

23 December 2015

The Manager
Companies Announcements
Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

NOTICE OF SPECIAL GENERAL MEETING/PROXY FORM

Nkwe Platinum Limited (ASX: NKP) ("**Nkwe Platinum**" or "**the Company**") wishes to advise that the attached Notice of Special General Meeting and Proxy Form has been despatched to shareholders today, 23 December 2015.

Yours faithfully

Zhilin Li
Managing Director
Nkwe Platinum Limited

AUSTRALIAN OFFICE
Level 1, 18 Kings Park Road
West Perth WA 6005
Australia

PO Box 168
West Perth WA 6872
Australia

Tel: +61 (0)8 9481 8858
Fax: +61 (0)8 9481 3813

NKWE PLATINUM LIMITED
ARBN 105 979 646

SOUTH AFRICA OFFICE
1st Floor, Building 3
Harrowdene Office Park
128 Western Services Road
Woodmead, Johannesburg 2191
Republic of South Africa

REGISTERED OFFICE
Clarendon House
2 Church Street
Hamilton HM11

PO Box HM666
Hamilton HMCX
BERMUDA

NKWE PLATINUM LIMITED
Bermuda Regn Number 32747

Web: www.nkweplatinum.com





NKWE PLATINUM LIMITED
BERMUDA EXEMPT COMPANY NO 32747
ARBN 105 979 646

NOTICE OF SPECIAL GENERAL MEETING

TIME: 9:00am (Bermuda time) / 9:00pm (WST)

DATE: 3 March 2016

PLACE: Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 8 9481 0544.

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IMPORTANT INFORMATION

The business of the General Meeting affects your shareholding so your vote is important.

You can vote in person or by proxy.

VOTING IN PERSON

To vote in person, attend the Special General Meeting at the date, time and place set out on the cover page and in the Notice of the Special General Meeting.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) hand delivery to Nkwe Platinum Limited, Level 1, 18 Kings Park Road, West Perth, WA 6005;
- (b) post to Nkwe Platinum Limited, PO Box 168, West Perth, WA 6872; or
- (c) facsimile to the Company on facsimile number (+61 8) 9481 3813,

so that it is received not later than 9:00am (Bermuda time) / 9:00pm (WST) on 1 March 2016.

Proxy Forms received later than this time will be invalid.

If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution (**Resolutions**) by marking the appropriate box in the voting directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

The Chairman intends to vote all undirected proxies against all Resolutions.

If you appoint the Chairman as your proxy (whether intentionally or by default) you can direct the Chairman of the Meeting to vote for, against or abstain from voting on the Resolutions by marking the appropriate box on the Proxy Form.

An appointment of a proxy or power of attorney is not effective for the Meeting unless:

- (a) in the case of a proxy, the Proxy Form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it, is received by the Company by one of the following means of delivery prior to 9:00am (Bermuda time) / 9.00pm (WST) on 1 March 2016:
 - (i) hand delivery to Nkwe Platinum Limited, Level 1, 18 Kings Park Road, West Perth, WA 6005;
 - (ii) post to Nkwe Platinum Limited, PO Box 168, West Perth, WA 6872; or
 - (iii) facsimile to the Company at (+61 8) 9481 3813.

If you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that the Special General Meeting of Shareholders of **Nkwe Platinum Limited (ARBN 105 979 646)** will be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda at 9:00am (Bermuda time) / 9:00pm (WST) on 3 March 2016.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Special General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined that the persons eligible to vote at the Special General Meeting are those who are registered Shareholders of the Company at 9:00am (Bermuda time) / 9:00pm (WST) on 1 March 2016.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

Resolution 1

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That the Company releases on the Australian Securities Exchange announcements platform the **“Settlement and Release Deed”** entered into between the Company and Mr Peter Landau signed in September 2014.”*

Resolution 2

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That the Company releases on the Australian Securities Exchange announcements platform the **Loan Agreement** entered into during December 2013 which provided Genorah Resources (Pty) Limited (a related party of the Company) with a loan of \$5,489,236.”*

OTHER BUSINESS

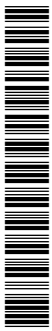
To transact any other business that may be properly brought before the meeting in accordance with the Company's constitution.

By order of the Board



Keith Bowker
Company Secretary
15 December 2015

EXPLANATORY STATEMENT



This Explanatory Statement has been prepared for the information of Shareholders of Nkwe Platinum Limited in connection with the business to be conducted at the Special General Meeting to be held at 9:00am (Bermuda time) / 9:00pm (WST) on 3 March 2016 at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting. Words which are defined in the Notice of Meeting have the same meaning when used in this Explanatory Statement unless the context requires otherwise.

The Special General Meeting and the Resolutions have been requisitioned by certain Shareholders in accordance with the Bye-laws and the Act. The Directors are of the view that the Settlement and Release Deed referred to in Resolution 1 and the Loan Agreement referred to in Resolution 2 are confidential matters relating to the business of the Company and believe that their disclosure, as proposed in the Resolutions, is not in the best interests of the Company.

The Chairman intends to vote all available proxies against Resolution 1 and Resolution 2.

GLOSSARY

Capitalised terms in this Notice of Special General Meeting and in the Explanatory Statement have the following meanings:

Special General Meeting or Meeting	The special general meeting of Shareholders convened by this Notice of Special General Meeting.
Australian Securities Exchange	The exchange operated by ASX Limited (ACN 008 624 691)
Board	The board of Directors of the Company.
Bye-laws	The Company's bye-laws, as amended from time to time.
Directors	The directors of the Company.
Explanatory Statement	The explanatory statement accompanying this Notice of Special General Meeting.
Nkwe or Company	Nkwe Platinum Limited.
Notice or Notice of Meeting	The notice of meeting relating to the Special General Meeting of Shareholders to be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda at 9:00am (Bermuda time) / 9:00pm (WST) on 3 March 2016.
Option	An entitlement to a Share upon payment of the specified exercise price prior to the specified date of expiry.
Ordinary resolution	A resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.
Proxy Form	The proxy form accompanying this Notice of Meeting.
Resolutions	The resolutions set out in this Notice of Meeting, or any of them as the context requires.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
WST	Australian Western Standard Time.
\$	The currency of the Commonwealth of Australia.



NKWE PLATINUM
NKWE Platinum Limited
ARBN 105 979 646

Lodge your vote:



By Mail:

Nkwe Platinum Limited
PO Box 168 West Perth
Western Australia 6872

Alternatively you can fax your form to
(within Australia) 08 9481 3813
(outside Australia) +61 8 9481 3813

┌ 000001 000 NKP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 9:00am (Bermuda time)/ 9:00pm (WST) Tuesday, 1 March 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding

Update your securityholding

Your secure access information is:

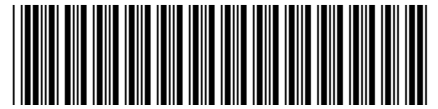
SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I N D

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Nkwe Platinum Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Special General Meeting of Nkwe Platinum Limited to be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda on Thursday, 3 March 2016 at 9:00am (Bermuda time)/9:00pm (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Release of Settlement and Release Deed on the ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Release of Loan Agreement on the ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies against of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /