

Mantengu Mining Limited
(formerly Mine Restoration Investments Limited)

Incorporated in the Republic of South Africa

(Registration number 1987/004821/06)

Share Code: MTU ISIN Code: ZAE000302360

("Mantengu" or "the Company")

**ABRIDGED SUMMARISED AUDITED ANNUAL FINANCIAL RESULTS FOR THE YEAR
ENDED 28 FEBRUARY 2022 AND NOTICE OF ANNUAL GENERAL MEETING**

The Board of Directors of Mantengu ("the Board") is pleased to announce the abridged summarised audited annual financial results for the year ended 28 February 2022 ("Results").

As stated in Mantengu's provisional reviewed summarised annual financial statements for the year ended 28 February 2022 ("Reviewed Results") released on SENS on 2 June 2022, Mantengu had previously communicated Group results to the market and not Company results. Mantengu sold the last remaining subsidiaries at 28 February 2021 and therefore the "Group" as such ceased to exist on 28 February 2021, leaving only the "Company". This announcement therefore contains the audited Company results for the 12 months ended 28 February 2022, with the comparative audited Company results for the 12 months ended 28 February 2021.

Given that the audited Group results at February 2021 and not the Company results at 28 February 2021 have previously been communicated to the market, we have reconciled the audited Company total comprehensive loss at 28 February 2021 to the audited Group total comprehensive income at 28 February 2021 in Note 4.

SUMMARISED STATEMENT OF COMPREHENSIVE INCOME

	Audited 12- months to February 2022 R' 000	Audited 12- months to February 2021 R' 000
Revenue	-	-
Other Income	758	956
Impairment Reversal	-	3 705
Directors' Remuneration	(2 954)	(2 321)
Administration and other operating expenses	(2 637)	(1 199)
Operating (Loss)/Profit	(4 833)	1 141
Finance Costs	(3 004)	(2 635)
Loss before Taxation	(7 837)	(1 494)
Taxation	-	-
Loss for the Year	(7 837)	(1 494)
Other Comprehensive Income:		
Other Comprehensive Income	-	-

Total Comprehensive Loss for the Year	(7 837)	(1 494)
Basic Loss per Share	(0.91)	(0.17)
Diluted Basic Loss per Share	(0.91)	(0.17)
Headline Loss per Share	(0.91)	(0.17)
Diluted Headline Loss per Share	(0.91)	(0.17)
Weighted average number of shares in issue ('000)	863 053	863 053
Diluted weighted average number of shares in issue ('000)	863 053	863 053

SUMMARISED STATEMENT OF FINANCIAL POSITION

	Audited 28 February 2022 R' 000	Audited 28 February 2021 R' 000
Assets		
Current Assets		
Short-Term Loan	–	1 085
Trade and other receivables	57	316
Cash and cash equivalents	12	4
	69	1 405
Total Assets	69	1 405
Equity and Liabilities		
Equity		
Amount attributable to equity holders	(30 203)	(22 366)
	(30 203)	(22 366)
Liabilities		
Current Liabilities		
Other financial liabilities	22 879	18 404
Trade and other payables	7 393	5 367
	30 272	23 771
Total Equity and Liabilities	69	1 405

SUMMARISED STATEMENT OF CHANGES IN EQUITY

	Share capital R' 000	Accumulated loss R' 000	Total equity R' 000
Balance at 29 February 2020	85 020	(105 892)	(20 872)
Total comprehensive loss for the period	-	(1 494)	(1 494)
Balance at 28 February 2021	85 020	(107 386)	(22 366)
Total comprehensive loss for the period	-	(7 837)	(7 837)
Balance at 28 February 2022	85 020	(115 223)	(30 203)

SUMMARISED STATEMENT OF CASH FLOWS

	Audited 12- months to February 2022 R' 000	Audited 12- months to February 2021 R' 000
Cash flows from operating activities	(2 588)	(2 767)
Cash flows from investing activities	1 125	3 233
Cash flows from financing activities	1 471	(450)
 Total cash movement for the period	 8	 16
Cash and cash equivalents at the beginning of the period	4	(12)
Cash and cash equivalents at end of the period	12	4

The differences of R24 000 in the Cash flows from operating activities and R40 000 in the Cash flows from investing activities between the reviewed results (as published on SENS on 2 June 2022) and these audited Results emanate from a re-classification of interest income.

COMMENTARY**1. BASIS OF PREPARATION**

These summarised audited annual financial results have been prepared in accordance with IAS 34 – Interim Financial Reporting, the framework concepts and the recognition requirements of International Financial Reporting Standards (“IFRS”), the South African Institute of

Chartered Accountants ("**SAICA**") Financial Reporting Guides, as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, International Financial Reporting Interpretations Committee ("**IFRIC**") and the requirements of the South African Companies Act (Act 71 of 2008), as amended, and the Listings Requirements of the JSE Limited ("**JSE**").

The Results 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 2021. These results have been prepared by the Financial Director, Mr TA Makgolane.

Notwithstanding the technical insolvency of the Company and the fact that it has limited activity, the directors are satisfied that the Company will still be able to settle its obligations and realise its assets as measured in terms of IFRS as applicable to a going concern.

Shareholders are advised that the information contained in the announcement is also available at:

<https://senspdf.jse.co.za/documents/2022/jse/isse/mtue/aye22.pdf>

2. FINANCIAL RESULTS AND FUTURE PROSPECTS

Mantengu operated as a cash shell throughout the current financial year. The Board focused on minimising all corporate costs whilst pursuing the acquisition of Langpan Mining Co Proprietary Limited ("**Langpan**") as announced on SENS on 22 April 2022. The Board has satisfied themselves that the Company is in a position to continue as a going concern and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements.

As announced on SENS on 30 May 2022, the Company distributed a circular to shareholders ("**Circular**") relating to, *inter alia*, the proposed acquisition of Langpan in terms of which Langpan shareholders ("**Vendors**") will dispose of their entire shareholding (100%) in Langpan for an aggregate purchase consideration of R550 million to be settled through the issue by Mantengu of 137 500 000 000 shares to the Vendors ("**Langpan Transaction**").

At the general meeting of shareholders ("**General Meeting**") held at 10:00 on 30 June 2022, all the resolutions necessary to approve and implement, *inter alia*, the Langpan Transaction were passed by the requisite majority of shareholders.

The Board is confident that the conclusion of the Langpan Transaction will recapitalise the Company and allow for the Company's successful reinstatement on the Alternative Exchange of the JSE.

3. HEADLINE LOSS PER SHARE ("HLPS")

Reconciliation of losses to headline losses

	Audited 12- months to February 2022	Audited 12- months to February 2021
Basic Loss per share (cents)	(0.91)	(0.17)
Diluted basic Loss per share (cents)	(0.91)	(0.17)
Headline loss per share (cents)	(0.91)	(0.17)
Diluted headline loss per share (cents)	(0.91)	(0.17)
HLPS Calculation		
Loss for the period (R'000)	(7 837)	(1 494)
Headline loss	(7 837)	(1 494)
Weighted average number of shares in issue ('000)	863 053	863 053
Actual number of shares in issue ('000)	863 053	863 053

4. RECONCILIATION OF COMPARATIVE PERIOD - GROUP VS. COMPANY

Reconciliation of audited Company total comprehensive loss at 28 February 2021 to audited Group total comprehensive income at 28 February 2021.

(R'000)

Company Comprehensive Loss at 28 February 2021:	(1 494)
Gain on disposal of subsidiaries:	429
Reversal of Capital Reserve:	5 000
Group Comprehensive Income at 28 February 2021:	3 935

5. CHANGES IN SHARE CAPITAL

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

6. EVENTS AFTER THE END OF THE REPORTING PERIOD

As set out in paragraph 2 above, on 30 June 2022, shareholders approved the Langpan Transaction and accordingly, management will

immediately proceed to effect the Langpan Transaction with the ultimate goal of achieving reinstatement of trading of the Company's shares on the JSE's Alternative Exchange ("**AltX**").

Directorate Changes:

- Following the resignation of Alistair Collins as an independent non-executive director with effect from 3 November 2021, on 25 April 2022 the Board appointed Jonas Tshikundamalema as an independent non-executive director.

Additionally, Board subcommittees were also reconstituted as follows:

- Combined Audit and Risk Committee: Vincent Madlela (Chair), Michael Miller and Jonas Tshikundamalema.
- Combined Remuneration and Nomination Committee: Michael Miller (Chair), Jonas Tshikundamalema and Vincent Madlela.
- Combined Social and Ethics Committee: Jonas Tshikundamalema (Chair), Vincent Madlela and Michael Miller.

The Company continues to evaluate its Board and committees and following the conclusion of the Langpan Transaction, will be looking to include additional independent members to strengthen the governance structures of the Company.

7. OTHER FINANCIAL LIABILITIES

In early 2017, an angel investor re-capitalised the Company, through a subordinated debt facility in order to settle claims, cover working capital and transaction related costs for the Langpan Transaction, providing support so as to maintain the Company's solvency and to ensure that the Company is able to continue operating as a going concern. This support has been maintained throughout the period under review.

Further, there is a R1.5 million related party unsecured loan in which Langpan has covered for transaction and other related costs of Mantengu during the period. The remaining increase in other financial liabilities relates to trade payables in the ordinary course of business.

