

# SEDIBELO PLATINUM MINES LIMITED

(Registration number: 54400)  
(Incorporated in Guernsey)

Computershare Investor Services (Pty) Ltd.  
Reg. No 2004/003647/07

## FORM OF PROXY – ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT THE OLD GOVERNMENT HOUSE HOTEL, ST ANN'S PLACE, ST PETER PORT, GUERNSEY, GY1 2NU, CHANNEL ISLANDS ON FRIDAY, 31 OCTOBER 2014 AT 13:00 (UK TIME)

### THIS FORM OF PROXY IS SOLICITED BY AND ON BEHALF OF MANAGEMENT

Only for use by certificated shareholders or dematerialised shareholders of Sedibelo Platinum Mines Limited ("the Company") who have selected "own-name" registration.

For use by Sedibelo Platinum Mines Limited shareholders at the Annual General Meeting of shareholders to be held at The Old Government House Hotel, St Ann's Place, St Peter Port, Guernsey and at any adjournment or postponement thereof. If you have dematerialised your ordinary shares with a Central Securities Depository Participant ("CSDP") or broker and have not selected "own-name" registration, you must arrange with your CSDP or broker to provide you with the necessary letter of representation to attend the Annual General Meeting of shareholders or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSDP or broker.

I/We (Names in full – please print)

of (address – please print):

being the shareholder of  ordinary shares in Sedibelo Platinum Mines Limited hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,

2. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her,

3. The Chairman of the meeting as my/our proxy to attend and vote for me/us at the Annual General Meeting of shareholders and at any adjournment thereof, and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat in accordance with the following instructions (see notes):

	For	Against	Withheld
<p><b><u>ORDINARY RESOLUTION NO. 1</u></b></p> <p>THAT, the audited consolidated financial statements of the Company for the year ended 31 December 2013, and the reports of the directors of the Company (the "Directors") and the auditors thereon be received and adopted.</p>			
<p><b><u>UNANIMOUS RESOLUTION</u></b></p> <p>THAT, the re-election of all twelve (12) current Directors of the Company, being eligible and having offering themselves for re-election, be re-elected as Directors of the Company by a single resolution.</p>			
<p><b><u>ORDINARY RESOLUTION NO. 2</u></b></p> <p>THAT, upon the proposed unanimous resolution specified above having been passed, the re-election of all the twelve (12) Directors of the Company, being eligible and having offering themselves for re-election, be re-elected as Directors of the Company.</p>			
<p><b><u>ORDINARY RESOLUTION NO. 3</u></b></p> <p><b>3.1</b> THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, that Brian Patrick Gilbertson, being eligible and offering himself for re-election, be re-elected as a Director of the Company;</p>			
<p><b>3.2</b> THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, that Arne Højriis Frandsen, being eligible and offering himself for re-election, be re-elected as a Director of the Company;</p>			
<p><b>3.3</b> THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Thomas Graham Dale, being eligible and offering himself for re-election, be re-elected as a Director of the Company;</p>			

	For	Against	Withheld
3.4 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Keith Stuart Liddell, being eligible and offering himself for re-election, be re-elected as a Director of the Company;			
3.5 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Chris Ingmar von Christierson, being eligible and offering himself for re-election, be re-elected as a Director of the Company;			
3.6 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, John Gregory Calvert, being eligible and offering himself for re-election, be re-elected as a Director of the Company;			
3.7 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Nagi Adel Hamiyeh, being eligible and offering himself for re-election, be re-elected as a Director of the Company;			
3.8 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Molefe John Pilane, being eligible and offering himself for re-election, be re-elected as a Director of the Company; and			
3.9 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Kwape David Mmela, being eligible and offering himself for re-election, be re-elected as a Director and of the Company.			
3.10 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Robert Michael Godsell, being eligible and offering himself for re-election, be re-elected as a Director and of the Company.			
3.11 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Kutlwano Jeremia Motlhabane, being eligible and offering himself for re-election, be re-elected as a Director and of the Company.			
3.12 THAT, upon either of the proposed unanimous resolution specified above or ordinary resolution no. 2 not having been passed, Madubeko Thabo Cyril Gumbo, being eligible and offering himself for re-election, be re-elected as a Director and of the Company.			
<b>ORDINARY RESOLUTION NO. 4</b> THAT the appointment of PricewaterhouseCoopers LLP (London) (the "Auditor") of One Embankment Place, London, WC2N 6RH, as the Auditor of the Company for the year ended December 31, 2014, be duly approved and that the Directors be authorised to fix the Auditor's remuneration.			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2014

