

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations commencing on page 3 of this Circular apply *mutatis mutandis* throughout this Circular including this cover page.

If you are in any doubt as to the action you should take, please consult your CSDP, broker, banker, attorney, accountant or other professional adviser immediately.

### Action required by Dematerialised and Certificated Shareholders

1. If you have disposed of your Shares in Efora, the Circular and the attached form of proxy should be handed to the purchaser of such Shares or the CSDP, broker, banker or other agent through whom the disposal was effected.

### If you are holding Certificated Shares and/or are an Own Name Dematerialised Shareholder

2. Holders of Certificated Shares and holders of Dematerialised Shares who have elected Own Name registration in the sub-register through a CSDP, who are unable to attend the General Meeting of Efora Shareholders to be held in the boardroom at 1st Floor, 12 Culross Road, Bryanston, South Africa at 10:00 on 18 June 2018 ("the General Meeting"), but wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein so as to be received by the Transfer Secretaries, Link Market Services Proprietary Limited, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) by no later than 10:00 on 14 June 2018.

### If you have Dematerialised your Shares and are not an Own Name Dematerialised Shareholder

3. Holders of Dematerialised Shares must instruct their CSDP or broker to vote on their behalf in accordance with the custody agreement entered into between the Dematerialised Shareholder and their CSDP or broker. Such Dematerialised Shareholders who wish to attend the General Meeting in person or send a proxy to represent them thereat, must request their CSDP or broker to provide them with the necessary letter of authority for them or their proxy to attend and vote their Shares.
4. Any CSDP or broker which does not obtain timeous voting instructions in terms of paragraph 3 above will be obliged to vote in accordance with the instructions as contained in the custody agreement concluded between themselves and the Dematerialised Shareholder concerned.



**EFORA ENERGY LIMITED**  
(formerly SacOil Holdings Limited)  
(Incorporated in the Republic of South Africa)  
(Registration number: 1993/000460/06)  
Share code: EEL  
ISIN: ZAE000248258  
("Efora" or "the Company")

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## CIRCULAR TO EFORA SHAREHOLDERS

Relating to:

- the granting of authority to issue Shares in terms of section 41(3) of the Companies Act;
- the increase in the authorised share capital of the Company;

and incorporating:

- a notice of General Meeting of Efora Shareholders; and
- a form of proxy for Certificated and "Own Name" Dematerialised Shareholders.

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Corporate Adviser and Sponsor



PSG CAPITAL

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Date of issue: 18 May 2018

The Circular is available in English only. Copies may be obtained from the registered office of the Company and the Transfer Secretaries at the addresses set out in the "Corporate Information" section of the Circular.

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## CORPORATE INFORMATION

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1st Floor  
12 Culross Road  
Bryanston, 2021  
PostNet Suite 211, Private Bag X75, Bryanston, 2021

Date and place of incorporation  
1 February 1993  
South Africa

### **COMPANY SECRETARY AND REGISTERED OFFICE**

Fusion Corporate Secretarial Services Proprietary Limited  
Block C, Unit 7, Southdowns Office Park  
Karee Street  
Irene, 0157  
PO Box 68528, Highveld, 0169

### **CORPORATE ADVISER AND SPONSOR**

PSG Capital Proprietary Limited  
(Registration number 2006/015817/07)  
1st Floor, Ou Kollege  
35 Kerk Street  
Stellenbosch, 7600  
PO Box 7403, Stellenbosch, 7599

and at:

2nd Floor, Building 3  
11 Alice Lane  
Sandton, 2196  
PO Box 650957, Benmore, 2010

### **TRANSFER SECRETARIES**

Link Market Services Proprietary Limited  
(Registration number 2000/007239/07)  
13th Floor, Rennie House  
19 Ameshoff Street  
Braamfontein, 2001  
South Africa  
PO Box 10462, Johannesburg, 2000

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## IMPORTANT DATES AND TIMES

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### 2018

Record date to determine which Shareholders are entitled to receive the Circular	11 May
The Circular and notice of General Meeting posted to Shareholders and announced on SENS on	18 May
Last day to trade in order to be eligible to vote at the General Meeting	5 June
Record date to be eligible to vote at the General Meeting	8 June
Last day for receipt of proxies in respect of General Meeting by 10:00 on	14 June
General Meeting of Shareholders at 10:00 on	18 June
Results of General Meeting released on SENS on	18 June

#### Note:

1. The definitions commencing on page 3 of the Circular apply *mutatis mutandis* to the important dates and times as set out above.
2. Any changes to the above dates and times will be released on SENS.
3. A Shareholder may submit the form of proxy (*yellow*) at any time before the commencement of the General Meeting (or any adjournment of the General Meeting) or hand it to the chairperson of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment of the General Meeting); provided that, should a Shareholder lodge the form of proxy (*yellow*) with the Transfer Secretaries less than 48 (forty-eight) hours before the General Meeting, a Shareholder will also be required to furnish a copy of such form of proxy (*yellow*) to the chairperson of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or any adjournment of the General Meeting).

