

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or what action you should take, you should immediately consult your stockbroker, bank manager, solicitor or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended). Copies of this document will be available free of charge, for a period commencing on the date of this document and ending on the date one month after the General Meeting, from the Company's registered office, the address of which is set out on page 6 of this document, during normal business hours.

If you sell or have sold or otherwise transferred all of your existing holding of Ordinary Shares in Jubilee Platinum plc, please forward this document and the enclosed Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.



JUBILEE PLATINUM PLC

(Incorporated and registered in England and Wales with registered no. 04459850)

Approval of the Share Option Plan 2016 and Notice of General Meeting

Your attention is drawn to the Letter from the Chairman of Jubilee Platinum plc which is set out in Part 1 of this document and which contains the recommendation of the Board that you vote in favour of the resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Jubilee Platinum plc to be held at the offices of Fladgate LLP, Ninth Floor, 16 Great Queen Street, London WC2B 5DG, at 11:00 a.m. on Friday, 29 April 2016 is set out at the end of this document. Shareholders will find accompanying this document a Form of Proxy for use at the General Meeting.

The Form of Proxy should be completed and returned to the Company's registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU, or to Computershare Investor Services (Pty) Limited at their registered office at Ground Floor, 70 Marshall Street, Johannesburg, 2001 or PO Box 61051, Marshalltown, 2107, as appropriate, in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 11:00 a.m. on Wednesday, 27 April 2016. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

ACTION REQUIRED BY JUBILEE SHAREHOLDERS

The definitions and interpretations commencing on page 4 of this document apply, *mutatis mutandis*, to this section on actions required.

If you are in any doubt as to the action that you should take, please consult your CSDP, CREST holder, broker, banker, attorney, accountant or other professional advisor immediately.

If you have disposed of all of your Ordinary Shares in Jubilee Platinum, this document should be forwarded to the purchaser to whom, or the CSDP, CREST holder, broker, banker or other agent through whom you have disposed of such Ordinary Shares.

ACTION REQUIRED REGARDING THE GENERAL MEETING

A General Meeting of Shareholders will be held at the offices of Fladgate LLP, Ninth Floor, 16 Great Queen Street, London WC2B 5DG, at 11:00 a.m. on Friday, 29 April 2016 to consider and, if deemed fit, pass the Resolution required to implement the Proposal. A notice convening the General Meeting is attached to and forms part of this document. Please take careful note of the following provisions regarding the actions required by Certificated Shareholders and Dematerialised Shareholders regarding the General Meeting.

If you are a Certificated Shareholder or if you have Dematerialised your Ordinary Shares with “own name” registration:

- you may attend the General Meeting in person and may vote at the General Meeting.
- alternatively, if you are unable to attend the General Meeting, you may appoint a proxy to represent you at the General Meeting by completing the attached Form of Proxy for the General Meeting in accordance with the instructions it contains and returning it to the Company’s registrars to be received by no later than 11:00 a.m. on Wednesday, 27 April 2016.

If you have Dematerialised your Ordinary Shares other than with “own name” registration:

- your CSDP, CREST holder or broker is obliged to contact you in the manner stipulated in the agreement concluded between you and your CSDP, CREST holder or broker to ascertain how you wish to cast your votes at the General Meeting and thereafter to cast your votes in accordance with your instructions. If you have not been contacted, it would be advisable for you to contact your CSDP, CREST holder or broker and furnish it with your voting instructions. If your CSDP, CREST holder or broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your CSDP, CREST holder or broker.
- you must **not** complete the attached Form of Proxy for the General Meeting.
- if you wish to attend the General Meeting, you must advise your CSDP, CREST holder or broker in accordance with the custody agreement concluded between you and your CSDP, CREST holder or broker, and your CSDP, CREST holder or broker will issue the necessary letter of representation to you to attend the General Meeting.

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INDICATIVE TIMETABLE

	<i>2016</i>
Latest time and date for receipt of Forms of Proxy	11:00 a.m. on 27 April
General Meeting	11:00 a.m. on 29 April

Notes:

1. Unless otherwise indicated, all times shown in this document (including in the notes to the notice of General Meeting and the Form of Proxy) are references to London, United Kingdom time.
2. If the date of the General Meeting is adjourned or postponed, Forms of Proxy must be received by no later than 48 hours prior to the time of the adjourned General Meeting, provided that for the purposes of calculating the latest time by which Forms of Proxy must be received, Saturdays, Sundays and public holidays will be excluded.

