

FORM OF PROXY

Platfields Limited (Incorporated in the Republic of South Africa)
 (Registration number 2002/005851/06)
 ("Platfields" or "the company")

FORM OF PROXY

For use by members of the company at the Special General Meeting of the company to be held at 11h00 on Friday, 7 November 2008.

I/We
 of.....
 Telephone: work/home cellular
 being the holder(s) of ordinary shares in the company hereby appoint
 or failing him or failing him/her the Chairman of the meeting as my/our proxy to attend, speak and vote on
 my behalf at the Special General Meeting of the company to be held at 11h00 on Friday, 7 November 2008, and at any adjournment
 thereof.

Please indicate with an "X" in the appropriate space below how you wish your votes to be cast. If you return this form duly signed without
 any specific directions, the proxy shall be entitled to vote as he/she thinks fit.

	In favour of the resolution	Against the resolution	Abstain from voting
Special resolution number 1 to change the Articles of Association of the company			
Special resolution number 2 to increase the authorised share capital of the company			
Special resolution number 3 to give a mandate to acquire the shares of the company in terms of Section 85(2) for the Platmile transaction			
Special resolution number 4 authority for the company, or subsidiary to acquire ordinary shares of the company			
Ordinary resolution number 1 to place the unissued shares under the control of the directors of the company			
Special resolution number 5 to create BEE shares			
Special resolution number 6 to authorise the Company as a specific authority in terms of Section 85(2) to acquire BEE shares			
Special resolution number 7 to authorise the directors in terms of Section 223 to allot and issue BEE shares to non-executive directors			
Ordinary resolution number 2 to authorise the directors in terms of Sections 221 and 222 to allot and issue BEE shares			
Special resolution number 8 to authorise the directors in terms of Section 223 to allot and issue ordinary shares to non-executive directors in the future.			
Special resolution number 9 to ratify the allotment and issue of ordinary shares to non-executive directors from previous years in terms of Sections 221, 222 and 223			
Special resolution number 10 to authorise the directors in terms of Section 223 of the Companies Act to allot and issue ordinary shares to non-executive directors (promotion and loyalty shares)			
Ordinary resolution number 3 is an authority to allot and issue ordinary shares to the directors and the company secretary (promotion and loyalty shares)			
Ordinary resolution number 4 is to ratify share issues to directors from previous years in terms of Sections 221 and 222			
Ordinary resolution number 5 is an authority to allot and issue ordinary shares to the executive directors (2008 employment contract)			
Ordinary resolution number 6 to give authority to the directors to make minor changes to the documents if required			

Signed this _____ day of _____ 2008

 Signature

NOTES:

1. A member may insert the name(s) of one or more proxies (none of whom may be a member of the company) in the space provided, with or without deleting the words "the chairman of the meeting". The person whose name stands first on the form of proxy and has not been deleted, and who is present at the meeting, will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chairman of the meeting.
2. A member's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that member in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote as he/she thinks fit.
3. The completion and lodging of this proxy shall in no way preclude the member from attending, speaking and voting in person at the meeting, to the exclusion of the proxy appointed in terms thereof.
4. Documentary evidence establishing the authority and legal capacity of the person signing the proxy must be attached to this form unless previously registered with the company.
5. Where this form of proxy is signed under a Power of Attorney, such Power of Attorney must be attached to this form unless previously registered with the company.
6. Where shares are held jointly, all joint holders are required to sign.
7. This form of proxy, when completed and signed, must be lodged in terms of the notice of the meeting, no less than 24 hours before the meeting.