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## INTERPRETATIONS AND DEFINITIONS

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Throughout the Circular unless otherwise stated, the words in the first column shall have the meanings assigned to them in the second column, words denoting one gender include the others, expressions denoting natural persons include juristic persons and associations of persons, and words in the singular shall include the plural and *vice versa*.

<b>“Afric Oil”</b>	Afric Oil Proprietary Limited (registration number 1995/001866/07), a private company incorporated in accordance with the laws of South Africa;
<b>“the Board”</b>	the board of directors of Efora as at the date of the Circular;
<b>“Certificated Shareholders” or “Holders of Certificated Shares”</b>	shareholders who have not dematerialised their shares;
<b>“Circular”</b>	this circular to shareholders, dated 18 May 2018, including the notice of General Meeting and form of proxy;
<b>“Common Monetary Area”</b>	South Africa, the Republic of Namibia, the Kingdom of Lesotho and the Kingdom of Swaziland;
<b>“Companies Act”</b>	the South African Companies Act, 2008 (Act 71 of 2008), as amended;
<b>“CSDP”</b>	a Central Securities Depository Participant, accepted as a participant in terms of the Securities Services Act;
<b>“Dematerialised”</b>	the process by which shares held by the holder of certificated shares or other documents of title are converted to and held in electronic form as uncertificated shares in terms of the Strate system and recorded in the sub-register of shareholders maintained by a CSDP;
<b>“Dematerialised Shareholders” or “Holders of Dematerialised Shares”</b>	shareholders who have dematerialised their shares;
<b>“Dematerialised Shares”</b>	shares which have been dematerialised;
<b>“the Directors”</b>	the board of directors of Efora at the last practicable date;
<b>“Documents of Title”</b>	share certificates, certified transfer deeds, balance receipts or any other documents of title to shares acceptable to the board;
<b>“Efora” or “the Company” or “the Group”</b>	Efora (registration number 1993/000460/06), a public company, incorporated in accordance with the laws of South Africa, whose shares are listed on the JSE;
<b>“Efora Shares” or “Ordinary Shares” or “Shares”</b>	ordinary shares of no par value in the issued ordinary share capital of Efora;
<b>“Efora Shareholders” or “Shareholders”</b>	the registered holders of ordinary shares;
<b>“Equity Bridge Loan”</b>	a loan granted to the Company by Gemcorp in the amount of USD12.5 million (R163.5 million at an exchange rate of R13.1/USD1), which loan is repayable by 31 May 2018 from the proceeds of a Rights Offer;
<b>“Financial Markets Act”</b>	the Financial Markets Act, 2012 (Act 19 of 2012);
<b>“General Meeting”</b>	the general meeting of shareholders to be held on 18 June 2018 in the boardroom of the Company at 1st Floor, 12 Culross Road, Bryanston, South Africa at 10:00;
<b>“Gemcorp”</b>	Gemcorp Africa Fund I Limited, a private company incorporated in accordance with the laws of Mauritius and managed by Gemcorp Capital LLP;
<b>“JSE”</b>	JSE Limited (registration number 2005/022939/06), a public company incorporated in South Africa and licensed as an exchange under the Financial Markets Act;
<b>“JSE Listings Requirements”</b>	the Listings Requirements of the JSE;

