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If you have sold or transferred all of your Ordinary Shares in Goldplat plc, please forward this document and any accompanying Form of Proxy as soon as possible to the stockbroker or other agent through whom you made the sale or transfer for transmission to the purchaser or transferee. However those documents should not be forwarded to or sent into the United States, Canada, Australia, South Africa or Japan. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the UK should seek appropriate advice before taking any action.

The Directors, whose names appear on page 4, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The London Stock Exchange Plc has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules are less demanding than those of the Official List.

Goldplat plc

*(incorporated in England and Wales under the Companies Act 1985 (as amended)
with registered number 5340664)*

Approval of Buy-Back Authority and Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which includes recommendations that you vote in favour of the resolution to be proposed at the General Meeting referred to in this document.

Notice of a General Meeting of Goldplat plc, to be held at 12.30 p.m. at Hilton Hotel, Seven Hills Road South, Cobham, Surrey KT11 1EW on 22 March 2013 is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible in accordance with the instructions on it and, in any event, so as to reach the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL, by 12.30 p.m. on 20 March 2013.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in Goldplat nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. This document does not constitute an offer to the public of transferable securities and so is not subject to the requirements or any legislation that implements the EU Prospectus Directive.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	4 March 2013
Latest time and date of receipt of Forms of Proxy	12.30 p.m. on 20 March 2013
General Meeting	12.30 p.m. on 22 March 2013

If any of the details contained in the expected timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through the Regulatory Information Service.

DEFINITIONS

“Act”	the Companies Act 2006, as amended
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Business Day”	a day (other than a Saturday, Sunday or public holiday) when banks in the City of London are open for business
“Buy-Back Authority”	the general buy-back authority which is being sought by the proposal of the Resolution for the Company to buy-back up to a maximum of 16,837,000 Ordinary Shares by way of market purchases (within the meaning of the Act), being up to 10 per cent. of the Ordinary Shares in issue at the date of this document, in accordance with section 701 of the Act
“Circular”	this document
“Company” or “Goldplat”	Goldplat plc, a company registered in England and Wales with registered number 5340664
“Directors” or the “Board”	the Directors of the Company whose names are set out on page 4 of this document, each a “Director”
“Existing Ordinary Shares”	168,370,000 Ordinary Shares currently in issue
“Form of Proxy”	the form of proxy accompanying this document for use at the GM
“GM”	the general meeting of the Company convened for 12.30 p.m. on 22 March 2013 by the Notice of GM and any adjournment thereof
“Group”	the Company and its subsidiaries
“London Stock Exchange”	London Stock Exchange plc
“Notice of GM”	the notice of the GM set out at the end of this document
“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company
“Resolution”	the resolution set out in the Notice of GM
“Shareholders”	holder(s) of Ordinary Shares
“Share Registrars”	Share Registrars Limited
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland

LETTER FROM THE CHAIRMAN

Goldplat plc

*(incorporated in England and Wales under the Companies Act 1985 (as amended)
with registered number 5340664)*

Directors

Brian Moritz (*Non-executive Chairman*)
Russell Lamming (*Chief Executive Officer*)
Ian Visagie (*Finance Director*)
Dr Robert Pitts-Smith (*Executive Director*)

Registered Office

Third Floor
55 Gower Street
London
WC1E 6HQ

4 March 2013

To Shareholders, and, for information only, to the holders of options over Ordinary Shares

Dear Shareholder,

1. Introduction

This letter sets out the background to, and reasons why the Board believes it to be in the best interests of Shareholders as a whole for the Company to have authority to purchase its Ordinary Shares in the market.

This Circular sets out details of the proposed Buy-Back Authority and contains, at the end of this document, the Notice of GM to be held at Hilton Hotel, Seven Hills Road South, Cobham, Surrey KT11 1EW to consider the Resolution necessary to approve the Buy-Back Authority.

2. Background to and reasons for the recommendation

The Board, having considered a number of options, consulted with its advisers, and having taken into account the views of a number of existing Shareholders, believes it to be in the best interests of Shareholders as a whole for the Company to have authority to purchase its Ordinary Shares in the market.

The Board is mindful of the financial impact a share buy-back may have on the Company. It has conducted a thorough exercise with regards to the capital requirements of the Group, its prospects and its funding available, whilst also taking into account the merits of providing greater short term liquidity for Ordinary Shares. The Board will only proceed to make market purchases at prices which make sense for the Company as a whole and there can be no certainty that any of the buyback authority sought under the Resolution will be utilised. The Directors have confirmed that none of them will, nor do they have any current intention to, sell any of the Ordinary Shares which they beneficially own to the Company should the Company utilise the Buy-Back Authority.

3. General Buy-Back Authority

The Board would, in appropriate circumstances, like for the Company to buy-back Ordinary Shares in the market. The Board proposes to seek Shareholder approval to have the authority to buy-back Ordinary Shares, up to a maximum of 16,837,000 Ordinary Shares representing 10 per cent. of the issued ordinary share capital of the Company as at 4 March 2013, in the future. If approved by Shareholders, the Buy-Back Authority would be exercisable until 18 months after the date of the GM and it is the current intention of the Board to thereafter renew this authority annually subject to any considerations under the Takeover Code. The maximum price payable for the purchase by the Company of its Ordinary Shares will be limited to 5 per cent. above the average of the middle market quotations of such Ordinary Shares, as derived from the Daily Official List of the London Stock Exchange, for the five Business Days prior to the purchase. The minimum price permitted to be paid by the Company for the purchase of any Ordinary Shares will be 1p per share (being the amount equal to the nominal value of an Ordinary Share).

