

Form of Proxy

(for use by certificated shareholders and own name dematerialised shareholders)

W G Wearne Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1994/005983/06)

JSE code: WEA ISIN: ZAE000078002

("Wearne" or "the Company")

Form of proxy for the Annual General Meeting of the Company to be held at 10:00 on Thursday, 17 August 2006 at the company's registered offices, Main Road, Aureus, Randfontein ("the Annual General Meeting").

For use by certificated shareholders, nominee companies of Central Securities Depository Participants ("CSDP"), brokers' nominee companies and shareholders who have dematerialised their shares and who have elected own-name registration, who wish to vote on the ordinary and special resolutions per the Notice of the Annual General Meeting to which this form is attached.

Shareholders who have dematerialised their shares through a CSDP or broker must not complete this form of proxy and must provide their CSDP or broker with their voting instructions, except for shareholders who elected own-name registration in the sub-register through a CSDP, which shareholders must complete this form of proxy and lodge it with Computershare Investor Services 2004 (Proprietary) Limited. Holders of dematerialised shares other than with own name registration, wishing to attend the Annual General Meeting must inform their CSDP or broker of such intention and request their CSDP or broker to issue them with the necessary authorisation to attend.

I/We (Name in block letters)			
Of (Address)			
Being the holder/s of		Ordinary shares in the Company, do hereby appoint	
1.	or failing him/her		
2.	or failing him/her		
3. The chairperson of the Annual General Meeting			
as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company, or any adjournment thereof, which will be held for the purpose of considering and, if deemed fit, of passing, with or without modification, the ordinary and special resolutions as detailed in the Notice of Annual General Meeting, and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (refer notes):			
		Number of votes on a poll (one vote per ordinary share)	
		In favour	Against
			Abstain
To pass special resolution:			
1. To effect share buy-backs			
To pass ordinary resolutions:			
1. To issue for cash the authorised but unissued shares			
2. To place the unissued shares under the control of the directors			
3. To re-elect the following directors			
JC Wearne			
OJG Harvey			
4. To ratify directors' remuneration			
5. To authorise the signature of documentation			
6. To re-appoint Clarke and Patterson as auditors of the Company			
Signed at		on	2006
Signature			
Assisted by (if applicable)			

NOTES

- Each shareholder is entitled to appoint one or more proxies (none of whom need to be a shareholder of the Company) to attend, speak and vote in place of that shareholder at the Annual General Meeting.
- Shareholder(s) that are certificated or own-name dematerialised shareholders may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided, with or without deleting "the chairperson of the meeting", but any such deletion must be initialed by the shareholder(s). The person whose name stands first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. If no proxy is named on a lodged form of proxy the chairperson shall be deemed to be appointed as the proxy.
- A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy, in the case of any proxy other than the chairperson, to vote or abstain from voting as deemed fit and in the case of the chairperson to vote in favour of the resolution.
- A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained from may not exceed the total of the votes exercisable in respect of the shares held by the shareholder.
- Forms of proxy must be lodged at or posted to Computershare Investor Services 2004 (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received no later than 48 hours prior to the meeting.
- The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. Where there are joint holders of shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
- The chairperson of the Annual General Meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, the chairperson is satisfied as to the manner in which the shareholder concerned wishes to vote.
- Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or Computershare Investor Services 2004 (Proprietary) Limited or waived by the chairperson of the Annual General Meeting.
- Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
- A minor must be assisted by his/her parent guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare Investor Services 2004 (Proprietary) Limited.
- Where there are joint holders of any shares, only that holder whose name appears first in the register in respect of such shares need sign this form of proxy.