

NORTHAM

P L A T I N U M L I M I T E D

Incorporated in the Republic of South Africa
(Registration number 1977/003282/06)
("Northam" or "the company")

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Northam will be held in the Auditorium, Hackle Brooke, Corner of Jan Smuts Avenue and Conrad Drive, Craighall, Johannesburg on Thursday, 18 August at 09:30.

WHO MAY ATTEND AND VOTE AT THE MEETING

Each ordinary shareholder of the company who is entitled to attend and vote at the general meeting may appoint one or more proxies as alternates (none of whom needs to be a shareholder of the company), to attend, speak and vote in his/her stead. The completion and lodging of forms of proxy will not preclude a shareholder from attending, speaking and voting to the exclusion of the proxy so appointed.

A form of proxy is attached for use by certificated shareholders and "own name" dematerialised shareholders who are unable to attend the Northam general meeting but who wish to be represented thereat. Duly completed forms of proxy must be received by the transfer secretaries of the company (Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001, PO Box 61051, Marshalltown, 2107) by no later than 09:30 on Tuesday, 16 August 2011.

Dematerialised shareholders, other than "own name" dematerialised shareholders, who wish to attend the general meeting, must instruct their Central Securities Depository Participant ("CSDP") or broker to issue them with the necessary letter of representation to attend. Should dematerialised shareholders, other than "own name" dematerialised shareholders, be unable to attend the general meeting in person, but wish to vote by proxy, they must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and their CSDP or broker.

On a show of hands, each shareholder of the company who, being a natural person, is present in person or by proxy or, being

a company (or other juristic person), is represented by a duly authorised representative at the general meeting, is entitled to one vote on a show of hands, irrespective of the number of Northam shares he/she holds or represents, provided that a proxy shall, irrespective of the number of shareholders he/she represents, have only one vote. On a poll, a shareholder who is present in person or represented by proxy (if a natural person) or represented (if a juristic person) at the general meeting shall be entitled to one vote for each Northam share held or represented by such shareholder.

The date on which shareholders must be recorded as such in the register maintained by the above mentioned transfer secretaries of the company for purposes of being entitled to attend and vote at this meeting is Monday, 15 August 2011, being the record date of the meeting.

PURPOSE OF THE MEETING

The purpose of this meeting is to consider and, if deemed fit, to pass, with or without modification, the resolutions set out below.

Special resolution number 1 – Financial assistance in terms of Section 45 of the Companies Act, 71 of 2008 ("the Companies Act")

"Resolved that the board of directors of the company ("the board") be and are hereby authorized, by way of a general authority, to provide direct or indirect financial assistance in any form or amount to any company which is related or inter-related to the Company (as defined in the Companies Act), on the terms and conditions that the board may determine from time to time."

Explanatory statement in respect of special resolution number 1

Special resolution number 1 is required in terms of Section 45 of the new Companies Act to grant the directors of the company the authority to cause the company to provide financial assistance by way of loans, guarantees, the provision of security or otherwise, to any company which is related or inter-related to Northam i.e its subsidiaries. The special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the company.

Northam, when the need previously arose, provided financial assistance to subsidiaries and was not precluded from doing so in terms of its articles of association or in terms of the Companies Act, 61 of 1973.

The provision of financial assistance to subsidiaries of Northam is necessary for the sustainability of the business of the group, taking into account that the financial performance of the operations is dependent on numerous external factors, which include the prices of platinum group metals and the Rand/US Dollar exchange rate.

The board is satisfied that immediately after granting the abovementioned financial assistance, the company will satisfy the solvency and liquidity test set out in the Companies Act and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

This notice constitutes a notice in terms of section 45(5) of the Companies Act that the board has passed the same resolution, which resolution will take effect on the passing of special resolution number 1 set out above.

Resolution approval threshold

For special resolution number 1 above to be approved by shareholders, it must be supported by at least 75% (seventy five percent) of the total number of votes which the shareholders present or represented by proxy at this meeting are entitled to cast.

Ordinary resolution number 1

"Resolved that the company secretary or any director of the company be and is hereby authorised to do all such things and

signs all documents and take all such actions as they consider necessary to give effect to and implement special resolution number 1 which is proposed and passed at the general meeting at which this ordinary resolution number 1 is proposed."

Directors' Responsibility Statement

The directors of the company, collectively and individually, accept full responsibility for the accuracy of the information pertaining to the above stated special resolution number 1 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the above special resolution number 1 contains all information required by law and by the JSE Listings Requirements.