<b>“Last Practicable Date”</b>	15 May 2018, the last practicable date prior to the finalisation of the Circular;
<b>“MOI”</b>	the memorandum of incorporation of the Company;
<b>“Own Name registration”</b>	the process by which shareholders have dematerialised their shares and the shares are held in the name of the shareholder in electronic form in the sub-register of the Company;
<b>“Phembani”</b>	Phembani Oil Proprietary Limited (registration number 2006/037679/07), a private company incorporated in accordance with the laws of South Africa;
<b>“Phembani Acquisition”</b>	the acquisition by SacOil of 100% of Phembani for a maximum purchase consideration of R183.45 million, the details of which are set out in the announcement released on SENS by the Company on 31 May 2017;
<b>“R” or “Rand”</b>	South African Rands, the currency of South Africa;
<b>“Rights Offer”</b>	the proposed rights offer being contemplated by the Company;
<b>“SENS”</b>	the Securities Exchange News Service of the JSE;
<b>“Share Increase”</b>	the increase in the authorised share capital of the Company, details of which are set out in paragraph 3 of this Circular;
<b>“South Africa”</b>	the Republic of South Africa;
<b>“STRATE”</b>	the settlement and clearing system used by the JSE, managed by Strate Proprietary Limited (registration number 1998/022242/07), a limited liability private company duly incorporated in South Africa;
<b>“the Transfer Secretaries”</b>	Link Market Services Proprietary Limited (registration number 2000/007239/07), a private company incorporated in accordance with the laws of South Africa, being the transfer secretaries of Efora; and
<b>“USD”</b>	the United States Dollar, the lawful currency of the United States of America.



**EFORA ENERGY LIMITED**  
(formerly SacOil Holdings Limited)  
(Incorporated in the Republic of South Africa)  
(Registration number: 1993/000460/06)  
Share code: EEL  
ISIN: ZAE000248258  
("Efora" or "the Company")

## Directors

B Seruwe (Chairperson)\*#  
T Kgogo (Chief Executive Officer)  
D Matroos (Chief Financial Officer)  
IS Sehoole\*#  
T Masasa\*#  
P Mngconkola\*#

\* *Non-executive*

# *Independent*

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## CIRCULAR TO SHAREHOLDERS

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### 1. INTRODUCTION

On 6 March 2017 the Company announced the Phembani Acquisition. Phembani's only asset is a 71% direct interest in Afric Oil, one of the largest independent fuel distributors in South Africa, distributing fuel products (diesel, petrol and paraffin) monthly to a diversified client base that includes local and national government, mining, construction, transport, manufacturing, parastatals, resellers and agricultural clients.

On 31 May 2017 Efora released on SENS its provisional condensed audited results for the year ended 28 February 2017, wherein it was disclosed that the Company had entered into the Equity Bridge Loan, part of the proceeds of which were used to fund the Phembani Acquisition.

The Company will be proposing a Rights Offer to raise funding to settle the Equity Bridge Loan and to provide capital to fund the Group's operations. In addition, the Company is engaging with various parties on numerous value-accretive acquisition opportunities in line with the Company's growth strategy. Funds raised from the Rights Offer will also be utilised to fund potential acquisitions.

The Company announced on 18 May 2018 on SENS that it would convene a General Meeting of its Shareholders for the purposes of considering and, if deemed fit, approving the necessary resolutions to approve the issuing of Shares which issuance will dilute the voting rights of existing Shareholders by more than 30%, in accordance with the provisions of the Companies Act as well as the approval of the Share Increase.

### 2. RATIONALE

#### 2.1 Reason

The proposed Rights Offer will result in Efora being able to settle its obligation to repay the Equity Bridge Loan, to provide the Company with additional operational capital to grow its operations, and fund potential acquisitions and projects to place the Group in a position to create a sustainable cash-generating business.

The voting power of the Rights Offer Shares to be issued in terms of the Rights Offer will be in excess of 30% of the voting power of all Efora Shares held by Efora Shareholders prior to the issue of the Rights Offer Shares. Accordingly, it is necessary to obtain the authority of Efora Shareholders by way of a special resolution, as required in terms of section 41(3) of the Companies Act, in order to proceed with the proposed Rights Offer, as well as the amendment to the MOI.

#### 2.2 Resolutions to be tabled at the General Meeting

Shareholders are accordingly requested to approve the special and ordinary resolutions which will be tabled at the General Meeting, which resolutions will provide a general authority to the Board to dilute Shareholders' voting power by more than 30% by way of the proposed Rights Offer, and the amendment to the MOI.

In terms of the Companies Act a 75% majority of votes of all Efora Shareholders, present or represented by proxy at the General Meeting, must be obtained in respect of the special resolution to authorise the issue of the Rights Offer Shares for the proposed Rights Offer in terms of section 41(3) of the Companies Act.

