

Notice of Annual General Meeting and Explanatory Memorandum

Platina Resources Limited

ABN 25 119 007 939

Date of Meeting: 3 November 2016

Time of Meeting: 10:30am (Perth time)

Place of Meeting: Level 27, Allendale Square, 77 St Georges Terrace, Perth, WA
6000

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 10.30 am (Perth time) on Thursday, 3 November 2016 at the offices of HopgoodGanim, Level 27, Allendale Square, 77 St Georges Terrace, Perth, WA 6000.

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 2016. The Company's reports can be accessed on the Company's website at www.platinaresources.com.au.

1. Resolution One – Re-election of Brian Moller as a Director

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

"That Brian Moller, who retires by rotation in accordance with Rule 13.2 of the Company's Constitution and, 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 Advisory Resolution, without modification:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2016 (as set out in the Directors Report) be adopted."

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

VOTING EXCLUSION STATEMENT

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

- a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report;
- a Closely Related Party of such a member, whether as a shareholder or as a Key Management Personnel's proxy.

However, a vote may be cast on Resolution Two by the above persons as a proxy if the vote is not cast on behalf of a person described above and either:

- the appointment as a proxy is in writing and specifies how the proxy is to vote on Resolution Two; or
- the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - 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, for the entity.

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.

3. Resolution Three - Ratification of Previous Issue of Placement A Shares under Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 6,000,000 Shares (**Placement A Shares**) on 30 May 2016 at an issue price of \$0.065 per Share for a consideration of \$390,000 to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution Three by a person who participated in the issue of the Placement A Shares and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

4. Resolution Four – Ratification of Previous Issue of Placement B Shares under Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 6,000,000 Shares (**Placement B Shares**) on 6 June 2016 at an issue price of \$0.065 per Share for a consideration of \$390,000 to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution Four by a person who participated in the issue of the Placement B Shares and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

5. Resolution Five - Ratification of Previous Issue of Placement C Shares under Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 24,329,877 (**Placement C Shares**) on 24 June 2016 at an issue price of \$0.08 per Share for a consideration of \$1,946,390 to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution Five by a person who participated in the issue of the Placement C Shares and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

6. Resolution Six - Ratification of Previous Issue of Placement D Shares under Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 4,670,123 Shares (**Placement D Shares**) on 24 June 2016 at an issue price of \$0.08 per Share for a consideration of \$373,610 to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution Six by a person who participated in the issue of the Placement D Shares and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

7. Resolution Seven - Grant of Performance Rights to Mr Robert Mosig

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

“That in accordance with Listing Rule 10.14, section 208(1) of the Corporations Act and for all other purposes, the Shareholders approve the grant to Mr Robert Mosig, being a Director of the Company, or his nominee, of 1,000,000 Performance Rights for nil consideration, and to allot and issue Shares upon the vesting and subsequent exercise of those Performance Rights (on a one-for-one basis), in accordance with the Performance Rights Plan and otherwise on the terms set out in the Explanatory Memorandum.”

NOTES:

A copy of this Notice and the Explanatory Memorandum which accompanies this Notice has been lodged with ASIC in accordance with Section 218 of the Corporations Act.

A detailed summary of the key terms of the Performance Rights Plan is set out in Annexure A.

VOTING EXCLUSION STATEMENT:

The Company will disregard any votes cast on Resolution Seven by:

- a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in an employee incentive scheme by anyone else, that person; and
- any associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Key Management Personnel voting exclusion statement

A vote on Resolution Seven must not be cast by:

- any member of Key Management Personnel of the Company or if the Company is part of a consolidated entity, of the entity; or
- 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

8. Resolution Eight – 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, to 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 AGM, 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

The Company will disregard any votes cast on Resolution Eight by:

- a person who may participate in the issue of the Placement Securities and a person who might obtain a benefit, except a benefit solely in their capacity as a holder of Shares if the resolution is passed; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

IMPORTANT NOTE

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 ASX Listing Rule 14.11.1 relating to ASX 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. In accordance with Listing Rule 14.11.1, there is no reason to exclude the votes, and the votes will not be excluded, of such Shareholders.

GENERAL BUSINESS

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

Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the Board



Paul Jurman
Company Secretary
26 September 2016

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 10.30 am (Perth time) on Thursday, 3 November 2016 at the offices of HopgoodGanim, Level 27, Allendale Square, 77 St Georges Terrace, Perth, WA 6000.

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 used in this Notice of Meeting and Explanatory Memorandum are defined in Section 7 “Interpretation”.

Consider the Company’s 2016 Annual Report

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 2016 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.

The Company will not provide a hard copy of the Company’s annual financial report to Shareholders unless specifically requested to do so. The Company’s annual financial report is available on its website at www.platinaresources.com.au.

1. Resolution One – Re-Election of Brian Moller as a Director

Mr Brian Moller retires at the AGM in accordance with rule 13.2 of the Company’s Constitution and, being eligible, offers himself for re-election as a Director.

Mr Moller’s qualifications and experience

Mr Moller was appointed as a Non-Executive Director of the Company on 31 January 2007.

Brian Moller is a corporate partner in the Brisbane-based law firm HopgoodGanim Lawyers, the Australian solicitors to the Company. He was admitted as a Solicitor in 1981 and has been a partner at HopgoodGanim since 1983. He practices almost exclusively in the corporate area with an emphasis on capital raising, mergers and acquisitions.

Brian Moller holds an LLB (Hons) from the University of Queensland and is a member of the Australian Mining and Petroleum Law Association.

Brian Moller acts for many publicly-listed resource and industrial companies and brings a wealth of experience and expertise to the board, particularly in the corporate regulatory and governance areas. Mr Moller is a non-executive director of DGR Global Limited, Agua Resources Limited and Navaho Gold Limited, and Chairman of Aus Tin Mining Ltd and SolGold PLC.

Mr Moller is Chair of the Audit and Risk Management and Remuneration Committees.

Mr Moller does not hold any shares in the Company, however he holds 500,000 unlisted options (exercisable at \$0.10 expiring on 26 November 2016).

The ASX Corporate Governance Council (Recommendation 2.1) defines independence as being free from any interest, position, association or relationship that could materially influence– or could reasonably be perceived to materially influence– the director’s capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.

In the context of Director independence, “materiality” is considered from both the Company’s and the individual director’s perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount.

Qualitative factors considered included whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it and other factors which point to the actual ability of the director in question to shape the direction of the Group.

In accordance with the Council’s definition of independence above and the materiality thresholds set, the Directors do not consider Mr Moller to be independent, as he is a principal of a material professional advisor to the Group.

Directors’ Recommendations

The Directors (with Mr Moller abstaining) recommend that you vote in favour of this Ordinary Resolution.

2. Resolution Two - Remuneration Report

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.

