UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of: January, 2017

Commission File Number: 001-33562

PLATINUM GROUP METALS LTD.

Suite 788 – 550 Burrard Street, Vancouver BC, V6C 2B5, CANADA
Address of Principal Executive Office

Indicate by check mark whether the registrant files or will file annual reports under cover:

Form 20-F ☐ Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PLATINUM GROUP METALS LTD.

Date: January 13, 2017	*//signed//* R. Michael Jones President and Chief Executive Officer

EXHIBIT INDEX

EXHIBITS 99.1 AND 99.2 INCLUDED WITH THIS REPORT ARE HEREBY INCORPORATED BY REFERENCE INTO THE REGISTRANT'S REGISTRATION STATEMENT ON FORM F-10 (FILE NO. 333-213985) (THE "REGISTRATION STATEMENT"), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED, AND EXHIBIT 99.3 IS HEREBY INCORPORATED BY REFERENCE AS AN EXHIBIT TO THE REGISTRATION STATEMENT.

Exhibit	Description
99.1	Condensed Consolidated Interim Financial Statements for the Three Months Ended November 30, 2016
99.2	Management's Discussion and Analysis for the Period Ended November 30, 2016
99.3	Consent of R. Michael Jones
99.4	Form 52-109F2 — Certification of Interim Filings - CEO
99.5	Form 52-109F2 — Certification of Interim Filings - CFO
99.6	News Release dated January 13, 2017

Exhibit 99.1

PLATINUM GROUP METALS

PLG:NYSE MKT
PTM:TSX

Platinum Group Metals Ltd.
(An Exploration and Development Stage Company)

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

For the three months ended November 30, 2016

Filed: January 13, 2017

PLATINUM GROUP METALS LTD.
(An exploration and development stage company)
Condensed Consolidated Interim Statements of Financial Position
(**in thousands of United States Dollars**)

	November 30, 2016	August 31, 2016
ASSETS		
Current		
Cash and cash equivalents	$ 27,507	$ 16,450
Amounts receivable (Note 3)	5,800	6,087
Prepaid expenses	259	367
Total current assets	**33,566**	**22,904**
Performance bonds	5,262	4,912
Exploration and evaluation assets (Note 5)	23,858	22,346
Property, plant and equipment (Note 4)	514,156	469,696
Total assets	**$ 576,842**	**$ 519,858**
LIABILITIES		
Current		
Accounts payable and other liabilities	$ 16,832	$ 16,920
Loan payable (Note 6)	2,083	26,667
Total current liabilities	**18,915**	**43,587**
Loans payable (Note 6)	79,722	54,586
Asset retirement obligation	2,380	2,237
Total liabilities	**101,017**	**100,410**
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	755,320	714,190
Contributed surplus	24,075	24,003
Accumulated other comprehensive loss	(215,421)	(232,179)
Deficit	(127,651)	(125,245)
Total shareholders' equity attributable to shareholders of Platinum Group Metals Ltd.	**436,323**	**380,769**
Non-controlling interest	39,502	38,679
Total shareholders' equity	**475,825**	**419,448**
Total liabilities and shareholders' equity	**$ 576,842**	**$ 519,858**

CONTINGENCIES AND COMMITMENTS (NOTE 9)

Approved by the Board of Directors and authorized for issue on January 13, 2017

"Iain McLean"
Iain McLean, Director

"Eric Carlson"
Eric Carlson, Director

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

PLATINUM GROUP METALS LTD.

(An exploration and development stage company)

Condensed Consolidated Interim Statements of Income (Loss) and Comprehensive Income (Loss)

(in thousands of United States Dollars)

	Three months ended November 30, 2016	Three months ended November 30, 2015
Expenses		
General and administrative	$ 1,167	$ 1,394
Foreign exchange loss (gain)	1,543	(399)
Stock compensation expense	40	—
	2,750	995
Other loss (income)		
Net finance income	(300)	(283)
Loss for the period	**2,450**	**712**
Items that may be subsequently reclassified to net loss:		
Currency translation adjustment	(17,625)	40,911
Comprehensive (income) loss for the period	**(15,175)**	**41,623**
(Income) Loss attributable to:		
Shareholders of Platinum Group Metals Ltd.	2,457	634
Non-controlling interests	(7)	78
	$ 2,450	$ 712
Comprehensive (income) loss attributable to:		
Shareholders of Platinum Group Metals Ltd	(14,301)	38,543
Non-controlling interests	(874)	3,080
	$ (15,175)	$ 41,623
Basic and diluted loss per common share	$ 0.03	$ 0.01
Weighted average number of common shares outstanding		
Basic and diluted	97,058,182	76,970,915

See accompanying notes to the condensed consolidated interim financial statements

PLATINUM GROUP METALS LTD.

(An exploration and development stage company)

Condensed Consolidated Interim 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, 2015	**76,894,302**	**$ 681,762**	**$ 23,646**	**$ (185,872)**	**$ (104,570)**	**$ 414,966**	**$ 58,380**	**$ 473,346**
Shares issued for loan facilities (Note 6)	697,169	1,584	—	—	—	1,584	—	1,584
Transactions with non-controlling interest (Note 4)	—	—	—	—	80	80	(80)	—
Foreign currency translation adjustment	—	—	—	(37,909)	—	(37,909)	(3,002)	(40,911)
Net loss for the period	—	—	—	—	(634)	(634)	(78)	(712)
Balance, November 30, 2016	**77,591,471**	**$ 683,346**	**$ 23,646**	**$ (223,781)**	**$ (105,124)**	**$ 378,087**	**$ 55,220**	**$ 433,307**
Stock based compensation	—	—	357	—	—	357	—	357
Share issuance — financing	11,000,000	33,000	—	—	—	33,000	—	33,000
Share issuance costs	—	(2,959)	—	—	—	(2,959)	—	(2,959)
Shares issued for loan facilities (Note 6)	263,307	800	—	—	—	800	—	800
Shares issued upon the exercise of options	2,250	3	—	—	—	3	—	3
Foreign currency translation adjustment	—	—	—	(8,398)	—	(8,398)	(643)	(9,041)
Net loss for the period	—	—	—	—	(20,121)	(20,121)	(15,898)	(36,019)
Balance, August 31, 2016	**88,857,028**	**$ 714,190**	**$ 24,003**	**$ (232,179)**	**$ (125,245)**	**$ 380,769**	**$ 38,679**	**$ 419,448**
Stock based compensation	—	—	72	—	—	72	—	72
Share issuance — financing	22,230,000	40,014	—	—	—	40,014	—	40,014
Share issuance costs	—	(3,134)	—	—	—	(3,134)	—	(3,134)
Shares issued for loan facilities (Note 6)	1,716,591	4,250	—	—	—	4,250	—	4,250
Transactions with non-controlling interest (Note 4)	—	—	—	—	51	51	(51)	—
Foreign currency translation adjustment	—	—	—	16,758	—	16,758	867	17,625
Net loss for the period	—	—	—	—	(2,457)	(2,457)	7	(2,450)
Balance November 30, 2016	**112,803,619**	**$ 755,320**	**$ 24,075**	**$ (215,421)**	**$ (127,651)**	**$ 436,323**	**$ 39,502**	**$ 475,825**

See accompanying notes to the condensed consolidated interim financial statements

PLATINUM GROUP METALS LTD.
(An exploration and development stage company)
Condensed Consolidated Interim Statements of Cash Flows
(**in thousands of United States Dollars**)

	Three months ended	
	November 30, 2016	**November 30, 2015**
OPERATING ACTIVITIES		
Loss for the period	$ (2,450)	(712)
Add items not affecting cash:		
Depreciation	106	135
Unrealized foreign exchange gain	136	723
Stock compensation expense	30	—
Net change in non-cash working capital (Note 10)	1,856	2,439
	(322)	2,585
FINANCING ACTIVITIES		
Share issuance	40,014	—
Share issuance costs	(3,134)	—
Interest paid on debt (Note 6)	(1,049)	—
Cash proceeds from debt (Note 6)	5,000	80,000
Debt principal repayment	(2,500)	—
Costs associated with the debt (Note 6)	(79)	(1,100)
	38,252	78,890
INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(31,277)	(38,030)
Proceeds from the sale of concentrate	3,947	—
Net Movement in South African VAT Receivable	(1,017)	1,900
Performance bonds	(139)	(584)
	(28,486)	(36,714)
Net (decrease) increase in cash and cash equivalents	**9,444**	**44,761**
Effect of foreign exchange on cash and cash equivalents	1,613	(3,059)
Cash and cash equivalents, beginning of period	**16,450**	**39,082**
Cash and cash equivalents, end of period	**$ 27,507**	**$ 80,784**

See accompanying notes to the condensed consolidated interim financial statements

(In thousands of United States Dollars unless otherwise noted)

1. NATURE OF OPERATIONS

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 MKT LLC in the United States. The Company's address is Suite 788-550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

The Company is an exploration and development company conducting work on mineral properties it has staked or acquired by way of option agreements in the Republic of South Africa. The Company is currently developing and operating the Maseve platinum and palladium mine (the " **Maseve Mine** "), formerly Project 1 of Western Bushveld Joint Venture (" **WBJV** "), located on the Western Limb of the Bushveld Complex in South Africa. The Maseve Mine is owned through the operating company Maseve Investments 11 (Pty.) Ltd. (" **Maseve** "), in which the Company held an 82.9% working interest as of November 30, 2016 and the Company's Black Economic Empowerment (" **BEE** ") partner, Africa Wide Mineral Prospecting and Exploration (Pty) Ltd. (" **Africa Wide** "), a wholly owned subsidiary of Wesizwe Platinum Ltd., owned 17.1%. A formal mining right was granted for the Maseve Mine on April 4, 2012 by the Government of South Africa (the " **Mining Right** ").

The Maseve Mine surface infrastructure is fully constructed and the mill was commissioned in February and March of 2016. Maseve is now in the ramp up phase of production. First concentrate was produced in February 2016 with commercial production levels expected in the first half of calendar 2017. Any revenues from concentrate sales realized before the asset is ready for its intended use are expected to be treated as a reduction in project capital cost.

On May 26, 2015, the Company announced an agreement whereby the Waterberg JV property and Waterberg Extension property, both located on the Northern Limb of the Bushveld Complex in South Africa, are to be combined. See details at Note 5 below. The Company published a pre-feasibility study for the combined Waterberg Project in October 2016.

These financial statements include the accounts of the Company and its subsidiaries. The Company's subsidiaries are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held — November 30, 2016	August 31, 2016
Platinum Group Metals (RSA) (Pty) Ltd. [1]	Exploration	South Africa	100%	100%
Maseve Investments 11 (Pty) Ltd [2]	Mining	South Africa	82.9%	82.9%
Mnombo Wethu Consultants (Pty) Limited. [3]	Exploration	South Africa	49.9%	49.9%

[1] Holds the Waterberg Project until approval to transfer rights to Waterberg JV Co. is received (see Note 5 below)
[2] See Note 4 "Ownership of Maseve Mine".
[3] The Company controls Mnombo Wethu Consultants (Pty) Limited (" **Mnombo** ") for accounting purposes.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (" **IFRS** ") as issued by the International Accounting Standards Board (" **IASB** ") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting* and have been prepared under the historical cost basis.

These interim condensed consolidated financial statements follow the same accounting principles as those outlined in the notes to the annual audited consolidated financial statements for the year ended August 31, 2016. These interim condensed consolidated financial statements are unaudited and condensed and do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended August 31, 2016. The interim condensed consolidated financial statements are presented in United States Dollars and the Company has used United States Dollars as its presentation currency since September 1, 2015.

Liquidity

The Company reported a net loss of $2.45 million for the three months ended November 30, 2016 and at November 30, 2016 had working capital of $14.7 million (August 31, 2016 - $6.0 million excluding short-term debt that was reclassified to long-term debt during the period ended November 30, 2016). At November 30, 2016, the Company was indebted for a principal amount of $82.5 million pursuant to the Sprott Facility and the LMM Facility (both as defined below) to fund the development, construction and start-up working capital needs of the Maseve Mine. During the quarter the Company closed an equity financing for $40 million.

The Company currently has limited financial resources. The Company's ability to continue operations in the normal course of business in the foreseeable future is dependent upon, among other things, the Company establishing positive cash flow from production at the Maseve Mine. The Company has experienced delays in the rate of underground development and stoping into key mining areas at the Maseve Mine due to delayed infrastructure and poor contractor performance. The Company's engineers and mining personnel are working to mitigate and correct these issues. Under performing contractors are being replaced. Focus is being applied to achieve planned production and reduce costs. In addition, current global market prices for the metals to be produced at the Maseve Mine have been highly volatile. Unexpected costs, problems, lower metal prices or further delays could severely impact the Company's production revenue and its ability to produce the tonnage at the Maseve Mine required to maintain positive working capital and meet its production covenants under the Sprott Facility and the LMM Facility (both as defined below). The Maseve Mine is behind on its planned ounce ramp-up profile at this time.

There is uncertainty related to the Company's ability to secure additional funding. The Company's ability to continue operations in the normal course of business may depend upon its ability to secure additional funding by methods which could include, debt refinancing, equity financing, forward sale agreements, sale of assets and strategic partnerships. However, management believes the Company will be able to secure further financing if deemed necessary.

Recently Issued Accounting Pronouncements

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the current accounting period and have not been applied in preparing these interim condensed consolidated financial statements. These include:

(i) IFRS 15 *Revenue from Contracts with Customers*

IFRS 15, *Revenue from Contracts with Customers,* which will replace IAS 18, *Revenue* , is effective for fiscal years ending on or after December 31, 2018 and is available for early adoption. The standard contains a single model that applies to contracts with customers. Revenue is recognized as control is passed to the customer, either at a point in time or over time. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The Company is still in the process of assessing the impact, if any, on the financial statements of this new standard.

(ii) IFRS 9, *Financial Instruments*

In July 2014, the IASB issued IFRS 9, *Financial Instruments* , which a ddresses the classification, measurement and recognition of financial assets and financial liabilities and includes a reformed approach to hedge accounting. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income, and fair value through profit or loss. The standard introduces a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. The standard is effective for accounting periods beginning on or after January 1, 2018. Early application is permitted. The Company is assessing IFRS 9's impact on its financial statements.

(In thousands of United States Dollars unless otherwise noted)

(iii)IFRS 16, *Leases*

The IASB has replaced IAS 17, Leases in its entirety with IFRS 16, Leases ("IFRS 16"), which will require lessees to recognize nearly all leases on the balance sheet to reflect their right to use an asset for a period of time and the associated liability to pay rentals. IFRS 16 is effective for annual periods commencing on or after January 1, 2019. The Company is in the process of evaluating the impact the standard is expected to have on our consolidated financial statements.

Exchange Rates

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

Rand/USD

Period-end rate	14.0913 (November 2015: 14.4984)
August 31, 2016	14.6958
3-month period average rate	13.9696 (November 2015: 13.7414)

CAD/USD

Period-end rate	1.3429 (November 2015: 1.3353)
August 31, 2016	1.3116
3-month period average rate	1.3263 (November 2015: 1.3203)

3. AMOUNTS RECEIVABLE

	November 30, 2016	August 31, 2016
Receivable from concentrate sales	$ 2,254	$ 2,854
South African value added tax	2,782	1,776
Due from JOGMEC [1]	117	15
Tax receivable	148	981
Other receivables	446	412
Due from related parties (Note 8)	53	49
	$ 5,800	**$ 6,087**

[1] An amount of $117 is owed from JOGMEC against expenditures made on the Waterberg Projects post March 31, 2015. See Note 5.

