

Notice of Annual General Meeting and Explanatory Memorandum

Platina Resources Limited

ABN 25 119 007 939

Date of Meeting: 28 November 2017

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

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

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 (Brisbane time) on Tuesday, 28 November 2017 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

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 2017. The Company's reports can be accessed on the Company's website at www.platinareources.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 2017 (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.

SPECIAL BUSINESS

3. Resolution Three – 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 Three 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
11 October 2017

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 Tuesday, 28 November 2017 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions. Terms used in this Notice of Meeting and Explanatory Memorandum are defined in Section 4 "Interpretation".

Consider the Company's 2017 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 2017 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 and appointed Non-Executive Chairman on 1 January 2017.

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, Dark Horse Resources Limited and Lithium Consolidated Mineral Exploration Limited, and Chairman of Aus Tin Mining Ltd and SolGold PLC.

Mr Moller does not hold any shares in the Company, however he holds 2,000,000 unlisted options (exercisable at \$0.20 expiring on 31 December 2019).

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 2016 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2016 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. Resolution Three – Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period

3.1 Introduction

Pursuant to Resolution Three, 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 26,412,623 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).

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

3.2 Listing Rule 7.1A

3.2.1 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 11 October 2017 the Company's market capitalisation was approximately \$33,015,779 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.

3.2.2 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 28 November 2017 then the approval will expire, unless there is a significant change to the Company's Business, on 28 November 2018.

3.2.3 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.

3.2.4 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 264,126,235 Shares, 6,000,000 unlisted options exercisable at \$0.20 with an expiry date of 28 April 2019, 11,000,000 unlisted options exercisable at \$0.20 with an expiry date of 31 December 2019 and 3,500,000 Performance Rights on issue as at the date of this Notice. Only the 264,126,235 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.

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

If Resolution Three 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.

3.2.6 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 264,126,235 Shares, and therefore has the capacity to issue:

- (i) 39,618,935 Equity Securities under Listing Rule 7.1; and
- (ii) 26,412,623 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).

3.3 Specific Information required by Listing Rule 7.3A

3.3.1 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.

3.3.2 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 264,126,235 Shares, 17,000,000 unlisted options and 3,500,000 Performance Rights. On this basis, following approval of the Additional 10% Placement, the Company will have approval to issue an additional 26,412,623 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		
		\$0.0625 50% decrease in Market Price	\$0.125 Market Price	\$0.25 100% increase in Market Price
Current Issued Capital 264,126,235 Shares	10% Voting Dilution	26,412,624	26,412,624	26,412,624
	Funds raised	\$1,650,789	\$3,301,578	\$6,603,156
50% increase in current Issued Capital 396,189,353 Shares	10% Voting Dilution	39,618,935	39,618,935	39,618,935
	Funds raised	\$2,476,183	\$4,952,367	\$9,904,734
100% increase in current Issued Capital 528,252,470 Shares	10% Voting Dilution	52,825,247	52,825,247	52,825,247
	Funds raised	\$3,301,578	\$6,603,156	\$13,206,312

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 Three 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.

3.3.3 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 Scandium, Cobalt, Nickel and Platinum 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.

3.3.4 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.

3.3.5 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.

3.3.6 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 3 November 2016.

3.3.7 Equity Securities Issued in the previous 12 months

Pursuant to Listing Rule 7.3A.6(a), the Company has issued Shares, Unlisted options 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	210,201,235 Shares 1,000,000 Unquoted options (exercisable at \$0.10 each on or before 26-Nov-16) 2,250,000 Performance Rights
Equity securities issued in prior 12 month period	53,925,000 Shares 2,000,000 Performance Rights 17,000,000 Unlisted Options
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	34.1% 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:	13 January 2017
Number issued:	1,100,000
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, S Devon, 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	\$110,000

Date of issue:	17 March 2017
Number issued:	52,825,000
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:	\$0.135 per Share
Discount to market price (if any):	N/A
For cash issues	
Total cash consideration received:	\$7,171,375
Amount of cash consideration spent:	10%