Under Section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put to shareholders a resolution at the second of those Annual General Meeting’s proposing the calling of an extraordinary general meeting to consider the election of directors of the Company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the spill resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting. All of the directors who were in office when the second (consecutive) Directors’ Report was considered at the second (consecutive) Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors are approved will be the directors of the Company.

At the 2015 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2015 Annual Report.

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.

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

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

A voting exclusion statement is set out under Resolution Two in the Notice of Meeting.

2.2 Directors’ Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

3. Resolutions Three and Four - Ratification of Previous Issue of the Placement A Shares and Placement B Shares

3.1 Introduction

On 30 May 2016 and 6 June 2016, the Company issued a total of 12,000,000 Shares (**First Placement Shares**) at an issue price of \$0.065 per Share by way of a private placement to sophisticated investors (**First Placement**) to raise a total of \$780,000. The First Placement Shares were issued as follows:

- (a) 6,000,000 Placement A Shares were issued on 30 May 2016 raising a total of \$390,000 and are the subject of Resolution Three;
- (b) 6,000,000 Placement B Shares were issued on 6 June 2016 raising a total of \$390,000 and are the subject of Resolution Four.

Resolution Three and Resolution Four seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement A Shares and Placement B Shares respectively, which together comprise the First Placement.

3.2 ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Company issued the First Placement Shares in reliance on its capacity pursuant to Listing Rule 7.1A. In general terms, Listing Rule 7.1A restricts the Company to issuing securities representing a maximum of 10% of the number of securities on issue in the Company in any 12 month period unless it obtains the prior approval of its members.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

Approval is sought under Resolution Three to allow the Company to ratify the issue and allotment of 12,000,000 First Placement Shares issued in the Placement not previously approved by Shareholders pursuant to ASX Listing Rule 7.1. If Resolution Three and Resolution Four are approved, it will have the effect of refreshing the Company's ability, to the extent of the First Placement Shares, to issue further Shares pursuant to Listing Rule 7.1A (subject to Resolution Eight being passed) without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolutions Three and Four are not passed, the First Placement Shares will be counted toward the 10% limit pursuant to Listing Rule 7.1A for a period of 12 months from the date of issue.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the issue of the Placement A Shares and Placement B Share pursuant to and in accordance with ASX Listing Rule 7.5:

- (a) the number of securities allotted by the Company pursuant to the First Placement was a total of 12,000,000 Shares comprised of 6,000,000 Placement A Shares and 6,000,000 Placement B Shares; the First Placement Shares were issued pursuant to ASX Listing Rule 7.1A;
- (b) the Placement A Shares were issued and allotted on 30 May 2016 and the Placement B Shares were issued and allotted on 6 June 2016;
- (c) the First Placement Shares were allotted for consideration of \$0.065 per Share;
- (d) the issued First Placement Shares are fully paid ordinary shares and in the capital of the Company and rank equally with the existing Shares on issue;
- (e) the allottees of the First Placement Shares were subscribers to the Placement who are exempt from the disclosure requirements of the Corporations Act. None of the allottees were related parties of the Company at the time of the First Placement; and

- (f) the funds raised from this issue were used to provide funds for operational activities, including at the Company's Owendale scandium and platinum project in New South Wales, as well as for working capital and the costs of the issue.

3.3 Director's Recommendation

None of the Directors have a personal interest in the subject matter of either Resolution Three or Resolution Four. The Board believes that the Shareholder approval for the ratification of the issue of the Placement Shares pursuant to the First Placement is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution Three and Resolution Four as it refreshes the Company's capacity to issue further securities representing up to 10% of the Company's share capital during the next 12 months without Shareholder approval (subject to Resolution Eight being passed).

4. Resolutions Five and Six - Ratification of Previous Issue of Placement C Shares and Placement D Shares

4.1 Introduction

On 24 June 2016, the Company issued a total of 29,000,000 Shares (**Second Placement Shares**) at an issue price of \$0.08 per Share by way of a private placement to sophisticated investors (**Second Placement**) to raise \$2,320,000. The Second Placement Shares were issued as follows:

- (a) 24,329,877 Placement C Shares were issued on 24 June 2016 raising a total of \$1,946,390 and are the subject of Resolution Five;
- (b) 4,670,123 Placement D Shares were issued on 24 June 2016 raising a total of \$373,610 and are the subject of Resolution Six.

Resolution Five and Resolution Six seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement C Shares and the Placement D Shares respectively, which together comprise the Second Placement.

4.2 ASX Listing Rule 7.4

A summary of ASX Listing Rule 7.1 is set out in section 3.2 above.

Approval is sought under Resolution Five to allow the Company to ratify the issue and allotment of 24,329,877 Placement C Shares issued in the Second Placement not previously approved by Shareholders pursuant to ASX Listing Rule 7.1. If Resolution Five is approved, it will have the effect of refreshing the Company's ability, to the extent of the Placement C Shares, to issue further Shares pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolution Five is not passed, the Placement C Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

Approval is sought under Resolution Six to allow the Company to ratify the issue and allotment of 4,670,123 Placement D Shares issued in the Second Placement not previously approved by Shareholders pursuant to ASX Listing Rule 7.1. If Resolution Six is approved, it will have the effect of refreshing the Company's ability, to the extent of the Placement D Shares, to issue further Shares pursuant to Listing Rule 7.1A (subject to Resolution Eight being passed) without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolution Six is not passed, the Placement D Shares will be counted toward the 10% limit pursuant to Listing Rule 7.1A for a period of 12 months from the date of issue.

The following information is provided in relation to Resolutions Five and Six to Shareholders for the purposes of obtaining Shareholder approval of the issue of the Placement C Shares and the Placement D Shares under the Second Placement pursuant to and in accordance with ASX Listing Rule 7.5:

- (a) 29,000,000 Shares were issued on 24 June 2016 on the following basis:
 - (i) 24,329,877 Placement C Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1; and
 - (ii) 4,670,123 Placement D Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A;

- (b) the Second Placement Shares were allotted for consideration of \$0.08 per Share;
- (c) the issued Second Placement Shares are fully paid ordinary shares and in the capital of the Company and rank equally with the existing Shares on issue;
- (d) the allottees of the Second Placement Shares were subscribers to the Second Placement who are exempt from the disclosure requirements of the Corporations Act. None of the allottees were related parties of the Company at the time of the Second Placement; and
- (e) the funds raised from this issue were used to provide funds for operational activities, including at the Company's Owendale scandium and platinum project in New South Wales, as well as for working capital and the costs of the issue.

4.3 Director's Recommendation

None of the Directors have a personal interest in the subject matter of Resolutions Five and Six. The Board believes that the Shareholder approval for the ratification of the issue of the Second Placement Shares pursuant to the Second Placement is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolutions Five and Six as it refreshes the Company's capacity to issue further securities representing up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval and up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval (subject to Resolution Eight being passed).