DEFINITIONS

The following definitions apply throughout this document (save in the case of the notice of General Meeting and Form of Proxy) unless the context requires otherwise:

AIM	AIM, a market operated by London Stock Exchange Plc;
Articles	the articles of association of the Company adopted by special resolution of the Shareholders dated 7 October 2009, as amended;
Board or Directors	the directors of Jubilee Platinum whose names are set out on page 6 of this document;
Certificated Shareholders	Shareholders who hold Certificated Shares;
Certificated Shares	Ordinary Shares which have not yet been Dematerialised, title to which is represented by a document of title;
CA 2006	the United Kingdom Companies Act 2006, as amended;
Company or Jubilee Platinum	Jubilee Platinum plc (Registration number 04459850), a public company incorporated in accordance with the laws of England and Wales, the Ordinary Shares of which are admitted to trading on AIM and listed on the JSE;
CREST	the computerised settlement system to facilitate the transfer of title in shares and holding of shares in uncertificated form, operated by Euroclear UK and Ireland Limited;
CSDP	a central securities depository participant, operating in terms of the Securities Services Act and appointed by individual shareholders for purposes of, and in regard to, Dematerialisation in terms of such act;
Dematerialisation	the process whereby physical documents of title are dematerialised into an electronic record (and reflected on an electronic share register) for the purposes of the electronic clearing and settlement system operated by Strate, the South African central securities depository;
Dematerialised Shareholders	Shareholders who hold Dematerialised Shares;
Dematerialised Shares	Ordinary Shares which have been Dematerialised and which are no longer evidenced by documents of title but by electronic records;
Form of Proxy	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
General Meeting	the General Meeting of Jubilee Platinum to be held at the offices of Fladgate LLP, Ninth Floor, 16 Great Queen Street, London WC2B 5DG, at 11:00 a.m. on Friday, 29 April 2016 (or any adjournment thereof), notice of which is set out at the end of this document;
JSE	the Johannesburg Stock Exchange, JSE Limited (Registration number 2005/022939/06), a public company incorporated in accordance with the laws of South Africa and licensed as an exchange under the Securities Services Act of South Africa;

Unapproved Share Option Scheme	the unapproved share option scheme proposed to be adopted by the Company, such scheme being scheduled to the Share Option Plan 2016;
Ordinary Shares	the ordinary shares of £0.01 each in the capital of the Company;
Proposal	the adoption of the Share Option Plan 2016 (including the Unapproved Share Option Scheme);
Remuneration Committee	the remuneration committee of the Board;
Resolution	the resolution to be proposed at the General Meeting, as set out in the notice of General Meeting at the end of this document;
Securities Services Act	the Securities Services Act, 2004 (Act 36 of 2004), as amended, or any law that may replace it wholly or in part from time to time;
Shareholders	holders of Ordinary Shares;
Share Option Plan 2016	the Jubilee Platinum Share Option Plan 2016 proposed to be adopted by the Company; and
£	British Pounds, the lawful currency of the United Kingdom.

PART I – LETTER FROM THE CHAIRMAN OF JUBILEE PLATINUM PLC



JUBILEE PLATINUM PLC

(Incorporated and registered in England and Wales with registered no. 04459850)

Directors:

Colin Bird *(Non-Executive Chairman)*
Dr Mathews Phosa *(Non-Executive Vice-Chairman)*
Leon Coetzer *(Chief Executive Officer)*
Andrew Sarosi *(Executive Director)*
Christopher Molefe *(Non-Executive Director)*

Registered Office:

4th Floor,
2 Cromwell Place,
London,
SW7 2JE

8 April 2016

Dear Shareholder,

Proposed Approval of the Share Option Plan 2016 and Notice of General Meeting

1. Introduction

The Company today announces the proposed adoption of the Share Option Plan 2016 with a schedule which enables the grant of options to non-executive Directors and other persons retained (directly or indirectly) but not employed by the Company or its group, which is conditional on the passing of the Resolution at the General Meeting.

This letter explains why the Board believes that the Proposal is in the best interests of the Company and its Shareholders as a whole and unanimously recommends that you vote in favour of the Resolution.