(In thousands of United States Dollars unless otherwise noted)

4. PROPERTY, PLANT AND EQUIPMENT

	Development Assets	Land	Buildings	Office Equipment	Mining Equipment	Total
COST						
Balance, August 31, 2015	$ 368,660	$ 9,527	$ 10,652	$ 2,135	$ 39,605	$ 430,579
Additions	131,893 [1]	—	943	418	9,701	142,955
Impairment Charge	(41,371)					(41,371)
Foreign exchange movement	(36,524)	(980)	(1,095)	(142)	(4,072)	(42,813)
Balance, August 31, 2016	$ 422,658	$ 8,547	$ 10,500	$ 2,411	$ 45,234	$ 489,350
Additions	24,950 [2]	—	21	27	2,134	27,132
Foreign exchange movement	17,698	367	450	53	1,940	20,508
Balance, November 30, 2016	**$ 465,306**	**$ 8,914**	**$ 10,971**	**$ 2,491**	**$ 49,308**	**$ 536,990**
ACCUMULATED DEPRECIATION						
Balance, August 31, 2015	$ —	$ —	$ 789	$ 1,065	$ 11,548	$ 13,402
Additions	—	—	879	397	6,299	7,575
Foreign exchange movement	—	—	(81)	(55)	(1,187)	(1,323)
Balance, August 31, 2016	—	—	1,587	1,407	16,660	19,654
Additions	—	—	121	101	2,155	2,377
Foreign exchange movement	—	—	68	23	714	803
Balance, November 30, 2016	**$ —**	**$ —**	**$ 1,776**	**$ 1,531**	**$ 19,527**	**$ 22,834**
Net book value, August 31, 2016	**$ 422,658**	**$ 8,547**	**$ 8,913**	**$ 1,004**	**$ 28,574**	**$ 469,696**
Net book value, November 30, 2016	**$ 465,306**	**$ 8,914**	**$ 9,195**	**$ 960**	**$ 29,781**	**$ 514,156**

[1] Includes pre-production revenue credited of $9.3 million and $8.7 million of interest expense capitalized.
[2] Includes pre-production revenue credited of $3.1 (see below) and $3.4 million of interest expense (see Note 6)

Maseve Mine

The Maseve Mine is located in the Western Bushveld region of South Africa. Costs for the Maseve Mine are capitalized and classified as development assets in Property, Plant and Equipment. The local name for what was formerly the Project 1 of the WBJV is the Maseve Mine based on the holding company named Maseve Investments 11 (Pty) Ltd. that holds the legal right to the mine.

The Maseve Mine is now in the production ramp up phase with first concentrate having been produced in February 2016. Initial proceeds from concentrate sales before commercial production are treated as a reduction in project capital cost with $3.1 million being recognized to development costs in the three months ended November 30, 2016.

i. *Ownership of the Maseve Mine*

Under the terms of a consolidation transaction completed on April 22, 2010, the Company acquired a 74% interest in Projects 1 and 3 of the former Western Bushveld Joint Venture through its holdings in Maseve, while the remaining 26% was acquired by Africa Wide.

The Company has consolidated the results of Maseve from the effective date of the reorganization. The portion of Maseve not owned by the Company, calculated at $34,947 at November 30, 2016 ($34,124 — August 31, 2016), is accounted for as a non-controlling interest.

On October 18, 2013, Africa Wide elected not to fund its $21.8 million share of a project budget and cash call unanimously approved by the board of directors of Maseve. On March 3, 2014, Africa Wide elected not to fund its $21.52 million share of a second cash call. As a result of the missed cash calls, Africa Wide's interest in Maseve was diluted to a 17.1% holding.

Legislation and regulations in South Africa specify a 26% equity interest by a BEE entity as a prerequisite to the grant of a Mining Right. A past sale by Platinum Group Metals (RSA) (Pty) Ltd. (" **PTM RSA** ") of an 18.5% interest in the project that has become Wesizwe's platinum mine is a component of the Company's BEE profile. Because Africa Wide is the Company's BEE partner for the Maseve Mine, the Company advised the Department of Mineral Resources (the " **DMR** ") on October 19, 2013 of Africa Wide's decision to not fund an approved cash call and the associated dilution implications.

In June 2016, the DMR requested an update regarding the Company's efforts to increase the BEE equity ownership percentage in Maseve following the dilution of Africa Wide's interest in Maseve. The Company met with the DMR in early June 2016 and the DMR requested a further update by August 7, 2016. The Company made several attempts to schedule a meeting with the DMR as requested. The Company has been advised by the DMR that the matter will be discussed at a later date. The DMR has not issued a notice of non-compliance.

All funding provided by PTM RSA to Maseve for development and construction of the Maseve Mine since the March 3, 2014 second cash call has been, and is planned to be, provided by way of an intercompany loan. At November 30, 2016 Maseve owed PTM RSA approximately R3.725 billion ($264 million). All amounts due to PTM RSA are planned to be repaid by Maseve before any distribution of dividends to shareholders.

ii. *Valuation*

Management is required to make significant judgements concerning the identification of potential impairment indicators. In considering whether any potential impairment indicators occurred in respect of the Company's long lived assets as at year end August 31, 2016, management took into account a number of factors such as changes in the pricing of platinum, palladium, rhodium and gold prices (the four elements being produced together as a basket "4E Ounce"), foreign exchange rates, capital expenditures, operating costs, increased costs of capital, market capitalization and required ownership by historically disadvantaged South Africans and other factors that may indicate impairment. The decline in platinum prices and the decrease in the Company's market capitalization in fiscal 2016 were considered to be indicators of potential impairment. As a result the Company assessed the recoverable amount of the Maseve Mine CGU at August 31, 2016.

(In thousands of United States Dollars unless otherwise noted)

The recoverable amount of the Maseve Mine assets was based on estimates of future discounted cash flows (DCFs) of the latest business forecasts regarding production volumes, costs of production, capital expenditure, metal prices and market forecasts for foreign exchange rates. The discount rate is a risk adjusted discount rate, taking into account specific risks where the cash flows have not been adjusted for the risk. After the DCF performed for the year ended August 31, 2016 the Company determined an impairment of $41 million was necessary. This impairment was recognized as an impairment charge against Development Assets in the Maseve Mine.

The assumptions used by the Company in the DCF are subject to risk and uncertainty relating to among other factors, metal prices and exchange rates.

The key financial assumptions used in the August 31, 2016 recoverable amount calculations are:

- The future price per 4E Ounce was a market consensus based on price projections of international banks and brokerages. A long-term price of US$1,195 per 4E Ounce was used in the valuation model.
- A long-term real Rand/$USD exchange rate of 13.65:1 was used
- A long-term real discount rate of 10.70% for the project was used.

At November 30, 2016, the long term 4E price expectations have not changed significantly from the assumptions used at the year ended August 31, 2016 and the Rand/$USD exchange rate at November 30, 2016 stood at 14.09:1 which is favourable to the Company as compared to the long-term rate used at August 31, 2016. No impairment was considered necessary as at November 30, 2016.

5. EXPLORATION AND EVALUATION ASSETS

Since mid-2015 the Company's only active exploration project is the Waterberg Project located on the North Limb of the Western Bushveld Complex. The Company continues to hold other immaterial mineral or prospecting rights in South Africa and Canada. Total capitalized exploration and evaluation expenditures for all exploration properties held by the Company are as follows:

Balance, August 31, 2015	**$**	**24,629**
Additions		7,630
Recoveries		(7,321)
Foreign exchange movement		(2,592)
Balance, August 31, 2016	**$**	**22,346**
Additions		1,684
Recoveries		(1,114)
Foreign exchange movement		942
Balance, November 30, 2016	**$**	**23,858**

(In thousands of United States Dollars unless otherwise noted)

		November 30, 2016	August 31, 2016
Project 3 — see Note 4		$ **2,201**	$ **2,111**
Waterberg JV	Acquisition costs	20	19
	Exploration and evaluation costs	32,375	29,462
	Recoveries	(22,388)	(20,518)
		10,007	**8,963**
Waterberg Extension	Acquisition costs	17	17
	Exploration and evaluation costs	11,702	11,221
		11,719	**11,238**
Other	Acquisition costs	24	23
	Exploration and evaluation costs	616	691
	Recoveries	(709)	(680)
		(69)	**34**
Total		$ **23,858**	**22,346**

Waterberg Project

The Waterberg Project is comprised of the Waterberg JV property, a contiguous granted prospecting right area of approximately 255 km^2, and the Waterberg Extension property, an area of granted and applied-for prospecting rights with a combined area of approximately 864 km^2, located adjacent and to the north of the Waterberg JV property and both located on the Northern Limb of the Bushveld Complex, approximately 85 km north of the town of Mokopane (formerly Potgietersrus).

PTM RSA holds legal title to the prospecting rights underlying the Waterberg Project with Mnombo identified as the Company's 26% BEE partner for all the Company's Waterberg properties. The Company holds the Waterberg Project prospecting permits in trust for the joint venture and subject to the ownership terms and conditions of the JOGMEC Agreement and the 2nd Amendment thereto, as defined below.

In October 2009, PTM RSA, the Japan Oil, Gas and Metals National Corporation (" **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 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 cash payments totalling 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.

For accounting purposes, the Company consolidates Mnombo. The portion of Mnombo not owned by the Company, calculated at $4,555 at November 30, 2016 ($4,555 — August 31, 2016), is accounted for as a non-controlling interest.

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, as described below, are to be combined and contributed into a newly created operating company named Waterberg JV Resources (Pty) Ltd. (" **Waterberg JV Co.** "). The Company is to hold 45.65% of Waterberg JV Co. while JOGMEC is to own 28.35%. Mnombo will hold 26%. Through its 49.9% share of Mnombo, the Company will hold an effective 58.62% of Waterberg JV Co., post-closing. Under the 2nd Amendment, JOGMEC has committed to fund $20 million in expenditures over a three-year period ending March 31, 2018. An amount of $8 million was funded by JOGMEC to March 31, 2016, which is being followed by two $6 million tranches to be spent in each of the following two 12 month periods. Any amount in excess of $6 million to be spent in either of years two or three is to be funded by the JV partners pro-rata to their holdings. Closing of this transaction is subject to Section 11 approval by the DMR for the transfer of title to the Waterberg prospecting rights and other project assets into the new Waterberg JV Co. The Company will continue its current accounting treatment for the Waterberg JV and Waterberg Extension properties until closing. If Section 11 approval for the transfer is not obtained the parties will default to the pre 2 nd amendment JV arrangement, with any advances received from JOGMEC to be used to offset its spending commitments on the Waterberg JV property.

Since the JOGMEC earn-in period ended in May 2012, up to March 2015 (when the 2 nd Amendment became effective) $39.9 million was spent on the combined Waterberg JV and Waterberg Extension properties. JOGMEC contributed $11.4 million while the Company contributed the remaining $28.5 million which included Mnombo's share of expenditures on the Waterberg Extension ($2.4 million) which are still owed to the Company.

Post March 2015, $13.75 million has been spent through to November 30, 2016 on the Waterberg JV and Waterberg Extension properties all of which has been funded by JOGMEC per the 2 nd Amendment agreement outlined above. In the first quarter of fiscal 2017 $1.73 million was spent on the combined Waterberg JV and Waterberg Extension.

6. LOANS PAYABLE

On February 16, 2015 the Company announced it had entered a credit agreement with a syndicate of lenders (the " **Sprott Lenders** ") led by Sprott Resource Lending Partnership (" **Sprott** ") for a senior secured loan facility (the **"Sprott Facility** ") of $40 million. The Sprott Facility was drawn on November 20, 2015.

On November 20, 2015, the Company also drew down a $40 million from a loan facility (the " **LMM Facility** ") pursuant to a credit agreement (the " **LMM Credit Agreement** ") entered into on November 2, 2015 with a significant shareholder, Liberty Metals & Mining Holdings, LLC (" **LMM** "), a subsidiary of Liberty Mutual Insurance. Pursuant to the LMM Credit Agreement the Company also entered into a life of mine Production Payment Agreement (" **PPA** ") with LMM.

The Company announced that effective May 3, 2016 that both the Sprott Facility and the LMM Facility had been amended. Under the amendments, the provision whereby Maseve must reach and maintain a three-month rolling average of at least 60% of planned production for a three-month period was extended from commencing three months post construction completion to commencing six months post construction completion.

On September 19, 2016, the Company announced that Sprott and LMM had agreed to amend certain terms to their existing loan facilities with the Company. Sprott agreed to defer 12 planned monthly repayments of the original US $40 million Sprott Facility from commencing on January 31, 2017 to commencing on January 31, 2018. LMM agreed to defer 9 planned quarterly repayments of the original US $40 million LMM Facility plus capitalized interest from commencing December 31, 2018 until June 30, 2019. LMM agreed to defer the quarterly payment of interest due to LMM from commencing December 31, 2016 until December 31, 2017. Sprott and LMM both agreed to reset agreed monthly production requirements so that the production period will commence October 31, 2016. Pursuant to the LMM Credit Agreement the Company entered a life of mine PPA with LMM whereby LMM was granted a Production Payment right to 1.5% of net proceeds received on concentrate sales from the Maseve Mine. LMM and the Company agreed to extinguish the Company's right to buy back 1% of LMM's 1.5% Production Payment right for US$17.5 million until January 1, 2019 or for US$20 million until December 31, 2021. In consideration of the amendments, the Company issued 801,314 common shares to Sprott and 801,314 common shares to LMM. The consideration was based on the value of five percent of the initial principal balance of the LMM loan facility and the Sprott facility, in each case, such amount being US $2.0 million. The shares were priced at the five-day volume weighted average price on the TSX of $3.66 per share, less a ten percent discount, converted to US dollars using the Bank of Canada noon spot rate.

On October 12, 2016, the Company announced that Sprott had provided a $5.0 million second advance (the "Second Advance") to the Company. The original $40.0 million Sprott Facility was amended and restated effective October 11, 2016 to reflect the Second Advance (the "Amended and Restated Sprott Facility"). Interest is payable to Sprott monthly on any outstanding principal related to the Second Advance at a rate of LIBOR plus 8.5%, the same rate as for the original Sprott Facility. Other terms, conditions and covenants related to the Amended and Restated Sprott Facility are substantially the same as for the original Sprott Facility. On November 2, 2016 Sprott elected for early repayment of $2.5 million of the Second Advance from the proceeds of an equity offering completed on November 1, 2016 (see Equity section for further details of the offering). The remaining $2.5 million principal balance of the Second Advance is to be repaid in six equal, monthly instalments commencing on July 31, 2017. In consideration of the Second Advance, as a fee, the Company issued 113,963 common shares of the Company at a price of $3.2428 per share, less a ten percent discount.

(In thousands of United States Dollars unless otherwise noted)

In total the Company borrowed $82.5 million by way of the Sprott Facility and the LMM facility, which are reconciled to the November 30, 2016 balance sheet as follows:

Net Sprott Facility drawn down	$	42,500
Value of shares issued at drawdowns		(1,050)
Standby, Structuring, Legal and other fees		(3,315)
Value of shares issued for amendments		(2,400)
Interest paid on loan balance		(4,118)
Interest finance cost at effective interest rate		6,679
Carrying value - Sprott Facility	$	**38,296**
LMM Facility drawn down	$	40,000
Value of shares issued at drawdown		(800)
Legal and Other Fees		(599)
Value of shares issued for amendment		(2,400)
Interest finance cost at effective interest rate		6,570
Adjustment to amortized cost of royalty obligation		523
LMM Production Payment Payable		215
Carrying value - LMM Facility	$	**43,509**
LMM Production Payment Liability	$	11,795
LMM Production Payment Payable		215
LMM Loan Facility		31,499
Total LMM Facility	$	**43,509**
Carrying value - Loans Payable	$	**81,805**
Current portion of loan payable	$	2,083
Non-current portion loans payable		79,722
Carrying value - Loans Payable	$	**81,805**

At November 30, 2016, the principal payable in the next twelve months on the Sprott Facility of $2,083 has been classified as a current liability.