5. Resolution Seven – Grant of Performance Rights to Robert Mosig

5.1 Background

Resolution Seven seeks Shareholder approval for the issue of Performance Rights, and Shares issued on exercise of the Performance Rights, to Mr Robert Mosig under the Performance Rights Plan as part of his long term incentive arrangements.

The Board's rationale for the Performance Rights Plan is to:

- (a) align the interests of participant's in the Performance Rights Plan with Shareholders through the allocation of equity based incentives which are linked to the performance of the Company;
- (b) attract, motivate and retain quality employees; and
- (c) preserve cash reserves.

The Performance Rights Plan is a flexible equity-based scheme which will allow the Company to grant different types of appropriately structured performance-based awards to eligible participants, depending upon the prevailing circumstances and having regard to market practices generally.

The Performance Rights are also a key component of the Company's executive remuneration strategy. Performance Rights allow Participants to acquire Shares, subject to remaining employed by the Company and based on the performance of the Company. If Performance Rights vest, Participants are entitled to be issued with a corresponding number of Shares without being required to pay any monetary consideration.

The Performance Rights Plan has been designed so that it is an integral component of the Company's remuneration philosophy and has been considered and reviewed by the Board, having specific regard to the Company's current key business drivers.

A summary of the terms and conditions of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum.

5.2 Introduction

Resolution Seven seeks Shareholder approval to issue 1,000,000 Performance Rights to Mr Mosig, or his nominee. Details of the Performance Rights proposed to be issued to Mr Mosig are set out in section 5.4.

It is proposed to grant Mr Mosig (or his nominee) Performance Rights in order to provide him with reward and incentive for future services he will provide to the Company to further progress the aims and objectives of the Company.

5.3 Regulatory Requirements

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of that public company unless the benefit falls within one of various exceptions to the general prohibition. One of the exceptions includes where a company first obtains the approval of its shareholders in general meeting in circumstances where the requirements of Chapter 2E of the Corporations Act in relation to the convening of that meeting have been met.

Resolution Seven, if passed, will confer financial benefits on Robert Mosig (being a related party of the Company), and the Company seeks to obtain Shareholder approval in accordance with the requirements of Chapter 2E of the Corporations Act and for this reason, and for all other purposes, the following information is provided to Shareholders.

(a) The related party to whom Resolution Seven would permit the financial benefit to be given

Mr Robert Mosig (or his nominee) is the related party to whom Resolution Seven would permit the financial benefit to be given. Mr Mosig is the Company's Managing Director.

(b) The nature of the financial benefit

The nature of the proposed financial benefit is:

- the grant of 1,000,000 Performance Rights to Robert Mosig (or his nominee);
- the Performance Rights shall be issued for nil consideration; and
- the Performance Rights shall be capable of conversion into Shares in accordance with the terms of the Performance Rights Plan provided that the Performance Hurdles have been met (further details of which can be found in the table in section 5.4 of this Explanatory Memorandum).

(c) Directors' Recommendation

With respect to Resolution Seven, all directors other than Mr Robert Mosig recommend that Shareholders vote in favour of this resolution. As Mr Mosig is interested in the outcome of Resolution Seven, he accordingly makes no recommendation to Shareholders in respect of this resolution.

The reasons for the above recommendation include:

- i. the grant of the Performance Rights as proposed to Mr Mosig will provide him with reward and incentive for future services he will provide to the Company to further the progress of the Company;
- ii. the Performance Rights are not intended as a substitute for salary or wages or as a means for compensation for past services rendered; and
- iii. in the Company's circumstances as they existed as at the date of this Explanatory Memorandum, the Directors considered that the incentive provides a cost effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration). However, it must be recognised that there will be an opportunity cost to the Company, being the potentially dilutionary impact of the issue of Shares on the conversion of the Performance Rights. It should be noted however that the Performance Hurdle that will trigger the conversion of the Performance Rights into Shares is an increase in the Company's current Share price.

(d) Directors' interests and other remuneration

Mr Robert Mosig has a material personal interest in the outcome of Resolution Seven, as it is proposed that the Performance Rights be issued to him (or his nominee) as set out in Resolution Seven.

Excluding the Performance Rights to be issued to Mr Mosig pursuant to Resolution Seven, Mr Mosig (and entities associated with him), holds 4,481,335 Shares. Please refer to the table below under the heading "Dilutionary Effect" at section 5.3(f) of this Explanatory Memorandum which indicates the holdings of Mr Mosig (and entities associated with him).

Other than the Performance Rights to be issued pursuant to Resolution Seven, Mr Mosig currently receives an annual base salary of \$323,000 per annum (including statutory superannuation) from the Company for his services as Managing Director of the Company. Additionally, Mr Mosig's employment contract covers a further amount up to \$10,000 per annum for fringe benefits tax payable in respect of his employment.

(e) Valuation

The Performance Rights are not currently quoted on the ASX and as such have no ready market value. The Performance Rights each grant the holder a right of grant of one Share in the Company upon vesting of the Performance Rights for nil consideration. Accordingly, the Performance Rights may have a present value at the date of their grant.

The Company has determined that the value of a single Performance Right is \$0.097, based on the market price of the underlying Shares at the time of preparing this Notice and Explanatory Memorandum. Accordingly, based on the valuation methodology adopted by the Company and contained in Annexure B, the total value of the Performance Rights to be granted to Robert Mosig pursuant to Resolution Seven is \$97,000.

(f) Any other information that is reasonably required by Shareholders to make an informed decision and that is known to the Company or any of its Directors

There is no other information known to the Company or any of its Directors that is reasonably required by Shareholders to make a decision with respect to Resolution Seven, save and except as follows:

Market Price Movements

The Performance Rights valuation noted above, the methodology of which is contained in Annexure B of this Notice, is based on a market price per Share of \$0.105 which is the last sale price recorded on ASX prior to the valuation being carried out. There is a possibility that the market price of the Shares will change up to the date of the AGM.

Trading History

In the 12 months prior to the valuation detailed above under the heading "Valuation", the Company's trading history is as follows:

- the highest trading price was \$0.175; and
- the lowest trading price was \$0.028.

The most recent trading price of the Shares on the close of trading on 26 September 2016 was \$0.10.

Opportunity Costs

The opportunity costs and benefits foregone by the Company issuing the Performance Rights to Mr Mosig (or his nominee) is the potentially dilutionary impact on the issued Share capital of the Company (in the event that the Performance Rights are converted). To the extent that upon their conversion the dilutionary impact caused by the issue of the Shares will be detrimental to the Company, this is more than offset by the advantages accruing from the Company securing the services of experienced and skilled Directors and management on appropriate incentive terms.

