

**Company** Cape Resources PLC  
**TIDM** CAPE  
**Headline** Loan Agreement, Director Changes,  
Issue of Equity  
**Released** 11:00 23-Apr-2010  
**Number** 6873K11

RNS Number : 6873K  
Cape Resources PLC  
23 April 2010

**CAPE RESOURCES PLC  
(AIM: CAPE)**

**Agreement of Facility Loan Agreement, Directorate Changes, Issue of Equity &  
Change of Registered Office**

Cape Resources plc ("Cape" or "the Company"), the mining company focused on acquiring resource assets in Southern Africa, announces an agreement of facility loan agreement, directorate changes, the issue of equity and a change of registered office.

**Agreement of Facility Loan Agreement**

Cape announces that it has entered into a facility loan agreement with Community Investment Holdings (Proprietary) Limited ("CIH") for the provision of working capital in connection with its Elandsplaagte mine ("the Loan").

The Loan allows for an amount up to 15,000,000 ZAR to be advanced to Cape. As at the date of this announcement the amount drawn down is approximately equal to 11,995,226 ZAR.

Interest will be charged on the Loan at the publicly quoted basic lending rate per annum, compounded monthly in arrears, charged by First National Bank of Southern Africa Limited on the unsecured overdrawn current accounts of its clients from time to time, as certified by any manager of that bank, whose appointment it shall not be necessary to prove. The term of the Loan is 12 months after the commencement of the Loan. Repayment may under certain circumstances be triggered earlier in the event of the Company making an acquisition. Under the terms of the Loan CIH can elect for repayment of the Loan in Cape shares at a value of 3.5 pence per share subject to SA Excon approval.

Dr Anna Mokgokong and Merika Johannes (Joe) Madungandaba have a controlling interest in CIH.

Dr Anna Mokgokong and Mr M J Madungandaba are directors of the Company and therefore the Loan is classified under the AIM Rules as a related party transaction. The independent directors of Cape, that is, the Directors excluding Dr Anna Mokgokong and M J Madungandaba, having consulted with their nominated adviser,

WH Ireland Limited, consider that the terms of this transaction are fair and reasonable insofar as the Company's shareholders are concerned.

### Directorate Changes

Cape announces that it has appointed Peter Jay (aged 65) as non-executive director to the Board and company secretary with immediate effect.

His directorships in the last five years are as follows:

| Name                             | Further Detail      |
|----------------------------------|---------------------|
| Mountfield Group Plc             |                     |
| Mountfield Land Limited          |                     |
| YCO Group Plc                    |                     |
| Interactive Publishing Plc       |                     |
| Bridge BioResearch Plc           |                     |
| Meze LLP                         |                     |
| Zeme Limited                     |                     |
| Beachcroft LLP                   |                     |
| Distinctive Leisure Plc          | Resigned 20/02/2006 |
| Global Corporate Finance Limited | Resigned 25/06/2007 |
| Yellow Cat Uranium Plc           | Resigned 15/05/2008 |
| Beach Secretaries Limited        | Resigned 14/07/2009 |
| Croft Nominees Limited           | Resigned 14/07/2009 |

Mr Jay was also a director of the following companies which were placed into an insolvency procedure within twelve months of his directorship:

| Name              | Date of resignation | Insolvency procedure        | Date of procedure |
|-------------------|---------------------|-----------------------------|-------------------|
| Balcombes Limited | November 1983       | Administrative Receivership | March 1984        |
| Subhost Limited   | 13 December 1994    | Receivership                | 27 February 1995  |

There are no other disclosures required in accordance with Schedule 2(g) of the AIM Rules.

Further to the appointment of Peter Jay, Cape announces that Sharon Sasson has resigned from the board of directors with immediate effect. The board would like to thank Sharon Sasson for his contribution and efforts.

### Issue of Equity

The directors having waived their claims to outstanding fees the board agreed to the issue to each of Sharon Sasson and Oren Lubow in recognition of the services they have undertaken for the Company new ordinary shares of 1 pence each ("Ordinary Shares") as follows:

| Name          | Price (pence) | No. Shares | Revised Holding | Revised % Holding |
|---------------|---------------|------------|-----------------|-------------------|
| Oren Lubow    | 3.5           | 3,428,572  | 3,428,572       | 2.23              |
| Sharon Sasson | 3.5           | 3,428,572  | 3,428,572       | 2.23              |

Dr Anna Mokgokong and Mr M J Madungandaba advised the board that they did not wish to accept the offer to have shares issued to them in that connection until such time as value had been created for the Company's shareholders by way of it making acquisitions of resource assets.

In addition, a further 2,217,713 new Ordinary Shares have been issued to certain creditors of the Company in payment of outstanding balances.

Application for these Ordinary Shares to be admitted to trading on AIM has been made and is expected to occur on 29 April 2010. The new Ordinary Shares will rank *pari passu* with the existing Ordinary Shares in issue.

In accordance with the Disclosure and Transparency Rules (DTR 5.6.1R), the Company confirms that, following this issue, its issued share capital comprises 153,670,910 Ordinary Shares. All of the Ordinary Shares have equal voting rights and none of the Ordinary Shares are held in Treasury. The total number of voting rights in the Company is therefore 153,670,910. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the Disclosure and Transparency Rules.

Oren Lubow and Sharon Sasson are directors of the Company, or have been within 12 months of the date of the issue of shares, and therefore the issue of shares is classified under the AIM Rules as a related party transaction. The independent directors of Cape, that is the Directors excluding Oren Lubow, having consulted with their nominated adviser, WH Ireland Limited, consider that the terms of this transaction are fair and reasonable insofar as the Company's shareholders are concerned.

### **Change of Registered Office**

Finally, Cape announces that it has changed its registered office to Cape Resources Plc, Beachcroft LLP, 100 Fetter lane, London EC4A 1BN

Contacts:

**Cape Resources plc**

Dr Anna Mokgokong, Chairperson

[www.caperesourcesplc.com](http://www.caperesourcesplc.com)

+27 (12) 3476 180

**WH Ireland Limited**

John Wakefield / Marc Davies

[www.wh-ireland.co.uk](http://www.wh-ireland.co.uk)

+44 (0) 117 945 3470

This information is provided by RNS  
The company news service from the London Stock Exchange

END