

MG02

Statement of satisfaction in full or in part of mortgage or charge



✓ **What this form is for**
You may use this form to register a
statement of satisfaction in full or in
part of a mortgage or charge

✗ **What this form is NOT for**
You cannot use this form to:
a statement of satisfaction in
or in part of a fixed charge for
company registered in Scotland
do this, please use form MG1

WEDNESDAY



LAYK8RIU

LD3

09/02/2011

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COMPANIES HOUSE

1	Company details	<input type="checkbox"/> For official use
Company number	0 4 8 2 2 5 2 0	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	Cluff Gold plc	

2	Creation of charge	1 You should give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Legal charge' 2 The date of registration may be confirmed from the certificate
Date charge created	29 09 2009	
Description 1	Mortgage and fixed and floating equitable charge created under a Deed of Amendment	
Date of registration 2	20 01 2009	

3	Name and address of chargee(s), or trustee(s) for the debenture holders	Continuation page Please use a continuation page if you need to enter more details
	Please give the name and address of the chargee(s), or trustee(s) for the debenture holders	
Name	RMB Resources, a division of FirstRand (U K) Limited	
Address	2 London Bridge London	
Postcode	S E 2 1 9 R A	
Name	RMB Australia Holdings Limited	
Address	60 Castlereagh Street, Sydney, New South Wales, Australia, 2000	
Postcode		
Name		
Address		
Postcode		

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4**Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged

Continuation page

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

Short particulars

(1) By way of a first legal mortgage, the Mortgaged property,
(2) by way of a first fixed charge, to the extent that the Mortgaged Property is not the subject of a mortgage under paragraph (1) above, and,
(3) by way of first fixed and floating equitable charge, the Charged Property

The Charge is

(a) a first fixed charge over all the Chargor's present and future right, title and interest in, to or under the following property to the extent that the property forms part of the Charged Property

(1) each of the Kalsaka Gold project, the Anovia Gold Project and the Baomahun Gold Project,

(2) freehold or leasehold property or other interest in real property,

(3) fixtures, buildings, plant, machinery and equipment,

(4) uncalled or called but unpaid nominal or premium capital of the Chargor,

(5) any encumbrance of over any real or personal property,

(6) title documents any other documents evidencing a right to the possession of any real or personal property,

(7) any partnership in which the Chargor is a partner,

(8) any present and future insurance policy in relation to the Charged Property,

(9) the Political Risk Insurance for Foreign Equity Investors Policy No VOH002 arranged by FirstCity Partnership Limited in respect of the Chargor's interests in each of the Kalsaka Gold Project, the Angovia Gold Project and the Baomahun Gold Project,

(10) all present and future debts and receivables including any book debts and any claims which could be classified as cash at bank or which otherwise represent the benefit of a payment obligation owed by a bank or other financial institution

Please see the continuation sheets

5**Satisfaction of the debt**

I confirm that the debt for which the charge described above was given has been paid or satisfied ①

☒ In full☐ In part

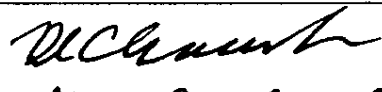
① Please tick one box only

6**Signature**

Please sign the form here

Signature

Signature

X  X
for ALLEN & OVERLY LLP on behalf
of the chargee

This form must be signed by a person with an interest in the registration of the charge

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4	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged
Short particulars	<p>(11) Marketable Securities, (12) Intellectual Property Rights, (13) the present and future right, title and interest of the Chargor from time to time in amounts standing to the credit of of any bank account held by the Chargor for the repayment of the deposit and the debt represented by it, (14) all claims, demands, actions, proceedings and remedies which the Chargor may have and bring at any time in relation to any bank account held by the Chargor, and (15) any other part of the Charged Property which is the subject of a fixed charge in favour of any person,</p> <p>(b) a floating charge over the Charged Property not at any other time otherwise effectively mortgaged or charged by way of a fixed charge of fixed mortgage under paragraph 1 of the Charge, and</p> <p>(c) if the fixed charge created under the Charge is taken in respect of any part of the Charged Property is or becomes a floating charge by operation of law, a floating charge over that part of the Charged Property</p> <p>The "Charged Property" means all of the present and future undertaking, assets and rights of the Chargor, including all real and personal property, choses in action, goodwill, uncalled nominal or premium capital and called but unpaid nominal or premium capital</p> <p>The "Mortgaged Property" means all of the right, title and interest of the Chargor in and to:</p> <p>(a) all of the issued shares in Cluff Gold (West Africa) Ltd, Cluff Gold (UK) Ltd, Cluff Mining (West Africa) Limited and Winston Mining Limited held by the Chargor (the "Shares"),</p> <p>(b) all present and future rights and property interests attaching to or arising out of or otherwise in respect of the holding of an interest in (i) the Shares, (ii) any distributions paid or payable, any bonus shares or other marketable securities issued, and any rights to take up marketable securities in respect of the Shares, (iii) any proceeds of, or from the disposal, redemption, repurchase, cancellation, or forfeiture of any Shares, (iv) any Marketable Security resulting from the conversion, consolidation or subdivision of any Share, and (v) any in specie distribution in respect of any Shares,</p> <p>(c) all debts and liabilities of the Chargor to any and all other Cluff Group Members on any account and in any capacity, irrespective of whether the debts or liabilities (i) are present or future, (ii) are actual, prospective, contingent or otherwise, (iii) are at any time ascertained or unascertained, (iv) are owed or incurred or on account of the Borrower alone or severally or jointly with another person;</p>

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Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

(v) are owed to or incurred for the account of a Cluff Group Member alone, or severally or jointly with another person,
(vi) are owed to another person as agent (whether disclosed or not) for or on behalf of a Cluff Group Member,
(vii) are owed or incurred as principal, interest, fees, charges, taxes, duties or other imposts, damages (whether for breach of contract or tort or incurred on another ground), losses, costs or expenses, or on any other account,
(viii) are owed to or incurred for the account of a Cluff Group Member before or after the date of the Deed of Amendment, or
(ix) comprise a combination of the above

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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. The contact information you give will be visible to searchers of the public record.

Contact name Joan Whybray

Company name Allen & Overy LLP

Address One Bishops Square

Post town London

County/Region

Postcode E 1 6 A D

Country United Kingdom

DX

Telephone 0203 088 3917



Important information

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



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



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 completed the charge details in Section 2
- ☐ You have completed the name and address of the chargee, or trustee for the debenture holders
- ☐ You have completed the short particulars of the property mortgaged or charged
- ☐ You have confirmed whether the charge is to be satisfied in full or in part
- ☐ You have signed the form



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