It is also considered that the potential increase of value in the Performance Rights is dependent upon a relative increase in the value of the Company generally.

Taxation Consequences

No stamp duty will be payable in respect of the grant of the Performance Rights. No GST will be payable by the Company in respect of the grant of the Performance Rights (or if it is then it will be recoverable as an input credit).

AASB 2 “Share Based Payments” requires that reporting entities must recognise services acquired in a share-based payment transaction as the services are received. The issue of Performance Rights is in return for services provided to the Company, therefore these services are to be recognised.

The value of the services acquired by the Company is to be measured at the fair value of the equity instrument granted, where fair value of the services provided cannot be estimated reliably. As the issue of Performance Rights is in consideration of future services, the fair value of the services cannot be reliably measured. As such, the value of the Performance Rights to be issued needs to be used as the reliable measurement of the services provided.

As the Performance Rights will not be listed on the ASX and will not be tradable, the market value of the Performance Rights cannot be readily determined from any sales data. Therefore, an option pricing model is necessary to provide a value for the Performance Rights issued.

Dilutionary Effect

The effect on the Company’s capital structure if all of the Performance Rights proposed to be granted under Resolution Seven vest and are subsequently converted by Mr Mosig into Shares and the dilutionary impact on the current Shareholders of the Company is outlined in the tables below.

For completeness, it is noted that Mr Mosig currently has 1,500,000 Performance Rights (**Existing Performance Rights**) which were issued to Mr Mosig on 8 December 2015 and formed part of his remuneration package at this time. These Existing Performance Rights will vest upon the entry into an agreement by a third party to fund the capital costs of the scandium oxide plant, such cost being in the vicinity of \$70 million. The Test Date for these 1.5 million the Existing Performance Rights is 30 June 2018.

Table 1 contemplates a scenario where none of the Existing Performance Rights are converted into Shares, whereas Table 2 contemplates a scenario where all of the Existing Performance Rights are converted into Shares.

Table 1:

| Shareholder | Current Share Holding | % of Total Share Capital | Shares held upon issue of Performance Rights ^{1,2} | % of Total Share Capital ^{1, 2} |
|---|------------------------|--------------------------|---|--|
| Current Shareholders (other than Mr Mosig) | 205,719,900 | 97.87% | 205,719,900 | 97.40% |
| Mr Robert Mosig | 4,481,335 ³ | 2.13% | 5,481,335 | 2.60% |
| Total | 210,201,235 | 100.00% | 211,201,235 | 100.00% |

Notes:

- (1) Assuming that no other Shares are issued and no existing options are exercised.
- (2) Assuming that all of the Performance Rights issued to Mr Mosig (or his nominee) pursuant to Resolution Seven vest, and are subsequently converted into Shares in accordance with their terms.
- (3) This figure is current as at 26 September 2016. This figure does not include the vesting and conversion of the Existing Performance Rights into Shares.

Table 2:

| Shareholder | Current Share Holding | % of Total Share Capital | Shares held upon issue of Performance Rights ^{1,2} | % of Total Share Capital ^{1, 2} |
|---|------------------------|--------------------------|---|--|
| Current Shareholders (other than Mr Mosig) | 205,719,900 | 97.17% | 205,719,900 | 96.72% |
| Mr Robert Mosig | 5,981,335 ³ | 2.83%% | 6,981,335 | 3.28% |
| Total | 211,701,235 | 100.00% | 212,701,235 | 100.00% |

Notes:

- (1) Assuming that no other Shares are issued, and no existing options are exercised.
- (2) Assuming that all of the Performance Rights issued to Mr Mosig (or his nominee) pursuant to Resolution Seven vest, and are subsequently converted into Shares in accordance with their terms.
- (3) This figure assumes that all of the Existing Performance Shares vest, and are subsequently converted into Shares in accordance with their terms

5.4 Listing Rules

Securities cannot be issued to a Director under an employee incentive scheme (like the Performance Rights Plan) without first obtaining shareholder approval. The purpose of Resolution Seven is to seek approval in accordance with Listing Rule 10.14 of the issue of Performance Rights, and Shares issued on exercise of the Performance Rights, to Robert Mosig, Managing Director of the Company.

The following information is provided in compliance with Listing Rule 10.15.

| | |
|-------------------------------------|---|
| Maximum number of securities | 1,000,000 Performance Rights will be issued to Robert Mosig or his nominee. Each Performance Right is exercisable, subject to the satisfaction of the Performance Hurdles and being exercised during the applicable period for exercise, for one Share. As such, 1,000,000 Shares may be issued to Robert Mosig (or his nominee) upon conversion of vested Performance Rights. |
| Issue Price | The Performance Rights will be issued for nil consideration on the basis that their issue represents an incentive for future performance, and will be subject to performance based vesting conditions (Performance Hurdle, which is outlined below). It is a term of the Performance Rights Plan that Performance Rights have a nil exercise price. |
| Performance Hurdles | 1,000,000 Performance Rights will vest and convert into Shares in the event that the Company's Shares trade at a daily VWAP of at least \$0.20 for a consecutive period of at least 20 trading days. The Test Date for these 1 million Performance Rights is 30 June 2018. The Performance Rights will expire if the holder ceases to be an officer of the Company. |
| Change of Control | If, in the opinion of the Board, a Change of Control Event has occurred, or is likely to occur, the Board may declare a Performance Right to be free of any vesting conditions and Performance Rights which are so declared may, subject to any other rule, be exercised at any time on or before the relevant Last Exercise Date and in any number. |
| Last Exercise Date | The Last Exercise Date is 30 June 2018. The Performance Rights will otherwise lapse in the circumstances set out in Annexure A. |
| Other terms | The Performance Rights are otherwise issued on the terms set out in the Performance Rights Plan (the key terms of which are summarised in Annexure A). |

| | |
|---------------------------|--|
| Issue Date | The Performance Rights under the Performance Rights Plan will be issued to Mr Robert Mosig, or his nominee, as soon as possible after the Meeting, and in any event, no later than 12 months after the date of the Meeting. |
| Loan Terms | There are no applicable loan terms as there is no loan attaching to the issue of the Performance Rights. |
| Security Details | The details of any Performance Right issued under the Performance Rights Plan will be published in each Platina Resources Limited Annual Report relating to a period in which Performance Rights have been issued. The Annual Report will also state that approval for the issue of Performance Rights was obtained under Listing Rule 10.14. |
| Additional Persons | Robert Mosig, Reginald Gillard and Brian Moller, as current Directors of the Company, and any of their associates are entitled to participate in the Performance Rights Plan as at the date of the Meeting. At the date of this Notice, the Company is only proposing to issue Performance Rights to Robert Mosig and any additional persons contemplated by Listing Rule 10.14, who are not named in this Notice and who are or become entitled to participate in the Performance Rights Plan after Resolution Seven is approved will not participate in the Performance Rights Plan until additional approval is obtained under Listing Rule 10.14. |

In accordance with Listing Rule 10.15.4, the only person referred to in Listing Rule 10.14 to have received securities under the Performance Rights Plan or similar plan since the last Shareholder approval was obtained on 27 November 2015 was Robert Mosig, who was issued 5,000,000 Performance Rights on 8 December 2015.

