



**MACPHERSONS**  
REWARD GOLD LIMITED  
ACN 139 357 967

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY STATEMENT**

Annual General Meeting to be held at  
The Australia, Cnr Hannan and Maritana Street, Kalgoorlie, Western Australia  
On 17 November 2011 commencing at 10:00am (WST)

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or  
other professional adviser without delay.

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

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### **VENUE**

The Annual General Meeting of the Shareholders of MacPhersons Reward Gold Ltd which this Notice of Meeting relates to will be held at 10:00am WST on 17 November 2011 at The Australia, Cnr Hannan and Maritana Street, Kalgoorlie, Western Australia.

### **YOUR VOTE IS IMPORTANT**

The business of the Annual General Meeting affects your shareholding and your vote is important.

### **VOTING IN PERSON**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### **VOTING BY PROXY**

To vote by proxy, please complete and sign the Proxy Form enclosed and either:

- (a) send the Proxy Form by post to MacPhersons Reward Gold Ltd, PO Box Z5183, Perth WA 6831; or
- (b) send the Proxy Form by facsimile to the Company on facsimile number (08) 9218 8875.

so that it is received not later than 10:00am WST on 15 November 2011.

**Proxy forms received later than this time will be invalid.**

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## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting of Shareholders of MacPhersons Reward Gold Ltd will be held at The Australia, Cnr Hannan and Maritana Street, Kalgoorlie, Western Australia at 10:00am WST on 17 November 2011.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on 15 November 2011.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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## AGENDA

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The business to be transacted at the Annual General Meeting is the consideration of Item 1 and proposal of Resolutions 1 and 2 (inclusive) as set out below.

### **Item 1 – Financial Statement and Reports: 2010/2011**

To receive and consider the 2011 Annual Report, together with the directors' report and auditor's report for the financial year ended 30 June 2011.

### **Resolution 1 – Approval of Remuneration Report: 2010/2011**

To consider and, if thought fit, pass the following **advisory only resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Directors' Report for the year ended 30 June 2011 be adopted.”*

#### **Voting Exclusion**

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
  - (b) a Closely Related Party of such a member,
- unless
- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
  - (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above

### **Resolution 2 – Re-election of Director – Mr Jeffrey Williams**

To consider and, if thought fit, pass the following resolutions as an **ordinary resolution**:

*“That Mr Jeffery Williams, being a director of the Company, retires by rotation and, being eligible, is re-elected as a director of the Company in accordance with clause 11.1 of the Constitution.”*

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**DATED: 14 October 2011**

**BY ORDER OF THE BOARD**



**STEPHEN HEWITT-DUTTON  
COMPANY SECRETARY  
MACPHERSONS REWARD GOLD LTD**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of MacPhersons Reward Gold Ltd to be held at The Australia, Cnr Hannan and Maritana Street, Kalgoorlie, Western Australia at 10:00am WST on 17 November 2011.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

There is 1 Item and 2 Resolutions to be put to the Annual General Meeting.

Item 1 is not a resolution and merely enable the Company to lay its financial statements and reports at the Annual General Meeting, as required by the Corporations Act.

Resolutions 1 and 2 (inclusive) are ordinary resolutions.

Resolutions 1 and 2 relate to the ordinary business of the Company at an Annual General Meeting, as required by the Listing Rules, the Corporations Act and the Constitution. Each of these Resolutions are not conditional upon the passing of each other Resolution.

A short explanation of each Item or Resolution is set out below.

### **ITEM 1 – FINANCIAL STATEMENTS AND REPORT**

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The 2011 Annual Report, Directors' reports and auditor' reports for the Company for the year ended 30 June 2011 will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's reports of the conduct of the audit may be submitted no later than 5 Business Days before the Annual General Meeting date to the Company Secretary at c/o Trident Capital Level 24, 44 St Georges Terrace Perth WA 6000, or by facsimile on (08) 9218 8875.

### **RESOLUTION 1 – APPROVAL OF REMUNERATION REPORT**

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The Remuneration Report of the Company for the financial years ended 30 June 2011 is included in the Directors' report in the Company's annual report for the financial year ended 30 June 2011. The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted must be put to the vote. Resolution 1 seeks this approval.

However, in accordance with Section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which do not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with Section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

From 1 July 2011, the Corporations Act has been amended so that if the resolution to approve the Remuneration Report receives “no” votes of 25% or more at two successive annual general meetings of the Company, the Shareholders will be required to vote at the second of those annual general meetings on a resolution (“spill resolution”) that another general meeting be held within 90 days at which all of the Directors (except the Managing Director) must stand for re-election.

The recent amendments to the Corporations Act have also included new restrictions on the Chairperson, Key Management Personnel and any Closely Related Parties of them from voting on a Remuneration Report.

If you elect to appoint the Chairperson, any Key Management Person or any Closely Related Party as your proxy to vote on this Resolution 1, you must direct that proxy how they are to vote. If you do not direct the Chairperson, Key Management Person or Closely Related Party how to vote as your proxy on this Resolution 1, they will be prohibited from exercising your vote and your vote will not be counted in relation to this Resolution.

