

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Platinum Group Metals Ltd.		None	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Mimy Fernandez-Maldonado	+1 (604) 899-5450	mimy@platinumgroupmetals.net	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
Suite 838 - 1100 Melville Street		Vancouver, BC V6E 4A6	
8 Date of action	9 Classification and description		
February 10, 2022	Common Shares		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
72765Q	N/A	TSX: PTM; NYSE: PLG	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On February 10, 2022, Platinum Group Metals Ltd. (the "Corporation") engaged in a recapitalization (the "Recapitalization"). Specifically, pursuant to the Recapitalization, each holder (a "Noteholder") of a 6 7/8% Convertible Senior Subordinated Note, pursuant to a certain indenture dated June 30, 2017, as amended and supplemented by the first supplemental indenture dated as of January 31, 2018 (the "Notes"), received such number of common shares of the Corporation equal to the Noteholder's principal in its Notes divided by U.S.\$1.695 and cash equal to such Noteholder's accrued interest on its Notes for the Notes surrendered in exchange therefor. No fractional Corporation common shares were issued pursuant to the Recapitalization, with each fractional share rounded down to the next nearest whole share.

The Recapitalization is described in those certain Note Purchase and Common Share Subscription Agreements executed by and between each Noteholder and the Corporation, each dated January 19, 2022 (each, an "Agreement"). Former Noteholders should review the Agreement and consult their own tax advisors regarding the U.S. federal income tax consequences of the Recapitalization.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Exhibit A.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Though it is not free from doubt, provided the Recapitalization qualifies as a tax-deferred reorganization within the meaning of Code Section 368(a), the aggregate tax basis of the Corporation common shares received pursuant to the Recapitalization should equal the aggregate adjusted tax basis in the Notes surrendered in exchange therefor.

In the event the Recapitalization is taxable for U.S. federal income tax purposes, for purposes of calculating fair market value, the fair market value of a Corporation common share on February 10, 2022 is estimated at U.S.\$1.72, which was the closing price for a Corporation common share on the NYSE on February 10, 2022.

Each U.S. former Noteholder should consult with his, her or its own tax advisors to determine whether they are required to recognize gain in connection with the Recapitalization and what measure of fair market value is appropriate.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Though it is not free from doubt, the Corporation believes that the Recapitalization qualifies as a tax-deferred reorganization within the meaning of Code Section 368(a). Provided the Recapitalization qualifies a tax-deferred reorganization under Code Section 368(a), the U.S. federal income tax consequences for U.S. former Noteholders should be determined under Code Sections 61, 354, 358, 368 and 1223.

In addition, if the Corporation was classified as a PFIC at any time during the period that a Noteholder held its Notes, then Code Sections 1291-1298 may be applicable. Former Noteholders should consult with their own tax advisors regarding the potential application of the PFIC rules.


18 Can any resulting loss be recognized? ► Though it is not free from doubt, the Corporation believes that the Recapitalization qualifies as a tax-deferred reorganization within the meaning of Code Section 368(a). Provided the Recapitalization qualifies as a tax-deferred reorganization under Code Section 368(a), each former Noteholder which received Corporation common shares pursuant to the Recapitalization should not recognize any loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► In general, any gain or loss should be reported by shareholders for the tax year which includes February 10, 2022 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return for the 2022 calendar year).

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

7 Mar 2022

Print your name ►

Frank Hallam

Title ►

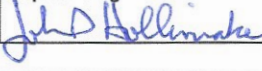
President and CEO

Paid Preparer Use Only

Print/Type preparer's name

John D. Hollinrake Jr.

Preparer's signature



Date

7 Mar 2022

Check ☐ if self-employed

PTIN

P01568530

Firm's name ► Dorsey & Whitney LLP

Firm's EIN ► 41-0223337

Firm's address ► Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104

Phone no. (206) 903-8812

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

EXHIBIT A
PLATINUM GROUP METALS LTD. IRS FORM 8937
PERTAINING TO SECTION 15

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that might apply to particular categories of shareholders.

Though it is not free from doubt, the Corporation believes that the Recapitalization will likely be treated, under the step transaction doctrine or otherwise, as (i) a tax-deferred exchange by the former Noteholders of their Notes for Corporation common shares under Code Section 368(a)(1)(E), combined with (ii) a taxable payment of interest under Code Section 61 for any cash received in payment of interest accrued on the Notes. The following summary assumes that the Recapitalization will be treated in the foregoing manner for U.S. federal income tax purposes.

Pursuant to the Recapitalization, the exchange by the Noteholders of their Notes for Corporation common shares will properly be treated for U.S. federal income tax purposes as a tax-deferred exchange under Code Section 368(a)(1)(E). As a result of the Recapitalization, each former Noteholder should have the same tax basis and holding period in the Corporation common shares received pursuant to the Recapitalization that such shareholder had in the Notes held immediately prior to the Recapitalization.

If the Corporation was a passive foreign investment Company ("PFIC"), as defined under Code Section 1297, for any tax year during which a former Noteholder held its Notes, certain special PFIC rules may apply to the Recapitalization. Former Noteholders should review the Agreement and consult with their own tax advisors regarding the potential application of the PFIC rules.

Former Noteholders should review the Agreement and consult their own tax advisors regarding the U.S. federal income tax consequences of the Recapitalization.