### 3. SHARE INCREASE

#### 3.1 Share capital of the Company

The current share capital of the Company is set out below:

	R'000
<b>Authorised share capital</b>	
1 000 000 000 Ordinary Shares of no par value	–
<b>Issued share capital</b>	
369 731 190 Ordinary Shares of no par value	–
<b>Stated capital</b>	–

#### 3.2 Share Increase

Shareholders will be requested to approve the special resolution necessary to implement an increase in the authorised share capital of the Company from 1 000 000 000 (one billion) Ordinary Shares of no par value to 5 000 000 000 (five billion) Ordinary Shares of no par value by an amendment to the MOI in terms of section 16(1)(c) of the Companies Act as set out in the notice of General Meeting attached to, and forming part of, this Circular.

The Share Increase will become effective once the special resolution, referred to above and set out in the notice of General Meeting, has been registered by the CIPC.

In terms of the Companies Act at least 75% (seventy-five per cent) of all votes of all Efora Shareholders present or represented by proxy at the General Meeting must be exercised in favour of the special resolution relating to the Share Increase.

Upon their issue all Ordinary Shares issued pursuant to the Share Increase will be listed on the JSE and will rank *pari passu* in all respects with the Efora Shares already in issue.

The authorised and issued share capital of the Company after the Share Increase will be as follows:

	R'000
<b>Authorised share capital</b>	
5 000 000 000 Ordinary Shares of no par value	–
<b>Issued share capital</b>	
369 731 190 Ordinary Shares of no par value	–
<b>Stated capital</b>	–

### 4. LITIGATION STATEMENT

Except as set out below and excluding any litigation relating to Afric Oil, the Company is not party to any legal or arbitration proceedings, nor, as far as the Directors of the Company are aware, are there any other legal or arbitration proceedings pending or threatened against Efora which may have or have had in the 12 months preceding the date of this Circular, a material effect on the Group's financial position.

#### 4.1 OPL 281

As previously announced, SacOil 281 Nigeria Limited ("SacOil 281") terminated its participation with Transnational Corporation of Nigeria Plc. ("Transcorp"), the operator of Oil Prospecting Licence ("OPL") 281.

Efora contributed \$12.5 million towards farm-in fees on 28 February 2011, which fees contractually were to be refunded with interest by Transcorp. Notwithstanding the receipt of Transcorp's acknowledgement of its refund obligation, Efora subsequently received notice from Transcorp that Efora's termination of the Farm-out and Participation Agreement ("FoPA") in December 2014 was wrongful and amounted to a repudiation of the FoPA. Pursuant to the FoPA, SacOil 281 filed a notice for arbitration with the Nigerian Chartered Institute of Arbitrators, Nigeria Branch on 28 August 2015 to recover its farm-in and related fees plus interest thereon. On 18 June 2015 Transcorp in response filed the following two court applications in the High Court: Lagos State:

- (i) alleging the repudiation of the FoPA by SacOil 281, claiming the sum of US\$50.0 million as special damages for wrongful termination; and
- (ii) challenging the validity, applicability and appointment of arbitrators and the arbitration clause in the FoPA.



SacOil 281 opposed these proceedings and on 31 May 2016 the High Court and Lagos State ruled against SacOil 281 on “matter (ii)” but granted SacOil 281 leave to appeal on 30 June 2016. Transcorp has made a settlement offer to Efora in an attempt to resolve the legal dispute, which would allow Efora to farm-in to OPL 281 for 40% of the working interest. There are ongoing discussions with Transcorp around alternative proposals; however, the legal process relating to the appeal hearing is still in progress. A court date was scheduled for February 2018, but this was postponed to 17 April 2018 when the appeal commenced and the Appeal Court noted that the court registrar did not serve all the respondents with hearing notices and further postponed the appeal to 26 March 2019. It is anticipated that this matter will be concluded during the second quarter of 2019.

#### **4.2 Encha Group Limited and Encha Energy Proprietary Limited**

The Company instituted action against Encha Group Limited for payment of R75.0 million, together with interest and costs. In the same action the Company is claiming payment of R75.0 million plus interest, from Encha Energy Proprietary Limited and Encha Group Limited on the basis of a written acknowledgement of debt provided by Encha Energy Proprietary Limited, in respect of which Encha Group Limited bound itself as surety. The parties have agreed to refer the matter to arbitration and the arbitration process was due to begin on 20 November 2017. The matter has been postponed by the parties and the revised date will be agreed between the arbitrator and the parties in due course. The Company has in April 2018 amended its statement of claim to introduce alternative causes of action, based on the underlying contracts.

