



(PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED 31 MARCH 2013

(Unaudited)

(Expressed in Canadian Dollars unless otherwise stated)

These financial statements have not been reviewed by the Company's auditors

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Condensed Consolidated Interim Statements of Financial Position

As at 31 March 2013

(Unaudited - Expressed in Canadian Dollars, unless otherwise stated)

			<u>Audited</u>
	<u>Note</u>	<u>31 March 2013</u>	<u>31 December 2012</u>
Assets			
Non-current assets			
Property, plant and equipment	5	704,013,927	748,456,905
Capital work-in-progress	6	24,384,960	20,027,764
Intangible assets		530,216	801,928
Mineral property interests		7,863,233	8,036,659
Goodwill		9,666,787	10,234,394
Platinum producers' environmental trust		3,201,004	3,250,760
Other non-current assets		202,463	231,425
Total non-current assets		749,862,590	791,039,835
Current assets			
Assets classified as held for sale		3,692,137	3,867,259
Inventories		-	769,447
Trade and other receivables		35,417,708	3,272,400
Cash and cash equivalents		15,826,394	14,580,886
Restricted cash		510,895	535,502
Total current assets		55,447,134	23,025,494
Total assets		805,309,724	814,065,329
Equity and Liabilities			
Equity			
Share capital		71,967,083	71,967,083
Treasury shares		(4,991,726)	(4,991,726)
Convertible preference shares		162,910,000	162,910,000
Foreign currency translation reserve		(8,220,487)	(9,797,657)
Share-based payment reserve		25,200,617	25,285,851
Accumulated loss		(270,330,689)	(264,166,155)
Total equity attributable to equity holders of the Company		(23,465,202)	(18,792,604)
Non-controlling interest		213,137,574	224,049,827
Total equity		189,672,372	205,257,223
Liabilities			
Non-current liabilities			
Loans and borrowings	7	445,227,566	434,968,189
Deferred taxation		133,307,280	142,341,072
Provisions		9,411,233	9,786,479
Total non-current liabilities		587,946,079	587,095,740
Current liabilities			
Trade and other payables		26,909,388	20,888,635
Short-term portion of loans and borrowings		781,885	823,731
Total current liabilities		27,691,273	21,712,366
Total liabilities		615,706,352	608,808,106
Total equity and liabilities		805,309,724	814,065,329

Approved by the Board of Directors on 14 May 2013

/s/ Harold Motaung

Harold Motaung (Director)

/s/ Fikile De Buck

Fikile De Buck (Director)

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Condensed Consolidated Interim Statements of Comprehensive Loss

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

	<u>Note</u>	<u>Three months ended 31 March</u>	
		<u>2013</u>	<u>2012</u>
Revenue		45,080,728	34,078,622
Cost of sales		(53,428,927)	(53,422,147)
Gross loss		(8,348,199)	(19,343,525)
Administrative expenses		(4,090,554)	(4,096,704)
Other income		145,091	77,160
Fair value gain on consolidated facility		20,627,354	-
Operating profit/(loss)		8,333,692	(23,363,069)
Finance income		108,720	139,351
Finance expense		(14,226,282)	(22,821,236)
Net finance expense		(14,117,562)	(22,681,885)
Loss before income tax		(5,783,870)	(46,044,954)
Income tax		1,159,007	4,777,493
Loss for the period		(4,624,863)	(41,267,461)
Other comprehensive income/(loss)			
Foreign currency translation differences for foreign operations		(10,976,744)	(1,653,339)
Other comprehensive loss for the period, net of income tax		(10,976,744)	(1,653,339)
Total comprehensive loss for the period		(15,601,607)	(42,920,800)
Loss attributable to:			
Owners of the Company		(6,164,534)	(21,537,582)
Non-controlling interest		1,539,671	(19,729,879)
Loss for the period		(4,624,863)	(41,267,461)
Total comprehensive loss attributable to:			
Owners of the Company		(4,689,354)	(22,102,429)
Non-controlling interest		(10,912,253)	(20,818,371)
Total comprehensive loss for the period		(15,601,607)	(42,920,800)

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Condensed Consolidated Interim Statement of Changes in Equity