Both loans are carried at amortized cost with the Sprott Facility having an effective interest rate of 19% and the LMM Facility having an effective interest rate of 25%. The LMM Facility has a higher effective interest rate due to the existence of the related Production Payment liability and its subordination to the Sprott Facility. Net interest expense of $9.1 million from both loans has been capitalized against development assets in the Maseve mine until the asset is ready for its intended use which is expected to be aligned with the date commercial production is achieved. Adjustments to the Production Payment liability are also capitalized against the development assets in the Maseve mine until commercial production is achieved.

Sprott Facility

Pursuant to the terms of the Sprott facility, the Company has made certain payments to the Sprott Lenders, including (a) a bonus payment made in February 2015 concurrently with execution and delivery of the credit agreement in the amount of $1,500, being 3.75% of the principal amount of the Sprott Facility, paid by issuance of 283,019 common shares of the Company; (b) a draw down payment to the Sprott Lenders equal to 2% of the amount being drawn down under the Sprott Facility, which was paid by issuance of 348,584 common shares of the Company on November 20, 2015; (c) a structuring fee comprised of a cash payment in the amount of $100, paid concurrently with the execution and delivery of the term sheet for the Sprott Facility; and (d) a standby fee paid in cash equal to 4% per annum of the un-advanced principal amount of the Sprott Facility paid in monthly instalments until draw down on November 20, 2015 totalling $1,244. The Sprott Facility originally matured on December 31, 2017 with the repayment of principal due in monthly instalments during calendar 2017, however due to the amendments outlined above the principal is now due to be repaid by December 2018.

Upon drawdown, all deferred fees of $4.0 million ($1.8 million in cash) were netted against gross proceeds and will be recognized over the term of the agreement on an effective interest rate basis. Total interest of $6.7 million was recognized since inception ($1,685 in the current period) with $4.1 million in cash interest paid since inception ($1,069 in the current period).

The Sprott Facility is in the first lien position on (i) the shares of PTM (RSA) held by PTM (and such other claims and rights described in the applicable pledge agreement) and (ii) all current and future personal property of PTM. Interest on the Sprott Facility is compounded and payable monthly at a stated interest rate of LIBOR plus 8.50%.

LMM Facility

Loan

Pursuant to the terms of the LMM Credit Agreement, the Company paid a draw down fee of $800 to LMM, being 2% of the amount being drawn down under the LMM Facility, paid in 348,584 common shares of the Company.

The stated interest rate on the LMM Facility is LIBOR plus 9.5%. At period end, interest payments on the LMM Facility have been accrued and added to the loan balance until March 31, 2018 and then paid to LMM quarterly thereafter. Also, the first 20% of principal was to be repaid on June 30, 2019 and then in tranches of 10% of the principal at the end of each calendar quarter beginning on September 30, 2019 and for each of the next 7 quarters of the LMM Facility.

Production Payment

Under the PPA, the Company agreed to pay to LMM a Production Payment of 1.5% of net proceeds received on concentrate sales or other minerals from the Maseve Mine (the " **Production Payment** "). The terms of the PPA were amended during the period. See details above in this Note 6.

The initial fair value of the Production Payment liability was valued at $11.3 million using Level 3 valuation assumptions and bifurcated from the LMM Facility's loan payable and will be amortized over the expected life of mine as production payments are made. The carrying value of the production payment is currently $11.8 million with difference from the original carrying value having been recognized as interest expense. The key valuation assumptions for the Production Payment valuation are production profile, discount rate and timing of cash flows.

LMM holds the second lien position on (i) the shares of PTM (RSA) held by PTM and (ii) all current and future assets of PTM. The PPA is secured with the second lien position of the LMM Facility until it is repaid. The PPA will be acknowledged in any subsequent debt arrangement of the Company. The Company has a right to refinance the Sprott Facility or the LMM Facility, subject to certain rights granted to LMM under the PPA. The Company will be required to comply with certain covenants once first production commences (see above for details of the amended covenants).

(In thousands of United States Dollars unless otherwise noted)

7. SHARE CAPITAL

(a) Authorized

Unlimited common shares without par value.

(b) Issued and outstanding

At November 30, 2016, the Company had 112,803,619 shares outstanding.

On September 19, 2016, both Sprott and Liberty were each issued 801,314 shares for consideration of US$2.0 million each based on the five-day volume weighted average price on the TSX of C$3.66 per share (less a ten percent discount), converted to US dollars in consideration for the amendment to the outstanding working capital facilities.

On October 12, 2016 upon drawdown of an additional $5 million from Sprott Facility, Sprott was issued 113,963 shares as a drawdown fee.

On November 1, 2016, the Company announced the closing of an offering of 22,230,000 common shares at a price of US$1.80 per share resulting in gross proceeds of $40.0 million. Net proceeds to the Company after fees, commissions and costs were approximately $36.9 million.

(c) Incentive stock options

The Company has entered into Incentive Stock Option Agreements (" **Agreements** ") under the terms of its stock option plan with directors, officers, consultants and employees. Under the terms of the 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. Certain stock options of the Company are subject to vesting provisions, while others vest immediately. All exercise prices are denominated in Canadian Dollars (" **C$** ").

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

	Number of Shares		Average Exercise Price
Options outstanding at August 31, 2015	2,832,450	C$	12.10
Granted	1,014,675		2.00
Exercised	(2,250)		2.00
Cancelled	(867,600)		16.67
Options outstanding at August 31, 2016	2,977,275		7.31
Cancelled	(373,150)		11.35
Options outstanding at November 30, 2016	2,604,125	C$	6.73

Number Outstanding at November 30, 2016	Number Exercisable at November 30, 2016		Exercise Price	Average Remaining Contractual Life (Years)
913,425	228,356	C$	2.00	4.06
809,000	809,000		6.50	3.21
292,200	292,200		9.60	0.77
10,000	10,000		10.50	1.50
2,500	2,500		12.00	2.79
566,000	566,000		13.00	2.16
7,500	7,500		13.80	0.21
3,500	3,500		14.00	1.30
2,604,125	1,919,056			2.61

The Company recorded $72 ($40 expensed and $32 capitalized to property, plant and equipment and mineral properties) of compensation expense for the three months ended November 30, 2016 (November 30, 2015 - $Nil).

(In thousands of United States Dollars unless otherwise noted)

Subsequent to period end on December 23, 2016, the Company granted 2,210,000 incentive stock options to directors and employees with a $2.00 exercise price and 5-year term.

8. RELATED PARTY TRANSACTIONS

Transactions with related parties are as follows:

(a) During the three months ended November 30, 2016, $58 ($61 — November 30, 2015) was paid to independent directors for directors' fees and services.

(b) During the period ended November 30, 2016, the Company accrued or received payments of $14 ($19 — November 30, 2015) from West Kirkland Mining Inc. (" **West Kirkland** "), a company with two directors in common, for administrative services. Amounts receivable at the end of the period include an amount of $20 ($48 — November 30, 2015) due from West Kirkland.

(c) In fiscal 2016 the Company entered into a loan facility agreement with a significant shareholder LMM. The loan was negotiated and entered into at commercial terms. For full details on this transaction please refer to Note 6 above.

Except for amounts due to LMM, all amounts receivable and accounts payable owing to or from related parties are non-interest bearing with no specific terms of repayment. These transactions are in the normal course of business and are recorded at consideration established and agreed to by the parties.

9. CONTINGENCIES AND COMMITMENTS

The Company's remaining minimum payments under its office and equipment lease agreements in Canada and South Africa total approximately $1,930 to August 31, 2020.

Maseve is party to a long term 40MVA electricity supply agreement with South African power utility, Eskom. In consideration Maseve is to pay connection fees and guarantees totaling R147 million ($10.4 million at November 30, 2016) of which R100 million ($7.0 million at November 30, 2016), has been paid, leaving R47 million ($3.4 million) of the commitment outstanding. These fees are subject to possible change based on Eskom's cost to install. Eskom's delivery schedule is also subject to possible change.

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

	< 1 Year	1 – 3 Years	4 – 5 Years	> 5 Years	Total
Lease obligations	$ 495	$ 1,435	$ —	$ —	$ 1,930
ESKOM — power	3,380	—	—	—	3,380
Mining Development	11,131	—	—	—	11,131
Mining Indirect and Other	281	—	—	—	281
Sprott Loan Facility	6,390	42,972	—	—	49,362
Liberty Loan Facility	—	23,985	40,868	—	64,853
Totals	**$ 21,677**	**$ 68,392**	**$ 40,868**	**$ —**	**$ 130,937**

(In thousands of United States Dollars unless otherwise noted)

10. SUPPLEMENTARY CASH FLOW INFORMATION

Net change in non-cash working capital:

Three months ended		November 30, 2016		November 30, 2015
Amounts receivable, prepaid expenses and other assets	$	1,801	$	1,346
Accounts payable and accrued liabilities		54		1,093
	$	**1,856**	**$**	**2,439**

11. SEGMENTED REPORTING

The Company operates in one operating segment, that being exploration and development of mineral properties. Information presented on a geographic basis are as follows:

Assets

		November 30, 2016		August 31, 2016
Canada	$	23,554	$	10,572
South Africa		553,288		509,286
	$	**576,842**	**$**	**519,858**

Substantially all of the Company's capital expenditures are made in South Africa.

Loss attributable to the shareholders of Platinum Group Metals Ltd.

Three months ended		November 30, 2016		November 30, 2015
Canada	$	2,436	$	525
South Africa		21		109
	$	**2,457**	**$**	**634**

PLG:NYSE MKT
PTM:TSX

Platinum Group Metals Ltd.
(An Exploration and Development Stage Company)
Supplementary Information and MD&A
For the period ended November 30, 2016
This Management's Discussion and Analysis is prepared as of January 13, 2017

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 January 13, 2017 and focuses on the Company's financial condition and results of operations for the period ended November 30, 2016. This MD&A should be read in conjunction with the Company's condensed consolidated interim financial statements for the period ended November 30, 2016 together with the notes thereto (the " **Financial Statements** ").

The Company prepares its 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 (" **USD** ") 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 USD as its presentation currency.

On January 26, 2016, the Company announced a consolidation of its common shares 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 ten to one consolidation.

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 with respect to:

- production estimates and assumptions, including production rate, grade per tonne and smelter recovery;
- production timing;
- capital-raising activities, compliance with terms of indebtedness and the adequacy of capital;
- revenue, cash flow and cost estimates and assumptions;
- statements with respect to future events or future performance;
- anticipated exploration, development, construction, production, permitting and other activities on the Company's properties;
- the adequacy of capital, financing needs and the availability of and potential for receiving further commitments;
- project economics;
- future metal prices and exchange rates;
- mineral reserve and mineral resource estimates; and
- potential changes in the ownership structures of the Company's projects.

Forward-Looking Statements reflect the current expectations or beliefs of the Company based on information currently available to the Company. Forward-Looking Statements in respect of capital costs, operating costs, production rate, grade per tonne and concentrator and smelter recovery are based upon the estimates in the technical reports referred to in this MD&A and in the documents incorporated by reference or otherwise referred to herein and ongoing cost estimation work, and the Forward-Looking Statements in respect of metal prices and exchange rates are based upon the three year trailing average prices and the assumptions contained in such technical reports and ongoing estimates.

Forward-Looking Statements are subject to several 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:

- uncertainty of production, development plans and cost estimates for the Maseve platinum and palladium mine (" **Maseve Mine** "), formerly known as Project 1 (" **Project 1** ") and Project 3 (" **Project 3** ") of what was formerly the Western Bushveld Joint Venture (the " **WBJV** ");

- additional financing requirements to achieve the Company's business objectives and remain in compliance with the covenants set forth in the Sprott Facility (as defined herein) and the LMM Facility (as defined herein);

- the Company's history of losses;

- the inability of the Company to generate sufficient cash flow to make payment on its indebtedness under the Sprott Facility and the LMM Facility and comply with the restrictions imposed by such indebtedness;

- the Sprott Facility and the LMM Facility are secured and the Company has pledged its shares of Platinum Group Metals (RSA) Proprietary Limited ('' **PTM RSA** '') to the Lenders (as defined herein) under the Sprott Facility and the LMM Facility which potentially could result in the loss of the Company's interest in the Maseve Mine, the Waterberg Project and in PTM RSA (as defined herein) in the event of a default under either facility;

- the Company's negative cash flow;

- the Company's ability to continue as a going concern;

- delays in the production ramp-up of the Maseve Mine which could result in a default under the LMM Facility or the Sprott Facility;

- there can be no assurance that underground development and production ramp-up at the Maseve Mine will meet its production ramp-up timeline or that production at the Maseve Mine will meet the Company's expectations;

- delays in, or inability to achieve, planned commercial production;

- completion of a feasibility study for the Waterberg Project (defined below), which is subject to resource upgrade and economic analysis requirements;

- 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 failure of the Company or its joint venture partners to fund their pro-rata share of funding obligations for Project 1 or the Waterberg Project;

- the inability of the Company to find an additional and suitable joint venture partner for Project 1 and Project 3 within such time frame as may be determined by the South African Department of Mineral Resources (" **DMR** ");

- any disputes or disagreements with the Company's joint venture partners;

- the ability of the Company to retain its key management employees and skilled and experienced personnel;

- contractor performance and delivery of services, changes in contractors or their scope of work or any disputes with contractors;

- conflicts of interest;

- 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;

- 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 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 the necessary access rights and infrastructure for its mineral properties;
- environmental regulations and the ability to obtain and maintain necessary permits, including environmental authorizations 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;
- 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 Amended Broad-Based Socio-Economic Empowerment Charter for the South African Mining Industry; and
- certain potential adverse Canadian tax consequences for foreign-controlled Canadian companies that acquire common shares of the Company;
- 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; and
- the other risks disclosed under the heading "Risk Factors" in the Company's 2016 Annual Information Form dated November 29, 2016 (the " **AIF** ").

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.

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 (" **Pt** "), palladium (" **Pd** "), rhodium (" **Rh** ") and gold (" **Au** ") (collectively referred to as " **4E** ") 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.

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.

NOTE TO U.S. INVESTORS REGARDING 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 of the U.S. Securities and Exchange Commission (the " **SEC** "). Under SEC Industry 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 SEC 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 SEC Industry Guide 7 and normally are not permitted to be used in reports and registration statements filed with the SEC. 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 prefeasibility studies, except in rare cases. Additionally, disclosure of "contained ounces" in a resource is permitted disclosure under Canadian securities laws; however, the SEC 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 the reporting and disclosure requirements of United States federal securities laws and the rules and regulations thereunder.

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 included in this MD&A, has been reviewed and approved by R. Michael Jones, P.Eng, President and Chief Executive Officer and a director of the Company. Mr. Jones is a non-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 Handbook of the Canadian Institute of Chartered Accountants. 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. These 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 by amalgamation 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 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 business is currently focused on production ramp up at the Maseve Mine and exploration and engineering on the Waterberg Project, a platinum and palladium property comprised of the 255 km^2 Waterberg Joint Venture Project (the " **Waterberg JV Project** ") and the adjoining 864 km^2 Waterberg Extension Project (the " **Waterberg Extension Project** ") and, both together referred to as the " **Waterberg Project** ".

The Maseve Mine milling facility is fully constructed and was commissioned in February and March of 2016. The Maseve Mine is now in the ramp up phase of production. First concentrate was produced in February 2016. The Company expects commercial production to be achieved in the first half of calendar 2017, which is later than originally planned. Initial proceeds from concentrate sales before commercial production are treated as a reduction in project capital cost with $3.1 million being recognized to development costs in the period ended November 30, 2016.

PERSONNEL

The Company's current complement of managers, staff and consultants in Canada consists of approximately 9 individuals and the Company's complement of managers, staff, consultants, security and casual workers in South Africa consists of approximately 275 individuals, inclusive of approximately 18 individuals active at the Waterberg Project.

The Waterberg Project is operated by the Company utilizing its own staff and personnel. Contract drilling, geotechnical and support services are utilized as required.