#### **4.3 Robin Vela**

The Company instituted legal action against Mr Robin Vela (its former CEO) in which it claimed an amount of approximately R3.3 million together with interest in respect of taxes that became due to the South African Revenue Service and which were not deducted from the salary that was paid to him by the Company during his tenure as CEO. The Company has also claimed legal costs. Mr Vela defended the action and also raised three counterclaims in the action in terms of which he claimed an amount of just under R0.3 million allegedly owing in respect of unpaid leave; an amount of approximately R2.8 million allegedly due in respect of a bonus; and an amount of approximately R16.9 million allegedly owing in respect of the breach of a share option agreement. In addition, Mr Vela has also claimed interest on these amounts and legal costs. The trial commenced on 28 August 2017 and was concluded. The court delivered judgement on 6 February 2018 and found for the Company in respect of the capital portion of its claim. Mr Vela’s two counterclaims were dismissed, but the court found the Company liable to Mr Vela for the bonus claim. Mr Vela applied for leave to appeal and was granted leave to appeal. He is appealing against the court upholding the Company’s claim against him and the court dismissing two of his counterclaims. The Company applied for and was granted leave to cross-appeal. The Company is cross-appealing against the court upholding Mr Vela’s bonus claim. Mr Vela’s notice of appeal has been filed with the Supreme Court of Appeal. The Company’s notice of cross-appeal has been finalised and has been filed with the Supreme Court of Appeal.

#### **4.4 Richard Linnell**

Mr Richard Linnell (the Company’s former Chairman) instituted legal action against the Company during September 2016 in which he claims, amongst others, payment of approximately R14.7 million, together with interest, and the reinstatement of 12.6 million share options which the Company contends have lapsed. He is also claiming legal costs. The Company is defending the action and, for over 18 months, Mr Linnell has taken no steps to progress this legal action.

### **5. OPINIONS AND RECOMMENDATIONS**

The Directors are of the opinion that the proposed resolutions providing authority to the Directors of the Company to commence with the process of the proposed Rights Offer by authorising the dilution of voting rights of existing Shareholders by more than 30% is in the interest of the Company and its Shareholders as well as the amendment of the MOI. All Directors who are entitled to vote at the General Meeting intend voting in favour of the special and ordinary resolutions to be proposed at the General Meeting.

### **6. GENERAL MEETING OF SHAREHOLDERS**

A General Meeting of Efora Shareholders will be held at 10:00 on 18 June 2018, in the boardroom of the Company at 1st Floor, 12 Culross Road, Bryanston, South Africa, at which the resolutions set out in the notice to this Circular will be proposed for consideration and, if deemed fit, approved, with or without modification.

### **7. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors of Efora, whose names are given on page 5 of this Circular, collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statements in the Circular false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this Circular contains all information required by law and the JSE Listings Requirements.

## **8. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at any time during normal business hours from 18 May 2018 until the close of the General Meeting of the Company to be held at 10:00 on 18 June 2018, in the boardroom of the Company at 1st Floor, 12 Culross Road, Bryanston, South Africa and at PSG Capital's Johannesburg offices at the address indicated in the "Corporate Information" section of this Circular:

- 8.1 the MOI;
- 8.2 this Circular signed on behalf of Directors; and
- 8.3 letters of consent of the advisers to the Company named on the inside front cover of this Circular to their names appearing herein.

SIGNED AT BRYANSTON ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY ON 18 MAY 2018.

**Chief Financial Officer**

Efora Energy Limited



**EFORA ENERGY LIMITED**  
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(Registration number: 1993/000460/06)  
Share code: EEL  
ISIN: ZAE000248258  
("Efora" or "the Company")

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## NOTICE OF GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company's Shareholders will be held at 10:00 on 18 June 2018, in the boardroom of the Company at 1st Floor, 12 Culross Road, Bryanston, South Africa, to consider and, if deemed fit, pass, with or without modification, the following special and ordinary resolutions set out below:

### 1. SPECIAL RESOLUTION NUMBER 1 – AUTHORITY TO ISSUE SHARES

**"RESOLVED AS A SPECIAL RESOLUTION** that the Company be and is hereby authorised to issue the Rights Offer Shares, the voting power of which will exceed 30% of the voting power of all Efora Shares held by Efora Shareholders immediately prior to the issue of the Rights Offer Shares in terms of section 41(3) of the Companies Act."