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

	Share Capital	Treasury Shares	Convertible preference shares	Foreign currency translation reserve	Share-based payment reserve	Accumulated loss	Total	Non- controlling interest	Total
For the period ended 31 March 2012									
Balance at 1 January 2012	71,967,083	(4,991,726)	162,910,000	(11,238,333)	24,042,711	(245,448,316)	(2,758,581)	(25,326,683)	(28,085,264)
Total comprehensive income/(loss) for the period									
Loss for the period	-	-	-	-	-	(21,537,582)	(21,537,582)	(19,729,879)	(41,267,461)
Total other comprehensive income/(loss)	-	-	-	(598,609)	33,762	-	(564,847)	(1,088,492)	(1,653,339)
Total comprehensive income/(loss) for the period	-	-	-	(598,609)	33,762	(21,537,582)	(22,102,429)	(20,818,371)	(42,920,800)
Transactions with owners, recorded directly in equity									
Contributions by and distributions to owners									
Share-based payment transactions	-	-	-	-	258,481	-	258,481	-	258,481
Total contributions by and distributions to owners	-	-	-	-	258,481	-	258,481	-	258,481
Balance at 31 March 2012	71,967,083	(4,991,726)	162,910,000	(11,836,942)	24,334,954	(266,985,898)	(24,602,529)	(46,145,054)	(70,747,583)
For the period ended 31 March 2013									
Balance at 1 January 2013	71,967,083	(4,991,726)	162,910,000	(9,797,657)	25,285,851	(264,166,155)	(18,792,604)	224,049,827	205,257,223
Total comprehensive income/(loss) for the period									
Loss for the period	-	-	-	-	-	(6,164,534)	(6,164,534)	1,539,671	(4,624,863)
Total other comprehensive income/(loss)	-	-	-	1,577,170	(101,990)	-	1,475,180	(12,451,924)	(10,976,744)
Total comprehensive income/(loss) for the period	-	-	-	1,577,170	(101,990)	(6,164,534)	(4,689,354)	(10,912,253)	(15,601,607)
Transactions with owners, recorded directly in equity									
Contributions by and distributions to owners									
Share-based payment transactions	-	-	-	-	16,756	-	16,756	-	16,756
Total contributions by and distributions to owners	-	-	-	-	16,756	-	16,756	-	16,756
Balance at 31 March 2013	71,967,083	(4,991,726)	162,910,000	(8,220,487)	25,200,617	(270,330,689)	(23,465,202)	213,137,574	189,672,372

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Condensed Consolidated Interim Statements of Cash Flows

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

	<u>Note</u>	<u>Three months ended 31 March</u>	
		<u>2013</u>	<u>2012</u>
Cash flows from operating activities			
Cash utilised by operations	8	(27,402,956)	(7,616,753)
Interest received		79,672	83,466
Interest paid		(3,234)	(45)
Cash utilised by operating activities		(27,326,518)	(7,533,332)
Cash flows from investing activities			
Investment in environmental trusts		(113,652)	(122,232)
Acquisition of property, plant and equipment		-	(2,714)
Acquisition of capital work-in-progress		(11,990,803)	(6,995,160)
Cash utilised from investing activities		(12,104,455)	(7,120,106)
Cash flows from financing activities			
Loans and borrowings raised		41,728,952	15,265,737
Other loans repaid		(178,171)	(219,588)
Cash generated from financing activities		41,550,781	15,046,149
Effect of foreign currency translation		(874,300)	506,728
Net increase in cash and cash equivalents		1,245,508	899,439
Cash and cash equivalents, beginning of period		14,580,886	15,945,008
Cash and cash equivalents, end of period		15,826,394	16,844,447

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

1. REPORTING ENTITY

Atlatsa Resources Corporation (previously Anooraq Resources Corporation) (the "Company" or "Atlatsa") is incorporated in the Province of British Columbia, Canada. The condensed consolidated interim financial statements of the Company as at and for the three months ended 31 March 2013 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities") and the Group's interests in associates and jointly controlled entities.

2. GOING CONCERN

The Group incurred a net loss for the three months ended 31 March 2013 of \$4.6 million (2012 fiscal year: \$95.6 million) and as of that date its total assets exceeded its total liabilities by \$189.7 million (2012: total assets exceeded total liabilities by \$205.3 million). The company continues to incur losses.

The company embarked on a restructuring and recapitalising plan during 2012 and on 28 September 2012 the first phase of the restructuring plan was completed. The effect was a consolidation of all loan facilities into one facility at a more favourable interest rate of 6.27% compared to 12.31% of the previous facility. The funds available from this facility are expected to meet the Group's projected cash flow requirements until approximately July 2013. The company is currently in the process of implementing the second phase of the plan to reduce the debt by \$271.2 million (ZAR2.45 billion) and for additional funds to be made available from Anglo to meet the Group's projected cash flow requirements until approximately the end of 2015. Under the proposed plan the new restructured debt will only be repayable once the company generates sufficient free cash flow.

Anglo has currently extended financial support until 30 September 2013.

