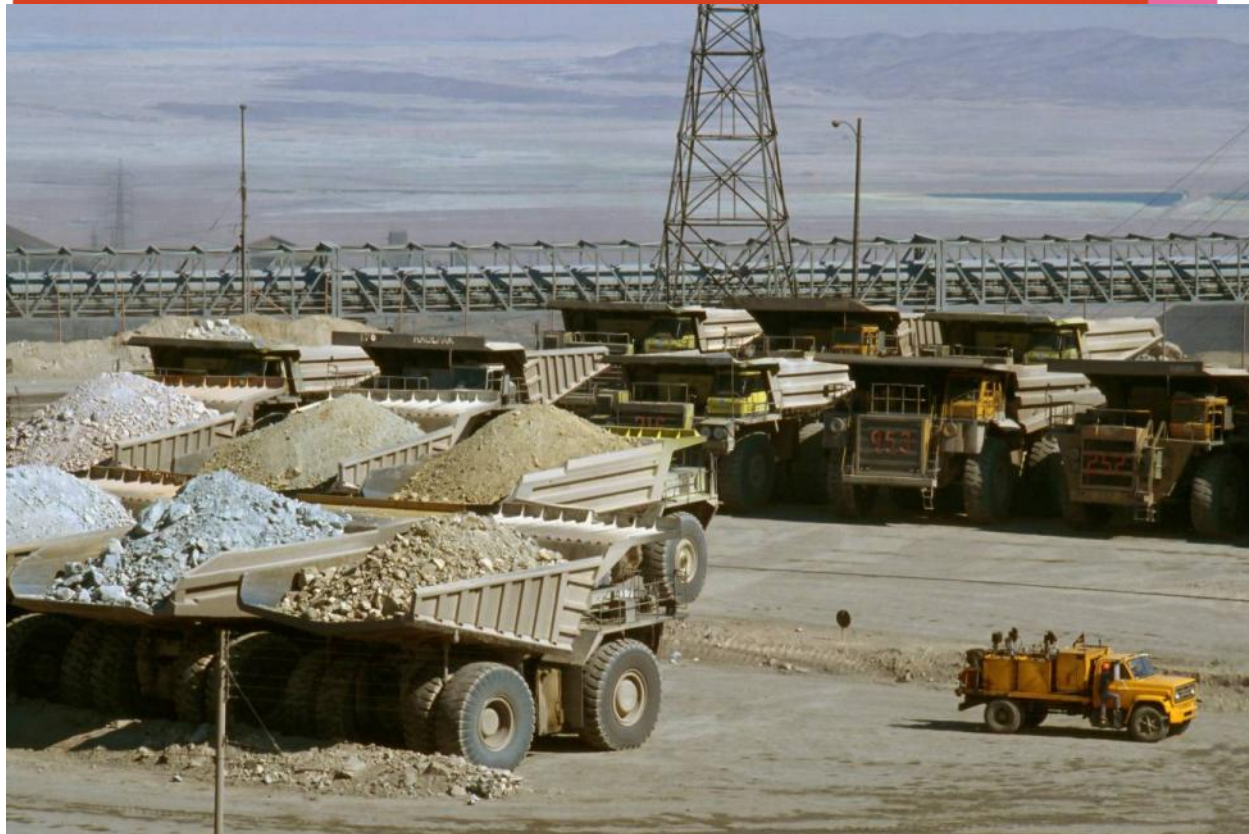


www.pwc.com/na

PwC Namibia

Mining Capability Statement

December 2012



pwc

***At the core of the industry.
At the forefront of developments.
Delivering value.***



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About PwC Namibia

In Namibia, PwC employs 197 staff of which 10 are partners/ directors, and 4 Associate Directors located in two offices, Windhoek and Walvis Bay. We have a diverse client base covering the full spectrum of economic activities, and we provide a range of services to match.

We strive to be a transformed firm that represents the demographics of Namibia, and also to create an environment that will enable growth and economic empowerment for all our people, in particular those that were previously disadvantaged. As one of the largest professional services firms in the world and in Namibia, we believe that we have a responsibility to play a role in empowering all the people of our country, starting with our staff.

We know that the value we create to our clients creates the relationship they are looking for. That being said, the partnership at this firm adds value on empowerment, development, growth, and socio economic change in Namibia. The relationship we look for is a long term relationship where association has long term value for all. We believe mining companies make a large economic contribution to Namibia. Besides tax to the government, mining companies seem to be engaged in a lot of corporate responsibilities and are also the agents for collecting a number of other taxes on behalf of the Government.



What differentiates PwC in Namibia?

With over 197 professional staff operating from two offices, PwC is the leading professional services provider in Namibia. We provide a comprehensive range of professional services to clients throughout the country. We are clearly distinct from our competitors in approach as well as corporate identity with a few excerpts being:

- PwC produced the first black female CA who then became first black and first female president of the Institute of Chartered Accountants of Namibia (ICAN). We currently also have the distinction of producing the second female and incumbent president of ICAN.
- Our clients include private sector businesses – both multinational and national; many government institutions – at national and local levels and financial institutions.
- Our advisory practice encompasses national priorities. We have recently hosted a Prototype Week for Namibia, which aims at soliciting private and public sector input in harnessing innovation and entrepreneurship as intellectual capital towards the attainment of a digital economy for Namibia. The workshop has yielded a number of Prototyping projects aimed at accelerating growth and innovation in the areas of ICT, energy and finance.
- We publish the *Business and Investment Guide for Namibia*.
- Our corporate partnerships are far-reaching. We have recently partnered with the Ministry of Trade & Industry on the *CNN Eye on Namibia* campaign, which aims to promote Namibia through features and news reports; covering various topics on business prospects, people, culture and the economy.
- For the past 8 years, we have been hosting the annual Namibian Budget Speech event on the day that the national budget is read out by the Minister of Finance. The event is followed by a lively panel discussion with the Minister of Finance, other Cabinet Ministers and representatives of the Namibian Business Community.
- The PwC Namibia Tax team produces a monthly newsletter (www.pwc.com/na) to keep our clients up to date on developments in tax and related legislation. This is in addition to alerts on significant new legislation announcements.
- Our tax team is the only one in Namibia with specialist partners for direct (income), indirect (VAT and Customs) and employee taxes.

Audit and Assurance Services

We act as service providers to numerous mining companies in Namibia. We are confident and well placed to service the needs of mining industry clients. Based on our understanding and knowledge, we have pleasure in setting out their immediate needs as well as future needs.

- Energy, Mining and Utility companies want audit teams to understand their issues and business challenges when analyzing financial performance. Our dedicated Mining professionals receive specialized training, including regular updates on regulatory and technical issues. This training is augmented by both internal and external industry events, which brings our people the in-depth knowledge that allows them to walk and talk the industry with their clients.
- Our audits are performed with precise service commitments that add value and minimize risks to the business. Our audit methodology is based on PwC's globally developed methodology. We make use of specialist per industry in providing you with quality service.
- Our approach starts at the same point as your business – with your strategies and business objectives. Through discussions with senior and operational management, we build an understanding of your business objectives and the associated risks. We then focus on addressing those risks that may impact on your financial reporting.
- We are also well resourced in providing training programmes to help you embed International Financial Reporting Standards (“IFRS”) as your reporting framework. These training programmes are tailored to meet your needs, making use of the most cost effective and appropriate channels of learning available



Audit and Assurance Services



Our audit is directed towards delivering assurance at the following levels:

for Shareholders and other stakeholders

- Independent opinion and reports that add credibility to financial information released by your company.

for Audit Committees

- Assistance in discharging their corporate governance and compliance responsibilities.

for Management

- Observations and advice on financial reporting and business issues from professionals who have in-depth knowledge and understanding of your business and industry.
- Assistance in the areas of bookkeeping and the preparation of financial statements.
- Providing internal audit services including reviewing internal controls and drawing up accounting and procedural manuals.

for Group Reporting

- Clearance to group auditors in order to meet group reporting requirements.