The Directors would use the Buy-Back Authority with discretion and purchases would only be made from the Company's distributable reserves not required for other purposes and in the light of market conditions

prevailing at the relevant time. As previously stated, the Company intends to pursue a progressive dividend policy based initially on the profits and cash generation from its gold recovery business. In reaching a decision to purchase any Ordinary Shares, the Directors would take account of the Company's cash resources and capital requirements and the effect of such purchases on the Company's business and dividend payments. Additionally, the Directors would only make market purchases if satisfied that any such purchases would be in the interests of Shareholders generally. No announcement will be made by the Company in advance of market purchases, but any purchases made by the Company would be announced by 7.30 a.m. on the Business Day following any buy-back transaction.

Any Ordinary Shares which are bought back by the Company pursuant to any exercise of the Buy- Back Authority will be financed from the Company's cash resources or through bank facilities available at such time.

Pursuant to section 724 of the Act the Company is entitled, on buying back its own shares, to hold such shares in treasury for subsequent sale, transfer for the purposes of or pursuant to employee share schemes, or cancellation as an alternative to cancelling them immediately. The Directors currently intend to hold any Ordinary Shares purchased under the Buy-Back Authority in treasury pursuant to such powers.

4. Action to be taken

A Form of Proxy for use in connection with the GM is also enclosed. Whether or not you intend to be present at the GM, you are asked to complete and return the Form of Proxy in accordance with the instructions thereon as soon as possible and, in any event, so that it is received not later than 48 hours before the time of the GM. The completion and return of the Form of Proxy will not preclude you from attending the GM and voting in person if you so wish. Please return the Form of Proxy to Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL.

5. Recommendation

The Directors believe that the market purchase by the Company of its Ordinary Shares under the Buy-Back Authority is in the best interests of Shareholders as a whole and that it may be appropriate in the future for the Company to buy-back its Ordinary Shares under the Buy-Back Authority.

The Directors therefore unanimously recommend that you vote in favour of the Resolution in the Notice of GM as they intend to do in respect of their own interests in 2,000,000 Ordinary Shares in aggregate, representing approximately 1.19 per cent. of the Ordinary Shares currently in issue.

Yours faithfully

Brian Moritz
Chairman

NOTICE OF GENERAL MEETING

GOLDPLAT PLC

*(incorporated in England and Wales under the Companies Act 1985 (as amended)
with registered number 5340664)*

NOTICE IS HEREBY GIVEN that a General Meeting of Goldplat plc (the “Company”) will be held at Hilton Hotel, Seven Hills Road South, Cobham, Surrey KT11 1EW at 12.30 p.m. on Friday, 22 March 2013 to consider and, if thought fit, to pass the Resolution will be proposed as special resolution:

Special Resolution

1. That, the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of £0.01 each in the capital of the Company (“Ordinary Shares”) upon or subject to the following conditions:
 - (i) the maximum number of Ordinary Shares which may be purchased is 16,837,000 representing approximately 10 per cent. of the issued ordinary share capital of the Company;
 - (ii) the maximum price at which Ordinary Shares may be purchased shall be 5 per cent. above the average of the middle market quotations for the Ordinary Shares as taken from the Daily Official List of the London Stock Exchange for the five business days preceding the date of purchase and the minimum price shall be £0.01, being the nominal value of the Ordinary Shares (in both cases exclusive of expenses); and
 - (iii) the authority to purchase conferred by this Resolution shall expire 18 months after the date of this Resolution, save that the Company may, before such expiry, enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiration of this authority.

By order of the Board
Stephen Ronaldson
Company Secretary
4 March 2013

Registered office:
Third Floor
55 Gower Street
London
WC1E 6HQ

Notes:

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of Ordinary Shares entered in the register of members of the Company as at 6.00 p.m. on 20 March 2013 or, if the meeting is adjourned, at 6.00 p.m. on the second day prior to the date of the adjourned meeting (hereafter referred to as a “member”), 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 members after 6.00 p.m. on 20 March 2013, or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the second day prior to the day of the adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.
2. Any member who is entitled to vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
3. The completion and return of a Form of Proxy does not preclude a member from attending and voting in person at the meeting convened by this notice or any adjournment of it.
4. To be effective, such Form of Proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be lodged, duly completed, at the offices of the Company’s registrar, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL in accordance with the instructions printed thereon, so as to be received no later than 12.30 p.m. on 20 March 2013.
5. A special resolution requires 75 per cent. of the votes cast by those shareholders voting in person or by proxy at the meeting excluding any votes which are withheld to be voted in favour of the resolution.
6. As at close of business on 1 March 2013 (being the latest practicable date prior to publication of this document), the Company’s issued share capital comprised 168,370,000 Ordinary Shares of £0.01 each in the capital of the Company. No shares are held in treasury. Accordingly, the total number of voting rights of the Company as at 1 March 2013 was 168,370,000.
7. CREST members who wish to appoint a proxy or proxies by utilising the procedures described in the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures detailed in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (CREST ID 7RA36) by 12.30 p.m. on 20 March 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST systems by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. 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.

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 Share Registrars Limited on 01252 821 390.

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.

11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by scan and email to proxies@shareregistrars.uk.com. 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. 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.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours prior to the Meeting.

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.

