

24 May 2018

The Manager
Companies Announcements
Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

NOTICE OF ANNUAL GENERAL MEETING/PROXY FORM

Nkwe Platinum Limited (ASX: NKP) ("**Nkwe Platinum**" or "**the Company**") wishes to advise that the attached Notice of Annual General Meeting and Proxy Form has been despatched to shareholders today, 24 May 2018.

Yours faithfully



Keith Bowker
Company Secretary
Nkwe Platinum Limited

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West Perth WA 6005
Australia

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Australia

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ARBN 105 979 646

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Clarendon House
2 Church Street
Hamilton HM11

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Hamilton HMCX
BERMUDA

NKWE PLATINUM LIMITED
Bermuda Regn Number 32747

Web: www.nkweplatinum.com



NKWE PLATINUM LIMITED
BERMUDA EXEMPT COMPANY NO 32747
ARBN 105 979 646

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9:00am (Bermuda time) / 8:00pm (WST)

DATE: 15th June 2018

PLACE: Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 8 6269 3300.

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IMPORTANT INFORMATION

The business of the Annual General Meeting affects your shareholding so your vote is important.

You can vote in person or by proxy.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting at the date, time and place set out on the cover page and in the Notice of the Annual General Meeting.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) online via www.investorvote.com.au;
- (b) post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
- (c) facsimile to Computershare Investor Services Pty Limited on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia),

so that it is received not later than 9:00am (Bermuda time) / 8:00pm (WST) on 13th June 2018.

Proxy Forms received later than this time will be invalid.

If you are in doubt as to how you should vote, you should seek independent advice from your accountant, solicitor or other professional adviser prior to voting.

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution (**Resolutions**) by marking the appropriate box in the voting directions section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

The Chairman intends to vote all undirected proxies in favour of all Resolutions.

If you appoint the Chairman as your proxy (whether intentionally or by default) you can direct the Chairman of the Meeting to vote for, against or abstain from voting on the Resolutions by marking the appropriate box on the Proxy Form.

An appointment of a proxy or power of attorney is not effective for the Annual General Meeting unless:

(a) in the case of a proxy, the Proxy Form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and

(b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company by one of the following means of delivery prior to 9:00am (Bermuda time) / 8:00pm (WST) on 13th June 2018:

(i) online via www.investorvote.com.au;

(ii) post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001;
or

(iii) facsimile to Computershare Investor Services Pty Limited on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia),

If you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of **Nkwe Platinum Limited (ARBN 105 979 646)** will be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda at 9:00am (Bermuda time) / 8:00pm (WST) on 15th June 2018.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 9:00am (Bermuda time) / 8:00pm (WST) on 13th June 2018.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Financial Report for the year ended 31 December 2017 and the related Directors' report, Directors' declaration and Auditors' report.

Resolution 1 – Re-election of Director – Mr. Richard Jones

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

“That Mr. Richard Jones, having retired in accordance with the Bye-laws of the Company and the Listing Rules and, being eligible, offers himself for re-election, be re-elected as Non-Executive Director of the Company.”

Resolution 2 – Appointment of Director – Mr. Shunjin Zhang

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

“That, for the purposes of Listing Rule 14.4 and for all other purposes, Mr. Shunjin Zhang who was appointed as a Non-Executive Director on 29 March 2018 being eligible and having offered himself for election, be and is hereby elected as a Non-Executive Director of the Company.”

Resolution 3 – Appointment of Director – Mr. Richard O'Shannassy

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

“That, for the purposes of Listing Rule 14.4 and for all other purposes, Mr. Richard O'Shannassy who was appointed as a Non-Executive Director on 29 March 2018 being eligible and having offered himself for election, be and is hereby elected as a Non-Executive Director of the Company.”

Resolution 4 – Appointment of Director – Mr. Neville Bergin

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

“That, for the purposes of Listing Rule 14.4 and for all other purposes, Mr. Neville Bergin who was appointed as a Non-Executive Director on 29 March 2018 being eligible and having offered himself for election, be and is hereby elected as a Non-Executive Director of the Company.”

Resolution 5 – Appointment of Auditor

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

“That Ernst & Young be and are hereby appointed as auditors of the Company until the conclusion of the next annual general meeting at a fee to be agreed by the Board.”

OTHER BUSINESS

To transact any other business that may be properly brought before the meeting in accordance with the Company’s constitution.

By order of the Board

Keith Bowker
Company Secretary
18 May 2018

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Nkwe Platinum Limited in connection with the business to be conducted at the Annual General Meeting to be held at 9.00am (Bermuda time) / 8.00pm (WST) on 15th June 2018 at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Directors and believed to be material to Shareholders in deciding whether or not to approve the Resolutions in the Notice of Meeting. This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

Words which are defined in the Notice of Meeting have the same meaning when used in this Explanatory Statement unless the context requires otherwise.

Financial Statements and Reports

In accordance with the Company's Bye-laws, the business of the Annual General Meeting will include the receipt and consideration of the Financial Report of the Company for the year ended 31 December 2017 together with the related Directors' report, Directors' declaration and Auditors' report.

