Mine Restoration Investments Limited
(Incorporated in the Republic of South Africa)
(Registration number 1987/004821/06)
Share Code: MRI
ISIN Code: ZAE000164562
("**MRI**" or the "**Company**")

AUDITED ABRIDGED SUMMARISED CONSOLIDATED ANNUAL FINANCIAL RESULTS FOR THE YEAR ENDED 28 FEBRUARY 2019 AND NOTICE OF ANNUAL GENERAL MEETING

The Board of Directors (the "Board") of MRI is pleased to announce the audited abridged summarised consolidated annual financial results for the year ended 28 February 2019.

SUMMARISED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Audited 12-months to February 2019 R'000	**Audited 12-months to February 2018 R'000**
Revenue	-	-
Cost of Sales	-	-
Other income	-	-
Operating expenses	(6 376)	(2 842)
Impairments	-	-
Operating loss	(6 376)	(2 842)
Investment revenue	-	-
Finance cost	(1 756)	(842)
Loss before taxation	(8 132)	(3 684)
Taxation	-	-
Loss for the period	(8 132)	(3 684)
Other comprehensive income	-	-
Total comprehensive loss	(8 132)	(3 684)
(Loss) attributable to:		
Owners of the parent	(8 166)	(3 682)
Non-controlling interests	34	(2)
Total comprehensive loss attributable to:		
Equity holders	(8 166)	(3 682)
Non-controlling interests	34	(2)
Basic loss per share	(0.95)	(0.43)
Diluted loss per share	(0.95)	(0.43)
	863 053	863 053

Weighted average number of shares in issue ('000)		
Diluted weighted average number of shares in issue ('000)	863 053	863 053

SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Audited 28 February 2019 R'000	**Audited 28 February 2018 R'000**
Assets		
Current Assets		
Trade and other receivables	-	41
Cash and cash equivalents	107	52
	107	**93**
Total Assets	**107**	**93**
Equity and Liabilities		
Equity		
Amount attributable to equity holders	(16 047)	(7 881)
Non-Controlling Interest	(32)	(66)
	(16 079)	**(7 947)**
Liabilities		
Current Liabilities		
Other financial liabilities	14 000	6 994
Trade and other payables	2 186	1 045
Bank overdraft	-	1
	16 186	**8 040**
Total Equity and Liabilities	**107**	**93**

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital R'000	Capital Reserve R'000	Equity due to change in ownership	Accumulated loss R'000	Amount attributable to Equity Holders R'000	Non-Controlling Interest R'000	Total equity R'000
Balance at 01 March 2017	**85 020**	**5 000**	**(2 459)**	**(91 760)**	**(4 199)**	**(64)**	**(4 263)**
Total comprehensive loss for the period	-	-		(3 682)	(3 682)	(2)	(3 684)
Balance at 01 March 2018	**85 020**	**5 000**	**(2 459)**	**(95 442)**	**(7 881)**	**(66)**	**(7 947)**
Total comprehensive loss for the period	-	-	-	(8 166)	(8 166)	34	(8 132)
Release on Non-Controlling Interest on share purchase	-	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-	-
Balance at 28 February 2019	**85 020**	**5 000**	**(2 459)**	**(103 608)**	**(16 047)**	**(32)**	**(16 079)**

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

	Audited 12-months to February 2019 R'000	**Audited 12-months to February 2018 R'000**
Cash flows from operating activities	(2 396)	(2 806)
Cash flows from investing activities	(2 838)	-
Cash flows from financing activities	5 290	2 828
Total cash movement for the period	56	22
Cash and cash equivalents at the beginning of the period	51	29
Cash and cash equivalents at end of the period	**107**	**51**

COMMENTARY

1. **BASIS OF PREPARATION**

The directors take full responsibility for the preparation of this report and confirm that the financial information has been correctly extracted from the underlying financial statements.

These audited abridged summarised consolidated annual financial results have been prepared by Ulrich Bester, the Financial Director in accordance with IAS 34: Interim Financial Reporting, the framework concepts and the recognition and measurement requirements of International Financial Reporting Standards ("IFRS"), the SAICA Financial Reporting Guides as issued by the Accounting Standards Committee and Financial Pronouncements issued by the Financial Reporting Standards Council and the requirements of the South African Companies Act, (Act 71 of 2008), as amended, and the Listings Requirements of the JSE Limited.