At PwC we pride ourselves with our depth of our industry knowledge. Our local and international perspective is an attribute that our clients value highly. We invest significant resources in building and sharing such knowledge. Our thought leadership is a result of the latest research and points of view on emerging industry trends, industry-specific performance benchmarks based upon global best practices, and shared methodologies and approaches to complex business issues.

Tax Services



The need is common in this industry for comprehensive tax risk management. This includes compliance with new taxation legislation and understanding the impact of proposed legislation.

Tax law is complex and changes often. That's why we at PwC are passionate about it. We love working with our clients to help them to understand and apply the law and to find innovative solutions to their tax problems. In today's complex environment, businesses require the combination of commercial, accounting and legal advice that we offer.

Our Tax experience servicing clients in the mining sector includes:

- Keeping our clients up to date on legislative developments through our newsletters or training;
- Preparing and reviewing current and deferred tax calculations (applying mining specific tax legislation);
- Consulting on technical interpretation of the Namibian Income Tax and Petroleum Income Tax Acts;
- Receiver of Revenue liaison to obtain technical rulings and resolve technical queries;
- Conducting Namibian tax due diligences procedures as part of global PwC Merger and Acquisition teams;
- Consulting on funding structures for multinational groups investing in Namibia;
- Managing Namibian compliance obligations for a top tax compliance portfolio including multinational groups;
- Expatriate support for mining company foreign employees (including tax and immigration);
- Payroll and employee tax services (mining subcontractors)
- Research on consultations with Namibia Inland Revenue on the impact of proposed tax legislation.

PwC Namibia has a strong Namibian Tax team, with 45 dedicated tax specialists

Tax Services – a broad skilled team providing solutions to mining companies

Our Services:

1. Income tax services include:

Consulting

- Technical opinions on taxes in Namibia
- Tax considerations for setting up business in Namibia
- Optimal tax planning
- Business restructuring
- Reducing tax compliance risks
- Transfer pricing policy documentation
- Transfer pricing compliance reviews
- Tax Accounting services- Income and deferred tax calculations

Compliance

- Calculation and submission of provisional tax returns
- Completion & Submission of returns of income tax
- Record keeping and comparison of assessments by Receiver of Revenue
- Notification of discrepancies on assessments of income tax returns
- Application for extension for the submission of income tax returns

Tax function effectiveness reviews

- Tax strategy
- Tax policies
- Tax Risk Assessment
- Internal controls in the tax cycle
- Tax Process documentation and operation manuals



The PwC Namibia Tax team deals with the Directorate of Inland Revenue in Namibia on a daily basis regarding tax interpretation and tax compliance.

Tax Services – In Namibia, PwC acts as tax advisors to various mining companies

2. Our services in Value-Added Tax include:

Consulting

- Technical opinions on Value-Added Tax in Namibia
- Assistance with Audit of Tax Risks
- Value- Added Tax refund audits
- Rulings and opinions
- Calculation of apportionment ratio

Compliance

- Application for the extension for the payment of Value- Added Tax due
- Application for waiving of penalties
- Value- Added Tax Balance investigation
- Value- Added Tax registration and deregistration

Value-Added Tax reviews

- Health checks
- High level review
- 3 year input recovery review
- Audit of Value-Added Tax

3. Customs and Excise services include:

- Cross-border valuation of goods
- Provision of monthly Asycuda import reports



Human Resource Services - Focusing on the mining industry in Namibia



We advise on all aspects of the human resources function including:

HRS Consulting:

- Reward consulting
- Research
- Performance Improvement
- Knowledgeworkx
- Payroll and Expatriate tax services

Training & Development

- Organisational development
- Personal development
- Staff development
- Management and leadership development
- Frontline staff development

Advisory Services – PwC’s business advisory professionals provide clients with the confidence to succeed by helping them anticipate, create and manage change

PwC’s advisory practice provides advice and assistance based on financial, analytical and business process skills to corporations, government bodies and intermediaries in the implementation of strategies relating to creating/acquiring/ financing businesses; integrating business into current operations; enhancing performance; improving management and control; dealing with crises; and restructuring and realizing value. Our services are provided in an objective manner that helps clients create stakeholder value, build trust and communicate with the marketplace.

