

FORM OF PROXY

PLATFIELDS LIMITED
Registration number 2002/005851/06
("the company")

For use by the holders of the company's certificated ordinary shares ("certified shareholders") at the general meeting of the company to be held at 10am on Friday, 20 March 2009 at Southern Sun Cape Sun, Strand Street, Cape Town Town, or at any adjournment thereof if required. Additional forms of proxy are available from the transfer secretaries of the company.

I/We _____ (Name in block
letters)

of _____
(Address)

being the registered holder of ordinary shares in the capital of the company hereby appoint

1. _____ or
 failing him

2. _____ or
 failing him

3. the chairperson of the meeting

as my/our proxy to act for me/us on my/our behalf at the general meeting, or any adjournment thereof, which will be held for the purpose of considering and, if deemed fit, passing with or without modification, the ordinary and special resolutions as detailed in the Notice of General Meeting, and to vote for and/or against such resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

	Number of votes		
	In favour of	Against	Abstain
To pass special resolutions:			
1. General authority to effect share repurchases			
2. Conversion of 100 000 000 ordinary shares into BEE ordinary shares			
3. Amendment of the Articles of Association (replacement of Article 52)			
4. Specific authority to acquire up to 175 000 000 BEE shares from BEE shareholders			
5. Authority (in terms of Section 223 of the Companies Act) to allot and issue 200 000 ordinary shares to R S Traviss (non-executive director)			
6. Authority to allot and issue shares to non-executive directors in terms of the Platfields Restricted Share and Share Option Scheme			
To pass ordinary resolutions:			
1. Authority to place authorised and unissued shares (ordinary and BEE shares) under control of the directors			
2. General authority to issue ordinary and BEE shares for cash			

3. Specific authority to place a maximum of 50% of the authorised and unissued ordinary shares under control of the directors			
4. Authority to allot 200 000 ordinary shares to RS Traviss			
5. Authority to adopt Platfields Restricted Share and Share Option Scheme and specific authority to allot and issue up to 100 000 000 ordinary shares in terms of the scheme			
6. To authorise the signature of documentation			

(Indicated instructions to proxy in the spaces provided above.)
Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed this _____ day of _____ 2009

Signature

Assisted by (if applicable)

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 and vote in place of that shareholder at the annual general meeting.
2. Shareholder(s) that are certificated may insert the name of a proxy or the names of two alternative proxies of the member's choice in the space/s provided, with or without deleting "the chairperson of the meeting", but any such deletion must be initialled by the shareholders (s). 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. If no proxy is named on a lodged form of proxy the chairperson shall be deemed to be appointed as the proxy.
3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy, in the case of any proxy other than the chairperson, to vote or abstain from voting as deemed fit and in the case of the chairperson to vote in favour of the resolution.
4. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable in respect of the shares held by the shareholder.
5. Forms of proxy must be lodged at or posted to Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) to be received not less than 48 hours prior to the meeting.
6. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. Where there are joint holders of shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
7. The chairperson of the general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, the chairperson is satisfied as to the manner in which the shareholder concerned wishes to vote.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or the transfer secretaries or waived by the chairperson of the general meeting.
9. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
10. A minor must be assisted by his/her parent guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
11. Where there are joint holders of any shares, only that holder whose name appears first in the register in respect of such shares need sign this form of proxy.