5.5 Voting restrictions

There are restrictions on voting on Resolution Seven, by Mr Mosig and his associates and Key Management Personnel and their Closely Related Parties. For additional details please refer to the Voting Exclusion Statements in Resolution Seven of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the chairperson will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution Seven, subject to compliance with the Corporations Act.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to benefits contemplated by Resolution Seven.

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

6.1 Introduction

Pursuant to Resolution Eight, the Company is seeking Shareholder approval to issue an additional 10% of issued capital over a 12 month period in accordance with Listing Rule 7.1A.

If passed, and provided the number of Shares issued by the Company remains the same as at the date of the AGM, this resolution will allow the Company to issue and allot up to 21,020,123 Equity Securities (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the relevant class of Equity Securities (calculated over the last 15 days on which trades in the relevant class of Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if not issued within 5 trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary Shareholders by Special Resolution at the AGM, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the AGM (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12 month period pursuant to Listing

Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from any issue of the Placement Securities are intended to be used as follows:

- general working capital; and/or
- further drilling and evaluation of the Owendale Platinum and Scandium Project; and/or
- further evaluation of the Skaergaard Project in Greenland; and/or
- acquisition and identification of new exploration and development projects (including any expenses associated with such an acquisition or identification); and
- payment of any expenses associated with the issue of Placement Securities.

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

6.2 Listing Rule 7.1A

6.2.1 General

(a) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its AGM it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the Trading Day before the AGM. 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 AGM, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

For illustrative purposes only, on 26 September 2016 the Company's market capitalisation was approximately \$21,020,123 based on the closing trading price on that date.

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 AGM.

The Company is therefore an eligible entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company is no longer an eligible entity to undertake an Additional 10% Placement after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to undertake the Additional 10% Placement.

(b) Shareholder approval

The ability to issue the Placement Securities under the Additional 10% Placement is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the AGM. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at AGM.

6.2.2 Issue Period – Listing Rule 7.1A.1

Shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or

- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the Additional 10% Placement at the AGM on 3 November 2016 then the approval will expire, unless there is a significant change to the Company's Business, on 3 November 2017.

6.2.3 Calculation for Additional 10% Placement – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at AGM may issue or agree to issue, during the 12 month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid Shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- (iv) less the number of fully paid Shares cancelled in the 12 months.

D is 10 percent.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

6.2.4 Equity Securities

Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company presently has 210,201,235 Shares, 1,000,000 unlisted options exercisable at \$0.10 with an expiry date of 26 November 2016 and 2,250,000 Performance Rights on issue as at the date of this Notice. Only the 210,201,235 Shares are quoted on the ASX.

The Company currently only proposes to issue Shares under the Additional 10% Placement in addition to its 15% capacity permitted under Listing Rule 7.1.

6.2.5 Information to be given to ASX – Listing Rule 7.1A.4

If Resolution Eight is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (i) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and
- (ii) the following information required by Rule 3.10.5A of the Listing Rules, will be released to the market on the date of issue:

- A. details of the dilution to the existing holders of Equity Securities caused by the issue;
- B. where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
- C. details of any underwriting arrangements, including any fees payable to the underwriter; and
- D. any other fees or costs incurred in connection with the issue.

6.2.6 Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 210,201,235 Shares, and therefore has the capacity to issue:

- (i) 31,530,185 Equity Securities under Listing Rule 7.1; and
- (ii) 21,020,123 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as above).

6.3 Specific Information required by Listing Rule 7.3A

6.3.1 Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.3A.1, the issue price of the Placement Securities issued pursuant to approval under Listing Rule 7.1A must be not less than 75% of the VWAP for the relevant class of Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price the Placement Securities are to be issued at is agreed; or
- (ii) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph 4.3.1(i) above, the date on which the Placement Securities are issued.

The minimum price cannot be determined at this stage, however, the Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

6.3.2 Risk of economic and voting dilution – Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if the Resolution for the Additional 10% Placement is passed by Shareholders and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing ordinary Shareholders of the Company. The Company currently has on issue 210,201,235 Shares, 1,000,000 unlisted options and 2,250,000 Performance Rights. On this basis, following approval of the Additional 10% Placement, the Company will have approval to issue an additional 21,020,123 Equity Securities. The exact number of Placement Shares to be issued under the Additional 10% Placement will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 and set out above. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue than it is on the date of the AGM; and

- (ii) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the issued capital has increased (by both 50% and 100% respectively) and the Market Price of the Shares has:

- decreased by 50%; and
- increased by 100%.

Table 1

| Listing Rule 7.1A.2 | | Dilution | | |
|--|------------------------|---|-------------------------|--|
| | | \$0.0525 50% decrease in Market Price | \$0.105 Market Price | \$0.21 100% increase in Market Price |
| Current Issued Capital 210,201,235 Shares | 10% Voting Dilution | 21,020,123 | 21,020,123 | 21,020,123 |
| | Funds raised | \$1,103,556 | \$2,207,113 | \$4,414,226 |
| 50% increase in current Issued Capital 315,301,853 Shares | 10% Voting Dilution | 31,530,185 | 31,530,185 | 31,530,185 |
| | Funds raised | \$1,655,335 | \$3,310,669 | \$6,621,338 |
| 100% increase in current Issued Capital 420,402,470 Shares | 10% Voting Dilution | 42,040,247 | 42,040,247 | 42,040,247 |
| | Funds raised | \$2,207,113 | \$4,414,226 | \$8,828,452 |

Assumptions and explanations

- Resolution Eight is passed.
- The table reflects the share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has 210,201,235 Shares on issue, 1,000,000 unlisted options on issue and 2,250,000 Performance Rights on issue.
- The Market Price is 10.5 cents based on the closing price of the Shares on ASX on 20 September 2016;
- The above table only shows the dilutionary effect based on the Additional 10% Placement and not the 15% under Listing Rule 7.1;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- The Company issues the maximum number of Placement Securities available to it under the Additional 10% Placement;
- The Issued Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 20 September 2016; and
- The issue price of the Placement Securities used in the table does not take into account the discount to the Market Price (if any).
- No Options or Performance Rights are exercised into Shares before the date of the issue of the Equity Securities under Listing Rule 7.1A.

