Annual Report and Audited Financial Statements

For the year ended 31 December 2008

Annual Report and Audited Financial Statements Contents

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Directors and service providers

Company

CAM Pinnacle Rand Fund Ltd.

Aurum House 35 Richmond Road P.O. Box HM 1806 Hamilton HM 08 Bermuda

Tel: (1) (441) 292 6952 Fax: (1) (441) 295 4164

Directors

Dudley R Cottingham

Frederick H Esterhuizen (Resigned – 30 September 2008) Frederick David Mohr (Appointed – 14 October 2008)

David Mark

Christopher C Morris S Arthur Morris

Custodian

Northern Trust Fiduciary Services (Ireland) Limited

George's Court

54 - 62 Townsend Street

Dublin 2 Ireland

Tel: (353) (1) 542 2000 Fax: (353) (1) 542 2920

Promoter and Investment Advisor CAM Fund Management Limited

Aurum House 35 Richmond Road P.O. Box HM 1806 Hamilton HM 08 Bermuda

Tel: (1) (441) 292 6952 Fax: (1) (441) 295 4164

Administrator

Northern Trust International Fund Administration Services (Ireland) Limited

George's Court

54 - 62 Townsend Street

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Tel: (353) (1) 542 2000 Fax: (353) (1) 542 2920

Bermuda Administrator Global Fund Services Limited

Century House 16 Par-la-Ville Road P.O. Box HM 1806 Hamilton HM 08 Bermuda

Tel: (1) (441) 292 7478 Fax: (1) (441) 295 4164

Independent Auditor **KPMG**

Chartered Accountants I Harbourmaster Place

International Financial Services Centre

Dublin 1 Ireland

Tel: (353) (1) 410 1000 Fax: (353) (1) 412 2722

Sponsoring Broker of Bermuda Stock Exchange Continental Sponsors Limited

Century House 16 Par-la-Ville Road P.O. Box HM 1806 Hamilton HM 08 Bermuda

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Bermuda

CAM Pinnacle Rand Fund Ltd. Directors' Report

The Directors have the pleasure to present the audited annual accounts of the Company for the year ended 31 December 2008 and report as set out here in respect of matters required by the Bermuda Stock Exchange listing regulations.

At 31 December 2008 the Net Asset Value per Participating Share was ZAR 1,360.63 (2007: ZAR 1,385.49).

No dividends have been declared in the year to 31 December 2008 (2007: US\$Nil) and the Directors do not recommend the payment of any dividends for the year to 31 December 2008 (2007: US\$Nil).

CAM Pinnacle Rand Fund Ltd. (the "Company") is a Feeder Fund, which invests solely, apart from currency contracts, in the Participating Shares of CAM Pinnacle Fund Ltd. (the "Master Fund"). The Company's investment objective is to achieve long term capital growth by investing its assets in the Shares of the Master Fund.

The Annual Report and Audited Financial Statements of the Master Fund for the year ended 31 December 2008 are sent to all Shareholders with the accounts of the Company.

Dudley R Cottingham Director

12 May 2009

CAM Pinnacle Rand Fund Ltd. Independent Auditor's Report to the Members and Directors of CAM Pinnacle Rand Fund Ltd

We have audited the accompanying financial statements of CAM Pinnacle Rand Fund Ltd ("the Company"), which comprise the statement of financial position and portfolio statement as at 31 December 2008 and the statement of comprehensive income, statement of changes in net assets attributable to holders of Participating Shares and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2008 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

