



# PLATINUM AUSTRALIA LIMITED

ACN 093 417 942

3<sup>rd</sup> Floor, 18 Richardson Street, West Perth  
Western Australia 6005

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Our ref: ASX0561GS:30.3:JW

PO Box 1083, West Perth  
Western Australia 6872

Email: [mail@platinumaus.com](mailto:mail@platinumaus.com)  
Website: [www.platinumaus.com](http://www.platinumaus.com)

27 October, 2005

The Manager – Company Announcements Office  
Australian Stock Exchange Limited  
10<sup>th</sup> Floor, 20 Bond St  
SYDNEY NSW 2000

Dear Sir

## Notice of Annual General Meeting

Attached, please find 2005 Notice of Annual General Meeting to be forwarded to shareholders today (27/10/2005), together with the 2005 Annual Report.

Yours faithfully  
PLATINUM AUSTRALIA LIMITED

A handwritten signature in black ink, appearing to read "G. Swaby".

Gillian Swaby  
**Company Secretary**



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**NOTICE OF ANNUAL GENERAL MEETING**

**PROXY FORM**

**AND**

**EXPLANATORY MEMORANDUM**

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**Date of Meeting**  
30 November 2005

**Time of Meeting**  
4.00pm

**Place of Meeting**  
The University Club of WA  
Hackett Drive  
Entrance 1, Carpark 3  
Crawley WA 6009

Level 3, 18 Richardson Street  
West Perth WA 6005  
Phone: (08) 9324 1491  
Facsimile: (08) 9226 4259

PO Box 1083  
West Perth WA 6872  
Website: [www.platinumaus.com](http://www.platinumaus.com)  
Email: [mail@platinumaus.com](mailto:mail@platinumaus.com)

**PLATINUM AUSTRALIA LIMITED**  
**ACN 093 417 942**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of Platinum Australia Limited ("**Company**") will be held at The University Club of WA, Hackett Drive, Entrance 1, Carpark 3, Crawley, Western Australia on 30 November 2005 at 4.00pm for the purpose of transacting the following business.

**AGENDA**

**BUSINESS**

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of Meeting.

**Annual Accounts**

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the year ended 30 June 2005 in accordance with the Corporations Act 2001.

**Resolution 1. Re-election of Mr Peter Donald Allchurch as Director**

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

"That Mr Peter Donald Allchurch, 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".

**Resolution 2. Approval of Proposed Placement**

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

"That pursuant to Listing Rule 7.1 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company approve and authorise the Company to allot and issue 11,700,000 fully paid ordinary shares in the capital of the Company at an issue price of \$0.20".

<p>The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed. 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 a direction on the proxy form to vote as the proxy decides.</p>
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**Resolution 3. Ratification of Share Issues**

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

"That, for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Ltd and for all other purposes, the Company ratifies the allotment and issue of 18,300,000 fully paid ordinary shares".

For the purposes of Resolution 3:

- (1) The shares issued are fully paid ordinary shares which rank pari passu with existing shares.
- (2) The Company will disregard any votes cast on this Resolution 3 by any person who participated in the issue or any associate of that person. 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 a direction on the proxy form to vote as the proxy decides.

#### **Resolution 4. Remuneration Report**

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

“To adopt the Remuneration Report for the year ended 30 June 2005.”

#### **For the purpose of the Resolutions:**

"**Company**" means Platinum Australia Limited ACN 093 417 942;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Share**" means an ordinary fully paid share issued in the capital of the Company.

#### **Other business**

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

By order of the Board



**Gillian Swaby**

Company Secretary

Dated: 24<sup>th</sup> October 2005

#### **PROXIES**

A shareholder entitled to attend and vote at the above Annual General Meeting of shareholders may appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. A proxy may, but need not be, a shareholder of the Company. Proxy forms must reach the Registered Office of the Company at least 48 hours prior to the Annual General Meeting.

#### **ENTITLEMENT TO VOTE**

For the purposes of regulation 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at the close of business on 28 November 2005 will be entitled to attend and vote at the Annual General Meeting.

**PLATINUM AUSTRALIA LIMITED**  
**ACN 093 417 942**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting ("**Notice**") of the Company.

The Directors of the Company ("**Directors**") recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice:

**ANNUAL ACCOUNTS**

Appropriate time will be devoted to the consideration of the Financial Statements and Reports of the Company for the year ended 30 June 2005.

**RESOLUTION 1. RE-ELECTION OF MR ALLCHURCH AS DIRECTOR**

The Company's constitution requires that one third of directors retire by rotation at each Annual General Meeting. Mr Allchurch retires by rotation, and being eligible, offers himself for re-election.

**RESOLUTION 2. APPROVAL OF PLACEMENT**

It is proposed that shareholders grant approval pursuant to Listing Rule 7.1 for the Company to allot and issue, 11,700,000 fully paid ordinary shares in the capital of the Company at an issue price of \$0.20 per share.

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholders' approval is required for any issue of securities by a listed company where the shares proposed to be issued represent more than 15% of the company's shares then on issue. Approval is being sought as the Company has currently reached this threshold and, if the resolution is passed, the 15% threshold will be refreshed and available for use by the Company in the future should the circumstances require it.

In compliance with Listing Rule 7.3, shareholders are advised as follows:

- (a) the maximum amount of Shares to be issued will be 11,700,000;
- (b) the issue will be made in accordance with the requirements of the Corporations Act and will occur within three months of the date of the Meeting;
- (c) the Shares will be issued at an issue price of \$0.20.
- (d) the Shares will be issued to those parties set out in Table 1 and detailed as Tranche 2, totalling 11,700,000.