- Around the world, organizations engage us to assist them to capture opportunities, navigate risks and deliver lasting change across business networks.
- Our consultants bring together a full range of functional and industry skills to help you in this environment. We take the time to listen and have the courage to debate different points of view – based on independent and challenging insights, supported by facts and industry benchmarks.
- Our global network unites behind a common focus: to deliver a customised, client-centred approach to meeting client needs. Below are a few of the distinctive things we do in our Advisory Line of Service:

Put our clients first – Each client situation is unique, and we tailor our approach to every relationship and engagement.

View the world from a client’s perspective – From the initial client meeting onward, we listen first, then assemble a hand-picked team from across the firm.

Creativity of a consultant – We help our clients create lasting value by bringing together the precision, structure, and deep analytical capabilities of audit and tax and the creative mindset and problem-solving skills of consulting.

Focus on action, impact, and value – We don’t just assess and recommend; we also help our clients implement with agility and flexibility.

In particular, we help clients to:

- Build effective organisations;
- Innovate and grow profitably;
- Reduce costs;
- Leverage talent;
- Manage risks and regulation;
- Execute better deals; and
- Restructure troubled businesses.

Advisory Services – Our areas of focus include:

Risk Advisory Services

- Investigations
- Accounting litigation support
- Forensic technology solutions
- Anti- corruption and fraud services
- Internal Audit Services
- System Process Assurance Governance and Sustainability
- Risk and Regulatory Solutions
- Financial Risk Services
- Anti- Money Laundering Consulting

Performance Improvement

- Business Process Management
- Turnaround and Transformation
- Business Continuity Management
- Talent Management
- Asset Management
- Project Management



Our existing mining clients

Our clients within the Mining industry include:

- Swakop Uranium
- B2Gold Namibia
- Fingas International
- Rossing Uranium Ltd (Secrac)
- Valencia Uranium (Pty) Ltd
- INV Exploration Namibia (Proprietary) Limited
- Angus Mining (Pty) Ltd
- Northbank Diamonds Ltd
- Etendeka Prospecting and Mining Company (Pty) Ltd
- Skeleton Coast Diamonds Ltd (Secrac)
- Bondi Mining Namibia (Pty) Ltd
- Basil Read Mining (Namibia) (Pty)Ltd
- Protea Chemicals (Namibia)(Pty)Ltd
- Harmony Gold Mining Co Limited
- Gold One International,
- African Barrick Gold,
- Goliath Gold Limited,
- Columbus Stainless Steel
- Vametco Minerals Corporation (Subsidiary of Evraz)
- Foskor Limited and Merafe Resources
- Gecko Mining
- Purity Manganese
- Laurelton-Reign Diamonds (Pty) Ltd
- Genesis Mining and Engineering Services Namibia (Pty) Ltd

Our team



Nangula Uaandja

Managing Partner

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Nangula is the Managing Director of PwC Namibia. Amongst her other responsibilities, she is also an Assurance Partner in charge of our Public and Energy and Utilities sector. Her other roles at PwC include, partner in charge of Human Capital and Learning and Development. Until 2008, Nangula was the President of the Council of the Institute of Chartered Accountants of Namibia, Member of the Public Accountant's and Auditors Board; Patron of the University of Namibia Accounting Society, served on the Special Tax Court for over 5 years, was a Commissioner of the Public Office Bearers' Remuneration and Benefits Committee until March 2009. She has also been involved in non-audit work such as the fraud investigation, assisting client with budgetary processes, the analysis and interpretation of financial statements and presentation on the roles and responsibilities of directors.

We are also proud to announce that Nangula is the current Namibia Business Woman of the year and recently made history on being the first Namibian to be featured on CNBC Africa's program "Captain of Industry". She has been in audit since 1997 and gained experience as Partner on the audits of various corporate clients.

