

23 October 2023

Dear Shareholder

Platina Resources Limited A.C.N 119 007 939 – Notice of Annual General Meeting and Proxy Form

Platina Resources Limited (**Platina** or **Company**) advises that the Annual General Meeting (**Meeting**) of the Company will be held in person at 12.00pm (Brisbane time) on Thursday, 23 November 2023 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000.

In accordance with the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be downloaded at www.platinareources.com.au or from the ASX website at <https://www2.asx.com.au/markets/company/pgm>.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the notice of Meeting. If you have not elected to receive electronic communications from the Company, a copy of your personalised proxy form together with this letter will be posted to you.

The Company strongly encourages Shareholders to lodge a directed proxy form online or otherwise in accordance with the instructions set out in the proxy form, by no later than 12.00pm (Brisbane time) on 21 November 2023. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

The outcome of the resolutions, including details of votes received by poll, will be released to the Company's ASX announcements platform following conclusion of the meeting.

If you are unable to access any of the Meeting documents online, please contact the Company Secretary, Paul Jurman, on +617 5580 9094 or via email at admin@platinareources.com.au.

In the event that it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be lodged with the ASX at www.asx.com.au (ASX: PGM) and the Company's website at www.platinareources.com.au.

Shareholder communications

Receiving your shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address.

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Platina shareholders receive communications. Platina will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.



Platina encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investorcentre.linkgroup.com/>.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investorcentre.linkgroup.com> or contact our share registry:

Telephone (within Australia): 1300 554 474

Telephone (outside Australia): +61 1300 554 474

Email: registrars@linkmarketservices.com.au

Website: <https://investorcentre.linkgroup.com>

By order of the board

Mr Paul Jurman
Company Secretary



Platina Resources Limited ACN 119 007 939

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: 23 November 2023

Time of Meeting: 12.00pm (Brisbane time)

Place of Meeting: Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000

This is an important document. Please read it carefully. This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

Shareholders are strongly encouraged to vote online (www.linkmarketservices.com.au) or by lodging the proxy form attached to this Notice in accordance with the instructions set out on that form by no later than 12.00pm (Brisbane time) on 21 November 2023.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Platina Resources Limited ABN 25 119 007 939 (**Company**) will be held at 12.00pm (Brisbane time) on Thursday, 23 November 2023 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice. Terms and abbreviations used in this Notice are defined in Section 6 of the Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Financial Report comprising the financial reports, the declaration of the directors, the director's reports, the Remuneration Report and the auditor's reports for the Company and its controlled entities for the financial year ended 30 June 2023. The Company's reports can be accessed on the Company's website at www.platinaresources.com.au.

1. Resolution One – Re-election of John Anderson as a Director

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That John Anderson, who retires by rotation in accordance with Rule 39.1(c) and Rule 39.6 of the Company's Constitution and ASX Listing Rule 14.4, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

2. Resolution Two - Remuneration Report

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Advisory Resolution of the Company:

"That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2023."

The vote on this Resolution Two is advisory only and does not bind the Directors of the Company.

VOTING EXCLUSION STATEMENT - Section 250R(4) of the Corporations Act

A vote must not be cast (in any capacity) on Resolution Two by or on behalf of either of the following parties:

- (a) a member of the Company's Key Management Personnel (**KMP**), details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, a vote may be cast on Resolution Two by the above persons if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
 - (1) the appointment as a proxy is in writing and specifies how the proxy is to vote on Resolution Two; or
 - (2) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the Resolution; and
 - (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

3. Resolution Three – Approval of Employee Option Incentive Plan

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That, the Employee Option Incentive Plan (**EOIP**), which is summarised in the attached Explanatory Memorandum and at Schedule 1, be approved and that for the purposes of Exception 13(b) of ASX Listing Rule 7.2 and for all other purposes, the issue of securities under the EOIP within three (3) years from the date of this Resolution be an exception to Listing Rules 7.1 and 7.1A".

