



(Incorporated in the Republic of South Africa)
 (Registration number 1994/005983/06)
 JSE code: WEA ISIN: ZAE000078002
 (“Wearne” or “the Company”)

Form of Proxy

To be completed by registered certificated shareholders and dematerialised shareholders with own-name registration only.

For use in respect of the annual general meeting of the company to be held at 11:00 on Wednesday, 16 September 2009.

Ordinary shareholders who have dematerialised their shares with a CSDP or broker, other than with own-name registration, must arrange with the CSDP or broker concerned to provide them with the necessary Letter of Representation to attend the annual general meeting or the ordinary shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

I/We _____ (name in block letters)

of (address)

telephone contact details: _____ (w) _____ (c)

being a member/members of WG Wearne Limited and entitled to _____ votes, hereby appoint

1. _____ or failing him/her
2. _____ or failing him/her the chairman of the annual general meeting

as my/our proxy to act for me/us at the annual general meeting, to be held on Wednesday 16 September 2009 at 11:00, in the boardroom at Wearne, Stonemill Office Park, 3 Kiepersol House, 300 Acacia Road, Cresta, and at any adjournment thereof, as follows:

	Number of Wearne Shares		
	In favour	Against	Abstain
To pass ordinary resolutions			
1. Adoption of annual financial statements			
2.1 Re-election of directors			
2.1.1 JC Wearne			
2.1.2 B Mkhonto			
2.2 To confirm the appointment of directors			
2.2.1 N Heyns			
2.2.2 HWP Scholtz			
2.2.3 MM Patel			
3. Re-appointment of independent auditors			
4. To ratify the directors' remuneration			
5. To place the unissued share capital under the control of the directors			
6. General authority to issue shares for cash			
7. Directors' authority to effect resolutions			
To pass special resolution			
8. General authority to repurchase the company's shares			

Signed at _____ on _____ 2009

Member _____

Please read the following instructions.

Form of proxy – Instructions

1. On a poll a shareholder is entitled to one vote for each share held.
2. Forms of proxy must be lodged at, posted to or faxed to Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107, Fax +27 (0)11 688 5238), to reach the company by no later than 48 hours prior to the meeting.
3. A shareholder 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 words "the chairman of the annual general meeting". Any such deletion must be individually initialled by the shareholder, failing which they will not have been validly affected. The person present at the annual general meeting whose name appears first on the form of proxy and has not been deleted shall be entitled to act as proxy to the exclusion of the persons whose names follow.
4. Any alterations or corrections to this form of proxy have to be initialled by the relevant signatory(ies).
5. Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the company) to attend, speak and vote (either on a poll or by show of hands) in place of that shareholder at the annual general meeting.
6. Voting instructions for each of the resolutions must be completed by filling the number of votes (one per ordinary share) under the "In favour", "Against" or "Abstain" headings on the form of proxy. If no instructions are filled in on the form of proxy, the chairman of the annual general meeting, if the chairman is the authorised proxy, or any other proxy, shall be authorised to vote in favour of, against or abstain from voting as he/she deems fit.
7. A shareholder or his/her proxy is entitled but not obliged to vote in respect of all the ordinary shares held by the shareholder. The total number of votes for or against the ordinary and special resolutions and in respect of which any abstention is recorded may not exceed the total number of shares held by the shareholder.
8. Documentary evidence establishing the authority of a person signing this form must be attached to this form of proxy unless previously recorded by the transfer secretaries of the company or waived by the chairman of the annual general meeting.
9. This form of proxy is to be completed only by those shareholders who either still hold shares in a certificated form, or whose dematerialised shares are recorded in their "own name" in electronic form in the subregister.
10. Shareholders whose dematerialised shares are held in the name of a nominee and wish to attend the annual general meeting must contact their Central Securities Depository Participant ("CSDP") or broker who will furnish them with the necessary Letter of Representation to attend the annual general meeting. Alternatively, they have to instruct their CSDP or broker as to how they wish to vote. This has to be done in terms of the agreement between the shareholder and the CSDP or the broker.
11. Shareholders who wish to attend and vote at the meeting must ensure that their Letters of Representation from their CSDP or broker reach the transfer secretaries not later than 48 hours prior to the meeting.
12. The completion and lodging of this form of proxy does not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person to the exclusion of any proxy appointed by the shareholder.
13. The chairman of the annual general meeting may accept or reject any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.

Transfer secretaries' office
Computershare Investor Services (Pty) Ltd
70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107)