## **RESOLUTION 2 – RE-ELECTION OF DIRECTOR**

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Clause 11.1 of the Constitution requires that one third (or the number nearest one-third) of Directors (excluding the Managing Director) must retire at each annual general meeting and may be re-elected. Accordingly, Mr Jeffrey Williams retires, but being eligible, offers himself for election as a Director.

A brief summary of Mr Jeffrey Williams is detailed below:

Mr Jeffrey Williams has 16 years experience as a professional mining engineer in Australia and seven years in the stockbroking industry and is a Fellow of the Australasian Institute of Mining and Metallurgy. In the mining industry, his experience ranges from mine planning, underground management and feasibility study through to mine development. From 1972 to 1984, he held various positions with CRA Limited at Broken Hill in New South Wales. Following his Masters of Business Administration (MBA) programme in 1987, he played a major role as a Senior Project Engineer with North Limited. From 1989 to 1996, he specialised in gold mining research in the stock broking industry. Prior to joining Nimbus Resources, he was the Head of Resources Research at James Capel Australia. Mr Jeffrey Williams is currently Managing Director of Mineral Deposits Limited and a Non-Executive Director of Morning Star Gold NL.

Mr Jeffrey Williams established Nimbus Resources (now Mineral Deposits Limited) in 1997, and acquired mineral sands assets from BHP-Billiton near Hawks Nest on the New South Wales coast in 1998. He has since secured the Sabodala gold and Grande Cote zircon projects in Senegal in West Africa, and commenced gold production in March 2009. The market capitalisation of Mineral Deposits Limited has increased from AUD\$6 million in 2003 to over AUD\$500 million in 2009.

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## **GLOSSARY**

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**2011 Annual Report** means the Company’s annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2011.

**Annual General Meeting** means the annual general meeting of the Company to be held at The Australia, Cnr Hannan and Maritana Street, Kalgoorlie, Western Australia at 10:00am on 17 November 2011.

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the board of Directors.

**Company** or **MacPhersons** means MacPhersons Reward Gold Ltd (ACN 139 357 967).

**Constitution** means the constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means that section of the Directors’ report under the heading “Remuneration Report” set out in the Annual Report.

**WST** means Western Standard Time.

# PROXY FORM

**The Directors  
MacPhersons Reward Gold Ltd  
(ACN 139 357 967)**

**Name and Address**

**Contact Telephone Number**

**Contact Name** (if different from above)

**Appointment of Proxy**

I/We being a shareholder/s of MacPhersons Reward Gold Ltd and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the Annual General Meeting of the Company to be held at The Australia, Cnr Hannan and Maritana Street, Kalgoorlie, Western Australia on 17 November 2011 at 10:00am (WST) and at any adjournment of that meeting.

The Chairman  
of the meeting  
(mark with an 'X')

**IMPORTANT:**

In respect of Resolution 2, if the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on any of these Resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on those Resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the Resolutions and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on any of these Resolutions, the Chairman of the meeting will not cast your votes on the Resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each Resolution.

The Chairman, any Key Management Person or a Closely Related Party is not permitted to vote undirected proxies on Resolution 1. Accordingly, if the Chairman, any Key Management Person or a Closely Related Party is your proxy (by appointment or default) and you fail to provide a voting direction in respect of Resolution 1, your vote will not be cast.

**OR**

**If the person you are appointing as your proxy is someone other than the Chairman of the meeting:**

**Write the name of that person in the box below.**

 %

You must specify the % of your votes that you authorise your proxy to exercise if:

**If you hold 2 or more Shares in MacPhersons Reward Gold Ltd, you may appoint a second proxy: Write the name of your second proxy in the box below.**

 %

- (a) you have only appointed 1 proxy and do not want him/her to exercise all of your votes; or
- (b) if you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the Annual General Meeting of the Company to be held at The Australia, Cnr Hannan and Maritana Street, Kalgoorlie, Western Australia on 17 November 2011 at 10:00am (WST) and at any adjournment of that meeting.

**Voting directions to your proxy - Please mark only one of the boxes with an "X" for each resolution to indicate your directions.**

**Ordinary Business**

**For          Against          Abstain**

Resolution 1.          Approval of Remuneration Report: 2010/2011

                  

Resolution 2.          Re-election of Jeffery Williams

                  

**PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented

**Individual or Shareholder 1**

**Shareholder 2**

**Shareholder 3**




**Sole Director and  
Sole Company Secretary**

**Director**

**Director/Company Secretary**

## ***How to complete this 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**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

### **3 Votes on Resolutions**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

**Please note the Chairman, a member of Key Management Personnel or a Closely Related Party is not permitted to vote undirected proxies on your behalf in relation to Resolution 1.** Therefore, if the Chairman, a member of Key Management Personnel or a Closely Related Party is your proxy (by appointment or default) and you wish to vote on Resolution 1, you **MUST** provide a voting direction by marking the applicable box beside Resolution 1 on the Proxy Form.

### **4 Appointment of a Second Proxy**

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy please write the name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### **5 Signing Instructions**

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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 2001) does not have a Company Secretary, a 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.

### **6 Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company by post at MacPhersons Reward Gold Ltd, 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 10.00am (WST) on 15 November 2011). Any Proxy Form received after that time will not be valid for the scheduled meeting.