- (e) the terms and conditions of the Shares to be allotted will be the same, in all respects, as the existing fully paid ordinary shares in the capital of the Company; and
- (f) the funds raised by reason of the allotment will be used to continue funding the Bankable Feasibility Study on the Smokey Hills PGM Project and the Pre Feasibility Study on the Kalahari PGM Project

**RESOLUTION 3. Ratification of Share Issues**

The shares detailed as Tranche 1 and totalling 18,300,000 referred to in Resolution 3 were issued to the following parties on 24 October 2005:

**Table 1**

<b>Registration Details</b>	<b>Tranche 1 no. Shares</b>	<b>Tranche 2 no. Shares</b>
Citicorp Nominees Pty Ltd	5,490,000	3,510,000
Citicorp Nominees Pty Ltd	6,100,000	3,900,000
Anglo Pacific Group PLC	3,385,500	2,164,500
Macquarie Bank Limited	1,525,000	975,000
Second Naremi Pty Ltd	279,500	370,500
H Wallace-Smith and Co Pty Ltd	300,000	
Palazzo Nominees Pty Ltd	610,000	390,000
Yandal Investments Pty Ltd	610,000	390,000
	<b>18,300,000</b>	<b>11,700,000</b>

***Listing Rule 7.4***

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

***Information for shareholders***

- (g) Resolution 3 has been included so that shareholders may approve and ratify pursuant to Listing Rule 7.4 the issue of a total of 18,300,000 fully paid ordinary shares in the capital of the Company to those parties detailed in Table 1. The funds raised by reason of the allotment will be used to continue funding the Bankable Feasibility Study on the Smokey Hills PGM Project and the Pre Feasibility Study on the Kalahari PGM Project

The Company wishes to ratify the issues pursuant to Listing Rule 7.4 in order to allow the Company to have the right to place up to a further 15% of its issued capital at any time during the next 12 months. The terms of the fully paid ordinary shares issued are the same as the existing ordinary shares on issue and, accordingly, rank equally in all respects with the existing ordinary shares on issue.

#### **RESOLUTION 4. Remuneration Report**

The Board is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report forms part of the Directors' Report, included in the 2005 Annual Report, which Remuneration Report is incorporated by reference herein. The Report:

- a) Explains the Board's policy for determining the nature and amount of remuneration of the executive director of the Company;
- b) Explains the relationship between the Board's remuneration policy and the Company's performance;
- c) Sets out remuneration details for each Director of the Company; and
- d) Details and explains any performance conditions applicable to the remuneration of the executive director and non-executive directors of the Company.

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

#### **GLOSSARY**

"**ASX**" means the Australian Stock Exchange Limited;

"**Company**" or "**Platinum Australia**" means Platinum Australia Limited Ltd ACN 093 417 942;

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Listing Rules**" means the Listing Rules of ASX;

"**Notice**" means the Notice of Meeting accompanying this Explanatory Memorandum;

"**Shares**" means fully paid ordinary shares in the Company.



**PLATINUM AUSTRALIA LIMITED**  
ACN 093 417 942

**All correspondence to:**  
Platinum Australia Limited  
PO Box 1083  
West Perth 6872 Western Australia  
Telephone +618 9324 1491  
Facsimile +618 9226 4259  
[www.platinumaus.com.au](http://www.platinumaus.com.au)



Mark this box with an 'X' if you have made any changes to your address details (see reverse)

**Name:**

Please Print

\_\_\_\_\_

**Address:**

\_\_\_\_\_

\_\_\_\_\_

**APPOINTMENT OF PROXY**

I/We being a member/s of Platinum Australia Limited and entitled to attend and vote hereby appoint

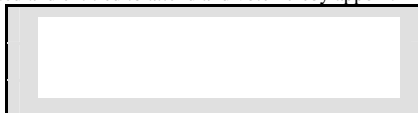


the Chairman

Of the Meeting

(mark with an 'X')

**OR**



Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Platinum Australia Ltd to be held at, The University Club of WA, Hackett Drive, Entrance 1, Carpark 3, Crawley, Western Australia, on Wednesday, 30 November 2004 at 4.00pm and at any adjournment of that meeting.

**Voting directions to your Proxy – Please mark X to indicate your directions**

ORDINARY BUSINESS		FOR	ABSTAIN *	AGAINST
Resolution 1	Re-election of Director – P Allchurch			
Resolution 2	Approval of Proposed Placement			
Resolution 3	Ratification of Share Issues			
Resolution 4	Remuneration Report			

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.

If you do not wish to direct your proxy how to vote, please place a mark in this box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the above resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest.

**PLEASE SIGN HERE**

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

**Individual or Securityholder 1**

\_\_\_\_\_

**Sole Director and  
Sole Company Secretary**

**Securityholder 2**

\_\_\_\_\_

**Director**

**Securityholder 3**

\_\_\_\_\_

**Director/Company Secretary**

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

## HOW TO COMPLETE THE PROXY FORM

### 1. 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 mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

### 2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. The Chairman intends to vote in favour of resolutions for which no voting indication has been given.

### 3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend 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.

To appoint a second proxy you must:

- (a) **on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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.**
- (b) return both forms together in the same envelope.

### 5. 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, all of the securityholders 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.

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.

### 6. Lodgement of a Proxy and Deadline for Receipt of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 4.00pm Western Standard Time on 28 November 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Documents may be lodged by post, delivery or facsimile to the Registered Office of Platinum Australia Limited.**

**Platinum Australia Limited**  
**3<sup>rd</sup> Floor, 18 Richardson Street**  
**(PO Box 1083)**  
**WEST PERTH WA 6005**  
**or by facsimile to fax number**  
**08 9226 4259**