



29 October 2021

Dear Shareholder

**Platina Resources Limited A.C.N 119 007 939 – Notice of Meeting**

Platina Resources Limited (Company) advises that the Annual General Meeting (“**Meeting**”) of the Company will be held in person at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on Tuesday 30 November 2021 at 11.00am (Brisbane time).

Noting the modifications recently introduced to the Corporations Act under the *Treasury Laws Amendment (2021 Measure No. 1) Bill 2021* (Cth), the Company will not be sending hard copies of the Notice of General Meeting and Explanatory Memorandum to Shareholders. Instead, Shareholders can view and download the Notice of General Meeting and accompanying Explanatory Memorandum on the Company’s website at [www.platinareources.com.au](http://www.platinareources.com.au) or from the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX: PGM).

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Meeting, and Shareholders attending the Meeting will need to ensure they comply with the protocols. We are concerned for the safety and health of Shareholders, staff and advisers, so we will put in place certain measures including social distancing requirements.

To assist the Company in ensuring that the Meeting is held in compliance with the COVID-19 restrictions at the time of the Meeting, it will be helpful for Shareholders who wish to attend the Meeting in person to register their attendance by contacting the Company Secretary, Paul Jurman (email: [admin@platinareources.com.au](mailto:admin@platinareources.com.au)) by no later than 11.00am (Brisbane time) on 28 November 2021 (**Attendance Closing Date**). This will greatly assist the Company to manage any amendments required to the meeting format as a result of any changes to government restrictions which may apply at the time of the Meeting. The Company will endeavour to adopt a format that will best ensure that all Shareholders who wish to attend are able to participate.

Each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this letter, in accordance with the instructions set out on that form, by no later than 11.00am (Brisbane time) on 28 November 2021. The outcome of the resolutions, including details of votes received by poll, will be released to the Company’s ASX announcements platform following conclusion of the meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at [www.linkmarkerservices.com.au](http://www.linkmarkerservices.com.au) and log in with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the “Voting” tab.

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[www.platinareources.com.au](http://www.platinareources.com.au)



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

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

The Directors of the Company appreciate your understanding given the surrounding circumstances.

By order of the board

A handwritten signature in black ink, appearing to read 'P. Jurman'.

Mr Paul Jurman  
Company Secretary

# Platina Resources Limited ACN 119 007 939

## Notice of Annual General Meeting and Explanatory Memorandum

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Date of Meeting: 30 November 2021

Time of Meeting: 11.00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000

This is an important document. Please read it carefully.

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

**If Shareholders wish to attend the Meeting in person they will need to contact the Company Secretary Mr Paul Jurman (email: [admin@platinaresources.com.au](mailto:admin@platinaresources.com.au)) in order for the Company to ensure it is able to maintain compliance with COVID-19 related restrictions applicable as at the Meeting date.**

As a precaution in relation to COVID-19, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are strongly encouraged to vote online ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)) or by lodging the proxy form attached to this Notice in accordance with the instructions set out on that form by no later than 11.00am (Brisbane time) on 28 November 2021.

## 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 11.00am (Brisbane time) on Tuesday, 30 November 2021 at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice. Terms and abbreviations used in this Notice are defined in Section 7 of the Explanatory Memorandum.

### AGENDA

#### ORDINARY BUSINESS

##### Financial Reports

To receive and consider the Company's Annual Financial Report comprising the financial reports, the declaration of the directors, the director's reports, the Remuneration Report and the auditor's reports for the Company and its controlled entities for the financial year ended 30 June 2021. The Company's reports can be accessed on the Company's website at [www.platinaresources.com.au](http://www.platinaresources.com.au).

#### 1. Resolution One – Re-election of Chris Hartley as a Director

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

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

#### 2. Resolution Two - Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2021 (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 - Section 250R(4) of the Corporations Act

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

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

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

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

### Voting Intention of Chair

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

### 3. Resolution Three - Ratification of prior issue of Xanadu Project Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the prior issue of 12,735,849 Shares (**Xanadu Project Shares**) to the Xanadu Project Vendors, on the terms and conditions described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

#### VOTING EXCLUSION STATEMENT - pursuant to Listing Rule 7.5

The Company will disregard any votes cast on this Resolution by or on behalf of a person who participated in the issue of the Xanadu Project Shares and any associate of them.