The financial statements are prepared on the basis of accounting policies applicable to a going concern. This basis presumes that debt restructuring and accompanying funding arrangements as described above are successfully approved by the shareholders by June 2013.

These conditions give rise to a material uncertainty which may cast significant doubt about the ability of the Company and its subsidiaries to continue as going concerns and, therefore that they may be unable to realise their assets and discharge their liabilities in the normal course of business. The consolidated financial statements are prepared on the basis that the Group will continue as a going concern which contemplates the realisation of assets and settlement of liabilities in the normal course of operations as they become due.

3. STATEMENT OF COMPLIANCE

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2012. The consolidated financial statements of the Group as at and for the year ended 31 December 2012 are available upon request from the Company's registered office at 82 Grayston Drive, Sandton, South Africa or at www.sedar.com.

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Group in these condensed consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2012, except for the following standards and interpretations adopted in the current financial year:

- IAS 19, *Employee benefits: Defined benefit plans* (effective 1 January 2013)
- IAS 27, *Separate Financial Statements* (effective 1 January 2013)
- IAS 28, *Investment in Associates and Joint ventures* (effective 1 January 2013)
- Amendment to IFRS 7, *Disclosures – Offsetting Financial Assets and Financial Liabilities* (effective 1 January 2013)
- IFRS 10, *Consolidated Financial Statements* (effective 1 January 2013)
- IFRS 11, *Joint Arrangements* (effective 1 January 2013)
- IFRS 12, *Disclosure of Interests in Other Entities* (effective 1 January 2013)
- IFRS 13, *Fair Value Measurement* (effective 1 January 2013)
- Amendment to IFRS 10, IFRS 11 and IFRS 12, *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance* (Effective 1 January 2013)
- IFRIC 20, *Stripping costs in the Production Phase of a Surface Mine* (effective 1 January 2013)
- 7 individual amendments to 5 standards, *Improvements to International Financial Reporting Standards 2012* (effective 1 January 2013)

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

There was no significant impact on these condensed consolidated interim financial statements as a result of adopting these standards and interpretations.

Standards and interpretations issued but not yet effective and applicable to the Group:

- IAS 32, *Offsetting Financial Assets and Financial Liabilities* (effective 1 January 2014)
- IFRS 9, *Financial Instruments* (effective 1 January 2015)
- IFRS 9, *Additions to IFRS 9 Financial instruments* (effective 1 January 2015)

5. PROPERTY, PLANT AND EQUIPMENT

	<u>Three months ended 31 March</u>	<u>Year ended 31 December</u>
	<u>2013</u>	<u>2012</u>
Summary		
Cost		
Balance at beginning of period	856,549,652	876,764,628
Additions	-	2,563
Transferred from capital work-in-progress	6,429,002	40,632,355
Disposals	-	(934)
Adjustment to rehabilitation assets	-	1,391,080
Effect of translation	(47,613,370)	62,240,040
Balance at end of period	<u>815,365,284</u>	<u>856,549,652</u>
Accumulated depreciation		
Balance beginning of period	108,092,747	77,840,208
Depreciation for the period	9,412,336	37,091,152
Disposals	-	(353)
Effect of translation	(6,153,726)	(6,838,260)
Balance at end of period	<u>111,351,357</u>	<u>108,092,747</u>
Carrying value	<u>704,013,927</u>	<u>748,456,905</u>

6. CAPITAL WORK-IN-PROGRESS

Capital work-in-progress consists of mine development and infrastructure costs relating to the Bokoni mine and will be transferred to property, plant and equipment when the relevant projects are commissioned.

Balance at beginning of period	20,027,764	20,826,290
Additions	11,990,803	38,917,145
Transfer to property, plant and equipment	(6,429,002)	(40,632,355)
Capitalisation of borrowing costs	-	2,382,069
Effect of translation	(1,204,605)	(1,465,385)
Balance at end of period	<u>24,384,960</u>	<u>20,027,764</u>

Capital work-in-progress is funded through cash generated from operations and available loan facilities.