2. Share Option Plan 2016 and Unapproved Share Option Scheme

In order to continue to attract and retain high calibre employees (including executive Directors), non-executive Directors and other non-employees retained (directly or indirectly) by the Company or its group, the Board is of the opinion that the Company should have in place appropriate share based incentive arrangements that seek to align the interests of the participants and the Shareholders. In addition, the Company has, since its formation, maintained cost control through its policy of minimising fixed employment costs by using expert non-executive Directors and other non-employed persons where possible and the Board considers it would benefit the Company if it were able to grant options as an element of remuneration to such non-executive Directors and other retained non-employees also. The Company adopted an option scheme in 2002, but, because more than ten years have passed since the adoption of that scheme, the Company is no longer able to grant further options under that scheme. Therefore, and in accordance with article 115 of the Articles, the Board is seeking Shareholder approval through an ordinary resolution to approve the adoption of the Share Option Plan 2016 and also the Unapproved Share Option Scheme.

Both of these share schemes are discretionary share option schemes. The Share Option Plan 2016 will enable the Remuneration Committee to grant share options to the Company's employees and the Unapproved Share Option Scheme will enable the Remuneration Committee to grant share options to the non-executive Directors and other persons retained (directly or indirectly) but not employed by the Company or its group who, in each case, in the opinion of the Remuneration

Committee, make, or, in the case of new appointments, will make, a significant contribution to the Company and where the Remuneration Committee considers it to be in the interests of Shareholders to make such grants.

All options granted under both of the new share option schemes will be satisfied using newly issued Ordinary Shares subject, at all times, to observance of the limits placed on Directors' authority to allot Ordinary Shares otherwise than on a pre-emptive basis as approved by the Shareholders in general meeting from time to time (and save in respect of employee share schemes falling within the requirements of the CA 2006 which shall not be subject to such limits). The maximum aggregate number of Ordinary Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under any share incentive scheme (including the Share Option Plan 2016 and the Unapproved Share Option Scheme) must not exceed 10% of the total number of Ordinary Shares in issue in the Company's share capital in a rolling ten year period. Lapsed options will not count towards this limit. Both the Share Option Plan 2016 and the Unapproved Share Option Scheme will have two elements, first to enable the grant of options exercisable at no less than market value, and, second to enable the grant of options exercisable at par value (being £0.01 per Ordinary Share). The number of options that may be granted with an exercise price equal to the par value of the Ordinary Shares shall not exceed 25% of the number of options that may be granted in aggregate under the Share Option Plan 2016 and the Unapproved Share Option Scheme. The remaining 75% of the number of options that may be granted under the Share Option Plan 2016 and the Unapproved Share Option Scheme will be granted with an exercise price of no less than market value. The Remuneration Committee may at its discretion include any terms, including, among other things, the minimum period for which an option must be held and minimum performance targets that must be reached before the option can be exercised, which will serve to protect the value of the Company as well as to provide the appropriate incentives to eligible participants to contribute to the Company.

The Board believes the Share Option Plan 2016 will retain, motivate and reward employees (including executive Directors) and the Unapproved Share Option Scheme will have the same effect for non-executive Directors and other persons retained (directly or indirectly) but not employed by the Company or its group, in each case, with a view to improving performance and increasing the value of the Company for Shareholders.

A summary of the principal terms of the Share Option Plan 2016 and the Unapproved Share Option Scheme is set out in **Part II** of this document. Copies of the Share Option Plan 2016 and the Unapproved Share Option Scheme are available for inspection at the Company's registered office at 4th Floor, 2 Cromwell Place, London, SW7 2JE during normal business hours from the date of this document up to and including the date of the General Meeting and for at least 15 minutes prior to the commencement of, and during, the General Meeting.

3. Resolution

The Resolution to be proposed at the General Meeting, which will be proposed as an ordinary resolution, is to approve the Share Option Plan 2016 (including the Unapproved Share Option Scheme).

4. General Meeting and action to be taken

A notice convening the General Meeting to be held at the offices of Fladgate LLP, Ninth Floor, 16 Great Queen Street, London WC2B 5DG, at 11:00 a.m. on Friday, 29 April 2016 is set out at the end of this document.

A Form of Proxy for use by Shareholders in connection with the General Meeting is enclosed with this document. Whether or not you propose to attend the General Meeting in person, you are requested to complete the Form of Proxy in accordance with the instructions and to return it to the Company's registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU, or to Computershare Investor Services (Pty) Limited at their registered office at Ground Floor, 70 Marshall Street, Johannesburg, 2001 or PO Box 61051, Marshalltown, 2107, as appropriate, as soon as possible and in any event so as to be received no later than 11:00 a.m. on Wednesday, 27 April 2016. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

5. Recommendation

The Directors consider the Proposal to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommends that you vote in favour of the Resolution at the General Meeting, as they intend to in respect of their holdings of Ordinary Shares and those of connected persons to the Directors which are, in aggregate, 10,195,483 Ordinary Shares (representing approximately 1.03% of the currently issued share capital of the Company).