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

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

### 4. Resolution Four - Ratification of prior issue of Attgold Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the prior issue of 2,000,000 Shares (**Attgold Shares**) to Attgold Pty Ltd, on the terms and conditions described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

#### VOTING EXCLUSION STATEMENT - pursuant to Listing Rule 7.5

The Company will disregard any votes cast on this Resolution by or on behalf of a person who participated in the issue of the Attgold Shares and any associate of them.

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

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

- the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5. Resolution Five – Renewal of Performance Rights Plan

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

“That the Performance Rights Plan, which is summarised in the attached Explanatory Memorandum (and at Annexure A), be approved and that for the purposes of Listing Rule 7.2 exception 13(b) and all other purposes, the Company be authorised to grant Performance Rights from time to time under the Performance Rights Plan and the issue of such Performance Rights under the Performance Rights Plan within three (3) years from the date of this resolution be an exception to Listing Rules 7.1 and 7.1A”.

### VOTING EXCLUSION STATEMENT - pursuant to Listing Rule 7.3

The Company will disregard any votes cast on this Resolution by or on behalf of:

- (a) a person who is eligible to participate in the Performance Rights Plan; and
- (b) any associate of them.

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

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

### Proxy Appointment Restriction

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- (a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- (b) the appointed proxy 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 this Resolution; and
  - expressly authorises the chair of the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Voting Intention of Chair

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

Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying Proxy Form.

## **SPECIAL BUSINESS**

### **6. Resolution Six – 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**

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

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

## **GENERAL BUSINESS**

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

By order of the Board



Paul Jurman  
Company Secretary  
18 October 2021

# 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 11.00am (Brisbane time) on Tuesday, 30 November 2021 at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

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

Terms and abbreviations used in this Explanatory Memorandum are defined in Section 7.

## Consider the Company's 2021 Annual Report

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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 2021 was released to ASX on 28 September 2021.

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 2021 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

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

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

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

The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

## 1. Resolution One – Re-Election of Chris Hartley as a Director

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### 1.1 Background

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

Dr Chris Hartley retires by rotation at the AGM in accordance with Rule 39.6 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

### 1.2 Dr Hartley's qualifications and experience

Dr Hartley was appointed as a Non-Executive Director on 1 January 2017 and was re-elected at the Company's 2018 annual general meeting.

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

Dr Hartley worked with Bloom Energy as Technical Director Strategic Materials for five years and prior to that, held roles with BHP Billiton and its predecessor Billiton International as well as working as an independent consultant. His roles have been based in the UK, the Netherlands, India, USA and Australia.

Dr Hartley does not hold any shares in the Company, however he holds 2,000,000 unlisted options (exercisable at \$0.08 expiring on 16 October 2022).

### 1.3 Directors' recommendation

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



## **2. Resolution Two - Remuneration Report**

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### **2.1 General**

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Annual Report is available to download on the Company's website, [www.platinaresources.com.au](http://www.platinaresources.com.au).

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

In summary the Remuneration Report:

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

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

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

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

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

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

### **2.3 Directors' Recommendation**

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

## **3. Resolution Three – Ratification of prior issue of Xanadu Project Shares**

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### **3.1 Background**

In April 2021, the Company entered into a conditional agreement to acquire a 100% interest in the Xanadu Gold Project (**Xanadu**) located in the Ashburton province in close proximity to the multi-million ounce Mt Olympus gold deposit explored by ASX-listed Kalamazoo Resources Limited (ASX: KZR) (see [www.kzr.com.au](http://www.kzr.com.au)). Xanadu comprises seven prospecting licences and five exploration licences covering 498km<sup>2</sup>.

Key terms of the Xanadu Gold Project Acquisition include:

- On settlement of the transaction on 22 June 2021, the Company paid \$300,000 in cash and issued 12,735,849 Shares to the Xanadu Project Vendors (which are the subject of this Resolution Three);
- At the twelve month anniversary of the Sale and Purchase agreement, the Company has an Option to extend the agreement by issuing a further \$925,000 of Platina ordinary shares priced at 5.3c per share to the Vendors. If the option is not exercised the vendors can buy the tenements back for one dollar;
- A milestone payment of \$200,000 on reporting of a JORC (2012) Mineral Resource of 100,000oz of gold;
- A 1% gross gold royalty is payable on any gold produced from the Prospecting Licenses and a further 1% net smelter royalty payable on all the tenements. Platina can buy back 50% of the net smelter royalty for \$1 million; and
- If tenements E 52/3763 and E 52/3764 are not formally granted, Platina can reduce the final share consideration by \$125,000 per tenement.

This Resolution seeks the approval of Shareholders pursuant to Listing Rule 7.4 of the issue of 12,735,849 Shares (**Xanadu Project Shares**) to the Xanadu Project Vendors, under ASX Listing Rule 7.1.

