



NOTICE OF ANNUAL GENERAL MEETING
PROXY FORM
AND
EXPLANATORY MEMORANDUM

Date of Meeting
25 November 2004

Time of Meeting
4.00pm

Place of Meeting
The Celtic Club
48 Ord Street
West Perth, Western Australia

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 Celtic Club, 48 Ord Street, West Perth, Western Australia on 25 November 2004 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 2004 in accordance with the Corporations Act 2001.

Resolution 1. Election of Mr William Alexander Hansen as a Director

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

“That Mr William Alexander Hansen, having been appointed since the last Annual General Meeting of the Company, retires in accordance with Rule 13.5 of the Company's Constitution and being eligible, offers himself for election, be elected as a Director of the Company.”

Resolution 2. Re-election of Mr Michael Gerrard Blakiston as a Director

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

“That Mr Michael Gerrard Blakiston, 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 Director of the Company.”

Resolutions 3.1 and 3.2. Grant of Options to Mr John Derek Lewins

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

"That pursuant to Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited and section 208 of the Corporations Act and for all other purposes, the Company approve and authorise the grant and issue of up to 2,500,000 unlisted options expiring five years from the date of grant for no consideration at an exercise price of \$0.20 on the terms and

conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (including Annexure A to the Explanatory Memorandum), to John Lewins or his nominee."

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

"That pursuant to Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited and section 208 of the Corporations Act and for all other purposes, the Company approve and authorise the grant and issue of up to 1,350,000 unlisted options expiring five years from the date of grant for no consideration at an exercise price of \$0.35 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (including Annexure B to the Explanatory Memorandum) to John Lewins or his nominee."

The Company will in accordance with section 224 of the Corporations Act 2001 disregard any votes cast on Resolutions 3.1 and 3.2 by John Lewins or any associates of John Lewins. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of John Lewins or an associate of John Lewins.

Resolution 4. Grant of Options to Mr Peter Donald Allchurch

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

"That pursuant to Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited and section 208 of the Corporations Act and for all other purposes, the Company approve and authorise the grant and issue of up to 1,850,000 unlisted options expiring five years from the date of grant for no consideration at an exercise price of \$0.35 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (including Annexure B to the Explanatory Memorandum) to Peter Allchurch or his nominee."

The Company will in accordance with section 224 of the Corporations Act 2001 disregard any votes cast on Resolution 4 by Peter Allchurch or any associates of Peter Allchurch. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of Peter Allchurch or an associate of Peter Allchurch.

Resolution 5. Grant of Options to Mr Michael Gerrard Blakiston

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

"That pursuant to Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited and section 208 of the Corporations Act and for all other purposes, the Company approve and authorise the grant and issue of up to 1,000,000 unlisted options expiring five years from the date of grant for no consideration at an exercise price of \$0.35 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (including Annexure B to the Explanatory Memorandum) to Michael Blakiston or his nominee."

The Company will in accordance with section 224 of the Corporations Act 2001 disregard any votes cast on Resolution 5 by Michael Blakiston or any associates of Michael Blakiston. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of Michael Blakiston or an associate of Michael Blakiston.

Resolution 6. Grant of Options to Mr Eric Edward Hughes

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

"That pursuant to Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited and section 208 of the Corporations Act and for all other purposes, the Company approve and authorise the grant and issue of up to 400,000 unlisted options expiring five years from the date of grant for no consideration at an exercise price of \$0.35 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (including Annexure B to the Explanatory Memorandum) to Eric Hughes or his nominee."

The Company will in accordance with section 224 of the Corporations Act 2001 disregard any votes cast on Resolution 6 by Eric Hughes or any associates of Eric Hughes. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of Eric Hughes or an associate of Eric Hughes.

Resolution 7. Grant of Options to Mr William Alexander Hansen

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

"That pursuant to Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited and section 208 of the Corporations Act and for all other purposes, the Company approve and authorise the grant and issue of up to 400,000 unlisted options expiring five years from the date of grant for no consideration at an exercise price of \$0.35 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (including Annexure B to the Explanatory Memorandum) to William Hansen or his nominee."

The Company will in accordance with section 224 of the Corporations Act 2001 disregard any votes cast on Resolution 7 by William Hansen or any associates of William Hansen. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of William Hansen or an associate of William Hansen.

Resolution 8. – 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 up to 25,000,000 fully paid ordinary shares in the capital of the Company at an issue price of not less than eighty (80%) percent of the average market price over the last 5 days on which sales in the shares were recorded before the date the issue is made."

The Company will disregard any votes cast on Resolution 8 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.

Resolution 9. – Increase in Directors’ Fees

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

"That the Directors' fees payable in aggregate to the non-executive directors of the Company be increased by \$150,000 from \$100,000 to \$250,000 per annum in total."