KPMG

Chartered Accountants

1 Harbourmaster Place International Financial Services Centre Dublin 1 Ireland 12 May 2009

CAM Pinnacle Rand Fund Ltd. Portfolio Statement as at 31 December 2008

_		2008			2007	
Fund	Nominal	Fair Value	. % of	Nominal	Fair Value	% of
	Holding	ZAR	NAV	Holding	ZAR	NAV
CAM Pinnacle Fund Ltd	937,254	1,217,998,116	93.61	498,144	535,462,110	102.75
Currency Options						
Put ZAR/USD 30 June 2008		0	0.00		701,019	0.13
Put ZAR/USD 30 September 2008		0	0.00		456,357	0.09
Put ZAR/USD 31 January 2008		0	0.00		735,136	0.14
Put ZAR/USD 31 March 2008		0	0.00		1,138,622	0.22
Call ZAR/USD 30 June 2008		0	0.00		(643,714)	(0.12)
Call ZAR/USD 30 September 2008		0	0.00		(935,262)	(0.18)
Call ZAR/USD 31 January 2008	-	0	0.00		(5,620)	(0.00)
Call ZAR/USD 31 March 2008		0	0.00		(49,138)	(0.01)
		1,217,998,116	93.61	•	536,859,510	103.02
Total Investments at fair value						
Net Current Assets/(Liabilities)		83,194,827	6.39		(15,745,211)	(3.02)
Total Net Assets	•	1,301,192,943	100.00	•	521,114,299	100.00

CAM Pinnacle Rand Fund Ltd. Statement of Comprehensive Income for the year ended 31 December 2008

2007		Notes	2008
ZAR			ZAR
-	Income from financial assets at fair value through profit or loss	2	
237,934	Net interest income		0
39,584,266	Net unrealised capital gain on investments and currencies		137,916,931
6,239,057	Net realised capital (loss)/gain on investments and currencies		(154,427,534)
46,061,257	Total Income from financial assets at fair value through profit or loss		(16,510,603)
	Expenses	3	
0	Net interest expense		47,041
0	Operating expenses		47,041
	Change in net assets attributable to holders of participating		
46,061,257	shares resulting from operations		(16,557,644)

CAM Pinnacle Rand Fund Ltd. Statement of Financial Position as at 31 December 2008

2007		Notes	2008
ZAR			ZAR
	Assets		
	Financial aseets at fair value through profit or loss		
536,859,510	Investments at fair value	2	1,217,998,116
	Loans and receivables		
15,667,097	Cash and cash equivalents	2	25,779,521
0	Unrealised appreciation on forward foreign exchange contracts		35,311,022
0	Trades in advance		22,016,715
0	Bank interest receivable		87,569
552,526,607	Total Assets		1,301,192,943
	Liabilities		
	Financial liabilities measured at amortised cost		
15,521,608	Bank overdraft	2,5	0
15,402,116	Subscriptions to shares not yet allotted		0
479,849	Unrealised depreciation on forward foreign exchange contracts	9	O
8,735	Bank interest payable		C
	Liabilities (excluding amounts attributable to holders of		
31,412,308	participating shares)	_	0
=======================================	Net Assets attributable to bolders of participating		
521,114,299	and sponsor shares	4	1,301,192,943
521,114,284	Net Assets attributable to holders of participating shares	6	1,301,192,928
15	Net Assets attributable to holders of sponsor shares	4	15
376,121.92	Participating Shares Outstanding (number of shares)	4	956,312.33
1 395 /6	Net Asset Value per Participating Share	6	1,360.63

These financial statements were approved by the Directors on 12 May 2009 and signed on their behalf by:

D.R. Cottingham

Director

C.C. Morris

Director

Statement of Changes in Net Assets Attributable to Holders of Participating Shares for the year ended 31 December 2008

	Total
	ZAR
Balance at 1 January 2008	521,114,284
Change in net assets attributable to holders of participating shares resulting from operations	(16,557,644)
Subscriptions during the year	856,008,177
Redemptions during the year	(59,371,889)
Balance at 31 December 2008	1,301,192,928
Balance at 1 January 2007	257,179,012
Change in net assets attributable to holders of participating shares resulting from operations	46,061,257
Subscriptions during the year	270,395,497
Redemptions during the year	(52,521,482)
Balance at 31 December 2007	521,114,284

CAM Pinnacle Rand Fund Ltd. Statement of Cash Flows for the year ended 31 December 2008

2007		2008
ZAR		ZAR
	Cash flows from operating activities	
	Change in net assets attributable to holders of participating	
46,061,257	shares resulting from operations	(16,557,644)
	Adjustment for non cash items	, , ,
(45,823,323)	Net gain/(loss) on investments	31,912,719
	Changes in operating assets and liabilities	
8,735	(Decrease)/increase in creditors	(15,890,700)
11,005	(Increase)/decrease in debtors	(35,398,591)
257,674	Net cash (used in)/provided by operating activities	(35,934,216)
	Cash flows from investing activities	
(252,551,565)	Purchase of investments and currencies	(950,580,564)
26,529,785	Proceeds from sales of investments and currencies	230,914,640
(226,021,780)	Net cash outflow from investing activities	(719,665,924)
	Cash flows from financing activities	
273,907,298	Issue of shares	840,606,061
(52,521,482)	Redemption of shares	(59,371,889)
221,385,816	Net cash inflow from financing activities	781,234,172
(4,378,290)	Net increase/(decrease) in cash and cash equivalents	25,634,032
4,523,779	Cash and cash equivalents at the beginning of the year	145,489
145,489	Cash and cash equivalents at the end of the year	25,779,521
	Supplementary Information	
240,204	Net interest (paid)/received	(143,345)
•		(~, 10)

Notes to the Financial Statements for the year ended 31 December 2008

1 General

CAM Pinnacle Rand Fund Ltd (the "Rand Fund" or the "Company") was incorporated in Bermuda under the Companies Act 1981 on 9 December 2004 and acts as an investment company. Since incorporation it has been the Rand Feeder Fund to CAM Pinnacle Fund Ltd (the "Master Fund"). Shares of the Rand Fund are denominated in South African rand. The Rand Fund is one of three feeder funds, comprising the Rand Fund, CAM Pinnacle Dollar Fund Ltd (the "Dollar Fund") and CAM Pinnacle Sterling Fund Ltd (the "Sterling Fund"), that invest in CAM Pinnacle Fund Ltd (the "Master Fund"). The other Feeder Funds have US dollar and sterling denominated shares respectively.

The Feeder Funds must solely invest into Participating Shares of the Master Fund, except in the case of the Rand and Sterling Funds in respect of currency contracts. The Participating Shares of the Master Fund are valued in US dollar. The Rand and Sterling Funds whilst investing into US dollar denominated Participating Shares of the Master Fund will, by appropriate currency contracts, seek to protect the value of their shares in rand and sterling terms respectively irrespective of movements in currency values between the US dollar, rand and sterling. The Master Fund pays the fees of the Administrators, Custodian, Investment Advisor, audit and minor out of pocket expenses and Directors' fees of all funds. Each Fund will otherwise bear its own costs and liabilities

The Company's investment objective is to achieve long-term capital growth by investing in the Participating Shares of the Master Fund. The Annual Report and Audited Financial Statements of the Master fund are attached and should be read in conjunction with these financial statements.

The audited financial statements were approved by the Board of Directors on 12 May 2009.

2 Principal Accounting Policies

The principal accounting policies which have been applied are set out below.

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

Basis of Preparation

The financial statements are presented in the currency of the primary economic environment in which the Company operates, this is the South African rand reflecting the fact that the redeemable Participating Shares are issued in South African rands and the Company's operations are primarily conducted in South African rands. They are prepared on a fair value basis for financial assets and financial liabilities at fair value through profit and loss. All other assets and liabilities are stated at amortised cost.

The accounting policies have been applied consistently by the Company and are consistent with those used in the previous year.

The Company is organised and operates as one segment (in terms of both business and geography). Consequently, no segment reporting is provided in the Company's financial statements.

Investments

The Company on initial recognition designated investments as at fair value through profit and loss as in doing so it results in more relevant information because the investments and related liabilities are managed as a group of financial assets and liabilities and performance is evaluated on a fair value basis and reported to key management personnel on that basis.

Notes to the Financial Statements for the year ended 31 December 2008 (continued)

2 Principal Accounting Policies (continued)

Investments

Investments in collective investment schemes are recorded at the net asset value per share as reported by the administrators of such funds. Investment transactions are recorded on a settlement date basis. Realised capital gains and losses on investment transactions are determined on the weighted average cost basis and are included in the Statement of Comprehensive Income. Unrealised capital gains and losses from a change in the fair value of investments are recognised in the Statement of Comprehensive Income.

Where administrators are unable to provide net asset value per share the Directors make their own assessment of value based on available information.