### 3.2 General

Resolution Three seeks the approval of Shareholders in accordance with Listing Rule 7.4 for the issue of Xanadu Project Shares to the Xanadu project vendors. The Xanadu Project Shares are fully paid ordinary shares and rank equally with all other existing Shares on issue.

### 3.3 Listing Rules 7.1 and 7.4

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

The Xanadu Project Shares do not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies a previous issue of securities made or agreed to be made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1, and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Ratification by the Shareholders of the Company of the Xanadu Project Shares is now sought pursuant to Listing Rule 7.4 under Resolution Three in order to reinstate the Company's capacity to issue up to 15% of its issued capital under Listing Rule 7.1, if required, in the next 12 months without Shareholder approval, to the extent of the Shares.

The effect of this Resolution Three is that the Company, for the purposes of Listing Rule 7.1 will be able to refresh its 15% placement capacity with effect from the date of the Meeting, to the extent of the Xanadu Project Shares that have been issued to the Xanadu Project Vendors.

If Resolution Three is passed, the Xanadu Project Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution Three is not passed, the Xanadu Project Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

### 3.4 Information for Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the Company advises:

<b>The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected</b>	12,735,849 Shares were issued to the following Xanadu project vendors as consideration for the acquisition of the Xanadu Gold Project as follows:	
	<b>Name</b>	<b>Number of Shares</b>
	Mineral Edge Pty Ltd	8,915,094
	GL England Pty Ltd	383,349
	Mylonite Pty Ltd	383,349
	Bradley James Fowler and Michelle Deanne Fowler	223,868
	Zetek Resources Pty Ltd	2,830,189
	<b>Total</b>	<b>12,735,849</b>
<b>(Xanadu Project Vendors).</b>		
<b>The number and class of securities issued or agreed to issue</b>	The Company issued a total of 12,735,849 fully paid ordinary shares.	

<b>If the securities are not fully paid ordinary securities, a summary of material terms of the securities</b>	The securities are fully paid ordinary shares and rank equally with all other existing Shares presently on issue.
<b>The date or dates on which the securities were or will be issued</b>	The Xanadu Project Shares were issued on 22 June 2021.
<b>The price or other consideration the entity has received or will receive for the issue</b>	The Company has acquired a 100% interest in Xanadu in exchange for the Xanadu Project Shares and the payment of \$300,000 to the Xanadu Project Vendors.
<b>The purpose of the issue, including the use (or intended use) of any funds raised by the issue</b>	No funds were raised from the issue.
<b>If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement</b>	The material terms of the agreement to acquire Xanadu are set out in section 3.1 above.
<b>Voting exclusion statement</b>	A voting exclusion statement is included in the Notice of Meeting.

### 3.5 Directors' recommendation

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

## 4. Resolution Four – Ratification of prior issue of Attgold Shares

### 4.1 General

As referred to in Section 3.1 above, the Company signed a conditional term sheet to acquire Xanadu to the Xanadu Project Vendors, owners of the tenements and option agreements relating to the tenements. As part of this transaction, the Company agreed, subject to completion of legal and technical due diligence and execution of a detailed Sale and Purchase Agreement to issue Attgold Pty Ltd 2,000,000 shares (**Attgold Shares**) as a fee for introduction and advisory services related to the acquisition of the project.

Resolution Four seeks the approval of Shareholders in accordance with Listing Rule 7.4 for the issue of 2,000,000 Attgold Shares to Attgold Pty Ltd. The Attgold Shares are fully paid ordinary shares and rank equally with all other existing Shares on issue.

### 4.2 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 and 7.4 is set out in section 3.3 above.

If Resolution Four is passed, the Attgold Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution Four is not passed, the Attgold Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

### 4.3 Information for Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the Company advises:

<b>The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected</b>	2,000,000 Shares were issued to Attgold Pty Ltd.
<b>The number and class of securities issued or agreed to</b>	The Company issued a total of 2,000,000 fully paid ordinary shares.

<b>issue</b>	
<b>If the securities are not fully paid ordinary securities, a summary of material terms of the securities</b>	The securities are fully paid ordinary shares and rank equally with all other existing Shares presently on issue.
<b>The date or dates on which the securities were or will be issued</b>	The Attgold Shares were issued on 22 June 2021.
<b>The price or other consideration the entity has received or will receive for the issue</b>	The Attgold Shares were issued in exchange for the introduction and advisory services performed by Attgold Pty Ltd in relation to the acquisition of Xanadu.
<b>The purpose of the issue, including the use (or intended use) of any funds raised by the issue</b>	No funds were raised from the issue.
<b>If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement</b>	The Attgold Shares were not issued under an agreement. The material terms of the agreement to acquire Xanadu are set out in section 3.1 above.
<b>Voting exclusion statement</b>	A voting exclusion statement is included in the Notice of Meeting.