The Company will disregard any votes cast on Resolution 9 by a director of the Company and any person associated with those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 10. – Amending the Constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, pursuant to section 136 of the Corporations Act, the Company's Constitution be amended as follows:

1. inserting after clause 9.1 a new clause 9.2 as follows:

"9.2 Shares in another Corporation

Where the Company pursuant to a reduction of its share capital in accordance with clause 9.1 distributes to its Shareholders shares, options or other securities in another Corporation:

- (a) the Shareholders will be deemed to have agreed to become members of that Corporation; and*
- (a) each of the Shareholders appoints the Company or any of the Directors as its agent to execute any transfer of shares or other document required to effect the distribution of shares, options or other securities to that Shareholder."*

2. deleting clause 26.1 and replacing it with a new clause 26.1 as follows:

"26.1 Service

A notice may be given by the Company to any Shareholder or other person receiving notice under this Constitution either:

- (b) by serving it on the person personally;*
- (c) by sending it by post to the person at the address as shown in the Register of Shareholders or the alternative address (if any) nominated by the person;*
- (d) by sending it to the fax number or electronic address (if any) nominated by the person;*
- (e) by sending it to the person by other electronic means (if any) nominated by the person; or*

(f) *by notifying the person in accordance with section 249J(3A) of the Corporations Act.*

Notices to Shareholders whose registered address is outside Australia shall be sent by airmail, facsimile or electronic means, or in any other way that ensures it will be received quickly, or where applicable by the means provided for by clause 26.7."

3. deleting clause 26.2 and replacing it with a new clause 26.2 as follows:

"26.2 Service by Person or Post

Where a notice is served personally it is taken to have been served when delivered. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected on the date after the date of its posting."

4. deleting clause 26.3 and replacing it with a new clause 26.3 as follows:

"26.3 Service by Facsimile or Electronic Notification

Where a notice is sent by facsimile transmission or electronic notification, service of the notice is deemed to be effected by properly addressing and transmitting the facsimile transmission or electronic notification and to have been served on the day of its transmission except if transmitted on a day which is not a Business Day or is after 5.00pm (local time in the place of receipt) on a day which is a Business Day, in which case it is taken to be served on the next Business Day." "

For the purpose of the Resolutions:

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

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

"**Option**" means an option to acquire a Share, the terms and conditions of which are set out in Annexures A or B (as the case may be) to the Explanatory Memorandum accompanying this Notice of Meeting; and

"**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: 07/10/2004

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 23 November 2004 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 2004.

RESOLUTION 1. ELECTION OF MR HANSEN AS A DIRECTOR

Mr William Alexander Hansen was appointed by the board as a director of the Company on 21 January 2004. In accordance with rule 13.5 of the Company's constitution, Mr Hansen's appointment must be confirmed at the Company's next general meeting following his appointment. Accordingly, Mr Hansen offers himself for re-election as a director of the Company.

Mr Hansen has more than 35 years experience in senior positions in the mining industry. His career has spanned exploration, mine operations and development, corporate finance, stockbroking and investment. His most recent position was Executive Director of Corporate Finance (Mining) at HSBC Bank Australia with regional responsibility for resources debt and equity investment appraisals and underwriting transactions. He has also been a director of a public listed gold exploration and development company.

RESOLUTION 2. RE-ELECTION OF MR BLAKISTON AS DIRECTOR

The Company's constitution requires that one third of directors retire by rotation at each annual general meeting. Mr Blakiston retires by rotation, and being eligible, offers himself for re-election.

RESOLUTIONS 3 TO 7. GRANT OF OPTIONS TO DIRECTORS

Grant of Options to John Lewins, Managing Director

As announced to ASX on 19 March 2004, the Company appointed Mr John Lewins as Managing Director of the Company. Mr Lewins was previously Executive Director of the Company.

Mr Lewins is an Engineer with more than 20 years experience in senior mining management roles, including development of mining projects from a resource stage through feasibility studies, commissioning of mines and sustained profitable mining operations.

As part of his remuneration package, the Company has agreed, subject to shareholder approval, to grant to Mr Lewins or his nominee, total of 2,500,000 Options, exercisable at 20 cents each with an expiry date of 5 years after their grant. The Options may only be exercised as follows:

- (a) 1,000,000 Options at the time the Company achieves Milestone 1;
- (b) an additional 750,000 Options at the time the Company achieves Milestone 2; and
- (c) an additional 750,000 Options at the time the Company achieves Milestone 3.

Milestone 1 occurs when the Company establishes a deposit of minerals containing either: -

- (a) 350,000 ounces of platinum or platinum equivalent which is fully owned by the Company; or
- (b) a deposit in which the Company has an interest and at least 350,000 ounces of platinum or platinum equivalent are attributed to the Company's interest in that deposit.

Milestone 2 occurs when the Company completes a bankable feasibility study which contains a positive outcome.

Milestone 3 occurs when the Company commences production or sells a commercial deposit of minerals of no less than:

- (a) 500,000 ounces of platinum or platinum equivalent which is fully owned by the Company; or
- (b) a deposit in which the Company has an interest and at least 500,000 ounces of platinum or platinum equivalent are attributed to the Company's interest in that deposit.

