

MG01

Particulars of a mortgage or charge



645356/13

A fee is payable with this form
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

Please return
via
CH London Counter

What this form is for
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

X What this form is NOT for
You cannot use this form to
particulars of a charge for a
company. To do this, please
use form MG01s

TUESDAY



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LD2

02/10/2012

#90

COMPANIES HOUSE

NOT OFFICIAL USE

1 Company details

Company number 0 4 8 2 2 5 2 0

Company name in full Cluff Gold plc (the **Mortgagor**)

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d 1 d 2 m 0 m 9 y 2 y 0 y 1 y 2

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description Mortgage over shares in Cluff Mining (West Africa) Limited (the **Mortgage**)

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured All the liabilities of the Mortgagor to Samsung under or pursuant to
the Gold Prepayment Agreement except for (a) the liabilities of the
Mortgagor to Samsung under clause 4 (*Sale and Purchase*) of the
Gold Prepayment Agreement and (b) any liabilities which, if
secured by the Mortgage, would result in a contravention by the
Mortgagor of the prohibitions in Chapter 2 (*Financial assistance
for purchase of own shares*) of Part 18 of the Companies Act 2006
(the **Secured Liabilities**)

Note Capitalised terms not defined on this page are defined in the
MG01 Continuation Sheet attached

Continuation page

Please use a continuation page if
you need to enter more details

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Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name

Samsung C&T Corporation (**Samsung**)

Address

1321 Seocho 20, Seocho 2-dong, Seoul 137-956, Republic of
Korea

Postcode

1 3 7 - 9 5 6

Name

Address

Postcode

Continuation page

Please use a continuation page if
you need to enter more details

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars


See the MG01 Continuation Sheet attached

Continuation page

Please use a continuation page if
you need to enter more details

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7	Particulars as to commission, allowance or discount (if any) Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered	
Commission allowance or discount	NIL	
8	Delivery of instrument You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870) We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)	
9	Signature Please sign the form here Signature  This form must be signed by a person with an interest in the registration of the charge	

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record

Contact name
Jolyon Watson-Steele/95914 00001

Company name
SNR Denton UK LLP

Address
One Fleet Place

Post town
London

County/Region
Greater London

Postcode
E C 4 M 7 W S

Country
England

DX

Telephone
020 7246 7173



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>1 Mortgage</p> <p>The Mortgagor mortgaged or (if or to the extent that the Mortgage did not take effect as a mortgage) charged by way of fixed charge</p> <p>(a) the Shares, and</p> <p>(b) the Distribution Rights</p> <p>2 Nature of Security created</p> <p>The Security created under the Mortgage was created</p> <p>(a) as a continuing security to secure the payment and discharge of the Secured Liabilities, and</p> <p>(b) in favour of Samsung</p> <p>3 Negative pledge</p> <p>In the Mortgage, the Mortgagor undertook not to, except as permitted by the Gold Prepayment Agreement, create or permit to subsist any Security over any Security Asset</p> <p>4 Definitions</p> <p>Cluff Mining means Cluff Mining (West Africa) Limited, a company incorporated in England and Wales with registered number 03179606 and registered office at 15 Carteret Street, London SW1H 9DJ, United Kingdom</p> <p>Distribution Rights means all dividends, interest and other distributions paid or payable on or in respect of the Shares, and any right to receive them</p> <p>Equivalent Financial Collateral has the same meaning as it has in the Regulations</p> <p>Gold Prepayment Agreement means the gold prepayment agreement dated on or around the date of the Mortgage between the Mortgagor and Samsung</p> <p>Regulations means the Financial Collateral Arrangements (No 2) Regulations 2003 (S I 2003/3226) or equivalent legislation in any applicable jurisdiction bringing into effect Directive 2002/47/EC on financial collateral arrangements, and Regulation means any of them</p>	

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Please give the short particulars of the property mortgaged or charged

Short particulars

Security means a mortgage, charge, pledge, lien, assignment by way of security, retention of title provision, trust or flawed asset arrangement (for the purpose of, or which has the effect of, granting security) or other security interest securing any obligation of any person or any other agreement or arrangement in any jurisdiction having a similar effect

Security Assets means all of the assets of the Mortgagor which are the subject of any Security created or to be created by the Mortgage

Shares means

- (a) the shares specified in the Schedule (*Detail of Shares*), and
- (b) any other shares in Cluff Mining owned legally or beneficially by the Mortgagor from time to time,

in each case together with (i) all allotments, accretions, offers, options, rights, bonuses, benefits and advantages, whether by way of conversion, redemption, preference, option or otherwise (except for Distribution Rights) which at any time accrue to or are offered or arise in respect of them, and (ii) any Equivalent Financial Collateral provided in accordance with Clause 10 (*Rights and powers of Samsung*) of the Mortgage

5 Interpretation

Any reference in this Form MG01 to

- (a) the Mortgagor or Samsung includes any one or more of its assigns, transferees and successors in title (in the case of the Mortgagor, so far as any such is permitted), and
- (b) the Mortgage is a reference to the Mortgage as amended, novated, supplemented, extended, restated or replaced from time to time

Schedule – Detail of Shares

Number of shares or amount of stock or other securities	Name of issuing company	Description of shares, stock or other securities
Two (2)	Cluff Mining (West Africa) Limited	Ordinary



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 4822520
CHARGE NO. 5**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE OVER SHARES
DATED 12 SEPTEMBER 2012 AND CREATED BY AMARA
MINING PLC FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO SAMSUNG C&T CORPORATION
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 2 OCTOBER 2012**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 OCTOBER 2012

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Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**