Notes

A detailed summary of the key terms of the Employee Option Incentive Plan is set out in Schedule 1.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Option Incentive Plan; and
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 3, in accordance with directions given to the proxy or attorney to vote on this Resolution 3 in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution 3, in accordance with a direction given to the chair to vote on this Resolution 3 as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution 3; and
 - the holder votes on this Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

KEY MANAGEMENT PERSONNEL VOTING EXCLUSION STATEMENT

As Resolution 3 is a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 3 must not be cast by:

- (a) any member of Key Management Personnel of the Company or if the Company is part of a consolidated entity, of the entity; or
- (b) a Closely Related Party of such a member,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not specify in writing the way the proxy is to vote on the resolution, if the appointment of proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity.

SPECIAL BUSINESS

4. Resolution Four – Insertion of Proportional Takeover Provisions in the Constitution

To consider and, if thought fit, pass the following Special Resolution, with or without amendment:

“That, for the purposes of sections 136(2) and 648G of the Corporations Act, and for all other purposes, the Constitution of the Company be amended by re-inserting the proportional takeover provisions contained in the attached Explanatory Memorandum into the Constitution as Rule 76, with effect from the date of the Meeting for a period of three years.”

5. Resolution Five – Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Special Resolution, with or without amendment:

“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of this Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (Placement Securities).”

Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, the proposed allottees of any Placement Securities are not as yet known or identified.

In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the chair of the Meeting will be cast by the chair of the Meeting and counted in favour of the Resolutions the subject of this Meeting, including Resolution Two, subject to compliance with the Corporations Act. In exceptional circumstances, the chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

- (a) Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.
- (b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

All resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the Board



Paul Jurman
Company Secretary
9 October 2023

Explanatory Memorandum

Introduction

This Explanatory Memorandum is provided to Shareholders of Platina Resources Limited ABN 25 119 007 939 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at 12.00pm (Brisbane time) on Thursday, 23 November 2023 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms and abbreviations used in this Explanatory Memorandum are defined in Section 6.

Consider the Company's 2023 Annual Report

The Company's Annual Financial Report comprising the financial reports, the declaration of the directors, the director's reports, the Remuneration Report and the auditor's reports for the Company and its controlled entities for the financial year ended 30 June 2023 was released to ASX on 27 September 2023.

In accordance with the Constitution and section 317 of the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to those reports but no formal resolution to adopt the reports will be put to Shareholders at the Meeting.

Representatives from the Company's auditors, Bentleys, will be present to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company's website at www.platinaresources.com.au for you to download or read online. Alternatively, you can obtain a hard copy by contacting the Company.

1. Resolution One – Re-Election of John Anderson as a Director

1.1 Background

Rule 39.6 of the Company's Constitution and ASX Listing Rule 14.4 requires a Director (excluding Directors appointed to fill casual vacancies or a Managing Director) to not continue in office for a period in excess of three years or until the third AGM following his/her appointment, whichever is the longer, without submitting himself/herself for re-election.

Rule 39.1(c) of the Company's Constitution requires that one-third of the Directors for the time being (excluding Directors retiring under Rule 37.1 and any Managing Director) retire from office at each annual general meeting of the Company.

Mr John Anderson retires by rotation at the AGM in accordance with Rules 39.1(c) and 39.6 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

1.2 Mr Anderson's qualifications and experience

Mr Anderson was appointed as a Non-Executive Director of the Company on 9 April 2018 and was re-elected at the Company's 2020 annual general meeting.

Details of Mr Anderson's qualifications and experience are available in the Annual Report, on the Company's website and are summarised briefly below.

Mr Anderson has had more than 25 years' experience in the resources sector with 12 of those in senior executive roles at Santos Limited (Santos). He was also a director of Darwin LNG for more than 8 years.

At Santos, Mr Anderson was responsible for leading strategic projects, business development, mergers and acquisitions, commercial and marketing and trading. Mr Anderson also had roles leading two of Santos' business units, in Western Australia and the Northern Territory and in Asia Pacific in which he was accountable for all activities from exploration through to development, operations and sales.

Mr Anderson is an experienced executive in the Australian and Asian energy markets with direct international experience in the Asian region having led businesses operating in the region for a number of years including Santos' significant investments in Vietnam, Bangladesh, Malaysia, PNG and Indonesia. He has extensive experience in Asia Pacific in LNG projects and the commercialisation of undeveloped resources, energy markets and more recently in decarbonisation strategies and implementation.