Maseve is operated by the Company on an "owner managed-contractor" basis. The Company has hired full time local mining specialists in South Africa while the Company drives to ramp up production at the Maseve Mine. The Company's management team has taken over many duties and responsibilities previously assigned to contractors, resulting in improved planning and execution capabilities at the Maseve Mine. Based on information gathered and disseminated by a third party, the Company believes that the Maseve Mine's 12-month rolling average for Lost Time Injury Frequency Rate compares favourably with averages among other platinum mines in the region. The Maseve management team has frequent interaction and dialogue with the inspectorate branch of the DMR and follows their guidance carefully.

As at November 30, 2016, the total labour force at the Maseve Mine totalled approximately 2,132 people. The Company had 87 permanent and temporary employees and directly managed 1,078 contractor employees assigned to engineering (376 employees), security (102 employees), mining sub-contractors (405 employees) and support services (195 employees). Of the 405 mining sub-contractors under the Company's management, 27 persons worked for Redpath Mining South Africa (Pty) Limited, a subsidiary of Canadian headquartered Redpath Mining Contractors and Engineers (" **Redpath** "). Underground mining contractor JIC Mining Services (" **JIC** ") had approximately 809 people, including mining sub-contractors, assigned to working on both the north and south mine areas at the Maseve Mine. As the Maseve Mine ramps up production Company management is working to streamline and refine contractor engagement for underground mining and development at the Maseve Mine to improve operational efficiencies and rates of production. Plans in progress at the date of this MD&A will consolidate some contracting services and reduce the number of people on site over the next few months. Redpath will be assuming more duties and the scope of work for JIC will be reduced. See more detail at "Maseve — Operations" below under Section 2.

During December 2015 Tailing Technology (Pty) Limited (" **TTL** ") was engaged to provide concentrator management, operating and maintenance services for the Maseve mill. TTL personnel were inducted to site and completed training and the establishment of operating procedures and protocols in December 2015 and January 2016. During February 2016 TTL commissioned the Maseve mill with assistance of the DRA Mineral Projects (Pty) Ltd. (" **DRA** ") commissioning team. At November 30, 2016 TTL had approximately 114 employees on site plus approximately 44 sub-contractor personnel.

The Company has worked closely for several years with local communities and a human resource specialist company to create a database of local persons interested in work at the Maseve Mine, including their skill and experience details. The Company has set a target of 30% local employment for the mine, including persons under the employ of contractors. At November 30, 2016, approximately 14% of the onsite Maseve workforce was comprised of local persons from surrounding communities. The Company is working to achieve its local employment target as circumstances and the availability of candidates allow.

2. PROPERTIES

Under IFRS, the Company defers 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.

Management believes that indicators of impairment existed for the Maseve Mine as of fiscal year end August 31, 2016 and at November 30, 2016, consisting of lower platinum and palladium prices and the reduced market capitalization of the Company. A formal impairment analysis was performed for the Maseve Mine as of August 31, 2016, resulting in an after-tax non-cash impairment charge of $41.4 million. The key assumptions used in determining the recoverable amount (fair value less costs to sell) for the Maseve Mine as a "cash generating unit" are estimated long-term commodity prices, discount rates, cash costs of production, capital expenditures, foreign exchange rates, and net asset value multiples. The assumptions used in determining the recoverable amount for the Maseve Mine at November 30, 2016 have not changed significantly since those used at year end August 31, 2016. No impairment was recognized in the current period.

For more information on mineral properties, see below and Notes 4 and 5 of the Company's November 30, 2016 condensed consolidated interim financial statements.

SOUTH AFRICAN PROPERTIES

The Company conducts its South African exploration and development work through its wholly-owned direct subsidiary Platinum Group Metals RSA Proprietary Limited (" **PTM RSA** "). Development of the Maseve Mine is conducted through Maseve Investments 11 Proprietary Limited (" **Maseve** "), a company which at year-end was held 82.9% by PTM RSA and 17.1% by Africa Wide Mineral Prospecting and Exploration Proprietary Limited (" **Africa Wide** "), which is in turn owned 100% by Johannesburg Stock Exchange listed Wesizwe Platinum Limited (" **Wesizwe** "). See "Maseve Mine — Africa Wide Dilution" below for details regarding the dilution of Africa Wide's shareholding in Maseve.

The Company is the operator of the Waterberg Project, with JOGMEC and Mnombo Wethu Consultants (Pty) Ltd. (" **Mnombo** ") being joint venture partners. During 2015 the parties amended the existing agreements between them and agreed to consolidate the Waterberg JV Project and Waterberg Extension Project into one unitized project area. See further details below at "Waterberg Projects — History of Acquisition".

Maseve Mine

Maseve — Operations

Maseve Phase 1 underground development at the north mine declines (the " **North Declines** ") and surface preparation for mill and concentrator construction commenced in late 2010 and finished in late 2012. Phase 1 site construction and underground development transitioned into Phase 2 in late 2012 and early 2013, consisting of an additional twin decline access and development into the south mine portion of the deposit (the " **South Declines** "), milling and concentrating facilities, a tailings storage facility (" **TSF** ") and continued underground development at the north mine.

Ground work for the TSF commenced in late 2013 on surface rights owned by Maseve. Work was postponed in mid-2014 due to concerns regarding the legal responsibility for safety raised by Royal Bafokeng Platinum Ltd. (" **RBPlat** "), who own the prospecting rights below the TSF site. In June 2015, the DMR approved a Section 79 application under the Mine Health and Safety Act, 29 of 1996, whereby legal responsibility was clearly demarcated over the TSF area. Construction then proceeded in a sequential fashion and sufficient TSF capacity is now complete to allow for production.

Phase 2 construction at the Maseve Mine was substantially complete in late 2015 in terms of surface plant and equipment and the cost budget estimate scope of work, which was within revised guidance. Cold commissioning was carried out in December 2015 and January 2016. Hot commissioning and first production occurred in February and March of 2016.

No major mechanical or design failures were experienced during hot commissioning. The plant was shut down for the first week of March 2016 for final tests, adjustments and assessments, after which the milling of low grade stock pile material recommenced. There have been minor, occasional mechanical breakdowns as per normal operating expectations since March of 2016. Recoveries on low grade commissioning material and development muck since commissioning have been consistent with design criteria.

Commissioning feed to the plant in February and March was primarily sourced from the low-grade development stockpiles. During April and May tonnes from underground development and mined tonnes from stoping were introduced along with the feed from the low-grade development stockpile. From May to November 30, 2016 mill feed was still primarily development material, being mostly muck from primary access headings developed on reef. Looking forward, tonnes from mining, as opposed to on reef development, are planned to make up an increasing percentage of mill feed, thereby increasing the average grade and recovery of material milled.

As disclosed in the Company's press release dated November 29, 2016, a much-publicized safety inspection drive in the Northwest Region by the inspectorate branch of the DMR during the latter part of the Company's first fiscal quarter resulted in intermittent Section 54 work stoppages at the Maseve Mine, causing a loss of some development and production. Some after effects of these stoppages continued into December 2016 while DMR concerns were addressed, requested actions were completed and the responsible contractor employees were re-trained. Procedural improvements have been implemented based on DMR advice to help reduce the likelihood of future Section 54 stoppages and the Company remains focused on safely increasing mined tonnage at grade from planned blocks while at the same time reducing costs.

Underperforming contractors and labour have been the most significant impediment to meeting development and production targets at the Maseve Mine. During the latter part of the Company's first fiscal quarter the Company undertook to make changes. Underperforming contractors have now been terminated or given a reduced scope of work, while at the same time Redpath's scope of work to mine production tonnage has been increased. The Company also replaced several senior managers. The Company incurred some temporary inefficiencies and additional cost through to January 2017 to make the required changes. Although these actions negatively affected short term production and working capital, in January, 2017 the positive effects of these changes are being realized. The Company believes that the benefits of the actions taken will be realized during its second fiscal quarter of 2017 operations and subsequent periods. See more detail below.

Subsequent to period end, during December, 2016 Maseve reported that 1,509 4E ounces were produced in concentrate. This production was achieved during the changeover process to new underground mining contractors (as described above) and with seasonal down time in December for the annual Christmas period in South Africa.

A summary of monthly production in calendar 2016 follows:

Month	Dry Tonnes Milled	Average Grade in gms/tonne	Recovery %	4E Ounces in Concentrate
Commissioning	138,889	0.69	65.2	2,013
April	83,866	0.86	72.7	1,682
May	97,542	0.77	67.0	1,620
June	55,945	1.11	74.6	1,488
July	54,420	1.01	76.8	1,362
August	50,306	1.48	79.1	1,893
September	55,897	1.29	78.4	1,823
October	22,316	1.59	79.3	907
November	29,945	1.58	81.4	1,237
December	39,297	1.51	79.2	1,509

Several important operational advancements were completed during December 2016, which the Company expects will positively affect January 2017 and future production, as described below:

- Significant advancement into Block 11 in preparation for increased mining from this important mining block was achieved in December 2016. Six development ends and eight mining faces or "bords" are now active in Block 11, representing an increase of four development ends and eight mining faces since mid-November. Since mid-December 2016 the work focus in Block 11 is beginning to shift to mechanized bord and pillar mining on thick Merensky Reef working faces.

- The second of the two primary access declines into Block 11 was successfully completed on December 30, 2016. This second primary access creates a new, more efficient ventilation district at Block 11, which will enhance the ability to blast and operate in this area. The establishment of a second roadway also improves access and egress and allows for more efficient tramming of ore.

- A heads of terms was signed in January, 2017 with Redpath. The heads of terms agreement contemplates that the parties will enter into a more detailed contract mining agreement, which is in the process of being negotiated. Redpath had earlier won a competitive open tender to provide bord and pillar mining, hybrid mechanized mining and ore transport from Block 11.

- Redpath has also entered into a letter of intent whereby they will install, operate and maintain a 1.0 km conveyor towards Block 11, linking into underground silos and the existing 1.4 km conveyor to surface and 1.7 km conveyor system into the mill. Cost for the conveyor installation to be borne by Redpath is estimated at Rand 25.0 million (approximately US $1.8 million) and Redpath will recoup their investment by way of a per tonne charge now being negotiated. Redpath has also added four units to the trucking fleet on a rental basis to ensure efficient ore transport.

- Since June, 2016 Redpath has already been onsite long hole mining blocks 9 and 12 utilizing a Raptor 55 long hole drill rig. In mid January, 2017 Redpath will also take over long hole mining duties in Block 16 utilizing a second Raptor. The long hole method employed by Redpath has proven capable of producing tonnage and reducing dilution.

- JIC will continue to be engaged in 2017 by Maseve for primary access development.

- During November and December 2016, a process of rationalizing and consolidating underperforming and redundant contractors was undertaken at Maseve. This process was undertaken cooperatively with the involvement of affected contractors, the National Union of Mineworkers and on occasion the DMR. Many mining services previously provided by several contractors will now be consolidated under the management of Redpath, resulting in a reduction of personnel on site. As the changeover process is completed the Company expects to achieve improved production and cost efficiencies because of these changes.

The contribution of mined tonnage from Block 11 is a critical factor to achieving positive cash flow at Maseve. Block 11 is a large, well-drilled and stable mining block estimated to host more than 545,000 4E Merensky Reef ounces (3,066,512 tonnes at 5.53 gpt 4E Indicated). This block is modelled as flat dipping at an average of 9 degrees, with an average seam thickness of 157 cm (as published in the NI 43-101 report titled “An Independent Technical Report on the Maseve Project (WBJV Project areas 1 and 1A) located on the Western Limb of the Bushveld Igneous Complex, South Africa” dated August 28, 2015 with an effective date of July 15, 2015 (the “ **Project 1 Report** ”)).

During December 2016, Block 11 contributed approximately 21.3% (8,388 tonnes) of mined ore flow to monthly production. Block 11 is scheduled to contribute approximately 50% (30,000 tonnes) to mined ore flow in January 2017. During 2017 Block 11 is scheduled to build up to 70-80% of mined ore flow. At full production Block 11 is planned to provide up to 76,000 tonnes a month of mined ore flow.

Maseve — Underground Development

From the north box cut underground mining has now developed the North Declines on a southwest heading for 1,423 meters of primary advance to where they reach the first infrastructure level at a vertical depth of 220 meters from surface. At the first infrastructure level, passageways and storage bins for conveyor transfers from various mining blocks at depth are under construction. Construction of a conveyor and chairlift to surface from the first infrastructure level is complete and this equipment was inspected and commissioned for use in March 2016.

From the first infrastructure level the North Declines split into two pairs of twin break-away declines, one of which is developed southeast toward planned mining blocks 9 and 12, and the other which is developed east towards planned mining blocks 10 and 11. Block 11 is the most important block in the early mining profile due to its size, high grade/thickness and stable geometry, which allows for the application of low cost mining methods. See more on Block 11 below. From the break-away the declines to blocks 9 and 12 are developed for a further 1,163 meters of primary advance to a vertical depth of 337 meters. From the break-away the declines to blocks 10 and 11 are now developed for a further 2,130 meters of primary system advance to a vertical depth of 524 meters (at December 28, 2016) and have reached their initial targeted mining area.

In addition to the primary decline development described above, as at December 28, 2016 approximately the following development has been completed and surveyed in the north mine area:

i) 4,099 meters of lateral access development, including access from primary declines to mining blocks, ventilation passages, return airways, ramps, waste raises and haulages.

ii) 4,514 meters of progressive reef development consisting of raise and diagonal development into mining blocks, reef drives, reef cubby’s and reef muck bays.

iii) 11,172 square meters board and pillar and long hole stoping.

iv) 1,840 meters of progressive infrastructure development for cross cuts, station drives, substations, refuge bays, workshops and water management facilities.

Four ventilation raise bore shafts have been completed and commissioned at the north mine. The N4A Vent Raise is now operational, but was late being commissioned. The pilot hole for the fifth ventilation shaft N4C is complete and the reaming rods are being installed. This ventilation shaft is also behind schedule. These ventilation shafts are important infrastructure and once commissioned will allow several additional planned mining areas to commence stoping. These vent raises are essential to blasting and mining cycles at the north mine and are important factors affecting underground development rates.

From the south box cut underground mining has advanced the South Declines for 1,783 meters of primary system advance to a vertical depth of 271 meters (as at December 28, 2016). Development of the South Declines has now accessed Block 16. Primary access development at the south mine is currently scheduled to be reduced for a period of time so that crews may focus efforts at the north mine. Long hole mining in areas of Block 16 already developed will be long hole mined in 2017 by Redpath utilizing a Raptor 55 long hole drill rig (as discussed above).

In addition to the primary decline development described above, as at December 28, 2016 the following development has approximately been completed and surveyed in the south mine area:

i) 1,375 meters of lateral access development, including access from primary declines to mining blocks, ventilation passages, return airways and ramps.

ii) 824 meters of progressive reef development consisting of diagonal development into mining blocks, reef drives, reef cubby's and reef muck bays.

iii) 39 meters of progressive infrastructure development for cross cuts, station drives, substations, refuge bays, workshops and water management facilities.

iv) 1,167 square meters long hole stoping.

At the time of writing this MD&A development at the Maseve Mine has established 9 development ends and 14 bords and stoping ends where the Merensky Reef (" **MR** ") is exposed and which are currently in production. Recent efforts have been focused on opening more bords to increase face availability. Bord and pillar stoping rates are planned to increase as targeted production blocks are reached.

As development opens areas of MR, evaluation of initial mining blocks is being completed by Company geologists. Shallow MR mine blocks are exhibiting rolling features where the critical zone of the Bushveld Igneous Complex is near the Transvaal Sediment floor rocks. This condition, referred to as an abutment facies of the MR, is common to the shallow portions of the adjacent operating mine. Mine geologists note that this condition is improving as declines are advanced deeper into areas of the deposit which are less ductile and more stable.

Production at the Maseve Mine is behind schedule due to challenges related to the ramp up of stoping tonnes. Difficulties and delays were caused in part by poor contractor performance and incomplete underground infrastructure, causing bottlenecks in the movement of waste and ore out of the mine. Work during the first fiscal quarter to complete ore silo number one top infrastructure and the addition of a belt loader at this silo reduced bottlenecks by November 30, 2016. Scheduled near term top and bottom completions at silo number three (now underway) and then silo number two are expected to improve capacity in calendar 2017.

On September 19, 2016, the Company reported that primary development at the Maseve Mine had accessed mining Block 11, hosting some of the best grade thickness ore at the Maseve Mine. Development into Block 11 is in progress with a focus on ramping up production from this block. A conveyor from the first infrastructure level underground has been commissioned that feeds directly to an overland conveyor and into the primary crusher and mill. In the months ahead a final conveyor leg section 1.0 km towards Block 11 is planned to be installed by Redpath (as described above), which will greatly improve the ability to move good grade tonnes out of the mine and directly into the mill. Conveyor sections will be commissioned sequentially as they are completed towards Block 11. In the mean time, a double tramway is now being implemented as both primary access declines have now reached Block 11.

Company management and supervisory personnel are working with mining crews to improve cycle times, utilization of drill Jumbos, tramming and the movement of personnel to and from underground working areas. Crews are also being re-trained to take advantage of the newly commissioned underground conveyor and chairlift at the north mine. Third party independent mining specialists have been assigned to site since March 2016 and their observations and assessments are being used to modify underground development methodologies and routines to improve efficiency and output. Stoping volumes are expected to increase in the months ahead as mining areas are accessed, established and opened-up and the successful execution of this stoping will be critical to meeting planned production and ramp up.

Flexibility of mining using trackless mobile machinery in certain blocks is part of the overall mine design. Most of the Company's fleet of underground mining equipment has been in use since major underground development began in 2012 and 2013. As the Company's fleet of underground mining equipment ages machine maintenance and availability have been restraining factors in recent months. The Company has sourced additional supervisors, skilled artisans and contract mechanics to address this issue and improvements in machine availability are being noted. A budgeted refurbishment program is now underway that is expected to improve unit availability throughout 2017.

The rate of underground development at the Maseve Mine continues to be an important factor with respect to mine ramp up and production rates. Delays in underground development, stoping rates and planned tonnages have resulted in production delays which will have a negative impact on working capital requirements until sufficient mined material is produced to allow mine operations to generate positive cash flow.

Maseve Mine - Financial Overview

During the period ended November 30, 2016 the Company incurred $27 million (November 30, 2015 - $34 million) in development, construction, equipment and other costs for the Maseve Mine. As at November 30, 2016, the Company carried total deferred acquisition, development, construction, equipment and other costs related to the Maseve Mine of $514 million and another $2.1 million related to Project 3. All revenue generated from the sale of concentrate is treated as a reduction in capital costs until commercial production at the Maseve Mine is declared. Africa Wide's non-controlling interest in Maseve as at November 30, 2016 was recorded at $34.9 million.

The escalation of costs, wage increases, metal price volatility, production ramp-up timing, grade variations and Rand volatility are all material risk factors for the commercial viability of the Maseve Mine. To date cost escalation in Rand terms has been substantially offset by a weaker Rand, but there is no guarantee that this outcome will continue. Lower metal prices, further delays in production ramp up or a stronger South African Rand could all result in requirements for further financing being required.

Since 2012 operating costs in South Africa have continued to escalate in Rand terms. The escalation of costs, metal price volatility, completion of surface infrastructure, advancement of underground mining, production ramp-up timing, grade variations and Rand volatility are all material risk factors for the Maseve Mine which could result in the Company breaching one or more covenants under the Sprott Facility, or LMM Facility. See Section 3., item A) "Liquidity and Capital Resources" below.

Maseve Mine - Social Development and Responsibilities

Feedback from the public consultation processes for the environmental assessment and social and labour plan developed for the Maseve Mine has been constructive and positive. The mine capital development and operations plan includes a significant investment in training through the life of mine, and in conjunction with the social and labour plan, aims to achieve maximum value from the project for all stakeholders, including local residents. Based on interaction with the community, the completion of a skill and needs assessment, and the Company's training plans, the project has set a target for 30% of more than 2,000 jobs to be sourced with persons from the local communities. To assist the Company in achieving these goals, the Company has contracted the services of an experienced and professional South African human resources company.

Maseve Mine - Africa Wide Dilution

On October 18, 2013, Africa Wide informed the Company that it would not be funding its approximate $21.8 million share of a unanimously approved project budget and cash call for the Maseve Mine. On March 3, 2014, Africa Wide informed the Company that it would not be funding its $21.52 million share of a second unanimously approved cash call. As a result, the Company entered arbitration proceedings against Africa Wide in accordance with the terms of the Maseve shareholders' agreement (the " **Maseve Shareholders Agreement** ") to determine Africa Wide's diluted interest in Maseve, and therefore the Maseve Mine and Project 3. On August 20, 2014, an arbitrator ruled in the Company's favour on all matters and Africa Wide's shareholding in Maseve was reduced to 21.2766% based on the first missed cash call. Because of missing the second cash call, Africa Wide's ownership was further diluted to approximately 17.1% and the Company's ownership was increased to approximately 82.9%.

All funding provided by PTM RSA to Maseve for development and construction of the Maseve Mine since the second cash call missed by Africa Wide has been, and is planned to be, provided by way of intercompany loans. At November 30, 2016 Maseve owed PTM RSA approximately Rand 3.73 billion ($264 million). All amounts due to PTM RSA are planned to be repaid by Maseve before any distribution of dividends to shareholders.

Legislation and regulation in South Africa require that a Black Economic Empowerment (" **BEE** ") entity own a 26% equity interest in mining projects that qualify for the grant of a Mining Right. Because Africa Wide is the Company's BEE partner for the Maseve Mine, the Company advised the DMR on October 19, 2013 of Africa Wide's decision to not fund the first cash call and the resulting dilution implications. On October 24, 2013, the DMR provided the Company with a letter stating that it will apply the provisions of the Mineral and Petroleum Resources Development Act, 28 of 2002 (the " **MPRDA** ") to any administrative processes or decisions to be conducted or taken within a reasonable time and in accordance with the principles of lawfulness, reasonableness and procedural fairness in giving the Company the opportunity to remedy the effect of Africa Wide's dilution. In addition to Africa Wide's direct equity interest in Maseve, a past sale by PTM RSA of an 18.5% interest in the project that has become Wesizwe's platinum mine is a component of the Maseve's BEE profile. Under the terms of the Maseve Shareholders Agreement, if Maseve is instructed by the DMR to increase its BEE ownership, any agreed costs or dilution of interests shall be borne equally by the Company and Africa Wide. The Company may consider Mnombo as a BEE partner for the Maseve Mine.

In early June, 2016 the DMR requested an update regarding the Company's efforts to increase the BEE equity ownership percentage in Maseve from 17.1% to 26%. The Company met with the DMR in early June 2016 and the DMR requested a further update by August 7, 2016, while reminding the Company of the risk of potential action under Sections 47 and 93 of the MPRDA if the Company were not to increase the historically disadvantaged South African (" **HDSA** ") ownership percentage. The Company believes that any action in this regard is premature given that the court proceedings between the Chamber of Mines and the DMR in regard to the ''once empowered, always empowered'' principle and the introduction of the Reviewed Broad Based Black-Economic Empowerment Charter for the South African Mining and Minerals Industry both remain pending. The Company has made several attempts to schedule a meeting with the DMR to further discuss this issue. To date, while the Company has been advised by the DMR that the matter will be discussed at a later date, no such meeting has taken place and the DMR has not issued a notice of non-compliance with the MPRDA. See the risk factors in the AIF captioned '' *The dilution of Africa Wide may have a material adverse effect on the Company's business and results of operations'' and ''The failure to maintain or increase equity participation by HDSAs in the Company's prospecting and mining operations could adversely affect the Company's ability to maintain its prospecting and mining rights.* ''

Maseve Mine - Labour Relations

In recent years, the gold and platinum mining industries in South Africa have witnessed significant labour unrest and demands for higher wages by certain labour groups. To date, the Company has seen no adverse labour action on its site at the Maseve Mine.

The primary union at the Maseve Mine, representing the workers of the project's underground mining contractor, is the National Union of Mineworkers (" **NUM** "). The Company maintains an active dialogue with contractors and NUM, as well as with its own employees. In October, 2015 NUM agreed to a labour contract with the underground mining contractor at the Maseve Mine for a two-year period ending September 2017. In the future, should higher salaries and wages occur across the industry, the Company will likely see increased costs for labour.

Maseve Mine (Project 1) and Project 3 - Mineral Resources and Reserves

On July 15, 2015, the Company published an updated independent resource estimate for the Maseve Mine and an updated independent reserve estimate based on underground sampling and observations as well as recent infill drilling from surface in the Project 1 Report, which was prepared by Charles J Muller (B. Sc. (Hons) Geology) Pri. Sci. Nat., of CJM Consulting (Pty) Ltd.; Gert Roets (B. Eng. Mining), Pr. Eng. (ECSA), of DRA Projects; and Gordon Cunningham, B. Eng. (Chemical), Pr. Eng. (ECSA) of Turnberry Projects (Pty) Ltd. The Project 1 Report is now the current technical report for the Maseve Mine.

The updated reserve estimate in the Project 1 Report considers various mining factors, including changes in mining widths, methods and costs. Maseve Proven and Probable Merensky Reef Reserves on a 100% project basis are estimated at 2.585 million ounces 4E (17.525 million tonnes grading 4.59 g/t 4E at a 2.50 g/t 4E cut-off grade and prill split of 2.94 g/t Pt, 1.24 g/t Pd, 0.18 g/t Rh, 0.23 g/t Au). Maseve Proven and Probable UG2 Reserves on a 100% project basis are estimated at 1.532 million ounces 4E (14.914 million tonnes grading 3.19 g/t 4E at a 2.50 g/t 4E cut-off grade and prill split of 2.01 g/t Pt, 0.83 g/t Pd, 0.32 g/t Rh, 0.03 g/t Au).

Total Maseve Mine measured and indicated mineral resources are 3.9 million ounces 4E on the MR (21.82 M tonnes grading 5.51 g/t 4E) and 2.8 million ounces on the UG2 Reef (22.68 M tonnes grading 3.8 g/t 4E) (100% project basis). These mineral resources have been calculated based on a resource cut of 146cm (versus 109cm in earlier estimates) and they incorporate recent detailed drilling and underground work to date. The prill splits are as previously announced at 64% Pt, 27% Pd, 4% Rh, 5% Au on the MR and 63% Pt, 26% Pd, 10% Rh, 1% Au on the UG2 Reef. The Company believes the thicker resource cut has better potential for the use of mechanized mining.

Mineral reserves are a sub-set of measured and indicated mineral resources and are not in addition to mineral resources. The total Maseve Mine MR and UG2 Reserves are as detailed above and in the current mine plan are sufficient for an updated annual production target of 250,000 ounces 4E at steady state and an overall mine life of approximately 20 years.

Mineral reserves and mineral resources reported for the Maseve Mine are from combined MR and UG2 reef tonnes. Information regarding grades, prill splits, sampling, reserve and resource calculations and risk factors may be found in the Project 1 Report, which was filed on August 28, 2015 on SEDAR at www.sedar.com and also filed on EDGAR at www.sec.gov.

An NI 43-101 technical report dated August 31, 2010 entitled “Technical Report on Project 3 Resource Cut Estimation of the Western Bushveld Joint Venture (WBJV) Located on the Western Limb of the Bushveld Igneous Complex, South Africa” (the “ **Project 3 Report** ”) remains the current technical report with respect to Project 3. Project 3 hosts an estimated 1.939 million indicated 4E ounces (11.104 million tonnes @ 5.43 g/t) and 0.076 million inferred 4E ounces (0.443 million tonnes @ 1.47 g/t).

Maseve Mine (Project 1) and Project 3 - History of Acquisition

On October 26, 2004, the Company entered into a joint venture agreement (the “ **WBJV Agreement** ”) forming the WBJV among the Company (37% interest held through PTM RSA), Anglo American Platinum Limited (“ **Amplats** ”) (37% interest held through its wholly owned subsidiary, Rustenburg Platinum Mines Ltd. (“ **RPM** ”), and Africa Wide (26% interest held directly) in relation to a platinum exploration and development project on combined mineral rights covering approximately 67 km^2 on the Western Bushveld Complex of South Africa. The WBJV was divided into three distinct project areas, namely Projects 1, 2 and 3. In April 2007, Amplats contributed an additional 5 km^2 area of prospecting rights into the WBJV. This additional area was adjacent to the east of Projects 1 and 3 and became a part of Project 2 once contributed into the WBJV. Africa Wide was subsequently 100% acquired by Wesizwe, a Johannesburg Stock Exchange-listed company, in September 2007. PTM RSA was the operator of the joint venture.

On December 8, 2008, the Company entered into certain agreements to consolidate and rationalize the ownership of the WBJV (the ‘‘ **Consolidation Transaction** ’’). On April 22, 2010, the Consolidation Transaction was completed and the WBJV dissolved. As a result, Projects 1 and 3 were transferred into Maseve and Project 2 was transferred into Africa Wide. On April 22, 2010, the Company also paid the equalization amount due under the WBJV Agreement to Amplats of Rand 186.28 million (approximately $24.83 million at the time).

Following the Consolidation Transaction, the Company held a 54.75% interest in Maseve and Wesizwe held a 45.25% initial interest in Maseve. Under the terms of the Consolidation Transaction, the Company subscribed for a further 19.25% interest in Maseve, from treasury, in exchange for Rand 408.81 million (approximately $59 million at the time), thereby increasing its effective shareholding in Maseve to 74%. The subscription funds were placed in escrow for application towards Africa Wide’s 26% share of expenditures for Projects 1 and 3. By mid-November 2013, the escrowed Maseve funds were fully depleted.

Waterberg Project

Waterberg Project — Activities in the period ended November 30, 2016

During the period ended November 30, 2016 approximately $1.73 million was spent at the Waterberg Project for engineering and exploration activities. Since March 31, 2015 all Waterberg Project funding has been covered by JOGMEC in accordance with the 2 nd Amendment to the JOGMEC Agreement (both as defined below).

At period end $21.7 million in net costs are capitalized to the project. The budget for work at Waterberg is fully funded by joint venture partner the Japan Oil, Gas and Metals National Corporation (" **JOGMEC** "). To March 31, 2015, the Company funded the Company and Mnombo's combined 63% share of the work on the Waterberg Project with the remaining 37% funded by JOGMEC. To March 31, 2015, the Company funded the Company and Mnombo's combined 100% share of the work on the Waterberg Extension Project. Exploration work on the Waterberg Extension Project began in a material way in late 2013.

On April 19, 2016, the Company reported an updated independent 4E resource estimate for the Waterberg Project. Later, on October 19, 2016 the Company reported the results of positive results from an Independent Pre-Feasibility Study (" **PFS** ") on the Waterberg Project and a further updated independent 4E resource estimate for the Waterberg Project. See " *Waterberg Project — Pre-Feasibility Study and Mineral Resource and Reserve Details* " below.

The Waterberg deposit is 13 km long so far, open along strike and begins from 140 meters deep. 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. Minimum mineralized thickness is 3 meters and the maximum is 70 meters. Drilling will continue at Waterberg and the deposit is still open for expansion.

Based on a reinterpretation of airborne gravity surveys and taking the latest drill hole results into consideration, additional drilling northward along strike is planned.

Platinum Group plans to advance the project to completion of a feasibility study and a construction decision. Drilling to increase the confidence in certain areas of the known mineral resource to the measured category is underway. Engagement with utilities for the delivery of bulk services is in process. Engineering work on the Waterberg Project includes resource modelling, metallurgical work, optimization of the metallurgical flow sheet using South African and Japanese expertise, bulk services design and mechanized mine planning. Optimization of the mine plan and working on reducing underground sustaining development capital will be part of the upcoming feasibility study. The Company also plans to file a mining right application, with Joint Venture approval, based substantially on the results of the PFS.

Waterberg Project — Pre-Feasibility Study and Mineral Resource and Reserve Details

On October 19, 2016, the Company announced positive results from a PFS on the Waterberg Project completed by international and South African engineering firm WorleyParsons RSA (Pty) Ltd. trading as Advisian. Technical information in this MD&A regarding the Waterberg Project is derived from the NI 43-101 technical report filed entitled "Independent Technical Report on the Waterberg Project Including Mineral Resource Update and Pre-Feasibility Study" dated October 19, 2016 with an effective date of October 17, 2016 for the estimate of mineral resources and resources (the " **October 2016 Waterberg Report** " or " **PFS** "), prepared by (i) Independent Engineering Qualified Person Mr. Robert L Goosen (B.Eng. (Mining, Engineering)) Pr. Eng. (ECSA), Advisian/WorleyParsons Group, (ii) Independent Geological Qualified Person Mr. Charles J Muller (B.Sc. (Hons) Geology) Pri. Sci. Nat., CJM Consulting (Pty) Ltd., and (iii) Independent Engineering Qualified Person Mr. Gordon I. Cunningham, B. Eng. (Chemical), Pr. Eng. (ECSA), Professional association to FSAIMM, Turnberry Projects (Pty) Ltd.

Readers are directed to review the full text of the October 2016 Waterberg Report, available for review under the Company's profile on SEDAR at SEDAR at www.sedar.com and on EDGAR at www.sec.gov for additional information.

The October 2016 Waterberg Report estimated that mineral resources in the "T" and "F" zones (100% project basis) increased to an estimated 24.886 million ounces 4E in the indicated category plus 10.802 million ounces 4E in the inferred category:

- Indicated 218.265 million tonnes grading 3.55 g/t 4E (1.06 g/t Pt, 2.18 g/t Pd, 0.26 g/t Au, 0.04 g/t Rh, 2.5 g/t cut-off), plus 0.08% Cu and 0.15% Ni.

- Inferred 97.212 million tonnes grading 3.46 g/t 4E (1.03 g/t Pt, 2.10 g/t Pd, 0.30 g/t Au, 0.03 g/t Rh, 2.5 g/t cut-off), plus 0.06% Cu and 0.11% Ni.

The October 2016 Waterberg Report also estimated probable mineral reserves in the “T” and “F” zones (100% project basis) estimated at 12.32 million ounces 4E plus 191.18 million pounds of copper and 333.04 million pounds of nickel:

- 102.7 million tonnes grading 3.73 g/t 4E (1.11 g/t Pt, 2.29 g/t Pd, 0.29 g/t Au, 0.04 g/t Rh, 2.5 g/t cut-off), plus 0.08% Cu and 0.15% Ni.

Only Indicated resources have been incorporated into the mine plan and financial model. The mineable Reserve represents the portion of the Indicated resource that can be economically mined as delivered to the mill, and as demonstrated in the PFS. The reader is cautioned to note that the mineral Reserves are included within the Indicated Mineral Resources, and are not in addition to them. As compared to earlier resource estimates, the increased F zone grade in the latest updated resource estimate combined with improved deposit definition allowed for the targeting of best grade thickness in early mine scheduling for the PFS.

Highlights of the PFS

- Validation of the 2014 Waterberg Preliminary Economic Assessment (“ **PEA** ”) results for a large scale, shallow, decline accessible, mechanized platinum, palladium, rhodium and gold mine.
- Annual steady state production rate of 744,000 4E ounces in concentrate.
- A 3.5-year construction period.
- On site life-of-mine average cash cost of US$248 per 4E ounce including by-product credits and exclusive of smelter discounts.
- After-tax Net Present Value (“ **NPV** ”) of US$320 million, at an 8% discount rate, using three-year trailing average metal prices.
- After-tax NPV of US$507 million, at an 8% discount rate, using investment bank consensus average metal prices.
- Estimated capital to full production of approximately US$1.06 billion including US$67 million in contingencies. Peak project funding estimated at US$914 million. Capital costs to full production and peak funding of the project are estimated in Rand 2016 terms at 15R/1USD with a flat exchange rate. Escalation of costs in Rand terms are estimated to be mostly offset over time by future Rand devaluation.
- After-tax Internal Rate of Return (“ **IRR** ”) of 13.5% using three-year trailing average price deck.
- After-tax IRR of 16.3% at investment bank consensus average metal prices.
- Probable reserves of 12.3 million 4E ounces (2.5 g/t 4E cut-off).
- Indicated resources updated to 24.9 million 4E ounces (2.5 g/t 4E cut-off) and deposit remains open on strike to the north and below a 1,250 meter arbitrary depth cut-off.

As a result of the shallow depth, good grades and a fully mechanized mining approach, the Waterberg Project has the opportunity to be a safe mine within the lowest quartile of the Southern Africa 4E industry cost curve. The project resources consist of 60% palladium and the PFS estimates that Waterberg will produce approximately 744,000 4E ounces per year at full production, of which 472,000 ounces would be palladium annually.

It is estimated that Waterberg will create approximately 3,361 new primary highly trained jobs with transferable skills. The increased safety, improved working conditions, low costs and decline access for rapid development all provide attractive features compared to traditional platinum and palladium mines in South Africa. The project is in an area prioritized for economic development. Relations with the small rural community in the area have been business like and positive.

The estimates for the scope of work, within the given battery limits, and subject to the qualifications, assumptions and exclusions contained in the PFS, are considered to be within the accuracy range required for a PFS of $\pm$25%. Monte Carlo simulation was used to provide a 12% contingency that was used in the estimates. A minimum mining width has been set at three meters so that all mining can be fully mechanized, safe and efficient

Waterberg Projects — History of Acquisition

The Waterberg JV Project is comprised of a contiguous granted prospecting right area of approximately 255 km ^{2} located on the Northern Limb of the Bushveld Complex, approximately 70 km north of the town of Mokopane (formerly

Potgietersrus). The adjacent Waterberg Extension property includes contiguous granted and applied-for prospecting rights with a combined area of approximately 864 km ^{2} . The Company has the exclusive right to apply for renewals of the prospecting rights for periods not exceeding three years each and the exclusive right to apply for a mining right over these prospecting right areas.

On September 28, 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 entered into an agreement with Mnombo whereby the Company acquired 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 a feasibility study.

On May 26, 2015, the Company announced a second amendment (the " **2 nd Amendment** ") to the JOGMEC Agreement. Under the terms of the 2 nd Amendment the Waterberg JV Project and Waterberg Extension Project are to be consolidated and contributed into a newly created operating company named Waterberg JV Resources (Pty) Ltd. (" **Waterberg JV Co.** "). The Company is to hold 45.65% of Waterberg JV Co. while JOGMEC is to own 28.35% and Mnombo will hold 26%. Through its 49.9% share of Mnombo, the Company will hold an effective 58.62% of Waterberg JV Co., post-closing. Under the 2 nd Amendment JOGMEC has committed to fund $20 million in expenditures over a three-year period ending March 31, 2018, of which approximately $13.02 million was funded to November 30, 2016. The Company remains the Project operator under the 2 nd Amendment. Closing of this transaction is subject to MPRDA Section 11 approval by the DMR to transfer title of the prospecting rights. If Section 11 transfer approval is not obtained the parties will default to the pre-amendment JV arrangement, with any advances received from JOGMEC to be used to offset its spending commitments on the Waterberg JV Project.

The Company carried Mnombo's 26% share of expenses in the Waterberg project until March 31, 2015, after which time JOGMEC has been funding expenses to date under the terms of the 2 nd Amendment.

NON-MATERIAL MINERAL PROPERTY INTERESTS

The non-material mineral property interests of the Company include the War Springs and Tweespalk projects located in South Africa and various Canadian mineral property interests in Ontario, the Northwest Territories and Newfoundland and Labrador. These non-material property interests are not, individually or collectively, material to the Company. All non-material properties have been written off and are also described in the Company's audited annual consolidated financial statements for the year ended August 31, 2016 and the AIF, copies of which may be obtained online on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

3. DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION

A) Liquidity and Capital Resources

Equity Financings

On November 1, 2016, the Company announced the closing of an offering of 22,230,000 common shares at a price of US$1.80 per share resulting in gross proceeds of US$40 million. Details of this offering may be found in the Company's October 25, 2016 Prospectus Supplement to a Short Form Base Shelf Prospectus dated October 14, 2016. Net proceeds to the Company after fees, commissions and costs were approximately US$37 million.

The following is a reconciliation for the use of proceeds from the November 1, 2016 offering:

(In millions of dollars)

Use of Proceeds	As Estimated in the October 25, 2016 Prospectus Supplement		Actual to November 30, 2016 [(1)]	
Project 1 underground development and production ramp-up costs (100% basis) [(2)]	$	22.0	$	5.83
Working capital during start-up [(3)]	$	9.4	$	1.12
Repayment of Second Sprott Advance [(4)]	$	5.0	$	2.50
General corporate purposes	$	0.56	$	—
Total	$	36.96	$	9.45

Explanatory Notes:

(1) This column shows only the portion of the net proceeds of the November 1, 2016 offering that were spent in November, 2017.

(2) Assumed that Africa Wide would elect not to contribute to Maseve in order to match its pro rata share of Project 1 funding. Any funding from Africa Wide or a new joint venture partner would reduce the Company's funding requirements.

(3) May be used for interest payable under the Sprott Facility, wages and salaries and other estimated general & administrative expenses.

(4) The proceeds from the Second Sprott Advance (as defined below) were used to fund underground development and production ramp-up at Project 1. The Sprott Lenders (as defined below) elected for earlier repayment of one half of the Second Sprott Advance from the proceeds of this offering. The balance of the Second Sprott Advance is to be repaid in six equal monthly instalments beginning July 31, 2017.

On May 26, 2016, the Company announced the closing of an offering 11,000,000 common shares at a price of US$3.00 per share resulting in gross proceeds of US$33.0 million (the "May 2016 Offering"). Net proceeds to the Company after fees, commissions and costs were US$30.3 million. The net proceeds of the May 2016 Offering were used primarily for Project 1 underground development and production ramp up costs as planned.

Sprott Facility

On February 13, 2015, the Company entered into a secured credit agreement with a syndicate of lenders (the "Sprott **Lenders** ") led by Sprott Resource Lending Partnership (" **Sprott** ") for a senior secured loan facility (the " **Original Sprott Facility** ") of up to $40 million. On November 20, 2015, the Company drew down $40 million under the Original Sprott Facility. The Original Sprott Facility was amended on November 19, 2015, May 3, 2016 and September 19, 2016.

The Sprott Facility was amended and restated on October 11, 2016 (as so amended and restated and as further amended on January 13, 2017, the " **Sprott Facility** ") and a further $5 million (the " **Second Sprott Advance** ") was drawn down October 12, 2016 with half of this amount repaid at the request of Sprott in November 2016. The remaining $2.5 million principal balance of the Second Sprott Advance is to be repaid in six equal, monthly instalments commencing on July 31, 2017. The maturity date of the Sprott Facility is December 31, 2018. The principal under the Sprott Facility is payable in 12 monthly instalments during calendar 2018, subject to certain mandatory prepayment provisions under the Sprott Facility. Interest is compounded and payable monthly at an interest rate of LIBOR plus 8.50%. The Sprott Lenders have a first priority lien on (i) the issued shares of PTM RSA held by the Company (and such other claims and rights described in the applicable pledge agreement) and (ii) all present and after-acquired personal property of the Company. The Sprott Facility is also guaranteed by PTM RSA.

The Company has made certain payments to the Sprott Lenders in connection with the Original Sprott Facility and the Sprott Facility, including (a) the issuance of 348,584 common shares in connection with the November 2015 draw down of the Original Sprott Facility; (b) a structuring fee comprised of a cash payment in the amount of $100,000, paid concurrently with the execution and delivery of the term sheet for the Original Sprott Facility; (c) a bonus payment in the amount of $1,500,000, payable in the form of 283,019 common shares issued concurrently with the execution of the

Original Sprott Facility, (d) a standby fee in cash equal to 4% per annum of the daily unadvanced principal amount of the Sprott Facility payable in monthly instalments until December 31, 2015; (e) the issuance of 131,654 common shares in connection with the May 2016 amendment; (f) the issuance of 801,314 common shares in connection with the September 2016 amendment; and (g) the issuance of 113,963 common shares in connection with the Second Sprott Advance.

LMM Facility

On November 20, 2015, the Company also drew down $40 million from its secured loan facility (the " **LMM Facility** ") pursuant to the second lien credit agreement entered into on November 2, 2015, which was later amended on May 3, 2016, September 19, 2016 and January 13, 2017 (as so amended, the " **LMM Credit Agreement** "), with a major shareholder, Liberty Metals & Mining Holdings, LLC (" **LMM** ").

The interest rate on the LMM Facility is LIBOR plus 9.5%. Interest payments on the LMM Facility were to be accrued and capitalized until December 31, 2016, and then paid to LMM quarterly thereafter. On September 19, 2016, the LMM Facility was amended so interest payments will now be due starting December 31, 2017, while the first 20% of principal is to now be repaid on June 30, 2019 and then in tranches of 10% of the principal at the end of each calendar quarter beginning on September 30, 2019 and for each of the next seven quarters of the LMM Facility. Under the LMM Credit Agreement and subject to the conditions therein, LMM has a right of first offer in the event the Company, PTM RSA, or certain subsidiaries of the Company and PTM RSA wish to undertake a debt financing.

LMM has a second priority lien on (i) the issued shares of PTM RSA held by the Company (and such other claims and rights described in the applicable pledge agreement) and (ii) all present and after-acquired personal property of the Company. The LMM Facility is also guaranteed by PTM RSA. LMM and Sprott entered into an intercreditor agreement under which, among other things, LMM agreed to subordinate certain rights and to be bound by certain restrictions in favor of Sprott.

Pursuant to the LMM Credit Agreement the Company entered into a life of mine Production Payment Agreement (" **PPA** ") with LMM. Under the PPA, the Company agreed to pay to LMM a production payment of 1.5% of net proceeds received on concentrate sales or other minerals from the Maseve Mine and Project 3 (the " **Liberty Production Payment** "). Under the September 2016 amendment the Company no longer has the right to buy back 1% of the 1.5% Liberty Production Payment.

An event of default under the PPA triggers the payment of a termination fee based on a net present value of the Liberty Production Payments to be made under the PPA at a 5% discount rate. An event of default under the Sprott Facility or the LMM Facility is also treated as an event of default under the PPA. The Company holds the right to terminate the PPA upon payment of the termination fee.

The PPA is secured with the second lien position of the LMM Facility until it is repaid. The PPA will be acknowledged in any subsequent debt arrangement of the Company. The Company has a right to refinance the Sprott Facility or the LMM Facility, subject to certain rights granted to LMM under the PPA.

The Company has made certain payments to LMM in connection with the LMM Facility, including (a) the issuance of 348,584 common shares in connection with the November 2015 draw down of the LMM Facility; (b) the issuance of 131,654 common shares in connection with the May 2016 amendments; and (e) the issuance of 801,314 common shares in connection with the September 2016 amendments.

Additional Terms of Facilities

Under the Sprott Facility and the LMM Facility the Company has agreed to covenants that are customary and usual for facilities and agreements of this nature, including:

- Subject to the January 2017 amendments to the Sprott Facility and the LMM Facility, the maintenance of working capital in excess of $5,000,000;
- Maintaining a minimum of $5,000,000 in unrestricted cash and cash equivalents;
- In the case of the LMM Facility, maintenance of a debt service coverage ratio on a rolling four quarter basis of at least 1.20:1;

- Compliance in all material respects with all applicable securities legislation and continuous disclosure obligations;
- Compliance in all material respects with all applicable law, including environmental laws;
- Diligent pursuit of construction completion of the Maseve Mine and the achievement of production targets;
- Restrictions on the incurrence of debt and liens and the making of investments and restricted payments, except as set forth in the Sprott Facility and the LMM Facility; and
- In the case of the LMM Facility, an agreement to pay LMM cash sweep amounts equal to 50% of excess cash flow on a quarterly basis.

As at November 30, 2016, the Sprott Facility and the LMM Facility required the Maseve Mine to reach and maintain a three-month rolling average of (i) at least 60% of planned production for a three-month period commencing October 31, 2016 and (ii) at least 70% of planned production after January 31, 2017. As at November 30, 2016, the Company had also agreed to pay, in partial prepayment of the Sprott Facility and the LMM Facility, 50% of the net proceeds of any equity or debt financings (excluding intercompany financings) of the Company having a value exceeding $1 million in the aggregate that close after January 31, 2017, in the case of the Sprott Facility, and December 31, 2017, in the case of the Liberty Facility, subject to the terms of the applicable intercreditor agreement.

January 2017 Amendments

Based on recent delays to the ramp up of production (as described above), the Sprott Facility and the LMM Facility were amended in January 2017 to:

- revise production target provisions, to require the Maseve Mine to reach and maintain a three-month rolling average of (i) at least 60% of planned production for a three-month period commencing January 31, 2017 (instead of October 31, 2016) and (ii) at least 70% of planned production after April 30, 2017 (instead of January 31, 2017), and to update the planned production figures; and

- waive until February 15, 2017 the covenant to maintain at all times a working capital in excess of $5,000,000.

The Sprott Facility was also amended to:

- postpone from January 31, 2017 to March 31, 2017 the commencement of the requirement to pay the Sprott Lenders 50% of the proceeds of equity and debt financings (excluding intercompany financings) of the Company or its subsidiaries having a value exceeding $1,000,000 in the aggregate, in partial repayment of the Sprott Facility.

In consideration of the above, the Company has agreed to pay an amount equal to $425,000 to the Sprott Lenders and an amount equal to $453,440 to LMM (collectively, the " **Amendment Fee** "), in each case representing 1% of the outstanding principal amount of the applicable facility, payable by the issuance of 275,203 Company common shares to the Sprott Lenders and 293,616 Company common shares to LMM (collectively, the " **Amendment Fee Shares** "). The Amendment Fee Shares will be issued at a deemed price of C$2.0277, equal to the volume weighted average trading price of the Company's common shares on the Toronto Stock Exchange (" **TSX** ") for the 10 trading days immediately prior to the date of the amendments, less a 10% discount, converted into Canadian dollars using the Bank of Canada noon spot rate for the purchase of Canadian dollars on the first business day immediately preceding the date of the amendments. The Amendment Fee Shares shall be issued within three business days after the Company's receipt of the conditional approval of the TSX and the approval of the NYSE MKT LLC for the listing of the Amendment Fee Shares, whichever occurs later, subject to compliance with applicable law. If the Company is unable to obtain such approvals or does not issue the Amendment Fee Shares by January 27, 2017 or either the TSX or the NYSE MKT LLC advises the Company that it will not approve the listing of the Amendment Fee Shares, the Company is required to pay the Amendment Fee in cash within two business days thereafter.

Additional Commentary

Production to date is significantly behind plan due to delays in underground development and other factors as discussed above at " *Maseve — Operations* ". The Company's engineers and mining personnel are working to rectify these operational issues. The rate of underground development at the Maseve Mine is an important factor with respect to mine ramp up and production rates. Further delays in underground development, stoping rates and planned tonnages may result in further production delays that will negatively impact on working capital requirements until mine operations generate positive cash flow. As development reaches planned mine blocks, increased stoping is scheduled and the successful execution of this stoping will be critical to meeting planned production rates and ramp up. If the Company is not able to achieve its aggressive ramp up production targets in the months ahead, or metals prices deteriorate, or further delays are experienced in ramp up production the Company may not have sufficient working capital for operations and planned debt repayments. Current working capital is below planned levels until positive cashflow is scheduled to be achieved. In order to achieve positive cash flow and to maintain its financial covenants under the Sprott Facility and the LMM Facility the Company estimates that it will need to source $5 million to $15 million of additional funding by way of refinancing its existing debt, the issuance of new debt, private or public offerings of equity or the sale of project or property interests. Metal prices and Rand exchange rates may have material effects on the Company and its requirements for further financing. Any failure by the Company to obtain 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 or all of its assets on an untimely or unfavourable basis.

Accounts Receivable and Payable

Accounts receivable at November 30, 2016 totaled $5.8 million (August 31, 2016 - $6.1 million) being comprised mainly of pre-production proceeds of $2.3 million in the current period ($2.8 million at August 31, 2016) and value added taxes refundable in South Africa of $2.8 million ($1.8 million at August 31, 2016). Accounts payable and accrued liabilities at November 30, 2016 totaled $16.8 million (August 31, 2016 - $16.9 million).

Contractual Obligations

The following table discloses the Company’s contractual obligations as at November 30, 2016:

(In thousands of dollars)

	< 1 Year	1 – 3 Years	4 – 5 Years	> 5 Years	Total
Lease obligations	$ 495	$ 1,435	$ —	$ —	$ 1,930
ESKOM — power	3,380	—	—	—	3,380
Mining Development	11,131	—	—	—	11,131
Mining Indirect and Other	281	—	—	—	281
Sprott Facility	6,390	42,972	—	—	49,362
Liberty Facility	—	23,985	40,868	—	64,853
Totals	**$ 21,677**	**$ 68,392**	**$ 40,868**	**$ —**	**$ 130,937**

B) Results of Operations

Three Months Ended November 30, 2016

For the period ended November 30, 2016, the Company had net loss of $2.45 million (November 30, 2015 — net loss of $0.7 million). This difference is predominantly due to a foreign exchange loss of $1.5 million as compared to a foreign exchange gain of $0.4 million in the comparable period. General and administrative costs dropped from $1.4 million in the previous comparable quarter to $1.2 million in the current quarter. Comprehensive income for the quarter was $15.2 million (November 30, 2015 — $41.6 million loss) with the difference being due to an increase in the Rand value versus the U.S. Dollar value in the current period as opposed to decrease in the value of the Rand as compared to the U.S. Dollar in the previous comparable quarter. Net finance income earned in the quarter ended November 30, 2016 totaled $0.3 million as compared to $0.3 million in the comparative period partially due to the Company netting interest earned on debt proceeds against interest expenses from the Sprott Facility and the Liberty Facility.

C) 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 ($000's, except per share data)	Nov. 30, 2016		Aug, 31 2016		May 31, 2016		Feb. 29, 2016
Interest income (1)	300	$	316	$	294	$	240
Net income (loss) (2)	(2,450)		(35,021)		892		(1,810)
Basic earnings(loss) per share (3)	(0.03)		(0.21)		0.01		(0.02)
Total assets (4)	576,842		519,858		517,799		482,264

Quarter ended ($000's, except share data)	Nov. 30, 2015		Aug. 31, 2015		May 31, 2015		Feb. 28, 2015
Interest income (1)	283	$	763	$	1,074	$	856
Net income (loss) (2)	(712)		(191)		(2,661)		3,916
Basic earnings(loss) per share (3)	(0.01)		(0.00)		(0.03)		0.05
Total assets (4)	525,864		498,342		531,606		548,418

Explanatory Notes:

(1) The Company earns income from interest bearing accounts and deposits. Rand balances earn significantly 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) income by quarter is affected by the timing and recognition of large non-cash items. In the quarter ended August 31, 2016 an impairment charge of $41.4 million was recognized relating to the Maseve Mine. In the quarter ended February 28, 2015 there were share-based compensation expenses and in the previous quarter there were mineral property write-downs. Net (loss) income can also be impacted by the movement of the Rand and the U.S. Dollar relative to the Canadian Dollar as the Company currently and in the past has held significant portions of its cash in each currency. At the end of each reporting period Rand and U.S. Dollar cash balances are translated to Canadian Dollars at period end exchange rates.

(3) Basic 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.

(4) At November 30, 2016, May 31, 2016 and February 28, 2015 the Company's assets increased compared to prior periods as a result of equity offerings.

D) 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 all available funds will be invested to finance its business.

E) Related Party Transactions

Transactions with related parties are as follows *(in thousands of dollars)* :

i. During the three months ended November 30, 2016, $58 ($61 — November 30, 2015) was paid to independent directors for directors' fees and services.

ii. During the period ended November 30, 2016, the Company accrued or received payments of $14 ($19 — November 30, 2015) from West Kirkland Mining Inc. (" **West Kirkland** "), a company with two directors in common, for administrative services. Amounts receivable at the end of the year include an amount of $20 ($48 — November 30, 2015) due from West Kirkland.

iii. In fiscal 2016 the Company entered into a loan facility agreement with a significant shareholder LMM. The loan was negotiated and entered into at commercial terms. For full details on this transaction please see note 6 in the Company's condensed consolidated interim financial statements.

All amounts receivable and accounts payable owing to or from related parties (excluding the LMM Facility) are non-interest bearing with no specific terms of repayment. These transactions are in the normal course of business and are recorded at consideration established and agreed to by the parties.

F) Off-Balance Sheet Arrangements

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

G) Outstanding Share Data

The Company has an unlimited number of common shares authorized for issuance without par value. At November 30, 2016, there were 112,803,619 common shares outstanding and 2,604,125 incentive stock options outstanding at exercise prices of C$2.00 to C$14.00. At January 12, 2017, there were 112,803,619 common shares issued and outstanding and 4,814,125 incentive stock options outstanding. During the period ended November 30, 2016, the Company made no changes to the exercise price of outstanding options through cancellation and re-grant. Outstanding options were adjusted to conform with the Company's announced consolidation of its common shares effective January 2016.

4. OUTLOOK

The Company's key business objectives are to improve operational efficiency and advance underground development and production ramp up at the Maseve Mine with the objective of achieving positive cash flow in the first half of calendar 2017 and to advance the Waterberg Project. Twelve-month aggregate production guidance at the Maseve Mine for calendar 2017 is modelled at 100,000 to 120,000 4E ounces. Prior production guidance should not be relied upon.

In the near term the Company's liquidity will be constrained as development at the Maseve Mine will continue to utilize a majority of the Company's cash on hand until production increases and positive cash flow is achieved. Lower metal prices, delays in production ramp up or a stronger South African Rand could all result in requirements for further financing. Development work in blocks 12, 11, 10 and 9 in the north mine and Block 16 in the south mine are critical to the underground mining plans and ramp up profile of production for the Maseve Mine. The Company commenced production largely with low grade stockpile material to hot commission and balance the mill and flotation circuits. Milling has continued since then primarily with low grade stockpile material and muck from primary access headings developed on reef. The volume of stoping material at improved grades in accordance with the mine plan must increase as planned by operating management to meet the production ramp-up rates and production covenants per the Sprott Facility and LMM Facility. To meet production targets at the Maseve Mine a significant performance improvement is required in development and stoping rates. The Company has a history over the past year of not achieving its plan and further delays in the planned production will increase the Company's working capital needs which are further described above. Further Section 54 delays would also have a negative impact on planned production and working capital. As described above at " *Maseve — Operations* ", changes are being made to operations, contracts and contractors to achieve these improvements. The execution of these changes may also create a risk of disruption to operations.

The Company plans to advance the Waterberg Project to completion of a feasibility study and a construction decision. Drilling to increase the confidence in certain areas of the known mineral resource to the measured category is underway. Engagement with utilities for the delivery of bulk services is in process. Engineering work on the Waterberg Project includes resource modelling, metallurgical work, optimization of the metallurgical flow sheet using South African and Japanese expertise, bulk services design and mechanized mine planning. Optimization of the mine plan and working on reducing underground sustaining development capital will be part of the upcoming feasibility study. The Company also plans to file a mining right application, with joint venture approval, based substantially on the results of the PFS. Funding for drilling and engineering at Waterberg is in place from JOGMEC pursuant to the 2nd Amendment, allowing the project to advance and grow without a significant draw on the Company's working capital.

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 AIF.

5. CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires 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 2 of the Company's audited annual consolidated financial statements for the year ended August 31, 2016.

Review of asset carrying values and impairment

In accordance with the Company's accounting policy, each asset or cash generating unit is evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, a formal estimate of recoverable amount is performed and an impairment loss is recognised to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use.

The determination of fair value less costs to sell and value in use requires management to make estimates and assumptions about expected production, commodity prices, reserves, operating costs, closure and rehabilitation costs and future capital expenditures. The estimates and assumptions are subject to risk and uncertainty; hence there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances, some or all of the carrying value of the assets may be further impaired or the impairment charge reduced with the impact recorded in the income statement.

Asset Retirement Obligations

The amounts recorded for asset retirement costs are based on estimates included in closure and remediation plans. These estimates are based on engineering studies of the work that is required by environmental laws. These estimates include an assumption on the rate at which costs may inflate in future periods. Actual costs and the timing of expenditures could differ from these estimates.

Deferred tax assets, liabilities and resource taxes

The determination of the Company's future tax liabilities and assets involves significant management estimation and judgment involving a number of assumptions. In determining these amounts the Company interprets tax legislation in a variety of jurisdictions and make estimates of the expected timing of the reversal of future tax assets and liabilities. The Company also makes estimates of the Company's future earnings which affect the extent to which potential future tax benefits may be used. The Company is subject to assessment by various taxation authorities, which may interpret tax legislation in a manner different from the Company's view. These differences may affect the final amount or the timing of the payment of taxes. When such differences arise, the Company makes provision for such items based on the Company's best estimate of the outcome of these matters.

Achievement of commercial production

Once a mine reaches the operating levels intended by management, the recognition of mining revenues as well as depreciation of capitalized costs begins. Significant judgement is required to determine when certain of the Company's assets reach this level; management must consider several factors including:

- completion of a reasonable period of commissioning;
- consistent operating results are being achieved at a pre-determined level of design capacity and indications exist that this level will continue;
- mineral recoveries are at or near expected production level, and;
- the transfer of operations from development personnel to operational personnel has been completed.

Commercial production will be declared on the first day of the month following achievement of the above milestones. Once in commercial production, the capitalization of certain mine development and construction costs cease. Subsequent costs are either regarded as forming part of the costs of inventory or expensed. Any costs relating to mining asset additions or improvements or mineable reserve development will be assessed to determine whether capitalization is appropriate.

Classification of Liberty Production Payment

Significant judgement is required in determining the appropriate accounting for the Liberty Production Payment. Based on the specific facts and circumstances, judgement is required to assess whether the arrangement is a commodity agreement, a financial liability or a sale of a mineral interest. Management has determined that based on covenants that connect the LPP to the Liberty Loan management has not transferred the risk of ownership of the ounces to Liberty and the LPP will be treated as a financial liability at fair value through profit or loss. This treatment will be re-visited in the future if terms of the loan or production payment are changed or if the loan is extinguished.

Fair Value of the Liberty Production Payment

Management has assessed the value of the Liberty Production Payment the net present value of future production payments over the life of the Maseve Mine. The Company will continue to evaluate on an ongoing basis whether there are material changes to the inputs in the valuation and adjust the valuation of the Liberty Production Payment accordingly.

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 closing 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. Assumptions that are valid at the time of estimation 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 on depreciation and amortization rates, asset carrying values and provisions for closure and restoration costs.

6. 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 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

No change in the Company's internal control over financial reporting occurred during the period ended November 30, 2016 that has, or is reasonably likely to, materially affect the Company's internal control over financial reporting.

7. OTHER INFORMATION

Additional information relating to the Company for the period ending November 30, 2016 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, 2016 together with the notes thereto as well as the Company's AIF.

8. LIST OF DIRECTORS AND OFFICERS

a) Directors:		**b) Officers:**
R. Michael Jones	Barry W. Smee	R. Michael Jones (CEO)
Frank R. Hallam	Timothy Marlow	Frank R. Hallam (CFO & Corporate Secretary)

Iain McLean	Diana Walters	Peter C. Busse (COO)
Eric Carlson		Kris Begic (VP, Corporate Development)

Exhibit 99.3

Consent of R. Michael Jones

The undersigned hereby consents to the inclusion in the management's discussion and analysis (the "MD&A") of Platinum Group Metals Ltd. (the "Company") for the three months ended November 30, 2016 of references to the undersigned's name with respect to the disclosure of technical and scientific information contained in the MD&A (the "Technical Information"). The undersigned further consents to the incorporation by reference in the Company's Registration Statement on Form F-10 (No. 333-213985), as amended and supplemented, filed with the United States Securities and Exchange Commission, of the references to the undersigned's name and the Technical Information in the MD&A.

Dated: January 13, 2017

//signed//

R. Michael Jones

Exhibit 99.4

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, R. Michael Jones, President and Chief Executive Officer of Platinum Group Metals Ltd. , certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of ***Platinum Group Metals Ltd.*** (the "issuer") for the interim period ended ***November 30, 2016.***

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* , for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's 1CFR is the Internal Control — Integrated Framework (COSO Framework) prepared by the **Committee of Sponsoring Organizations of the Treadway Commission ("COSO")** .

5.2 ***ICFR - material weakness relating to design*** : N/A

5.3 ***Limitation on scope of design:*** N/A

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on ***September 1, 2016*** and ended on ***November 30, 2016*** that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: ***January 13, 2017***

//signed//

R. Michael Jones
President and Chief Executive Officer

Exhibit 99.5

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Frank R. Hallam, Chief Financial Officer of Platinum Group Metals Ltd. , certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of ***Platinum Group Metals Ltd.*** (the "issuer") for the interim period ended ***November 30, 2016.***

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility:*** The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* , for the issuer.

5. ***Design:*** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings

   (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

      (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

      (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

   (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 ***Control framework:*** The control framework the issuer's other certifying officer(s) and I used to design the issuer's 1CFR is the Internal Control — Integrated Framework (COSO Framework) prepared by the **Committee of Sponsoring Organizations of the Treadway Commission ("COSO")** .

5.2 ***ICFR - material weakness relating to design*** : N/A

5.3 ***Limitation on scope of design:*** N/A

6. ***Reporting changes in ICFR:*** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on ***September 1, 2016*** and ended on ***November 30, 2016*** that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: ***January 13, 2017***

//signed//

Frank R. Hallam
Chief Financial Officer

Exhibit 99.6

PLATINUM GROUP METALS

PLG:NYSE MKT
PTM:TSX

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News Release

No. 17-334
January 13, 2017

Platinum Group Metals Reports First Quarter 2017 Results and Operational Update

(Vancouver/Johannesburg) **Platinum Group Metals Ltd.** (PTM-TSX; PLG-NYSE MKT) ("Platinum Group" or the "Company") reports the Company's operating and financial results for the three months ended November 30, 2016 and provides an operational update and outlook. For details of the consolidated interim financial statements (the "Financial Statements") and Management's Discussion and Analysis for the three months ended November 30, 2016, please see the Company's filings on SEDAR (www.sedar.com) or on EDGAR (www.sec.gov). Shareholders are encouraged to visit the Company's website at www.platinumgroupmetals.net. Shareholders may receive a hard copy of the complete Financial Statements from the Company free of charge upon request.

All amounts herein are reported in United States dollars unless otherwise specified.

Operations at Maseve Mine

The Company is currently focused on development and stoping in the best grade thickness areas in Block 11 of the Maseve Mine, which was accessed and opened for mining late in calendar 2016. Block 11 is modelled to be flat dipping with good grade and thickness and is the most important block to the near-term mine plan.

Redpath Mining South Africa Pty Limited, a subsidiary of Canadian headquartered Redpath Mining Contractors and Engineers ("Redpath"), recently won the tender to provide bord and pillar mining, hybrid mechanized mining and ore transport from Block 11. Since June 2016 Redpath has been providing efficient long hole mining services in Blocks 9 and 12 of the Maseve Mine. The changeover to Redpath as the principal mining contractor at the Maseve Mine was undertaken with affected parties during the latter part of the first fiscal quarter ended November 30, 2016 and into early January 2017. The operational and administrative changeover is now well advanced.

Redpath has also entered into a letter of intent whereby they will install, operate and maintain a 1.0 km conveyor towards Block 11, linking into underground silos and the existing 1.4 km conveyor to surface and 1.7 km conveyor system into the mill. Cost for the conveyor installation to be borne by Redpath is estimated at Rand 25.0 million (approximately US $1.8 million) and Redpath will recoup their investment by way of a per tonne charge now being negotiated. Redpath has also added four units to the trucking fleet on a rental basis to ensure efficient ore transport.

R. Michael Jones, CEO of Platinum Group Metals said "We are pleased that after working with us on the mining of some of our smaller blocks, Redpath has won the tender to mine Block 11 and will become an important partner in the Maseve Mine ramp up. Redpath will continue with mining in Blocks 9 and 12 and will takeover ore transport for these blocks from the previous development contractor. Redpath is also scheduled to set up for mining in Block 16 early in 2017. Redpath has demonstrated excellent leadership skills with a commitment to safety and a disciplined and open approach. The engagement with Redpath is a win-win collaboration that demonstrates confidence in the potential at the Maseve Mine from a well regarded global mining contractor. The more tonnes mined from Block 11, the better both Redpath and the Company will do. We see Redpath as an excellent partner".

Management changes have been made at the Maseve Mine and a process of rationalizing and consolidating underperforming and redundant contractors was undertaken in late calendar 2016. Safety has remained a priority during these changes. Many mining services previously provided by several contractors will now be consolidated under the management of Redpath, increasing efficiency.

During December 2016, Block 11 began to produce mined tonnes, contributing approximately 21.3% (8,388 tonnes) of mined ore flow to monthly production. Double decline access and through ventilation to Block 11 was completed in late December 2106. Now that infrastructure is coming on line where needed, and with contractor changeover being undertaken, Block 11 is scheduled to contribute approximately 50% (30,000 tonnes) to mined ore flow in January 2017. Mining rates in the second half of January 2017 and in the months ahead are scheduled to continue improving as Block 11 is further developed. During 2017 Block 11 is scheduled to build up to 70-80% of mined ore flow. At full production Block 11 is planned to provide up to 76,000 tonnes of ore a month.

Production ramp up at the Maseve Mine has been behind plan since commissioning in April 2016 due primarily to poor mining contractor performance and delayed infrastructure completion. As disclosed in the Company's press release dated November 29, 2016, a much-publicized safety drive in the Northwest Region by the inspectorate branch of the South African Department of Mineral Resources ("DMR") during the latter part of the Company's first fiscal quarter resulted in intermittent work stoppages at the Maseve Mine, also causing a loss of some development and production.

Production in September, October, November and December 2016 was 1,823, 907, 1,237 and 1,509 4E ounces respectively. Contractor issues, changeover of contractors, and concerns raised by the DMR have been addressed and the Company is again focused on safely increasing mined tonnage at grade from planned blocks while at the same time reducing costs in 2017.

Platinum Group will be focussed on turning the Maseve Mine to positive cash flow in the first half of calendar 2017. Development to other blocks near Block 11 with good grade thickness is scheduled to continue during 2017. Twelve-month aggregate production guidance for calendar 2017 is modelled at 100,000 to 120,000 4E ounces. Prior production guidance should not be relied upon.

Results For The Three Months Ended November 30, 2016

During the three-months ended November 30, 2016, the Company incurred a net loss of $2.45 million (November 30, 2015 — net loss of $0.712 million). General and administrative expenses during the three-month period were $1.167 million (November 30, 2015 - $1.394 million), losses on foreign exchange were $1.543 million (November

30, 2015 — gain of $0.399 million) while stock based compensation expense, a non-cash item, totalled $ 0.40 million (November 30, 2015 - nil). Finance income consisting of interest earned and property rental fees in the three-month period amounted to $0.30 million (November 30, 2015 - $0.283 million). Loss per share for the period ended November 30, 2016 amounted to $0.03 (November 30, 2015 - $0.01 per share).

Accounts receivable at November 30, 2016 totalled $5.8 million while accounts payable and accrued liabilities amounted to $16.832 million. Accounts receivable were comprised of amounts receivable on sale of concentrate, value added taxes repayable to the Company in South Africa and amounts receivable from partners. Accounts payable included contract development and mining fees, drilling expenses, engineering fees, accrued professional fees and regular trade payables for ongoing exploration, development and administration costs.

During the period ended November 30, 2016 the Company incurred approximately $27 million (November 30, 2015 - $34 million) in development, construction, equipment and other costs for the Maseve Mine. Initial proceeds from concentrate sales before commercial production are treated as a reduction in project capital cost with $3.1 million being recognized to development costs in the period ended November 30, 2016. As at November 30, 2016, the Company carried total deferred acquisition, development, construction, equipment and other costs related to the Maseve Mine of $514 million.

During the period ended November 30, 2016 approximately $1.73 million was spent at the Waterberg Project for engineering and exploration activities. At period end $21.7 million in net costs are capitalized to the Waterberg Project. The current budget for work at Waterberg is fully funded by 28.35% joint venture partner the Japan Oil, Gas and Metals National Corporation.

For more information on mineral properties, see Notes 4 and 5 of the Financial Statements.

Loan Facilities Amended

To accommodate the Company for delayed production ramp up at the Maseve Mine, the Sprott Resource Lending Partnership (“Sprott”) and Liberty Metals & Mining Holdings, LLC (“LMM”) have agreed to provide the following waiver and amendments to their existing loan facilities to the Company:

- a three-month extension to the covenant whereby Maseve must reach and maintain a three-month rolling average of at least 60% of planned production for a three-month period to commence with the first measurement month of the original plan moved to February 2017;

- a three-month extension to the covenant whereby Maseve must reach and maintain a three-month rolling average of at least 70% of planned production for a three-month period to commence with the first measurement month of the original plan moved May 2017;

- to waive until February 15, 2017 the covenant to maintain at all times a working capital in excess of $5,000,000; and

- to postpone from January 31, 2017 to March 31, 2017 the commencement of the requirement to pay the Sprott Lenders 50% of the proceeds of equity and debt financings (excluding intercompany financings) of the Company or its subsidiaries having a value exceeding $1,000,000 in the aggregate, in partial repayment of the Sprott Facility.

In consideration of the above the Company has agreed to issue 568,819 common shares of the Company as directed by Sprott and to LMM pursuant to the amended Sprott Facility and amended LMM Facility. This amount is based on 1.0% of the outstanding principal amount advanced by both the Sprott and LMM, being $425,000 and $453,440 respectively, converted to $1,153,391 Canadian dollars using the Bank of Canada noon spot rate on January 12, 2017. The shares were then priced at the ten-day volume weighted average price on the Toronto Stock Exchange (the “TSX”) of $2.253 Canadian dollars per share, less a ten percent discount. The amendment fee shares shall be issued within three business days after the Company’s receipt of the conditional approval of the TSX and the approval of the NYSE MKT LLC for the listing of the amendment fee shares, whichever occurs later, subject to compliance with applicable law. If the Company is unable to obtain such approvals or does not issue the amendment fee shares by January 27, 2017 or either the TSX or the NYSE MKT LLC advises the Company that it will not approve the listing of the amendment fee shares, the Company is required to pay the amendment fee in cash within two business days thereafter. The shares will be subject to a four month and one day hold period from the date of issuance under applicable securities laws in Canada and where applicable will also be subject to resale restrictions under the securities laws of the United States.

Outlook

The Company’s key business objectives for fiscal 2017 will be to safely ramp-up the Maseve Mine and to advance the Waterberg Project through feasibility and into preparations for a mining right application.

At the time of writing the Company is well advanced in a changeover process to improve contractor and labour performance, increase stope mining, reduce contractor redundancy, improve efficiencies and reduce costs. The Maseve Mine has demonstrated good grade thickness confirmation to block model estimates and good recovery to design specifications. At present good progress is being made developing Block 11 and mined tonnage is beginning to come on line.

At November 30, 2016, the Company held $27.507 million in cash. In order to achieve positive cash flow and to maintain its working capital covenants under existing loan facilities, the Company estimates that it will need to source $5 million to $15 million of additional funding by way of refinancing its existing debt, the issuance of new debt, private or public offerings of equity or the sale of project or property interests.

About Platinum Group Metals Ltd.

Platinum Group, based in Johannesburg, South Africa and Vancouver, Canada, has a successful track record with more than 20 years of experience in exploration, mine discovery, mine construction and mine operations.

Formed in 2002, Platinum Group holds significant mineral rights in the Bushveld Igneous Complex of South Africa, which is host to over 70% of the world’s primary platinum production. The Company is currently focused on ramping up the Maseve Mine, its first near-surface platinum mine, to commercial production.

Platinum Group has delineated new reserves on the North Limb of the Bushveld Complex on the Waterberg Project. Waterberg represents a new bulk type of large scale, shallow low cost platinum, palladium and gold deposit.

Qualified Person

R. Michael Jones, P.Eng., the Company's President, Chief Executive Officer and a significant shareholder of the Company, is a non-independent qualified person as defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* and is responsible for preparing the technical information contained in this news release.

On behalf of the Board of
Platinum Group Metals Ltd.

"Frank R. Hallam"
CFO and Director

For further information contact:

R. Michael Jones, President
or Kris Begic, VP, Corporate Development
Platinum Group Metals Ltd., Vancouver
Tel: (604) 899-5450 / Toll Free: (866) 899-5450
www.platinumgroupmetals.net

Disclosure

The Toronto Stock Exchange and the NYSE MKT LLC have not reviewed and do not accept responsibility for the accuracy or adequacy of this news release, which has been prepared by management.

The securities described herein will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release contains forward-looking information within the meaning of Canadian securities laws and forward-looking statements within the meaning of U.S. securities laws (collectively "forward-looking statements"). Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, plans, postulate and similar expressions, or are those, which, by their nature, refer to future events. All statements that are not statements of historical fact are forward-looking statements. Forward-looking statements in this press release include, without limitation, statements regarding the adequacy of capital; potential financings; the use of proceeds of financings; potential share issuances or payments under the credit facility amendments; repayment of indebtedness; ramp up and potential achievement of commercial production at the Maseve Mine; the Company's key objectives; the potential to change underperforming contractors, increase mining, reduce contractor redundancy, improve efficiencies and reduce costs; advancing the Waterberg Project through feasibility and into preparations for a mining right application; and the Company's plans and estimates regarding exploration, studies, development, construction, production, cash flows and other activities and developments. Statements *of mineral resources and mineral reserves also constitute forward-looking statements to the extent they represent estimates of mineralization that will be encountered on a property and/or estimates regarding future costs, revenues and other matters. Although the Company believes the forward-looking statements in this press release are reasonable, it can give no assurance that the expectations and assumptions in such statements will prove to be correct. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future results or performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including the Company's discretion in the use of proceeds of financings; risks related to indebtedness; the Company's capital requirements may exceed its current expectations; the uncertainty of cost, operational and economic projections; the ability of the Company to negotiate and complete future funding transactions; variations in market conditions; the nature, quality and quantity of any mineral deposits that may be located; metal prices; other prices and costs; currency exchange rates; the Company's ability to obtain any necessary permits, consents or authorizations required for its activities; the Company's ability to produce minerals from its properties successfully or profitably, to continue its projected growth, or to be fully able to implement its business strategies; and other risk factors described in the Company's Form 40-F annual report, annual information form and other filings with the Securities and Exchange Commission and Canadian securities regulators, which may be viewed at www.sec.gov and www.sedar.com, respectively.*

Cautionary Note to U.S. and other Investors

Estimates of mineralization and other technical information included or referenced in this press release have been prepared in accordance with NI 43-101. The definitions of proven and probable reserves used in NI 43-101 differ from the definitions in SEC Industry Guide 7. Under SEC Industry 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 SEC 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 SEC Industry Guide 7 and normally are not permitted to be used in reports and registration statements filed with the SEC. 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, the SEC 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 or referenced in this press release containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of United States federal securities laws and the rules and regulations thereunder.