

Sylvania Platinum Limited
AIM (SLP)
Issued shares: 300,764,896

15 November 2012

**2012 Notice of AGM, Printed Annual Report and revised date
for closure of the Australian certificated register**

The Company's annual general meeting is scheduled to take place in Bermuda on Wednesday, 12 December 2012 at 9.00 am.

Please find attached our notice of Annual General Meeting and Explanatory Memorandum, which will be mailed to shareholders today.

The Company is also pleased to present its printed Annual Report for the year ended 30 June 2012. To access a copy of the Annual Report, please visit the Company's web site www.sylvaniaplatinum.com.

Further to the Company's announcement on 10 October 2012, Sylvania has decided to extend the date for closure of the certificated register in Australia (**Australian Register**) from 10 December 2012 to Monday, 14 January 2012 (**Revised Closure Date**) in order to avoid complicating administrative matters associated with the annual general meeting process.

On the Revised Closure Date, all members on record on the Australian register as at 7PM AEST will be automatically transferred to the Company's certificated register in Jersey.

If you have any queries in relation to the closure of the Australian register, please contact Computershare on 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia).

On behalf of the Board of Directors of the Company.

For further information please contact:

CORPORATE INFORMATION

Registered office: Sylvania Platinum Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Postal address: PO Box 524
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Australia



CONTACT DETAILS

For further information please contact:

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Sylvania Website:
www.sylvaniaplatinum.com



SYLVANIA PLATINUM LIMITED

EXEMPT COMPANY NO. 44512

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: 12 December 2012

Time of Meeting: 9.00 am

Place of Meeting: Clarendon House
2 Church Street
Hamilton
BERMUDA

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

SYLVANIA PLATINUM LIMITED

EXEMPT COMPANY NO. 44512

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of shareholders of Sylvania Platinum Limited ("**Company**") will be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.00am on 12 December 2012.

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

AGENDA

CHAIRMAN

To appoint a chairman of the meeting.

NOTICE AND QUORUM

To confirm notice and quorum.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements, the director's report and auditor's report for the Company and its controlled entities for the year ended 30 June 2012.

RESOLUTIONS

1. Amendments to Bye-laws

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

"That, in accordance with Bye-law 83.1 of the Bye-laws and for all other purposes, the amendments to the Bye-laws set out in the Explanatory Memorandum be approved and be implemented with immediate effect."

2. Appointment of Auditor

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

"That Messrs Ernst & Young, be and are hereby appointed as Auditors of the Company until a successor is appointed, at a fee to be agreed by the Directors."

BY ORDER OF THE BOARD



Grant Button
Assistant Secretary

DATED: 12 November 2012

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 9.00 am on 10 December 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

SYLVANIA PLATINUM LIMITED

EXEMPT COMPANY NO. 44512

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting of Sylvania Platinum Limited ("**Company**") to be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.00 am on 12 December 2012.

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

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

1. Resolution 1 – Amendments to Bye-laws

Resolution 1 proposes amendments to the Bye-laws to modify various provisions referred to below ("**Proposed Amendments**"). The Proposed Amendments reflect:

- (a) the Company's delisting from the ASX by removing provisions which were previously included in light of the Company's listing on ASX and to comply with the ASX Listing Rules; and
- (b) recent amendments to the Companies Act.

The Proposed Amendments provide that the Bye-laws of the Company be amended in the manner following, namely by:

- (a) deleting the definitions of "ASX", "ASX Listing Rules", "Marketable Parcel" and "Restricted Securities" from Bye-law 1.1, all of which are ASX-related concepts which are no longer applicable to the Company;
- (b) amending the definition of "Stock Exchange" in Bye-law 1.1 by deleting the reference to "ASX" so that the definition of "Stock Exchange" refers only to the AIM market operated by the London Stock Exchange Plc;
- (c) deleting Bye-law 1.6, which refers to the Company's listing on ASX and its compliance with the ASX Listing Rules;
- (d) deleting the words "provided that no share shall carry the right to more than one vote" from Bye-law 4.3(c), on the basis that this is an ASX-related restriction;
- (e) deleting Bye-law 6 (Prohibition on Financial Assistance), to reflect recent amendments to the Companies Act;

- (f) deleting Bye-law 16 (Restricted Securities), which is an ASX-related concept and deleting references to Bye-law 16 from Bye-laws 13.3 (renumbered Bye-law 12.3) and 15 (renumbered Bye-law 14);
- (g) deleting Bye-law 15(b) which allowed the Company to establish an issuer sponsored sub-register, on the basis that this type of sub-register is only relevant from an ASX perspective;
- (h) deleting Bye-laws 25.2 and 39.5 which refer to the ASX-related concept of "Restricted Securities" and deleting the reference to Bye-law 39.5 from Bye-law 40.2(b) (renumbered Bye-law 37.2(b));
- (i) deleting Bye-law 27 (Unmarketable Shareholdings), which is an ASX-related concept no longer applicable to the Company;
- (j) adding into Bye-law 34.4 (renumbered Bye-law 31.4), the words "or sent by courier" after "if posted" and the words "Any notice delivered in accordance with Bye-law 31.1(a) shall be deemed to have been served upon such delivery.";
- (k) including a new Bye-law 31.5 which provides the following: "Mail or courier notice shall be deemed to have been served three days after the date on which it is sent by pre-paid post, air-mail or air courier.";
- (l) adding at the end of Bye-law 47.2 (renumbered Bye-law 44.2) the following sentence: "Directors shall hold office for such term as the Members may determine or, in the absence of such determination, until their successors are elected or appointed or their office is otherwise vacated";
- (m) deleting Bye-laws 47.4, 47.5, 47.6 and 47.7 which include provisions for retirement of directors by rotation, which is an ASX-related concept no longer applicable to the Company;
- (n) deleting Bye-law 75.1 (renumbered Bye-law 72.1) and substituting the following: "Subject to the Act, the Members shall appoint an auditor to the Company to hold office for such term as the Members deem fit or until a successor is appointed.", to reflect recent changes to the Bermuda Companies Act;
- (o) adding words "appointed by the members" after "the remuneration of the auditor" in Bye-law 75 (renumbered Bye-law 73); and
- (p) making subsequent amendments throughout the Bye-laws to update all cross-references and the table of contents.

A copy of the proposed new Bye-laws incorporating the Proposed Amendments will be sent to any Shareholder upon written request to the Company at PO Box 524, Wembley, WA 6913, Australia. A copy of the proposed new Bye-laws incorporating the Proposed Amendments will also be available for inspection during normal business hours at the Company's registered office in Bermuda (including for 15 minutes prior to and during the Annual General Meeting).

The Directors recommend that Shareholders vote in favour of the Proposed Amendments.

2. Resolution 2 – Appointment of Auditor

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

Ernst & Young are the Company's auditors until the conclusion of the Annual General Meeting. Pursuant to Resolution 2, Ernst & Young will be appointed the Company's auditors until a successor is appointed, at a fee to be agreed by the Directors.

3. Glossary of Terms

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

"Annual General Meeting" or **"Meeting"** means the annual general meeting of Shareholders to be held at Clarendon House, 2 Church Street, Hamilton, Bermuda at 9.00 am on 12 December 2012 or any adjournment thereof.

"ASX" means ASX Limited, or the stock exchange conducted by ASX, as the context requires.

"ASX Listing Rules" means the official listing rules of ASX.

"Board" means the board of Directors.

"Bye-laws" means the bye-laws of the Company as amended from time to time.

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

"Company" means Sylvania Platinum Limited.

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

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

"Shareholders" means registered holders of Shares.

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