#### 4.4 Directors' recommendation

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

### 5. Resolution Five – Renewal of Performance Rights Plan

#### 5.1 Introduction

Pursuant to Resolution Five, the Company is seeking Shareholder approval for the continued issue of securities under the Company's Performance Rights Plan and approval for any potential future issues of securities pursuant to the Performance Rights Plan as an exception under Listing Rule 7.2, Exception 13(b) which would enable securities issued under the Rights Plan over the next three years to be excluded from the calculation of the number of securities issued for the purposes of Listing Rules 7.1 and 7.1A.

The key features of the Performance Rights Plan are set out in Annexure A to this Explanatory Memorandum.

#### 5.2 Background and Reasons for the Performance Rights Plan

The Company first adopted the Performance Rights Plan in 2012 and shareholder approval has been obtained at the annual general meetings held in November 2015 and 2018.

Pursuant to this Resolution, the Company is seeking Shareholder approval for the continued issue of securities under the Company's Performance Rights Plan as an exception to Listing Rule 7.1 which would enable securities issued under the Performance Rights Plan over the next three years to be excluded from the calculation of the number of securities issued for the purposes of Listing Rule 7.1.

The Company conducted a review of its remuneration policy which has resulted in the Company, in conjunction with the use of options, to adopt the Performance Rights Plan, which will allow the Company to grant different types of appropriately structured performance-based awards to eligible senior management, employees and contractors, depending upon the prevailing circumstances and having regard to market practices generally.

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

The Performance Rights Plan provides for the issue of Performance Rights which, upon a determination by the Board that performance conditions attached to the Performance Rights have been met, will result in the issue of one ordinary share in the Company for each Performance Right granted.

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

### 5.3 ASX Listing Rules

Subject to certain exemptions, ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities equivalent in number to more than 15% of its issued capital in the 12 month period immediately preceding the date of the issue or agreement, without the approval of its shareholders. As a result, any issue of securities by the Company to eligible employees under the Performance Rights Plan would reduce the Company's 15% capacity to issue Shares under Listing Rule 7.1.

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

For the purposes of Exception 13(b) of Listing Rule 7.2, the Company advises that:

- (a) a summary of the terms of the Performance Rights Plan is set out in Annexure A to this Explanatory Memorandum;
- (b) no securities have been issued under the Performance Rights Plan since the date of the last approval of the scheme by Shareholders;
- (c) it is proposed that a maximum of 21,500,000 equity securities will be issued under the scheme following the passing of this Resolution and the Company notes that it is not envisaged the maximum number of securities for which approval is sought will be issued immediately; and
- (d) a voting exclusion statement is included in the Notice of Meeting.

### 5.4 Further Considerations

The Company believes that it will derive a significant benefit by incentivising eligible participants, including senior management and key employees, through the issue of Performance Rights under the Performance Rights Plan. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercial flexibility to issue Shares that is afforded to it by Listing Rule 7.1

### 5.5 Outcome of voting for and against the Resolution

If the Resolution is passed, the Company will be able to over the next three years take advantage of Exception 13 of Listing Rule 7.2 to issue shares under the Rights Plan without the issue of such securities being counted towards the Company's 15% issue capacity under Listing Rule 7.1.

If the Resolution is not passed, the Company will not be able to take advantage of Exception 13 of Listing Rule 7.2, and will not be able to issue shares under the Rights Plan without either reducing the Company's 15% issue capacity under Listing Rule 7.1 or obtaining further shareholder approval for each issue of shares.

### 5.6 Directors' Recommendation

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

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

### 6.1 Introduction

The Company is seeking Shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the 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 the Placement Securities are not issued within five 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 annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**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. Funds raised from the issue of Placement Securities, if undertaken, would be applied towards:

- Exploration activities on the Company's mineral interests;
- Assessment of any future mineral property opportunities;

- Assessment of any other investment opportunities; and
- Ongoing future working capital purposes.