Shareholder approval is being sought in Resolution 3 to grant these 2,500,000 Options to Mr John Derek Lewins, a Director of the Company, or his nominee.

Grant of Options to Directors

It is also proposed to grant 5,000,000 Options, each exercisable at 35 cents each with an expiry date of 5 years after their grant, to Messrs Allchurch, Blakiston, Hughes, Hansen and Lewins (together "**Participating Directors**"), or their nominees, as follows:

<u>Name</u>	<u>Options</u>
Peter Allchurch	1,850,000
Michael Blakiston	1,000,000
Eric Hughes	400,000
William Hansen	400,000
John Lewins	1,350,000

Incentives

The grant of Options is designed to encourage the Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership.

Under the Company's current circumstances the Directors consider that the performance based incentives to the Participating Directors, represented by the issue of the Options as noted above, are a cost effective and efficient reward and incentive for the Company, as opposed to alternative forms of incentive, such as the payment of additional cash compensation to the Directors.

The number of Options the subject of Resolution 3.1 with the terms as set out in Annexure A was negotiated with Mr Lewins at arms length at the time of negotiating the terms of his appointment as managing director of the Company. The other Directors considered the issue of the 2,500,000 Options to be appropriate remuneration for Mr Lewins in light of his skill, experience and reputation and when considered together with his salary and other remuneration including Options with the terms as set out in Annexure B (as detailed below).

The number of Options with the terms as set out in Annexure B to be issued to each of Messrs Allchurch, Blakiston, Hanson, Hughes and Lewins has been determined based on a number of factors including:

- (a) length of service. Each of Messrs Allchurch, Blakiston, Hughes and Lewins have been with the Company since its admission to the ASX and each of Messrs Allchurch, Blakiston and Hughes held directors options which expired on 1 September 2004 when the share price was less than 20 cents. These 3 Directors held a total of 1,700,000 options. These directors, along with the remainder of the Board, have overseen the development of the Company's South African platinum strategy which strategy was developed after the discovery of the Panton Process and the deferral of the development of the Panton Sill Project in Western Australia. The Directors believe their strategy is now starting to produce benefits for shareholders. Mr Lewins is the executive director who is directly responsible for the implementation of the strategy.
- (b) continuity of senior management. The Directors have each acquired substantial and extensive knowledge regarding the development and implementation of the Company's South African strategy and the development of the patented Panton Process. The Lonmin Plc nominees on the Board recently resigned and so the retention of the remainder of the Board with the knowledge possessed by each of them will be critical to the successful development and implementation of the South African strategy, including the raising of necessary finance to exploit the identified opportunities and the commercialisation of the Panton process.
- (c) alignment of interests. The Directors consider that it is in the interests of shareholders to align the interests of Directors and shareholders by encouraging Directors, subject to appropriate conditions, to have an equity holding in the Company. However, the Directors consider that similarly to other shareholders, this interest should arise through direct investment by the Directors in the Company. In this regard, where the Options are exercised the Directors will be investing \$1.75 million into the Company.

- (d) allocation of options. The Directors have allocated the 5,000,000 Options amongst themselves based upon the contributions each has made and is expected to make to the advancement of the Company. In the case of Mr Lewins he is, subject to shareholder approval, being allotted a total of 3,850,000 Options, and these are Options of two differing classes.

The Directors have determined the exercise price in light of the recent price of Shares in the Company. In this regard, in the 12 month period before the issue of this Notice of Meeting, the highest price of Shares was \$0.27 on 4 January 2004 and the lowest price was \$0.125 on 4 August 2004. The latest available closing price prior to the date of the Notice of Meeting was prepared and lodged for submission to the ASX was \$0.22.

Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

1. the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
2. prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, a director is considered to be a related party of the Company.

Resolutions 3 to 7 provide for the grant of Options to Directors of the Company which is a financial benefit which requires shareholder approval.

Current Holdings

Set out below are details of the Participating Directors relevant interests in the securities of the Company as at the date of this Notice:

Director	Shares	Unlisted Options*	Listed Options**
John Lewins	2,000	1,000,000	-
Peter Allchurch	2,450,001	-	175,001
Michael Blakiston	100,000	-	-
Eric Hughes	23,334	-	1,667
William Hansen	-	-	-

*Exercisable at 20 cents on or before 29 October 2005. Of these, only 200,000 have vested. The remaining vest as to 600,000 on completion of a positive bankable feasibility study on the Panton project and 200,000 when the Company makes it's first draw down under a facility agreement for the purposes of funding the Panton project. In the foreseeable future these milestones may not be met due to factors beyond the control of the Company and its Directors.

**Exercisable at 20 cents on or before 30 November 2006.

Information Requirements

For the purposes of Chapter 2E of the Corporations Act the following information is provided.

