Private placements
- Institutional funding
- Debt facilities
- Commodity-backed finance
- Equipment finance
- Strategic equity participation
- Joint venture funding

This structure is intended to provide flexibility for acquisition financing and operational expansion.

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18. Transaction Process

Step 1 – Opportunity Sourcing

Mining opportunities may be sourced through:

- Direct mandates
- Strategic relationships
- Mining operators
- Approved facilitators
- Investor networks

Step 2 – Preliminary Screening

Initial review may include:

- Mining rights verification
- CPR review
- Legal standing assessment
- Operational assessment
- ESG review

Step 3 – NDA / NCNDA / IMFPA

Execution of:

- NDA
- NCNDA
- IMFPA
- Mandate verification

Step 4 – Investor Review

Presentation of:

- Geological reports
- Operational information
- Financial projections
- ESG considerations
- Acquisition structures

Step 5 – LOI / Term Sheet

Submission of:

- Indicative pricing

- Proposed structure
- Acquisition terms

Step 6 – Due Diligence

Comprehensive review of:

- Legal matters
- Technical operations
- Environmental matters
- Financial matters
- Compliance requirements

Step 7 – SPA Execution

The Acquisition SPV may execute:

- Share Purchase Agreements
- Asset Purchase Agreements
- Joint Venture Agreements

Step 8 – Escrow Funding

- Investor capital deposited into escrow
- Release conditions enforced

Step 9 – Closing & Transfer

Completion of:

- Ownership transfer
- Payment settlement
- Operational handover

- Transaction closing

Step 10 – Post-Acquisition Implementation

Post-acquisition implementation may include:

- Operational optimization
- Contractor mobilization
- Export coordination
- Production scaling
- Revenue generation

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19. Governance Structure

The governance framework may include:

- Investor representatives
- Technical advisors
- Legal and compliance advisors
- Financial advisors
- Operations representatives
- ESG advisors
- Independent advisors

The governance framework is intended to strengthen:

- Accountability
- Operational oversight
- Compliance management

- Investor confidence

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20. Investor Exit Strategies

The structure may support:

- Trade sales
- Asset disposals
- Refinancing exits
- Dividend participation
- Buyback arrangements
- Strategic acquisitions
- Public listings

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21. Legal & Regulatory Documentation

Key documentation may include:

1. NDA
2. NCNDA
3. IMFPA
4. Mandate Letters
5. LOI
6. Term Sheets
7. Escrow Agreements
8. SPA Agreements

9. Shareholders Agreements
10. Due Diligence Reports
11. Section 11 Documentation
12. Governance Resolutions
13. ESG Compliance Reports
14. Technical Reports
15. Financial Models

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22. Legal & Regulatory Compliance

The structure is designed to align with:

- South African mining legislation
- Companies Act requirements
- DMRE requirements
- FICA regulations
- Environmental regulations
- Tax obligations
- Applicable commercial laws

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23. Strategic Advantages of the Structure

The structure provides:

- Escrow-controlled transaction management
- Governance oversight

- Risk isolation through SPVs
- Technical and operational support
- Financing flexibility
- Operational scalability
- Long-term mining growth capability

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24. Conclusion

This structure positions MP Aganang Projects Pty Ltd as a professionally coordinated mining acquisition and investment platform supported by:

- Structured governance frameworks
- Escrow-controlled transactions
- Technical and operational support structures
- Investor participation mechanisms
- Ring-fenced acquisition entities
- Long-term operational and ownership strategies

The platform is designed to support secure, scalable, and commercially sustainable mining acquisitions and development opportunities across Africa.