Our team



Stefan Hugo

Partner: Tax

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Stefan is a Tax Partner at PwC Namibia. He started his career with PwC Namibia in 2001 and gained extensive experience on a wide range of clients and industries. Stefan heads the International Corporate Tax and Tax Compliance teams of PwC Namibia. He and his team regularly consult mining clients on cross-border transactions, collaborating with taxation experts in the PwC network across the world.

Stefan serves on the Institute of Chartered (ICAN) Accountants Tax Committee. He presented the 2012 ICAN annual tax update together with PwC Namibia VAT partner, Chantell Hussellmann. Stefan also provided a Namibia tax overview at the first Namibian Oil and Gas Conference and presents at the annual PwC Namibia Budget Speech Gala event. He is responsible for the publication of PwC Namibia's monthly Tax First newsletter. Stefan is the Chairman of the Finance Committee of the Namibian Qualifications Authority.

Our team



Seretta Lombaard

Partner: Assurance

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Seretta is a Partner at PwC in Namibia, within the Assurance and Business Advisory Services Division. Since joining the firm in 1997, Seretta has acquired extensive knowledge of the tourism, professional services, retail, telecommunications, entertainment and manufacturing industries, as well as mining and construction. In addition, she has advised clients in various industries on tax and management related issues, and has a technical background in accounting, auditing, as well as business advisory services.

Our team



Dr. Christina Swart-Opperman

Director: Human Resource Services

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Dr Christina Swart-Opperman is a Director within the Human Resource Services department of PwC Namibia. With a wide range of experience gained as Namibian partner in the Management Consulting Services Practice of PwC and owner of former CO Holdings CC and KnowledgeWorx Namibia, she has had a significant impact on the Namibian business landscape. Her focus is to empower and uplift people in order to realize their potential and focus in life.

An Industrial Psychologist by profession, highlights of her career include starting the first human resources consulting practice in Namibia, being the first female partner (non-audit) at PwC (2001) and being nominated as the Namibian Economist Business Women of the Year (2002). She has extensive experience in Human Resources Development; Organization Development and Strategic Intervention; Recruitment and Selection; Policy and Procedural Development and Industrial Relations in both the Public and the Private Sectors.

Our team



Frans Murray

Associate Director: Advisory Services

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Frans is an Associate Director (Chartered Accountant) within the Advisory Process Control Design & Optimisation division of PwC, Gauteng, South Africa for 10 years. He is experienced in a wide range of areas with specific key expertise obtained working on assurance engagements in the mining sector. Frans is the mining sector priority account driver within Advisory Southern Africa for key assurance accounts.

Relevant Experience

- Evaluation and assessment of computerized business processes
- Evaluation and assessment of IT environment and controls
- Optimization of business process controls
- Sarbanes Oxley compliance
- Review of mining operational processes

Our team



Stephan van Rooyen

Associate Director: Assurance

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Stephan is an Associate Director within the Assurance Service line at PwC. Stephan joined PricewaterhouseCoopers in 2005. Stephan has a broad range of experience in the mining and exploration industry and sound technical background in accounting and auditing.

Our team



Johan Nel

Manager: Corporate Tax

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Johan is a Senior Manager in the Corporate Tax department at PwC. Johan started his career with PwC Namibia in 2006 in the audit department and gained extensive experience on a wide range of clients and industries.

Working in Jersey in the Channel Islands in 2009, he gained experience on international clients in the trust and fund industries. Johan is actively involved in tax consulting and compliance for the mining industry including the preparation of tax calculations; consulting clients on cross-border transactions, and collaborating with taxation experts in the PwC network across the world.

Our team



Hendrik Odendaal

Partner: Assurance

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As part of providing a quality service we are making use of experience and knowledge of mining specialist from our Africa mining Centre of Excellence.

Hendrik is an Audit Partner within PwC's Metals & Mining Assurance Group in Johannesburg (South Africa). During his 23 years with the Firm Hendrik has served clients in a variety of industries, including mining, construction, and manufacturing. Hendrik's current client portfolio is focussed on the mining and manufacturing industries and includes public, private and major multinational listed entities.

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