

Notice of Annual General Meeting and Explanatory Memorandum

Platina Resources Limited

ABN 25 119 007 939

Date of Meeting: 24 November 2009

Time of Meeting: 11.00am (EST/Brisbane time)

Place of Meeting: Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000

Notice is given that the Annual General Meeting of shareholders of Platina Resources Limited ABN 25 119 007 939 (**Company**) will be held at the offices of Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000, on 24 November 2009 at 11.00am (EST/Brisbane time).

Agenda

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Income Statements, Balance Sheets, Statements of Changes in Equity, Cash Flow Statements and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2009.

1. Resolution One – Re-election of John Ferguson as a Director

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

“That John Ferguson, who retires by rotation in accordance with Rule 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

2. Resolution Two – Election of Reg Gillard as a Director

“That Reg Gillard, who retires in accordance with Rule 13.4 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director.”

3. Resolution Three - Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

“That, the Remuneration Report for the year ended 30 June 2009 (as set out in the Directors Report) is adopted.”

The vote on this Resolution Three is advisory only and does not bind the Directors of the Company.

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Specific comments relating to the Resolutions are set out in the Explanatory Memorandum.

By order of the Board

DP Cornish
Company Secretary
23 October 2009

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of **Platina Resources Limited ABN 25 119 007 939 (Company)** to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000 on 24 November 2009 commencing at 11.00am (EST/Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

2. Consider the Company's 2009 Annual Report

The Corporations Act requires the Financial Report, Directors' Report, Auditor's Report, Directors' Declaration, Income Statements, Balance Sheets and Statement of Changes in Equity to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Company's Annual Report. The Company's 2009 Annual Report is placed before the shareholders for discussion. No voting is required for this item.

3. Resolution One – Re-Election of John Ferguson as a Director

Dr John Ferguson retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Dr Ferguson was appointed on 5 April 2006.

Dr Ferguson has been involved in the mineral industry, academia and geological surveys for the past 40 years. He has conducted extensive exploration activities in Australia, Southern Africa, Greenland, Canada, Chile, Mexico, Mongolia and China. In particular these activities involve diamonds, gold, platinum, uranium and heavy mineral sands. Dr Ferguson is a current Non-Executive director of Hudson Resources Inc, appointed 10 December 2002.

The Directors (with Dr Ferguson abstaining) recommend that you vote in favour of this Ordinary Resolution.

4. Resolution Two – Election of Reg Gillard as a Director

Mr Reg Gillard retires in accordance with the Company's Constitution and, being eligible, offers himself for election as a Non-Executive Director.

Mr Gillard was appointed on 2 July 2009.

Mr Gillard has been involved in the exploration and mining sectors for over 20 years where he has specialised in the areas of corporate management, corporate governance and the evaluation and acquisition of mineral projects worldwide. In addition, Mr Gillard has also developed a close working arrangement with a number of substantial Australian and international investment funds and has been closely involved with the funding and listing of a number of public exploration and mining companies located throughout the world.

Mr Gillard is also a Registered Company Auditor, Justice of the Peace, a Fellow of the Certified Practising Accountants of Australia and a Fellow of the Australian Institute of Company Directors.

The Directors (with Mr Gillard abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution Three - Remuneration Report

The Board has submitted its Remuneration Report (included in the 2009 Annual Report) to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the 2009 Annual Report. The Annual Report is available to download on the Company's website, www.platinaresources.com.au. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

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

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors of the Company.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish (Company Secretary):

Platina Resources Limited

Street address: Suite 5/Floor 1, SteelX Building, 2 Boston Court, Varsity Lakes, QLD 4227

Postal address: P.O. Box 4192, Robina, Qld 4226

Ph: (07) 5580 9094 **Fax:** (07) 5580 9394

Email: admin@platinaresources.com.au

Proxy, Representative and Voting Entitlement Instructions

Proxies and Representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001 (Cwlth)*.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Platina Resources Limited

Street address: Suite 5/Floor 1, SteelX Building, 2 Boston Court, Varsity Lakes, QLD 4227

Postal address: P.O. Box 4192, Robina, Qld 4226

Ph: (07) 5580 9094 **Fax:** (07) 5580 9394

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.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on 22 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy 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 security holders 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.

Proxy Form

APPOINTMENT OF PROXY

I/We being shareholder(s) of Platina Resources Limited (Company) hereby appoint:

the Chairman of the Meeting **OR**
(mark with an "X")

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

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Platina Resources Limited to be held at Level 8, Waterfront Place, 1 Eagle Street Brisbane, QLD on 24 November 2009 at 11.00am ((EST/Brisbane time)) and at any adjournment of that meeting.

If the Chairman is appointed as your proxy, or may be appointed by default, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolutions.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/s he has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is%. (An additional proxy form will be supplied by the Company on request).

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares (Note: proxy will be over all shares if left blank).

I/we direct my/our proxy to vote as indicated below:

Resolution	For	Against	Abstain
1. Re-election of John Ferguson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Reg Gillard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual or Security holder 1

Sole Director and
Sole Company Secretary
(if appointed)

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date