

SYLVANIA PLATINUM LIMITED
EXEMPTED COMPANY (REGISTRATION NO. 44512)

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: 22 December 2014

Time of Meeting: 10.00 am

Place of Meeting: Clarendon House
2 Church Street
Hamilton
BERMUDA

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

SYLVANIA PLATINUM LIMITED
EXEMPTED COMPANY (REGISTRATION NO. 44512)
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of shareholders of Sylvania Platinum Limited (**Company**) will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 10.00am on 22 December 2014.

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice.

AGENDA

CHAIRMAN

To appoint a chairman of the Meeting.

NOTICE AND QUORUM

To confirm notice and quorum.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements, the director's report and auditor's report for the Company and its controlled entities for the year ended 30 June 2014.

The financial statements, the director's report and auditor's report for the Company and its controlled entities for the year ended 30 June 2014 (the **Financial Report**) are available in PDF on the home page of the Company's website (www.sylvaniaplatinum.com). If you wish to receive the Financial Report by mail, please contact Computershare Investor Services PLC on +44 (0)870 702 0000.

RESOLUTION

1. Appointment of Auditor

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

"That KPMG Inc. be and are hereby appointed as auditors of the Company for a term expiring at the 2015 annual general meeting of the Company, at a fee to be agreed by the Directors."

BY ORDER OF THE BOARD

Louis Carroll/Grant Button
Assistant Secretaries
DATED: 27 November 2014

SYLVANIA PLATINUM LIMITED
EXEMPTED COMPANY (REGISTRATION NO. 44512)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting of Sylvania Platinum Limited to be held at Clarendon House, 2 Church Street, HM 11, Hamilton, Bermuda at 10.00 am on 22 December 2014.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of the Explanatory Memorandum.

Full details of the business to be considered at this Annual General Meeting are set out below.

1. Voting entitlements and proxies

1.1 Voting entitlement

For the purposes of determining voting entitlements at the Annual General Meeting:

- Shares will be taken to be held by the persons who are registered as holding the Shares on the Register of Members of the Company at 5.00pm (GMT) on 19 December 2014; and
- Depository Interests will be taken to be held by the persons who are registered as holding Depository Interests on the Depository Interest Register at 5.00pm (GMT) on 18 December 2014.

Accordingly:

- issues and transfers of Shares registered after 5.00pm (GMT) on 19 December 2014 will be disregarded in determining a Shareholders entitlement to attend and vote at the Annual General Meeting; and
- any changes to entries on the Depository Interest Register after 5.00pm (GMT) on 18 December 2014 shall be disregarded in determining the rights of any person requesting via the Depository to attend and vote at the meeting.

1.2 Proxies and Form of Instruction

Shareholders entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote in their place. A proxy need not be a Shareholder. Along with this Notice, you will receive a Proxy Form (or, in the case of a Depository Interest Holder, a Form of Instruction; Depository Interest Holders please also see the electronic voting option under paragraph 1.3 below).

In order to be valid, a Proxy Form must be lodged with Computershare UK by 5.00pm (GMT) on 19 December 2014. In order to be valid, a Form of Instruction must be lodged with the Custodian by 5.00pm (GMT) on 18 December 2014. Further instructions are included in your Proxy Form or Form of Instruction.

1.3 Electronic voting instructions via the CREST voting system

Depository Interest Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (**CREST Voting Instruction**) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (**EUI**) and must contain the information required for such instructions, as described in the CREST Manual.

The CREST Voting Instruction, regardless of whether it relates to the original voting instruction of the Depository Interest Holder or to an amendment thereto given to the Custodian must, in order to be valid, be transmitted so as to be received by the Custodian (ID 3RA50), no later than 5.00pm (GMT) on Thursday 18 December 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Custodian is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

You may not use any electronic address provided in this document to communicate with the Company for any purposes other than those expressly stated.

2. Resolution 1 – Appointment of Auditor

Section 89(2) of the Companies Act provides that members of a company shall appoint one or more auditors to hold office until a successor is appointed. In addition, section 89(6) of the Companies Act provides that the remuneration of an auditor appointed by the members shall be fixed by the members or by the Directors, if they are authorised to do so by the members.

KPMG are the Company's auditors. Pursuant to this Resolution, KPMG Inc. will be re-appointed the Company's auditors for a term expiring at the 2015 annual general meeting of the Company, at a fee to be agreed by the Directors.

The Directors recommend that you vote in favour of this resolution.

Glossary of Terms

The following terms and abbreviations used in the Notice of Annual General Meeting and this Explanatory Memorandum have the following meanings:

"**AIM**" means AIM, a market of the London Stock Exchange.

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting of Shareholders to be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 10.00 am on 22 December 2014 or any adjournment thereof.

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

"**CREST**" means the UK's system for paperless settlement of trade and the holding of uncertificated securities administered by Euroclear UK & Ireland Limited.

"**CREST Voting Instruction**" has the meaning given to that term in Section 1.3 of the Explanatory Memorandum.

"**Custodian**" means Computershare Company Nominees Limited.

"**Companies Act**" means the Companies Act 1981 of Bermuda as amended from time to time.

"**Company**" or "**Sylvania**" means Sylvania Platinum Limited.

"**Depository**" means Computershare Investor Service PLC.

"**Depository Interests**" means the depository interests issued by the Depository representing the Shares on a one-for-one basis.

"**Depository Interest Holders**" means the holders of Depository Interests.

"**Directors**" means the directors of the Company, from time to time.

"**Explanatory Memorandum**" means this explanatory memorandum.

"**Financial Report**" means the financial statements, the director's report and auditor's report for the Company and its controlled entities for the year ended 30 June 2014.

"**Notice of Annual General Meeting**" or "**Notice**" means the notice of annual general meeting which accompanies this Explanatory Memorandum.

"**Resolution**" means a resolution in the Notice of Annual General Meeting.

"**Section**" means any section of this Explanatory Memorandum.

"**Shareholders**" means registered holders of Shares.

"**Share**" means a fully paid common share of par value US\$0.10 in the capital of the Company.