Use of cash consideration:	Funds raised under the Placement have been used to provide funds for operational activities on the Company's flagship Owendale Scandium, Cobalt, Nickel 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:	14 November 2016
Number issued:	1,000,000 Performance Rights
Class/Type of equity security:	Performance Rights
Summary of terms:	The rights were issued at a nil issue price as part of remuneration packages for director, R Mosig and vesting to Shares was subject to various performance conditions. Shareholder approval for the issue was received on 3 November 2016.
Names of persons who received securities or basis on which those persons was determined:	Performance Rights issued to director, R Mosig.
Price at which equity securities were issued:	Nil
Discount to market price (if any):	N/A
For non-cash issues	
Non-cash consideration paid	N/A.
Current value of that non-cash consideration	The theoretical value using a Barrier model simulation valuation formula is \$57,000.

NB: On 14 November 2016, the Company also issued 350,000 Performance rights to a consultant. The rights were issued at a nil issue price as part of the remuneration package and vesting to Shares was subject to various performance conditions. The Performance Rights vested and Shares were issued. (refer above referring to Shares issued on 13 January 2017 comprising 350,000 Shares out of a total of 1,100,000.

Date of issue:	2 May 2017
Number issued:	11,000,000 Unlisted options exercisable at \$0.20, expiring on 31 December 2019.
Class/Type of equity security:	Unlisted options
Summary of terms:	Issue of incentive options to Directors and company secretary. The Options will vest in the event that the Company's Shares trade at a daily volume weighted average price (VWAP) of at least \$0.25 per Share for a period of at least 10 trading days. Shareholder approval for the issue was received on 28 April 2017.
Names of persons who received securities or basis on which those persons was determined:	R Mosig 6 million, B Moller 2 million, C Hartley 2 million and P Jurman 1 million.
Price at which equity securities were issued:	Nil
Discount to market price (if any):	N/A
For non-cash issues	
Non-cash consideration paid	N/A.
Current value of that non-cash consideration	The theoretical value of options using the Black-Scholes Model option valuation formula is \$186,521.

Date of issue:	2 May 2017
Number issued:	6,000,000 Unlisted options exercisable at \$0.20, expiring on 28 April 2019.
Class/Type of equity security:	Unlisted options
Summary of terms:	Issue of Unlisted Options as a partial fee for acting as Lead Manager of the Placement in March 2017. Shareholder approval for the issue was received on 28 April 2017.
Names of persons who received securities or basis on which those persons was determined:	Zenix Nominees Pty Ltd.
Price at which equity securities were issued:	Nil
Discount to market price (if any):	N/A
For non-cash issues	
Non-cash consideration paid	N/A.
Current value of that non-cash consideration	The theoretical value of options using the Black-Scholes Model option valuation formula is \$148,656.

Date of issue:	22 September 2017
Number issued:	1,000,000 Performance Rights
Class/Type of equity security:	Performance Rights
Summary of terms:	The rights were issued at a nil issue price as part of the remuneration package for a consultant to the Company and vesting to Shares is subject to various performance conditions.
Names of persons who received securities or basis on which those persons was determined:	Performance Rights issued to consultant, G Deng.
Price at which equity securities were issued:	Nil
Discount to market price (if any):	N/A
For non-cash issues	
Non-cash consideration paid	N/A.
Current value of that non-cash consideration	The theoretical value using a Barrier model simulation valuation formula is \$125,000.

3.3.8 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.

4. 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, Performance Rights 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 28 November 2017.

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.

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.

Resolution means a resolution to be proposed at the Meeting.

Shareholder means a holder of Shares in the Company.

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

Special Resolution means a resolution:

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

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

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

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 8.00pm (Brisbane time) on 26 November 2017. 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 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000 on 28 November 2017 at 10.30am (Brisbane 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 Resolution 2 (being a resolution 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 Resolution 2 even though Resolution 2 is connected directly or indirectly with the remuneration of a member of Key Management Personnel (and the Chair is a member of Key Management Personnel).

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	☐	☐	☐
2. Remuneration Report	☐	☐	☐
3. Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period	☐	☐	☐



* 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: _____