The financial statements have been prepared using accounting policies that comply with IFRS and which are consistent with those applied in the preparation of the audited financial statements for the year ended 28 February 2018.

2. FINANCIAL RESULTS AND FUTURE PROSPECTS

After closing down the coal operation, the Company focused on eliminating all corporate costs and maintaining the Company as a cash shell. Creditors subordinated their claims and provided support in order to maintain the Company's solvency and liquidity and going concern.

On the 9 October 2019, the Company signed a share purchase agreement to acquire all of the issued shares of Langpan Mining Co Proprietary Limited ("Langpan Mining Co"). Langpan Mining Co owns chrome Plant and Infrastructure and has entered into an agreement to acquire the relevant Mining Right. Subject to the approval of MRI shareholders in a General Meeting, MRI will pay R550 million by way of a share swap which will result in the Company issuing 137.5 billion new shares at an issue price of 0.4 cents per consideration share. On 8 October 2019, Langpan Mining Co signed funding and offtake agreements in relation to future operations in order to acquire, optimise and increase mining operations and thus stabilize Langpan Mining Co through to steady state of production.

The Board is confident that the acquisition of Langpan Mining Co will recapitalise the Company and allow for the Company's successful reinstatement on the Johannesburg Stock Exchange's Alternative Exchange.

3. HEADLINE LOSS PER SHARE ("HLPS")

Reconciliation of losses to headline losses attributable to equity holders of the parent:

	Audited 12-months to February 2019	**Audited 12-months to February 2018**
Loss per share (cents)	(0.95)	(0.43)
Diluted loss per share (cents)	(0.95)	(0.43)
Headline loss per share (cents)	(0.95)	(0.43)
Diluted headline loss per share	(0.95)	(0.43)
HLPS Calculation		
(Loss)/profit for the period (R'000)	(8 132)	(3 684)
Impairment of intangible assets and goodwill	-	-
Impairment of property, plant and equipment	-	-

Deferred tax on impairments of assets	-	-
Headline loss	(8 132)	(3 684)
Weighted average number of shares in issue ('000)	863 053	863 053
Actual number of shares in issue ('000)	863 053	863 053

4. CHANGES IN SHARE CAPITAL

Since the last reporting period there have been no changes in issued share capital.

5. EVENTS AFTER THE END OF THE REPORTING PERIOD

On the 9 October 2019, the Company signed a share purchase agreement to acquire all of the issued shares of Langpan Mining Co. Langpan Mining Co owns chrome Plant and Infrastructure and has entered into an agreement to acquire the relevant Mining Right. Subject to the approval of MRI shareholders in a General Meeting, MRI will pay R550 million by way of a share swap which will result in the Company issuing 137.5 billion new shares at an issue price of 0.4 cents per consideration share.

Investors have subordinated their claims and provided support in order to maintain the Company's solvency and ability to continue operating as a going concern.

6. OTHER FINANCIAL LIABILITIES

In early 2017, an angel investor re-capitalised the Company, through a subordinated debt facility with a balance of R9,17 million at 28 February 2019, in order to settle claims, cover working capital and transaction related costs for the Langpan Mining Co acquisition, provide support so as to maintain the Company's solvency and to ensure that the Company is able to continue operating as a going concern.

The Langpan Mining Co acquisition will result in the recapitalisation of the Company, and the angel investor has committed to funding MRI until the transaction's financial close. The subordinated debt facility is expected to be repaid from the proceeds of a proposed rights offer to be undertaken by MRI in the transaction. The remaining increase in other financial liabilities relates to trade payables in the ordinary course of business.

7. OTHER FINANCIAL ASSETS

On the 9 October 2019, the Company signed a share purchase agreement to acquire all of the issued shares of Langpan Mining Co. Langpan

Mining Co owns chrome Plant and Infrastructure and has entered into an agreement to acquire the relevant Mining Right. As at 28 February 2019 R2,84 million has been provided on an unsecured short term debt basis to the target to cover transactional related expenses.

8. CHANGES TO THE BOARD

During the reporting period, the following changes to the Board took place:

- Norman Robert Preston resigned as Financial Director on 28 August 2018.
- Ulrich Bester was appointed Financial Director on 29 August 2018.

9. AUDITOR'S OPINION

BDO South Africa Incorporated, the Group's independent auditor, has audited the consolidated annual financial statements for the year ended 28 February 2019 and has issued an unqualified opinion. The auditor's report contained the following emphasis of matter paragraph relating to a material uncertainty related to the Company's going concern:

"We draw attention to note 21 in the audited consolidated financial statements, which indicates that the Group incurred a net loss of R8.1 million during the year ended 28 February 2019, and as of that date, the group's total liabilities exceeded its total assets by R16 million. As stated in note 21, these events or conditions, along with other matters as set forth in note 21, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

A copy of the auditor's report is available for inspection at the Company's registered office.

10. GOING CONCERN

The financial period under review reflects a challenging financial period, with a net loss after tax of R8,13 million. The directors are confident that the acquisition of Langpan Mining Co will adequately recapitalise the Company ensuring the successful reinstatement of MRI onto the Johannesburg Stock Exchanges' Alternative Exchange. The Langpan Mining Co acquisition will result in the company's re-capitalisation outside of any shareholders' funding requirements. The Board, however, remains confident that the Company retains the continued support of its major shareholders to provide additional funding should other sources not be forthcoming.

The directors have a reasonable expectation, having regard to the current status and the future strategy of the Company, that the Company will have sufficient resources to continue as a going concern and have therefore concluded that it is appropriate to prepare the financial statements on a going concern basis. Accordingly, the financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

11. DIVIDENDS

No dividend was declared for the year ended 28 February 2019 (2018: Nil).

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of the Company will be held in the boardroom of 51 West Street, Houghton at 14:00 on 4 December 2019 (the "AGM"), to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions.

Shareholders entitled to attend and vote at the AGM, may in terms of section 58 of the Companies Act, appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the Company.

Electronic Participation at the AGM

The Company will make provision for shareholders, or their proxies, to participate in the AGM by way of electronic communication. Should you wish to participate in the AGM by way of electronic communication, you will need to contact the Company at **mike@unearthinternational.com** (contact person: Mike Miller) by Tuesday, 26 November 2019, so that the Company can provide for a teleconference dial-in facility. Please ensure that if you are participating in the AGM via a teleconference facility that the voting proxies are sent through to the company secretary, Neil Esterhuysen & Associates Incorporated.

The costs of accessing any means of electronic participation provided by the Company will be borne by the shareholder.

Record dates

In in terms of section 59(1) of the Companies Act, the following dates apply to the AGM:

	2019
Record date for determining those shareholders entitled to receive the notice of AGM	Friday 25 October
Last day to trade in order to be eligible to participate and vote at the AGM	Tuesday 26 November
Record date to determine eligible shareholders who may attend, speak and vote at the AGM	Friday 29 November

Section 63(1) of the Companies Act requires that a person wishing to participate in the AGM (including any representative or proxy) must provide satisfactory identification (such as identity documents, driver's licenses or passports) before they may attend or participate at such AGM.

29 October 2019
Johannesburg

R Tait	**MJ Miller**
Non-executive Chairman	**Chief Executive Officer**

CORPORATE INFORMATION

Postal address: PO Box 1823, Bedfordview, 2008

Registered and Physical address: 1St Floor St James Office Park, 76 Concorde Road East, Bedfordview, Gauteng, 2008

Tel no:+27 (0) 11 036 3100
Fax no:+27 (0) 86 654 6818
Web: www.minerestoration.co.za

Board of Directors: Q George*, C Roed*, R Tait# (Chairman), S Caddy*, M Miller (CEO), U Bester (FD), A Collins*.
(#Non-Executive, * Independent Non-Executive)

Company Secretary: Neil Esterhuysen & Associates Inc

Transfer Secretaries: Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, PO Box 61051, Marshalltown 2107

Auditor: BDO South Africa Incorporated

Designated Advisor: Questco Corporate Advisory Proprietary Limited