Mr Anderson is also Chairman of Tolu Minerals Limited, a PNG public company focussed on gold exploration and appraisal.

Mr Anderson holds 104,340 ordinary shares in the Company and 3,000,000 unlisted options (exercisable at \$0.04 expiring on 30 November 2025).

1.3 Directors' recommendation

The Board (excluding Mr Anderson) has reviewed Mr Anderson's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Anderson abstaining) supports the re-election of Mr Anderson and recommends that Shareholders vote in favour of Resolution 1.

2. Resolution Two - Remuneration Report

2.1 General

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Annual Report is available to download on the Company's website, www.platinaresources.com.au.

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution in accordance with section 250R of the Corporations Act.

In summary the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Key Management Personnel; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

2.2 Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution Two, details of which are set out in the voting exclusion statement included in Resolution Two of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the chair will be cast by the chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution Two, subject to compliance with the Corporations Act. In exceptional circumstances, the chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

2.3 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Resolution Three - Renewal of Employee Option Incentive Plan

3.1 Background

The Company's existing Employee Option Incentive Plan (**EOIP**) was previously approved by Shareholders at an extraordinary general meeting of the Company held on 16 October 2020.

Since that time, amendments were made to the Corporations Act brought through the *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth) which introduced a new Division 1A into Part 7.12 of the Corporations Act and replaced previous ASIC Class Orders. Division 1A of Part 7.12 provides relief from certain obligations under the Corporations Act, including disclosure obligations in respect of issues of securities, in respect of compliant offers under an employee share scheme pursuant to that Division. The Company has reviewed its existing EOIP and made certain changes to reflect the amendments to the Corporations Act.

Pursuant to Resolution 3, the Company is seeking Shareholder approval for the continued issue of Equity Securities under the Company's amended EOIP as an exception under Listing Rule 7.2 (Exception 13) which would enable any Equity Securities issued under the EOIP over the next three (3) years to be excluded from the calculation of the number of Equity Securities issued for the purposes of ASX Listing Rules 7.1 and 7.1A.

The EOIP provides for the issue of Options which, upon exercise by the relevant Optionholder, will result in the issue of one ordinary share in the Company for each Option granted.

Under the Company's current circumstances, the Directors consider that the use of Options are a cost effective and efficient incentive for the Company as opposed to relying solely on alternative forms of incentives such as the issue of Shares, cash bonuses or increased remuneration. To enable the Company to secure and retain key employees who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The EOIP is designed to achieve this objective by encouraging long term employment with the Company and continued improvement in performance over time and encouraging personnel to acquire and retain an interest in the Company.

A summary of the terms of the EOIP are set out in Schedule 1 to this Explanatory Memorandum.

3.2 ASX Listing Rules

Subject to certain exceptions, ASX Listing Rule 7.1 restricts a listed company from issuing or agreeing to issue Equity Securities in any 12-month period equivalent in number to more than 15% of its ordinary securities on issue, without the approval of its shareholders.

As a result, any issue of Equity Securities by the Company to eligible participants under the EOIP would reduce the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1.

Exception 13 of Listing Rule 7.2 however, allows the Company to issue Equity Securities under the EOIP without the issue of such securities being counted towards the Company's 15% issue capacity under Listing Rule 7.1, where Shareholders have approved the issue of Equity Securities under the EOIP as an exception to Listing Rule 7.1, within three (3) years prior to the issue. Resolution 3 is being put to Shareholders for this purpose and will allow the Company to utilise Exception 13 of Listing Rule 7.2 for three (3) years from the date of the Resolution being passed.