6.3.3 Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this AGM. The approval under Resolution Eight for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

6.3.4 Purpose – Listing Rule 7.3A.4

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Any funds raised from the issue of the Placement Securities are intended to be used as follows:

- general working capital; and/or
- further drilling and evaluation of the Owendale Platinum and Scandium Project; and/or
- further evaluation of the Skaergaard Project in Greenland; and/or
- acquisition and identification of new exploration and development projects (including any expenses associated with such an acquisition or identification); and
- payment of any expenses associated with the issue of Placement Securities.

6.3.5 Equity Securities Issued for Non-cash consideration – Listing Rule 7.3A.4

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Equity Securities complies with Listing Rule 7.1A.3.

6.3.6 Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of Placement Securities pursuant to the Additional 10% Placement. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors, including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Placement Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities under the Additional 10% Placement have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Additional 10% Placement will be the vendors of the new assets or investments.

6.3.7 Shareholder Approval previously obtained under listing rule 7.1A

The Company obtained Shareholder approval under Listing Rule 7.1A at the Company's last AGM held on 27 November 2015.

6.3.8 Equity Securities Issued in the previous 12 months

Pursuant to Listing Rule 7.3A.6(a), the Company has issued both Shares and Performance Rights in the 12 months preceding the date of this AGM. The total number of Equity Securities issued in the 12 months preceding this AGM and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period are as follows:

| | Equity Securities |
|--|--|
| Number of equity securities on issue at commencement of 12 month period | 165,701,235 Shares 1,000,000 Unquoted options (exercisable at \$0.10 each on or before 26-Nov-16) 1,000,000 Performance Rights |
| Equity securities issued in prior 12 month period | 44,500,000 Shares 6,000,000 Performance Rights |
| Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period | 30.1% increase in Shares |

Pursuant to Listing Rule 7.3A.6(b), details of Equity Securities issued in previous 12 months are as follows:

| | |
|--|--|
| Date of issue: | 8 December 2015 |
| Number issued: | 250,000 |
| Class/Type of equity security: | Shares |
| Summary of terms: | Shares rank pari passu with all other Shares on issue in the Company |
| Names of persons who received securities or basis on which those persons was determined: | Shares were issued to a consultant, S Devon for consulting services |
| Price at which equity securities were issued: | Nil |
| Discount to market price (if any): | N/A |
| For non-cash issues | |
| Non-cash consideration paid | Conversion of Performance Rights into Shares following successful completion of the relevant Performance Hurdles |
| Current value of that non-cash consideration | N/A |

| | |
|--|--|
| Date of issue: | 13 January 2016 |
| Number issued: | 750,000 |
| Class/Type of equity security: | Shares |
| Summary of terms: | Shares rank pari passu with all other Shares on issue in the Company |
| Names of persons who received securities or basis on which those persons was determined: | Shares issued to consultants of the Company, N Ryan and G Deng upon conversion of Performance Rights |
| Price at which equity securities were issued: | Nil |
| Discount to market price (if any): | N/A |
| For non-cash issues | |

| | |
|--|--|
| Non-cash consideration paid | Conversion of Performance Rights into Shares following successful completion of the relevant Performance Hurdles |
| Current value of that non-cash consideration | N/A |

| | |
|--|--|
| Date of issue: | 26 February 2016 |
| Number issued: | 125,000 |
| Class/Type of equity security: | Shares |
| Summary of terms: | Shares rank pari passu with all other Shares on issue in the Company |
| Names of persons who received securities or basis on which those persons was determined: | Shares issued to previous company secretary of the Company, D Cornish upon conversion of Performance Rights |
| Price at which equity securities were issued: | Nil |
| Discount to market price (if any): | N/A |
| For non-cash issues | |
| Non-cash consideration paid | Conversion of Performance Rights into Shares following successful completion of the relevant Performance Hurdles |
| Current value of that non-cash consideration | N/A |

| | |
|--|--|
| Date of issue: | 30 May 2016 and 6 June 2016 |
| Number issued: | 12,000,000 |
| Class/Type of equity security: | Shares |
| Summary of terms: | Shares rank pari passu with all other Shares on issue in the Company |
| Names of persons who received securities or basis on which those persons was determined: | Shares were allotted to sophisticated and professional investors, none of whom were related parties of the Company |
| Price at which equity securities were issued: | \$0.065 per Share |
| Discount to market price (if any): | N/A |
| For cash issues | |
| Total cash consideration received: | \$780,000 |
| Amount of cash consideration spent: | 25% |
| Use of cash consideration: | Funds raised under the Placement have been used to provide funds to continue the feasibility studies on the Company's flagship Owendale Scandium and Platinum Project, general working capital and the costs of the issue. |
| Intended use for remaining amount of cash (if any): | Balance of cash from this issue plus cash on hand at the date of this notice will be used for as detailed above. |

| | |
|--------------------------------|--|
| Date of issue: | 24 June 2016 |
| Number issued: | (i) 29,000,000 (ii) 375,000 |
| Class/Type of equity security: | Shares |
| Summary of terms: | Shares rank pari passu with all other Shares on issue in the Company |

| | |
|--|---|
| Names of persons who received securities or basis on which those persons was determined: | (i) Shares were allotted to sophisticated and professional investors, none of whom were related parties of the Company. (ii) Shares were issued to a consultant, S Devon and previous company secretary of the Company, Duncan Cornish, upon conversion of Performance Rights. |
| Price at which equity securities were issued: | (i) \$0.08 per Share (ii) Nil. |
| Discount to market price (if any): | (i) 2.4% (ii) N/A |
| For cash issues | |
| Total cash consideration received: | \$2,320,000 |
| Amount of cash consideration spent: | Nil. |
| Use of cash consideration: | All funds raised under the placement will be used to provide funds to continue the feasibility studies on the Company's flagship Owendale Scandium and Platinum Project and general working capital. |
| Intended use for remaining amount of cash (if any): | Balance of cash from this issue plus cash on hand at the date of this notice will be used for as detailed above. |
| For non-cash issues | |
| Non-cash consideration paid | Conversion of Performance Rights into Shares following successful completion of the relevant Performance Hurdles |
| Current value of that non-cash consideration | N/A |

| | |
|--|--|
| Date of issue: | 8 July 2016 |
| Number issued: | 2,000,000 |
| Class/Type of equity security: | Shares |
| Summary of terms: | Shares rank pari passu with all other Shares on issue in the Company |
| Names of persons who received securities or basis on which those persons was determined: | Shares issued to Managing Director, Mr R Mosig, upon conversion of Performance Rights |
| Price at which equity securities were issued: | Nil |
| Discount to market price (if any): | N/A |
| For non-cash issues | |
| Non-cash consideration paid | Conversion of Performance Rights into Shares following successful completion of the relevant Performance Hurdles |
| Current value of that non-cash consideration | n/a |

6.3.9 Voting Exclusion Statement

A voting exclusion statement is included in this Notice. At the date of the Notice, 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.

7. Interpretation

AGM means annual general meeting.

