



Exxaro Resources Limited

(Previously Kumba Resources Limited)

(Incorporated in the Republic of South Africa)

(Registration number 2000/011076/06)

Share code: EXX (ISIN: ZAE000034310)

("Exxaro" or "the company")

Directors

Non-executive

P M Baum
J J Geldenhuys#
U Khumalo
Dr D Konar#
V Z Mntambo
R P Mohring#
P K V Ncetezo
N Nyembezi-Heita#
N Sowazi
D R Zihlangu
#Independent

Executive

Dr C J Fauconnier (*Chief Executive Officer*)
S A Nkosi
M J Kilbride
D J van Staden

Notice of general meeting

Notice is hereby given that a general meeting of shareholders of Exxaro will be held at the registered office of Exxaro, situated in the Corporate Office, Roger Dyason Road, Pretoria West at 10:00 on Tuesday, 6 March 2007, for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions set out in this notice of general meeting.

1. ORDINARY RESOLUTION NUMBER 1

"RESOLVED THAT the acquisition by Exxaro Base Metals (Proprietary) Limited, a wholly-owned subsidiary of the company, of a 26% shareholding in Black Mountain Mining (Proprietary) Limited from Anglo Operations Limited, on the basis set out in the circular to which the notice of general meeting proposing this ordinary resolution is attached, be and is hereby approved."

In terms of the JSE Listings Requirements, this resolution is required to be passed by a simple majority of the votes cast by all shareholders present or represented by proxy at the general meeting, excluding any votes cast by any member of the Anglo American Group.

2. ORDINARY RESOLUTION NUMBER 2

"RESOLVED THAT the acquisition by Exxaro TSA Sands (Proprietary) Limited, a wholly-owned subsidiary of the company, of the assets and business of Namakwa Sands, being a mineral sands operation owned by Anglo Operations Limited, from Anglo Operations Limited, on the basis contemplated in the circular to which the notice of general meeting proposing this ordinary resolution is attached, be and is hereby approved."

In terms of the JSE Listings Requirements, this resolution is required to be passed by a simple majority of the votes cast by all shareholders present or represented by proxy at the general meeting, excluding any votes cast by any member of the Anglo American Group.

3. ORDINARY RESOLUTION NUMBER 3

“**RESOLVED THAT** the directors of the company be and are hereby authorised to take all necessary steps to implement the ordinary resolutions set out above.”

Voting and proxies

The votes of shares held by share trusts, other than those held by the Exxaro Employee Empowerment Participation Scheme Trust, will not be taken into account at the general meeting for JSE Listings Requirements resolution approval purposes.

A form of proxy (blue) is attached for the convenience of any certificated or dematerialised Exxaro shareholder with own name registration who cannot attend the general meeting, but who wishes to be represented thereat. In order to be valid, completed forms of proxy must be received by the transfer secretaries of the company, Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) by no later than 10:00 on Friday, 2 March 2007.

By order of the board of directors

M S Viljoen

Exxaro Group Company Secretary

19 February 2007

Postal address

PO Box 9229, Pretoria, 0001

Business address

Roger Dyason Road, Pretoria West, 0183

Transfer secretaries

Computershare Investor Services 2004 (Proprietary) Limited
Ground Floor, 70 Marshall Street, Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)