Under IFRS, Participating Shares are treated as a Financial Liability and the format of the Statement of Financial Position reflects this position.

Translation of Foreign Currencies

Monetary assets and liabilities denominated in foreign currencies are translated into South African rand at exchange rates in effect at the date of the financial statements. Transactions in foreign currencies are translated into South African rand based on exchange rates on the date of the transaction.

Interest Income

Interest income is recognised in the Statement of Comprehensive Income for all interest bearing instruments on an effective interest basis.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances held at banks together with bank overdrafts. The bank overdrafts are repayable on demand and form an integral part of the Company's cash management system.

Taxation

The Company has received an undertaking from the Ministry of Finance of Bermuda, under the Exempted Undertakings Tax Protection Act, 1966 exempting the Company from income, profit, capital transfer or capital taxes, should taxes be enacted, until 28 March 2016.

Expenses

All expenses are recognised in the Statement of Comprehensive Income on an accruals basis.

Use of Estimates

The preparation of financial statements in accordance with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the year. Actual results could differ from those estimates.

Derecognition of Financial Assets and Liabilities

A financial asset is derecognised when the Company loses control over the contractual rights that comprise that asset. This occurs when the rights are realised, expire or are surrendered. Assets that are sold are derecognised and corresponding receivables from the buyer for the payment are recognised as at the settlement date. The Company uses the weighted average cost basis to determine the realised gain or loss on derecognition. A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

Notes to the Financial Statements for the year ended 31 December 2008 (continued)

3 Fees

The Company pays no direct fees. Please refer to the accompanying Master Fund Financial Statements for notes regarding fees paid by the Master Fund.

4 Share Capital

	December	December
	2008	2007
	ZAR	ZAR
Anilla da la Lancació da CGA DO OLG		
Authorised share capital of ZAR0.015 par value per share		
1,000 Sponsor Shares	15	15
4,999,000 Participating Shares	74,985	74,985
	75,000	75,000

All of the Sponsor Shares have been issued to and are beneficially owned by the Investment Advisor. The Sponsor Shares do not carry the right to participate in the assets of the Company in a winding up, except to the extent of repayment of par value paid in cash, nor in any dividends or other distribution of the Company so long as any Participating Shares are in issue.

The Participating Shares are entitled to receive, to the exclusion of the Sponsor Shares, any dividends which may be declared by the Board of the Company and, upon the winding up of the Company, their par value and any surplus remaining after paying to the holders of the Sponsor Shares the par value of the Sponsor Shares (to the extent actually paid up in cash). The Sponsor Shares have the general voting powers of the Company and the holders of Participating Shares are entitled to receive notice of and attend all general meetings of the members.

	Number of		Number of
	Participating Shares		Participating Shares
Opening at 1 January 2008	376,121.92	Opening at 1 January 2007	208,029.94
Issued in year	622,817.74	Issued in year	208,359.30
Redeemed in year	(42,627.33)	Redeemed in year	(40,267.32)
Closing at 31 December 2008	956,312.33	Closing at 31 December 2007	376,121.92

Notes to the Financial Statements for the year ended 31 December 2008 (continued)

4 Share Capital (continued)

-	onsor hares ZAR	Participating Shares ZAR	Share Premium ZAR	to Participating Shareholders ZAR	Total ZAR
Balance at 1 January 2008	15	5,641	457,253,804	63,854,839	521,114,299
Change in net assets attributable					
to holders of participating shares				(16,557,644)	(16,557,644)
Subscriptions during the year		9,343	855,998,834		856,008,177
Redemptions during the year		(639)	(59,371,250)		(59,371,889)
Balance at 31 December 2008	15	14,345	1,253,881,388	47,297,195	1,301,192,943
Balance at 1 January 2007	15	3,120	239,382,310	17,793,582	257,179,027
Change in net assets attributable		-			
to holders of participating shares				46,061,257	46,061,257
Subscriptions during the year		3,125	270,392,372		270,395,497
Redemptions during the year		(604)	(52,520,878)		(52,521,482)
Balance at 31 December 2007	15	5,641	457,253,804	63,854,839	521,114,299

5 Bank Overdraft

The Company has a facility with Northern Trust (Guernsey) Limited and any outstanding bank overdraft is secured over the portfolio of the Company.

