

FORM OF PROXY

NORTHAM PLATINUM LIMITED

(Registration number 1977/003282/06)

JSE share code: NHM ISIN code: ZAE000030912

Debt issuer code: NHM001 ISIN code: ZAG000099524

("Northam" or "the group" or "the company")

To be completed by registered certificated shareholders and dematerialised shareholders with own name registration only.

For use in respect of the annual general meeting ("AGM") to be held at Glen Hove Conferencing, 52 Glenhove Road, Melrose Estate, Johannesburg, South Africa on Wednesday, 11 November 2015 at 10h00.

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 AGM 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.

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 or failing him/her,
- 2 or failing him/her,
3. the chairman of the AGM, as my/our proxy to act on my/our behalf at the AGM 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 the ordinary resolutions 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):

Number of votes
(one vote per Northam ordinary share)

Resolutions	For	Against	Abstain
Ordinary resolution number 1 – adoption of annual financial statements for the year ended 30 June 2015			
Ordinary resolution number 2.1 – re-election of Mr KB Mosehla as a director			
Ordinary resolution number 2.2 – re-election of Mr ME Beckett as a director			
Ordinary resolution number 2.3 – re-election of Mrs TE Kgosi as a director			
Ordinary resolution number 3 – re-appointment of Ernst & Young Inc as the independent external auditor of the company			
Ordinary resolution number 4.1 – re-election of Mr ME Beckett as a member of the audit and risk committee			
Ordinary resolution number 4.2 – re-election of Mr R Havenstein as a member of the audit and risk committee			
Ordinary resolution number 4.3 – re-election of Ms TE Kgosi as a member of the audit and risk committee			
Ordinary resolution number 4.4 – re-election of Mr AR Martin as a member of the audit and risk committee			
Ordinary resolution number 5 – approval of the group remuneration policy			
Ordinary resolution number 6 – approval of non-executive directors' remuneration paid for the year ended 30 June 2015			
Special resolution number 1 – approval of non-executive directors' remuneration for the year ending 30 June 2016			
Special resolution number 2 – financial assistance in terms of section 45 of the Companies Act			
Special resolution number 3 – general authority to repurchase issued shares			

(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 AGM.

Signed aton.....2015

Signature(s)Capacity

Please read the notes on the reverse side hereof.

NOTES TO PROXY

1. A shareholder may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space(s) provided, with or without deleting "the chairman of the AGM". The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder should insert an "X" in the relevant space according to how they wish their votes to be cast. However, if a shareholder 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 AGM as he/she deems fit in respect of all the shareholders' votes exercisable at the AGM. A shareholder is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast and abstentions recorded may not exceed the total number of the votes exercisable by the shareholder.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM 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 AGM 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 AGM 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 initialled, 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, 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 AGM.
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 10:00 on Tuesday, 10 November 2015.

PRINTING AND DISTRIBUTION OF REPORTS

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DEAR SHAREHOLDER

Date: 25 September 2015

Printing and distribution of reports

This booklet includes the following:

- a detailed notice of AGM;
- the summarised audited annual financial statements for 2015 with explanatory notes and commentary;
- a form of proxy; and
- a response form.

In a continuous drive to contain costs, we are rationalising the printing and postage of our various reports. The company's comprehensive annual integrated report 2015 is available in printable download format on the company's website at www.northam.co.za. Certificated shareholders may elect not to receive any copies of the aforementioned communication. Dematerialised shareholders, who do not wish to receive copies of reports should advise their CSDP or stockbroker to amend their records accordingly.

Kindly complete the form below and return it using one of the following ways:

- the included reply paid envelope
- Fax to +27 (0) 11 688-5238
- Email to ecomms@computershare.co.za

Should you require a printed copy of the annual integrated report 2015, kindly contact the company secretary, Ms PB Beale on +27 11 759 6000 or trish.beale@norplats.co.za

Yours sincerely

PB Beale

Company secretary

DEAR COMPUTERSHARE

Preferred method of delivery of reports and other communications from the company.

Please would you note my preference below for the delivery of reports and other communications from the company:

Please alert me by mobile phone that the report or other communication has been posted on the company's website. I will access the company's website and my mobile and other details are set out below.

Please alert me by e-mail that the report or other communication has been posted on the company's website.

Please e-mail the report or other communication to me.

Please post the report or other communication to me.

My details are as follows:

Shareholder reference number:.....

Name in full:

Address:

Postal code: Mobile number:..... E-mail address:.....

I understand that the company will cease sending reports or other communications to me should I fail to advise the company of a change to any of my details.

Yours faithfully:

Name in full:.....

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

NORTHAM NOTICE OF AGM AND ABRIDGED ANNUAL REPORT 2015