#### **Reason and effect**

The reason for Special Resolution Number 1 is that section 41(3) of the Companies Act requires that companies obtain the approval of members by special resolution for any issue of securities, if the voting power of the securities that will be issued will be equal to or exceed 30% of the voting power of all the securities of that class held immediately before the issue.

The effect of Special Resolution Number 1 is that the Company shall be authorised to issue the Rights Offer Shares as required in terms of section 41(3) of the Companies Act.

In terms of the Companies Act, 75% of the votes cast by Shareholders present or represented by proxy at the meeting must be cast in favour of this resolution for it to be adopted.

### 2. SPECIAL RESOLUTION NUMBER 2 – SHARE INCREASE

**"RESOLVED AS A SPECIAL RESOLUTION** that the authorised share capital of the Company be and is hereby increased from 1 000 000 000 Ordinary Shares of no par value to 5 000 000 000 Ordinary Shares of no par value by way of amendment to the MOI in terms of section 16(1)(c) of the Companies Act by the filing of a notice of amendment with the CIPC."

#### **Reason and effect**

The reason for Special Resolution Number 2 is to increase the authorised share capital of the Company by way of amendment to the MOI in terms of section 16(1)(c) of the Companies Act by the filing of a notice of amendment with the CIPC. The effect of Special Resolution Number 2 will be that the Company's authorised share capital of 1 000 000 000 Ordinary Shares of no par value will be increased to 5 000 000 000 Ordinary Shares of no par value.

### 3. ORDINARY RESOLUTION NUMBER 1

**"RESOLVED THAT** the Directors of the Company be and are hereby authorised to do all such things and sign all documents and take all such action as they consider necessary to implement the resolutions set out in the notice convening the General Meeting which have been duly passed."

## VOTING AND PROXIES

On a show of hands, every Shareholder of the Company who (being an individual) is present in person or by proxy at the General Meeting or which (being a company or body corporate) is represented thereat by a representative, shall have one vote, and on a poll, every Shareholder of the Company present in person (whether an individual or a company or other body corporate) or represented by proxy at the General Meeting, shall have one vote for each Ordinary Share of which he is the registered holder.

A Shareholder entitled to attend and vote at the General Meeting may appoint one or more persons as his proxy to attend, speak and, subject to the articles of association of Efora, vote in his stead. A proxy need not also be a Shareholder of the Company.

Holders of Certificated Shares, and Holders of Dematerialised Shares who have elected Own Name registration in the sub-register through a CSDP, who are unable to attend the General Meeting, but wish to be represented thereat, must complete and return the attached form of proxy in accordance with the instructions contained therein so as to be received by the Transfer Secretaries by no later than 10:00 on 14 June 2018.

Holders of Dematerialised Shares must instruct their CSDP or broker to vote by proxy on their behalf in terms of the agreement entered into between the Shareholder and their CSDP or broker. Such Shareholders who wish to attend the General Meeting must request their CSDP or broker to provide them with the necessary letter of representation to attend and vote their Shares.

By order of the Board

**Company Secretary**

18 May 2018

**REGISTERED OFFICE**

1st Floor, 12 Culross Road  
Bryanston, 2021  
PostNet Suite 211, Private Bag X75, Bryanston, 2021

**TRANSFER SECRETARIES**

Link Market Services Proprietary Limited  
(Registration number 2000/007239/07)  
13th Floor, Rennie House  
19 Ameshoff Street  
Braamfontein, 2001  
South Africa  
PO Box 10462, Johannesburg, 2000



**EFORA ENERGY LIMITED**  
(formerly SacOil Holdings Limited)  
(Incorporated in the Republic of South Africa)  
(Registration number: 1993/000460/06)  
Share code: EEL  
ISIN: ZAE000248258  
("Efora" or "the Company")

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## FORM OF PROXY

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### FOR HOLDERS OF CERTIFICATED SHARES AND HOLDERS OF DEMATERIALISED SHARES WHO HAVE ELECTED OWN NAME REGISTRATION

who wish to vote on the special and ordinary resolutions as set out in the Circular, to which this form is attached, at the General Meeting to be held in the boardroom of the Company at 1st Floor, 12 Culross Road, Bryanston, South Africa at 10:00 on 18 June 2018.