ASIC means the Australian Securities & Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691.

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.

Corporations Act means the *Corporations Act 2001* (Cth).

Constitution means the constitution of the Company from time to time.

Directors mean the directors of the Company.

Equity Securities includes but is not limited to Shares and options over issued and unissued shares in the Company.

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 Annual General Meeting of Shareholders to be held on 3 November 2016.

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.

Participant means an Eligible Person or Eligible Associate as defined by the Performance Rights Plan.

Performance Hurdle means the performance hurdle or condition which is required to be met before the Performance Rights granted under the Plan can vest, as outlined in paragraph 5.4.

Performance Right means a right granted in accordance with the terms of the Performance Rights Plan.

Performance Rights Plan means the Performance Rights Plan adopted by the Company in November 2015, a summary of the key terms of which are contained in Annexure A.

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.

Test Date means, in relation to the Performance Rights, the date at which the Performance Hurdle will be measured to determine whether the Performance Rights become vested, being the date of 30 June 2018 as outlined in paragraph 5.4 of the Explanatory Memorandum.

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

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.

Any inquiries in relation to the Notice or the Explanatory Memorandum should be directed to Paul Jurman (Company Secretary):

Platina Resources Limited

Street address: Level 2, Suite 9, 389 Oxford Street, Mount Hawthorn WA 6016

Postal address: PO Box 281, Mount Hawthorn WA 6915

Ph: (07) 5580 9094 | **Fax:** (08) 9380 6761

Email: admin@platinaresources.com.au

Annexure A - Key Terms of the Performance Rights Plan

| Summary of the key terms of the Performance Rights Plan | |
|--|--|
| Plan Overview | <p>The Performance Rights Plan (the Plan) is to extend to Eligible Persons of the Company as the Board may in its discretion determine.</p> <p>The Plan is a long term incentive aimed at creating a stronger link between both an Eligible Person's performance and reward, whilst increasing Shareholder value in the Company.</p> |
| Eligible Person and Eligible Associate | <p>A Director, Employee, Contractor or Prospective Participant (or the Eligible Associate of such person) of the Company or an Associated Body Corporate who the Board determines to be eligible to participate in the Plan.</p> <p>An Eligible Associate is;</p> <ul style="list-style-type: none"> (a) an immediate family member of an Eligible Person; (b) a company whose members comprise no persons other than the Eligible Person or immediate family members of the Eligible Person; or (c) a corporate trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993) where the Eligible Person is a director of the trustee. |
| Participant | An Eligible Person or an Eligible Associate who applies and becomes a member of the Plan is a Participant. |
| Plan limit | <p>The total number of Performance Rights to be issued by the Company under the Plan shall not at any time exceed 5% of the Company's total issued share capital when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period under:</p> <ul style="list-style-type: none"> a) an employee incentive scheme covered by ASIC CO 14/1000; or b) an ASIC exempt arrangement of a similar kind to an employee incentive scheme. |
| Acceptance of Invitation to Participate in the Plan | An Invitation to participate in the Plan may be accepted by an Eligible Person (to whom the invitation is made), by delivering to the Company written acceptance in the form determined by the Board and stated in the letter of Invitation. An Eligible Person who receives an Invitation may renounce the invitation in favour of the Invitation being made to an Eligible Associate. |
| Performance Hurdles | <p>The Board will determine in its absolute discretion whether any performance hurdles or other conditions (including as to time) will be required to be met (Performance Hurdles) before the Performance Rights which have been granted under the Plan can vest.</p> <p>Performance Rights will vest upon the satisfaction of the Performance Hurdles.</p> |
| Issue Price | A Participant will not pay any consideration for the grant of Performance Rights. |
| Exercise Price | No amount shall be payable by a Participant on the exercise of a Vested Performance Right. |
| Exercise Period | The terms for exercise, including the exercise period, are stated in the Invitation, however the exercise period must not exceed seven years unless otherwise determined by the Board of Directors of the Company. |

Summary of the key terms of the Performance Rights Plan

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|---|---|
| <p>Lapse</p> | <p>A Performance Right lapses, to the extent that it has not been exercised, on the earlier to occur of:</p> <ul style="list-style-type: none"> the date on which the Board makes a determination that the Performance Hurdles have not been satisfied; the date on which the Board makes a determination that a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to the Company or an Associated Body Corporate; or in the event of a Change in Control Event (being a scheme of arrangement, takeover bid, or ability to replace all or a majority of the Directors), the last day specified in writing in a notice given by the Board to each Participant, that he or she may exercise Vested Performance Rights; if an Eligible Person's employment or engagement with the Company or Associated Body Corporate ceases because of: <ul style="list-style-type: none"> death, serious injury, disability or illness which renders the Eligible Person incapable of continuing their employment or engagement (or providing the services the subject of the engagement) with the Company or Associated Body Corporate; forced early retirement, retrenchment or redundancy; or such other circumstances which results in a Eligible Person leaving the employment of or ceasing their engagement with the Company or Associated Body Corporate and which the Board determines is an Uncontrollable Event;; <p>(each an Uncontrollable Event), the earlier of</p> <ul style="list-style-type: none"> the Last Exercise Date; or the date that is 3 months from the date of cessation of employment or engagement; <ul style="list-style-type: none"> if an Eligible Person's employment or engagement with the Company or Associated Body Corporate ceases for reasons other than due a Uncontrollable Event: <ul style="list-style-type: none"> in respect of a vested Performance Right: <ul style="list-style-type: none"> the Last Exercise Date; or 3 months from the date of cessation of employment or engagement; or in respect of an unvested Performance Right the date of cessation of employment or engagement; <p>and</p> <ul style="list-style-type: none"> the day ending at 5.00pm (Brisbane time) on the date which is 84 months following the date of issue of the Performance Rights, unless otherwise determined by the Board. |
| <p>Rights and restrictions of Performance Rights</p> | <ul style="list-style-type: none"> Performance Rights issued pursuant to the Plan have no rights to dividends or other distributions and no rights to vote at meetings of the Company until that Performance Right is exercised and the holder of the Performance Rights is a Shareholder in the Company; Shares acquired upon exercise of the Performance Rights will upon allotment rank pari passu in all respects with other Shares, except as set out in the Plan; If there are certain variations of the share capital of the Company including a capitalisation or rights issue, sub-division, consolidation or reduction in share capital, a demerger (in whatever form) or other distribution in specie, the Board may make such adjustments as it considers appropriate; Performance Rights will not be quoted on the ASX. The company will apply for quotation of the exercised Shares on the ASX within ten Business Days after the date of allotment of those Shares; and A Performance Right does not confer on the Participant the right to participate in a new issues of Shares by the Company, including by way of bonus issue, rights issue or otherwise. |
| <p>Assignability</p> | <p>Except on the death of a Participant, Performance Rights may not be transferred, assigned or novated except with the approval of the Board</p> |
| <p>Administration</p> | <p>The Plan is administered by the Board, which has the discretion (exercised reasonably and in good faith) to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules, including any waiver granted by ASX) in addition to those set out in the Plan.</p> |