3.3 Information required under Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 3.

Exception 13(b)	Information
A summary of the terms of the EOIP	<p>A summary of the terms and conditions of the EOIP is set out in Schedule 1.</p> <p>In addition, a copy of the EOIP is available for review by Shareholders at the registered office of the Company until the date of the Meeting.</p> <p>A copy of the EOIP can also be sent to Shareholders upon request to the Company Secretary.</p> <p>Shareholders are invited to contact the Company if they have any queries or concerns.</p>
The number and class of Securities issued under the EOIP since the entity was listed or the date of the last approval under Listing Rule 7.2 (Exception 13(b))	<ul style="list-style-type: none"> On 16 October 2020, the Company issued 2,000,000 unlisted Options exercisable at \$0.08 expiring on 16 October 2022 to the Company Secretary. These unlisted Options expired unexercised. On 23 May 2022, the Company issued a total of 6,000,000 unlisted Options as part of the remuneration package for the Company's Group Exploration Manager as follows: <ul style="list-style-type: none"> 2,000,000 unlisted Options are exercisable at \$0.09 expiring on 23 August 2024; 2,000,000 unlisted Options are exercisable at \$0.105 expiring on 23 November 2024; and 2,000,000 unlisted Options are exercisable at \$0.12 expiring on 23 May 2025. On 5 December 2022, the Company issued 2,000,000 unlisted Options exercisable at \$0.04 expiring on 30 November 2025 to the Company Secretary.
The maximum number of Equity Securities proposed to be issued under the EOIP following the approval	<p>The maximum number of Options proposed to be issued by the Company under the EOIP within the 3-year period following the passing of Resolution 3 will not exceed 31 million.</p> <p>It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.</p>

A voting exclusion statement	<p>The Notice of Meeting contains a:</p> <ul style="list-style-type: none"> • Voting Exclusion Statement pursuant to Listing Rule 14.11; and • Voting Restriction pursuant to section 250BD of the Corporations Act.
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Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the EOIP does not exceed the maximum number set out above.

Exception 13(b) also ceases to be available if there is a material change to the terms of the EOIP from those summarised in Schedule 1.

3.4 Effect of Resolution

If Resolution 3 is passed, the Company will be able to issue Equity Securities under the EOIP to eligible participants over a period of 3 years.

The issue of any securities to eligible participants under the EOIP (up to the maximum number of securities stated in section 3.3 above) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will be able to proceed with the issue of Equity Securities under the EOIP to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Equity Securities.

The Company considers that it will derive a significant benefit by incentivising its senior management and key employees through the issue of Options under the EOIP. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercial flexibility to issue Equity Securities that is afforded to it by ASX Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the EOIP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

3.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

4. Resolution Four – Insertion of Proportional Takeover Provisions in the Constitution

4.1 Background

The Corporations Act permits a company's constitution to include a provision that enables it to refuse to register Shares acquired under a proportional takeover bid, unless shareholders approve the bid. Rule 76 of the Company's Constitution contains proportional takeover provisions.

Under the Corporations Act, these provisions must be renewed every three years, or they will cease to have effect. The provisions set out in Rule 76 of the Constitution have not been renewed in the three years preceding the date of the Meeting.

Accordingly, these provisions have ceased to apply by operation of section 648G(1)(a) of the Corporations Act and, further, Rule 76 has been deemed to be omitted from the Constitution under section 648G(3) of the Corporations Act.

It is proposed that the provisions are re-inserted into the Company's Constitution in their previous form at Rule 76. The takeover provisions which are proposed to be re-inserted under this Resolution are attached to this Explanatory Memorandum as Schedule 2.

A copy of the Company's Constitution is available on the Company's website at www.platinaresources.com.au.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

4.2 Statements under the Corporations Act

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover bid is where an offer is made to each Shareholder to buy a proportion of that Shareholder's shares in the Company, and not the Shareholder's entire shareholding. This means that control of the Company may pass without members having the chance to sell all of their Shares to the bidder. Shareholders may therefore be

exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their Shares.

In order to deal with this possibility, section 648D of the Corporations Act provides that a company may include in its constitution a provision that enables it to refuse to register the transfer of shares acquired under a proportional takeover bid unless the bid is approved at a general meeting of the company.

The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

The Directors consider that Shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to dispose of all of their Shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid even if they do not want it to succeed.

What is the effect of the proportional takeover approval provisions?

If Resolution 4 is approved, Rule 76 of the Constitution would be re-inserted and become effective as and from approval. This would require that any proportional takeover bid be approved at a general meeting of the class of members the subject of the bid.