The related party to whom the proposed resolution would permit the financial benefit to be given:

Subject to shareholder approval the following maximum number of Options will be granted to the following related party or his nominee:

Name of Related Party	Number of Options
John Lewins	3,850,000
Peter Allchurch	1,850,000
Michael Blakiston	1,000,000
Eric Hughes	400,000
William Hansen	400,000

The nature of the financial benefit

The proposed financial benefit to be given is the grant of 7,500,000 Options for no consideration to the Directors as noted above. The terms and conditions of the Options to be granted to:

- John Lewins, with respect to 2,500,000 Options, are set out in Annexure A to this Explanatory Memorandum.
- Messrs Allchurch, Blakiston, Hughes, Hansen and Lewins (with respect of 1,350,000 Options) are set out in Annexure B to this Explanatory Memorandum.

Directors' Recommendation

All the Directors were available to make a recommendation.

All Directors (other than Mr Lewins), being Messrs Allchurch, Hughes, Blakiston and Hansen (who have no interest in the outcome of the Resolution) recommend that shareholders vote in favour of Resolutions 3.1 and 3.2. Mr Lewins declines to make a recommendation about Resolutions 3.1 and 3.2 as he has a material personal interest in the outcome of that particular resolution as it relates to the proposed issue of options to him individually.

All Directors (other than Mr Allchurch), being Messrs Lewins, Hughes, Blakiston and Hansen (who have no interest in the outcome of the Resolution) recommend that shareholders vote in favour of Resolution 4. Mr Allchurch declines to make a recommendation about Resolution 4 as he has a material personal interest in the outcome of that particular resolution as it relates to the proposed issue of options to him individually.

All Directors (other than Mr Blakiston), being Messrs Allchurch, Hughes, Lewins and Hansen (who have no interest in the outcome of the Resolution) recommend that shareholders vote in favour of Resolution 5. Mr Blakiston declines to make a recommendation about Resolution 5 as he has a material personal interest in the outcome of that particular resolution as it relates to the proposed issue of options to him individually.

All Directors (other than Mr Hughes), being Messrs Allchurch, Lewins, Blakiston and Hansen (who have no interest in the outcome of the Resolution) recommend that shareholders vote in favour of Resolution 6. Mr Hughes declines to make a recommendation about Resolution 6 as

he has a material personal interest in the outcome of that particular resolution as it relates to the proposed issue of options to him individually.

All Directors (other than Mr Hansen), being Messrs Allchurch, Hughes, Blakiston and Lewins (who have no interest in the outcome of the Resolution) recommend that shareholders vote in favour of Resolution 7. Mr Hansen declines to make a recommendation about Resolution 7 as he has a material personal interest in the outcome of that particular resolution as it relates to the proposed issue of options to him individually.

Shareholders should note that for the reasons noted above, it is proposed to grant Options to non-executive directors (being Messrs Hansen, Blakiston & Hughes) notwithstanding Guideline 9.3 of the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations which guideline provides that non-executive directors should not receive options.

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors

The proposed Resolutions 3 to 7 would have the effect of giving power to the Directors to grant up to 2,500,000 Options on the terms and conditions as set out in Annexure A to this Explanatory Memorandum and as otherwise mentioned above, and 5,000,000 Options on the terms and conditions as set out in Annexure B to this Explanatory Memorandum and as otherwise mentioned above.

The Company presently has 81,412,523 issued shares, 5,799,213 listed options (30/11/06 – 20¢) and 1,120,000 unlisted options.

If any of the 7,500,000 Options granted as proposed above are exercised the effect would be to dilute the share holding of existing shareholders. Assuming all Options and all existing options are also exercised, the total dilution would be approximately 7.82%. The market price of the Shares during the period of the Options will normally determine whether or not option holders exercise the Options. At the time any Options are exercised and Shares are issued pursuant to the exercise of the Options, the Shares may be trading at a price which is higher than the exercise price of the Options.

The following table gives details of the highest, lowest and latest price of the Company's Shares trading on the Australian Stock Exchange Limited over the past 12 months ending on 5 October 2004:

Security	Highest Price	Date of highest price	Lowest Price	Date of lowest price	Latest Price on 5 October 2004
Ordinary Shares	27¢	4 October 2004	12.5¢	4 August 2004	22¢

The Directors' base salary or directors' fees per annum (including superannuation) and the total financial benefit to be received by them in this current period as a result of the grant of Options the subject of Resolutions 3 to 7 are as follows:

Director	Base salary/fees p.a. (\$)	Value of Options*	Total Financial Benefit (\$)
John Lewins	\$236,585	\$348,650	\$585,235
Peter Allchurch	\$25,000	\$270,470	\$295,470
Michael Blakiston	\$25,000	\$146,200	\$171,200
Eric Hughes	\$25,000	\$58,480	\$83,480
William Hansen	\$25,000	\$58,480	\$83,480

This assumes a 75% volatility factor - see below for further details in relation to the valuation of the Options.