Yours faithfully,

Colin Bird
Non-Executive Chairman

PART II – SUMMARY OF THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN 2016 AND THE UNAPPROVED SHARE OPTION SCHEME

Introduction

It is proposed that the Share Option Plan 2016 and the Unapproved Share Option Scheme be established to enable the Company to grant share options to its employees, its non-executive Directors and to other persons retained (directly or indirectly) but not employed by the Company or its group who, in the opinion of the Remuneration Committee, make, or, in the case of new appointments, will make, a significant contribution to the Company and where the Remuneration Committee considers it to be in the interests of Shareholders to make such grants. No member of the Remuneration Committee will participate in any deliberations relating to his or her own remuneration.

Operation

The Remuneration Committee will supervise the operation of the Share Option Plan 2016 and the Unapproved Share Option Scheme.

Eligibility

The Share Option Plan 2016 enables selected employees and Directors of the Company and any qualifying subsidiaries to be granted options to acquire Ordinary Shares. The Unapproved Share Option Scheme enables selected non-executive Directors of, and other persons retained (directly or indirectly) but not employed by, the Company and any qualifying subsidiaries to be granted options to acquire Ordinary Shares.

Overall Scheme limits and dilution

The number of Ordinary Shares which may be allocated shall not, when aggregated with the number of Ordinary Shares which have been allocated under the option schemes and any other share incentive scheme adopted by the Company, exceed 10% of the Ordinary Shares in issue immediately prior to that day.

The number of options that may be granted with an exercise price equal to the par value of the Ordinary Shares shall not exceed 25% of the number of options that may be granted in aggregate under the Share Option Plan 2016 and the Unapproved Share Option Scheme. The remaining 75% of the number of options that may be granted under the Share Option Plan 2016 and the Unapproved Share Option Scheme will be granted with an exercise price of no less than market value.

Exercise of options

Options may be exercised in whole or part in accordance with the rules of each scheme and any objective exercise conditions imposed by the Company.

Leaving office or ceasing to provide services to the Company's group

For persons who leave the employment of the Company or any qualifying subsidiary (or their non-executive directorship or other contractual arrangement terminates) in circumstances other than those that would or do justify summary dismissal, options may be exercised up to 12 months after their leaving date where there are no exercise conditions to satisfy or 12 months after an exercise condition is to be assessed where the option is subject to an exercise condition.

Options will lapse immediately where employment/non-executive directorship or other contractual relationship terminates for other reasons (unless the Remuneration Committee in its absolute discretion permits otherwise).

Where the grantee becomes bankrupt or otherwise deprived of legal or beneficial ownership of the option, the option will lapse.

Takeovers

If the Remuneration Committee considers that a change of control is likely to occur, the Remuneration Committee can allow the option holders to exercise all or a proportion of their options before the acquiror obtains control. The proportion the option holder is able to exercise cannot be less than the proportion of the option that would have already been capable of exercise at the date the option holders were notified that the change of control looks likely to take place.

If a change of control actually occurs, then the option holders have six weeks to exercise their options. The Remuneration Committee must decide what proportion of their options can be exercised, but this cannot be less than the proportion already capable of exercise at date the change of control took place.

Liquidation

If the shareholders of the Company receive notice of a resolution for the voluntary winding up of the Company, any option holder may exercise the proportion of the option already capable of exercise when notice is received at any time before the resolution is passed, conditional upon the passing of that resolution.

Variation of capital

If there is any variation of the share capital of the Company, which affects (or may affect) the value of options to option holders, the Remuneration Committee may adjust the number and description of Ordinary Shares subject to each option and/or the exercise price of each option in a manner which the Remuneration Committee, in its reasonable opinion, considers to be fair and appropriate (provided that the total amount payable on the exercise of any option in full shall not be increased).

Alterations to the Scheme

The Remuneration Committee may amend the plan from time to time as its discretion however no amendment may apply to any option granted before an amendment is made if the proposed amendment materially adversely affects the interests of an option holder, except where the option holder consents to the application of such an amendment to his option.

NOTICE OF GENERAL MEETING



JUBILEE PLATINUM PLC

(Incorporated and registered in England and Wales with registered no. 04459850)

(the "Company")

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of Fladgate LLP, Ninth Floor, 16 Great Queen Street, London WC2B 5DG, at 11:00 a.m. on Friday, 29 April 2016 for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as an Ordinary Resolution.