In the event a proportional takeover bid is made, the Directors must hold a meeting of Shareholders at least 14 days before the last day of the proportional takeover bid period (**Resolution Deadline**) to vote on a resolution to approve the bid. For the resolution to be approved, it must be passed by a simple majority of votes, excluding the votes of the bidders and their associates.

If the resolution is not voted on before the Resolution Deadline, the resolution will be taken to have been passed on the Resolution Deadline.

The vote is decided on a simple majority.

If the resolution is approved or taken to have been approved, a transfer of the Company's shares under the proportional takeover bid may be registered if it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years from approval, unless renewed for a further period by Shareholders passing a special resolution. As noted above, the provisions may be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

Potential advantages and disadvantages

The insertion of the proportional takeover approval provisions will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in Rule 76 will ensure that all members have an opportunity to consider a proportional bid proposal and decide by majority vote at a general meeting as to whether the bid should proceed. This will increase the bargaining power of shareholders and is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including by using appropriate pricing. Similarly, knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

Additionally, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all their Shares to the bidder. As such, Shareholders may be left as minority holders. Rule 76 provides Shareholders with an element of control over any proportional takeover process whereby they may collectively determine whether the bid is acceptable.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. It may also result in Shareholders losing the opportunity to sell some of their Shares at a premium under a proportional takeover bid and may reduce the likelihood of a proportional takeover bid being successful. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their Shares.

On balance, the Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

Review of proportional takeover provisions

While proportional takeover approval provisions have been in force under the Company's Constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders. The Directors are not aware of any potential takeover that has been discouraged by Rule 76 of the Company's Constitution.

Existing proposals

As at the date on which this Notice and Explanatory Memorandum was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

4.3 Statements under the Corporations Act

The Directors recommend that you vote in favour of this Special Resolution.

5. Resolution Five – Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period

5.1 Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% (**Additional 10% Capacity**).

Eligibility

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the Trading Day before the annual general meeting. The calculation of market capitalisation will be based on the Closing Price of Shares on the last Trading Day on which trades in the Shares were recorded before the date of the annual general meeting, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the annual general meeting.

The Company is therefore an eligible entity and able to seek shareholder approval for an Additional 10% Capacity under Listing Rule 7.1A. Assuming Resolution 5 is approved, in the event that the Company is no longer an eligible entity to issue Equity Securities under its Additional 10% Capacity after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to issue Equity Securities under the Additional 10% Capacity until the approval period ends.

Special Resolution

Listing Rule 7.1A requires this Resolution 5 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no securities will be issued pursuant to the Additional 10% Capacity until and unless this Special Resolution is passed at the Meeting.

Effect of Shareholder approval

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to be granted the Additional 10% Capacity provided for in Listing Rule 7.1A.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the Additional 10% Capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.2 Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

(a) **The period for which the approval will be valid - Listing Rule 7.3A.1**

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Equity Securities during the approval period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid on the earlier of:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

If Resolution 5 is passed by Shareholders, then the approval will expire, on 23 November 2024 unless the Company holds its next Meeting or Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

(b) **Minimum price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.2**

Any Equity Securities issued under the Additional 10% Capacity must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 5.2(b)(i), the date on which the Equity Securities are issued.

(c) **Purpose – Listing Rule 7.3A.3**

As noted above, the purpose for which the Equity Securities may be issued include to raise funds for the Company. Funds raised from the issue of Equity Securities, if undertaken, would be applied towards:

- Exploration activities on the Company's mineral interests;
- Assessment of any future mineral property opportunities;
- Assessment of any other investment opportunities; and
- Ongoing future working capital purposes.

(d) **Risk of Economic and Voting Dilution – Listing Rule 7.3A.4**

Any issue of Equity Securities under the Additional 10% Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional 10% Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 6 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional 10% Capacity.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.0125	\$0.0250	\$0.05
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current	623,180,331 Shares	62,318,033 Shares	\$778,975	\$1,557,951	\$3,115,902
50% increase	934,770,497 Shares	93,477,050 Shares	\$1,168,463	\$2,336,926	\$4,673,852
100% increase	1,246,360,662 Shares	124,636,066 Shares	\$1,557,951	\$3,115,902	\$6,231,804

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. At 6 October 2023, the date of preparation of this Notice, there were 623,180,331 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 6 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the Additional 10% Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1
5. The issue of Equity Securities under the Additional 10% Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy – Listing Rule 7.3A.5**

The recipients of the Equity Securities have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties or associates of a related party of the Company.

The Company will determine the recipients at the time of the issue under the Additional 10% Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;

- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous approval under Listing Rule 7.1A - Listing Rule 7.3A.6**
- The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held 30 November 2022 (**Previous Approval**).
- During the 12-month period preceding the date of the Meeting, being on and from 30 November 2022, the Company did not issue any Shares under Listing Rule 7.1A.2 pursuant to the Previous Approval (**Previous Issue**).
- (g) **Voting Exclusion Statement - Listing Rule 7.3A.7**
- As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in the Notice.

5.3 Directors' Recommendation

The Directors unanimously recommend, to provide additional capacity to raise additional funds should a requisite, appropriate, compliant, and compelling opportunity arise, that Shareholders vote in favour of Resolution 5.

Any inquiries in relation to the Notice or the Explanatory Memorandum should be directed to Paul Jurman (Company Secretary) on (07) 5580 9094.

6. Interpretation

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

AGM means annual general meeting.

ASIC means the Australian Securities & Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691.

AUD or **\$** means Australian Dollars.

Board means the board of Directors of the Company.

Business Day means a day on which all banks are open for business generally in Brisbane.

Chair means the person appointed to the position of chairman of the Board.

Closely Related Party (as defined in section 9 of the Corporations Act) of a member of the Key Management Personnel for an entity means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the regulations for the purposes of the definition of closely related party.

Company means Platina Resources Limited ACN 119 007 939.

Constitution means the constitution of the Company current as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Directors mean the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules and includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Market Price means closing market price as that term is defined in the Listing Rules.

Meeting means the AGM to be held at Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000 on Thursday, 23 November 2023 as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying the Explanatory Memorandum.

Options mean an option to subscribe for Shares.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Remuneration Report means the remuneration report set out in the Director's report section of the Annual Report.

Resolution means a resolution to be proposed at the Meeting.

Shareholder means a holder of Shares in the Company.

Shares means ordinary fully paid shares in the issued capital of the Company.

Special Resolution means a resolution:

- a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Trading Day has the meaning given to that term in the Listing Rules.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means in relation to particular securities for a particular period, the volume weighted average price of trading in those securities on the ASX market over that period.

Schedule 1

Summary of the key terms of the Employee Option Incentive Plan

The key terms of the Platina Resources Limited Employee Option Incentive Plan are as follows:

1. The Plan is to extend to Eligible Employees or Eligible Associate (as the case may be) of Platina Resources Limited ACN 119 007 939 (**Company**) or an Associated Entity of the Company as the Board may in its discretion determine.
2. The total number of Securities which may be offered by the Company under the Plan shall not at any time exceed the limit prescribed by the Company's Constitution or Division 1A of Part 7.12 of the Corporations Act.
3. The Options are to be issued for no consideration.
4. The exercise price of an Option is to be determined by the Board at its sole discretion, but not be less than a premium of ten percent (10%) to the Market Price of the shares of the Company on the ASX at the time of issue.
5. The Option Commencement Date will be any such date or dates with respect to the Options or tranches of Options (as the case may be) as may be determined by the Board prior to the issuance of the relevant Options.
6. The Option Period commences on the Option Commencement Date and ends on the earlier of:
 - (a) the expiration of such period nominated by the Board at its sole discretion at the time of the grant of the Option;
 - (b) the Business Day after the expiration of three (3) months, or any longer period which the Board may determine, after the Eligible Employee ceases to be employed or ceases to be a Director (if the Eligible Employee is not also employed) by the Company or an Associated Entity of the Company; or
 - (c) the Eligible Employee ceasing to be employed by the Company or an Associated Entity of the Company due to fraud or dishonesty.
7. Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Employees (or their Eligible Associates where applicable) of the Company or an Associated Entity of the Company. The Board is entitled to determine:
 - (a) subject to paragraph 2, the total number of Options to be offered in any one year to Eligible Employees or Eligible Associates;
 - (b) the Eligible Employees to whom offers will be made; and
 - (c) the terms and conditions of any Options granted, subject to the Plan.
8. Option holders do not participate in dividends or in bonus issues unless the Options are exercised.
9. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the ASX Listing Rules.
10. In the event of a pro rata issue (except a bonus issue) made by the Company during the term of the Options the Company may adjust the exercise price for the Options in accordance with the formula in the terms of the Plan.
11. The Board has the right to vary the entitlements of Participants to take account of the effect of capital reorganisations, bonus issues or rights issues.
12. The Board may impose as a condition of any offer of Options under the Plan any restrictions on the transfer or encumbrance of such Options as it determines.
13. The Board may vary the Plan.
14. The Plan is separate to and does not in any way form part of, vary or otherwise affect the rights and obligations of an Eligible Employee under the terms of his or her employment or arrangement.
15. At any time from the date of an Offer until the Acceptance Date of that Offer, the Board undertakes that it shall provide information as to:
 - (a) the Current Market Price of the Shares; and
 - (b) the acquisition price of the Options offered where this is calculated by reference to a formula, as at the date of the Offer,to any Participant within five Business Days of a written request to the Company from that Participant to do so.
16. Any Offer made pursuant to the Plan will specify whether subdivision 83A-C of the applicable Tax Laws applies to that Offer such that any tax payable by a Participant under the Offer will be deferred to the applicable deferred taxing point described in that subdivision.

Schedule 2

Amendments to Constitution (Proportional Takeover Provisions)

Resolution 4 proposes that the Constitution be amended by re-inserting the following as Rule 76 of the Constitution

76. Takeover approval provisions

Subject to the provisions of the Corporations Act, where offers have been made for Shares in the Company under a Takeover Bid and each such offer relates to a proportion of these Shares in the Company included in a class of Shares being a proportion that is the same in respect of each offer, the Directors shall refuse to register a transfer giving effect to a contract resulting from the acceptance of any offer under the Takeover Bid unless the following provisions have been complied with:

- (a) the Directors shall convene a Meeting of the Company to be held in accordance with this Constitution on a day which is not less than 15 days prior to the end of the period during which the offers made under the Takeover Bid remain open;
- (b) at the Meeting referred to the Members entitled to vote in accordance with Rule 76(c) shall consider and vote on a resolution approving the Takeover Bid which resolution shall be taken to have been passed if the votes cast in favour of the resolution exceed 50% of all votes validly passed in respect of the resolution; and
- (c) for the purposes of the resolution referred to in Rule 76(b), a person (other than the offerer under the Takeover Bid or a person associated within the meaning of the Corporations Act with the bidder) who, as at 5.00pm on the day on which the first offer under the Takeover Bid was made, held Shares included in the class of Shares the subject of the Takeover Bid is entitled to vote and despite anything contained in this Constitution shall have one vote for each such Share held.

Proxy, Representative and Voting Entitlement Instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

BY MAIL Platina Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia BY FAX +61 2 9287 0309	ONLINE www.linkmarketservices.com.au ALL ENQUIRIES TO Telephone: +61 1300 554 474
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If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 6.00pm (Brisbane time) on 21 November 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, either holder may sign.
Power of Attorney:	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	<p>Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone.</p> <p>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.</p> <p>Please indicate the office held by signing in the appropriate place.</p>

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL

Platina Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474


X99999999999
PROXY FORM

I/We being a member(s) of Platina Resources Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY
☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:00pm (Brisbane time) on Thursday, 23 November 2023 at Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 & 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 & 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒
Resolutions
1 Re-election of John Anderson as a Director

For Against Abstain*
☐ ☐ ☐
2 Remuneration Report

☐ ☐ ☐
3 Approval of Employee Option Incentive Plan

☐ ☐ ☐
4 Insertion of Proportional Takeover Provisions in the Constitution

☐ ☐ ☐
5 Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

For Against Abstain*
☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (Brisbane time) on Tuesday, 21 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Platina Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**