Valuation of 2,500,000 Options to be granted to Mr Lewins

The Company's advisers have valued the 2,500,000 Options to be granted to Mr Lewins pursuant to Resolution 3.1 using the Black-Scholes Option Pricing Model (“**BSModel**”), which is the most widely used and recognised model for pricing options, as at 5 October 2004. The acceptance of this model is due to its derivation being grounded in economic theory. The value of an option calculated by the BSModel is a function of a number of variables. Their assessment of the value of the Options has been prepared using the following assumptions:

Variable	Input
Share price	25¢
Exercise price	20¢
Risk Free Interest Rate*	5.345%
Volatility**	75% (mid-range)
Time (years) to expiry	5 years

* The 5 year bond rate as at 4 October 2004.

** The volatility factors used are between 50 % and 100% with a mid range volatility of 75%. It is noted that over the past 12 months the share price has traded between a low of 12.5 cents and a high of 27 cents. This implies a volatility of over 100%. Over the last 2 months the shares have traded between 15 cents and 27 cents for a volatility of 80%. On 5 August 2004, the Company announced the proposed acquisition of a 49% interest in the Kalplats PMG Project and on 11 August the Company announced the proposed acquisition of up to 75% of the 24 Rivers PMG Project and since that time the shares have traded in the 16 cents to 27 cents range. As the Company is, in the main a PGM metal explorer, it is not uncommon to have such companies' volatilities at 50% to over 100% in relatively short periods of time.

The Company's advisers have also applied a discount rate of 50% to the Options subject to Milestone 1 and 75% to the Options subject to Milestones 2 and 3.

Based on the above assumptions, the range of values of the Options after applying the incentive hurdle discounts are as follows:

Based on the above assumptions and comments, the ranges of value of each Option after applying the incentive hurdle discounts are as follows:

Milestone	50% Volatility (Cents per Option)	75% Volatility (Cents per Option)	100% Volatility (Cents per Option)
1	7.045	8.645	9.960
2	3.522	4.322	4.980
3	3.522	4.322	4.980

The total value of the package of Options after applying the incentive hurdle discounts are as follows:

Milestone	50% Volatility (Total Value of Option)	75% Volatility (Total Value of Option)	100% Volatility (Total Value of Option)
1 (1m Options)	\$70,450	\$86,450	\$99,600
2 (750,000 Options)	\$26,415	\$32,415	\$37,350
3 (750,000 Options)	\$26,415	\$32,415	\$37,350
Total	\$123,280	\$151,280	\$174,300

The valuations reflected above do not necessarily represent the market values of the Options or the tax values for taxation purposes to the Option holder. The future value of the Options may be up or down on the values noted above as it will primarily depend on the future price of a Share (at vesting dates and for the next 5 years), the time to expiry of the Options and whether the incentive hurdles noted above are achieved so the option holder (Mr Lewins or nominee) can be in a position to exercise the Options if he so wished to do so.

Valuation of the Options to be granted to Messrs Allchurch, Blakiston, Hughes and Hansen and 1,350,000 Options to be granted to Mr Lewins

The Company's advisers have also valued the Options to be granted to Allchurch, Blakiston, Hughes and Hansen using the Black-Scholes Option Pricing Model (“**BSModel**”), which is the most widely used and recognised model for pricing options, as at 5 October 2004. The acceptance of this model is due to its derivation being grounded in economic theory. The value of an option calculated by the BSModel is a function of a number of variables. Their assessment of the value of the Options has been prepared using the following assumptions:

Variable	Input
Share price	25¢
Exercise price	35¢
Risk Free Interest Rate*	5.345%
Volatility**	75% (mid-range)
Time (years) to expiry	5 years

* The 5 year bond rate as at 4 October 2004.

** The volatility factors used are between 50 % and 100% with a mid range volatility of 75%. It is noted that over the past 12 months the share price has traded between a low of 12.5 cents and a

high of 27 cents. This implies a volatility of 100%. Over the last 3 months the shares have traded between 15 cents and 27 cents for a volatility of 80%. On 5 August 2004, the Company announced the proposed acquisition of a 49% interest in the Kalplats PMG Project and on 11 August the Company announced the proposed acquisition of up to 75% of the 24 Rivers PMG Project and since that time the shares have traded in the 16 cents to 27 cents range. As the Company is, in the main a PGM metal explorer, it is not uncommon to have such companies' volatilities at 50% to over 100% in relatively short periods of time.

Based on the above assumptions, the range of values of the Options after applying the incentive hurdle discounts are as follows:

Based on the above assumptions and comments, the ranges of value of each Option after applying the incentive hurdle discounts are as follows:

50% Volatility (Cents per Option)	75% Volatility (Cents per Option)	100% Volatility (Cents per Option)
10.10	14.62	18.23

The total value of the package of Options are as follows:

50% Volatility (Total Value of Option)	75% Volatility (Total Value of Option)	100% Volatility (Total Value of Option)
\$505,000	\$731,000	911,500

The valuations reflected above do not necessarily represent the market values of the Options or the tax values for taxation purposes to the Option holder. The future value of the Options may be up or down on the values noted above as it will primarily depend on the future price of a Share (at vesting dates and for the next 5 years), the time to expiry of the Options and whether the incentive hurdles noted above are achieved so the Option Holder can be in a position to exercise the Options if he so wished to do so.