Name

(in block letters)

Signature/s

Assisted by me

(If applicable)

Full name/s of signatory/ies if signing in a representative capacity

(in block letters and authority to be attached – see note 11)

Please read the notes below:

#### Notes

- (1) Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of the Company) to attend, speak, vote or abstain from voting in place of that shareholder at the Annual General Meeting of shareholders.
- (2) A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "The Chairman of the Meeting," but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the Annual General Meeting of shareholders will be entitled to act as proxy to the exclusion of those whose names follow.
- (3) **Forms of proxy must be lodged with or posted to the transfer secretaries, Computershare Investor Services (Pty) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) to be received by no later than 13:00 (South African Time) on Wednesday, 29 October 2014.**

## Notes

- (4) The completion and lodging of this form of proxy will not preclude the shareholder from attending the Annual General Meeting of shareholders and speaking and voting in person to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
- (5) **If the signatory does not indicate in the appropriate place on the face hereof how he/she wishes to vote in respect of any resolutions, his/her proxy shall not be entitled to vote as he/she deems fit in respect of that resolution, and in the case of the appointment of the Chairman of the Meeting, as proxy shareholder, the proxy shareholder will vote as deemed fit.**
- (6) The Chairman of the Meeting shall be entitled to decline to accept the authority of a person signing this form of proxy:
- under a power of attorney; or
  - on behalf of a company;
- unless the power of attorney or authority is deposited at the office of the company transfer secretaries, **not less than 48 hours before the time appointed** for the holding of the Annual General Meeting of shareholders.
- (7) The Chairman of the Meeting may reject any form of proxy, which is completed and/or received other than in accordance with these notes, provided that the Chairman of the Meeting is satisfied as to the manner in which the shareholder concerned wishes to vote.
- (8) A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alterations must be signed, not initialled.
- (9) If the holding is not indicated on the form of proxy, the proxy will be deemed to be authorised to vote the total holding registered in the shareholder's name.
- (10) A vote given in terms of an instrument of proxy shall be valid in relation to the Annual General Meeting of shareholders, notwithstanding the death of the person granting it, or the revocation of the proxy, or the transfer of the shares in the Company respect of which the vote is given, unless an intimation in writing of such death, revocation or transfer is received by the transfer secretaries no less than 48 hours before the commencement of the Annual General Meeting of shareholders.
- (11) Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy unless previously recorded by the company or its transfer secretaries or waived by the Chairman of the Meeting.
- (12) Where this form of proxy is signed under power of attorney, such power of attorney must accompany this form of proxy, unless it has previously been registered with the Company or the transfer secretaries.
- (13) Where there are joint shareholders of shares and if more than one such joint shareholder is present or represented thereat, then the person whose name appears first in the register of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
- (14) Where shares are held jointly, all joint shareholders are required to sign.
- (15) A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the Company.
- (16) Dematerialised shareholders who have not selected "own-name" registration and who wish to attend the Annual General Meeting of shareholders or to vote by way of proxy, must advise their CSDP or broker who will issue the necessary letter of representation in writing for a dematerialised shareholder or proxy to do so.
- (17) If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the shareholder.
- (18) This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Annual General Meeting of Shareholders or other matters that may properly come before the meeting.

**Computershare Investor Services (Pty) Ltd.**  
**Reg. No. 2004/003647/07**  
**Proxy Dept. PO Box 61051, Marshalltown 2107, South Africa**  
**Fax: +27 11 688-5238**  
**South African Transfer Secretaries**