## 6.2 Listing Rule 7.1A

### (a) General

#### (1) Eligibility

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

The Company has a market capitalisation of less than \$300 million and is not included in the S&P/ASX300 Index and is therefore an “Eligible Entity” and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders’ approval pursuant to this Resolution Six, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

#### (2) Special Resolution

Listing Rule 7.1A requires this Resolution Six to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the meeting.

#### (3) Shareholder approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

### (b) Additional 10% Placement period - Listing Rule 7.1A.1

Assuming Resolution Six is passed, shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM;
- (2) the time and date of the Company’s next AGM; or
- (3) the time and 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 Listing Rule 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the issue of the Placement Securities then the approval will expire, on 30 November 2021, unless the Company holds its next AGM or shareholder approval is granted pursuant to Listing Rule 11.1.2 or Listing Rule 11.2 prior to that date.

### (c) 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 an annual general meeting may issue or agree to issue, during the period of the approval, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

**A** is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity’s 15% placement capacity without shareholder approval); and
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

**D** is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant period where the issue or agreement has not been subsequently approved by the shareholders under Listing Rule 7.4.

(d) **Listing Rule 7.1A.3**

(1) **Equity Securities**

Any 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 and issued for cash consideration.

The Company presently has 434,382,342 fully paid ordinary shares on issue at the date of this Notice of Meeting.

(2) **Minimum issue price**

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (A) the date on which the price at which the relevant Placement Securities are to be issued is agreed by the Company and the recipient of the Placement Securities; or
- (B) if the relevant Placement Securities are not issued within ten trading days of the date in paragraph 4.2(d)(2)(A) above, the date on which the relevant Placement Securities are issued.

(e) **Information to be given to ASX - Listing Rule 7.1A.4**

If Resolution Six is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company must:

- (1) state in its announcement of the issue or in its application for quotation of the Placement Securities that they are being issued under Listing Rule 7.1A; and
- (2) give to the ASX immediately after the issue 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).

(f) **Listing Rule 7.1 and Listing Rule 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 of Meeting, the Company has on issue 434,382,342 Shares. The Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 65,157,351 Shares under Listing Rule 7.1; and
- (2) subject to Shareholder approval being obtained under Resolution Six, 43,438,234 Shares 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 described above).

**6.3 Specific Information required by Listing Rule 7.3A**

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

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

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

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

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must be issued for cash consideration and have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (i) the date on which the price at which the Placement Securities are to be issued is agreed by the entity and the recipient of the Placement Securities; or

- (ii) if the Placement Securities are not issued within 5 trading days of the date in Section 4.3(b)(i), the date on which the Placement Securities are issued.

(c) **Purpose – Listing Rule 7.3A.3**

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

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

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

As provided by Listing Rule 7.3A.2, if Resolution Six is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 434,382,342 Shares. The Company could issue 43,438,234 Shares on the date of the Meeting if Resolution Six is passed (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of Placement Securities will have a dilutive effect on existing shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the meeting; and
- (2) the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value 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 share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- (1) decreased by 50%; and
- (2) increased by 100%.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.036	\$0.072	\$0.144
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current	434,382,342 Shares	43,438,234 Shares	\$1,563,776	\$3,127,553	\$6,255,106
50% increase	651,573,513 Shares	65,157,351 Shares	\$2,345,665	\$4,691,329	\$9,382,659
100% increase	868,764,684 Shares	86,876,468 Shares	\$3,127,553	\$6,255,106	\$12,510,212

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

**The table above uses the following assumptions:**

1. There are currently 434,382,342 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 18 October 2021.
3. The Company issues the maximum possible number of Placement Securities.
4. The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% under Listing Rule 7.1.



5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
7. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of the issue of Placement Securities, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e)

**Allocation policy – Listing Rule 7.3A.5**

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

The Company will determine the recipients at the time of issue, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f)

**Previous approval under Listing Rule 7.1A - Listing Rule 7.3A.6**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held 30 November 2020 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 30 November 2020, the Company did not issue any Shares under Listing Rule 7.1A.2 pursuant to the Previous Approval.

**6.4 Voting Exclusion Statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in the Notice.

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

## 7. Interpretation

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

**AGM** means annual general meeting.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means the ASX Limited ABN 98 008 624 691.

**Attgold Shares** means the 2,000,000 Shares issued to Attgold Pty Ltd, the subject of Resolution Four.

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

**Board** means the board of Directors of the Company.

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

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

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

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

**Company** means Platina Resources Limited ACN 119 007 939.

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

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

**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 AGM to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000 on Tuesday, 30 November 2021 as convened by the accompanying Notice of Meeting.

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

**Options** mean an option to subscribe for Shares.

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

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

**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.

**Xanadu** means the Xanadu Gold Project located in the Ashburton province.

**Xanadu Project Shares** means the 12,735,849 Shares issued to the Xanadu Project Vendors, the subject of Resolution Three.

**Xanadu Project Vendors** means the vendors listed in section 3.4 of this Explanatory Memorandum, who received the Xanadu Project Shares.

## Annexure A

Summary of the key terms of the Performance Rights Plan	
<b>Plan Overview</b>	<p>The Performance Rights Plan (the <b>Plan</b>) 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>
<b>Eligible Person and Eligible Associate</b>	<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"><li>(a) an immediate family member of an Eligible Person;</li><li>(b) a company whose members comprise no persons other than the Eligible Person or immediate family members of the Eligible Person; or</li><li>(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.</li></ul>
<b>Participant</b>	<p>An Eligible Person or an Eligible Associate who applies and becomes a member of the Plan is a Participant.</p>
<b>Plan limit</b>	<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"><li>a) an employee incentive scheme covered by ASIC CO 14/1000; or</li><li>b) an ASIC exempt arrangement of a similar kind to an employee incentive scheme.</li></ul>
<b>Acceptance of Invitation to Participate in the Plan</b>	<p>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.</p>
<b>Performance Hurdles</b>	<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 (<b>Performance Hurdles</b>) 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>
<b>Issue Price</b>	<p>A Participant will not pay any consideration for the grant of Performance Rights.</p>
<b>Exercise Price</b>	<p>No amount shall be payable by a Participant on the exercise of a Vested Performance Right.</p>
<b>Exercise Period</b>	<p>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.</p>

## Summary of the key terms of the Performance Rights Plan

<b>Lapse</b>	<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"> <li>the date on which the Board makes a determination that the Performance Hurdles have not been satisfied;</li> <li>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</li> <li>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;</li> <li>if an Eligible Person's employment or engagement with the Company or Associated Body Corporate ceases because of: <ul style="list-style-type: none"> <li>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;</li> <li>forced early retirement, retrenchment or redundancy; or</li> <li>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;</li> </ul> </li> </ul> <p>(each an <b>Uncontrollable Event</b>), the earlier of</p> <ul style="list-style-type: none"> <li>the Last Exercise Date; or</li> <li>the date that is 3 months from the date of cessation of employment or engagement;</li> </ul> <li>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"> <li>in respect of a vested Performance Right: <ul style="list-style-type: none"> <li>the Last Exercise Date; or</li> <li>3 months from the date of cessation of employment or engagement; or</li> </ul> </li> <li>in respect of an unvested Performance Right the date of cessation of employment or engagement;</li> </ul> </li> <p>and</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
<b>Rights and restrictions of Performance Rights</b>	<ul style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>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;</li> <li>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</li> <li>A Performance Right does not confer on the Participant the right to participate in a new issue of Shares by the Company, including by way of bonus issue, rights issue or otherwise.</li> </ul>
<b>Assignability</b>	<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>
<b>Administration</b>	<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

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:

- 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.

**Control Event** means any of the following:

- 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

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.

### Termination and suspension

The Plan may be terminated or suspended at any time by resolution of the Directors without notice to the Participants.

# Proxy, Representative and Voting Entitlement Instructions

## Proxies and representatives

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

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

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

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

A proxy form is attached to this Notice.

## Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 6.00pm (Brisbane time) on 28 November 2021. 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:

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

**LODGE YOUR VOTE**

**ONLINE**
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**

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


**BY FAX**

+61 2 9287 0309


**BY HAND**

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000


**ALL ENQUIRIES TO**

Telephone: 1300 554 474

Overseas: +61 1300 554 474


**X99999999999**
**PROXY FORM**

I/We being a member(s) of Platina Resources Limited A.C.N. 119 007 939 and entitled to participate in and vote hereby appoint:

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

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Brisbane time) on Tuesday, 30 November 2021 at Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2 and 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

**VOTING DIRECTIONS**

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

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

**For Against Abstain\***
☐ ☐ ☐
**2** Remuneration Report

☐ ☐ ☐
**3** Ratification of prior issue of Xanadu Project Shares

☐ ☐ ☐
**4** Ratification of prior issue of Attgold Shares

☐ ☐ ☐
**5** Renewal of Performance Rights Plan

**For Against Abstain\***
☐ ☐ ☐
**6** 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

☐ ☐ ☐


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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Brisbane time) on Sunday, 28 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

Deliver it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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