ORDINARY RESOLUTION

THAT, the rules of the Jubilee Platinum Share Option Plan 2016 with a schedule which enables the grant of options to non-executive Directors and other retained non-employees (the **Plan**) as summarised in Part II of the circular to shareholders dated 8 April 2016 and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the directors be authorised to make such modifications to the Plan as they may consider appropriate to take account of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan.

Dated 8 April 2016

By Order of the Board

Capita Company Secretarial Services Limited

Secretary

Registered office:

4th Floor,
2 Cromwell Place,
London,
SW7 2JE

EXPLANATORY NOTES

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 11:00 a.m. on Wednesday, 27 April 2016; or,
 - if this general meeting (the **Meeting**) is adjourned, at 11:00 a.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.
2. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.

Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You may appoint more than one proxy so long as each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must speak to the company secretary. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU, or to Computershare Investor Services (Pty) Limited at their registered office at Ground Floor, 70 Marshall Street, Johannesburg, 2001 or PO Box 61051, Marshalltown, 2107, as appropriate, to be received no later than 11:00 a.m. on Wednesday, 27 April 2016.
8. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Changing proxy instructions

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
13. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU, or Computershare Investor Services (Pty) Limited at their registered office at Ground Floor, 70 Marshall Street, Johannesburg, 2001 or PO Box 61051, Marshalltown, 2107, as appropriate.
14. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

15. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment as above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
16. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
17. The revocation notice must be received by the Company no later than 11:00 a.m. on Wednesday, 27 April 2016. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
18. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

19. As at 6.00 p.m. on 7 April 2016, the Company's issued share capital comprised 989,212,194 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 7 April 2016 was 989,212,194.

Documents on display

20. A copy of the proposed rules of the Share Option Plan 2016 will be available for inspection at the registered office of the Company during normal business hours on any weekday (weekends excepted) from the date of this notice up to and including the day of the Meeting and at the place of the Meeting for 15 minutes prior to and during the Meeting.

FORM OF PROXY



JUBILEE PLATINUM PLC
(the Company)

For use at the General Meeting of the Company to be held at the offices of Fladgate LLP, Ninth Floor, 16 Great Queen Street, London WC2B 5DG, at 11:00 a.m. on 29 April 2016.

I/We (block capitals)
of.....
being (a) holder(s) of ordinary shares of £0.01 each in the capital of the Company, hereby appoint the Chairman of the meeting or
(note 1) as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on 29 April 2016 and at any adjournment thereof.

I/We direct my/our proxy to vote in the manner indicated by an X in the appropriate column. Unless otherwise indicated, or upon any matter properly put before the meeting but not referred to below, my/our proxy may exercise their discretion as to how they vote and whether or not they abstain from voting. The proxy will be used only in the event of a poll being directed as demanded. On a show of hands, only those shareholders present in person will be entitled to vote.

Summary of Resolution	For	Against	Vote Withheld	Discretionary
To approve the Jubilee Platinum Plc Share Option Plan 2016 (with a schedule which enables the grant of options to non-executive directors and other retained non-employees).				

Dated2016 Signature(s)

**SEE NOTES TO THE FORM OF PROXY OVERLEAF
PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED**

Notes:

- (1) As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- (2) If you wish to appoint a proxy other than the Chairman of the meeting, insert their name in the space provided and delete "the Chairman of the meeting or". A proxy need not be a member of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- (3) If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
- (4) Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- (5) In the case of a corporation this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or attorney. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- (6) To be effective this form of proxy must be:
 - completed and signed;
 - deposited at the offices of Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU, or Computershare Investor Services (Pty) Limited at their registered office at Ground Floor, 70 Marshall Street, Johannesburg, 2001 or PO Box 61051, Marshalltown, 2107, as appropriate, not less than 48 hours before the time for holding the meeting together with any power of attorney or any other authority under which it is executed (or a duly certified copy of such authority).
- (7) In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- (8) Completion and return of the Form of Proxy will not preclude shareholders from attending and voting in person at the meeting.
- (9) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members at the time 48 hours before the time for holding the meeting (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after the time 48 hours before the time for holding the meeting (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (10) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant holding.
- (11) To direct your proxy how to vote on the resolution mark the appropriate box with an 'X'. To abstain from voting on the resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- (12) To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- (13) If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (14) For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.