8. OTHER FINANCIAL ASSETS

With respect to supporting the Langpan Transaction, R3,71 million was provided on an unsecured short term debt basis to the target to cover transactional related expenses. As at 28 February 2022, the full loan amount has been repaid.

9. GOING CONCERN

The financial period under review reflects a challenging financial period, with a net loss after tax of R7.8 million (prior year R1.5 million) and the Company's total liabilities exceeding its assets by R30.2 million (prior year R22.4 million).

The directors are confident that the acquisition of Langpan will adequately recapitalise the Company ensuring the successful reinstatement of Mantengu onto the AltX.

The Board remains confident that the Company retains the continued support of its major shareholders to provide additional funding should other sources not be forthcoming.

The Board has 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 has 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.

10. DIVIDENDS

No dividend was declared for the year ended 28 February 2022 (2021: Nil).

11. AUDIT OPINION

The annual financial statements for the year ended 28 February 2022 have been audited by the Company's auditor, Ngubane & Co (JHB) Inc., who expressed an unmodified opinion thereon. The auditor's report contains the following paragraph relating to a material uncertainty related to the Company's going concern:

"Material Uncertainty Related to Going Concern

We draw attention to Note 21 in the financial statements, which indicates that the Company had a net loss after tax of R7.8 million and that the Company's total liabilities exceeded its total assets by R30.2 million at 28 February 2022. As stated in Note 21, these events, or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

No forward-looking statements in the announcement have been audited or reported on by the Company's auditor.

Ngubane & Co (JHB) Inc's unmodified audit opinion does not necessarily report on all of the information contained in this summarised audited

results announcement, nor have they provided a separate opinion on these summarised results. Shareholders are therefore advised that in order to obtain a full understanding of the nature of Ngubane & Co (JHB) Inc's engagement, they should obtain a copy of Ngubane & Co (JHB) Inc's unmodified audited opinion, together with the accompanying financial information from the Financial Director, at the Company's registered office, which is also available on Mantengu's website at: www.mantengu.com.

12. ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

Shareholders are advised that Mantengu's annual report for the year ended 28 February 2022 ("**Annual Report**") has been distributed to shareholders today, 6 July 2022. The Annual Report is also available on the Company's website, <http://www.mantengu.com/annual-reports>.

Notice is hereby given that the annual general meeting of shareholders of Mantengu will be held at 14:00 on Wednesday, 17 August 2022 ("**Annual General Meeting**"), to be conducted entirely by electronic facility (as detailed in the notice of Annual General Meeting ("**Notice of AGM**") which is contained in the Annual Report) as permitted by section 63(2)(a) of the Companies Act (Act 71 of 2008), as amended ("**Companies Act**"), to transact the business stated in the Notice of AGM.

The salient information pertaining to the Annual General Meeting is set out below:

Issuer name	Mantengu Mining Limited
Type of instrument	Ordinary shares
ISIN number	ZAE000302360
JSE code	MTU
Meeting type	Annual General Meeting
Meeting venue	Electronic facility
Record date - To determine which shareholders are entitled to receive the Notice of AGM	Friday, 1 July 2022
Publication/Distribution Date	Wednesday, 6 July 2022
Last day to trade - Last day to trade to determine eligible shareholders that may attend, speak and vote at the Annual General Meeting (MTU is currently suspended)	Monday, 8 August 2022
Record date - Record date to determine eligible shareholders that may attend, speak and vote at the Annual General Meeting	Friday, 12 August
Meeting deadline date - (For administrative purposes), forms of proxy for the Annual General Meeting to be lodged	14:00 on Monday, 15 August 2022
Annual General Meeting date	14:00 on Wednesday, 17 August 2022

Publication of results of Annual General Meeting	Wednesday, 17 August 2022
Web site link	www.mantengu.com

CORPORATE INFORMATION

Postal address: PO Box 866, Rivonia, 2128

Registered and Physical address: Lower Ground Floor Block F, Pinmill, 164 Katherine Street, Sandton, Gauteng, 2196

Tel no: +27 (0) 11 036 3100

Fax no: +27 (0) 86 654 6818

Web: www.mantengu.com

Board of Directors: V Madlela*, J Tshikundamalema*, MJ Miller# (Chairman), MW Movundlela (CEO), TA Makgolane (FD).
 (#Non-Executive, *Independent Non-Executive)

Company Secretary: Neil Esterhuysen & Associates Inc

Transfer Secretaries: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, PO Box 61763, Marshalltown 2107

Auditor: Ngubane & Co (JHB) Inc.

Johannesburg

6 July 2022

Designated Adviser

Merchantec Capital