Other Information

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Options pursuant Resolutions 3 to 7.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision in relation to the financial benefits contemplated by the proposed resolution.

Listing Rule 10.11

Listing Rule 10.11 requires shareholders' approval by ordinary resolution to any issue by a listed company of securities to a related party. Accordingly, Listing Rule 10.11 requires shareholders to approve the issue of Options to the Participating Directors.

If approval is given for the issue of the Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Additional Information

For the purposes of Listing Rules 10.13, the following information is provided to shareholders:

- a) the Options will be granted to the Directors as noted above or their nominee as noted above;
- b) the maximum number of Options pursuant to Resolutions 3 to 7 is 7,500,000;
- c) the Options will be granted on a date which will be no later than one month after the date of this Annual General Meeting;
- d) the Options will be granted for no consideration;
- e) the 2,500,000 Options to be granted to Mr Lewins pursuant to Resolution 3.1 may only be exercised in accordance with Condition 1.4 as set out in Annexure A;
- f) no funds will be raised by the grant of the Options;
- g) the terms and conditions of the 2,500,000 Options to be granted to Mr Lewins pursuant to Resolution 3.1 are set out in Annexure A to this Explanatory Memorandum; and
- h) the terms and conditions of the Options to be granted to Messrs Allchurch, Blakiston, Hughes and Hansen, and the 1,350,000 Options to be granted to Mr Lewins pursuant to Resolution 3.2, are set out in Annexure B to this Explanatory Memorandum.

RESOLUTION 8. APPROVAL OF PLACEMENT

It is proposed that shareholders grant approval pursuant to Listing Rule 7.1 for the Company to allot and issue pursuant to a prospectus, at the Directors discretion up to 25,000,000 fully paid ordinary shares in the capital of the Company at an issue price of not less than eighty (80%) percent of the average market price over the last 5 days on which sales in the shares were recorded before the date the issue is made.

The purpose of the issue is to provide the Company with the flexibility to issue further Shares in accordance with the Listing Rules should the need arise.

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. Listing Rule 7.1 approval is sought so that 15 % threshold is maintained 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 25,000,000;

- (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 not less than eighty (80%) of the average market price over the last 5 days on which sales in the Shares were recorded before the date the issue is made;
- (d) the Shares will be issued at the discretion of the Directors. The identity of any proposed allottee of the securities the subject of this Resolution 8 is not yet known to the Company;
- (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 fund the following, with funds allocated in the proportions as noted below (assuming the full amount is raised):
 - a. initial phase of the pre-feasibility work on the Kalplats Project (approximately 70% of the funds raised);
 - b. exploration work on the 24 Rivers PGM Project (approximately 70% of the funds raised);
 - c. project acquisition costs and working capital (approximately 15% of the funds raised); and
 - d. costs of the issue (approximately 5% of the funds raised).

RESOLUTION 9. INCREASE IN DIRECTORS' FEES

The present level of aggregate fees paid to non-executive Directors is \$100,000 per annum which was approved by Shareholders on 19 September 2001.

It is considered appropriate and necessary to increase the aggregate limit of fees payable to non-executive Directors to ensure the Company is able to attract and retain appropriate persons as non-executive Directors, particularly if the Directors determine that the Company should seek a listing on the Alternative Investment Market in London. It is proposed to increase the amount of funds available for non-executive Directors by \$150,000 from \$100,000 to \$250,000 per annum.

This increase in the level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However, the Board considers that it is reasonable and appropriate to seek an increase in fees as this will provide the Company with the flexibility to attract appropriately qualified directors and to act quickly if the circumstances require it.

RESOLUTION 10. AMENDING THE CONSTITUTION

Resolution 10 seeks approval to amend clauses 9 and 26 of the Company's Constitution. Shareholders can obtain a fully copy of the Constitution by contacting the Company.

(a) Capital Reductions - Shares in another Corporation

Clause 9.1 of the Constitution currently allows for the Company to reduce its share capital,

"including by way of in specie distribution of assets (including shares in another company), if the reduction:

- (a) is fair and reasonable to the Company's Shareholders as a whole;*
- (b) does not materially prejudice the Company's ability to pay its creditors; and*
- (c) is approved by Shareholders in accordance with Section 256C of the Corporations Law."*

The current clause 9.1 is consistent with Section 256B(1) of the Corporations Act.

However, section 231 of the Corporations Act also provides that a person is only a member of a company after its registration if they have *"agreed to become a member of the company"*. The proposed clause 9.2 seeks to address section 231 of the Act by clarifying that Shareholders are deemed to have agreed to become members of another corporation if the Company issues shares in that corporation as part of an in specie distribution.

(b) Electronic Notification

Clause 26 of the Company's Constitution currently provides that notices of meetings must be served personally or by post. The proposed amendments to Clause 26 update the Constitution by allowing the Company to give notices by person, by sending them by post to the shareholder's address, or by sending them to the fax number or electronic address nominated by the shareholder. The amendments also incorporate the recently introduced section 249J(3A) of the Corporations Act, which provides that the Company may notify shareholders of meetings by sending notification to a nominated electronic address, whereby the shareholder can click to a link to access the full notice and relevant materials.

The Directors believe that the electronic distribution of notices has the potential to reduce the Company's printing and distribution costs. However, the new means of distributing notices will not be compulsory for shareholders. If, following the passage of Resolution 10, the Company decides to utilize this method of distribution, shareholders will have the choice to continue receiving notices by post, or to nominate an electronic address to receive notices.

The amendments to clauses 26.2 and 26.3 clarify when notices given by the various means are deemed to be received. Where notice is sent by facsimile or electronic notification, service is deemed to have been served on the day of its transmission, or the following Business Day (as defined in the Constitution) if it is transmitted after 5:00pm or on a non-Business Day.

GLOSSARY

"ASIC" means the Australian Securities and Investments Commission;

"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;

"**Options**" means options to acquire Shares on the terms and conditions set out in Annexure A or Annexure B to this Explanatory Memorandum (as the case may be); and

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

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS TO BE ISSUED

- 1.1 No monies will be payable for the issue of the Options.
- 1.2 A Certificate will be issued for the Options.
- 1.3 The Options shall expire 5 years after the date on which they are granted.
- 1.4 The Option may only be exercised as follows:-
 - a) 1,000,000 Options at the time the Company achieves Milestone 1;
 - b) an additional 750,000 Options at the time the Company achieves Milestone 2; and
 - c) an additional 750,000 Options at the time the Company achieves Milestone 3.

Milestone 1 occurs when the Company establishes a deposit of minerals containing either: -

- a) 350,000 ounces of platinum or equivalent which is fully owned by the Company; or
- b) a deposit in which the Company has an interest and at least 350,000 ounces of platinum or platinum equivalent are attributed to the Company's interest in that deposit.

Milestone 2 occurs when the Company completes a bankable feasibility study which contains a positive outcome.

Milestone 3 occurs when the Company commences production or sells a commercial deposit of minerals of no less than:

- a) 500,000 ounces of platinum or platinum equivalent which is fully owned by the Company; or
- b) a deposit in which the Company has an interest and at least 500,000 ounces of platinum or platinum equivalent are attributed to the Company's interest in that deposit.

- 1.5 Each Option shall carry the right in favour of an Eligible Person to subscribe for one Share.
- 1.6 Options may be exercised in whole or in part. An exercise of only some Options shall not affect the rights of the Option Holder to the balance of the Options held by him.
- 1.7 The issue price of Shares the subject of the Options of \$0.20 per Share shall be payable in full on exercise of the Options.
- 1.8 Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option Holder to exercise all or a specified

number of Options held by him accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares.

- 1.9 The Company shall allot the resultant Shares and deliver the share certificates within five (5) business days of the exercise of the Option.
- 1.10 Options shall not be listed for Official Quotation on ASX.
- 1.11 An Option Holder may not, except with the approval of the Board of Directors (in its sole and absolute discretion), sell, transfer, assign, give or otherwise dispose of, in equity or in law, the benefit of the Options. The approval of the Board of Directors may be given subject to satisfaction of certain conditions in which event such approval will be deemed not to occur until any such conditions have been satisfied. In particular the Board of Directors may require the proposed new holder of Options to enter into a covenant with the Company pursuant to which the proposed new holder acknowledges and agrees to be bound by the termination provisions contained in this Plan. Nothing in this clause enables the Board of Directors to refuse to register a proper transfer of Options.
- 1.12 Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.
- 1.13 The Company shall, in accordance with Listing Rule 2.8, make application to have Shares allotted pursuant to an exercise of Options listed for Official Quotation.
- 1.14 If the Options are exercised before the record date of an entitlement, the Option Holder can participate in a pro rata issue to the holders of the underlying securities in the Company. The Company must notify the Option Holder of the proposed issue at least nine (9) business days before the record date. Option Holders do not have a right to participate in new issues without exercising their options in accordance with Listing Rule 6.19.
- 1.15 In the event of any reorganisation of capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the listing rules applying to a re-organisation of capital at the time of the re-organisation in accordance with the Listing Rules.
- 1.16 The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
- 1.17 In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced according to the following formula:

$$O' = \frac{O - E[P - (S + D)]}{N + 1}$$

$$N + 1$$

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

- E = the number of underlying securities in the Company into which one option is exercisable.
- P = the average market price per security (weighted by reference to volume) of the underlying securities in the Company during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.
- S = the Subscription price for a security under the pro rata issue.
- D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).
- N = the Number of securities with rights or entitlements that must be held to receive a right to one new security in the Company.
- 1.18 The number of Shares to be issued pursuant to the exercise of Options will be adjusted for bonus issues made prior to exercise of Options. The effect will be that upon exercise of the Options the number of Shares received by the Option Holder will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price of the Options shall not change as result of any such bonus issue.
- 1.19 The Company shall notify each Option Holder and ASX within one (1) month after the record date for a pro-rata bonus or cash issue of the adjustment to the number of Shares over which the Option exists and/or the adjustment to the exercise price.

