PLG:NYSE American
PTM:TSX

Platinum Group Metals Ltd.

Consolidated Financial Statements
(*all amounts in thousands of United States Dollars unless otherwise noted*)

For the year ended August 31, 2021

Filed: November 24, 2021

Management's Responsibility for Consolidated Financial Statements

The accompanying Consolidated Financial Statements of Platinum Group Metals Ltd (the "Company") are the responsibility of management. The Consolidated Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and include certain estimates that reflect management's best judgments.

The Company's Board of Directors has approved the information contained in the Consolidated Financial Statements. The Board of Directors fulfills its responsibilities regarding the Consolidated Financial Statements mainly through its Audit Committee, which has a written mandate that complies with current requirements of Canadian securities legislation, United States securities legislation, and the United States Sarbanes-Oxley Act of 2002. The Audit Committee meets at least on a quarterly basis.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Consolidated Financial Statements for external reporting purposes in accordance with IFRS as issued by the IASB.

Internal control over financial reporting, no matter how well designed, has inherent limitations. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of the Company's internal control over financial reporting as at August 31, 2021. In making its assessment, management has used the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to evaluate the Company's internal control over financial reporting. Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as at that date.

The effectiveness of the Company's internal control over financial reporting as at August 31, 2021 has been audited by Price Waterhouse Coopers LLP, the Company's independent registered public accounting firm, as stated in their report, which appears herein.

/s/ Greg Blair
Greg Blair
Chief Financial Officer

/s/ Frank Hallam
Frank Hallam,
President, Chief Executive Officer

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Platinum Group Metals Ltd.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated statements of financial position of Platinum Group Metals Ltd. and its subsidiaries (together, the Company) as of August 31, 2021 and 2020, and the related consolidated statements of loss and comprehensive loss, changes in equity and cash flows for each of the three years in the period ended August 31, 2021, including the related notes (collectively referred to as the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of August 31, 2021, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of August 31, 2021 and 2020, and its financial performance and its cash flows for each of the three years in the period ended August 31, 2021 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of August 31, 2021, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the COSO.

Substantial Doubt About the Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and has a negative working capital and cash outflows from operating activities that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Change in Accounting Principle

As discussed in Note 2(s) to the consolidated financial statements, the Company changed the manner in which it accounts for financial liabilities in 2018.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Determination of commercial viability and technical feasibility and impairment assessment of the Waterberg Project (the Project).

As described in Notes 2, 3 and 4 to the consolidated financial statements, the Project had a carrying value of $39.6 million as of February 28, 2021 which was reclassified from exploration and evaluation assets to mineral properties. Management concluded that the technical feasibility and commercial viability of the Project had been demonstrated during the second quarter of 2021 as the mining right was granted for the Project. The determination of technical feasibility and commercial viability of the Project required significant judgment by management and took into account factors such as the results of the definitive feasibility study and the status of the granting of the mining right. Prior to the reclassification, exploration and evaluation assets are assessed for impairment whereby the carrying value of the Project was compared to its recoverable amount and management determined that no impairment charge was required. The recoverable amount was determined as the fair value less cost of disposal (FVLCD) using a discounted cash flow model. Determining the FVLCD required management to make estimates and assumptions with respect to quantities of ore reserves and mineral resources, recovery rates, forecast prices of commodities, exchange rates, future production and sales volumes, future production costs, capital and reclamation costs and the discount rate. Quantities of ore reserves and mineral resources, recovery rates, future production and sales volumes as well as future production costs, capital and reclamation costs are based on information compiled by appropriate qualified persons (management's specialists).

The principal considerations for our determination that performing procedures relating to the determination of commercial viability and technical feasibility and impairment assessment of the Project is a critical audit matter are (i) the significant judgment required by management in the determination of commercial viability and technical feasibility taking into account factors such as the results of the definitive feasibility study and the status of the granting of the mining right; (ii) the significant judgment required by management, including the use of management's specialists, while determining the recoverable amount of the Project, including the use of significant assumptions such as quantities of ore reserves and mineral resources, recovery rates, forecast prices of commodities, exchange rates, future production and sales volumes, future production costs, capital and reclamation costs and the discount rate; (iii) the high degree of auditor judgment, subjectivity, and effort in performing procedures relating to the determination of commercial viability and technical feasibility of the Project and related impairment; and (iv) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's assessment for determining the commercial viability and technical feasibility and impairment assessment of the Project, including controls over the determination of the recoverable amount of the Project. These procedures also included, among others, (i) evaluating the factors used by management to determine commercial viability and technical feasibility including the results of the definitive feasibility study and the status of the granting of the mining right; (ii) testing management's process for determining the recoverable amount of the Project; (iii) evaluating the appropriateness of the discounted cash flow model; (iv) testing the completeness and accuracy of underlying data used in the model; and (v) evaluating the significant assumptions used by management, related to quantities of ore reserves and mineral resources, recovery rates, forecast prices of commodities, exchange rates, future production and sales volumes, future production costs, capital and reclamation costs and the discount rate. Evaluating management's assumptions with respect to forecast prices of commodities and exchange rates involved evaluating whether these assumptions were reasonable considering the consistency with external market and industry data. The work of management's specialists was used in performing the procedures to evaluate the reasonableness of quantities of ore reserves and mineral resources, recovery rates, future production and sales volumes and future production costs and capital and reclamation costs. As a basis for using this work, management's specialists' qualifications were understood and the Company's relationship with management's specialists was assessed. The procedures performed also included evaluation of the methods and assumptions used by management's specialists, tests of the data used by the management's specialists, and an evaluation of management's specialists' findings. Professionals with specialized skill and knowledge were used to assist in evaluating appropriateness of the discounted cash flow model and the reasonableness of the discount rate.

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants
Vancouver, Canada
November 24, 2021

We have served as the Company's auditor since 2007.

PLATINUM GROUP METALS LTD.
Consolidated Statements of Financial Position
(**in thousands of United States Dollars**)

		August 31, 2021		August 31, 2020
ASSETS				
Current				
Cash	$	6,059	$	1,308
ATM Offering proceeds receivable (Note 8)		213		-
Amounts receivable		263		218
Prepaid expenses		71		385
Total current assets		**6,606**		**1,911**
Performance bonds and other assets		170		108
Mineral Properties and Exploration Assets (Note 4)		43,953		34,939
Property, plant and equipment		470		457
Total assets	**$**	**51,199**	**$**	**37,415**
LIABILITIES				
Current				
Accounts payable and other liabilities	$	2,463	$	1,412
Loan payable (Note 6)		9,088		-
Convertible notes (Note 7)		18,716		-
Bank advisory fees payable (Note 11)		-		2,890
Total current liabilities		**30,267**		**4,302**
Loan payable (Note 6)		-		19,337
Convertible notes (Note 7)		-		17,212
Asset Retirement Obligation		106		-
Share based liabilities		1,223		509
Lease liability		130		198
Total liabilities	**$**	**31,726**	**$**	**41,558**
SHAREHOLDERS' EQUITY				
Share capital (Note 8)	$	890,783	$	861,890
Contributed surplus		30,102		28,278
Accumulated other comprehensive loss		(159,226)		(164,124)
Deficit		(759,771)		(746,313)
Total shareholders' equity (deficit) attributable to shareholders of Platinum Group Metals Ltd.		**1,888**		**(20,269)**
Non-controlling interest		17,585		16,126
Total shareholders' equity (deficit)		**19,473**		**(4,143)**
Total liabilities and shareholders' equity	**$**	**51,199**	**$**	**37,415**

Going Concern (Note 1)
Contingencies and Commitments (Note 11)

Approved by the Board of Directors and authorized for issue on November 24, 2021

/s/ Stuart Harshaw
Stuart Harshaw, Director

/s/ Diana Walters
Diana Walters, Director

The accompanying notes are an integral part of the consolidated financial statements.

PLATINUM GROUP METALS LTD.

Consolidated Statements of Loss and Comprehensive Loss
(**in thousands of United States Dollars except share and per share data**)

	Year Ended		
	August 31, 2021	**August 31, 2020**	**August 31, 2019**
Expenses			
General and administrative (Note 14)	$ 5,121	$ 3,726	$ 4,677
Interest	5,066	5,493	8,355
Foreign exchange (gain) loss	(698)	(740)	1,006
Share of joint venture expenditures – Lion Battery (Note 5)	343	369	595
Stock compensation expense (Note 8)	3,184	1,569	787
Closure, care and maintenance costs (recovery)	-	-	(509)
	$ 13,016	$ 10,417	$ 14,911
Other Income			
Loss (Gain) on fair value derivatives & other instruments (Note 7)	$ (52)	$ (3,203)	$ 2,732
Loss on the partial settlement of the Sprott Facility	189	-	-
Gain on Sprott extension	(48)	-	-
Gain on fair value of marketable securities	-	-	(609)
Net finance income	(97)	(158)	(364)
Loss for the year before income taxes	$ 13,008	$ 7,056	$ 16,670
Deferred income tax expense	55	72	106
Loss for the year	13,063	7,128	16,776
Items that may be subsequently reclassified to net loss:			
Currency translation adjustment	(4,898)	4,487	(105)
Comprehensive loss for the period	**$ 8,165**	**$ 11,615**	**$ 16,671**
Net Loss attributable to:			
Shareholders of Platinum Group Metals Ltd.	$ 13,063	$ 7,128	$ 16,776
Non-controlling interests	-	-	-
	$ 13,063	$ 7,128	$ 16,776
Comprehensive (income) loss attributable to:			
Shareholders of Platinum Group Metals Ltd.	$ 8,165	$ 11,615	$ 16,671
Non-controlling interests	-	-	-
	$ 8,165	$ 11,615	$ 16,671
Basic and diluted loss per common share	$ 0.18	$ 0.11	$ 0.52
Weighted average number of common shares outstanding:			
Basic and diluted	71,912,296	61,537,004	32,534,646

PLATINUM GROUP METALS LTD.
Consolidated Statements of Changes in Equity
(**in thousands of United States Dollars, except # of Common Shares**)

	# of Common Shares	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income (loss)	Deficit	Attributable to Shareholders of the Parent Company	Non-Controlling Interest	Total
Balance August 31, 2018	**29,103,411**	**$ 818,454**	**$ 25,950**	**$ (159,742)**	**$ (715,344)**	**$ (30,682)**	**$ 11,152**	**$ (19,530)**
IFRS 9 transition adoption on September 1, 2018	-	-	-	-	(5,781)	(5,781)	-	(5,781)
Balance September 1, 2018	**29,103,411**	**$ 818,454**	**$ 25,950**	**$ (159,742)**	**$ (721,125)**	**$ (36,463)**	**$ 11,152**	**$ (25,311)**
Stock based compensation	-	-	827	-	-	827	-	827
Shares issued for interest on Convertible Notes	545,721	687	-	-	-	687	-	687
Share issuance – financing	27,077,885	35,024	-	-	-	35,024	-	35,024
Share issuance costs	-	(1,876)	-	-	-	(1,876)	-	(1,876)
Warrants exercised	1,048,770	1,981	-	-	-	1,981	-	1,981
Shares issued for loan facility	800,000	1,000	-	-	-	1,000	-	1,000
Contributions of Waterberg JV Co.	-	-	-	-	(1,117)	(1,117)	4,299	3,182
Foreign currency translation adjustment	-	-	-	105	-	105	-	105
Net loss for the year	-	-	-	-	(16,776)	(16,776)	-	(16,776)
Balance August 31, 2019	**58,575,787**	**$ 855,270**	**$ 26,777**	**$ (159,637)**	**$ (739,018)**	**$ (16,608)**	**$ 15,451**	**$ (1,157)**
Stock based compensation	-		1,501	-	-	1,501	-	1,501
Shares issued for interest on Convertible Notes	1,043,939	1,374	-	-	-	1,374	-	1,374
Share issuance – financing	4,447,307	5,705	-	-	-	5,705	-	5,705
Share issuance costs	-	(514)	-	-	-	(514)	-	(514)
Warrants exercised	28,040	55	-	-	-	55	-	55
Contributions of Waterberg JV Co.	-	-	-	-	(167)	(167)	675	508
Foreign currency translation adjustment	-	-	-	(4,487)	-	(4,487)	-	(4,487)
Net loss for the period	-	-	-	-	(7,128)	(7,128)	-	(7,128)
Balance August 31, 2020	**64,095,073**	**861,890**	**28,278**	**(164,124)**	**(746,313)**	**(20,269)**	**16,126**	**(4,143)**
Stock based compensation	-	-	2,921	-	-	2,921	-	2,921
Restricted Share Units redeemed	121,668	189	(281)	-	-	(92)	-	(92)
Share options exercised	843,543	2,301	(816)	-	-	1,485	-	1,485
Share issuance – financing	10,210,842	27,949	-	-	-	27,949	-	27,949
Share issuance costs	-	(1,546)	-	-	-	(1,546)	-	(1,546)
Contributions of Waterberg JV Co.	-	-	-	-	(395)	(395)	1,459	1,064
Foreign currency translation adjustment	-	-	-	4,898	-	4,898	-	4,898
Net loss for the period	-	-	-	-	(13,063)	(13,063)	-	(13,063)
Balance August 31, 2021	**75,271,126**	**890,783**	**30,102**	**(159,226)**	**(759,771)**	**1,888**	**17,585**	**19,473**

PLATINUM GROUP METALS LTD.
Consolidated Statements of Cash Flows
(**in thousands of United States Dollars**)

	For the year ended		
	August 31, 2021	**August 31, 2020**	**August 31, 2019**
OPERATING ACTIVITIES			
Loss for the year	$ (13,063)	$ (7,128)	$ (16,776)
Add items not affecting cash / adjustments:			
Depreciation	122	177	235
Interest expense	5,066	5,493	8,355
Unrealized foreign exchange (loss)	(1,058)	128	13
Loss (Gain) on fair value of derivatives and other instruments	(52)	(3,203)	2,732
Gain on marketable securities	-	-	(609)
Loss on partial settlement of Sprott Facility	(189)	-	-
Gain on extension of Sprott Facility	348	-	-
Deferred tax expense	55	72	106
Stock compensation expense	3,184	1,569	787
Share of joint venture expenditures	343	369	595
Directors' fees paid in deferred share units	152	142	112
Net change in non-cash working capital (Note 12)	(2,962)	(739)	(502)
	$ (8,054)	$ (3,120)	$ (4,952)
FINANCING ACTIVITIES			
Share issuance – warrant exercise	$ -	$ 48	$ 1,783
Proceeds from issuance of equity	27,949	5,705	25,024
Equity issuance costs	(1,546)	(514)	(1,876)
Cash received from option exercises	1,485	-	-
Sprott Facility principal repayments	(10,600)	-	-
Sprott Facility interest paid	(1,589)	(2,237)	(73)
Convertible note interest paid	(1,374)	-	(687)
Cash proceeds from debt	-	-	20,000
Costs associated with debt	(318)	(40)	(228)
Lease payments made	(91)	(66)	-
Repayment of Liberty debt and production payment termination	-	-	(41,023)
Share unit cash settlement	(151)	-	-
Cash received from Waterberg partners	1,829	1,697	3,522
	$ 15,594	$ 4,593	$ 6,442
INVESTING ACTIVITIES			
Performance bonds	$ (43)	$ (67)	$ 19
Investment in Lion Battery	(350)	(350)	(554)
Cash received from the sale of marketable securities	-	-	7,951
Expenditures from restricted cash (Waterberg)	-	-	126
Expenditures incurred on Waterberg Project	(2,415)	(4,953)	(6,990)
	$ (2,808)	$ (5,370)	$ 552
Net increase (decrease) in cash	4,732	(3,897)	2,042
Effect of foreign exchange on cash	19	(345)	491
Cash, beginning of year	**1,308**	**5,550**	**3,017**
Cash end of year	**$ 6,059**	**$ 1,308**	**$ 5,550**

The accompanying notes are an integral part of the consolidated financial statements.

(in thousands of United States Dollars unless otherwise specified except share and per share data)

1. NATURE OF OPERATIONS AND GOING CONCERN

Platinum Group Metals Ltd. (the "**Company**") is a British Columbia, Canada, company formed by amalgamation on February 18, 2002. The Company's shares are publicly listed on the Toronto Stock Exchange in Canada and the NYSE American LLC ("**NYSE American**") in the United States. The Company's address is Suite 838-1100 Melville Street, Vancouver, British Columbia, V6E-4A6.

The Company is a development stage company conducting work on mineral properties it has staked or acquired by way of option agreements in the Republic of South Africa.

These financial statements consolidate the accounts of the Company and its subsidiaries. Lion Battery Technologies Inc. ("**Lion**") is accounted for using the equity method as the Company jointly controls Lion despite owning the majority of Lion's shares. The Company's subsidiaries, associates and joint ventures as at August 31, 2021 are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held August 31, 2021	August 31, 2020
Platinum Group Metals (RSA) (Pty) Ltd.	Development	South Africa	100.0%	100.0%
Mnombo Wethu Consultants (Pty) Limited[1]	Development	South Africa	49.9%	49.9%
Waterberg JV Resources (Pty) Ltd.[1],[2]	Development	South Africa	37.05%	37.05%
Lion Battery Technologies Inc.	Research	Canada	53.70%	55.00%

Notes:
(1) The Company controls and consolidates Mnombo Wethu Consultants (Pty) Limited ("**Mnombo**") and Waterberg JV Resources (Pty) Ltd. ("**Waterberg JV Co.**") for accounting purposes.
(2) Effective ownership of Waterberg JV Co. is 63.05% when Mnombo's ownership portion is combined with Platinum Group Metals (RSA) (Pty) Ltd. ("**PTM RSA**") ownership portion.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards applicable to a going concern which contemplates that the Company will be able to realize its assets and settle its liabilities in the normal course as they come due for at least twelve months from the date of filing of these consolidated financial statements. During the year ended August 31, 2021, the Company incurred a loss of $13.1 million, used cash of $8.1 million in operating activities and at year end had cash of $6.1 million and a working capital deficiency of $23.6 million. Included in current liabilities was $9.4 million pursuant to the Sprott Facility (as defined below) as well as convertible notes ($19.99 million) that mature on July 1, 2022. During the year the Company exercised its option to extend the maturity date on $10 million of the Sprott Facility to August 14, 2022 with earlier payments permitted. As of the date of filing these consolidated financial statements the Sprott Facility principal balance has been paid down to $3.6 million. The Company currently has limited financial resources and has no sources of operating income.

In March 2020, the World Health Organization declared the outbreak of COVID-19 Coronavirus a global pandemic. The pandemic has continued in waves until the present time. Related negative public health developments have adversely affected workforces, economies and financial markets globally, resulting in a period of economic uncertainty. Supply chain disruptions caused by the pandemic have negatively affected global automotive production, resulting in a downturn for the prices of platinum, palladium and rhodium. Although the Company has not directly experienced a material adverse effect as a result of the pandemic to date, it is not possible for the Company to predict the duration or magnitude of the possible adverse results of the pandemic and its effects on the Company's business or ability to raise funds.

The Company's ability to continue operations in the normal course of business will therefore depend upon its ability to secure additional funding by methods that could include debt refinancing, equity financing, the sale of assets and strategic partnerships. Management believes the Company will be able to secure further funding as required although there can be no assurance that these efforts will be successful. These factors give rise to material uncertainties resulting in substantial doubt as to the ability of the Company to continue to meet its obligations as they come due and hence, the ultimate appropriateness of the use of accounting principles applicable to a going concern.

These consolidated financial statements do not include adjustments or disclosures that may result should the Company not be able to continue as a going concern. If the going concern assumption were not appropriate for these consolidated financial statements, then adjustments would be required to the carrying value of assets and liabilities, the expenses, the reported comprehensive loss and balance sheet classifications used that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. These adjustments could be material.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board. The consolidated financial statements have been prepared under the historical cost convention except for certain financial assets and liabilities measured at fair value.

Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. The Company has consistently applied the accounting policies used in the preparation of its IFRS financial statements throughout all years presented, as if these policies had always been in effect except for the adoption of IFRS 16 *Leases*, ("**IFRS 16**") effective for the 2020 fiscal year.

a. Consolidation

The consolidated financial statements include those of the Company, its subsidiaries, joint ventures and structured entities that it controls, using uniform accounting policies. Control exists when the Company has (i) power over the investee, (ii) exposure, or rights, to variable returns from its involvement with the investee, and (iii) the ability to use its power to affect its returns.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Company's equity.

Subsidiaries are all entities over which the Company has control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances and unrealized gains on transactions between Group companies are eliminated on consolidation. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

b. Translation of foreign currencies

Functional currency

Items included in the financial statements of the Company and each of the Company's subsidiaries and equity accounted investees are measured using the currency of the primary economic environment in which the entity operates (the functional currency) as follows:

Platinum Group Metals Ltd.	Canadian Dollars
Lion Battery Technologies Inc.	United States Dollars
Platinum Group Metals (RSA) (Pty) Ltd.	South African Rand
Mnombo Wethu Consultants (Pty) Limited	South African Rand
Waterberg JV Resources (Pty) Ltd	South African Rand

Presentation Currency

The Company's presentation currency is the United States Dollar ("**USD**")

Foreign Exchange Rates Used

The following exchange rates were used when preparing these consolidated financial statements:

Rand/USD
Year-end rate: R14.5241(2020 R16.8916)
Year average rate: R15.0043 (2020 R16.0676)

CAD/USD
Year-end rate: C$1.2617 (2020 C$1.3042)
Year average rate: C$1.2688 (2020 C$1.3458)

Transactions and balances

Foreign currency transactions are translated into the relevant entity's functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Subsidiaries

The results and financial position of subsidiaries that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date;
- Income and expenses are translated at average exchange rates for the period; and
- All resulting exchange differences are recognized in other comprehensive income as cumulative translation adjustments.

c. Joint Arrangements

The Company treats its investment in Lion Battery Technologies Inc. as a joint venture. A joint venture is a joint arrangement whereby the parties that have joint control have rights to the net assets. Joint ventures are accounted for using the equity method of accounting.

d. Change in ownership interests

The Company treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interest in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration received is recognized in a separate line in retained earnings.

e. Mineral Properties and Exploration Assets

Exploration activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Exploration and evaluation activity includes:

- acquiring the rights to explore;
- researching and analyzing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource;
- surveying transportation and infrastructure requirements; and
- compiling pre-feasibility and feasibility studies.

Exploration and evaluation expenditures on identifiable properties are capitalized. Exploration and evaluation assets are shown separately until technical feasibility and commercial viability is achieved at which point the relevant asset is transferred to development assets under property, plant and equipment. Capitalized costs are all considered to be tangible assets as they form part of the underlying mineral property.

Capitalized exploration and evaluation assets are reviewed for impairment when facts or circumstances suggest an asset's carrying amount may exceed its recoverable amount and when the exploration and evaluation assets are transferred to development assets. If impairment is considered to exist, the related asset is written down to the greater of its value in use and its fair value less costs to sell.

h. Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment includes the purchase price or construction cost, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use, an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and for qualifying assets, the associated borrowing costs.

Where an item of property, plant and equipment is comprised of major components with different useful lives, the components are accounted for as separate items of property, plant and equipment.

Once a mining project has been established as technically feasible and commercially viable, expenditure other than on land, buildings, plant and equipment is capitalised as part of "development assets" together with any related amount transferred from "exploration and evaluation assets". Capitalization of costs incurred ceases when the property is capable of operating at levels intended by management.

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be reliably measured. All repairs and maintenance are expensed to profit or loss during the financial period in which they are incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal, retirement or scrapping of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Property plant and equipment are recorded at cost and are depreciated on a straight-line basis over the following periods:

Vehicles	3-5 years
Computer Equipment and software	3-5 years
Furniture and Fixtures	5-10 years

i. Impairment

Tangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Company conducts internal reviews of asset values which are used to assess for any indications of impairment. External factors such as changes in expected future prices, costs and other market factors including market capitalization are also monitored to assess for indications of impairment.

If any such indication exists an estimate of the recoverable amount is undertaken, being the higher of an asset's fair value less costs to sell and its value in use. If the asset's carrying amount exceeds its recoverable amount, then an impairment loss is recognized.

Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Fair value of mineral assets is generally determined as the present value of the estimated future cash flows expected to arise from the use of the asset, including any expansion prospects.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and from its ultimate disposal.

Tangible assets that have been impaired are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed. When a reversal of a previous impairment is recorded, the reversal amount is adjusted for depreciation that would have been recorded had the impairment not taken place.

j. Asset retirement obligations

Provisions for asset retirement obligations are made in respect of the estimated future costs of closure and restoration and for environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) in the accounting period when the related disturbance occurs. The provision is discontinued using a risk-free pre-tax rate, and the unwinding of the discount is included in finance costs. At the time of establishing the provision, a corresponding asset is capitalized and is depreciated over the future life of the asset to which it relates. The provision is adjusted on an annual basis for changes in cost estimates, discount rates and inflation.

k. Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

l. Convertible Notes

At inception the debt component of the convertible notes is deemed to be the residual value of the net proceeds after the fair value of the embedded derivatives are separated. The debt component is then measured at amortized cost using the effective interest method. The embedded derivatives are revalued at each reporting period with the change in fair value being recorded in profit or loss in each reporting period.

m. Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effect.

n. Share-based payment transactions

<u>Stock options</u>

Stock options are settled in equity. The fair values for stock-based awards have been estimated using the Black-Scholes model and recorded as compensation cost over the period of vesting. The compensation cost related to stock options granted is expensed or capitalized to mineral properties, as applicable. Cash received on exercise of stock options is credited to share capital and the related amount previously recognized in contributed surplus is reclassified to share capital.

<u>Restricted share units</u>

Restricted share units ("**RSU**") represent an entitlement to one common share of the Corporation, upon vesting. RSUs provide the option of being settled in cash upon election by the Board of Directors. The fair value of RSUs granted is recognized as an expense over the vesting period and is measured at the time of grant.

<u>Deferred share units</u>

Deferred share units ("**DSU's**") are measured at fair value on grant date based on the market price of the Company's shares on the grant date. DSU's are settled in cash based on the market price of the Company's shares on the entitlement date (which is when the respective director ceases to be a director of the Company). The expense for DSU's is recognized over the vesting period and the DSU's are classified as a liability. DSU liabilities are adjusted at each financial position reporting date for changes in fair value. Fully vested DSU's are revalued based on the market price of the Company's shares on the final day of the respective reporting period with changes in fair value being recognized in share-based compensation expenses.

o. Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax expense is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of loss and other comprehensive loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

p. Loss per common share

Basic loss per common share is calculated using the weighted average number of common shares outstanding. The Company uses the treasury stock method for the calculation of diluted earnings per share. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. In periods when a loss is incurred, the effect of the potential issuances of shares is anti-dilutive, and accordingly basic and diluted loss per share are the same.

q. Financial instruments (prior to September 1, 2018)

In fiscal 2018, the carrying value of marketable securities was based on the quoted market prices of the shares as at August 31, 2018 and was therefore considered to be Level 1 as the Company anticipated disposing of these shares within the following fiscal year.

(i) Financial assets and liabilities

Loans and receivables – Loans and receivables comprised of cash and cash equivalents, amounts receivable and performance bonds. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They were classified as current assets or non-current assets based on their maturity date. Loans and receivables were initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Financial liabilities were classified as either financial liabilities or at fair value through profit or loss.

Financial liabilities - Other financial liabilities were initially measured at fair value, net of transaction costs and were subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The Company had classified accounts payable, accrued liabilities and the debt portion of the convertible notes as other financial liabilities.

Fair value through profit or loss - The Company had classified the convertible note derivative as fair value through profit or loss and adjusted the fair value each quarter.

(ii) Impairment of financial assets

The Company assessed at each reporting date whether there is objective evidence that a financial asset or a group of financial assets was impaired. Impairment losses on financial assets carried at amortized cost were reversed in subsequent periods if the amount of the loss decreased and the decrease could be related objectively to an event occurring after the impairment was recognized.

r. Financial instruments (since September 1, 2018)

Classification
The Company classifies its financial instruments in the following categories: at fair value through profit and loss, at fair value through other comprehensive income (loss), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and the debt’s contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

Derecognition of Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive loss.

s. Accounting Standards Adopted

Recently Issued Accounting Pronouncements

The IASB has made amendments to IAS 1, *Presentation of Financial Statements ("IAS 1")* which use a consistent definition of materiality throughout IFRS and the Conceptual Framework for Financial Reporting, clarify when information is material and incorporate some of the guidance in IAS 1 about immaterial information. In particular, the amendments clarify that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity . Materiality depends on the nature or magnitude of information, or both. An entity assesses whether information, either individually or in combination with other information, is material in the context of its financial statements taken as a whole. The Company adopted IAS 1 on September 1, 2020, which did not have a significant impact on the consolidated financial statement disclosures.

Accounting standards issued but not yet effective

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the financial statements in conformity with IFRS requires the use of judgments and estimates that affect the amount reported and disclosed in the consolidated financial statements and related notes. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements. Information about such judgments and estimation is contained in the accounting policies and notes to the financial statements, and the key areas are summarized below.

Areas of judgment and key sources of estimation uncertainty that have the most significant effect on the amounts recognized in these consolidated financial statements are:

- Determination of ore reserves and mineral resource estimates
- Determination of Commercial Viability and Technical Feasibility of the Waterberg Project
- Assumption of control of Mnombo for accounting purposes

Each of these judgments and estimates is considered in their respective notes or in more detail below.

Determination of ore reserve and mineral resource estimates

The Company estimates its ore reserves and mineral resources based on information compiled by Qualified Persons as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). The Company relied upon these estimates when assessing impairment upon the transfer of assets from capitalized exploration costs to development costs. There are numerous uncertainties inherent in estimating ore reserves, and assumptions that are valid at the time of estimation and they may change significantly when new information becomes available. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in reserves being restated.

Determination of Commercial Viability and Technical Feasibility of the Waterberg Project

The application of the Company's accounting policy for mineral property development costs required judgment to determine when technical feasibility and commercial viability of the Waterberg Project was demonstrable. The Company considered the positive NI 43-101 compliant Feasibility Study published December 5, 2019 combined with the granting of a mining right on February 3, 2021 that commercial viability and technical feasibility of the Waterberg Project had been confirmed. At this point, the capitalized acquisition costs were assessed for impairment, and reclassified to mineral property development costs within property, plant and equipment.

(in thousands of United States Dollars unless otherwise stated except share and per share data)

Prior to reclassification, the carrying value of the Waterberg project was assessed for impairment, wherein the carrying value of the project was compared with the recoverable amount. The recoverable amount was determined as the fair value less cost of disposal (FVLCD) using a discounted cash flow model. Determining the FVLCD required management to make estimates and assumptions with respect to quantities of ore reserves and mineral resources, recovery rates, forecast prices of commodities, exchange rates, future production and sales volumes, future production costs, capital and reclamation costs and the discount rate. Quantities of ore reserves and mineral resources, recovery rates, future production and sales volumes as well as expected future production costs, capital and reclamation costs are based on information compiled by Qualified Persons as defined by NI 43-101.

Assumption of control of Mnombo and Waterberg JV Co. for accounting purposes

The Company has judged that it controls Mnombo for accounting purposes as it owns 49.9% of the outstanding shares of Mnombo and has contributed all material capital to Mnombo since acquiring its 49.9% share. Currently there are no other sources of funding known to be available to Mnombo. If in the future Mnombo is not deemed to be controlled by the Company, the assets and liabilities of Mnombo would be derecognized at their carrying amounts. Amounts recognized in other comprehensive income would be transferred directly to retained earnings. If a retained interest remained after the loss of control it would be recognized at its fair value on the date of loss of control. Although the Company controls Mnombo for accounting purposes, it does not have omnipotent knowledge of Mnombo's other shareholders activities. Mnombo's 50.1% shareholders are historically disadvantaged South Africans. The Company also determined that it controls Waterberg JV Co. given its control over Mnombo as well as its power over the investee.

4. MINERAL PROPERTY and EXPLORATION AND EVALUATION ASSETS

Since mid-2017, the Company's only active mineral property has been the Waterberg Project located on the North Limb of the Bushveld Igneous Complex. During the current year the Waterberg Project was granted its mining right (the "**Waterberg Mining Right**") and as a result the Company reclassified the Waterberg Project from being an Exploration and Evaluation Asset to a Development Asset.
Total capitalized costs for the Waterberg Project are as follows:

Balance, August 31, 2019	**$**	**36,792**
Additions		2,988
Recoveries from 100% Implats funded implementation budget		(1,285)
Foreign exchange movement		(3,556)
Balance, August 31, 2020	**$**	**34,939**
Additions		3,745
Recoveries from 100% Implats funded implementation budget		(229)
Foreign exchange movement		5,498
Balance August 31, 2021	**$**	**43,953**

Prior to reclassification on February 28, 2021, the Company performed an impairment test whereby the recoverable amount of Waterberg was compared to the carrying value of $39,642 and determined that no impairment charge was required.

Key assumptions used to assess impairment included the use of 3 year average palladium, platinum and gold prices as well as an 12% discount rate.

Waterberg Project

At August 31, 2021, the Waterberg Project consisted of granted prospecting rights, applied for prospecting rights and the Waterberg Mining Right with a combined active project area of 79,188 hectares, located on the Northern Limb of the Bushveld Complex, approximately 85 km north of the town of Mokopane. Of the total project area, 20,532 hectares are covered by the Waterberg Mining Right. A further 58,655 hectares are covered by active prospecting rights. Waterberg JV Co. is currently in process of applying for closure on one inactive prospecting right located north of the known mineralized area, measuring 20,242 hectares.

On March 5, 2021 and subsequently the Company received three notices of appeal to the January 28, 2021 decision of the South African Department of Mineral Resources and Energy ("**DMR**") granting the Waterberg Mining Right filed by appellants from local communities. One group filed an application for an order in the High Court of South Africa to review and set aside the decision by the Minister of the Department of Forestry, Fisheries, and the Environment to refuse condonation for the late filing of an appeal against the grant of an environmental authorization for the mine in November 2020. On July 30, 2021, Waterberg JV Co. received a restraint application from a group located near planned surface infrastructure. Another host community has applied to join as a party to the application in support of the Waterberg Mine. Waterberg JV Resources (Pty) Limited ("Waterberg JV Co.") is opposing the court applications as well as all appeals received. A time frame for the hearing of court applications or the settlement of appeals is uncertain. The Waterberg Mining Right currently remains active, was notarially executed by the DMR on April 13, 2021 and was registered at the Mineral and Petroleum Titles Registration Office on July 6, 2021.

The Waterberg Project comprises the former Waterberg joint venture property and the Waterberg extension property. On August 21, 2017, PTM RSA completed the cession of legal title for all Waterberg Project prospecting rights into Waterberg JV Co. after earlier receiving Section 11 approval of the 2nd Amendment (defined below). On September 21, 2017, Waterberg JV Co. also issued shares to all existing Waterberg partners pro rata to their joint venture interests, resulting in the Company holding a 45.65% direct interest in Waterberg JV Co., Japan Oil, Gas and Metals National Corporation ("**JOGMEC**") holding a 28.35% interest and Mnombo, as the Company's Black Economic Empowerment ("**BEE**") partner, holding 26%. JOGMEC has since sold 44.4% of its interest (9.76% of the Waterberg Project) to Hanwa Co., Ltd ("**Hanwa**").

Implats Transaction

On November 6, 2017, the Company closed a transaction (the "**Implats Transaction**"), originally announced on October 16, 2017, whereby Impala Platinum Holdings Ltd. ("**Implats**") purchased an aggregate 15.0% equity interest in Waterberg JV Co for $30 million. The Company sold an 8.6% interest for $17.2 million and JOGMEC sold a 6.4% interest for $12.8 million. As part of the transaction, Implats also acquired an option to increase its holdings in Waterberg JV Co. to 50.01% (the "**Purchase and Development Option**") in exchange for certain payments and project funding, and a right of first refusal to enter into an offtake agreement, on commercial arm's-length terms, for the smelting and refining of mineral products from the Waterberg Project ("**Offtake ROFR**") if Waterberg JV Co. proposes to enter into an offtake agreement with a third party. JOGMEC or its nominee retain a right to direct the marketing of Waterberg concentrate and to receive, at market prices, platinum, palladium, rhodium, gold, ruthenium, iridium, copper and nickel in refined mineral products at the volumes produced from the Waterberg Project.

On June 15, 2020, Implats delivered a formal notice of their election not to exercise their Purchase and Development Option due to increased economic uncertainty and reduced risk appetite in the short, medium and long-term as a result of the COVID-19 pandemic. Implats currently retains a 15.0% participating Waterberg Project interest and the Offtake ROFR. The Company retains a controlling 50.02% direct and indirect interest in the Waterberg Project.

Acquisition and Development of the Waterberg Project

In October 2009, PTM RSA, JOGMEC and Mnombo entered into a joint venture agreement with regard to the Waterberg Project (the "**JOGMEC Agreement**"). Under the terms of the JOGMEC Agreement, in April 2012, JOGMEC completed a $3.2 million work requirement to earn a 37% interest in the former Waterberg JV property, leaving the Company with a 37% interest and Mnombo with a 26% interest. Following JOGMEC's earn-in, the Company funded Mnombo's 26% share of costs, totalling $1.12 million, until the earn-in phase of the joint venture ended in May 2012.

On November 7, 2011, the Company entered an agreement with Mnombo to acquire 49.9% of the issued and outstanding shares of Mnombo in exchange for a cash payment of R1.2 million and the Company's agreement to pay for Mnombo's 26% share of costs on the Waterberg JV property until the completion of a feasibility study. Mnombo's share of expenditures prior to this agreement, and Mnombo's share of expenditures post DFS, are still owed to the Company ($6.9 million at August 31, 2021). The portion of Mnombo not owned by the Company is accounted for as a non-controlling interest, calculated at $7.4 million at August 31, 2021 ($7.1 million – August 31, 2020).

On May 26, 2015, the Company announced a second amendment (the "**2nd Amendment**") to the existing JOGMEC Agreement. Under the terms of the 2nd Amendment, the Waterberg JV and Waterberg Extension properties were combined and contributed into the newly created operating company Waterberg JV Co. On August 3, 2017, the Company received Section 11 transfer approval from the DMR and title to all the Waterberg prospecting rights were ceded into Waterberg JV Co. on September 21, 2017.

Under the 2nd Amendment, JOGMEC committed to fund $20 million in expenditures over a three-year period ending March 31, 2018. This requirement was completed by $8 million in funding from JOGMEC to March 31, 2016, followed by two $6 million tranches funded by JOGMEC in each of the following two 12-month periods ending March 31, 2018.

To August 31, 2021, an aggregate total of $77.5 million has been funded by all parties on exploration and engineering on the Waterberg Project. Up until the Waterberg property was transferred to Waterberg JV Co., all costs incurred by other parties were treated as cost recoveries by the Company.

5. LION BATTERY TECHNOLOGIES INC.

Lion was incorporated on June 17, 2019 with the objective to research new lithium battery technology utilizing platinum and palladium. The Company received 400,000 common shares of Lion, valued at a price of $0.01 per share, as the original founder of Lion. On July 12, 2019, the Company and Anglo American Platinum Limited ("**Amplats**") entered into investment, shareholder and research agreements to facilitate Lion's objectives. The Company and Amplats agreed to equally invest up to an aggregate of $4.0 million into Lion, of which approximately $1.0 million would be intended for the commercialization of the technology developed as well as general and administrative expenses, subject to certain conditions. On July 6, 2021 the Company and Amplats agreed to increase the planned funding to Lion by a further $2.726 million, to a total of up to $6.726 million, in order to allow the acceleration of certain research and commercialization activities. All agreed funding into Lion by the Company and Amplats is to be exchanged for preferred shares of Lion at a price of $0.50 per share over an approximate three to five year period.

On July 12, 2019, the Company and Amplats each invested $550 as a first tranche of funding into Lion in exchange for 1,100,000 Lion preferred shares each at a price of $0.50 per share. In June 2020, the Company and Amplats each invested $350 as a second tranche of funding in exchange for 700,000 preferred shares each at a price of $0.50 per share. In February 2021, the Company and Amplats each invested $350 as a third tranche of funding in exchange for 700,000 preferred shares each at a price of $0.50 per share. At August 31, 2021, the Company owned approximately a 54% interest in Lion.

On July 12, 2019, Lion entered into a Sponsored Research Agreement ("**SRA**") with Florida International University ("**FIU**") to fund a $3.0 million research program over approximately three years. On July 6, 2021 Lion agreed to increase the planned amount of research funding to FIU by a further amount of $1.0 million, for a total of up to $4.0 million. The first tranche to FIU under the SRA, totaling $1.0 million plus a one-time fee of $50, was funded by Lion in mid July 2019. Research work commenced at FIU during September 2019. During calendar 2020 FIU completed the first research milestone pursuant to the SRA, which triggered a second tranche of funding to FIU in the amount of $667. Based on research advancement a third tranche in the amount of $667 was paid by Lion to FIU in February 2021. Lion has provided aggregate research funding in the amount of $2.38 million to FIU as of August 31, 2021. At August 31, 2021 the Company had $144 in unused losses from Lion available.

On August 4, 2020, the U.S. Patent and Trademark Office issued Patent No. 10,734,636 B2 entitled “Battery Cathodes for Improved Stability” to FIU. The patent includes the use of platinum group metals and carbon nanotubes and other innovations in a lithium battery. A second patent related to this was issued in December 2020 and a third was issued in June 2021. Further patents are currently applied for. Under the SRA, Lion has exclusive rights to all intellectual property being developed by FIU including patents granted. Lion is also reviewing several additional and complementary opportunities focused on developing next-generation battery technology using platinum and palladium.

The Company accounts for Lion using equity accounting as Lion is jointly controlled with Amplats. Lion pays a fee of $3 per month to the Company for general and administrative services.

6. SPROTT LOAN

On August 15, 2019, the Company announced it had entered into a senior secured credit facility with Sprott Private Resource Lending II (Collector), LP (“**Sprott**”) and other lenders party thereto (the “**Sprott Lenders**”) pursuant to which the Sprott Lenders advanced the Company $20.0 million in principal (the “**Sprott Facility**”). The loan was immediately drawn and was originally scheduled to mature on August 14, 2021. Principal amounts of the Sprott Facility outstanding are charged interest at a rate of 11% per annum, compounded monthly. The Company elected to exercise an option to extend the maturity date of $10.0 million in principal by one year in exchange for a payment in cash of $300, being equal to three percent of the outstanding principal amount not being repaid on the original maturity date. During fiscal 2021 the Company made principal repayments of $10.6 million to Sprott, reducing the principal balance due at August 31, 2021 to $9.4 million. Subsequent to year end, the Company has made further principal repayments of $4.9 million, bringing the principal balance due down to $3.6 million as of the date of publication for these consolidated financial statements. Scheduled interest payments are made monthly with interest of $1,590 having been paid to Sprott during the year ended August 31, 2021 (August 31, 2020 - $2,237).

The Company is required to maintain certain minimum working capital and cash balances under the Sprott Facility and is in compliance with these covenants at year end.

All fees directly attributable to the Sprott Facility are recorded against the loan balance and amortized using the effective interest method over the life of the loan, with the exception of $300 fee paid to Sprott to extend $10.0 million of the loan for one year which was offset by the accounting gain recognized of $348. In connection with the original principal advance the Company issued Sprott 800,000 common shares worth $1,000. Effective interest of $2,120 was recognized during the year ended August 31, 2021 (August 31, 2020 - $2,809).

7. CONVERTIBLE NOTES

On June 30, 2017, the Company closed a private placement of $20 million aggregate principal amount of convertible senior subordinated notes due in 2022, of which $19.99 million remained outstanding at August 31, 2021 (the “**Convertible Notes**”). The Convertible Notes bear interest at a rate of 6 7/8% per annum, payable semi-annually on January 1 and July 1 of each year in cash or at the election of the Company, in common shares of the Company or a combination of cash and common shares, and will mature on July 1, 2022, unless earlier repurchased, redeemed or converted.

Upon maturity the Convertible Notes are to be settled by the Company in cash. The Convertible Notes are convertible at any time prior to maturity at the option of the holder, and conversion may be settled, at the Company’s election, in cash, common shares, or a combination of cash and common shares. The conversion rate of the Convertible Notes is 100.1111 common shares per $1.0 thousand principal amount of Convertible Notes, which is equivalent to an initial conversion price of approximately $9.989 per common share, representing a conversion premium of approximately 15% above the NYSE American closing sale price for the Company’s common shares on June 27, 2017.

(in thousands of United States Dollars unless otherwise stated except share and per share data)

The Convertible Notes contain multiple embedded derivatives (the "**Convertible Note Derivatives**") relating to the conversion and redemption options. The Convertible Note Derivatives were valued upon initial recognition at fair value using partial differential equation methods at $5.381 million (see below). At inception, the debt portion of the Convertible Notes were reduced by the estimated fair value of the Convertible Note Derivatives of $5.381 million and transaction costs relating to the Convertible Notes of $1.049 million resulting in an opening balance of $13.570 million. The Convertible Notes are measured at amortized cost and will be accreted to maturity over the term using the effective interest method.

On January 2, 2018, the Company issued 244,063 common shares in settlement of $0.691 million of bi-annual interest payable on the outstanding Convertible Notes.

On July 3, 2018, the Company issued 757,924 common shares in settlement of $0.724 million of bi-annual interest payable on the outstanding Convertible Notes.

On January 2, 2019, the Company issued 545,721 common shares in settlement of $0.687 million of bi-annual interest payable on the outstanding Convertible Notes.

On July 1, 2019, the Company paid $0.687 million in cash for bi-annual interest payable on the outstanding Convertible Notes.

On January 2, 2020, the Company issued 517,468 common shares in settlement of $0.687 million of bi-annual interest payable on the outstanding Convertible Notes.

On July 2, 2020, the Company issued 526,471 common shares in settlement of $0.687 million of bi-annual interest payable on the outstanding Convertible Notes.

On January 2, 2021, the Company paid $0.687 million in cash for bi-annual interest payable on the outstanding Convertible Notes.

On July 2, 2021, the Company paid $0.687 million in cash for bi-annual interest payable on the outstanding Convertible Notes.

Due to a limitation on conversion contained in the indenture governing the Convertible Notes, dated June 30, 2017 between the Company and The Bank of New York Mellon, no more than 2,954,278 common shares, being 19.9% of the number of common shares outstanding on June 30, 2017, may be issued in settlement of interest payments or conversions related to the Convertible Notes. Currently, a total of 361,312 common shares remain available for settlement of future interest payments or conversions.

The components of the Convertible Notes are as follows:

Convertible Note balance August 31, 2019	$ 16,075
Interest payments	(1,374)
Accretion and interest incurred during the year	2,668
Gain on embedded derivatives during the year ended August 31, 2020	(157)
Convertible Note balance August 31, 2020	$ 17,212
Interest payment	(1,374)
Accretion and interest incurred during the year	2,930
Gain on embedded derivatives during the year ended August 31, 2021	(52)
Convertible Note balance August 31, 2021	$ 18,716

Embedded Derivatives

The Convertible Note Derivatives were valued upon initial recognition at a fair value of $5.381 million using partial differential equation methods and are subsequently re-measured at fair value at each period-end through the consolidated statement of net loss and comprehensive loss. A gain of $52 was recognized on the fair value of the Convertible Note Derivatives at August 31, 2021, (August 31, 2020 -

$157 gain).

8. SHARE CAPITAL

(a) Authorized

Unlimited common shares without par value.

(b) Issued and outstanding

At August 31, 2021, the Company had 75,271,126 common shares outstanding including 81,409 shares sold for the net proceeds of $218 on or before August 31, 2021 and issued September 1 and 2, 2021 pursuant to an at-the-market offering ("ATM Offering") governed by the terms of an equity distribution agreement with BMO Capital Markets.

<u>Fiscal 2021</u>

On February 5, 2021, the Company entered into a second at-the-market offering (the "**2021 ATM**"). At August 31, 2021, the Company had sold an aggregate of 2,502,790 shares pursuant to the 2021 ATM at an average price of $4.38 per share for gross proceeds of $10,951. Total fees and expenses of $701 have been incurred as of August 31, 2021 in relation to the 2021 ATM. Subsequent to the end of the fiscal year, to November 24, 2021 the Company has issued a further 4,433,448 shares pursuant to the 2021 ATM at an average price of US$2.63 for net proceeds of $11.4 million.

On December 8, 2020, the Company closed a non-brokered private placement with Deepkloof Limited ("**Deepkloof**"), a subsidiary of existing major shareholder Hosken Consolidated Investments Limited ("**HCI**") for 1,121,076 common shares at a price of $2.23 each for gross proceeds of $2,500 maintaining, HCI's ownership in the Company at approximately 31% at that time.

On November 30, 2020, the Company completed the sale of common shares pursuant to an at-the-market offering (the "**2020 ATM**"). Final sales were settled, and the 2020 ATM completed, on December 2, 2020. An aggregate of 5,440,186 common shares were sold at an average price of $2.21 per share for gross proceeds of $12.0 million. Total fees and expenses of $592 were incurred.

On October 15, 2020, the Company closed a non-brokered private placement for 1,146,790 common shares at a price of $2.18 per share for gross proceeds of $2.5 million. All shares were subscribed for by Deepkloof, maintaining HCI's ownership in the Company at approximately 31% at that time.

<u>Fiscal 2020</u>

On July 2, 2020, the Company issued 526,471 common shares in settlement of $687 of bi-annual interest payable on $19.99 million of outstanding Convertible Notes.

On June 17, 2020, the Company closed a non-brokered private placement for 1,221,500 common shares at a price of $1.40 each for gross proceeds of $1.7 million, of which 500,000 common shares were subscribed for by HCI, bringing HCI's ownership in the Company to approximately 32%. A 6% finders fee in the amount of $38 was paid on a portion of this private placement.

On January 2, 2020, the Company issued 517,468 shares in settlement of $0.687 million of bi-annual interest payable on $19.99 million outstanding on the Convertible Notes.

On December 19, 2019, the Company closed a non-brokered private placement for 3,225,807 common shares at a price of $1.24 each for gross proceeds of $4.0 million, of which 1,612,931 common shares were subscribed for by Deepkloof on behalf of HCI. A 6% finders fee in the amount of $54 was paid on a portion of this private placement.

Prior to their expiry on November 15, 2019, the Company issued 28,040 shares upon the exercise of 28,040 warrants.

(in thousands of United States Dollars unless otherwise stated except share and per share data)

(c) Incentive stock options

The Company has entered into Incentive Stock Option Agreements under the terms of its share compensation plan with directors, officers, consultants and employees. Under the terms of the stock option agreements, the exercise price of each option is set, at a minimum, at the fair value of the common shares at the date of grant. Stock options of the Company are subject to vesting provisions. All exercise prices are denominated in Canadian Dollars.

The following tables summarize the Company's outstanding stock options:

	Number of Share Options	Average Exercise Price in CAD
Options outstanding at August 31, 2019	1,554,000	$ 2.61
Granted	1,628,500	$ 1.81
Options outstanding at August 31, 2020	3,182,500	$ 2.20
Granted	1,596,500	$ 6.41
Forfeited	(126,936)	$ 2.27
Exercised	(843,543)	$ 2.21
Options outstanding at August 31, 2021	3,808,521	$ 3.96

Number Outstanding at August 31, 2021	Number Exercisable at August 31, 2021	Exercise Price in CAD	Average Remaining Contractual Life (Years)
1,497,500	-	$ 6.58	4.30
99,000	-	$ 3.90	4.94
1,058,502	94,769	$ 2.61	2.61
1,153,519	122,519	$ 1.81	3.26
3,808,521	217,288		3.40

During the year ended August 31, 2021, the Company granted 1,596,500 stock options. The stock options granted during the year vest in three tranches on the first, second and third anniversary of their grant.

During the year ended August 31, 2020, the Company granted 1,628,500 stock options. The stock options granted during the year vest in three tranches on the first, second and third anniversary of their grant.

During the year ended August 31, 2021, the Company recorded $2,230 of stock compensation expense (August 31, 2020 - $1,157), of which $1,987 was expensed (August 31, 2020 - $1,032) and $243 was capitalized to mineral properties (August 31, 2020 - $125).

The Company used the Black-Scholes model to determine the grant date fair value of stock options granted. The following assumptions were used in valuing stock options granted during the years ending August 31, 2021 and August 31, 2020:

Year ended	August 31, 2021	August 31, 2020
Risk-free interest rate	0.41%	1.56%
Expected life of options	3.9 years	3.9 years
Annualized volatility[1]	88%	82%
Forfeiture rate	2.0%	2.1%
Dividend rate	0.0%	0.0%

[1]The Company uses its historical volatility as the basis for the expected volatility assumption in the Black Scholes option pricing model.

(d) Deferred Share Units

The Company has established a deferred share unit ("**DSU**") plan for non-executive directors. Each DSU has the same value as one of the Company's common shares. DSU's must be retained until each non-executive director leaves the board of directors, after which time the DSU's are to be paid. During the year ended August 31, 2021, a total of 23,166 DSUs were redeemed by a former director at a price of $3.23 per DSU, calculated using the 5-day volume weighted average trading price immediately prior to the payout.

(in thousands of United States Dollars unless otherwise stated except share and per share data)

The DSU liability recognized at August 31, 2021 was $1,223. During the year ended August 31, 2021 an expense of $742 was recorded in relation to outstanding DSUs (August 31, 2020 - $387), with $591 recorded as share-based compensation (August 31, 2020 - $245) and $151 recorded as director fees (August 31, 2020 - $142). During the year ended August 31, 2021 fully vested DSUs were revalued and a $9 recovery was recorded to reflect the increased value of the fully vested DSUs due to the Company's share price appreciation. At August 31, 2021, a total of 503,951 DSUs were issued and outstanding, of which 304,991 DSUs had vested.

(e) Restricted Share Units

The Company has established a restricted share unit ("**RSU**") plan for officers and certain employees of the Company. Each RSU represents the right to receive one Company common share following the attainment of vesting criteria determined at the time of the award. RSUs vest over a three-year period.

The recognised RSU liability at August 31, 2021 was $770. During the year ended August 31, 2021, a stock compensation expense of $675 was recorded (May 31, 2020 - $266) of which $598 expensed (May 31, 2020 - $226) and $77 was capitalized (May 31, 2020 - $40). During the period, 121,668 RSUs were settled and 24,188 were cancelled. At August 31, 2021, 547,992 RSUs were issued and outstanding, with 53,438 of these being vested.

9. NON-CONTROLLING INTEREST

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Company	Proportion of ownership and voting rights held by non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
	2021	**2020**	**2021**	**2020**	**2021**	**2020**
Mnombo Wethu Consultants (Pty) Limited	50.1%	50.1%	-	-	7,445	7,064
Waterberg JV Co[1]	63.05%	63.05%	-	-	10,140	9,062
				Total	$17,585	$ 16,126

[1]Includes the 26% owned by Mnombo

10. RELATED PARTY TRANSACTIONS

All amounts receivable and amounts payable owing to or from related parties are non-interest bearing with no specific terms of repayment. Transactions with related parties are in the normal course of business and are recorded at consideration established and agreed to by the parties. Transactions with related parties are as follows:

(a) During the year ended August 31, 2021, $858 (August 31, 2020 - $313) was paid or accrued to independent directors for directors' fees and services.

(b) During the year ended August 31, 2021, the Company paid or accrued payments of $57 (August 31, 2020 - $54) from West Vault Mining Inc., for accounting and administrative services. During the year the Company's former President, CEO and Board Member Michael Jones resigned from all positions at both the Company and West Vault Mining leaving the Company and West Vault Mining with one officer in common at year end.

(c) In May 2018, Deepkloof made a strategic investment in the Company by way of participation in a public offering and a private placement. Through the terms of the May 2018 private placement, HCI acquired a right to nominate one person to the board of directors of the Company and a right to participate in future equity financings of the Company to maintain its pro-rata interest. HCI has exercised its right to nominate one person to the board of directors. A summary of HCI's share acquisitions form the Company follows:

(in thousands of United States Dollars unless otherwise stated except share and per share data)

Common Shares Acquired from the Company by HCI				
Date	Placee	Shares	Price USD	Acquisition Method
May 2018	Deepkloof	2,490,900	$1.50	Prospectus Offering
May 2018	Deepkloof	1,509,099	$1.50	Private Placement
February 2019	Deepkloof	2,141,942	$1.33	Private Placement
April 2019	Deepkloof	177,000	$1.70	Exercise of Warrants
June 2019	Deepkloof	80,000	$1.70	Exercise of Warrants
June 2019	Deepkloof	1,111,111	$1.17	Private Placement
August 2019	Deepkloof	6,940,000	$1.32	Private Placement
August 2019	Deepkloof	2,856,000	$1.25	Prospectus Offering
December 2019	Deepkloof	1,612,931	$1.24	Private Placement
June 2020	Deepkloof	500,000	$1.40	Private Placement
October 2020	Deepkloof	1,146,790	$2.18	Private Placement
December 2020	Deepkloof	1,121,076	$2.23	Private Placement
		21,686,849		

During 2018 and 2019, HCI also acquired 663,005 shares of the Company in the public market. During the year ended August 31, 2021 HCI reported the sale of 1,052,328 common shares of the Company. At August 31, 2021, HCI's ownership of the Company was reported at 21,297,526 common shares, representing a 28.33% interest in the Company.

Key Management Compensation

The remuneration the CEO, CFO and other key management personnel and the directors during the years ended August 31, 2021 to 2019 is as follows:

Year ended	**August 31, 2021**	**August 31, 2020**	**August 31, 2019**
Salaries	$ 1,236	$ 916	$ 927
Severance[1]	828	-	-
Directors fees	241	261	171
Share-based payments – management	2,556	907	393
Share-based payments - directors	617	52	155
Total	**$ 5,478**	**$ 2,136**	**$ 1,646**

[1]During the year, the Company's former President and CEO resigned from the Company.

11. CONTINGENCIES AND COMMITMENTS

The Company's remaining minimum payments under its office and equipment lease agreements in Canada and South Africa total approximately $282 to February 2024.

From period end the Company's aggregate commitments are as follows:

	Payments Due by Year				
	< 1 Year	1 – 3 Years	4 – 5 Years	> 5 Years	Total
Lease Obligations	$ 120	$ 162	$ -	$ -	$ 282

(in thousands of United States Dollars unless otherwise stated except share and per share data)

Environmental Bonds	41	83	83	-	207
Discovery Drilling	266	-	-	-	266
Convertible Notes (Note 7)[(1)]	21,364	-	-	-	21,364
Sprott Facility (Note 6)[(1)]	10,578	-	-	-	10,578
Totals	**$ 32,369**	**$ 245**	**$ 83**	**$ -**	**$ 32,697**

Notes:
[(1)] Includes unamortized deferred finance fees.

Africa Wide Legal Action

In April 2018, the Company completed a transaction whereby Maseve Investments 11 (Pty) Ltd. ("**Maseve**") was acquired (the "**Maseve Sale Transaction**") by Royal Bafokeng Platinum Ltd. ("**RBPlats**"). Maseve owned and operated the Maseve Mine. In September 2018, the Company reported receipt of a summons issued by Africa Wide Mineral Prospecting and Exploration Proprietary Limited ("**Africa Wide**") whereby Africa Wide instituted legal proceedings in South Africa against PTM RSA, RBPlats and Maseve in relation to the Maseve Sale Transaction. Africa Wide held 17.1% of the shares in Maseve prior to completion of the Maseve Sale Transaction. Africa Wide is seeking, at this late date, to set aside the closed Maseve Sale Transaction. RBPlats consulted with senior counsel, both during the negotiation of the Maseve Sale Transaction and in regard to the current Africa Wide legal proceedings. The Company has received legal advice to the effect that the Africa Wide action is factually and legally defective. Various statements and documents were filed during calendar 2021 and a trial to hear evidence occurred in the High Court of South Africa October 4 to October 8, 2021. Final Heads of Argument were filed on November 9, 2021 and final arguments are to be heard by the Court in January 2022.

Bank Advisory Fees Payable

Certain deferred bank advisory fees related to the Maseve Sale Transaction and the Implats Transaction became payable as soon as practicable after the Company repaid a $40 million secured loan facility due to Liberty Metals & Mining Holdings, LLC, which was repaid on August 21, 2019. During the year, the Company paid the deferred bank advisory fees in full.

12. SUPPLEMENTARY CASH FLOW INFORMATION

Net change in non-cash working capital:

Period ended	**August 31, 2021**	**August 31, 2020**	**August 31, 2019**
Amounts receivable, prepaid expenses and other assets	$ 30	$ 234	$ 195
Payment of bank advisory fees	(2,890)	-	-
Accounts payable and other liabilities	(102)	(973)	(697)
	$ (2,962)	**$ (739)**	**$ (502)**

13. SEGMENTED REPORTING

Segmented information is provided on the basis of geographical segments as the Company manages its business through two geographical regions – Canada and South Africa. The Chief Operating Decision Makers ("**CODM**") reviews information from the below segments separately so the below segments are separated.

The Company evaluates performance of its operating and reportable segments as noted in the following table:

At August 31, 2021	**Assets**	**Liabilities**

Canada	$	7,038	$	29,625
South Africa		44,161		2,101
	$	**51,199**	**$**	**31,726**

At August 31, 2020		**Assets**		**Liabilities**
Canada	$	2,101	$	40,922
South Africa		35,314		636
	$	**37,415**	**$**	**41,558**

Comprehensive Loss (Income) for the period ended		**August 31, 2021**		**August 31, 2020**
Canada	$	15,202	$	10,681
South Africa		(7,037)		934
	$	**8,165**	**$**	**11,615**

14. GENERAL AND ADMINISTRATIVE EXPENSES

GENERAL AND ADMINISTRATIVE EXPENSES		**Year Ending August 31, 2021**		**Year Ending August 31, 2020**
Salaries and benefits	$	1,794	$	1,644
Severance[1]		828		-
Legal		505		245
Technical consulting fees		405		194
Accounting		331		284
Insurance		311		241
Regulatory Fees		252		214
Shareholder relations		235		284
Depreciation		122		177
Travel		96		174
Other		242		269
Total	**$**	**5,121**	**$**	**3,726**

[1]During the year, the Company's former President and CEO resigned from the Company.

15. CAPITAL RISK MANAGEMENT

The Company's objectives in managing its liquidity and capital are to safeguard the Company's ability to continue as a going concern and provide financial capacity to meet its strategic objectives. The capital structure of the Company consists of share capital, contributed surplus, accumulated other comprehensive loss and accumulated deficit.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company regularly updates the Board of Directors with regard to budgets, forecasts, results of capital deployment and general industry conditions. The Company does not currently declare or pay out dividends.

As at August 31, 2021, the Company is subject to externally imposed capital requirements under the Sprott Facility. Please see Note 6 for further details.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other price risks.

(a) Credit risk

Credit risk arises from the risk that the financial asset counterparty, may default or not meet its obligations timeously. The Company minimizes credit risk by monitoring the reliability of counterparties to settle assets. The maximum exposure to the credit risk is represented by the carrying amount of all the financial assets. There is no material concentration of credit risk in cash and cash equivalents, trade and other receivables and loans.

(i) Cash

In order to manage credit and liquidity risk the Company holds cash only with Canadian chartered and South African banks.

(ii) Performance Bonds

In order to explore and develop its properties in South Africa, the Company was required to post performance bonds as financial guarantees against future reclamation work. These funds are held with Standard Bank of South Africa Limited with the DMR as beneficiary in accordance with the Mineral and Petroleum Resources Development Act (the “**MPRDA**”) and the Company’s environmental management programme.

(b) Liquidity risk

The Company has in place a planning and budgeting process to help determine the funds required to support the Company’s normal operating requirements and its exploration and development plans. The Company regularly updates the Board of Directors with regard to budgets, forecasts, results of capital deployment and general industry conditions.

The Company may be required to source additional financing by way of private or public offerings of equity or debt or the sale of project or property interests in order to have sufficient cash to make debt repayments and working capital for continued exploration on the Waterberg Projects, as well as for general working capital purposes.

Any failure by the Company to obtain additional required financing on acceptable terms could cause the Company to delay development of its material projects or could result in the Company being forced to sell some of its assets on an untimely or unfavourable basis. Any such delay or sale could have a material and adverse effect on the Company’s financial condition, results of operations and liquidity. Also refer to Note 1 for discussion of going concern risk.

(c) Currency risk

The Company’s functional currency is the Canadian dollar, while the consolidated presentation currency is the United States Dollar. The functional currency of all South African subsidiaries is the Rand, while the functional currency of Lion Battery Technology Inc. is the US Dollar. The Company’s operations are in both Canada and South Africa; therefore, the Company's results are impacted by fluctuations in the value of foreign currencies in relation to the Rand and Canadian and United States dollars. The Company's significant foreign currency exposures on financial instruments comprise cash, loans payable, warrants, convertible notes, accounts payable and accrued liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

(in thousands of United States Dollars unless otherwise stated except share and per share data)

The Company is exposed to foreign exchange risk through the following financial instruments denominated in a currency other than Canadian dollars:

Year ended		August 31, 2021		August 31, 2020
Cash (Rand)	$	192	$	100
Cash (USD)		5,729		1,189
Accounts receivable (Rand)		439		140
Accounts payable (Rand)		1,686		636
Loan Payable (USD)		9,089		19,337
Convertible Note (USD)		18,716		17,212

The Company's comprehensive loss is affected by changes in the exchange rate between its operating currencies and the United States dollar. At August 31, 2021, based on this exposure a 10% strengthening/weakening in the United States dollar versus Rand foreign exchange rate and Canadian dollar would give rise to a decrease/increase in comprehensive loss for the year presented of approximately $3.6 million, (August 31, 2020 - $3.5 million).

(d) Interest rate risk

The Company's interest income earned on cash and on short term investments is exposed to interest rate risk. At August 31, 2021, based on this exposure a 1% change in the average interest rate would give rise to an increase/decrease in the net loss for the year of approximately $61.

At August 31, 2021, the carrying amounts of cash, amounts receivable, performance bonds and accounts payable and accrued liabilities are considered to be reasonable approximations of their fair values due to the short-term nature of these instruments.

17. INCOME TAXES

The income taxes shown in the consolidated earnings differ from the amounts obtained by applying statutory rates to the earnings before provision for income taxes due to the following:

		2021		2020		2019
Loss before income taxes	$	13,008	$	7,056	$	16,670
Income tax recovery at statutory rates		(3,512)		(1,905)		(4,503)
Difference of foreign tax rates		19		(8)		(2)
Non-deductible expenses and non-taxable portion of capital gains		1,061		(216)		1,316
Changes in unrecognized deferred tax assets and other		2,487		2,201		3,295
Income tax expense (recovery)		55		72		106
Income tax expense consists of:						
Current income taxes	$	-	$	-	$	-
Deferred income taxes		55		72		106
	$	55	$	72	$	106

(in thousands of United States Dollars unless otherwise stated except share and per share data)

The gross movement on the net deferred income tax account is as follows:

		2021		2020		2019
Deferred tax liability at the beginning of the year	$	-	$	-	$	-
Tax (expense) relating to the loss from continuing operations		(55)		(72)		(106)
Tax recovery relating to components of other comprehensive loss		55		72		106
Tax recovery recorded in deficit		-		-		-
Deferred tax liability at the end of the year	$	-	$	-	$	-

The significant components of the Company's net deferred income tax liabilities are as follows:

		2021		2020		2019
Convertible notes	$	(389)	$	(661)	$	(1,024)
Loans payable		(180)		(247)		(339)
Mineral properties		(2,597)		(2,221)		(2,354)
Loss carry-forwards		3,166		3,129		3,717
	$	-	$	-	$	-

Unrecognized deductible temporary differences, unused tax losses and unused tax credits are attributed to the following:

		2021		2020		2019
Tax Losses:						
Operating loss carry-forwards – Canada	$	158,619	$	137,037	$	125,851
Operating loss carry-forwards – South Africa		35,958		100,415		28,925
Net capital loss carry-forwards		-		-		204
	$	194,577	$	237,452	$	154,980
Temporary Differences:						
Mineral properties	$	7,931	$	7,672	$	7,526
Financing Costs		3,611		7,539		13,357
Property, plant and equipment		728		697		807
Other		800		603		381
	$	13,070	$	16,511	$	22,071
Investment Tax Credits:	$	329	$	318	$	312

The Company's Canadian operating loss carry-forwards expire between 2026 and 2040. The Company's South African operating loss carry-forwards do not expire. The Company's Canadian unused investment tax credit carry-forwards expire between 2029 and 2035. The Company's Canadian net capital loss carry-forwards do not expire.

PLG:NYSE American
PTM:TSX

Platinum Group Metals Ltd.

(A Development Stage Company)

Supplementary Information and Management's Discussion and Analysis

For the year ended August 31, 2021

This Management's Discussion and Analysis is prepared as of November 24, 2021

A copy of this report will be provided to any shareholder who requests it.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis ("**MD&A**") of Platinum Group Metals Ltd. ("**Platinum Group**", the "**Company**" or "**PTM**") is dated as of November 24, 2021 and focuses on the Company's financial condition, cash flows and results of operations as at and for the year ended August 31, 2021. This MD&A should be read in conjunction with the Company's consolidated financial statements for the year ended August 31, 2021, together with the notes thereto (the "**Financial Statements**").

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board. All dollar figures included therein and in the following MD&A are quoted in United States Dollars unless otherwise noted. All references to "U.S. Dollars", "$" or to "US$" are to United States Dollars. All references to "C$" are to Canadian Dollars. All references to "R" or to "Rand" are to South African Rand. The Company uses the U.S. Dollar as its presentation currency.

PRELIMINARY NOTES

NOTE REGARDING FORWARD-LOOKING STATEMENTS:

This MD&A and the documents incorporated by reference herein contain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "**Forward-Looking Statements**"). All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will, may, could or might occur in the future are Forward-Looking Statements. The words "expect", "anticipate", "estimate", "may", "could", "might", "will", "would", "should", "intend", "believe", "target", "budget", "plan", "strategy", "goals", "objectives", "projection" or the negative of any of these words and similar expressions are intended to identify Forward-Looking Statements, although these words may not be present in all Forward-Looking Statements. Forward-Looking Statements included or incorporated by reference in this MD&A may include, without limitation, statements related to:

- the timely completion of additional required financings and potential terms thereof;
- the repayment, and compliance with the terms of, indebtedness;
- the completion of appropriate contractual smelting and/or refining arrangements with Impala Platinum Holdings Ltd. ("**Implats**") or another third-party smelter/refiner;
- the projections set forth or incorporated into, or derived from, the DFS Technical Report (as defined below), including, without limitation, estimates of mineral resources and mineral reserves, and projections relating to future prices of metals, commodities and supplies, currency rates, capital and operating expenses, production rate, grade, recovery and return, and other technical, operational and financial forecasts;
- the approval of a water use licence and environmental permits for, and other developments related to, a deposit area discovered by the Company on the Waterberg property (the "**Waterberg Project**") located on the Northern Limb of the Bushveld Complex in South Africa, approximately 85 km north of the town of Mokopane;
- the Company's expectations with respect to the outcome of appeals filed against the regulator's decision to grant the mining right for the Waterberg Project and the outcome of a review application to set aside a decision by the Minister of the Department of Forestry, Fisheries and the Environment ("**DFFE**") to refuse condonation for the late filing of the group's appeal against the grant of an Environmental Authorization ("**EA**") for the Waterberg Project;
- the development of performance indicators to measure and monitor key environmental, social sustainability and governance activities at the Waterberg Project;
- compliance with the terms and conditions of our credit agreement with Sprott Private Resource Lending II (Collector), LP ("**Sprott**");
- the impacts of COVID-19 on our operations;
- the adequacy of capital, financing needs and the availability of and potential for obtaining further capital;
- revenue, cash flow and cost estimates and assumptions;
- future events or future performance;

- development of next generation battery technology by the Company's new battery technology joint venture (described below);
- governmental and securities exchange laws, rules, regulations, orders, consents, decrees, provisions, charters, frameworks, schemes and regimes, including interpretations of and compliance with the same;
- developments in South African politics and laws relating to the mining industry;
- anticipated exploration, development, construction, production, permitting and other activities on the Company's properties;
- project economics;
- future metal prices and currency exchange rates;
- the identification of several large-scale water basins that could provide mine process and potable water for the Waterberg Project and local communities;
- the Company's expectations with respect to the outcomes of litigation;
- mineral reserve and mineral resource estimates; and
- potential changes in the ownership structures of the Company's projects.

Forward-Looking Statements are subject to a number of risks and uncertainties that may cause the actual events or results to differ materially from those discussed in the Forward-Looking Statements, and even if events or results discussed in the Forward-Looking Statements are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things:

- the inability of the Company to generate sufficient additional cash flow to make payments on its indebtedness under the Sprott Facility (defined below) and the Convertible Notes (defined below), and to comply with the terms of such indebtedness, and the restrictions imposed by such indebtedness;
- the Company's additional financing requirements;
- the Company's $20.0 million initial principal secured credit facility, as amended, (the "**Sprott Facility**") (which has an outstanding principal balance of $3.6 million as of the date of this MD&A) with Sprott and the other lenders party thereto (the "**Sprott Lenders**") is, and any new indebtedness may be, secured and the Company has pledged its shares of Platinum Group Metals (RSA) Proprietary Limited, the Company's wholly owned subsidiary located in South Africa ("**PTM RSA**"), and PTM RSA has pledged its shares of Waterberg JV Resources Proprietary Limited ("**Waterberg JV Co.**") and Mnombo Wethu Consultants (Pty) Ltd. ("**Mnombo**") to the Sprott Lenders under the Sprott Facility, which potentially could result in the loss of the Company's interest in PTM RSA and the Waterberg Project, in the event of a default under the Sprott Facility or any new secured indebtedness;
- the Company's history of losses and expectations that will continue to incur losses;
- the Company's negative cash flow;
- the Company's ability to continue as a going concern;
- uncertainty of estimated production, development plans and cost estimates for the Waterberg Project;
- the Company's ability to bring properties into a state of commercial production;
- the potential impact of COVID-19 on the Company;
- discrepancies between actual and estimated mineral reserves and mineral resources, between actual and estimated development and operating costs, between actual and estimated metallurgical recoveries and between estimated and actual production;
- fluctuations in the relative values of the U.S. Dollar, the Rand and the Canadian Dollar;
- volatility in metals prices;
- the possibility that the Company may become subject to the Investment Company Act of 1940, as amended;

- Implats or another third party may not enter into appropriate contractual smelting and/or refining arrangements with Waterberg JV Co.;
- the ability of the Company to acquire the necessary surface access rights on commercially acceptable terms or at all;
- the failure of the Company or the other shareholders of Waterberg JV Co. to fund their pro rata share of funding obligations for the Waterberg Project;
- any disputes or disagreements with the Company's other shareholders of Waterberg JV Co. or Mnombo;
- the Company is subject to assessment by various taxation authorities, who may interpret tax legislation in a manner different from the Company, which may negatively affect the final amount or the timing of the payment or refund of taxes;
- the Company's ability to attract and retain its key management employees;
- contractor performance and delivery of services, changes in contractors or their scope of work or any disputes with contractors;
- conflicts of interest among the Company's officers and directors;
- any designation of the Company as a "passive foreign investment company" and potential adverse U.S. federal income tax consequences for U.S. shareholders;
- litigation or other legal or administrative proceedings brought against the Company, including the current litigation brought by Africa Wide Mineral Prospecting and Exploration (Pty) Limited ("**Africa Wide**"), the former 17.1% shareholder of Maseve Investments 11 Proprietary Limited ("**Maseve**");
- actual or alleged breaches of governance processes or instances of fraud, bribery or corruption;
- exploration, development and mining risks and the inherently dangerous nature of the mining industry, including environmental hazards, industrial accidents, unusual or unexpected formations, safety stoppages (whether voluntary or regulatory), pressures, mine collapses, cave ins or flooding and the risk of inadequate insurance or inability to obtain insurance to cover these risks and other risks and uncertainties;
- property, zoning and mineral title risks including defective title to mineral claims or property;
- changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, South Africa or other countries in which the Company does or may carry out business in the future;
- equipment shortages and the ability of the Company to acquire and construct infrastructure for its mineral properties;
- environmental regulations and the ability to obtain and maintain necessary permits, including environmental and water use licences;
- extreme competition in the mineral exploration industry;
- delays in obtaining, or a failure to obtain, permits necessary for current or future operations or failures to comply with the terms of such permits;
- any adverse decision in respect of the Company's mineral rights and projects in South Africa under the Mineral and Petroleum Resources Development Act of 2002 (the "**MPRDA**");
- risks of doing business in South Africa, including but not limited to, labour, economic and political instability and potential changes to and failures to comply with legislation;
- the failure to maintain or increase equity participation by historically disadvantaged South Africans in the Company's prospecting and mining operations and to otherwise comply with the Broad-Based Socio-Economic Empowerment Charter for the South African Mining Industry, 2018 ("**Mining Charter 2018**");
- certain potential adverse Canadian tax consequences for foreign-controlled Canadian companies that acquire the common shares;
- socio economic instability in South Africa or regionally, including risks of resource nationalism;
- labour disruptions and increased labour costs;

- changes in South African state royalties;
- interruptions, shortages or cuts in the supply of electricity or water;
- characteristics of and changes in the tax systems in South Africa;
- a change in community relations;
- South African foreign exchange controls impacting repatriation of profits;
- land restitution claims or land expropriation;
- restriction on dividend payments;
- the risk that the common shares may be delisted;
- volatility in the price of the common shares;
- the exercise of stock options or warrants resulting in dilution to the holders of common shares;
- future sales, conversion of senior subordinated notes or issuances of equity securities decreasing the value of the common shares, diluting investors' voting power, and reducing our earnings per share;
- enforcing judgements based on the civil liability provisions of United States federal securities laws;
- global financial conditions; and
- other risks disclosed under the heading "Risk Factors" in this MD&A and in our 2021 AIF and 2021 20-F (defined below).

These factors should be considered carefully, and investors should not place undue reliance on the Company's Forward-Looking Statements. In addition, although the Company has attempted to identify important factors that could cause actual actions or results to differ materially from those described in Forward-Looking Statements, there may be other factors that cause actions or results not to be as anticipated, estimated or intended.

Any Forward-Looking Statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any Forward-Looking Statement, whether because of new information, future events or results or otherwise.

LEGISLATION AND MINING CHARTER

The MPRDA, the Mining Charter 2018 and related regulations in South Africa required that Waterberg JV Co.'s Black Economic Empowerment ("**BEE**") shareholders own a 26% equity interest in Waterberg JV Co. to qualify for the grant of the mining right. Within 5 years of the effective date of the mining right, this BEE shareholding must be increased to 30%. The South African Department of Mineral Resources and Energy ("**DMRE**") had obtained an exemption from applying the generic BEE Codes of Good Practice ("**Generic BEE Codes"**) under the Broad Based Black Economic Empowerment Act, 2003 until October 31, 2016 and had applied for a further extension until December 31, 2016. While this exemption was extended to December 31, 2016, no further exemption was obtained thereafter, and, as a matter of law, the Generic BEE Codes now apply to the issuance and maintenance of licenses and other authorizations. As a matter of practice, the DMRE has continued to apply the provisions of Mining Charter 2018 rather than the Generic BEE Codes.

For a comprehensive discussion of Mining Charter 2018 and the Generic BEE Codes, please refer to the section entitled "Risk Factors" in the Company's Annual Information Form for the year ended August 31, 2021 ("**2021 AIF**") and the separate annual report on Form 20-F for the year ended August 31, 2021 (**the** "**2021 20-F**") which was also filed by the Company, as well as in the documents incorporated by reference therein. The 2021 AIF and 2021 20-F may be found on EDGAR at www.sec.gov and the 2021 AIF may be found on SEDAR at www.sedar.com.

MINERAL RESERVES AND RESOURCES

The mineral resource and mineral reserve figures referred to in this MD&A and the documents incorporated herein by reference are estimates and no assurances can be given that the indicated levels of platinum, palladium, rhodium and gold (collectively referred to as "**4E**", or "**PGEs**") will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Any inaccuracy or future reduction in such estimates could have a material adverse impact on the Company.

NOTE TO U.S. INVESTORS REGARDING RESERVE AND RESOURCE ESTIMATES:

Estimates of mineralization and other technical information included or incorporated by reference herein have been prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). The definitions of proven and probable reserves used in NI 43-101 differ from the definitions in SEC Industry Guide 7 ("**Guide 7")** of the U.S. Securities and Exchange Commission (the "**SEC**"). Under Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority. As a result, the reserves reported by the Company in accordance with NI 43-101 may not qualify as "reserves" under Guide 7 standards. In addition, the terms "mineral resource," "measured mineral resource," "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under Guide 7 and have not historically been permitted to be used in reports and registration statements filed with the SEC subject to Guide 7. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves. Inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian securities laws, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Additionally, disclosure of "contained ounces" in a resource is permitted disclosure under Canadian securities laws; however, Guide 7 normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measurements. Accordingly, information contained in this MD&A and the documents incorporated by reference herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by U.S. companies subject to Guide 7. The Company has not disclosed or determined any mineral reserves under the current Guide 7 standards in respect of any of its properties.

On October 31, 2018, the SEC adopted a final rule ("**New Final Rule**") that will replace Guide 7 with new disclosure requirements that are more closely aligned with current industry and global regulatory practices and standards, including NI 43-101, which will be effective for fiscal years beginning after January 1, 2021. The Company is not currently required to, nor does it, comply with the New Final Rule.

TECHNICAL AND SCIENTIFIC INFORMATION:

The technical and scientific information contained in this MD&A, including, but not limited to, all references to and descriptions of technical reports and studies, has been reviewed by an independent qualified person as defined in NI 43-101, Rob van Egmond, P.Geo., a consultant geologist to the Company and a former employee. Mr. van Egmond is an independent "qualified person" as defined in NI 43-101 (a "**Qualified Person**").

NON-GAAP MEASURES:

This MD&A may include certain terms or performance measures commonly used in the mining industry that are not defined under IFRS as issued by the International Accounting Standards Board, which is incorporated in the CPA Canada Handbook. We believe that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate our performance. The data presented is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Any such non-GAAP measures should be read in conjunction with our financial statements.

1. DESCRIPTION OF BUSINESS

OVERVIEW

Platinum Group Metals Ltd. is a British Columbia, Canada, company formed on February 18, 2002, pursuant to an order of the Supreme Court of British Columbia approving an amalgamation between Platinum Group Metals Ltd. and New Millennium Metals Corporation. The Company is a palladium and platinum focused exploration and development company conducting work primarily on mineral properties it has staked or acquired by way of option agreements or applications in the Republic of South Africa.

The Company's main business is currently focused on the development and engineering of the Waterberg Project, which was discovered in 2011 as the result of a regional exploration initiative by the Company targeting a previously unknown extension to the Northern Limb of the Bushveld Complex in South Africa. The project area is now comprised of two adjacent property areas formerly known as the Waterberg joint venture project (the "**Waterberg JV Project**") and the Waterberg extension project (the "**Waterberg Extension Project**").

On August 21, 2017, PTM RSA completed the cession of legal title for all Waterberg Project prospecting rights into Waterberg JV Co. after earlier receiving Section 11 approval of the 2nd Amendment (defined below). On September 21, 2017, Waterberg JV Co. also issued shares to all existing Waterberg partners pro rata to their joint venture interests, resulting in the Company holding a 45.65% direct interest in Waterberg JV Co., Japan Oil, Gas and Metals National Corporation ("**JOGMEC**") holding a 28.35% interest and Mnombo, as the Company's BEE partner, holding 26%. JOGMEC has since sold 44.4% of its interest (9.76% of the Waterberg Project) to Hanwa Co., Ltd ("**Hanwa**").

On November 6, 2017, the Company, along with JOGMEC and Mnombo closed a strategic transaction to sell to Implats 15% of the Waterberg Project for $30 million (the "**Implats Transaction**"). The Company sold Implats an 8.6% interest for $17.2 million and JOGMEC sold a 6.4% interest for $12.8 million. Implats also acquired an option (the "**Purchase and Development Option")** within 90 days of the completion and approval of a definitive feasibility study by Waterberg JV Co. to increase its stake to 50.01% through additional share purchases from JOGMEC for $34.8 million and earn-in arrangements for $130 million to fund development work on the Waterberg Project, as well as a right of first refusal to smelt and refine Waterberg Project concentrate (the "**Offtake ROFR**"). JOGMEC, or their nominee, retained a right to receive platinum, palladium, rhodium, gold, ruthenium, iridium, copper and nickel refined mineral products at the volumes produced from the Waterberg Project as well as a right to purchase or direct the sale of all or part of the project concentrate. See further details below.

On September 24, 2019, the Company published the results of the Definitive Feasibility Study for the Waterberg Project (the "**Waterberg DFS**") and it was approved by all Waterberg JV Co. shareholders on December 5, 2019. On October 7, 2019 the Waterberg DFS technical report entitled "Independent Technical Report, Waterberg Project Definitive Feasibility Study and Mineral Resource Update, Bushveld Complex, South Africa" (the "**DFS Technical Report**") was filed on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. The DFS Technical Report is dated October 4, 2019 and was prepared by Michael Murphy, P. Eng. of Stantec Consulting Ltd., Charles J Muller, B. Sc. (Hons) Geology, Pri. Sci. Nat. of CJM Consulting (Pty) Ltd., and Gordon I Cunningham, B. Eng. (Chemical), Pr. Eng., FSAIMM of Turnberry Projects (Pty) Ltd. DRA Projects SA (Pty) Ltd., an experienced South African engineering and EPCM firm, provided the plant design and compiled the capital cost estimates for the Waterberg Project Qualified Persons. The DFS Technical Report also supports the disclosure of an updated independent mineral resource estimate effective September 4, 2019.

In exchange for a deadline extension to the Purchase and Development Option effective in early 2020, Implats agreed to fund 100% of an optimization budget and work program (the "**2020 Work Program**") beginning February 1, 2020. The 2020 Work Program, as approved by Waterberg JV Co., was aimed at increasing confidence in specific areas of the Waterberg DFS while awaiting the expected grant of a mining right and EA. Except for budgeted geotechnical drilling, which could not be carried out before the grant of a mining right, the 2020 Work Program was completed at a cost of approximately $1.51 million on September 15, 2020.

On June 15, 2020, Implats delivered a formal notice that they did not intend to exercise their Purchase and Development Option to acquire and earn into a 50.01% interest in the Waterberg Project. Implats reported that notwithstanding the positive progress achieved to date, and the strategic alignment between the Waterberg Project and Implats stated portfolio objectives, the unprecedented events brought about by the COVID-19 pandemic necessitated Implats management and its board of directors to re-evaluate the impact of the increased economic uncertainty on Implats' strategy and risk appetite in the short, medium and long term. Implats reiterated their support of both the Waterberg Project and the joint venture partners and plans to remain an active participant, including funding of their share of costs, subject to future considerations.

Implats retains a 15.0% participating project interest, and under their Offtake ROFR, retain a right to match offtake terms from bona fide third parties that Waterberg JV Co. is prepared to accept. The Company and Waterberg JV Co. have begun a process to assess commercial alternatives for mine development financing and concentrate offtake. Several parties are currently in discussions with the Company. Concentrate offtake discussions with Implats also continue, outside of the strictures of the Waterberg JV Co shareholders' agreement.

The Company retains a controlling 50.02% direct and indirect interest in the Waterberg Project and remains the Manager of the Waterberg Project, as directed by the technical committee of Waterberg JV Co.

LION BATTERY TECHNOLOGIES INC.

On July 12, 2019, the Company, together with an affiliate of Anglo American Platinum Limited ("**Amplats**"), launched a venture through a jointly owned company, Lion Battery Technologies Inc. ("**Lion**"), to accelerate the development of next generation battery technology using platinum and palladium. The Company received 400,000 common shares of Lion, valued at a price of $0.01 per share, as the original founder of Lion. Both the Company and Amplats were to equally invest up to an aggregate of $4.0 million into Lion, of which approximately $1.0 million would be for general and administrative expenses and the commercialization of the technology developed, subject to certain conditions. On July 6, 2021 the Company and Amplats agreed to increase the planned funding to Lion by a further $2.726 million, to a total of up to $6.726 million, in order to allow the acceleration of certain research and commercialization activities. All agreed funding into Lion by the Company and Amplats is to be in exchange for preferred shares of Lion at a price of $0.50 per share over an approximate three to five year period.

On July 12, 2019, the Company and Amplats each invested $550,000 as a first tranche of funding into Lion in exchange for 1,100,000 Lion preferred shares each. In June 2020, the Company and Amplats each invested $350,000 as a second tranche of funding in exchange for 700,000 Lion preferred shares each. In February 2021, Amplats and the Company each invested $350,000 as a third tranche of funding in exchange for 700,000 Lion preferred shares each at a price of $0.50 per share. At August 31, 2021 the Company owned a 53.70% interest in Lion. The Company and Amplats are considering additional funding to Lion in order to accelerate research and development efforts. If the Company should fail to contribute its share of a required subscription to Lion, it would be in breach of its agreement with Lion and its interest in Lion may be subject to dilution.

On July 12, 2019, Lion entered into an agreement (the "**Sponsored Research Agreement**") with Florida International University ("**FIU**") to fund a $3.0 million research program over approximately a three-year period utilizing platinum and palladium to unlock the potential of Lithium Air and Lithium Sulphur battery chemistries to increase their discharge capacities and cyclability. On July 6, 2021 Lion agreed to increase the planned amount of research funding to FIU by a further amount of $1.0 million, for a total of up to $4.0 million. Under the Sponsored Research Agreement, Lion will have exclusive rights to all intellectual property developed and will lead all commercialization efforts. The first tranche of funding by Lion to FIU, totaling $1.0 million plus a one-time fee of $50,000, was paid by Lion in mid July 2019, with a second tranche of $666,667 funded in June 2020. A third tranche of funding by Lion to FIU of $666,667 was completed in February 2021. Lion has provided aggregate research funding in the amount of $2.38 million to FIU as of August 31, 2021.

On August 4, 2020, the U.S. Patent and Trademark Office issued Patent No. 10,734,636 B2 entitled "Battery Cathodes for Improved Stability" to FIU. The patent includes the use of platinum group metals and carbon nanotubes and other innovations in a lithium battery. A second patent related to this work was issued in December 2020 and a third was issued on June 15, 2021. Further patents are currently applied for. Under the Sponsored Research Agreement, Lion has exclusive rights to all intellectual property being developed by FIU including patents granted. Lion is also reviewing several additional and complementary opportunities focused on developing next-generation battery technology using platinum and palladium.

PERSONNEL

In July 2021 the Company's CEO resigned. As a component to a separation agreement, the former CEO is to be available as a consultant to the Company until December 31, 2021. Not including the Company's former CEO acting as a consultant, the Company's current complement of officers, staff and consultants in Canada consists of 5 individuals.

The Company's complement of managers, staff, technical personnel, consultants, security and casual workers in South Africa currently consists of 9 individuals. The Waterberg Project is currently operated by the Company utilizing its staff, consultants and personnel. Contract drilling, geotechnical, engineering and support services are utilized as required.

2. PROPERTIES

Under IFRS, the Company capitalizes all acquisition, exploration and development costs related to mineral properties. The recoverability of these amounts is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the development of the property, and any future profitable production, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. The Company evaluates the carrying value of its property interests on a regular basis. Management is required to make significant judgements to identify potential impairment indicators. Any properties management deems to be impaired are written down to their estimated net recoverable amount.

For more information on mineral properties, see below and note 3 of the Financial Statements.

MATERIAL MINERAL PROPERTY INTERESTS

Waterberg Project

Recent Activities

During the year ended August 31, 2021, approximately $3.7 million was spent at the Waterberg Project for geotechnical drilling, erection of fences, ground clearing and infrastructure engineering and surveying. Baseline environmental monitoring studies are underway. Work is being carried out to identify and assess local deposits of calcrete and other aggregate materials that may be suitable for road building and infrastructure pad foundations.

At year end, $44.0 million in accumulated net costs had been capitalized to the Waterberg Project. Total expenditures on the property since inception from all investor sources to August 31, 2021 are approximately $77.5 million.

A geotechnical drilling campaign at the Waterberg Project commenced in July 2021 and was completed in mid October 2021. The geotechnical drilling campaign consisted of 46 boreholes drilled along the planned centerline of two sets of twin declines and box-cut positions. Approximately 11 holes were drilled vertically, and the remaining holes were inclined out of the plane to intersect all possible discontinuities. A total of 5,966 metres of drill core were recovered and a total of 2,696 metres of core were geotechnically logged from within the zone of interest. All boreholes except those in the planned box-cut areas were backfilled with cement upon completion. Downhole geophysical surveys were conducted consisting of optical and/or acoustic televiewer and gamma probes as well as caliper probes. Three packer tests were conducted in boreholes where groundwater strikes were encountered. Core samples of all the major geotechnical units encountered were collected and subjected to laboratory testing.

The results of the drilling campaign confirm that the box-cut positions are in sandstone, and the central and southern declines transition from sandstone into a dolerite sill and back into sandstone before cutting into the igneous rocks of the Bushveld Complex. In general, results are as expected, and the rock mass is competent. Also as expected, some support will be required for both tunnel sets. No problem areas, where special mining methods or non-standard support would be required, have been identified. Groundwater inflow is also not considered a risk. The standard practice of probe drilling ahead of decline tunnel development will be important to monitor rock quality and identify correct support standards ahead of development. Geotechnical qualified persons monitoring the drill programme have stated that in general, the rock mass encountered along both decline routes can support the planned excavations with no major problem areas expected.

During fiscal 2020 the Company and Waterberg JV Co. began a process to assess commercial alternatives for mine development financing and concentrate offtake. Several parties are currently in discussions with the Company. Concentrate offtake discussions with Implats also continue, outside of the strictures of the Waterberg JV Co shareholders' agreement.

The Company is also assessing the possibility of constructing a dedicated furnace for the processing of Waterberg Project concentrate to produce an upgraded product for sale in the market without the need for treatment by a third party offtaker. An internal pre-feasibility study for such a Waterberg matte furnace was completed for the Company by industry experts in late 2021. The pre-feasibility study assesses the construction and operation of a 20 MW smelting furnace with two off air-blown converters capable of producing a matte suitable as feed to a standard base metal refinery in South Africa or elsewhere. The Company is in process to complete further studies examining the optimal location for such a furnace as well as down stream marketing considerations, permitting and power and water requirements. The Company is also researching the economic feasibility of acquiring an existing furnace in South Africa that may be refurbished and modified to process Waterberg Project concentrate.

Subsequent to the completion of the Waterberg DFS, the 2020 Work Program funded by Implats until September 15, 2020, completed the following optimization and risk mitigation studies:

- Dry stacking of tailings to reduce water use and reduce tailings impoundment footprint.
- Confirmation of portal positions and detailed designs.
- Review of initial mining method, stope and sub level designs.
- Detailed benchmarking to comparable operations around the world and specifically in Africa.
- Detailed simulation of underground mining and surface systems.
- Possible use of battery electric underground vehicles and resulting reduced ventilation and cooling requirements, reduced electrical power requirements, and opex/capex implications.
- Possible use of Mobile Tunnel Boring.
- Review of water demand and supply and test drilling to confirm water resources.

Geotechnical drilling of boxcuts/portals and along planned decline pathways, budgeted at approximately R 27 million, was not completed before September 15, 2020, as such work first required the grant of a mining right. Total actual cost of the completed 2020 Work Program funded by Implats amounted to approximately $1.5 million (R24.7 million).

Waterberg DFS

On September 24, 2019, the Company published the results of the Waterberg DFS. Waterberg JV Co. shareholders approved the Waterberg DFS on December 5, 2019. Highlights of the Waterberg DFS include:

- A significant increase in Mineral Reserves from the Waterberg Project's 2016 Pre-Feasibility Study ("**PFS**") for a large-scale, shallow, decline-accessible, mechanised, palladium, platinum, gold and rhodium mine. Use of backfill in the Waterberg DFS design lowers risk and increases mined ore extraction rates.
- Annual steady state production rate of 420,000 4E ounces. Estimated mine life of 45 years on current reserves. The planned production rate is by careful design in order to reduce capital costs and simplify construction and ramp-up.
- After-tax net present value ("**NPV**") of $982 million, at an 8% real discount rate, using spot metal prices as at September 4, 2019 (Incl. $1,546 Pd/oz) ("**Spot Prices**").
- After-tax NPV of US$ 333 million, at an 8% real discount rate, using three-year trailing average metal prices up until September 4, 2019 (Incl. $1,055 Pd/oz) ("**Three Year Trailing Prices**").
- After-tax internal rate of return of 20.7% at Spot Prices and 13.3% at Three Year Trailing Prices.
- Estimated project capital of approximately $874 million, including $87 million in contingencies. Peak project funding estimated at $617 million.
- On site life of mine average cash cost (inclusive of by-product credits and smelter discounts) for the spot metal price scenario equates to $640 per 4E ounce.
- Updated measured and indicated mineral resources of 242 million tonnes at 3.38g/t 4E for 26.4 million 4E ounces (using 2.5 g/t 4E cut-off) and the deposit remains open on strike to the north and below an arbitrary depth cut-off of 1,250-meters.
- Proven and probable mineral reserves of 187 million tonnes at 3.24 g/t 4E for 19.5 million 4E ounces (using 2.5 g/t 4E cut-off).

The mineral resources for the Waterberg Project increased slightly based on in-fill drilling done during preparation of the Waterberg DFS. The mineral resources have been estimated based on 441 diamond drill holes and 583 deflections and has been stated at a 2.5 g/t 4E cut-off (the base-case). In the Waterberg DFS, a 2.5 g/t 4E cut-off grade has been applied to the mineral resource model as an input into the mine design. At the 2.5 g/t 4E cut-off grade, the total measured and indicated mineral resources are estimated at 242 million tonnes grading 3.38 g/t 4E for an estimated 26.4 million ounces 4E. Total mineral reserves at a 2.5 g/t 4E grade cut-off are estimated at 187 million tonnes for 19.5 million ounces 4E.

The mineral reserves are a subset of the mineral resource envelope at a 2.5 g/t 4E cut-off and they include only measured and indicated mineral resources with dilution and stope shapes considered. A minimum mining thickness of 2.4 meters and sublevel planning of 20 meters to 40 meters was considered in the mine plan for mineral reserves.

The mineral resources for the Waterberg Project are categorized and reported in terms of NI 43-101 and are tabulated below.

Mineral Resource Estimate at 2.5 g/t 4E cut-off, effective September 4, 2019 on 100% Project basis:

T Zone at 2.5 g/t (4E) Cut-off											
Mineral Resource Category	Cut-off	Tonnage	Grade							Metal	
	4E		Pt	Pd	Rh	Au	4E	Cu	Ni	4E	
	g/t	Tonnes	g/t	g/t	g/t	g/t	g/t	%	%	kg	Moz
Measured	2.5	4,443,483	1.17	2.12	0.05	0.87	4.20	0.150	0.080	18,663	0.600
Indicated	2.5	17,026,142	1.37	2.34	0.03	0.88	4.61	0.200	0.094	78,491	2.524
M+I	**2.5**	**21,469,625**	**1.34**	**2.29**	**0.03**	**0.88**	**4.53**	**0.189**	**0.091**	**97,154**	**3.124**
Inferred	2.5	21,829,698	1.15	1.92	0.03	0.76	3.86	0.198	0.098	84,263	2.709

F Zone at 2.5 g/t (4E) Cut-off											
Mineral Resource Category	Cut-off	Tonnage	Grade							Metal	
	4E		Pt	Pd	Rh	Au	4E	Cu	Ni	4E	
	g/t	Tonnes	g/t	g/t	g/t	g/t	g/t	%	%	kg	Moz
Measured	2.5	54,072,600	0.95	2.20	0.05	0.16	3.36	0.087	0.202	181,704	5.842
Indicated	2.5	166,895,635	0.95	2.09	0.05	0.15	3.24	0.090	0.186	540,691	17.384
M+I	**2.5**	**220,968,235**	**0.95**	**2.12**	**0.05**	**0.15**	**3.27**	**0.089**	**0.190**	**722,395**	**23.226**
Inferred	2.5	44,836,851	0.87	1.92	0.05	0.14	2.98	0.064	0.169	133,705	4.299

Waterberg Aggregate Total 2.5 g/t (4E) Cut-off											
Mineral Resource Category	Cut-off	Tonnage	Grade							Metal	
	4E		Pt	Pd	Rh	Au	4E	Cu	Ni	4E	
	g/t	Tonnes	g/t	g/t	g/t	g/t	g/t	%	%	kg	Moz
Measured	2.5	58,516,083	0.97	2.19	0.05	0.21	3.42	0.092	0.193	200,367	6.442
Indicated	2.5	183,921,777	0.99	2.11	0.05	0.22	3.37	0.100	0.177	619,182	19.908
M+I	**2.5**	**242,437,860**	**0.98**	**2.13**	**0.05**	**0.22**	**3.38**	**0.098**	**0.181**	**819,549**	**26.350**
Inferred	2.5	66,666,549	0.96	1.92	0.04	0.34	3.27	0.108	0.146	217,968	7.008

Mineral Resource Category	Prill Split Waterberg Project Aggregate			
	Pt	Pd	Rh	Au
	%	%	%	%
Measured	28.2	64.4	1.5	5.9
Indicated	29.4	62.6	1.5	6.5
M+I	**29.1**	**63.0**	**1.5**	**6.4**
Inferred	29.5	58.9	1.2	10.4

Notes:

1. 4E elements are platinum, palladium, rhodium and gold.
2. Cut-offs for mineral resources were established by a QP after a review of potential operating costs and other factors.
3. Conversion factor used for kilograms ("**kg**") to ounces ("**oz**") is 32.15076.
4. A 5% and 7% geological loss was applied to the measured/indicated and inferred mineral resources categories, respectively.
5. The mineral resources are classified in accordance with NI 43-101. Mineral resources that are not mineral reserves do not have demonstrated economic viability and inferred mineral resources have a high degree of uncertainty.
6. The mineral resources are provided on a 100% Project basis, inferred and indicated categories are separate and the estimates have an effective date of 4 September 2019.
7. Mineral resources were completed by Mr. CJ Muller of CJM Consulting.
8. Mineral resources were estimated using kriging methods for geological domains created in Datamine from 441 mother holes and 583 deflections. A process of geological modelling and creation of grade shells using indicating kriging was completed in the estimation process.
9. The mineral resources may be materially affected by metal prices, exchange rates, labour costs, electricity supply issues or many other factors detailed in the Company's 2021 AIF.
10. The data that formed the basis of the mineral resources estimate are the drill holes drilled by Platinum Group as project operator, which consist of geological logs, drill hole collars surveys, downhole surveys and assay data. The area where each layer was present was delineated after examination of the intersections in the various drill holes.
11. Numbers may not add due to rounding.

Proven Mineral Reserve Estimate at 2.5 g/t 4E cut-off, effective September 4, 2019 on 100% Project basis:

Proven Mineral Reserve Estimate at 2.5 g/t 4E cut-off										
		Pt	Pd	Rh	Au	4E	Cu	Ni	4E Metal	
Zone	Tonnes	(g/t)	(g/t)	(g/t)	(g/t)	(g/t)	(%)	(%)	Kg	Moz
T Zone	**3,963,694**	**1.02**	**1.84**	**0.04**	**0.73**	**3.63**	**0.13**	**0.07**	**14,404**	**0.463**
F Central	17,411,606	0.94	2.18	0.05	0.14	3.31	0.07	0.18	57,738	1.856
F South	-	-	-	-	-	-	-	-	-	-
F North	16,637,670	0.85	2.03	0.05	0.16	3.09	0.10	0.20	51,378	1.652
F Boundary North	4,975,853	0.97	2.00	0.05	0.16	3.18	0.10	0.22	15,847	0.509
F Boundary South	5,294,116	1.04	2.32	0.05	0.18	3.59	0.08	0.19	19,020	0.611
F Zone Total	**44,319,244**	**0.92**	**2.12**	**0.05**	**0.16**	**3.25**	**0.09**	**0.20**	**143,982**	**4.629**
Waterberg Project Total	**48,282,938**	**0.93**	**2.10**	**0.05**	**0.20**	**3.28**	**0.09**	**0.19**	**158,387**	**5.092**

Probable Mineral Reserve Estimate at 2.5 g/t 4E cut-off, effective September 4, 2019 on 100% Project basis:

Probable Mineral Reserve Estimate at 2.5 g/t 4E cut-off										
		Pt	Pd	Rh	Au	4E	Cu	Ni	4E Metal	
Zone	Tonnes	(g/t)	(g/t)	(g/t)	(g/t)	(g/t)	(%)	(%)	Kg	Moz
T Zone	**12,936,870**	**1.23**	**2.10**	**0.02**	**0.82**	**4.17**	**0.19**	**0.09**	**53,987**	**1.736**
F Central	52,719,731	0.86	1.97	0.05	0.14	3.02	0.07	0.18	158,611	5.099
F South	15,653 ,961	1.06	2.03	0.05	0.15	3.29	0.04	0.13	51,411	1.653
F North	36,984,230	0.90	2.12	0.05	0.16	3.23	0.09	0.20	119,450	3.840
F Boundary North	13,312,581	0.98	1.91	0.05	0.17	3.11	0.10	0.23	41,369	1.330
F Boundary South	7,616,744	0.92	1.89	0.04	0.13	2.98	0.06	0.18	22,737	0.731
F Zone Total	**126,287,248**	**0.91**	**2.01**	**0.05**	**0.15**	**3.12**	**0.08**	**0.18**	**393,578**	**12.654**
Waterberg Project Total	**139,224,118**	**0.94**	**2.02**	**0.05**	**0.21**	**3.22**	**0.09**	**0.18**	**447,564**	**14.390**

Proven & Probable Mineral Reserve Estimate at 2.5 g/t 4E cut-off, effective September 4, 2019 on 100% Project basis:

Total Estimated Mineral Reserve at 2.5 g/t 4E cut-off										
		Pt	Pd	Rh	Au	4E	Cu	Ni	4E Metal	
Zone	Tonnes	(g/t)	(g/t)	(g/t)	(g/t)	(g/t)	(%)	(%)	Kg	Moz
T Zone	**16,900,564**	**1.18**	**2.04**	**0.03**	**0.80**	**4.05**	**0.18**	**0.09**	**68,391**	**2.199**
F Central	70,131,337	0.88	2.02	0.05	0.14	3.09	0.07	0.18	216,349	6.956
F South	15,653,961	1.06	2.03	0.05	0.15	3.29	0.04	0.13	51,411	1.653
F North	53,621,900	0.88	2.09	0.05	0.16	3.18	0.10	0.20	170,828	5.492
F Boundary North	18,288,434	0.98	1.93	0.05	0.17	3.13	0.10	0.23	57,216	1.840
F Boundary South	12,910,859	0.97	2.06	0.05	0.15	3.23	0.07	0.19	41,756	1.342
F Zone Total	**170,606,492**	**0.91**	**2.04**	**0.05**	**0.15**	**3.15**	**0.08**	**0.19**	**537,560**	**17.283**
Waterberg Project Total	**187,507,056**	**0.94**	**2.04**	**0.05**	**0.21**	**3.24**	**0.09**	**0.18**	**605,951**	**19.482**

Notes:
1. The estimated mineral reserves have an effective date of September 4, 2019.
2. A 2.5 g/t 4E stope cut-off grade was used for mine planning for the T Zone and the F Zone mineral reserves estimate. The cut-off grade considered April 2018 metal spot prices.
3. Tonnes and grade estimates include planned dilution, geological losses, external overbreak dilution, and mining losses.
4. 4E elements are platinum, palladium, rhodium and gold.
5. Numbers may not add due to rounding.

The Waterberg Project financial performance has been estimated both at Spot Prices and at Three Year Trailing Average Prices as set out in the table below. The long-term real US$/Rand exchange rate for the Spot Price scenario is set at 15.00, which is based on an intra-day traded spot rate as of September 4, 2019. The US$/Rand exchange rates for the Three-Year Trailing Price scenario, is based on Bloomberg's nominal consensus forward-curve as at June 2019, which translates into a long-term real US$/Rand rate of 15.95. The price deck assumptions for each scenario are tabled below.

Waterberg DFS Technical Report Price Deck Assumptions in US$

Parameter	Unit	Spot Prices (Sept 4, 2019)	Three Year Trailing Prices (Sept 4, 2019)
US$ / Rand (Long-term Real)	US$/Rand (Real July 2019)	15.00	15.95
Platinum	US$/oz (Real July 2019)	980	931
Palladium	US$/oz (Real July 2019)	1,546	1,055
Gold	US$/oz (Real July 2019)	1,548	1,318
Rhodium	US$/oz (Real July 2019)	5,036	1,930
Basket Price (4E)	US$/oz (Real July 2019)	1,425	1,045
Copper	US$/lb (Real July 2019)	2.56	2.87
Nickel	US$/lb (Real July 2019)	8.10	5.56
Smelter Payability: 4E Metal	% Gross Sale Value	85%	85%
Smelter Payability: Copper	% Gross Sale Value	73%	73%
Smelter Payability: Nickel	% Gross Sale Value	68%	68%

Readers are directed to review the full text of the DFS Technical Report, available for review under the Company's profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov for additional information.

The known deposit strike length on the Waterberg Project is 13 km long so far, remains open along strike and begins from a depth of 140 meters vertical. The Waterberg DFS mine plan covers a strike length of approximately 8.5 km. The deposit is known to continue down dip below the arbitrary 1,250 meter cut off depth applied to the deposit for resource estimation purposes. The Waterberg Project and the deposit is still open for expansion. Based on airborne gravity surveys and drilling completed to date, additional drilling northward along strike is recommended for the future.

As a result of its shallow depth, good grade and a fully mechanized mining approach, the Waterberg Project can be a safe mine within the lowest quartile of the Southern Africa platinum group element industry cost curve.

The Waterberg DFS mine plan models production at 4.8 million tonnes of ore per annum and 420,000 4E ounces per year in concentrate. The mine initially accesses the orebody using two sets of twin decline tunnels with mining by fully mechanised long hole stoping methods with paste backfill. Paste backfill allows for a high mining extraction ratio as mining can be completed next to backfilled stopes without leaving internal pillars. Maintaining safety and reliability were key mine design criteria. As a result of the scale of the orebody, bulk mining on 20 to 40 meter sublevels with large underground equipment and conveyors for ore and waste transport provides high efficiency. Many of the larger successful underground mines in the world use the same method of mining with backfill and estimated costs were benchmarked against many of these operations.

Mining Right Grant

A formal Mining Right Application ("**MRA**") for the Waterberg Project, including a Social and Labour Plan ("**SLP**"), was accepted by the DMRE on September 14, 2018. The Company held local public meetings on numerous occasions in advance of the MRA. A program of public consultation as part of the formal MRA and EA application for the Waterberg Project was completed in August 2019. An Environmental Impact Assessment ("**EIA**") and Environmental Management Program ("**EMP**") were filed with the DMRE on August 15, 2019. An EA was granted for the Waterberg Project on August 12, 2020, subject to a public notice period and finalization of issues raised by affected parties, which process was completed with the issue of the final EA on November 10, 2020.

On January 28, 2021, the DMRE issued a letter to Waterberg JV Co. notifying the Company that a mining right for the Waterberg Project (the "**Waterberg Mining Right**") had been granted. The letter instructed that the regional office of the DMRE would prepare copies of the mining right for formal signatures. Public disclosure and notice of the Waterberg Mining Right grant was promulgated by the Company and Waterberg JV Co. as required under South African legislation. On February 3, 2021, the Company was granted the mining right for the Waterberg project.

On and following March 5, 2021, the Company received three notices of appeal, filed by individual appellants from local communities, against the January 28, 2021 decision of the DMRE granting the Waterberg Mining Right. One group filed an application for an order in the High Court of South Africa to review and set aside the decision by the Minister of the DFFE to refuse condonation for the late filing of the group's appeal against the grant of an EA for the Waterberg Project in November 2020.

On July 30, 2021, Waterberg JV Co. received an urgent interdict application from a group located near planned surface infrastructure. Waterberg JV Co. promptly filed an answering affidavit denying urgency and arguing that the application is without merit. The applicants have not responded and were obliged to remove their application from the urgent court roll. The application may proceed as a normal High Court application. Host community Ketting has applied to join as an interested party to the application and another host community submitted a confirmatory affidavit, both communities being in support of the Waterberg Project. The Ketting Community joinder application was filed on November 16, 2021 but a time frame for the hearing of the interdict application is uncertain or may never occur.

The Company believes that all requirements specified under the National Environmental Management Act, the MPRDA and other applicable legislation have been complied with and that the DFFE correctly approved and the DMRE correctly issued the EA. The Company also believes that the leadership and majority of residents in the host communities support the Waterberg Project.

According to the MPRDA, an appeal can be considered by the Minister of the DMRE for determination within a 130-business day timeframe. Waterberg JV Co. has raised numerous factual and legal defences against the appeals and court actions described above. Senior Counsel and attorneys acting for Waterberg JV Co. have prepared and filed formal rebuttals to the appeals. The Waterberg Mining Right was notarially executed on April 13, 2021, was registered at the Mineral and Petroleum Titles Registration Office on July 6, 2021 and remains active. The Company believes that the appeals and legal challenges are without merit.

The Member of the Executive Committee ("**MEC**") for the Limpopo Department of Economic Development, Environment and Tourism, Mr. Thabo Andrew Mokone, recently undertook to investigate the appeals and court actions described above. The MEC is aware of disagreements between the mine and certain members of the local community. During September 2021 the MEC held regular engagements with representatives of Waterberg JV Co. and the community leaders of Kgatlu village. The MEC stated "The Community have expressed their desire and support for the Waterberg Project. A mediation process has been agreed between the parties to take place in October and November 2021 and I believe this will lead to a resolution of concerns and to a more harmonious relationship between Waterberg JV Co. and the local community. I believe that the substantial planned investment in the Waterberg Project of more than Rand 9.0 billion will create much-needed jobs and development in the area surrounding the mine".

Waterberg JV Co. remains committed to engaging and working with all host communities to ensure that all legitimate concerns are addressed, and mining operations are conducted in a harmonious and respectful manner. Waterberg JV Co. aims to optimize the Waterberg Project for the benefit of all stakeholders.

If any of the above appeals are successful, the decision to grant the Waterberg Mining Right will be set aside and the mining right application will revert to being in process, pending either a resolution of the appellants' demands for payment of lease and other retrospective issues, or pending the outcome of any review Waterberg JV Co. may request by the High Court of the appeal decision.

Community Considerations

Training for a new mechanised mining workforce is an important component of the Waterberg Project life of mine plan and the SLP. Planning for training programs has been undertaken with the assistance of global mine training leader, Norcat, of Sudbury, Ontario. The Waterberg DFS modelled a significant investment in training, focussed on the immediate area of the Waterberg Project, working in cooperation with local communities, colleges and facilities.

Infrastructure planning and option assessments were components of the 2020 Work Program. Detailed hydrological work studying the utilization of known sources for significant volumes of ground water has been conducted. In 2018, a co-operation agreement was entered between Waterberg JV Co. and the local Capricorn Municipality for the development of water resources to the benefit of local communities and the mine. Hydrological work has identified several large-scale water basins that are likely able to provide mine process and potable water for the Waterberg Project and local communities. Test drilling of these water basins has been completed resulting in the identification of sufficient water supply for the mine. An earlier drilling program conducted by the Capricorn District Municipality identified both potable and high mineral unpotable water resources in the district. Drilling by Waterberg JV Co. has identified some potable water resources. Several boreholes proximal to the Waterberg Project identified large volumes of high mineral, unpotable water not suitable for agriculture. Hydrological and mill process specialists have tested the use of this water as mine process water. In general, ground water resources identified proximal to the Waterberg Project have the potential for usage by both the mine and local communities. Further water definition work and drilling is planned.

The establishment of servitudes for power line routes and detailed planning and permitting for South Africa's state-owned electricity utility, ESKOM Holdings Limited's ("**ESKOM**") are also advancing. Power line environmental and servitude work is being completed by TDxPower in coordination with ESKOM. TDxPower has progressed electrical power connection planning for approximately a 70 km, 137MvA line to the Waterberg Project. Engineering refinement of steady state power requirements has resulted in a reduced demand of approximately 90MvA at steady state. Bulk power design and costing work for steady state requirements has commenced. ESKOM is engaged with project engineers to determine electrical power sources and availability. A temporary power line for the construction period from the nearby grid at Bochum is being designed and costed. Community engagement regarding power line routes and completion of an EIA for the power line routes is in process.

Waterberg JV Co. is in process with pre-construction engineering work, including road upgrade and traffic studies, finalization of power and water infrastructure design and construction camp permitting and design.

History of Acquisition

The Waterberg Project is comprised of the former Waterberg JV Property and the Waterberg Extension Property, which were combined into one project area in 2015. At August 31, 2021, the Waterberg Project consisted of granted prospecting rights, applied for prospecting rights and a granted mining right with a combined active project area of 79,188 hectares, located on the Northern Limb of the Bushveld Complex, approximately 85 km north of the town of Mokopane. Of the total project area 20,532 hectares are covered by the Waterberg Mining Right, as described above. A further 58,655 hectares are covered by active prospecting rights. Waterberg JV Co. is currently in process to apply for closure on one inactive prospecting right located north of the known mineralized area, measuring 20,242 hectares.

Prospecting rights in South Africa are valid for a period of five years, with one renewal of up to three years. Furthermore, the MPRDA provides for a retention period after prospecting of up to three years with one renewal of up to two years, subject to certain conditions. The holder of a prospecting right granted under the MPRDA has the exclusive right to apply for and, subject to compliance with the requirements of the MPRDA, to be granted a mining right in respect of the prospecting area in question.

In October 2009, PTM RSA, JOGMEC and Mnombo entered into a joint venture agreement, as later amended on May 20, 2013 (the "**JOGMEC Agreement**") whereby JOGMEC could earn up to a 37% participating interest in the Waterberg JV Project for an optional work commitment of $3.2 million over four years, while at the same time Mnombo could earn a 26% participating interest in exchange for matching JOGMEC's expenditures on a 26/74 basis ($1.12 million).

On November 7, 2011, the Company executed an agreement with Mnombo to acquire 49.9% of the issued and outstanding shares of Mnombo in exchange for cash payments totaling R1.2 million and an agreement that the Company would pay for Mnombo's 26% share of costs on the Waterberg JV Project until the completion of the Waterberg DFS.

On May 26, 2015, the Company announced a second amendment to the JOGMEC Agreement (the "**2nd Amendment**") whereby the Waterberg JV Project and the Waterberg Extension Project were consolidated and contributed into an operating company, Waterberg JV Co. The transfer of Waterberg Project prospecting rights into Waterberg JV Co. pursuant to the 2nd Amendment was given section 11 approval by the DMRE in August 2017 and the transfer was completed on September 21, 2017. This transaction was treated as taxable in South Africa and was offset by other tax-deductible losses and utilization of unrecognized taxable losses. Under the 2nd Amendment, JOGMEC committed to fund $20 million in expenditures over a three-year period ending March 31, 2018. The Company remained the Waterberg Project operator under the 2nd Amendment.

On November 6, 2017, the Company and JOGMEC closed the Implats Transaction and Implats acquired its 15% interest in Waterberg JV Co. and the right to match any third-party offtake terms under the Offtake ROFR.

On March 8, 2018, JOGMEC announced that it had signed a memorandum of understanding with Hanwa to transfer 9.755% of its 21.95% interest in Waterberg JV Co. to Hanwa, which was the result of Hanwa winning JOGMEC's public tender held on February 23, 2018. In March 2019, the South African government approved this transaction, and the entire transfer process has been completed. Under the terms of the transaction, Hanwa has also acquired the metal rights to solely purchase all the metals produced from the Waterberg Project at market prices. JOGMEC has commenced a process to dispose of its remaining shareholding in Waterberg JV Co. As of the date of this MD&A, JOGMEC has not advised the Waterberg JV Co. partners of any pending transaction. Should JOGMEC propose a sale of any or all of its interests in Waterberg JV Co. to a non-Japanese company, PTM and Mnombo would have pro rata rights of first refusal to acquire a portion of the shares proposed for sale at the proposed sale price.

Environmental, Social and Governance ("ESG")

Corporate Social Responsibility

Being a responsible corporate citizen means protecting the natural environment associated with its business activities, providing a safe workplace for its employees and contractors, and investing in infrastructure, economic development, and health and education in the communities where the Company operates so that it can enhance the lives of those who work and live there beyond the life of such operations. The Company takes a long-term view of its corporate responsibility, which is reflected in the policies that guide its business decisions, and in its corporate culture that fosters safe and ethical behaviour across all levels of Platinum Group. The Company's goal is to ensure that its engagement with its stakeholders, including its workforce, industry partners, and the communities where it operates, is continued, mutually beneficial and transparent. By building such relationships and conducting ourselves in this manner, the Company can address specific concerns of its stakeholders and work cooperatively and effectively towards achieving this goal.

Approach

The Company and Waterberg JV Co. are committed to conducting business in a responsible and sustainable manner. Our core ESG values are:

- to maximize the positive effect of our projects and operations for all stakeholders;
- caring for the environment in which we operate;
- contributing to both the short-term and long-term development of our host communities;
- ensuring safe and secure workplaces for our employees;
- contributing to the welfare of our employees and local communities; and
- promoting good corporate governance, through openness, transparency, and accountability.

We are working to develop a set of performance indicators to measure and monitor key environmental, social sustainability and governance activities at the Waterberg Project. We wish to achieve a high level of understanding and commitment from those who carry out our day-to-day activities. Our social performance indicators aim to cover social risk management, grievance management and community investment. Our environmental performance indicators aim to cover environmental impact mitigation, audits, water, energy, greenhouse gas emissions and environmental remediation and rehabilitation. Health and safety performance indicators are also to be recorded and monitored.

ESG Reporting and Assessment

We have partnered with Digbee Ltd. ("**Digbee**") to utilize an industry approved set of frameworks to assess and disclose our ESG metrics. Platinum Group completed its inaugural ESG disclosure submission with Digbee in October 2021. Digbee, a United Kingdom based company, is a new mining-focused expert network and ESG disclosure platform with a goal to provide improved disclosure and better access to capital markets for mining companies involved with strong ESG practices. Digbee has been endorsed by leading financial firms who support the Digbee ESG initiative such as Blackrock Inc., BMO (defined below), and Dundee Corporation.

The Digbee ESG platform amalgamates over thirty initiatives and reporting standards to generate an appropriate ESG score for development stage mining companies. The Digbee reporting framework encompasses widely recognized ESG standards including, the Equator Principles, the Global Reporting Initiative Standards, the sustainability accounting standards of the Sustainability Accounting Standards Board, and the recommendations for more effective climate-related disclosures established by the Task Force on Climate Related Disclosure. Digbee provides a reporting framework to assist financial institutions in their own assessment of environmental and social risks in projects.

The Company's ESG submission was based on both corporate level and project level disclosure. As part of the Waterberg Mining Right application process the Company developed a wide ranging set of studies and plans in relation to potential ESG impacts. These studies and specialists were leveraged to form the basis of the Digbee ESG disclosure and subsequent outcomes.

Based on the information provided, Platinum Group achieved an overarching score from Digbee of BB with a range of CC to AA as of September 2021.

High Level Positive Outcomes from Digbee Assessment

- The commodities expected to be produced from this asset are recognized as being critical to the global energy transition.
- The original layout for the mining operation has been altered to reduce its potential impact on local communities, a sign that Platinum Group is listening and reacting to stakeholder engagement.
- Robust impact assessments have been completed providing good baselines for ongoing ESG monitoring.

High Level Potential Risks and Opportunities from Digbee Assessment

- The asset is located in an arid environment with the need to manage all water sources, pathways and receptors very carefully.
- While immediate local communities are generally supportive of the project, interaction between communities and mining companies in the larger region have led to civil dissatisfaction in the past.
- Information submitted pertaining to the tailings storage facility indicates that further studies are required to optimize the management of all related risks.

ESG Objectives

We are continuing to work on enhancements to our community engagement processes for all our mining and environmental matters. We consider all stakeholders and confirm our commitment to the health and safety of our employees and surrounding communities. Health and safety also remain a top priority. Our ESG objectives include:

- reducing planned water consumption;
- achieving full compliance with regulations and reporting of greenhouse gas emissions;
- achieving minimum impact on vegetation and supporting and enabling local biodiversity;
- reducing planned industrial waste;
- resolving individual community member grievances;
- continuing and improving stakeholder communication and engagement programmes; and
- achieving zero significant environmental incidents;

Environmental

We have commissioned independent environmental site inspections and environmental management program compliance assessments at the Waterberg Project for all our prospecting rights areas. Annual environmental reports are filed with regulators. To date, there have been no significant environmental incidents at our Waterberg operation since exploration began on the property in 2011. As a requirement to the grant of the Waterberg Mining Right an EIA and EMP were filed with governmental regulators after a comprehensive consultation process with communities, regulators, environmental institutions, and other stakeholders over the last ten years. Several independent, third-party specialist consultants completed component studies as a part of the application process. The EIA and EMP were subsequently approved by the relevant regulators.

During 2020, an environmental rehabilitation bond was established for the future costs of mine closure and environmental restoration. As the operations at the Waterberg Project increase, so too will the quantum of this bond.

During 2020, a study examining the use of battery electric equipment for the Waterberg Project was completed and a study examining possible water use reduction and dry stacking solutions for tailings was completed.

Furthermore, the mineral resources targeted at the Waterberg Project are mineable platinum group metals, being mainly palladium, platinum, and rhodium. These metals are important elements in terms of reducing harmful emissions from internal combustion engines. Platinum is a critical element in fuel cells and the “hydrogen economy” in general, highlighting the mine’s potential to contribute to a cleaner future.

Social

In response to the COVID-19 pandemic, we provided and delivered approximately US$5,000 in hygiene supplies, medical supplies, and personal protection equipment to local communities near the Waterberg Project. We ensured safe operation of exploration and office facilities during the government mandated and recommended activity suspensions. To date, work at the Waterberg Project has been related to exploration and engineering activities. Overall safety performance has been very good and strict safety protocols are followed.

We maintain an open communication policy with communities near the Waterberg Project. We responded to concerns raised by individuals regarding water resources, roadways, heritage sites and planned infrastructure locations by thoroughly investigating each reported concern or claim. Meetings were held with community leaders and site inspections occurred with local community members accompanied by independent consultants, NGOs, government agencies and regulators. Although no material issues or events of regulatory non-compliance by the Company have been identified after these investigations, the Company remains committed to operating in a responsible manner and continues to work with local community leadership to ensure any identified issues are resolved in an appropriate and professional manner and in compliance with governing regulations. Based on community meetings and direct feedback, and in part due to the Company's efforts to engage and support local communities, we believe local community residents support the development of the Waterberg Project and understand the expected economic benefits. Nonetheless, several parties within the local community filed appeals in 2021 objecting to the grant of the Waterberg Mining Right. Waterberg JV Co. has responded to each appeal and will follow the appropriate regulatory process in each instance.

Social and Labour Plans

The SLP was developed pursuant to DMRE guidelines for social and labour plans and has been submitted in accordance with regulation 46 of the MPRDA. The objective of a social and labour plan is to align the Company's social and labour principles with the related requirements established under Mining Charter 2018. These requirements include promoting employment and avoiding retrenchments, advancement of the social and economic welfare of all South Africans, contributing toward the transformation of the mining industry and contributing towards the socio-economic development of the communities proximal to the Waterberg Project. Contractors will be required to comply with the SLP and policies, including commitment to employment equity and BEE, proof of competence in terms of regulations, commitment to undertake training programs, compliance with all policies relating to recruitment, training, health and safety, etc. In terms of human resources training, the Waterberg Project SLP will establish objectives for adult-based education training, learnerships and development of the skills required by mining industry, portable skills training for transition into industries other than mining, education bursaries and internships. The SLP will also establish local economic development objectives for projects such as community centre refurbishment, high school refurbishment, water and reticulation projects, housing development, establishment of recreational parks and various other localized programmes for small scale industry, agriculture, entrepreneurship and health and education.

To support the DMRE approved SLP for affected communities near the Waterberg Project, we have budgeted expenditures amounting to R 335.6 million ($23.11 million at August 31, 2021) over a five-year period. Expenditures are subject to the grant of all required permits and the commencement of development activities on site. At the end of each five-year period a new SLP will be established, considering actual expenditures to date and changes to adjust for community feedback, needs and preferences. The current SLP includes the following provisions:

- *Human Resource Development*

  Waterberg JV Co. is aware of the importance of human resources to accomplish its business objectives. Skills development is the foundation for attaining competent and productive employees who can contribute to meeting the mine's business objectives and contribute to the upliftment of their communities through their own personal economic success. The skills development plan for the Waterberg Project budgets R 4.98 million ($0.34 million at August 31, 2021) for the achievement of future career development opportunities within the mining industry and beyond the needs of the mine's operational requirements. The skills development plan seeks to achieve portable skills through accredited qualification by certified training providers and programmes. Emphasis is to be applied to employment equity and to participation by historically disadvantaged South Africans and women. Learnership, internship, bursary and youth training programs are planned. Targets have been established for procurement and employment levels for women and for people from the local community.

- *Local Economic Development*

  The Local Economic Development ("**LED**") program will seek to enable local communities to become economically stronger by improving infrastructure, business skills, entrepreneurship, job creation and income. An amount of R 320.6

million ($22.07 million at August 31. 2021) has been budgeted for LED projects seeking to amplify opportunities as well as alleviate poverty within the surrounding communities of the mine. Programmes are to include infrastructure and educational support to local schools, mine and community bulk water supply and reticulation, extension and equipping of existing clinic/health facilities, and road construction.

- *Management of Downscaling*

  A budget of R 10.0 million ($0.69 million at August 31, 2021) has been established for training and skills development. We conducted a social audit and needs and skills assessment of the communities near the Waterberg Project to learn about these communities and to help direct our efforts towards the matters of importance to them. This work will guide our long-term training programs intended to increase skilled employment opportunities for local community members. Investment in human resource development and facilitation of training during the lifetime of the Waterberg Project intends to sustain skills that will support employment for workers beyond the life of the mine. The mine intends to comply with the Basic Conditions of Employment Act and the Department of Labour's Social Plan Guidelines with the goal of establishing skills that will be of value to employees at a future time of downscaling and retrenchment.

Governance

The Company has a Governance and Nomination Committee to ensure good corporate governance in the Company's stewardship. The committee's responsibilities include, but are not limited to:

- reviewing and making recommendations relating to respecting good corporate governance and the board's stewardship role in the management of the Company;
- the regular evaluation of the effectiveness of the board, its members, its committees and their charters;
- the evaluation of the performance of individual directors, the board as a whole, and committees of the board;
- the performance evaluation of the chairperson of the board and the chairperson of each board committee;
- the performance evaluation of the CEO and CFO, including performance against corporate objectives;
- CEO and CFO succession planning;
- overseeing compliance with the Company's Code of Business Conduct and Ethics, monitoring compliance with the code, investigating any alleged breach or violation of the code, authorizing any waiver granted in connection with the code; and
- overseeing compliance with any rules, regulations or guidelines promulgated by regulatory authorities relating to corporate governance.

On April 30, 2021, the Company established an Environmental, Health and Technical Advisory Committee to oversee capital projects and material transactions undertaken by the Company, its subsidiaries or its affiliates from an environmental, technical, financial and scheduling perspective and to be responsible for developing and monitoring standards for ensuring a safe and healthy work environment and to promote sustainable development.

The Company is subject to anti-corruption laws and regulations, including the Canadian Corruption of Foreign Public Officials Act and certain restrictions applicable to U.S. reporting companies imposed by the U.S. Foreign Corrupt Practices Act of 1977, as amended, and similar anti-corruption and anti-bribery laws in South Africa, that prohibit companies from bribing or making other prohibited payments to public officials to obtain or retain an advantage in the course of business.

The Company has previously adopted a Code of Business Conduct and Ethics, a Claw Back Policy, and a Whistle Blower Policy, amongst other customary codes and committees. During 2021 we established an Environmental, Health, Safety and Technical Committee comprised of cross-disciplinary directors.

We also adhere to the corporate governance policies of the Toronto Stock Exchange and the NYSE American, LLC ("**NYSE American**").

3. DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION

A) Liquidity, Capital Resources and Going Concern

<u>Recent Equity Financings</u>

On February 5, 2021, the Company announced an at-the-market-offering-sales-agreement with BMO Capital Markets. Under the sales agreement the Company could sell its common shares from time to time for up to $50 million in aggregate sales proceeds in "at the market" transactions (the "**2021 ATM**"). At August 31, 2021, the Company had sold 2,502,790 common shares at an average price of US$4.3754 pursuant to the 2021 ATM for net proceeds of $10.7 million after brokerage fees of $274 thousand. Subsequent to August 31, 2021 (as of November 24, 2021) the Company has issued 4,433,448 common shares at an average price of US$2.63, pursuant to the 2021 ATM for net proceeds of $11.4 million.

On December 8, 2020, the Company announced the closing of a non-brokered private placement with Deepkloof Limited ("**Deepkloof**"), a subsidiary of Hosken Consolidated Investments Limited ("**HCI**"). An aggregate of 1,121,076 shares were issued for US$2.23 per share for gross proceeds of $2.5 million (the "**December 2020 HCI PP**"). HCI maintained its approximate 31% interest in the Company when the December 2020 HCI PP closed. Pricing for the December 2020 HCI PP was set to be consistent with the Company's 2020 ATM (see below).

On October 15, 2020, the Company announced it had closed a non-brokered private placement with HCI. An aggregate of 1,146,790 shares were issued for US$2.18 per share resulting in gross proceeds of $2.5 million to the Company (the "**October 2020 HCI PP**"). HCI maintained its approximate 31% interest in the Company when the October 2020 HCI PP closed. Pricing for the October 2020 HCI PP was set to be consistent with the Company's 2020 ATM (see below).

On September 4, 2020, the Company announced an at-the-market-offering-sales-agreement with BMO Capital Markets. Under the sales agreement the Company could sell its common shares from time to time for up to $12 million in aggregate sales proceeds in "at the market" transactions (the "**2020 ATM**"). Common share sales pursuant to the 2020 ATM ended on November 30, 2020. Final sales were settled, and the 2020 ATM completed, on December 2, 2020. A total of 5,440,186 common shares at an average price of US$2.21 were sold pursuant to the 2020 ATM for net proceeds of $11.41 million after fees and expenses of $592 thousand, including brokerage fees of $300.

On June 17, 2020, the Company closed a non-brokered private placement of 1,221,500 shares at a price of US$1.40 for gross proceeds of $1.7 million. A 6% finders fee of $37,926 was paid in cash on a portion of the private placement.

On December 19, 2019, the Company closed a non-brokered private placement of 3,225,807 shares at a price of US$1.24 for gross proceeds of $4.0 million. A 6% finders fee of $54,232 was paid in cash on a portion of the private placement.

The following reconciles the use of gross proceeds to recent financings as at August 31, 2021 (*in thousands of dollars)*:

Use of Proceeds	**December 19, 2019 Private Placement**	**June 17, 2020 Private Placement**	**October 15, 2020 Private Placement**	**2020 ATM Offering**	**December 8, 2020 Private Placement**	**2021 ATM Offering**	**Aggregate Proceeds**	**Actual Use of Proceeds to August 31, 2021**
Partial repayment of the Sprott Facility	$0	$0	$1,250	$2,265	$1,250	$5,835	$10,600	$10,600
Payment of Bank Advisory Fees	$0	$700	$745	$1,445	$0	$0	$2,890	$2,890
General corporate purposes	$3,946	$1,010	$505	$8,290	$1,250	$5,116	$20,117	$19,608
TOTAL	$3,946	$1,710	$2,500	$12,000	$2,500	$10,951	$33,607	$33,098

<u>Convertible Senior Subordinated Notes</u>

On June 30, 2017, the Company issued and sold to certain institutional investors $20 million aggregate principal amount of 6 7/8% convertible senior subordinated notes due 2022 (the "**Convertible Notes**"). The net proceeds from the offering of

Convertible Notes were used primarily to fund direct expenditures relating to the operation, closure and care and maintenance of the Maseve mine until completion of the sale of the Maseve mine (the "**Maseve Transaction**"). The Convertible Notes bear interest at a rate of 6 7/8% per annum, payable semi-annually on January 1 and July 1 of each year, beginning on January 1, 2018, in cash or at the election of the Company, in common shares of the Company or a combination of cash and common shares, and will mature on July 1, 2022, unless earlier repurchased, redeemed or converted.

Subject to certain exceptions, the Convertible Notes are convertible at any time at the option of the holder, and may be settled, at the Company's election, in cash, common shares, or a combination of cash and common shares. After giving effect to the ten to one common share consolidation that occurred on December 13, 2018, the conversion rate is 100.1111 per $1,000 which is equivalent to a conversion price of approximately $9.989 per common share, representing a conversion premium of approximately 15% above the NYSE American closing sale price for the Company's common shares on June 27, 2017. The conversion rate will be subject to adjustment upon the occurrence of certain events. If the Company pays interest in common shares, such shares will be issued at a price equal to 92.5% of the simple average of the daily volume-weighted average price of the common shares for the 10 consecutive trading days ending on the second trading day immediately preceding the payment date, on the NYSE American or, if the common shares are not then listed on the NYSE American, on the principal U.S. national or other securities exchange or market on which the common shares are then listed.

On June 28, 2021, and December 29, 2020, the Company paid cash of $687,156 for bi-annual interest payable on $19.99 million of outstanding Convertible Notes. To July 1, 2021, the Company has paid interest of $5.54 million on the Convertible Notes, comprised of $2.06 million in cash and 2,592,966 in common shares, and issued 1,319 shares for $10,000 of conversions. Due to a limitation on conversion contained in the indenture governing the Convertible Notes, dated June 30, 2017, between the Company and The Bank of New York Mellon (the "**Indenture**"), no more than 2,954,278 common shares, being 19.9% of the number of common shares outstanding on June 30, 2017, may be issued in settlement of interest payments or conversions. A total of 361,312 common shares currently remain as potentially issuable in settlement of future interest payments or conversions.

After July 1, 2020, until the maturity date, the Company has the right to redeem all or part of the outstanding Convertible Notes at a price, payable in cash, of 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. Upon the occurrence of a fundamental change as defined in the Indenture, the Company must offer to purchase the outstanding Convertible Notes at a price, payable in cash, equal to 100% of the principal amount of the Convertible Notes, plus accrued and unpaid interest, if any.

The Convertible Notes are unsecured senior subordinated obligations and are subordinated in right of payment to the prior payment in full of all the Company's existing and future senior indebtedness pursuant to the Indenture. The Company may issue additional Convertible Notes in accordance with the terms and conditions set forth in the Indenture. The Indenture contains certain additional covenants, including covenants restricting asset dispositions, issuances of capital stock by subsidiaries, incurrence of indebtedness, business combinations and share exchanges.

Sprott Facility

On August 15, 2019, the Company entered into the Sprott Facility, pursuant to which the Sprott Lenders advanced $20 million bearing interest at 11% per annum, compounded monthly. Monthly interest payments totaling $1.59 million were paid to Sprott in the year ended August 31, 2021, with a further $0.17 million in interest paid subsequent to year end.

The Sprott Facility was originally scheduled to mature on August 14, 2021; however, the Company exercised an option to extend the maturity date for $10.0 million in principal by one year in exchange for a payment in cash of $300,000, being three percent of the outstanding principal amount not required to be repaid on the original maturity date. Early repayment before the amended maturity date of August 14, 2022 is permitted. The Company continues to be required to maintain certain minimum working capital and cash balances under the Sprott loan and can pay down the balance of the loan at its discretion up until maturity.

The Sprott Facility requires a cash sweep of 50% of the Company's net proceeds from equity offerings or new debt securities be applied to repayment of the Sprott Facility. However, from the aggregate net proceeds of the 2020 ATM, the October 2020 HCI PP and the December 2020 HCI PP, Sprott allowed the Company to pay Sprott a reduced amount of $4.8 million, with the balance of what would otherwise be due to Sprott of $3.39 million being retained by the Company for working capital and to settle $2.89 million of deferred bank advisory fees (the "**Bank Advisory Fees**"), as described below. Looking forward, 50% of the net proceeds from the 2021 ATM are to be repaid to Sprott. To date the actual principal balance of the Sprott Facility has been reduced by cash payments of $16.4 million, leaving the principal amount outstanding at $3.6 million.

Bank Advisory Fees

BMO Nesbitt Burns Inc. ("**BMO**") and Macquarie have provided strategic advisory services to the Company. Effective October 22, 2018, the formal agreement between the Company and Macquarie was terminated by mutual consent. Pursuant to the Maseve Transaction and the Implats Transaction, BMO and Macquarie earned aggregate advisory fees of approximately $3.8 million. In October 2017, the Company paid BMO and Macquarie an aggregate of $1.0 million after the closing of the Implats Transaction and also agreed to pay the remaining balance of approximately $2.89 million as soon as practicable following the final repayment of all secured debt. At August 31, 2021, the balance of deferred Bank Advisory Fees due to BMO and Macquarie was paid in full.

Going Concern

The Company currently has limited financial resources. The Company incurred a loss of $13.1 million during the year ended August 31, 2021 and used cash in operating activities of $8.1 million. The Sprott Facility matures on August 14, 2022. At August 31, 2021, the Company owed $9.4 million of principal to Sprott and $19.99 million on the convertible notes and a working capital deficiency of $23.6 million. The Company has no sources of operating income at present. The Company's ability to continue operations in the normal course of business will depend upon its ability to secure additional funding by methods which could include debt refinancing, equity financing, sale of assets and strategic partnerships. The Company will continue to work closely with its major shareholders and lenders. Management believes the Company will be able to secure further funding as required although there can be no assurance that these efforts will be successful. Material uncertainties exist resulting in substantial doubt as to the ability of the Company to continue to meet its obligations as they come due and hence, the ultimate appropriateness of the use of accounting principles applicable to a going concern.

Contractual Obligations

The following table discloses the Company's contractual obligations as at August 31, 2021 (*in thousands of dollars):*

Payments Due By Year					
	< 1 Year	1 – 3 Years	4 – 5 Years	> 5 Years	Total
Lease Obligations	$ 120	$ 162	$ -	$ -	$ 282
Environmental Bonds	41	83	83	-	207
Discovery Drilling	266	-	-	-	266
Convertible Notes[1]	21,364	-	-	-	21,364
Sprott Facility[2]	10,578	-	-	-	10,578
Totals	**$ 32,369**	**$ 245**	**$ 83**	**$ -**	**$ 32,697**

(1) Subject to certain limitations, a portion of the Convertible Notes and related interest may be settled in common shares of the Company.
(2) During the fiscal fourth quarter the Company exercised an option to extend the maturity date for $10.0 million in principal by one year until August 14, 2022. As of the date of this MD&A the principal balance due was $3.6 million.

Other contingencies: Refer to section 8 below – Risk Factors.

Accounts Receivable and Payable

2021 ATM proceeds receivable at August 31, 2021 totaled $0.2 million consisting of 2021 ATM proceeds from shares sold prior to year end being received after year end. Accounts receivable at August 31, 2021, totaled $0.3 million (August 31, 2020 - $0.2 million) being comprised mainly of South African value added taxes.

Accounts payable and accrued liabilities at August 31, 2021, totaled $2.5 million (August 31, 2020 - $1.4 million) being mainly comprised of payables related to drilling on the Waterberg Project.

B) Results of Operations

Year Ended August 31, 2021

For the year ended August 31, 2021, the Company incurred a net loss of $13.1 million (August 31, 2020 – net loss of $7.1 million). The loss in the previous comparable year was lower due to a $3.1 million realized gain on the expiry of warrants. In the current year, share based compensation was $3.2 million (August 31, 2020 $1.6 million) with the increase due to an increased fair value of the options granted during the current year resulting from a higher share price at the grant date. General and administrative expenses were $5.1 million (August 31, 2020 - $3.7 million) with the increase due mostly to a $0.83 million severance payment to the Company's former CEO pursuant to a formal separation agreement. Interest expense of $5.1 million (August 31, 2020 - $5.5 million) was lower due to the reduction in debt during the current year. The currency translation adjustment recognized in the period was a gain of $4.9 million (August 31, 2020 - $4.5 million loss) due to the Rand increasing in value relative to the U.S. Dollar during the current year.

Three Month Period Ended August 31, 2021

For the three month period ended August 31, 2021, the Company incurred a net loss of $4.2 million (August 31, 2020 – net loss of $1.2 million). General and administrative expenses were $2.2 million (August 31, 2020 - $1.0 million) with the increase due mostly to a $0.83 million severance payment to the Company's former CEO pursuant to a formal separation agreement. A foreign exchange loss of $1.0 million was recognized in the current period (August 31, 2020 $1.9 million gain) due to a decrease in the value of the Canadian Dollar relative to the US Dollar in the current period. The currency translation adjustment recognized in the current period is a loss of $1.2 million (August 31, 2020 - $0.4 million loss) due to the Rand decreasing in value relative to the U.S. Dollar in the current period.

Quarterly Financial Information

The following tables set forth selected quarterly financial data for each of the last eight quarters *(In thousands of dollars, except for share data):*

Quarter ended	**Aug. 31, 2021**	**May 31, 2021**	**Feb. 28, 2021**	**Nov. 30, 2020**
Net finance income(1)	$ 24	$ 25	$ 24	$ 24
Net loss(2)	4,228	2,282	3,989	2,564
Basic loss per share(3)	0.06	0.03	0.06	0.04
Total assets	51,199	54,497	50,771	46,256
Quarter ended	**Aug. 31, 2020**	**May 31, 2020**	**Feb. 29, 2020**	**Nov. 30, 2019**
Net finance income(1)	$ 24	$ 28	$ 43	$ 63
Net (income) loss(2)	1,230	3,352	3,100	(554)
Basic (earnings) loss per share(3)	0.02	0.05	0.05	(0.01)
Total assets	37,415	40,545	41,140	41,769

Notes:

(1) The Company earns income from interest bearing accounts and deposits. Rand balances earn higher rates of interest than can be earned at present in Canadian or U.S. Dollars. Interest income varies relative to cash on hand.

(2) Net loss by quarter and total assets are affected by the timing and recognition of infrequent, larger transactions. In November 2019, the Company incurred a gain of $3.1 million on the cancellation of expired warrants.

(3) Basic (earnings) loss per share is calculated using the weighted average number of common shares outstanding. The Company uses the treasury stock method to calculate diluted earnings per share. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised

or converted to common shares. In periods when a loss is incurred, the effect of share issuances under options would be anti-dilutive, resulting in basic and diluted loss per share being the same.

Annual Financial Information *(in thousands of dollars, except for share data)*

	Year ended August 31, 2021	Year ended August 31, 2020	Year ended August 31, 2019
Interest Income	$97(1)	$158(1)	$364(1)
Net loss	$13,063	$7,128	$16,776
Basic loss per share	$0.18(2)	$0.11(2)	$0.52(2)
Diluted loss per share	$0.18(2)	$0.11(2)	$0.52(2)
Total assets	$51,199	$37,415	$43,706
Short term debt	$9,088	-	-
Long term debt	-	$19,337	$21,560
Convertible Notes	$18,716	$17,212	$18,785
Dividends	Nil	Nil	Nil

Notes:
(1) The Company's only source of income during the years ending August 31, 2019 to 2021 was interest income from interest bearing accounts held by the Company.
(2) Basic loss per share is calculated using the weighted average number of common shares outstanding. The Company uses the treasury stock method for the calculation of diluted earnings per share. Diluted per share amounts reflect the potential dilution that could occur if securities or other contract to issue common shares were exercised or converted to common shares. In periods where a loss is incurred, the effect of potential issuances of shares under options and share purchase warrants would be anti-dilutive, and accordingly basic and diluted loss per share are the same. On December 31, 2018, the Company announced that effective December 17, 2018 its common shares would be consolidated on the basis of one new share for ten old shares (1:10). All information regarding the issued and outstanding common shares, options and weighted average number and per share information has been retrospectively restated to reflect the fiscal 2019 ten to one consolidation.

4. Dividends

The Company has never declared nor paid dividends on its common shares. The Company has no present intention of paying dividends on its common shares, as it anticipates that in the foreseeable future all available funds will be invested to finance its business. The Company plans to consider a dividend policy upon the establishment of positive cash flow.

5. Related Party Transactions

All amounts receivable and accounts payable owing to or from related parties are non-interest bearing with no specific terms of repayment. All related party transactions are in the normal course of business and are recorded at consideration established and agreed to by the parties. Transactions with related parties are as follows *(in thousands of dollars)*:

i. During the year ended August 31, 2021, an amount of $858 thousand ($313 thousand – August 31, 2020) was paid or accrued to independent directors for directors' fees and services.

ii. During the year ended August 31, 2021, the Company was paid or accrued payments of $57 thousand ($54 thousand – August 31, 2020) from West Vault Mining Inc. (formerly West Kirkland Mining Inc.), a company with one officer in common, for accounting and administrative services.

iii. In fiscal 2018, Company closed a private placement with Deepkloof whereby HCI acquired a right to nominate one person to the board of directors of the Company and a right to participate in future equity financings of the Company to maintain its pro-rata interest. HCI has exercised its right to nominate one person to the board of directors. A summary of HCI's share acquisitions from the Company follows:

Common Shares Acquired from the Company by HCI

Date	Placee	Shares	Price US$	Acquisition Method
May 2018	Deepkloof	2,490,900	$1.50	Prospectus Offering

Date	Placee	Shares	Price US$	Acquisition Method
May 2018	Deepkloof	1,509,099	$1.50	Private Placement
February 2019	Deepkloof	2,141,942	$1.33	Private Placement
April 2019	Deepkloof	177,000	$1.70	Exercise of Warrants
June 2019	Deepkloof	80,000	$1.70	Exercise of Warrants
June 2019	Deepkloof	1,111,111	$1.17	Private Placement
August 2019	Deepkloof	6,940,000	$1.32	Private Placement
August 2019	Deepkloof	2,856,000	$1.25	Prospectus Offering
December 2019	Deepkloof	1,612,931	$1.24	Private Placement
June 2020	Deepkloof	500,000	$1.40	Private Placement
October 2020	Deepkloof	1,146,790	$2.18	Private Placement
December 2020	Deepkloof	1,121,076	$2.23	Private Placement
		21,686,849		

During 2018 and 2019 HCI also acquired 663,005 shares of the Company in the public market. During the month of February 2021 HCI reported the sale of 757,833 common shares of the Company. At August 31, 2021, HCI's ownership of the Company was reported at 21,297,526 common shares, representing a 28.3% interest in the Company.

Key Management Compensation (in 000's)

The remuneration the CEO, CFO and other key management personnel and the directors during the years ended August 31, 2021 to 2019 is as follows:

Year ended	August 31, 2021		August 31, 2020		August 31, 2019	
Salaries	$	1,236	$	916	$	927
Severance[1]		828		-		-
Directors fees		241		261		171
Share-based payments – management		2,556		907		393
Share-based payments - directors		617		52		155
Total	**$**	**5,478**	**$**	**2,136**	**$**	**1,646**

[1]During the year, the Company's former President and CEO resigned from the Company

6. Off-Balance Sheet Arrangements

The Company does not have any special purpose entities nor is it party to any off-balance sheet arrangements.

7. Outstanding Share Data

The Company has an unlimited number of common shares authorized for issuance without par value. At August 31, 2021, there were 75,271,126 common shares, 3,808,521 incentive stock options and 547,992 restricted share units outstanding. At November 24, 2021 the Company has 79,725,574 common shares issued as well as 3,840,521 incentive stock options and 536,992 restricted share units outstanding.

8. Risk Factors

The Company is subject to a number of risks and uncertainties, each of which could have an adverse effect on results, business prospects or financial position. For a comprehensive list of the risks and uncertainties affecting our business, please refer to the section entitled "Risk Factors" in the 2021 AIF and 2021 20-F, and the documents incorporated by reference therein. The Company's 2021 AIF and 2021 20-F may be found on EDGAR at www.sec.gov and on SEDAR at www.sedar.com. Certain risk factors are discussed below in more detail.

Impact of COVID-19

In December 2019, a novel strain of coronavirus known as SARS-CoV-2 which is responsible for the disease known as COVID-19 surfaced in Wuhan, China and has spread around the world, with resulting business and social disruption. COVID-19 was declared a worldwide pandemic by the World Health Organization on March 11, 2020. The speed and extent of the spread of COVID-19, and the duration and intensity of resulting business disruption and related financial and social impact, are uncertain. Further, the extent and manner to which COVID-19, and measures taken by governments, the Company or others to attempt to reduce the spread of COVID-19, may affect the Company and cannot be predicted with certainty.

COVID-19 and the related measures taken by government have had and may continue to have an adverse impact on many aspects of the Company's business including, employee health, workforce productivity and availability, travel restrictions, contractor availability, supply availability, the Company's ability to maintain its controls and procedures regarding financial and disclosure matters and the availability of insurance and the costs thereof, some of which, individually or when aggregated with other impacts, may be material to the Company.

With effect from March 26, 2020, the Government of South Africa ordered a hard national lockdown until April 21, 2020, where all residents of South Africa could only leave their residence under strictly controlled circumstances (e.g. to buy food, seek medical assistance) in order to address the COVID-19 pandemic. The hard lockdown was thereafter extended to April 30, 2020. Currently, South Africa is under a phased risk-alert lockdown process, with Level 5 being the hard, drastic lockdown that was imposed during April 2020 and Level 1 being a return to normalcy, but retaining the use of masks, sanitizers, and social distancing. Level 1 was re-implemented on September 21, 2020. The relaxation of the hard lockdown resulted in the number of infections increasing and accelerating in South Africa. In response the Government moved South Africa from Level 1 to an adjusted Level 3 lockdown on December 29, 2020, with further Level 3 adjustments made on January 11, 2020. On March 1, 2021, South Africa moved to an adjusted Level 1 because of significant reductions in new infections. On May 31, 2021, the country was moved from adjusted level 1 to an adjusted alert level 2, due to a third wave of infections. On June 15, 2021, the country was moved to alert level 3. On June 28, 2021, the country was moved to adjusted level 4, with the Delta variant fast becoming the dominant strain in the country. On July 26, 2021 and afterwards alert levels were reduced until they once again reached adjusted Level 1 on October 1, 2021, where they remain as of the date of this MD&A. The Company cannot provide any assurances that governments in Canada or South Africa will not implement measures that result in suspension or reduction of development operations at Waterberg Project or other projects the Company is involved in.

In addition, the actual or threatened spread of COVID-19 globally, and responses of governments and others to such actual or threatened spread, could also have a material adverse effect on the global economy, could continue to negatively affect financial markets, including the price of palladium and platinum and the trading price of the Company's shares, could adversely affect the Company's ability to raise capital, and could cause continued interest rate volatility and movements that could make obtaining financing or refinancing debt obligations more challenging or more expensive. Furthermore, with regard to the Company, the COVID-19 pandemic and the measures implemented for the prevention, mitigation and management thereof may result in delays in the grant of a water use licence or other authorisations and permits required for the Waterberg Project by reason of regulatory officials not being available, the restriction on the movement of persons to conduct inspections and site visits and the inability to meet with community consultative forums.

Africa Wide

On September 20, 2018, the Company reported receipt of a summons issued by Africa Wide, formerly the holder of a 17.1% interest in Maseve, commencing legal proceedings in South Africa against PTM RSA, Royal Bafokeng Platinum Limited ("**RBPlat**") and Maseve in relation to the Maseve Transaction. Africa Wide sought to set aside the closed Maseve Transaction. On an exception application, RBPlat successfully challenged, with costs, Africa Wide's claim on the grounds that its particulars of claim were vague and embarrassing and/or lacked averments necessary to sustain a cause of action. Africa Wide was given leave to amend its particulars of claim and filed amended particulars of claim on April 17, 2019.

On May 9, 2019, PTM filed notice in the High Court requiring Africa Wide to produce those agreements and documents upon which it has based its claim. Africa Wide responded to the effect that the requested documentation was either in our possession or not required for the defendants to plead. We filed a plea of our defences to Africa Wide's claims on July 19, 2019. RBPlat and Maseve likewise filed pleas of their defences on the same date. All of the defendants, when so doing, also raised a special plea of non-joinder, on the basis that Africa Wide had not, on its own version of the facts and events contended for, joined all parties to the proceedings who have a direct and substantial interest in the relief that Africa Wide sought. After initially resisting these special pleas, Africa Wide has subsequently conceded the need to join additional defendants. Pursuant to bringing a joinder application, Africa Wide joined Royal Bafokeng Resources (Pty) Limited ("**RBR**") as a 4th defendant to the action and made further amendments to its particulars of claim on June 10, 2020. We delivered a consequentially amended plea on October 2, 2020.

On November 12, 2020, Africa Wide delivered yet a further amendment to its particulars of claim. Africa Wide, in terms of these further amended particulars of claim, seeks to set aside the Maseve sale transaction, and an order directing that RBR return to Maseve all assets received by it pursuant to the sale transaction, and that the shares transferred pursuant thereto, be returned to it. In consequence of this development a case management meeting followed before the judge allocated to deal with this matter, and the judge has directed that the matter proceeds in accordance with the practice directive pertaining to commercial court matters. Further pleadings, statements and documents were exchanged during 2020. The matter proceeded to trial in the High Court over the period October 4 to 8, 2021. Final heads of argument were filed on November 9, 2021 and final arguments are to be heard by the Court in January 2022.

While both the Company and RBPlat believe, after receiving legal advice, that the Africa Wide action, as further amended, remains procedurally, factually and legally defective in certain material respects, no assurance can be provided that we will prevail in this action. If Africa Wide were successful, it could have a material adverse effect on the Company.

9. Outlook

The Company's key business objective is to advance the palladium dominant Waterberg Project to a development and construction decision. At the time of writing this MD&A Waterberg JV Co. is in process to design, budget and carry out early work programmes for the Waterberg Project, including the erection of fences, ground clearing, geotechnical drilling and infrastructure engineering and surveying. The Company continues to work closely with regional and local communities and their leadership on how the mine can be developed to provide optimal outcomes and best value to all stakeholders. The Company continues to work on advancing project permitting, infrastructure servitudes and community relationships with its partners Implats, JOGMEC, Hanwa and Mnombo, through a technical committee of Waterberg JV Co.

The Company and Waterberg JV Co. have begun a process to assess commercial alternatives for mine development, financing and concentrate offtake. Several parties are currently in discussions with the Company. The Implats Offtake ROFR allows Implats the opportunity to match any offtake terms offered by a bona fide third party. Concentrate offtake discussions with Implats also continue. The Company is also conducting research and formal studies to assess the economic feasibility of establishing a dedicated Waterberg matte furnace as an alternative to a traditional concentrate offtake arrangement.

The market for PGEs, palladium and rhodium in particular, has improved since 2019, resulting in a higher overall 4E metal basket price in 2020 and 2021. In 2021, the impact of a global shortage of semi-conductor chips did result in reduced global automotive production. The concurrent reduction in demand for PGEs resulted in prices for each of the PGEs to fall from their zeniths, which occurred in approximately February to April of 2021. Once the effects of the semi-conductor chip shortage are rectified, projected in 2022 or into 2023, analysts estimate a return to strength in the market for platinum, palladium and rhodium based on projections for a recovery in car sales, the potential for the emergence of hydrogen-based energy technologies utilizing PGEs, as well as the potential for the use of PGEs in new lithium battery technologies. As the world seeks to decarbonize and look for solutions to climate change, the unique properties of PGEs as powerful catalysts are being applied to various technologies as possible solutions for more efficient energy generation.

The Company's battery technology initiative through Lion with Amplats represents a new opportunity in the high-profile lithium battery research and innovation field. The investment in Lion creates a potential vertical integration with a broader industrial market development strategy to bring new technologies to market which use palladium and platinum. Research and development efforts by FIU on behalf of Lion continue. Technical results from Lion's research may have application to a majority of lithium ion battery chemistries and the scope of Lion's research work is being expanded.

The Company will continue to follow government health directives in the months ahead and will make the health and safety of employees a priority. The Company plans to drive ahead with its core business objectives while reducing costs where possible in this period of market uncertainty.

As well as the discussions within this MD&A, the reader is encouraged to also see the Company's disclosure made under the heading "Risk Factors" in the Company's 2021 AIF and separate 2021 20-F.

10. Critical Accounting Estimates and Judgements

The preparation of the Company's consolidated financial statements in conformity with IFRS required management to use estimates and assumptions that affect the reported amounts of assets and liabilities, as well as income and expenses. The Company's accounting policies are described in Note 3 of the Company's audited consolidated financial statements for the year ended August 31, 2021.

Determination of ore reserve and mineral resource estimates

The Company estimates its ore reserves and mineral resources based on information compiled by Qualified Persons as defined by NI 43-101. Reserves determined in this way are used in the calculation of depreciation, amortization and impairment charges, and for forecasting the timing of the payment of closure and restoration costs. In assessing the life of a mine for accounting purposes, mineral resources are only taken into account where there is a high degree of confidence of economic extraction. There are numerous uncertainties inherent in estimating ore reserves, and assumptions that are valid at the time of estimation and they may change significantly when new information becomes available. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in reserves being restated. Such changes in reserves could impact depreciation and amortization rates, asset carrying values and provisions for close down and restoration costs.

Assumption of control of Mnombo and Waterberg JV Resources for accounting purposes

The Company has judged that it controls Mnombo for accounting purposes as it owns 49.9% of the outstanding shares of Mnombo and has contributed all material capital to Mnombo since acquiring its 49.9% share. From inception to date, the Company has funded both the Company's and Mnombo's share of expenditures on the Waterberg Project. At August 31, 2021, Mnombo owed the Company approximately $6.9 million for funding provided. Currently there are no other sources of funding known to be available to Mnombo. If in the future Mnombo is not deemed to be controlled by the Company, the assets and liabilities of Mnombo would be derecognized at their carrying amounts. Amounts recognized in other comprehensive income would be transferred directly to retained earnings. If a retained interest remained after the loss of control, it would be recognized at its fair value on the date of loss of control. Although the Company controls Mnombo for accounting purposes, it does not have omnipotent knowledge of Mnombo's other shareholders activities. Mnombo's 50.01% shareholders are historically disadvantaged South Africans. The Company also determined that it controls Waterberg JV Co. given its control over Mnombo as well as its power over the investee.

11. Disclosure Controls and Internal Control Over Financial Reporting

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed in filings made pursuant to both the SEC and Canadian Securities Administrators requirements are recorded, processed, summarized and reported in the manner specified by the relevant securities laws applicable to the Company. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the applicable securities legislation is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

Management is responsible for establishing and maintaining adequate internal controls over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external reporting purposes in accordance with IFRS as issued by the IASB.

Internal control over financial reporting, no matter how well designed, has inherent limitations. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of the Company's internal control over financial reporting as at August 31, 2021. In making its assessment, management has used the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("**COSO**") to evaluate the Company's internal control over financial reporting. Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as at that date.

The effectiveness of the Company's internal control over financial reporting as at August 31, 2021 has been audited by PriceWaterhouseCoopers LLP, the Company's independent registered public accounting firm, as stated in their report, which is included with the Company's annual consolidated financial statements.

12. Other Information

Additional information relating to the Company for the year ended August 31, 2021, may be found on SEDAR at *www.sedar.com* and on EDGAR at *www.sec.gov*. Readers are encouraged to review the Company's audited annual consolidated financial statements for the year ended August 31, 2021, together with the notes thereto as well as the Company's 2021 20-F and separate 2021 AIF filed in Canada.

13. List of Directors and Officers

Directors

Diana Walters
Frank R. Hallam
Timothy Marlow
Stuart Harshaw
John Copelyn

Officers

Frank R. Hallam (Interim President & CEO)
Greg Blair (Interim CFO)
Kris Begic (VP, Corporate Development)
Mimy Fernandez-Maldonado (Corporate Secretary)