I/We (Full name in print) \_\_\_\_\_

of (address) \_\_\_\_\_

Telephone: (Work) ( \_\_\_\_\_ ) \_\_\_\_\_ (Home) ( \_\_\_\_\_ ) \_\_\_\_\_

being the holder of \_\_\_\_\_ Shares in the Company, hereby appoint (see note 1):

1. \_\_\_\_\_ or failing him/her
2. \_\_\_\_\_ or failing him/her

3. the Chairman of the General Meeting,

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions to be proposed thereat and at any adjournment thereof and to vote for or against the resolutions or to abstain from voting in respect of the Ordinary Shares in the issued share capital of the Company registered in my/our name/s, in accordance with the following instruction (see note 2):

	For	Against	Abstain
<b>Special Resolution Number 1</b> Authority to issue shares			
<b>Special Resolution Number 2</b> Share Increase			
<b>Ordinary Resolution Number 1</b> Authority granted to Directors to implement resolutions			

Please indicate with an "X" or the relevant number of votes in the relevant spaces above according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Shares held in respect of which you desire to vote (see note 2).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2018.

Signature \_\_\_\_\_ Authority of signatory to be attached (see notes 5 and 6)

Assisted by (where applicable) \_\_\_\_\_

Only Shareholders holding Share Certificates or holders of Dematerialised Shares with Own Name registration who are entitled to attend and vote at the General Meeting and at any adjournment thereof may appoint one or more proxies to attend, speak and vote in place of such Shareholder. A proxy so appointed need not be a Shareholder of the Company.

**Please read the notes on the reverse side hereof.**

**Notes:**

1. The date on which Shareholders must have been recorded as such in the share register maintained by the Transfer Secretaries of the Company for purposes of being entitled to receive this notice is 11 May 2018.
2. The date on which Shareholders must be recorded in the share register of the Company for purposes of being entitled to attend and vote at this meeting is 8 June 2018, with the last day to trade being 5 June 2018.
3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the Chairman of the meeting and must accordingly bring a copy of their identity documents, drivers' licence or passport to the meeting. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the Transfer Secretaries for guidance.
4. A holder of Certificated Shares or Holders of Dematerialised Shares who have elected "Own Name registration" in the sub-register through a CSDP may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided, with or without deleting "the Chairman of the General Meeting", but any such deletion must be signed in full by the Shareholder concerned. The person whose name appears first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is inserted in the spaces provided, the Chairman shall be deemed to be appointed as the proxy to vote in the manner indicated in the form and if no clear indication is made to vote in favour of the proposed resolutions.
5. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of Shares than you own in the Company, insert the number of Ordinary Shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting as he/she deems fit in respect of all the Shareholder's votes exercisable thereat; provided that, in the case of the Chairman, he shall be required to vote in favour of the resolutions. A Shareholder or his proxy is not obliged to use all the votes exercisable by the Shareholder or by his proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the Shareholder or by his/her proxy.
6. The date must be filled in on this form of proxy when it is signed.
7. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof. Where there are joint holders of Shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Transfer Secretaries or waived by the Chairman of the General Meeting.
9. Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy unless it has previously been registered with the Company or the Transfer Secretaries.
10. A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company by no later than one hour before the commencement of the General Meeting at which the proxy is to be used.
11. Where Shares are held jointly, all joint holders are required to sign this form of proxy.
12. Any alterations or corrections made to this form of proxy must be signed in full and not only initialled by the signatories.
13. A minor must be assisted by his parent or guardian unless the relevant documents establishing his legal capacity are produced or have been registered with the Transfer Secretaries.
14. The Chairman of the General Meeting may accept or reject any form of proxy, in his absolute discretion, which is completed other than in accordance with these notes.
15. If required, additional forms of proxy are available from the Transfer Secretaries.
16. Forms of proxy must be received by the Transfer Secretaries by no later than 10:00 on 14 June 2018; however, a Shareholder may submit the form of proxy (*yellow*) at any time before the commencement of the General Meeting (or any adjournment of the General Meeting) or hand it to the Chairman of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment of the General Meeting); provided that, should a Shareholder lodge the form of proxy (*yellow*) with the Transfer Secretaries less than 48 (forty-eight) hours before the General Meeting, a Shareholder will also be required to furnish a copy of such form of proxy (*yellow*) to the Chairman of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or any adjournment of the General Meeting).

## SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder;
- a proxy may delegate his or her authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
- any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
- if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company;
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise; and
- if the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
  - the relevant shareholder; or
  - the proxy or proxies, if the relevant shareholder has:
    - (i) directed such company to do so, in writing; and
    - (ii) paid any reasonable fee charged by such company for doing so.