General notes

A person attending the general meeting must present reasonably satisfactory identification. The chairman of the general meeting must be reasonably satisfied that the right of a person to participate and vote at the general meeting either as a shareholder, or as a proxy for a shareholder, has been reasonably verified.

For the benefit of shareholders who are unable to attend the meeting but wish to participate therein, a simultaneous audiolink will be available at the following numbers:

South Africa:	011 535 3600 0800 200 648
UK:	0800 917 7042
International:	+27 11 535 3600

By order of the board of directors

D L Swanepoel

Company Secretary

Block 1A, Albury Park
Magalieszicht Avenue
Dunkeld West
Johannesburg
13 July 2011

Directors: P L Zim (Chairman), (Alternate: A K Gupta), G T Lewis (Chief Executive Officer) (*British*), M E Beckett (*British*), C K Chabedi, Ms N J Dlamini (Dr), R Havenstein, Ms E T Kgosi, A Z Khumalo (Financial Director), A R Martin, B R van Rooyen (Executive Director – Business Development), M S M M Xayiya, (Alternate: M J Willcox).

Company Secretary: D L Swanepoel

FORM OF PROXY

To be completed by registered certificated shareholders and dematerialised shareholders with "own name" registration only. Shareholders who have dematerialised their shares with a CSDP or broker, other than with own name registration, must arrange with the CSDP or broker concerned to provide them with the necessary letter of representation to attend the general meeting or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

NORTHAM PLATINUM LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1977/003282/06)

Share code: NHM ISIN: ZAE000030912

("Northam" or "the company")

This proxy form is for use in respect of the general meeting to be held in the Auditorium, Hackle Brooke, corner of Jan Smuts Avenue and Conrad Drive, Craighall, Johannesburg on Thursday, 18 August 2011 at 09:30 only by certificated shareholders and dematerialised shareholders with "own name" registration whose names are registered on Monday, 15 August 2011, being the record date for the meeting, in the register maintained by the transfer secretaries of the Company.

For instructions on the use of this proxy form and a summary of the rights of the shareholder and the proxy, please see the instructions and notes appearing on the reverse side of this form.

I/We (Full names in block letters) _____

Telephone (work) _____ Telephone (home) _____

being the holder(s) of ordinary shares in the company, appoint (see note 1):

1. _____ failing him/her,
2. _____ failing him/her,
3. the chairman of the general meeting (see note 4),

as my/our proxy to attend, participate, speak and act on my/our behalf at the general meeting which is to be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat, and at any adjournment thereof, and to vote for or against such ordinary and special resolutions or to abstain from voting, in respect of the Northam ordinary shares registered in my/our name/s, in accordance with the following instructions (see note 2):

Resolutions	Number of votes (one vote per Northam ordinary share)		
	For	Against	Abstain
Special resolution number 1 – provision of financial assistance			
Ordinary resolution number 1 – authority to sign documents to give effect to special resolution number 1			

(Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.)

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, speak, and on a poll, vote in place of that shareholder at the general meeting.

Signed at _____ on _____ 2011

Signature(s) _____

Capacity _____

Please read the notes on the reverse side hereof.



Notes:

1. A member may insert the name of a proxy or the names of two alternate proxies of the member's choice in the space(s) provided, with or without deleting "the chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A member should insert an "X" in the relevant space according to how they wish their votes to be cast. However, if a member wishes to cast a vote in respect of a lesser number of Northam ordinary shares than they own in the company, they should insert the number of Northam ordinary shares held in respect of which they wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as he/she deems fit in respect of all of the member's votes exercisable at the general meeting. A member is not obliged to use all the votes exercisable by the member, but the total of the votes cast and abstentions recorded may not exceed the total number of the votes exercisable by the member.
3. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof, should such member wish to so do.
4. The chairman of the annual general meeting may reject or accept any form of proxy, which is completed and/or received, other than in compliance with these notes.
5. Shareholders who have dematerialised their shares with a CSDP or broker, other than with own name registration, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the annual general meeting or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.
6. Any alteration to this form of proxy, other than the deletion of alternatives, must be signed, not initialed, by the signatory/ies.
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. on behalf of 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 waived by the chairman of the general meeting.
8. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her capacity are produced or have been recorded by the company.
9. Where there are joint holders of shares:
 - any one holder may sign the form of proxy; and
 - the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the company's register of members, will be accepted.
10. Forms of proxy should be lodged at or posted to the transfer secretaries, Computershare Investor Services (Proprietary) Limited, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) so as to be received by no later than 09:30 on Tuesday, 16 August 2011.