6 Net Asset Value per Participating Share

The Net Asset Value per Participating Share is calculated by dividing the net assets less the par value of the Sponsor Shares included in the Statement of Financial Position by the number of Participating Shares in issue at the year end.

	December	December	
	2008	2007	
Total Net Assets (ZAR) Less Par Value of Sponsor Shares	1,301,192,928	521,114,284	
Issued Participating Shares	956,312.33	376,121.92	
Net Asset Value per Participating Share (ZAR)	1,360.63	1,385.49	

Notes to the Financial Statements for the year ended 31 December 2008 (continued)

7 Related Parties

The Company and the Investment Advisor, Administrators, Custodian and Directors are related parties by virtue of the material contracts in existence that are outlined in notes 3 to 5 of the financial statements of the Master Fund.

Mr F D Mohr is a director of the Investment Advisor and Mr S A Morris, Mr D R Cottingham and Mr C C Morris are directors of the Investment Advisor and Aurum Fund Management Limited. Mr S A Morris, Mr D R Cottingham and Mr C C Morris are directors of Continental Sponsors Ltd, the sponsoring broker on the Bermuda Stock Exchange. Mr D Mark is a Vice President of Aurum Fund Management Ltd. Mr S A Morris, Mr D R Cottingham and Mr C C Morris are also directors of Global Fund Services Limited the Bermuda administrator. The Directors of the Company and Aurum Fund Management Ltd. also act in the capacity of directors for other mutual funds. Mr F H Esterhuizen resigned as a director on 30 September 2008. Mr F D Mohr was appointed as a director on 14 October 2008.

All dealings between all parties were at arm's length prices.

CAM Fund Management Limited is Investment Advisor to and owns all the sponsor shares of the Company, and is itself owned as to 50% each by Aurum Fund Management Ltd. and Citadel Offshore Holdings Limited.

Persons connected to the Directors, as defined under Irish Stock Exchange listing requirements, directly and indirectly own all the Sponsor Shares of the Company. At 31 December 2008 Directors and Persons so connected did not directly or indirectly hold Participating Shares in the Company.

8 Financial Instruments and Risk Exposure

The Company invests all its assets except for currency contracts into the Master Fund, which is exposed to market risk, currency risk, credit risk and liquidity risk arising from the financial instruments it holds. These risks are explained in the financial statements of the Master Fund which are attached.

The Company is exposed to currency risk in pursuit of its investment objective, set out on page 10. The currency risk is managed on a monthly basis using currency contracts. At the Balance Sheet date, the Forward Foreign Exchange Contracts in place partially hedged the Company's exposure to currency risk:

31 December 2008	Monetary Assets ZAR	Monetary Liabilities ZAR	Forward Foreign Exchange Contracts ZAR	Net Exposure ZAR
US Dollar	1,239,857,542	-	(1,295,488,707)	(55,631,165)
31 December 2007	Monetary Assets ZAR	Monetary Liabilities ZAR	Forward Foreign Exchange Contracts ZAR	Net Exposure ZAR
US Dollar	552,583,870	(16,659,441)	(376,603,684)	159,320,745

Notes to the Financial Statements for the year ended 31 December 2008 (continued)

9 Net Forward Foreign Exchange Contracts

As at 31 December 2008, the Company had entered into and not closed a forward foreign exchange contract as described in note 1. The contract was with the Custodian.

Open Forward Foreign Exchange Contracts at 31 December 2008

				Unrealised
Currency	Currency	Currency	Maturity	Gain/(Loss)
Sold	Bought	Rate	Date	ZAR
US\$132,598,639	ZAR	9.7656	30 January 2009_	35,311,022
				35,311,022

Open Forward Foreign Exchange Contracts at 31 December 2007

				Unrealised
Currency	Currency	Currency	Maturity	Gain/(Loss)
Sold	Bought	Rate	Date	ZAR
US\$53,376,487	ZAR	7.0671	31 January 2008	479,849
			_	479,849

10 Subsequent Events

No events have occurred in respect of the Company subsequent to the year end that may be deemed relevant to the accuracy of these financial statements.