Summary of the key terms of the Performance Rights Plan

| | |
|-----------------------------------|---|
| Change of Control | <p>Where there is publicly announced any proposal in relation to the Company which the Board reasonably believes may lead to a Change in Control Event:</p> <ul style="list-style-type: none"> a) all of the Participant's Unvested Performance Rights, that have not lapsed, will become Vested Performance Rights; and b) the Board shall promptly notify each Participant in writing that he or she may, within the period specified in the notice, exercise Vested Performance Rights. <p>Control Event means any of the following:</p> <ul style="list-style-type: none"> a) the Company entering into a scheme of arrangement with its creditors or Shareholders or any class thereof pursuant to section 411 of the Corporations Act; b) the commencement of a bid period (as defined in the Corporations Act) in relation to the Company to acquire any Share where the takeover bid extends to Shares issued and allotted after the date of the takeover bid; or c) when a person or group of associated persons having a relevant interest in, subsequent to the adoption of these Rules, sufficient Shares in the Company to give it or them the ability, in general meeting, to replace all or a majority of the Directors in circumstances where such ability was not already held by a person associated with such person or group of associated persons, |
| Amendments | <p>The Board may amend the Plan at any time, but may not do so in a way which materially reduces the rights of Participants' existing rights without their consent, unless the amendment is to comply with the law, to correct an error or similar.</p> |
| Termination and suspension | <p>The Plan may be terminated or suspended at any time by resolution of the Directors without notice to the Participants.</p> |

Annexure B: - PERFORMANCE RIGHTS VALUATION – RESOLUTION 6

Resolution Seven seeks Shareholder approval to issue 1,000,000 performance Rights to Mr Mosig.

For the purposes of the Explanatory Memorandum, the Performance Rights have been valued on behalf of the Company using the barrier pricing model taking into account the historical price volatility of the Company and is based on the following assumptions:

- a) current share issue price of \$0.105;
- b) a nil conversion price;
- c) total period of approximately 1 year and 8 months (up to the date being 30 June 2018) (**Test Date**) after the Meeting for the Performance Hurdles to be met. The Performance Hurdle being:
 - 1,000,000 Performance Rights will vest and convert into Shares in the event that the Company's Shares trade at a daily VWAP of at least \$0.20 for a consecutive period of at least 20 trading days.
- d) an estimated volatility factor of 146%;
- e) a risk free rate of 2%; and
- f) a nil dividend yield.

Based on the above assumptions, it has been determined that the indicative fair value of each Performance Right (as referred above) is \$0.097.

The total value of the Performance Rights to be issued to Mr Mosig issued is \$97,000.

Australian accounting standard, AASB 2 "Share Based Payments" requires that the issue of Performance rights shall be measured at the more readily determinable fair value of the equity instrument. Under the accounting standards this amount will be expensed in the Income Statement – ie the value attributed to these Rights as calculated above will be expensed in the profit and loss account of the Company. Where the grant date and the vesting date are different the total expenditure calculated will be allocated between the two dates taking into account the terms and conditions attached to the instruments and the counterparties as well as management's assumptions about probabilities of payments and compliance with and attainment of the set out terms and conditions.

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) (**Corporations Act**).

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, 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.

Platina Resources Limited

Street address: Level 2, Suite 9, 389 Oxford Street, Mount Hawthorn WA 6016

Postal address: PO Box 281, Mount Hawthorn WA 6915

Ph: (07) 5580 9094 | **Fax:** (08) 9380 6761

Email: admin@platinaresources.com.au

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.

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 5.00pm (Perth time) on 1 November 2016. 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, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document 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. |

LODGE YOUR VOTE / PROXY



By mail:

Platina Resources Limited
PO Box 281
Mount Hawthorn WA 6915




By fax: +61 8 9380 6761



By email: admin@platinaresources.com.au



All enquiries to Telephone: +61 7 5580 9094

Please mark  to indicate your directions

STEP 1

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Platina Resources Limited hereby appoint:

the Chair of the
Meeting

OR



PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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, as the proxy sees fit, to extent permitted by law) at the Annual General Meeting of Platina Resources Limited to be held at Level 27, Allendale Square, 77 St Georges Terrace, Perth, WA 6000 on 3 November 2016 at 10.30am (Perth time) and at any adjournment of that meeting.

IMPORTANT NOTE

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chair of the Meeting is your proxy (or becomes your proxy by default), you authorise the Chair to exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chair of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest, subject to the requirements of the Corporations Act 2001 (Cth). If you have directed your proxy how to vote on a Resolution and your named proxy either does not attend the Meeting or attends the Meeting but does not vote on a poll on the Resolution, the Chair of the meeting will become your proxy in respect of that Resolution. If you do **not** wish to authorise the Chair to vote in this way, you should direct your vote in accordance with Step 2 below.

Exercise of undirected proxies by Key Management Personnel

If a member of the Company's Key Management Personnel (other than the Chair) or their Closely Related Party is your proxy and you have not directed the proxy how to vote, that person will not vote your shares on Resolutions 2 and 7 (being resolutions connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel).

If the Chair is (or becomes) your proxy, you can direct the Chair to vote for or against or abstain from voting on any Resolution by marking the appropriate box at Step 2 below. Unless you indicate otherwise by ticking either the 'For', 'Against' or 'Abstain' box, you will be authorising the Chair to vote in accordance with the Chair's voting intention. In particular, if the Chair of the Meeting is appointed your proxy (or becomes your proxy by default), and you have not directed the proxy how to vote, you authorise the Chair to exercise your proxy on Resolutions 2 and 7 even though Resolutions 2 and 7 are connected directly or indirectly with the remuneration of a member of Key Management Personnel (and the Chair is a member of Key Management Personnel).

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his voting intention on any Resolution, in which case an ASX Announcement will be made.

STEP 2**ITEMS OF BUSINESS**

| Resolutions | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| 1. Re-election of Brian Moller as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ratification of Previous Issue of Placement A Shares under Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Ratification of Previous Issue of Placement B Shares under Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Ratification of Previous Issue of Placement C Shares under Listing Rule 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Ratification of Previous Issue of Placement D Shares under Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Grant of Performance Rights to Mr Robert Mosig | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



* 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.

STEP 3**SIGNATURE OF SHAREHOLDER(S) – THIS SECTION MUST BE COMPLETED**

Securityholder 1

Sole Director & Sole Company Secretary

Contact: _____

Securityholder 2

Director

Phone: _____

Securityholder 3

Director/Company Secretary

Date: _____