ANNEXURE B

TERMS AND CONDITIONS OF OPTIONS TO BE ISSUED

- 1.1 No monies will be payable for the issue of the Options.
- 1.2 A Certificate will be issued for the Options.
- 1.3 The Options shall expire 5 years after the date on which they are granted.
- 1.4 Each Option shall carry the right in favour of an Eligible Person to subscribe for one Share.
- 1.5 Options may be exercised in whole or in part. An exercise of only some Options shall not affect the rights of the Option Holder to the balance of the Options held by him.
- 1.6 The issue price of Shares the subject of the Options of \$0.35 per Share shall be payable in full on exercise of the Options.
- 1.7 Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option Holder to exercise all or a specified number of Options held by him accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares.
- 1.8 The Company shall allot the resultant Shares and deliver the share certificates within five (5) business days of the exercise of the Option.
- 1.9 Options shall not be listed for Official Quotation on ASX.
- 1.10 An Option Holder may not, except with the approval of the Board of Directors (in its sole and absolute discretion), sell, transfer, assign, give or otherwise dispose of, in equity or in law, the benefit of the Options. The approval of the Board of Directors may be given subject to satisfaction of certain conditions in which event such approval will be deemed not to occur until any such conditions have been satisfied. In particular the Board of Directors may require the proposed new holder of Options to enter into a covenant with the Company pursuant to which the proposed new holder acknowledges and agrees to be bound by the termination provisions contained in this Plan. Nothing in this clause enables the Board of Directors to refuse to register a proper transfer of Options.
- 1.11 Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.
- 1.12 The Company shall, in accordance with Listing Rule 2.8, make application to have Shares allotted pursuant to an exercise of Options listed for Official Quotation.
- 1.13 If the Options are exercised before the record date of an entitlement, the Option Holder can participate in a pro rata issue to the holders of the underlying securities in the Company. The Company must notify the Option Holder of the proposed issue at least nine (9) business days before the record date. Option Holders do not have a right to

participate in new issues without exercising their options in accordance with Listing Rule 6.19.

1.14 In the event of any reorganisation of capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the listing rules applying to a re-organisation of capital at the time of the re-organisation in accordance with the Listing Rules.

1.15 The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

1.16 In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced according to the following formula:

$$O' = \frac{O - E[P - (S + D)]}{N + 1}$$

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying securities in the Company into which one option is exercisable.

P = the average market price per security (weighted by reference to volume) of the underlying securities in the Company during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.

S = the Subscription price for a security under the pro rata issue.

D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).

N = the Number of securities with rights or entitlements that must be held to receive a right to one new security in the Company.

1.17 The number of Shares to be issued pursuant to the exercise of Options will be adjusted for bonus issues made prior to exercise of Options. The effect will be that upon exercise of the Options the number of Shares received by the Option Holder will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price of the Options shall not change as result of any such bonus issue.

1.18 The Company shall notify each Option Holder and ASX within one (1) month after the record date for a pro-rata bonus or cash issue of the adjustment to the number of Shares over which the Option exists and/or the adjustment to the exercise price.



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



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

Name:

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 General Meeting of Platinum Australia Ltd to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on Thursday, 25 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	Election of Director – W Hansen			
Resolution 2	Re-election of Director – M Blakiston			
Resolution 3.1	Grant of Options – J Lewins			
Resolution 3.2	Grant of Options – J Lewins			
Resolution 4	Grant of Options – P Allchurch			
Resolution 5	Grant of Options – M Blakiston			
Resolution 6	Grant of Options – E Hughes			
Resolution 7	Grant of Options – W Hansen			
Resolution 8	Approval of Proposed Placement			
Resolution 9	Increase in Directors' Fees			
Resolution 10	Amending the Constitution			

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.

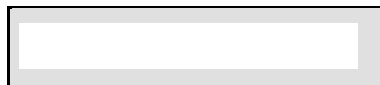
If you do not wish to direct your proxy how to vote, please place a mark in this box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the above resolutions and votes cast by him other than as proxy holder will be disregarded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



PLEASE SIGN HERE

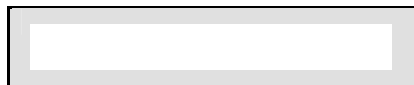
This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



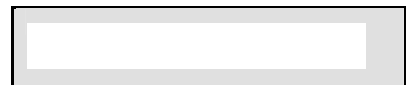
**Sole Director and
Sole Company Secretary**

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 23 November 2004. 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 or Security Transfer Registrars Pty Ltd.

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

OR

Security Transfer Registrars Pty Ltd
GPO Box 535
APPLECROSS WA 6953