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

7. LOANS AND BORROWINGS

	<u>Three months ended 31 March</u>	<u>Year ended 31 December</u>
	<u>2013</u>	<u>2012</u>
Rustenburg Platinum Mines – Consolidated facility (related party)	441,205,902	430,570,710
Rustenburg Platinum Mines – Interest free loan (related party)	3,200,452	3,388,374
Other	1,603,096	1,832,836
	<hr/> 446,009,450	<hr/> 435,791,920
<i>Short-term portion</i>		
Other	(781,884)	(823,731)
	<hr/> (781,884)	<hr/> (823,731)
<i>Non-current liabilities</i>	<hr/> 445,227,566	<hr/> 434,968,189
The carrying value of the Group's loans and borrowings changed during the period as follows:		
Balance at beginning of the period	435,791,920	745,552,722
Rustenburg Platinum Mine – OCSF	-	72,872,141
Loans repaid - RPM	-	(111,307,515)
Loans repaid - other	(178,171)	(1,048,243)
Commitment fee capitalised	-	(82,457)
Finance expenses accrued	14,052,793	84,546,911
Funding loan raised – Rustenburg Platinum Mine	41,728,952	315,612,211
Redemption of A Preference shares	-	(401,782,311)
Commitment fee liability	-	82,457
De-recognition of OCSF and Senior funding loan	-	(682,365,807)
Recognition of consolidated facility	-	682,365,807
Fair value gain on recognition of consolidated facility and subsequent adjustments	(20,627,354)	(215,470,758)
Effect of translation	(24,758,690)	(53,183,238)
Balance at end of the period	<hr/> 446,009,450	<hr/> 435,791,920
<i>Short-term portion</i>		
Other	(781,884)	(823,731)
	<hr/> (781,884)	<hr/> (823,731)
<i>Non-current portion</i>	<hr/> 445,227,566	<hr/> 434,928,189

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

	<u>Three months ended 31 March</u>	
	<u>2013</u>	<u>2012</u>
8. CASH USED BY OPERATIONS		
Loss before income tax	(5,783,870)	(46,044,954)
Adjustments for:		
Finance expense	14,226,282	22,821,236
Finance income	(108,720)	(139,351)
Items not involving cash:		
Depreciation and amortisation	9,643,472	9,761,956
Equity settled share-based compensation	16,756	258,481
Fair value gain on consolidated facility	(20,627,354)	-
Cash utilised before ESOP transactions	(2,633,434)	(13,342,632)
ESOP cash transactions (restricted cash)	21,948	95,095
Cash utilised before working capital changes	(2,611,486)	(13,247,537)
Working capital changes		
(Increase)/decrease in trade and other receivables	(32,904,300)	1,700,318
Increase in trade and other payables	7,373,583	3,541,452
Decrease in inventories	739,247	389,014
Cash utilised by operations	(27,402,956)	(7,616,753)

9. SEGMENT INFORMATION

The Group has two reportable segments as described below. These segments are managed separately based on the nature of operations. For each of the segments, the Group's CEO reviews internal management reports monthly. The following summary describes the operations in each of the Group's reportable segments:

- Bokoni Mine - Mining of PGM's.
- Projects - Mining exploration in Boikgantsho, Kwanda, and Ga-Phasha exploration projects.

The majority of operations and functions are performed in South Africa. An insignificant portion of administrative functions are performed in the Company's country of domicile.

	<u>31 March 2013</u>			<u>31 March 2012</u>			Note
	Bokoni Mine	Projects	Total	Bokoni Mine	Projects	Total	
EBITDA	20,622,385	(8,844)	20,613,541	(35,338,158)	(47,325)	(35,385,483)	(i)
Total Assets	819,186,789	108,031,636	927,218,425	931,370,322	10,068,667	941,438,989	(ii)

(i) EBITDA

EBITDA for reportable segments	20,613,541	(35,385,483)
Net finance expense	(14,117,562)	(22,496,718)
Depreciation and amortisation	(9,643,472)	(9,761,956)
Corporate and consolidation adjustments	(2,636,377)	21,599,203
Consolidated loss before income tax	(5,783,870)	(46,044,954)

(ii) Total assets

Assets for reportable segments	927,218,425	941,438,989
Corporate and consolidation adjustments	(121,908,701)	(20,621,948)
Consolidated assets	805,309,724	920,817,041

ATLATSA RESOURCES CORPORATION (PREVIOUSLY ANOORAQ RESOURCES CORPORATION)

Notes to the Condensed Consolidated Interim Financial Statements

For the period ended 31 March 2013

(Unaudited - Expressed in Canadian Dollars)

10. EARNINGS PER SHARE

The basic and diluted loss per share for the three months ended 31 March 2013 was 1 cent (2012: 5 cents).

The calculation of basic loss per share for the three months ended 31 March 2013 of 1 cent (2012: 5 cents) is based on the loss attributable to owners of the Company of \$6,164,534 (2012: \$21,537,582) and a weighted average number of shares of 424,791,411 (2012: 424,791,411).

Share options were excluded in determining diluted weighted average number of common shares as their effect would have been anti-dilutive.

11. SUBSEQUENT EVENTS

There have been no events that have occurred after the reporting date that would have a material impact on the reported results.