



26 October 2016

Dear Shareholder

IMPORTANT NOTICE – REPLACEMENT PROXY FORM

You will have recently received the notice of meeting and proxy form for the 2016 Annual General Meeting of MacPhersons Resources Limited to be held at 3.00pm (WST) on Thursday 24 November 2016.

It has come to our attention that the proxy form for the Annual General Meeting contains an error in that the numbering of the resolutions is not consistent with the Notice of Meeting.

Enclosed with this letter is a new, replacement proxy form to be completed and returned. For ease of identification it has been printed on blue paper. Please disregard the previous proxy form as it will not be accepted.

There have been no changes to the notice of meeting or the resolutions to be considered at the Annual General Meeting.

If you have already completed and returned the proxy form, you will be required to complete and return a copy of the enclosed green replacement proxy form by 3.00pm (WST) on Tuesday 22 November 2016 for your proxy to be valid. Proxy forms submitted on the previous form will not be accepted.

Your vote is important, so we encourage all shareholders to read the notice of meeting and vote either by proxy or at the meeting.

Yours faithfully

Stephen Hewitt-Dutton
Company Secretary

MACPHERSONS RESOURCES LIMITED

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MacPhersons Resources Limited
ACN 139 357 967
Proxy Form

I/We

Of

being a member of MacPhersons Resources Limited ACN 139 357 967 entitled to attend and vote at the Annual General Meeting, hereby appoint

the Chairman of the Annual General Meeting OR

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, or the Chairman's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at The Kalgoorlie Boulder Chamber of Commerce and Industry Meeting Rooms, 58 Egan Street, Kalgoorlie, Western Australia on 24 November 2016 commencing at 3:00pm (WST) and at any adjournment thereof.

Important for Resolution 1 if the Chairman is your proxy or is appointed as your proxy by default

If I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman of the meeting becomes my/our proxy by default) I/we expressly authorise the Chairman of the meeting (to extent permitted by law) to exercise my/our proxy in respect of Resolution 1 even though the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel of MacPhersons Resources Limited, which includes the Chairman of the Meeting. If you appoint the Chairman as your proxy you can direct the Chairman how to vote by either marking the boxes in the section.

The Chairman intends to vote all available proxies in favour of Resolutions 2 to 5.

I/We acknowledge that the Chairman intends to vote undirected proxies in favour of each Resolution, to the extent permitted by law.

OR

Voting on Business of the Annual General Meeting		For	Against	Abstain
Resolution 1.	Approval of Remuneration Report: 2015/2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re-election of Ashok Parekh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Approval of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Approval of Issue of Options to Jeff Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

Email Address: _____ **Consent for contact by email:** YES ☐ NO ☐

Instructions for Proxy Form

1 Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2 Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chairman will be your proxy. A proxy need not be a Shareholder.

3 Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4 Signing instructions

You must sign this form as follows in the spaces provided:

- (a) **(Individual)** Where the holding is in one name, the holder must sign.
- (b) **(Joint holding)** Where the holding is in more than one name, all of the shareholders should sign.
- (c) **(Power of Attorney)** If you have not already lodged the Power of Attorney with the Company's share registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- (d) **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5 Return of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company by post at MacPhersons Resources Limited, PO Box Z5183, Perth WA 6831 or facsimile at (+61 8) 9218 8875 not later 48 hours before the commencement of the Meeting (i.e. no later than 3.00pm (WST) on 22 November 2016). Any Proxy Form received after that time will not be valid for the Meeting.