No resolution need be put to the meeting in relation to these items, but Shareholders will be provided with a reasonable opportunity to ask questions about the Financial Report and generally about the management of the Company. Shareholders will also be given the opportunity to ask the Auditor questions about the Auditor's report and audit conduct.

Resolution 1 – Re-election of Director – Mr. Richard Jones

Mr Richard Jones joined the Board in November 2015. He is a solicitor with over 16 years' experience in both in-house and private practice capacities. Mr Jones completed his law degree from the University of Western Australia and is admitted to the Supreme Court of Western Australia and the High Court of Australia. He has worked for an international law firm as well as for one of the world's largest mining companies.

The Board, other than Mr. Jones, unanimously recommends Shareholders vote in favour of Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Appointment of Director – Mr. Shunjin Zhang

Mr Shunjin Zhang was appointed as a Non-Executive Director of the Company on 29 March 2018. He is Senior Geologist and has over 30 years' experience in the mining industry. Mr Zhang also holds various managerial roles in different mining companies. Mr Zhang has a Bachelor of Science in Geological Prospecting and a Master of Science in Structural Geology. Mr Zhang joined Zijin Mining Group in 2009, he has successively served as General Manager in Geological Exploration Department in the past and currently the General Manager of Investment Department.

The Board, other than Mr. Shunjin Zhang, unanimously recommends Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Appointment of Director – Mr. Richard O’Shannassy

Mr Richard O’Shannassy was appointed as a Non-Executive Director of the Company on 29 March 2018. He has over 35 years’ experience as a Commercial Lawyer. Mr O’Shannassy obtained his Bachelor of Laws (Honours) and Bachelor of Jurisprudence from University of Western Australia. Mr O’Shannassy has established his own legal practice in 1992. Mr O’Shannassy has experience with numerous ASX listed companies both as an independent Non-Executive Director and as General Counsel.

The Board, other than Mr. O’Shannassy, unanimously recommends Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Appointment of Director – Mr. Neville Bergin

Mr Neville Bergin was appointed as a Non-Executive Director of the Company. He is a Mining Engineer with extensive experience in project management. Mr Bergin holds a Bachelor of Science degree and has over 35 years’ experience in the mining industry. Mr Bergin has worked in the UK, Australia and New Zealand in both underground and open pit mines. He has previously held three Non-Executive Director roles in listed and unlisted exploration companies. Mr Bergin is currently a Non-Executive Director of Metal Tiger plc, an AIM listed resource investment company.

The Board, other than Mr. Bergin, unanimously recommends Shareholders vote in favour of Resolution 4.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5 – Appointment of Auditor

Section 89(2) of the Bermuda Companies Act 1981 provides that shareholders of a company at each annual general meeting shall appoint one or more auditors to hold office until the close of the next annual general meeting. In addition, section 89(6) provides that the remuneration of an auditor appointed by the shareholders shall be fixed by the shareholders or by the Board, if it is authorised to do so by the shareholders.

Ernst & Young are the Company’s auditors and the Directors recommend that Ernst & Young be re-appointed the Company’s auditors. Pursuant to this resolution, Ernst & Young will be re-appointed as the Company’s auditors until close of the next annual general meeting at a fee to be agreed by the Board.

The Board unanimously recommends Shareholders vote in favour of Resolution 5.

The Chairman intends to vote all undirected proxies in favour of Resolution 5.

GLOSSARY

Capitalised terms in this Notice of Annual General Meeting and in the Explanatory Statement have the following meanings:

Annual General Meeting or Meeting	The annual general meeting of Shareholders convened by this Notice of Annual General Meeting.
ASX	ASX Limited and, where applicable, the Australian Securities Exchange operated by ASX Limited.
Board	The Board of Directors of the Company.
Bye-laws	The Company's bye-laws, as amended from time to time.
Directors	The directors of the Company.
Explanatory Statement	The explanatory statement accompanying this Notice of Annual General Meeting.
Financial Report	The Financial Report of the Company including the reports of the Directors and Auditor and the financial statements of the Company for the year ended 31 December 2017 which can be downloaded from the ASX website (ASX:NKP).
Listing Rules	The listing rules of ASX.
Nkwe or Company	Nkwe Platinum Limited.
Notice or Notice of Meeting	The notice of meeting relating to the Annual General Meeting of Shareholders to be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda at 9:00am (Bermuda time) / 8:00pm (WST) on 15 th June 2018.
Ordinary resolution	A resolution passed by a simple majority of Shareholders on a show of hands or by a simple majority of votes given on a poll.
Proxy Form	The proxy form accompanying this Notice of Meeting.
Resolutions	The resolutions set out in this Notice of Meeting, or any of them as the context requires.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
WST	Australian Western Standard Time.
\$	The currency of the Commonwealth of Australia.

NKP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by
9:00am (Bermuda time) / 8:00pm (WST) Wednesday, 13 June 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Nkwe Platinum Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nkwe Platinum Limited to be held at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda on Friday, 15 June 2018 at 9:00am (Bermuda time) and at any adjournment or postponement of that meeting.

STEP 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Re-election of Director – Mr. Richard Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Director – Mr. Shunjin Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Director – Mr. Richard O'Shannassy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Director – Mr. Neville Bergin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /